

APPROVED

MINUTES OF THE 228TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 22 NOVEMBER 2017 IN ROOM CH1.14 CAVENDISH HOUSE, UNIVERSITY OF WESTMINSTER, 101 NEW CAVENDISH STREET.

PRESENT:	Mr S Hart (Chair) Mr C Barnes Mr J Begg Mr D Cheeseman Mr G Davies Dame K Dunnell Mr A Ganguli Dame M Hogg	Professor G Megson Mr P Murphy Ms L Neil Ms H Owen Mr M Smith (items 228.1-228.9) Ms F Thompson (UWSU) (from item 228.6) Ms C Valeur Mrs D Yeo
IN ATTENDANCE:	Ms C Bernard (Observer) Mr J Cappock Professor R Dannreuther (items 228.1-228.7) Ms K Hayes	Professor A Hughes Mrs E McMillan (Clerk) Mr I Wilmot
APOLOGIES:	Mr D Batchelor Mr D Gibbs (KPMG) Mr T Hope	Mr G Morley Ms F Nieboer (KPMG) Mr J Wates

228.1. ANNOUNCEMENTS

- 228.1.1. Apologies were noted as listed above.
- 228.1.2. Dame Karen Dunnell declared an interest in agenda item 5 Any other business - Membership of the Court of Governors (refer to Minute 228.24.2). Dame Karen left the meeting room for the consideration of the specified nominee.
- 228.1.3. Members noted that there is a standing declaration of interest from Dame Mary Hogg for any matters relating to the Quintin Hogg Trust or Quintin Hogg Memorial Fund as Dame Mary is a trustee for both bodies.
- 228.1.4. The Chair confirmed that he had received no requests to discuss starred items (Minutes 228.5.7 to 228.5.9; 228.6.7; 228.10.5 to 228.10.6; and 228.12 to 228.23).
- 228.1.5. The Chair confirmed that a paper on Membership of the Court of Governors – circulated prior to the meeting – will be considered under ‘Any other business’ (Minute 228.24).

228.2. CHAIR’S REPORT

- 228.2.1. The Chair did not have any matters for report at this meeting other than those on the agenda.

228.3. AUDIT COMMITTEE ANNUAL REPORT TO THE COURT 2016-17

- 228.3.1. Members received and considered the annual report from the Audit Committee (Document COG 171122A); which includes Annex 1 the Internal Audit annual report for the year ending 31 July 2017 and Annex 2 HEFCE Annual accountability assurance form.
- 228.3.2. The Audit Committee Chair reported that the internal auditors have given an overall opinion that the University maintained adequately designed arrangements for risk management, control and governance, and economy, efficiency and effectiveness.
- 228.3.3. The Audit Committee Chair informed members that the University is seeking to tender for internal audit services in the current academic year and that the Committee recommends that the University remains a member of the Kingston City Group (KCG) pending the outcome. Members noted that KCG will be invited to tender.
- 228.3.4. The Audit Committee Chair informed members that the Committee's recommendation to the annual general meeting is that the University reappoints KPMG as the external auditor.
- 228.3.5. The Audit Committee Chair reported that in the opinion of the internal auditors, the University was considered to be 'risk defined' in terms of risk maturity¹.
- 228.3.6. **APPROVED** Audit Committee annual report and annexes to be submitted to HEFCE as required.

228.4. EXTERNAL AUDIT

Audit Highlights Memorandum and Management Letter 2016-17

- 228.4.1. In the absence of the external auditors, the Director of Finance presented the audit highlights memorandum and management letter 2016-17 (Document COG 171122B), which had previously been considered by the Audit Committee and Finance and Property Committee.
- 228.4.2. Members heard that KPMG will issue an unqualified opinion of the financial statements with no adverse comments.
- 228.4.3. Members noted that all external audit work has been completed and that all relevant documents, signed as appropriate by the Chair to the Court and the Acting Vice-Chancellor, will be signed by KPMG prior to submission to HEFCE and to Companies House.
- 228.4.4. Members heard that there is one unadjusted audit difference relating to the write off of inter-company debtor balances from a subsidiary company; the difference is not material.
- 228.4.5. The Director Finance presented an oral summary of the remainder of the report and members noted the confirmation of independence and objectivity of the external auditors.
- 228.4.6. Members discussed the impact on the balance sheet of a revaluation carried out during the period and the financial position of the subsidiary UoW Regent Street Cinema Limited.
- 228.4.7. Members discussed the current position regarding Latimer House and noted that the tenants have vacated the building since the end of the financial period to 31 July 2017.
- Letter of Representation and Management Statement of Assurance**
- 228.4.8. Members received and considered the letter of representation to the external auditors and the supporting matrix (Document COG 171122C).

