

APPROVED

MINUTES OF THE 231ST MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 6 JUNE 2018 IN ROOM CH1.14 CAVENDISH HOUSE, UNIVERSITY OF WESTMINSTER, 101 NEW CAVENDISH STREET.

PRESENT:	Mr S Hart (Chair) Mr J Begg Ms C Bernard Dr P Bonfield Mr D Cheeseman Mr G Davies Dame K Dunnell Mr A Ganguli Dame M Hogg Ms V James	Mr G Morley Mr P Murphy Ms H Owen The Venerable Canon D Stanton Ms F Thompson, UWSU Ms C Valeur Ms P Wales Mr J Wates Mrs D Yeo Ms N Zaremba
IN ATTENDANCE:	Mr J Cappock Professor R Dannreuther Professor A Hughes	Mrs E McMillan (Clerk) Ms L Naseem, UWSU (Observer) Mr I Wilmot (items 231.2.4 to 231.3)
APOLOGIES:	Mr C Barnes Mr C Hinge (attendee) Professor G Megson	Ms L Neil Mr M Smith

Clerk's note: This meeting of the Court of Governors was preceded by a briefing from the Deputy Vice-Chancellor (Global Engagement) on the University's strategic international partnerships.

231.1. ANNOUNCEMENTS

- 231.1.1. Apologies were noted as listed above.
- 231.1.2. On behalf of the Court, the Chair welcomed Dr Peter Bonfield – Vice-Chancellor and President, and Ms Lareb Naseem – University of Westminster Students' Union President Elect to their first meeting of the Court.
- 231.1.3. 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.
- 231.1.4. The Chair agreed a request to discuss agenda item 2.9 Student complaints procedure (refer to Minute 231.10). The Chair confirmed that there were no requests to discuss the remaining starred items (refer to Minutes 231.11 to 231.13 and 231.15 to 231.21).
- 231.1.5. The Chair agreed requests from the University Secretary and Chief Operating Officer (USCOO) and the Vice-Chancellor (VC) to discuss three matters under agenda item 5 'Any other business' (refer to Minute 231.22).
- 231.1.6. On behalf of the Court, the Chair thanked Anupam Ganguli for his contribution to the Court during his tenure as a governor and as Chair of the Audit Committee.
- 231.1.7. On behalf of the Court, the Chair thanked Lindsay Neil for her contribution to the Court during her tenure as a co-opted (staff) governor.

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231.1.8. The Chair briefed the Court on the key issues considered at the Committee of University Chairs Spring Plenary event in April 2018 and on the publication of the HE Senior Staff Remuneration Code.

231.1.8.1. **ACTION Clerk** to circulate the HE Senior Staff Remuneration Code to governors.

231.2. UNIVERSITY PERFORMANCE

Vice-Chancellor's report to the Court – June 2018

231.2.1. Members received and noted the Vice-Chancellor's report (Document COG 180606A), which includes the monthly update on progress against the transformation plan and the transformation projects risk register.

231.2.2. The VC supplemented the written report with an oral update on the visits and discussions with staff, students, sector colleagues and other stakeholders undertaken in his first month in post.

231.2.3. Members discussed with the VC queries regarding the succinct expression of the University's mission; the potential impact of the staff restructuring on the student experience; and monitoring and managing the performance of staff and teaching provision.

231.2.4. The USCOO presented an oral summary of progress and next steps for various projects within the transformation programme. A member queried the impact on staff numbers in one faculty considering the shortfall in student numbers in that area for 2018-19.

231.2.5. Members received and noted management accounts for April 2018 and the Quarter 3 forecast (Document COG 180606B). The report covers Period 9 of the financial year 2017-18 and has been considered by University Executive Board (UEB).

231.2.6. Members received and noted the revised University risk register (Document COG 180606C), which is led by UEB and has been considered by the Audit Committee.

231.3. UNIVERSITY BUDGET 2018-19 AND FIVE YEAR FORECAST

University budget 2018-19

231.3.1. Presented by the Director of Finance. Members received and considered the University income and expenditure budget for 2018-19 (Document COG 180606D).

231.3.2. Members noted that tuition fee income is built on baseline student numbers agreed by UEB in December 2017 and other income lines are based on the Quarter 1 forecast for the current year. Staff pay expenditure reflects the resource envelopes UEB allocated to colleges and Professional Services departments as part of the transformation plan, with other expenditure based on the Quarter 1 forecast adjusted for known increases. Members noted that the budget includes £16.5m of capital expenditure split between IT and estates.

