

MINUTES OF THE 249TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 24 NOVEMBER 2021, ROOM M416, MARYLEBONE CAMPUS AND VIA MICROSOFT TEAMS

PRESENT:	Professor L Berry (Chair) Professor D Anand Dr P Bonfield Miss Z Butt, UWSU Mr D Cheeseman Dame K Dunnell Ms V Foster ¹ (to Minute 249.11) Ms S Hafeez Professor G Meikle ¹	Ms L Phillips ¹ (Deputy Chair) Miss O Ponsford, UWSU Ms J Robson Professor F Ross Mr M Smith ¹ Ms P Wales Ms MX Wang ¹ Mr S Wylie ¹ (to Minute 249.11.6)
IN ATTENDANCE:	Ms L Cole ¹ (Minute 249.11) Mr D Gibbs ¹ , KPMG (Minute 249.5.4 to 249.6.15) Dr S Jarvis Professor M Kirkup (Minutes 249.10 and 249.11) Mrs J Lamarque (to Minute 249.11.6)	Mrs E McMillan (Clerk) Ms N Nelson ¹ (Minute 249.4) Ms F Nieboer ¹ , KPMG (Minute 249.5.4 to 249.6.15) Mr I Wilmot
APOLOGIES:	Mr J Bairamian Mr J Cappock (Company Secretary) Professor A Hughes	Ms H Owen The Venerable Canon D Stanton

249.1. ANNOUNCEMENTS

- 249.1.1. The Chair of the Court of Governors welcomed all governors and attendees to the meeting.
- 249.1.2. Members noted apologies as recorded above and noted that Ian Wilmot, Director of Finance, attended as Acting University Secretary and Chief Operating Officer (USCOO).
- 249.1.3. The Clerk to the Court of Governors confirmed that two starred items will be discussed at the meeting in response to comments posted by a member prior to the meeting.
- 249.1.4. The Chair confirmed she had one matter to raise under 'Any other business'.
- 249.1.5. The Chair congratulated the University for being ranked second for social mobility among English universities in a report published by the Institute for Fiscal Studies and educational charity the Sutton Trust.
- 249.1.6. The Chair briefed members on her activities since her appointment began, which included recruitment activities for new members.
- 249.1.7. **RATIFIED** Members supported the decision taken by Chair's action to appoint Ian Wilmot as Deputy Company Secretary with effect from 1 November 2021 (Document COG 211124A).
- 249.1.8. The Chair noted that this is the final meeting for retiring governors David Cheeseman and Karen Dunnell and reminded governors of the festive social event planned for 2 December 2021.

¹ Attended via Microsoft Teams

249.2. ANNUAL QUALITY ASSURANCE REPORT AND ACTION PLAN

- 249.2.1. The Vice-Chancellor/Chair of Academic Council presented the annual quality assurance report (Document COG 211124C), which provides an overview of quality assurance and enhancement activity.
- 249.2.2. The Vice-Chancellor confirmed that Academic Council considered and agreed the report in October 2021 and that independent governor (now Chair of the Court) Lynne Berry was present for most of the discussion.
- 249.2.3. The Chair assured members that Academic Council held a thorough discussion relevant to issues such as student wellbeing, employability and the University's position in sector rankings.
- 249.2.4. Members noted that the Court will receive a briefing on quality assurance and will have further opportunity to discuss the content of the report at the meeting of the Court in March 2022.
- 249.2.5. **AGREED** Members noted Academic Council's assurance and confirmed that the assurance statements and requirements of the ongoing conditions relating to academic quality and standards have been met.

249.3. REMUNERATION COMMITTEE ANNUAL REPORT

[\[University Executive Board \(UEB\) members and the Acting USCOO left the meeting here\]](#)

- 249.3.1. Lin Phillips, Chair of the Remuneration Committee, presented the Committee's annual report to the Court (Document COG 211124D), which will be published on the University website.
- 249.3.2. The Committee Chair thanked David Cheeseman, who chaired the Committee until July 2021, for his leadership of the Committee during the reporting period.