¹ Risk maturity is assessed against a framework with four risk definitions – risk aware, risk defined, risk managed and risk enabled

228.4.9. The Director of Finance informed members that the letter is standard format with the exception of a representation relating to the classification and use of the Latimer House property.

228.4.10. **AGREED** The letter of representation is accurate and should be signed by the Chair.

228.5. ANNUAL REPORT AND FINANCIAL STATEMENTS

228.5.1. Members received and considered the Annual Report and Financial Statements for the year ending 31 July 2017 (Document COG 171122Di).

228.5.2. The Director of Finance presented a brief oral summary of the financial statements.

228.5.3. The Audit Committee Chair confirmed that the Audit Committee and Finance and Property Committee reviewed the annual report and financial statements at the joint meeting held 9 November 2017 and that both committees are content to recommend them to the Court.

228.5.4. **APPROVED** Annual report and financial statements confirmed for submission to the Annual General Meeting.

HEFCE financial commentary

228.5.5. Members received and considered the financial commentary (Document COG 171122Dii), which provides an update on material variances between the financial statements and the most recent forecast submitted to HEFCE.

228.5.6. **APPROVED** Financial commentary confirmed for submission to HEFCE.

HEFCE accounts direction for 2016-17

228.5.7. Members received and noted the HEFCE accounts direction for 2016-17², which outlines the requirements for preparation of the financial statements submitted to this meeting.

Annual sustainability report (ASSUR)

228.5.8. Members received the Annual Sustainability Assurance Report 2017 (Document COG 171122Diii).

228.5.9. **AGREED** ASSUR report to be submitted to HEFCE with the annual statutory return.

228.6. ANNUAL PROVIDER REVIEW AND THE ASSURANCE STATEMENTS

228.6.1. Members received and considered the annual quality report (Document COG 171122Ei), which provides an overview of quality assurance and enhancement activity for the Annual Provider Review.

228.6.2. Members noted that independent governor Mr Trevor Hope attended the meeting of Academic Council on 18 October 2017 and participated in their discussion of the report. Members noted that Academic Council agreed at that meeting to confirm to the Court that the University has met the four assurance statements.

228.6.3. Members discussed the objectives and actions outlined in the report and the future regulatory role of the Office for Students.

228.6.4. Members discussed the views of staff and students on assessment feedback and the importance of reaching a common understanding of what constitutes feedback.

228.6.5. Members discussed the review of the portfolio and potential course closures and noted that this activity is part of the University's transformation plan.

² <http://www.hefce.ac.uk/pubs/Year/2017/CL,272017/>

- 228.6.6. **AGREED** Members recommend to the Chair of the Court that he signs the assurance statements in the annual accountability return to HEFCE.
- 228.6.7. Members received and noted HEFCE circular letter 38/2017 (Document COG 171122Eii) on alignment of regulatory requirements with the Office for Students' registration process.

[Clerk's note: At this point the meeting was adjourned for the AGM and re-convened at its completion]

