

**APPROVED**

**MINUTES OF THE 226<sup>TH</sup> MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 4 OCTOBER 2017 IN ROOM CH1.14 CAVENDISH HOUSE, UNIVERSITY OF WESTMINSTER, 101 NEW CAVENDISH STREET.**

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PRESENT:	Mr S Hart (Chair) Mr D Batchelor (items 226.1 to 226.3.4) Mr J Begg Mrs R Bellamy-James Mr D Cheeseman Mr G Davies Dame K Dunnell Mr A Ganguli Mr T Hope	Professor G Megson Mr G Morley Mr P Murphy (items 226.3.2 to 226.16) Ms L Neil Ms F Thompson (UWSU) Ms C Valeur Mr J Wates Mrs D Yeo (items 226.3.3 to 226.16)
IN ATTENDANCE:	Ms C Bernard (Observer) Mr J Cappock (Observer) Professor R Dannreuther Ms K Hayes	Professor A Hughes Mrs E McMillan (Clerk) Mr I Wilmot (items 226.4 to 226.4.16)
APOLOGIES:	Mr C Barnes Dame M Hogg	Mr M Smith

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**226.1. ANNOUNCEMENTS**

- 226.1.1. Apologies were noted as listed above.
- 226.1.2. Ms Diane Yeo declared an interest in agenda item 2.6 Membership of the Court of Governors (refer to Minute 226.8). The Court decided on the matter in question without discussion and therefore Ms Yeo was not required to leave the meeting room.
- 226.1.3. The Chair confirmed that he had received no requests to discuss starred items (Minutes 226.6.6 to 226.6.7 and 226.8 to 226.15) or to raise matters under 'Any other business' (Minute 226.16).

**226.2. CHAIR'S REPORT**

- 226.2.1. The Chair informed members that the Clerk will be gathering feedback from governors on the format and content of the away day on 20 September 2017.

**226.2.1.1. ACTION** Clerk to circulate an away day evaluation form to governors.

- 226.2.2. On behalf of the Court, the Chair welcomed Mr John Cappock – newly appointed Interim Chief Operating Officer – to the meeting as an observer.

- 226.2.3. The Chair informed members that the University Executive Board (UEB) has advised that the business case for **[redacted – commercially sensitive information]** will be submitted to the Court in December 2017. This will require an additional meeting of the Court in mid-December for the case to be considered.

### 226.3. ACTING VICE-CHANCELLOR'S REPORT

#### General update report

- 226.3.1. Members received and noted a report from the Acting Vice-Chancellor (Document COG 171004Aiii) that includes an update on sector news, student recruitment, teaching and student experience, global engagement, and research and enterprise; a briefing on employability; and which highlights staff and student achievements since the last meeting of the Court.
- 226.3.2. Welcoming the focused approach to research institutes, a staff governor queried why the University is proposing to close the Policy Studies Institute. The Acting Vice-Chancellor explained the rationale for the proposal, noting that difficult decisions have to be taken in the restructuring process.
- 226.3.3. A staff governor noted a concern that good quality staff may leave the University due to current uncertainties around the restructuring. The Acting Vice-Chancellor acknowledged staff concerns and noted that the University is aware of the risk and taking mitigating action including the establishment of research institutes that aim to attract new researchers and develop new areas of research.
- 226.3.4. A member queried whether the University has analysed the reasons that the University's student recruitment figures are ahead of the sector so that the lessons can be applied in future. The Acting Vice-Chancellor confirmed that an analytical report is being produced and will be submitted to the Court at a future date. Members heard that analysis of website data indicates that more students looked at the new course pages than in previous years and that those who viewed the pages were also more likely to click through to apply.
- 226.3.4.1. **ACTION Acting Vice-Chancellor** to confirm to the Clerk when the report is to be submitted.
- 226.3.5. Court noted the achievements of staff and students mentioned in the report. A member queried whether staff are also informed of such achievements and whether there are opportunities to display the top achievements at University sites. Members noted that achievements are communicated through the University website and staff newsletter. Physical on site displays are not a priority for marketing resources at the current time.
- 226.3.6. Members encouraged the Acting Vice-Chancellor to give equal prominence in his regular report to the Court both to specific challenges and achievements about which the Court should be aware.
- 226.3.7. The Chair to the Court informed members that staff he has met during his induction to the role have indicated that communication from the Court would be welcome; for example, a note of thanks for the work staff put in to achieve success in student recruitment.

