

MINUTES OF THE MEETING OF THE 244TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 25 NOVEMBER 2020 VIA MICROSOFT TEAMS.

PRESENT:	Mrs D Yeo (Chair) Professor D Anand (to Minute 244.9.2) Mr J Bairamian Dr P Bonfield Mr N Catterall (to Minute 244.6) Mr D Cheeseman (Deputy Chair) (from Minute 244.2.8) Dame K Dunnell Ms V Foster Professor A Hughes Mr T Lovell	Professor G Meikle Mr G Morley Ms H Owen Ms L Phillips (Deputy Chair) Professor F Ross (to Minute 244.8) Mr M Smith The Venerable Canon D Stanton Ms P Wales Ms MX Wang Mr S Wylie (to Minute 244.7.11)
IN ATTENDANCE:	Mr J Cappock (Company Secretary) Mr W Clark (Minutes 244.7.8 to 244.7.15) Ms A Hanza (Observer) Dr S Jarvis Mrs E McMillan (Clerk)	Ms F Nieboer, KPMG Mr A Norris (Minute 244.6) Ms L Pacekajute (Observer) Mr I Wilmot (to Minute 244.2)
APOLOGIES:	Ms V James	Mr P Mehta, UWSU

244.1. ANNOUNCEMENTS

- 244.1.1. The Chair of the Court of Governors welcomed all governors and colleagues to the meeting. She also welcomed Fleur Nieboer from KPMG, the University's external auditor.
- 244.1.2. Apologies were noted as listed above.
- 244.1.3. Independent governor Simon Wylie informed the Court of a potential conflict of interest as he is in discussion with the University about services from a company where he is a Director.
- 244.1.4. The Chair confirmed there were no requests to discuss starred items or matters other than those on the agenda.
- 244.1.5. A member expressed discontent with the length of the papers for the meeting. The Clerk to the Court agreed to work with colleagues to address this ongoing issue, noting that the November meeting of the Court will always include several statutory reports and documents.
- 244.1.6. The Chair briefed members on her activities since the last meeting, which included the CUC (Committee of University Chairs) online conference; contact with Chairs of governing bodies for other London universities; discussions with the Vice-Chancellor, members of the executive, the Chair's Group and Deputy Chairs to the Court.

244.2. ANNUAL REPORT AND FINANCIAL STATEMENTS

Audit Committee annual report to the Court

- 244.2.1. Matthew Smith, Chair of the Audit Committee, presented the Committee's annual report to the Court (Document COG 201125Ai). The report includes as an annex the Internal Audit annual report for the year ending 31 July 2020.

APPROVED

- 244.2.2. The Committee Chair reported that University managers are engaging with Internal Audit recommendations constructively and making good use of Internal Audit services to test systems and identify improvements.
- 244.2.3. **APPROVED** Audit Committee annual report and annex to be submitted to the Office for Students (OfS) as required.
- 244.2.4. The Committee Chair confirmed that the Clerk to the Court could add his electronic signature to the report.

External Audit year-end report 2019/20

- 244.2.5. The Chair welcomed the External Auditor, Fleur Nieboer from KPMG, who presented the year-end report (Document COG 201125Aii). The report had previously been considered at a joint meeting of the Audit Committee and Resources Committee.
- 244.2.6. 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 consultation with KPMG's technical team on going concern status had been completed and did not raise anything she needed to draw to the attention of the Court.
- 244.2.7. The External Auditor thanked the Finance team for the support provided to her team through the audit, conducted remotely due to the Covid-19 pandemic, and credited the University for completion of audit work in the usual timescale despite the challenging circumstances.

Letter of Representation and Management Statement of Assurance

- 244.2.8. Ian Wilmot, Director of Finance, confirmed to members that the letter (Document COG 201125Aiii) is in the standard format.
- 244.2.9. **AGREED** The letter of representation is accurate and should be signed by the Chair of the Court.
- 244.2.10. The Chair confirmed that the Clerk to the Court could add her electronic signature to the letter.

Going concern status

- 244.2.11. The Director of Finance presented a review of the assumptions underpinning the University Group's going concern status (Document COG 201125Aiv); in providing the report the University has adopted a year early changes to auditing standard ISA 570.
- 244.2.12. The Director of Finance explained that preparation of the accounts on a going concern basis means that the University can meet its operational obligations for 12 months at least from the date of signing the annual report.

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

- 244.2.13. The Director of Finance presented to members the annual report and financial statements for the year ending 31 July 2020 (Document COG 201125Av).
- 244.2.14. The Director of Finance confirmed that the report had been considered at the joint meeting of the Audit Committee and Resources Committee and informed members of two adjustments to the accounts since that meeting – correction of the disclosure on trustees payments and additional text introducing the Going Concern accounting policy note.
- 244.2.15. The Director of Finance, Ian Wilmot, gave an oral summary of highlights from the financial statements.