[\[UEB members and the Acting USCOO returned to the meeting\]](#)

249.4. SAFETY, HEALTH AND WELLBEING UPDATE REPORT

- 249.4.1. Niamh Nelson, Head of Safety, Health and Wellbeing (SHW) gave an oral update on the work of the Being Safe, Feeling Safe Group.
- 249.4.2. In response to members' queries, the Head of SHW spoke to members about levels of colleague wellbeing, the student and colleague experience, muscular-skeletal issues, vaccination take up and monitoring of COVID-19 case numbers.
- 249.4.3. The Deputy Vice-Chancellor (DVC) for Employability and Global Engagement reported that colleagues will reflect on students' experiences of Welcome Week to inform planning for subsequent Welcome Weeks.
- 249.4.4. Members noted the Safety, Health and Wellbeing Annual Report 2020/21 (Document COG 211124E).

249.5. VICE-CHANCELLOR'S REPORT

Vice-Chancellor's sector update

- 249.5.1. The Vice-Chancellor briefed members on the Government response to the pandemic and education delivery, consultation around post-18 reforms and highlighted the University's achievement in social mobility rankings.
- 249.5.2. Members commented on the social mobility rankings including whether they would be used as a national measure for universities and further analysis of the University's outcomes.

APPROVED

- 249.5.3. The Vice-Chancellor informed members of student recruitment numbers and, in response to members' queries, discussed the University's approach to accepting students through the Clearing process and delays in visa approvals for international students.

Vice-Chancellor's periodic report

- 249.5.4. Members noted the Vice-Chancellor's report (Document COG 211124Fi).

Report from Academic Council

- 249.5.5. Members noted the draft minutes from the Academic Council meeting on 20 October 2021 (Document COG 211124Fii).

249.6. ANNUAL REPORT AND FINANCIAL STATEMENTS

- 249.6.1. The Chair welcomed Fleur Nieboer and Dean Gibbs, KPMG External Auditors, to the meeting.

Audit Committee annual report to the Court 2020/21

- 249.6.2. Matthew Smith, Chair of the Audit Committee, presented the Committee's annual report to the Court (Document COG 211124Bi). The report includes as an annex the Internal Audit annual report for the year ending 31 July 2021.

- 249.6.3. The Committee Chair referred members to a minor update (published in advance of the meeting) to include reference to the SORP (Statement of Recommended Practice) 2019 and informed members that the Committee will consider the Internal Audit review of Cybersecurity in January 2022.

- 249.6.4. **APPROVED** Audit Committee annual report and annex to be submitted to the Office for Students (OfS) as required.

External Audit year-end report 2020/21

- 249.6.5. External Auditor, Fleur Nieboer from KPMG, presented the year-end report (Document COG 211124Bii). The report had previously been considered at a meeting of the Audit Committee attended by Resources Committee members.

- 249.6.6. The External Auditor confirmed to the Court that her team have completed their audit and will issue an unqualified opinion on financial statements and use of funds. She also assured members that the audit did not identify any high priority or significant weaknesses in the control environment and there were no high priority recommendations from the audit.

- 249.6.7. **[Redacted - Confidential]**

Letter of Representation and Management Statement of Assurance

- 249.6.8. Ian Wilmot, Director of Finance, confirmed to members that the letter (Document COG 211124Biii) is in the standard format.

- 249.6.9. **AGREED** The letter of representation is accurate and should be signed by the Chair of the Court of Governors.

Annual report and financial statements for the year ended 31 July 2020

- 249.6.10. The Director of Finance presented to members the annual report and financial statements for the year ending 31 July 2021 (Document COG 211124Biv).

- 249.6.11. The Director of Finance thanked the Clerk to the Court for her assistance in producing the narrative elements of the report.

APPROVED

249.6.12. The Director of Finance confirmed the financial statements are in line with the end of year management accounts considered by members at an earlier meeting.