#### Transformation programme progress update and risk register

- 226.3.8. Members received and noted a report that provides an overview of progress and issues escalated from project and work stream levels for consideration by UEB (Documents COG 171004Ai).
- 226.3.9. Members confirmed that the level of detail in the report is sufficient to provide assurance on progress. Suggestions for enhancements included clearer timelines and the inclusion of those named individuals or groups (e.g. UEB) responsible for projects and work streams.
- 226.3.10. Members discussed the level of staff engagement in the projects and noted that a number of staff are engaged through face to face meetings, online consultation and surveys, and that a communication programme is being implemented; however, this can always be improved and reaching those staff who are less willing to engage is a challenge.

226.3.11. Members noted that no progress has been made on the project aiming to cease activities and received assurance that this is due to the timing of the report, with UEB and the portfolio work stream due to make reports in the near future.

226.3.12. The Chair informed members that recruitment of a permanent Chief Operating Officer and a Vice-Chancellor and President are to be progressed in the coming months and that individual governors nominated by the Chair will receive an invitation from the Clerk to join the selection panels.

#### **Transformation project risk register**

226.3.13. Members received and noted the transformation project risk register (Document COG 171004Aii).

226.3.14. In response to a query from a member, the Acting Vice-Chancellor informed members that the risk ratings are realistic assessments of the current situation and highlight those factors that are crucial to the success of the transformation programme.

226.3.15. A member suggested that the risk register should include a final column that identifies the residual risk after mitigating actions.

226.3.15.1. **ACTION Pro Vice-Chancellor and Dean, Westminster Business School** to ensure that the 'Risk Owners' column is completed for the next submission and consider the inclusion of a 'Residual Risk' column.

226.3.16. In response to a query from a staff governor, members discussed the University's approach to Athena SWAN and noted that the award has benefit for research activities in particular and cultural change more generally.

226.3.17. An independent governor invited the staff governors to reflect on UEB's decision making process. Staff governors welcomed the more open and approachable approach from UEB and emphasised the need to further improve communication between UEB and the wider staff body to build trust and reduce concerns and uncertainty. In response to a staff governor query, the Chair confirmed that the senior leadership structure approved by the Court in September 2017 is an interim position and therefore UEB members are facing the same uncertainty as other staff in the institution.

226.3.18. The student governor informed members that students are reporting informally to the Students' Union that lecturers are making informal references to the fact their position is at risk when communicating with students. The Acting Vice-Chancellor reminded governors that the transformation plan and the new University strategy include a greater focus on both the staff experience and the student experience.

#### **226.4. UNIVERSITY PERFORMANCE AND RISK**

##### **Management accounts July 2017**

226.4.1. Members received and noted abbreviated management accounts for July 2017 (Document COG 171004B). The report covers Period 12 of the financial year 2016-17 and has been considered by the Finance and Property Committee.

226.4.2. The Associate Director, Financial Planning and Analysis/Acting Director of Finance reported that an interim meeting has taken place with the external auditors and the University has not been alerted to any significant changes to the end of year financial information as presented in this report.

226.4.3. The Chair, Finance and Property Committee reminded members of the historical position regarding surplus, noting in particular how quickly the position has changed, and noted that

achievement of the target financial position remains a challenge and relies on successful implementation of the transformation plan.

226.4.4. The Acting Director of Finance presented an oral summary of the financial position expressed in the report, focusing in particular on progress in achieving cost savings; net current liability position as a measure of liquidity; and the debtor position.

226.4.5. Members discussed the calculation of the pension adjustment and actuarial revaluation (noting that these are not cash items and do not impact on lender covenants) and the University's approach to maximising debt/fee collection whilst remaining compliant with Competition and Markets Authority requirements.