APPROVED

- 244.2.16. The External Auditor informed members that the accounts of one of the subsidiaries - UoW Regent Street Cinema Ltd - will be signed off later as the Covid-19 pandemic and lockdown rules have impacted completion of audit work for that company.
- 244.2.17. **APPROVED** Annual report and financial statements confirmed for submission to the Annual General Meeting and the OfS.
- 244.2.18. The Chair and the Vice-Chancellor confirmed that the Clerk to the Court could add their electronic signatures to the report and financial statements.

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

244.3. MANAGEMENT ACCOUNTS REPORT

- 244.3.1. The Director of Finance presented the management accounts for September 2020 – Period 2 (Document COG 201125B), which had been considered by the Resources Committee.
- 244.3.2. The Director of Finance informed members that the impact of the Covid-19 pandemic resulted in a greater fall in income from commercial activities than expected due to loss of income from halls of residence fees, the Regent Street Cinema and other activities usually undertaken at this time of year.
- 244.3.3. Members noted that some of the table labels are incorrect.
- 244.3.3.1. **ACTION Director of Finance** to submit a corrected report for the record.

244.4. ANNUAL QUALITY ASSURANCE REPORT

- 244.4.1. The Vice-Chancellor/Chair of Academic Council presented the annual quality assurance report (Document COG 201125C), which provides an overview of quality assurance and enhancement activity for the Annual Provider Review.
- 244.4.2. The Vice-Chancellor confirmed that Academic Council considered and agreed the report in October 2020 and that two independent governors - Helen Owen and Lin Phillips – were present for that discussion.
- 244.4.3. On behalf of herself and Lin Phillips, independent governor Helen Owen assured members that Academic Council held a thorough discussion of the issues including National Student Survey scores and Schools' action plans to address them. She informed members also that the OfS had not yet confirmed formally arrangements related to quality assurance, so the University continues to report against the ongoing conditions of registration and the historical assurance statements.
- 244.4.4. The Vice-Chancellor commended colleagues for their work to ensure quality and standards during the response to the pandemic.
- 244.4.5. 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 March meeting of the Court.
- 244.4.6. Members noted Academic Council's assurance that the assurance statements and requirements of the ongoing conditions relating to academic quality and standards have been met.

244.5. SAFETY, HEALTH AND WELLBEING UPDATE REPORT

- 244.5.1. The University Secretary and Chief Operating Officer (USCOO)/Chair of the Being Safe, Feeling Safe Working Group briefed members on latest progress in the Being Safe Feeling Safe work streams and the University's Covid-19 testing initiative.

244.5.2. In response to members' queries, the USCOO explained the University's approach to halls of residence contracts; prioritisation, expected uptake and GDPR considerations relating to Covid-19 testing; and provision of online library facilities.

244.5.3. Members noted the minutes from the Safety, Health and Wellbeing Committee meeting on 24 September 2020 (Document COG 201125D).

244.6. EQUALITY, DIVERSITY AND INCLUSION ANNUAL REPORT

244.6.1. Andy Norris, Head of Culture and Inclusion (C&I), presented the Colleague Equality, Diversity and Inclusion (EDI) Annual Report 2019/20 (Document COG 201125E); members received an executive summary and the full data report. The report had been considered by the Resources Committee.

244.6.2. The Head of C&I summarised the EDI journey through 2020, focusing on progress against last year's action plan, the role of colleague networks and the Diversity and Inclusion Research Community, and work with the Vice-Chancellor to build engagement with EDI matters across the University.

244.6.3. The Head of C&I informed members that the annual report for 2020/21 will focus on implementation of the University's EDI commitments and work towards the UN Sustainable Development Goals (SDGs).

244.6.4. A member commented on the format of the report and offered guidance on presentation of graphical data.

244.6.4.1. ACTION Clerk to the Court to arrange a call between independent governor Karen Dunnell and the Head of C&I.

244.6.5. Members discussed with the executive what could be done to improve BME representation in senior roles at the University. Professor Dibyesh Anand and Professor Alex Hughes, the EDI Committee Co-Chairs, briefed members on how the Committee is working with colleagues in the Human Resources Department on inclusive recruitment and on development programmes and mentoring at management and leadership level and for professors and readers.

244.6.6. A member congratulated the executive on the work the University is doing on EDI matters; however, queried whether the University has the capacity to achieve all that is planned and how progress will be measured. An EDI Committee Co-Chair explained that the University's EDI commitments are central to the Committee's work plan and development of the EDI Strategy. She reported that the Committee has established a monitoring group with periodic reporting to the Committee to ensure tracking of implementation and impact of the commitments.

244.6.7. The link governor for EDI informed members that she has regular discussions with the Committee Co-Chairs and considers that EDI is being embedded into the University (for example, through the professional development review process) and that good progress is being made.