249.6.13. A member raised a query about carbon management targets.

249.6.13.1. **ACTION Director of Finance** to refer the query to the Sustainability team and report the response to the Court of Governors and the Resources Committee.

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

249.6.15. The Chair thanked the External Auditors.

[The External Auditors left the meeting at this point. The Chair of the Court adjourned the meeting for the AGM and re-convened the meeting at its completion]

249.7. STUDENTS' UNION STRATEGIC UPDATE

249.7.1. Zahra Butt, the UWSU President and student governor, presented an update on UWSU's recent activity (Document COG 211124G).

249.7.2. The UWSU President reported that UWSU is working in partnership with several large organisations; is working with the Student Experience Committee and School and Course Representatives to shape the UWSU approach to engagement; is working with the Equality, Diversity and Inclusion (EDI) Committee to embed the University's EDI Strategy into practice; and has been training student leaders.

249.7.3. Olivia Ponsford, UWSU Vice-President (Activities) and student governor, briefed members on her work with the University's employability team and plans to encourage students to get involved in an active lifestyle.

249.7.4. The UWSU President reported that elections for the 2022/23 Sabbatical team will take place shortly and UWSU is making some changes to processes and responsibilities in preparation.

249.7.5. The Deputy Vice-Chancellor (DVC) for Education informed members that partnership with UWSU is crucial to understanding the student voice and responding to student needs and that the University is privileged to have this Sabbatical team to work with.

249.7.6. An independent governor commended the UWSU Sabbatical officers for their presentations at recent graduation ceremonies.

249.7.7. The UWSU President thanked the Court of Governors for their support.

249.8. MANAGEMENT ACCOUNTS REPORT

249.8.1. The Director of Finance presented the management accounts for September 2021 – Period 2 (Document COG 211124H), which had been considered by UEB and focuses on expenditure as tuition fees are not invoiced until Period 3.

249.8.2. The Director of Finance gave an oral report on the October 2021 management accounts, which includes the Quarter 1 forecast.

249.8.3. The Director confirmed that the University completed the year to 31 July 2021 in a strong financial position.

249.9. FIVE-YEAR FORECAST AND THE OFS ANNUAL FINANCIAL RETURN 2021

249.9.1. The Director of Finance presented a paper on the five-year financial forecast to the financial year 2025/26 (Document COG 211124I).

APPROVED

- 249.9.2. The Director of Finance informed members that that the forecast is based on the outcomes of student number planning meetings between January and April 2021 and the planned numbers had been reconfirmed in October 2021.
- 249.9.3. The Director of Finance referred members to the sensitivity/scenario section, which highlights implications of potential Government initiatives and confirmed that the forecast does not assume any of those scenarios will occur.
- 249.9.4. Members discussed the ratio of staff costs to turnover including the impact of pension adjustments and the assumption of full staffing. The Director of Finance confirmed that the ratio is comparable with other HE institutions – and favourably comparable in the London peer group of institutions².
- 249.9.5. Members noted the role of the Resources Committee and the Court of Governors in approving the University budget and scrutinising financial performance, including staffing costs.
- 249.9.6. **APPROVED** Five-year financial forecast workbook and commentary (Document COG 211124Iii) to be submitted to the OfS.
- 249.10. CAPITAL EXPENDITURE PRIORITIES**
- 249.10.1. The Director of Finance presented a paper on capital funding priorities and cashflow projections (Document COG 211124J).
- 249.10.2. The Director of Finance informed members that the projects listed have not yet been prioritised and are subject to the usual approval processes. He noted that to maintain some cash in reserves the University would need to borrow if it was to proceed with all the projects listed.
- 249.10.3. The Vice-Chancellor answered a member's query on the proportion of students that will stay in University residential accommodation.
- 249.11. 29 MARYLEBONE ROAD BUSINESS CASE**
- 249.11.1. Mei Xin Wang, Chair of Resources Committee, presented the Committee's recommendation for investment in a Centre for Employability and Enterprise at 29 Marylebone Road as outlined in the business case (COG 211124K).
- 249.11.2. The Chair, Resources Committee thanked the project team for their work on the business case, the Professional Services directors in attendance at the Committee for their contributions to the Committee's discussion and Philip Murphy and independent governor Phil Wales for their work on the Physical and Digital Environment Advisory Group and advice to the Committee.
- 249.11.3. The Chair, Resources Committee informed members that the Committee considers this a strategically important project and noted that the Committee will continue to scrutinise funding invested in the project as it progresses. She informed members that additional information is included in the cover sheet and the appendices at the request of the Committee.
- 249.11.4. Members queried consultation with students and colleagues in the development of the business case. Members of the project team - Linsey Cole, Director of Business Engagement, and Malcolm Kirkup, Pro Vice-Chancellor (People and Culture) and Head of Westminster Business School - explained to members how colleagues and students had been consulted (directly through the Project Board and indirectly through activities such as consultation on the Education Strategy) to get the business case to this stage and assured members that consultation and stakeholder engagement will continue into the design phase.