231.3.3. Members noted that the budget presents a net position of £11.2 million surplus before the contingency of £5 million; resulting in a budget surplus of £6.2 million.

231.3.4. The Chair, Finance and Property Committee confirmed that the Committee considers the budget to be prudent and recommends it to the Court.

231.3.5. A member queried whether expenditure on staff networks and related activities may be reinstated. The Chair confirmed that allocation of resources within the parameters of the high level budget agreed by the Court is the responsibility of UEB.

231.3.6. **APPROVED** Members approved the University income and expenditure budget for 2018-19.

Five-year forecast

- 231.3.7. Presented by the Director of Finance. Members received and considered the five year forecast (Document COG 180606E), which is recommended by the Finance and Property Committee.
- 231.3.8. The Director of Finance informed members that the OfS has published additional requirements for five year forecasts since the original submission to UEB and the Finance and Property Committee.
- 231.3.9. Members noted that the forecast submitted to this meeting does not reflect discussions to be held at the UEB away day in July on the future size and shape of the institution or the outcomes of the transformation programme.
- 231.3.10. **AGREED** Five year forecast and commentary to be revised to meet OfS requirements and re-submitted to the Finance and Property Committee and the Court.

231.4. APPOINTMENT OF INTERNAL AUDITORS

- 231.4.1. Members received and noted the timeline and specification for the tender of internal audit services (Document COG 180606F).
- 231.4.2. The USCOO briefed members on the tender process and the tender panel's deliberations and presented the recommendation of the panel. Members noted that the panel consider the recommended company to provide value for money.
- 231.4.3. The future Chair, Audit Committee – independent governor Charlotte Valeur – gave feedback on the tender panel interview.
- 231.4.4. **RESOLVED** TIAA are appointed as providers of Internal Audit services to the University of Westminster for the three year period from 1 August 2018 and for a day rate fixed for three years. Members authorise the USCOO to negotiate the number of days of internal audit activity to be delivered to the University, up to a maximum limit of 170 days.
- 231.4.5. Members noted that the USCOO continues to liaise with the Kingston City Group to exit the consortium.

231.5. ESTATES MATTERS

Estate strategy progress update

- 231.5.1. Members received and noted a summary report of recent progress on development of the new Estate strategy (Document COG 180606G).
- 231.5.2. The USCOO informed members of a refresh of the terms and reference and membership of the Estate Strategy Steering Group, noting that the Group has input from independent governors.
- 231.5.3. A member queried the timing of the submission to the Court of the new Estate strategy. Members noted that the intended submission date is either October or November 2018.
- 231.5.4. A member queried the methodology for stress testing the assumptions supporting business cases.
- 231.5.4.1. **ACTION** Director, Estates Planning and Services to provide a brief summary of the methodology for stress testing to the Clerk for circulation to the Court.

Potential disposal of a University property

231.5.5. **RESOLVED** Members delegate authority to the Finance and Property Committee to decide on the proposed disposal of the University property currently under offer from a potential purchaser.

231.6. REGISTRATION WITH THE OFFICE FOR STUDENTS

231.6.1. Members received and noted the University application and supporting material for registration with the OfS (Document COG 180606H and appendix), which was approved by the Audit Committee on behalf of the Court.

231.6.2. Members discussed the Access and Participation Plan, noting that there is robust data supporting the review of current performance and allocation of resources to priority groups.

231.6.3. Members thanked the USCOO, all staff involved in preparing the submission, and the Students' Union for their contribution.

231.7. LFHE EQUALITY, DIVERSITY AND INCLUSION IMMERSIVE RETREAT

231.7.1. Independent governors – Charlotte Valeur and Nonie Zaremba – provided an oral report on their experiences at the retreat.

231.7.2. Members noted that the diversity of the University's student population is not mirrored in the membership of the Court or senior management.

231.7.3. Members considered that the University should be a leader in equality, diversity and inclusion (EDI), and to support this should monitor and take action where necessary on a broad range of EDI measures.

231.7.4. A member suggested that a risk relating to failure to achieve the Access and Participation Plan should be considered for inclusion in the University risk register.