228.7. TEACHING EXCELLENCE FRAMEWORK

- 228.7.1. The Deputy Vice-Chancellor (Student Experience) presented a proposal from the University Executive Board (UEB) regarding participation in the TEF3 process (Document COG 171122J).
- 228.7.2. Members noted that the University's current TEF award is valid for three years from 2016 to 2019 and that the Government has frozen student tuition fees at £9,250.
- 228.7.3. Members noted that the University has been selected to participate in the TEF subject pilot, which will inform the future development of the TEF by testing how ratings could be assigned at subject level as well as institutional level.
- 228.7.4. Members discussed improvements in particular metrics and the differences in performance in different areas of the institution.
- 228.7.5. Members discussed the directives from UEB to all staff on the requirements for improving the University's performance in the National Student Survey and in particular monitoring and measuring progress against those requirements and the potential student response to the specified activities. [Redacted – commercially sensitive information]
- 228.7.6. A member queried what engagement there is between universities to identify and share good practice. Members heard that the University's Centre for Teaching Innovation has established Westminster Learning Communities, where academics can come together to discuss learning and teaching and engage with pedagogic research and external contacts.
- 228.7.7. A staff governor highlighted the publication of guidance from the Higher Education Academy to assist institutions to prepare for TEF submissions.
- 228.7.8. The Deputy Vice-Chancellor (Global Engagement) provided members with an oral update on strategic activity in relation to employability and members discussed employer relationships, work placements and employer input to portfolio review.
- 228.7.9. **AGREED** Members supported the view from UEB and considered that the University would not achieve sufficient benefit from undertaking a further submission to the TEF at this time.

228.8. ACTING VICE-CHANCELLOR'S REPORT

- 228.8.1. Members received and noted a report from the Acting Vice-Chancellor (Document COG 171122F) that includes an update on sector and University news, a spotlight on global engagement, and recent staff and student achievements.
- 228.8.2. The Acting Vice-Chancellor informed members of the introduction of a new assessment exercise for knowledge exchange and academic enterprise – the Knowledge Exchange Framework (KEF) and noted that the message to the sector is that such activities are a part of universities' core business.
- 228.8.3. Members noted the commentary on a paper published by the UUK financial sustainability steering group outlining the pressure all universities face with regards to the debate about student tuition fees.

- 228.8.4. The Acting Vice-Chancellor provided an oral summary of progress against the transformation plan.
- 228.8.5. Members noted confirmation that the University has passed the Basic Compliance Assessment application to maintain Tier 4 Sponsor status and noted excellent results relating to the refusal rate, enrolment and completion. The Acting Vice-Chancellor congratulated the Associate Director, Admissions and her team for these results.
- 228.8.6. Members discussed the success of Ambika P3, an exhibition space at the University of Westminster, in achieving an Academic Venue Award in the 'Best Exhibition Space' category and the use of the space by students and commercial bookings. The Chair encouraged the executive to reflect on the discussion regarding student use of this space.

228.9. UNIVERSITY PERFORMANCE AND RISK

Annual review of the University risk register

- 228.9.1. Members received and considered the annual review of the University risk register (Document COG 171122G), which is recommended by the Audit Committee and UEB.
- 228.9.2. Members noted that risk ownership is to be reviewed and revised following appointments to senior management posts.
- 228.9.3. Members noted that some of the mitigations have a long timescale due to the periodic nature of sector activities (e.g. the REF and TEF). The Acting Vice-Chancellor reported that the University is conducting an internal 'mini-REF' exercise in preparation for the submission to REF2020.
- 228.9.4. The Audit Committee Chair informed members that the Committee considered the risk register and are content.

Management accounts September 2017

- 228.9.5. Members received and noted abbreviated management accounts for September 2017 (Document COG 171122H). The report covers Period 2 of the financial year 2017-18 and has been considered by the Finance and Property Committee.
- 228.9.6. The Director of Finance informed members that as the report is early in the reporting cycle student tuition fees are not yet invoiced and the focus is on expenditure against budget. The Director provided an oral update on early indications from the Quarter 1 forecasting process, which is ongoing.
- 228.9.7. Members discussed student number targets and related tuition fee income forecasts and use of the contingency.

Management information October 2017

- 228.9.8. Members received and noted the management information report for October 2017 (Document COG 171122I), which continues to report on Westminster 2020 targets and has not yet been updated to reflect the new strategy.

228.10. PREVENT DUTY ANNUAL MONITORING RETURN

- 228.10.1. Members received and considered the annual submission to HEFCE (Document COG 171122Ki).
- 228.10.2. Members noted that there have been no serious incidents during the reporting period and that there are no outstanding actions from the previous year.