² Refer to the [report on HESA data](#) in the Court of Governors online Reading Room for the meeting on 6 October 2021

APPROVED

- 249.11.5. A member suggested that the business case could be more explicit in its explanation of how the proposed Centre contributes to the student experience and suggested this should be a central message when communicating about the project.
- 249.11.6. The DVC (Education) informed members that the project not only supports the Employability Strategy, it also supports the Education Strategy including the approach to authentic learning and the impact on gaps in outcomes between different groups.
- 249.11.7. Members discussed with members of the project team staffing for the proposed Centre, employer engagement – in the interim while the building development work is completed and beyond – and how the impact of the Centre will be measured and evaluated.
- 249.11.8. The Director of Business Engagement summarised next steps for the project and assured members that she would reflect on discussions around consultation, engagement and communication when taking the project forward.

249.11.9. **[Redacted - Confidential]**

COURT AND COMMITTEE MEMBERSHIP

249.12.

249.12.1. Members considered recommendations from the Governance and Nominations Committee for appointments to the Court of Governors and its committees (COG 211124L).

249.12.2. **APPROVED** Charlotte Morgan to be appointed as an independent governor for an initial three-year term from 1 December 2021.

249.12.3. **APPROVED** Charlotte Morgan to be appointed as member of Resources Committee from 1 December 2021.

249.12.4. **APPROVED** Charlotte Wilson to be appointed as an independent (non-governor) member of Resources Committee for an initial three-year term from 1 December 2021.

249.12.5. **APPROVED** Members delegate authority to the Governance and Nominations Committee to appoint an independent (non-governor) member with property development expertise to Resources Committee.

249.12.6. **APPROVED** Members delegate authority to the Governance and Nominations Committee to appoint an independent governor to the membership of the Governance and Nominations Committee. The Committee will request expressions of interest from eligible independent governors to join the Committee.

249.12.7. Members supported the decision to retain a vacancy in the role of Deputy Chair to the Court to allow the Governance and Nominations Committee to consider the outcomes of the upcoming effectiveness review.

MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

249.13.

249.13.1. **AGREED** Members confirmed that the minutes of the Court of Governors meeting held on 6 October 2021 (Document COG 211124M) are an accurate record.

249.13.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 211124N).

249.13.3. **National Student Survey 2021 Outcomes Report (Action 248.5.5.1):** Members noted information from the Clerk to the Court of Governors on responsibilities for oversight of risks relating to the Education Strategy and effectiveness of interventions.

249.13.4. **Adoption of the IHRA working definition of antisemitism (Minute 248.12.3):** Members received a copy of the response to the petitioners.

APPROVED

249.14. PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWING) POLICY

- 249.14.1. The Clerk to the Court informed members that a governor had highlighted the lack of diversity in the pool of Designated Officers.
- 249.14.2. **APPROVED** Members delegate authority to the Chair of the Court of Governors to nominate a replacement independent governor to act as a Designated Officer under the policy.
- 249.14.3. **APPROVED** Updated policy (Document COG 211124Q) to be implemented with effect from 1 December 2021, as recommended by the Audit Committee. Nominated independent governor to be updated when confirmed by the Chair of the Court of Governors.