231.8. EFFECTIVENESS REVIEW – OUTCOMES REPORT

231.8.1. Members received a summary report of the outcomes of the effectiveness review undertaken in 2016-17 (Document COG 180606I).

231.8.2. **AGREED** Chair to the Court, Clerk to the Court and USCOO to implement the recommendations as presented in the report from September 2018.

231.8.2.1. ACTION Chair to the Court to work with the Deputy Chairs to the Court to identify link governor areas, seek expressions of interest from independent governors to champion those areas, and allocate link governors accordingly.

231.8.2.2. ACTION Clerk to the Court to provide read access to independent governor CVs for UEB members.

231.8.3. The Chair to the Court confirmed that more formal mechanisms to encourage engagement between Court members does not preclude informal engagement.

231.9. COMMITTEE TERMS OF REFERENCE

231.9.1. Members received a proposal for updates to sub-committee terms of reference (Document COG 180606J), which are recommended by the relevant committees.

231.9.2. **APPROVED** Audit Committee terms of reference to be amended, with immediate effect:

- addition of University Secretary to the title of the COO;

- addition of the Director of Finance to the list of regular attendees; and
- reference to HEFCE to be amended to the OfS.

231.9.3. **APPROVED** Finance and Property Committee terms of reference to be amended, with immediate effect:

- addition of University Secretary to the title of the COO; and
- addition of the Director of Finance and the Director, Estates Planning and Services to the list of regular attendees.

231.9.4. **APPROVED** HR Committee terms of reference to be amended, with immediate effect:

- Provost to be replaced by 'Deputy or Pro Vice-Chancellor, nominated by the Vice-Chancellor'; and
- addition of University Secretary to the title of the COO.

231.9.5. The Chair, Remuneration Committee responded to the query raised at an earlier meeting regarding a student member joining the Committee. The Chair explained that a student member would not have professional experience and expertise relevant to the remit of the Committee. The Clerk to the Court informed members that the guidance that accompanied the consultation on the HE Senior Staff Remuneration Code did not recommend appointing staff and/or student governing body members to the Remuneration Committee.

231.10. STUDENT COMPLAINTS PROCEDURE

231.10.1. Members received and considered the updated Student complaints procedure (Document COG 180606K), which is recommended by Academic Council.

231.10.2. A member queried the responsibilities of the Investigating Officer for a Stage 2: Formal Complaint, and proposed that it should be the responsibility of the Investigating Officer to investigate and produce the evidence with the Dean or Professional Services Director responsible for taking decisions on the case.

231.10.3. **AGREED** Updated procedure to be referred back to Academic Council to consider the point above.

231.10.3.1. ACTION Clerk to include the procedure – and the response from Academic Council - on the agenda for the next meeting of the Court.

231.11. REDUNDANCY POLICY AND PROCEDURE

231.11.1. **APPROVED** Members reconfirmed the existing policy and procedure (Document COG 180606L), which is recommended by the HR Committee.

231.12. MATTERS REFERRED BY THE NOMINATIONS COMMITTEE

231.12.1. Members received a summary report of recommendations referred by the Nominations Committee (Document COG 180606M).

231.12.2. **APPROVED** The Hon Dame Mary Hogg is re-appointed as an independent member of the Court for a thirteenth three year term of office from 31 March 2019 to 30 March 2022. The Court has exceptionally extended Dame Mary's term of office beyond nine years as it is the wish of the University and the Court to maintain its link with the family of its founder.

231.12.3. **APPROVED** Ms Lareb Naseem is appointed as a co-opted (student) member of the Court for a one-year term of office from 1 July 2018 to 30 June 2019.

APPROVED

231.12.4. Members noted that the Chair to the Court approved the change of title from Chief Operating Officer to University Secretary and Chief Operating Officer between meetings by Chair's action.

231.12.5. **RESOLVED** Members appoint Mr John Cappock, USCOO, as Company Secretary for The University of Westminster (company number 0977818) with effect from 7 June 2018 and for an indefinite period that will end when he resigns or retires or is suspended or dismissed from his substantive role.

231.12.6. **APPROVED** Mr Colin Barrow, CBE, MA (Cantab.), FRSA will be invited to receive an honorary award (DLitt) from the University.