APPROVED

- 228.10.3. Members were informed that a briefing for governors on compliance with the Prevent Duty will be arranged for a future meeting.
- 228.10.4. **APPROVED** Annual monitoring return to be signed by the Chair to the Court and submitted to HEFCE.
- 228.10.5. Members received and noted the Code of Practice on Freedom of Speech (Document COG 171122Kii), which is unchanged from the previous year and recommended by UEB.

228.10.6. **APPROVED** Code of Practice to be adopted with immediate effect.

228.11. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 228.11.1. **AGREED** The minutes of the Court of Governors meetings held on 4 October and 9 November 2017 (Document COG 171122Li) were agreed as an accurate record.
- 228.11.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 171122Lii).
- 228.11.3. **Acting Vice-Chancellor's report - recruitment (Action 226.3.4.1)** Members noted that analysis of the September recruitment performance continues and will be combined with an analysis of the January recruitment performance for report to the Court in February 2018.
- 228.11.4. **Staff engagement survey outcomes (Action 226.4.16.1)** Members noted that the follow up report will be considered by the Court in February 2018.
- 228.11.5. **Westminster 2025 strategy and transformation plan (Action 225.2.6.1)** Members noted that the Court will receive a monthly update report on progress against the transformation plan.

228.12. TREASURY MANAGEMENT – REPORT, STRATEGY AND POLICY REVIEW

- 228.12.1. Members received the annual report (Document COG 171122M), which is recommended by the Finance and Property Committee.
- 228.12.2. **APPROVED** Treasury management and investment management policies to be implemented with immediate effect.
- 228.12.3. **AGREED** Court agreed the Treasury Management plan for 2017-18.

228.13. INTERNAL AUDIT

- 228.13.1. Members received and considered the Internal Audit service evaluation form for 2016-17 (Document COG 171122N).
- 228.13.2. **AGREED** Court supported the recommendation from the Audit Committee that the University continues as a member of the KCG consortium pending the outcome of the planned tender exercise (refer to Minute 228.3.3).

228.14. STUDENT DISCIPLINARY REGULATIONS 2017-18

- 228.14.1. Members received a proposal for amendments to the Student Disciplinary Regulations for 2017-18 (Document COG 171122O), which is recommended by Academic Council.
- 228.14.2. **APPROVED** Revised Student disciplinary regulations to be implemented with immediate effect.

228.15. TERMS OF REFERENCE AND STANDING ORDERS 2017-18

- 228.15.1. Members considered a proposal for updates to committee terms of reference and to standing orders (Document COG 171122P).
- 228.15.2. Members noted that the proposed updates to terms of reference and membership reflect the new leadership structure and improve consistency in the information provided.
- 228.15.3. **APPROVED** Updated terms of reference and membership for the committees listed below to be implemented with immediate effect.
- Academic Council
 - Audit Committee
 - Finance and Property Committee
 - HR Committee
 - Nominations Committee
 - Remuneration Committee
- 228.15.4. Members noted that the proposed updates reflect the new leadership structure and align the standing orders with the Articles of Association approved by the Privy Council in September 2017.
- 228.15.5. **APPROVED** Updated standing orders, as listed below, to be implemented with immediate effect.
- Standing Order 1: Scheme of delegation for signing certain categories of contract and for authenticating non-contractual documents
 - Standing Order 2: Appointment, suspension and dismissal of staff
 - Standing Order 3: Constitution of the Court of Governors
 - Standing Order 4: Committee structure and procedures

228.16. DRAFT SCHEDULE OF BUSINESS 2016-17

- 228.16.1. **AGREED** Members confirmed the schedule of business for 2017-18 (Document COG 171122Q) noting that ad hoc items of business may be referred to and/or identified by the Court during the period.

228.17. MINUTES FROM PRECEDING COMMITTEE MEETINGS

- 228.17.1. Members received and noted a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 171122R).
- 228.17.2. In addition to the summary of business, members received the following minutes (Document COG 171122S):
- i. Academic Council 18 October 2017 (redacted)
 - ii. HR Committee 7 November 2017
 - iii. Audit Committee 9 November 2017
 - iv. Finance and Property Committee 9 November 2017
 - v. Joint meeting Audit Committee/Finance and Property Committee 9 November 2017
- 228.17.3. Members noted that where matters considered by committees require discussion or decision by the Court they have been included on the agenda for this or a future meeting.
- 228.17.4. The Chair, HR Committee provided members with an oral update on a health and safety issue discussed at the Committee meeting on 7 November 2017 and confirmed that all concerns raised by the Committee have since been addressed.