249.15. TREASURY MANAGEMENT REPORT, STRATEGY AND POLICY REVIEW AND INVESTMENT MANAGEMENT POLICY

- 249.15.1. **APPROVED** Treasury Management plan and strategy for 2021/22 and the updated Treasury Management Policy for 2021/22 (Document COG 211124Ri) to be implemented with immediate effect as recommended by the Resources Committee.
- 249.15.2. **APPROVED** Investment Management Policy (Document COG 211124Rii) to be implemented with effect from 25 November 2021, as recommended by the Resources Committee, subject to the addition of updates to paragraphs 6a and 6b emphasising the University's EDI commitments.

249.16. PREVENT DUTY ANNUAL MONITORING RETURN

- 249.16.1. **APPROVED** Members confirmed the annual Prevent Duty monitoring return (Document COG 211124O).

249.17. FINANCIAL REGULATIONS

- 249.17.1. **APPROVED** Revised Financial Regulations to be implemented with effect from 1 December 2021 (Document COG 211124P).

249.18. COMMITTEE TERMS OF REFERENCE

- 249.18.1. Members noted that Academic Council reviewed the terms of reference and membership approved by the Court on 26 May 2021 (Document COG 211124S) and confirmed that they propose no change for 2021/22.
- 249.18.2. **APPROVED** Updated Audit Committee terms of reference for 2021/22 (Document COG 211124S) to be implemented with immediate effect.

249.19. DIGITAL ACCESSIBILITY AND POLICIES (Document COG 211124T)

- 249.19.1. **APPROVED** Members delegate authority to policy authors to make any amendments necessary to apply the guidance on digital accessibility to policies within the remit of the Court of Governors and its committees.

249.20. ASSUMPTIONS UNDERPINNING THE UNIVERSITY'S GOING CONCERN STATUS

- 249.20.1. Members noted a report on the assumptions underpinning the University's going concern status and the associated risk (Document COG 211124U).

249.21. REVIEW OF INTERNAL AND EXTERNAL AUDIT SERVICES

- 249.21.1. Members noted the Audit Committee's review of audit services (Document COG 211124V).

APPROVED

249.22. UNIVERSITY RISK REGISTER – PERIODIC REVIEW

249.22.1. Members noted the outcomes of the latest periodic review of the strategic risk register (Document COG 211124W).

249.23. GRADUATE OUTCOMES SURVEY 2018/19 REPORT

249.23.1. Members noted the survey outcomes report (Document COG 211124X).

249.24. HUMAN TRAFFICKING AND MODERN SLAVERY STATEMENT TO 31 JULY 2021

249.24.1. Members noted the updated statement (Document COG 211124Y), which had been approved by UEB.

249.25. APPRENTICESHIPS UPDATE

249.25.1. Members noted an update on the apprenticeships programme (Document COG 211124Z).

249.26. RESEARCHER DEVELOPMENT CONCORDAT

249.26.1. Members noted a report on institutional progress with its obligations as a signatory of the Researcher Development Concordat (Document COG 211124AA).

249.27. COURT AND COMMITTEES MEETING SCHEDULE

249.27.1. Members noted the meeting schedule for 2022 to 2024 (Document COG 211124AB).

249.28. USE OF THE COMPANY SEAL

249.28.1. Members noted that the Company Seal had not been used since the last meeting.

249.29. DATES OF FUTURE MEETINGS

- Wednesday 16 March 2022 3.30pm
- Wednesday 25 May 2022 3.30pm
- Wednesday 13 July 2022 3.30pm

Formal meetings will take place onsite with the option of participation via Microsoft Teams and may be preceded by a briefing/training session.

249.30. ANY OTHER BUSINESS

249.30.1. On behalf of the Court of Governors, the Chair of the Court thanked retiring governors David Cheeseman and Karen Dunnell for their services to the University, the Court and its committees.