#### **Management information July 2017**

226.4.6. Members received and noted the management information report for July 2017 (Document COG 171004C), which provides members with a report on progress against Westminster 2020 objectives.

226.4.7. Members noted that this is the final report for the academic year 2016-17 and that the pack refers to the previous strategy. Management information reporting in the new academic year will reflect new objectives and key performance indicators.

226.4.8. A member queried the accuracy of the workforce composition data for Quarter 4, which appears to show a significant increase in staffing from the previous quarter. It was suggested that the figure for Quarter 4 may be an error and show head count rather than FTE.

**226.4.8.1. ACTION Acting Director of Finance** to check the figures and report back to the Court.

226.4.9. Members noted that the student to staff ratio presented in the report is University wide; however, faculties have access to faculty level information.

#### **Risk management policy and procedures**

226.4.10. Members received and considered the updated risk management policy and procedures (Document COG 171004D), which are recommended by UEB and the Audit Committee.

226.4.11. **APPROVED** Revised Risk management policy and process to be implemented with immediate effect.

#### **Staff engagement survey outcomes**

226.4.12. Members considered the staff engagement outcomes report (Document COG 171004E), which has been considered by the HR Committee and was postponed from the meeting in July 2017.

226.4.13. The Acting Vice-Chancellor highlighted the correlation between recent staff engagement outcomes and those from 2010 when the University last implemented a significant restructuring and staff reduction exercise.

226.4.14. Members noted that the core staff response rate has fallen notably (from 59.4% in 2016 to 46.6%) and that the survey was launched a week after the announcement of the Employee Release Scheme and prior to the achievements in student recruitment.

226.4.15. Members discussed responses to specific questions that either illustrate concerns raised previously by governors – e.g. performance management – or where there has been notable change since the previous survey.

226.4.16. The Chair to the Court requested a report from UEB to the Court confirming what action has been taken in response to the survey outcomes.

- 226.4.16.1. **ACTION** Clerk to add the follow up report to the Court schedule of business.

**Student experience survey outcomes**

- 226.4.17. Members considered the student experience survey outcomes report 2017 (Document COG 171004F), which has been considered by the Teaching Committee, noted by Academic Council and was postponed from the meeting in July 2017.
- 226.4.18. The Deputy Vice-Chancellor (Student Experience) informed members that the survey participants are undergraduate students at Levels 3, 4 and 5 and that the survey is a precursor to the National Student Survey completed by Level 6 (final year undergraduate) students. Members noted that survey response rates fell significantly in 2017 and that this may impact on the value of the results.
- 226.4.19. Members heard that this is the first year of the new curriculum developed through the Learning Futures programme and it is disappointing that this has not yet had the intended impact.
- 226.4.20. The student governor, who is the Students' Union (SU) President, reported that the SU has a greater visibility than previously and as a result students have higher expectations; however the SU is looking at the feedback from students in light of a reduction in student satisfaction with the SU.

**226.5. UNIVERSITY CAPITAL EXPENDITURE BUDGET 2017-18**

- 226.5.1. Members received and considered the University capital budget 2017-18 (Document COG 171004G), which is recommended by the Finance and Property Committee.
- 226.5.2. The Chair, Finance and Property Committee informed members that the Committee scrutinised the budget at their recent meeting noting that the full estates plan is not expected until December 2017. The Committee Chair confirmed that Committee members recommend the budget to the Court on the basis that it is subject to review by December 2017, which is the time at which the University will have clarity about student numbers.
- 226.5.3. Members noted that information services capital projects are included in the capital expenditure budget for the first time (previously such expenditure had been incorporated into the Corporate Services budget) and that this additional capital expenditure currently is to be funded through short term debt facilities.
- 226.5.4. Members noted that capital expenditure is an investment in the future of the University and is focused on those projects that support achievement of the new strategy. Members heard that the return on investment work stream is looking at the effective use of all University assets.
- 226.5.5. **APPROVED** Members approved the University capital expenditure budget for 2017-18 on basis that Finance and Property Committee and the Court will review it again when there is greater clarity about student numbers.
- 226.5.6. Members received and considered an update on the review of the estate strategy (Document COG 171004H), which has been considered by the Finance and Property Committee.
- 226.5.7. The Acting Vice-Chancellor informed members that a fuller estates plan will be submitted to the Court in time to inform the 2018-19 budget and that UEB are exploring options for a new estate strategy, including use of University properties to generate income that can mitigate fluctuations in student numbers.