231.12.7. Members noted the planned appointment of directors to the University's wholly owned subsidiaries.

231.13. STANDING ORDERS – UPDATE

231.13.1. Members received a proposal to update two standing orders to reflect new structures (Document COG 180606N).

231.13.2. **APPROVED** Standing Order 2: Appointment, suspension and dismissal of staff and Standing Order 3: Constitution of the Court of Governors to be updated as presented with effect from 7 June 2018.

231.14. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

231.14.1. **AGREED** The minutes of the Court of Governors meeting held on 21 March 2018 (Document COG 180606O) were agreed as an accurate record.

231.14.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 180606P).

231.14.3. **Interim report on production of the Estate strategy (Action 230.4.2.1):** Members noted that the presentation, with a link to the workshop presentations, is available to view in the SharePoint folder for this meeting.

231.14.4. **Marketing strategy (Minute 230.6):** Members noted that a presentation to the Court on the Marketing strategy is postponed to the new academic year.

231.14.5. **Fee proposals 2019-20 (Action 230.9.4.1):** **RATIFIED** Members confirmed approval of the fee proposals as presented to the Court on 21 March 2018 (Document COG 180321I).

231.14.6. **Transformation programme (Action 229.6.17.1):** Members noted that the Clerk circulated the paper with proposals for the Professional Services structure as considered and approved by UEB to the Court on 22 March 2018.

231.15. MINUTES FROM PRECEDING COMMITTEE MEETINGS

231.15.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 180606Q).

231.15.2. In addition to the summary of business, members received the following minutes (Document COG 180606R):

- Academic Council - 11 April 2018
- Finance and Property Committee - 10 May 2018
- Audit Committee - 10 April and 15 May 2018
- Nominations Committee - 23 May 2018

231.15.3. 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.

231.15.4. Members were informed that the draft minutes of the Remuneration Committee meeting held on 16 May 2018 will be made available to members once the individual members of staff have been informed of the outcomes.

231.16. TEACHING FUNDING IN THE PERIOD FROM APRIL 2018 TO JULY 2019

231.16.1. Members received the letter from the Office for Students to OfS-funded HE providers (Document COG 180606S).

231.17. REGISTER OF PERSONS WITH SIGNIFICANT CONTROL

231.17.1. Members noted that the register of persons with significant control continues to state that "The University of Westminster knows that there is no registrable person or registrable legal entity in relation to the company".

231.18. PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWING) POLICY AND PROCEDURE

231.18.1. Members noted the following updates to the policy (Document COG 180606T), which reflect new senior appointments and have been approved by the Chair to the Court between meetings by Chair's action:

- Interim Chief Operating Officer amended to University Secretary and Chief Operating Officer
- Acting Vice-Chancellor's details replaced with those for the Vice-Chancellor

231.19. EXTERNAL AUDIT OPERATIONAL PLAN AND STRATEGY 2017-18

231.19.1. Members received the annual plan for the year ending 31 July 2018 (Document COG 180606U), which has been approved by the Audit Committee.

231.20. SCHEDULE OF BUSINESS 2017-18

231.20.1. Members received the updated schedule of business (Document COG 180606V).

231.21. DATES OF FUTURE MEETINGS

Wednesday 18 July 2018 **3.00pm** in Room CH1.14 Cavendish House

12 September 2018 12noon to 6pm (away day) – location tbc

3 October 2018 3.30pm

28 November 2018 3.30pm

20 March 2019 3.30pm

5 June 2019 3.30pm

17 July 2019 3.30pm

Meetings may be preceded by briefings from 3.00pm.

231.21.1. **Graduation ceremonies**

Monday 9 July 2018 10.00am, 12.30pm and 3.00pm

Tuesday 10 July 2018 10.00am, 12.30pm and 3.00pm

Wednesday 11 July 2018 10.00am and 1.00pm

Monday 12 November 2018

Monday 26 November 2018

All ceremonies take place at the Royal Festival Hall.

231.22. ANY OTHER BUSINESS

Bank mandate

231.22.1. **RESOLVED** Members delegate authority to the USCOO to approve changes to the signatories listed as Panel A and Panel B in the bank mandate (Appendix B to the Financial Regulations 2017-18).

231.22.2. The USCOO will report any such changes to the next meeting of the Court.

231.22.3. Members noted the intention to include this delegation of authority in the next version of the Financial Regulations.

[Redacted] (Confidential)

231.22.4. **[Redacted]**

University Technical College

231.22.5. The VC discussed with members collaborative opportunities for the Sir Simon Milton Westminster University Technical College.