- 228.17.5. The Chair, HR Committee reported to the Court discussions at the HR Committee meeting on 7 November regarding the employment of additional part-time visiting lecturers since 1 September 2017. The Committee Chair informed members that the Committee will receive an update report from the Acting Vice-Chancellor on the matter.

228.18. FINANCIAL HEALTH OF THE HE SECTOR

- 228.18.1. Members noted HEFCE's latest report into the financial health of the higher education sector³, which is based on forecast information from HEIs.

228.19. STATUTORY HUMAN RESOURCES REPORTS

Safety, health and wellbeing annual report 2016-17

- 228.19.1. Members received and noted the statutory annual report (Document COG 171122Ti), which has been considered by the HR Committee.

Equality, Inclusion and Diversity annual report 2016-17

- 228.19.2. Members received and noted the statutory annual report (Document COG 171122Tii), which has been considered by the HR Committee.

228.20. VALUE FOR MONEY – ANNUAL REPORT 2016-17 AND PLAN 2017-18

- 228.20.1. Members received and noted the annual report (Document COG 171112U), which has been agreed by the Audit Committee.

228.21. MODERN SLAVERY STATEMENT FOR THE YEAR ENDING 31 JULY 2017

- 228.21.1. Members received and noted the modern slavery statement for the year ending 31 July 2017 (Document COG 171122V), which has been agreed by UEB and will be published on the University website.

228.22. UNIVERSITY OF WESTMINSTER STUDENTS' UNION: NUS DIAGNOSTIC REPORT

- 228.22.1. Members received and noted the outcomes of a diagnostic review of their governance commissioned by the Students' Union (Document COG 171112W).

228.23. DATES OF FUTURE MEETINGS

- 228.23.1. **Court of Governors meetings**

Wednesday 14 February 2018 3.00pm

Wednesday 21 March 2018 3.30pm

Wednesday 6 June 2018 3.30pm

Wednesday 18 July 2018 3.30pm

All Court meetings take place in Room CH1.14 Cavendish House, 101 New Cavendish Street

- 228.23.2. Members noted that the meeting on 14 February 2018 will commence at 3.00pm with a briefing on governors' legal responsibilities for health and safety.

- 228.23.3. **Graduation ceremony**

Monday 27 November 2017 at the Royal Festival Hall

³ <http://www.hefce.ac.uk/pubs/year/2017/201728/>

228.24. ANY OTHER BUSINESS

Membership of the Court of Governors

- 228.24.1. Members received and considered recommendations from the Nominations Committee for independent governor appointments (Document COG 171122X).
- 228.24.2. **APPROVED** Ms Philomine Wales is appointed as an independent member of the Court for an initial three year term of office from 1 December 2017 to 30 November 2020. Ms Wales is currently a non-governor member of the Finance and Property Committee and will continue as a member of this Committee as an independent governor from 1 December 2017.
- 228.24.3. **APPROVED** Ms Vanessa James is appointed as an independent member of the Court for an initial three year term of office from 1 December 2017 to 30 November 2020. Ms James is currently a non-governor member of the HR Committee and will continue as a member of this Committee as an independent governor from 1 December 2017.
- 228.24.4. **APPROVED** Ms Nonie Zaremba is appointed as an independent member of the Court for an initial three year term of office from 1 December 2017 to 30 November 2020. Ms Zaremba is appointed as a member of the Audit Committee also with effect from 1 December 2017.
- 228.24.5. **APPROVED The** Reverend Canon David Stanton is appointed as an independent member of the Court for an initial three year term of office from 1 December 2017 to 30 November 2020.
- 228.24.6. **RESOLVED** Members delegate authority to the Chair to the Court/Chair, Nominations Committee to confirm the committee allocation for Canon Stanton.