226.5.8. Members discussed space utilisation and expressed an expectation that University assets need to be used to the fullest – either through self-use or rental - to make a contribution to University income.

**226.6. APPOINTMENTS**

**Company Secretary**

226.6.1. Members received and considered a report outlining options regarding the role of Company Secretary (Document COG 171004I).

226.6.2. Members noted that following the retirement of the Registrar and Secretary in July 2017 and the resignation of the Director, Financial Services (appointed Interim Deputy Company Secretary) in September 2017 the University does not currently have an individual appointed to the role of Company Secretary. The appointment of a Company Secretary is no longer a requirement to comply with the Articles of Association.

226.6.3. Members noted that all the duties normally associated with a Company Secretary role currently are assigned either to the Clerk to the Court or the (Interim) Chief Operating Officer. In the event that the Court opts not to appoint a specified post holder as Company Secretary the assignment of duties and responsibilities will be formalised in a schedule of delegation.

226.6.4. **AGREED** The University will not appoint a Company Secretary at this time.

226.6.5. Members noted that the Court has the right to alter these arrangements at any time and may in the future decide to appoint a Company Secretary.

**Interim Chief Operating Officer**

226.6.6. **RATIFIED** Members supported the decision, taken between meetings by Chair's action, to designate the (Interim) Chief Operating Officer role as the 'holder of a senior post' and to appoint Mr John Cappock to the interim post.

**Standing order 2 – Appointment, suspension and dismissal of staff**

226.6.7. **APPROVED** The revised standing order is to be implemented with immediate effect.

**226.7. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**

226.7.1. **AGREED** The minutes of the Court of Governors meetings held on 19 July and 20 September 2017 (Document COG 171004Li and Lii) were agreed as an accurate record.

226.7.2. The Chair and Clerk to the Court noted the request from a member to avoid consideration of ad hoc business at the Court away day in future or, where this is unavoidable, to provide adequate notice.

226.7.3. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 170104M).

226.7.4. **Longitudinal employment data (Action 1, 20.09.17)** Members received links to the longitudinal data published by HEFCE<sup>1</sup> and to a beginner's guide produced by WonkHE<sup>2</sup>.

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<sup>1</sup> <http://www.hefce.ac.uk/news/newsarchive/2017/Name,114470,en.html>

<sup>2</sup> <http://wonkhe.com/blogs/a-beginners-guide-to-longitudinal-education-outcomes-leo-data/>