244.6.8. The Vice-Chancellor reminded members of the link between EDI and the SDGs and informed members that the University will submit to the Times Higher Education SDG impact rankings for the second time in early December.

244.6.9. In response to a member's query, an EDI Committee Co-Chair explained the work the University is undertaking to decolonise and diversify and integrate EDI in the curriculum, which is a commitment in the Education Strategy.

244.6.10. **ENDORSED** Members supported publication of the report on the University's website.

244.7. VICE-CHANCELLOR'S REPORT

Vice-Chancellor's periodic report

- 244.7.1. Members received and noted the Vice-Chancellor's report (Document COG 201125Fi).
- 244.7.2. The Vice-Chancellor explained that the University is gathering feedback from students and colleagues on their experiences during the pandemic, which informs actions to make improvements now and in the longer-term.
- 244.7.3. The Vice-Chancellor informed members that he continues to connect with other Vice-Chancellors, Universities UK and London Higher and through them to engage with the Government on sector issues relating to the pandemic.
- 244.7.4. The Vice-Chancellor briefed members on a letter from the Secretary of State for Education to all universities asking institutions to adopt the International Holocaust Remembrance Alliance's (IHRA) definition of antisemitism.
- 244.7.5. Members supported the suggestion of a small working group to explore the University's response.
- 244.7.5.1. **ACTION Members** to contact the Clerk to the Court if they are willing to be involved in the working group.
- 244.7.6. The Vice-Chancellor congratulated colleague governor Nicholas Catterall on successful completion of his PhD.

Academic Council update

- 244.7.7. The Vice-Chancellor summarised the business of the Academic Council meeting on 21 October 2020 (Document COG 201125Fii).

Graduate Outcomes survey report

- 244.7.8. Wayne Clark, KPI Enhancement Manager, joined the meeting and Professor Alex Hughes, Deputy Vice-Chancellor (DVC) for Employability and Global Engagement introduced the report on the University's performance in the Graduate Outcomes survey (Document COG 201125Fiii).
- 244.7.9. The DVC (Employability and Global Engagement) briefed members on the differences between the Graduate Outcomes survey and its predecessor - the Destinations of Leavers from Higher Education survey.
- 244.7.10. The KPI Enhancement Manager presented the key findings from the report, informing members that the data is retrospective due to the 15-month measure and reports on outcomes for graduates who left during the period August 2017 to July 2018.
- 244.7.11. Members heard that the University's performance is below the benchmark in two primary measures – proportion of leavers in cohort who go into employment or further study and proportion of employed leavers who go into highly skilled or professional managerial roles.
- 244.7.12. The DVC (Employability and Global Engagement) summarised the University's response to the survey outcomes, which includes a Graduate Outcomes action plan for each School.
- 244.7.13. In response to members' queries, the DVC (Employability and Global Engagement) explained the additional support the University is providing to mitigate the impact of the Covid-19 pandemic on employability and the graduate labour market and to track and address issues affecting particular demographic groups.

APPROVED

244.7.14. A member commented on the format of the report and offered guidance on presentation of graphical data.

244.7.14.1. **ACTION Clerk to the Court** to arrange a call between independent governor Karen Dunnell and the KPI Enhancement Manager.

244.7.15. A member commented on the difference between unemployment and not being economically active.

244.8. STRATEGIC RISK REGISTER – PERIODIC REVIEW

244.8.1. The Clerk to the Court and Head of University Governance presented the first periodic review of the Strategic risk register for 2020/21 (Document COG 201125G), which had been considered by the Audit Committee.

244.8.2. At the invitation of the Audit Committee, members discussed whether it is necessary to make any changes to the risk appetite to reflect the Covid-19 context. Members' views differed – some considered that a review of the risk appetite is necessary, others considered there was not a clear reason to make any changes. Members of the executive reported that the risk appetite statement provides a helpful framework.

244.8.3. **AGREED** Members asked the Audit Committee to reflect on the discussion and to decide when and how to review the risk appetite.

244.8.4. Newly appointed members commented that it would be helpful for new members to understand more about how the risk register and the risk appetite statement had been produced.

244.8.4.1. **ACTION Clerk to the Court** to provide new members with information about how the risk register and risk appetite statement are produced.

244.9. REMUNERATION COMMITTEE ANNUAL REPORT

244.9.1. David Cheeseman, Chair of the Remuneration Committee, presented the Committee's annual report to the Court (Document COG 201125H), which will be published on the University website.

244.9.2. The Committee Chair explained the remuneration framework and confirmed that succession planning is in place for the Committee Chair role. He also informed members that he and the Director of Human Resources and Safety, Health and Wellbeing meet annually with the Students' Union (UWSU) sabbatical team to brief them on the framework and that the Committee invites the UWSU President to give their views on senior pay to the Committee annually.