## APPROVED

- 226.7.5. **Westminster 2025 strategy and transformation plan (Action 225.2.6.1)** The Director, Communications, Recruitment and External Affairs informed members that UEB is reviewing the membership of the Transformation programme steering group.
- 226.7.6. **Westminster 2025 strategy and transformation plan (Action 225.2.13.1)** Staff governor, Mr John Begg, confirmed that he received a detailed response from the Pro Vice-Chancellor and Dean, Westminster Business School to his written comments on the plan and subsequently has had a useful meeting with the Dean and the Director, Communications, Recruitment and External Affairs to discuss his feedback and related matters.
- 226.7.7. **University budget 2017-18 (Action 225.9.2.1)** Members received written confirmation from the external auditors KPMG (by email on 20 July 2017) that the treatment used by the University is acceptable.
- 226.7.8. **Membership of the Court and committees (Minute 225.15.3)** Members noted a correction to the term of office recorded in the minutes 19 July 2017 for the appointment of Mr Philip Murphy as Chair, HR Committee.
- 226.7.9. **Minutes from preceding committee meetings (Action 225.17.3.1)** The Clerk circulated the outstanding draft Finance and Property Committee minutes 11 July 2017 to governors on 21 August 2017.
- 226.7.10. **Court and committee schedule 2018-19 (Action 225.34.1.1)** The date of the Court away day in 2018 has been brought forward by a week to 12 September 2018 so it no longer clashes with Yom Kippur.
- 226.7.11. **Call for nominations for new governors (Action 211.17.3.4)** The Clerk sent the call for governor nominees to members and placed advertisements on the Times Online and Women on Boards websites in August 2017. The independent members of the Nominations Committee are to meet with potential nominees prior to the November meeting of the Court.
- 226.8. MEMBERSHIP OF THE COURT OF GOVERNORS**
- 226.8.1. Members received and considered recommendations from the Nominations Committee for appointments (Document COG 171004N and Nii).
- 226.8.2. **APPROVED** Mrs Helen Owen is appointed as an independent member of the Court for an initial three year term of office from 9 October 2017 to 8 October 2020. Mrs Owen is appointed as a member of the HR Committee with effect from 9 October 2017.
- 226.8.3. **APPROVED** Ms Diane Yeo is appointed as Deputy Chair to the Court for a three year term of office from 5 October 2017 to 4 October 2020.
- 226.9. HR COMMITTEE TERMS OF REFERENCE**
- 226.9.1. Members considered a proposal for an amendment to the terms of reference for the HR Committee (Document COG 171004O).
- 226.9.2. **APPROVED** HR Committee terms of reference and membership to be amended, with immediate effect, to include the following additional responsibility: 'to advise the Court on staffing matters relating to major change programmes'.
- 226.10. HONORARY AWARD NOMINEES**
- 226.10.1. Members considered nominees for receipt of honorary awards, as recommended by the Nominations Committee (Document COG 171004P).

226.10.2. **APPROVED** The following nominees will be invited to receive an honorary doctorate from the University:

- Peter Kyle OBE
- Rita Bellamy-James DCHS LLB CQSW Barrister
- His Eminence Cardinal Vincent Nichols, Archbishop of Westminster

**226.11. DRAFT SCHEDULE OF BUSINESS 2016-17**

226.11.1. Members noted that the Clerk has not yet produced the schedule of business (Document COG 171004Q). This item is postponed to the next meeting of the Court.

**226.12. MINUTES FROM PRECEDING COMMITTEE MEETINGS**

226.12.1. Members noted that the Clerk has not produced a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 171004R).

**226.12.1.1. ACTION** Clerk to produce the report and upload to the Court Hub site for reference.

226.12.2. Members noted that the following draft minutes (Document COG 171004S) are not available for this meeting as they are yet to be agreed by the relevant Chairs:

- i. HR Committee 10 August 2017
- ii. Remuneration Committee 16 August 2017
- iii. Audit Committee 29 August 2017
- iv. Nominations Committee 13 September 2017
- v. Finance and Property Committee 21 September 2017

**226.12.2.1. ACTION** Clerk to upload the agreed minutes to the Court Hub site for reference.

226.12.3. 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.

**226.13. MEMORANDUM OF ASSURANCE AND ACCOUNTABILITY**

226.13.1. Members noted the updated HEFCE memorandum (Document COG 171004T<sup>3</sup>) effective from 1 August 2017.

**226.14. REMUNERATION OF SENIOR STAFF**

226.14.1. Members received and noted a letter to Chairs of Council/Governors from The Right Hon Lord Adonis requesting information on the policy on proportionate pay (Document COG 171004U).

**226.15. DATES OF FUTURE MEETINGS**

**226.15.1. Court of Governors meetings**

**Wednesday 22 November 2017 3.30pm**

**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

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<sup>3</sup> <http://www.hefce.ac.uk/reg/MAA/>

**APPROVED**

226.15.2. **Graduation ceremonies**

**Monday 20 and Monday 27 November 2017**

All ceremonies take place at the Royal Festival Hall

**226.16. ANY OTHER BUSINESS**

226.16.1. Members did not raise any matters for discussion under this item.