244.9.3. In response to a member's query, the Committee Chair confirmed that the Committee benchmarks salaries against institutions within the HE sector and across other sectors.

244.9.4. The Committee Chair confirmed that the Clerk to the Court could add his electronic signature to the report.

244.9.5. **AGREED** When the annual report is presented in future all members of the executive will be asked to leave the meeting, so members can comment confidentially should they wish to.

244.10. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

244.10.1. **AGREED** The minutes of the Court of Governors meeting held on 7 October 2020 (Document COG 201125li) were agreed as an accurate record.

APPROVED

- 244.10.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 201125Iii).
- 244.10.3. **Vice-Chancellor's report (Action 243.4.2.1)** Members noted that the Clerk to the Court circulated the communication sent to students and continues to provide governors and independent committee members with the University's updates for colleagues and students.
- 244.10.4. [redacted]
- 244.11. SAFETY, HEALTH AND WELLBEING ANNUAL REPORT**
- 244.11.1. Members received an executive summary and the full Safety, Health and Wellbeing Performance Annual Management Report (Document COG 201125J), which had been considered by the Resources Committee.
- 244.11.2. **ENDORSED** Members accepted the draft report.
- 244.12. PREVENT DUTY ANNUAL MONITORING REPORT**
- 244.12.1. Members received the annual Prevent Duty monitoring return (Document COG 201125K).
- 244.12.2. **APPROVED** University to submit the report to the OfS as required.
- 244.13. UNDERGRADUATE FEES PROPOSALS 2022/23**
- 244.13.1. **APPROVED** Members confirmed the proposed undergraduate fees (Document COG 201125L) as recommended by the Resources Committee.
- 244.14. TREASURY MANAGEMENT**
- 244.14.1. **APPROVED** Treasury Management plan and strategy for 2020/21 and the updated Treasury Management Policy for 2020/21 (Document COG 201125M) to be implemented from 1 December 2019 as recommended by the Resources Committee.
- 244.15. CHAIR TO THE COURT AND PRO CHANCELLOR ROLE DESCRIPTION**
- 244.15.1. **RATIFIED** Members supported the decision taken by the Steering Group to approve the revised role description (Document COG 201125N), which had been updated in response to comments provided by members by email.
- 244.16. HUMAN TRAFFICKING AND MODERN SLAVERY STATEMENT TO 31 JULY 2020**
- 244.16.1. Members received the annual statement (Document COG 201125O), which had been agreed by the University Executive Board (UEB).
- 244.17. REVIEW OF INTERNAL AND EXTERNAL AUDIT SERVICES**
- 244.17.1. Members received the Audit Committee's assessment of the performance of TIAA as internal auditors and KPMG as external auditors over the last year-end reporting cycle (Document COG 201125P).
- 244.17.2. **AGREED** The contract with TIAA for internal audit services to be extended for the period 1 August 2021 to 31 July 2023, as recommended by the Audit Committee.
- 244.17.3. **AGREED** Members supported the Audit Committee's recommendation to the Members at the Annual General Meeting that KPMG are reappointed as the University's External Auditor for the 2020/21 year-end reporting cycle.

244.18. RESEARCHER DEVELOPMENT CONCORDAT

244.18.1. **RESOLVED** Members delegated authority to UEB for the current year only to review the annual report on researcher development and agree subsequent publication on the University website (Document COG 201125Q).

244.19. COMPLIANCE WITH ONGOING CONDITIONS - ANNUAL REPORT

244.19.1. Members received the new annual assurance report (Document COG 201125R), which had been considered by the Audit Committee.

244.20. COURT AND COMMITTEES MEETING SCHEDULES

244.20.1. Members received the provisional schedule of meetings for 2021 to 2023 (Document COG 201125S).

244.21. USE OF THE COMPANY SEAL

244.21.1. Members received a report on use of the Company seal since the last meeting (Document COG 201125T).

244.22. SUB-COMMITTEE ACTIVITY REPORT

244.22.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 201125U):

- Academic Council - 21 October 2020
- Audit Committee - 12 November 2020
- Resources Committee - 12 November 2020
- Joint meeting of the Audit Committee and Resources Committee - 12 November 2020

244.23. DATES OF FUTURE MEETINGS

17 March 2021 3.30pm
26 May 2021 3.30pm
14 July 2021 3.30pm

Meetings will take place remotely via Microsoft Teams until further notice.

244.24. ANY OTHER BUSINESS

Retirement of an independent governor

244.24.1. In her absence, the Chair to the Court thanked retiring independent governor Vanessa James for her contribution to University governance.

244.24.1.1. ACTION Chair to the Court to send a note of thanks.

Authorised departure from the Financial Regulations

244.24.2. The Chair of the Resources Committee reported to members authorisation of a departure from paragraph 5.1 iii d) of the Financial Regulations relating to procurement of legal services.