

MINUTES OF THE 246TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 26 MAY 2021 VIA MICROSOFT TEAMS

PRESENT:	Mrs D Yeo (Chair) Professor D Anand Mr J Bairamian Professor L Berry Dr P Bonfield Mr N Catterall Mr D Cheeseman (Deputy Chair) Dame K Dunnell Ms V Foster Professor A Hughes	Mr T Lovell Mr P Mehta, UWSU Professor G Meikle Mr G Morley Ms H Owen Ms L Phillips (Deputy Chair) (to Minute 246.9.3) Professor F Ross Mr M Smith Ms P Wales Ms MX Wang
IN ATTENDANCE:	Ms Z Butt (Observer) Mr J Cappock (Company Secretary) Ms A Hanza (Observer) (to Minute 246.5) Dr S Jarvis	Mrs E McMillan (Clerk) Ms L Pacekajute (Observer) (to Minute 246.6) Ms O Ponsford (Observer) Mr J Scammell (Minute 246.6)
APOLOGIES:	The Venerable Canon D Stanton	Mr S Wylie

Clerk's note: This meeting of the Court of Governors was preceded by a General Meeting to approve revised Articles of Association.

246.1. ANNOUNCEMENTS

- 246.1.1. The Chair of the Court of Governors welcomed all governors and regular attendees to the meeting. She also welcomed student governor nominees Zahra Butt and Olivia Ponsford as observers and welcomed Lynne Berry to her first meeting as an independent governor.
- 246.1.2. Members noted that the student governor nominees would leave the meeting during confidential discussions and while the Court discussed their appointment.
- 246.1.3. Members noted apologies as recorded above.
- 246.1.4. No members declared an interest in the matters on the agenda.
- 246.1.5. The Clerk to the Court reported that insufficient support had been expressed in advance of the meeting for three starred items requiring approval and those proposals would therefore be discussed at the meeting.
- 246.1.6. The Chair confirmed there were no requests to discuss the other starred items or to raise matters other than those on the agenda.
- 246.1.7. The Chair briefed members on her activities since the last meeting, which included discussions with the CUC (Committee of University Chairs), Chairs of governing bodies for other London universities, the Vice-Chancellor, members of the executive, Deputy Chairs to the Court and several other governors.

[\[The student governor nominees left the meeting here\]](#)

246.2. [Redacted – Confidential]

246.2.1. [Redacted – Confidential]

246.2.2. [Redacted – Confidential]

246.2.3. [Redacted – Confidential]

246.2.4. [Redacted – Confidential]

246.2.5. [Redacted – Confidential]

246.2.6. [Redacted – Confidential]

[\[The student governor nominees re-joined the meeting here\]](#)

246.3. VICE-CHANCELLOR'S REPORT

Vice-Chancellor's periodic report

246.3.1. Members received and noted the Vice-Chancellor's report (Document COG 210526B).

246.3.2. The Vice-Chancellor briefed members on matters from the recent Queen's Speech and sector discussions in response. He informed members that the University Planning Committee has discussed worst-case financial scenarios and measures that the University may take if necessary.

246.3.3. The Vice-Chancellor informed members that the Quarter 3 financial results were better than those at Quarter 2, largely due to above budget tuition fee income. Dr Sal Jarvis - Deputy Vice-Chancellor (DVC) for Education – explained that the increase was due to improvements in progression and retention of students.

[\[The student governor nominees left the meeting here\]](#)

Adoption of the IHRA definition of antisemitism

246.3.4. The Vice-Chancellor referred members to a letter submitted by UCU Westminster on behalf of the signatories, which had been circulated by the Clerk to the Court in advance of the meeting. The letter raised concerns about the implication of the adoption of the IHRA definition for teaching, research, and the scholarly community.

246.3.5. Members welcomed the colleagues' expression of their views on the matter, signatories' commitment to academic freedom and freedom of speech, and their recognition that there is no place for antisemitism in our University.

246.3.6. Members discussed the signatories' concerns at length.

246.3.7. Members commended the decision to establish a Freedom of Expression Working Group to review how our University protects freedom of speech and expression and academic freedom within the law for our academic community.

246.3.8. **AGREED** Members upheld the decision taken on 17 March 2021 to adopt the IHRA definition of antisemitism.

246.3.8.1. ACTION Clerk to the Court to draft a letter of response to the signatories for approval by the Chair of the Court.

246.3.8.2. ACTION Clerk to the Court to send the letter of response to the representative of UCU Westminster and to governors.

[[The student governor nominees re-joined the meeting here](#)]

UHR Awards for Excellence in HR 2021

- 246.3.9. The Vice-Chancellor informed members that the University's Human Resources team won the UHR Award for Organisational Development and Culture Change for their submission on Colleagues, Culture and Inclusion - Wellbeing at Westminster.

Academic Council update

- 246.3.10. The Vice-Chancellor summarised the business of the Academic Council meeting on 7 April 2021 (Document COG 210526C).

Academic Council membership review

- 246.3.11. Members received and noted a report on the recommendations from the Academic Council membership review (Document COG 210526C).
- 246.3.12. **APPROVED** Revised membership structure to be implemented from 1 August 2021.

246.4. SAFETY, HEALTH AND WELLBEING UPDATE REPORT

- 246.4.1. The USCOO gave an oral update on the work of the Being Safe, Feeling Safe Group and the recent meeting of the Safety, Health and Wellbeing Committee.

246.5. MANAGEMENT ACCOUNTS REPORT

- 246.5.1. The USCOO presented the management accounts for March 2021 – Period 8 (Document COG 210526D), which had been considered by correspondence by the Resources Committee.
- 246.5.2. The USCOO referenced the points on fee income made earlier by the Vice-Chancellor and the DVC (Education); confirmed that proposals for student-focused major projects are being prepared for consideration by the Resources Committee; informed members that the balance sheet continues to demonstrate a strong financial position; and confirmed that the University remains loan covenant compliant.
- 246.5.3. The USCOO responded to questions submitted by members in advance of the meeting on the timing of capital expenditure, endowment income, staffing costs and research funding from the recent REF submission.

246.6. NEW CHARITY SCHEME - UOW PRIZE AND SCHOLARSHIP FUND

- 246.6.1. Jordan Scammell, Development Team Manager, joined the meeting and members discussed a new charity scheme to enable the repurposing of the Ethel Wood endowed bequest (Document COG 210526E).
- 246.6.2. **AGREED** Members supported the proposals confirming that:
- the endowed fund is no longer relevant for the original purpose of building a chapel;
 - using the funds to restore the organ in Fyvie Hall is a sensible way to use the funds, as the University will hold events with religious elements in the Hall; and
 - the University should move from a permanent endowment to an expendable endowment to release the capital funds required.

246.7. STRATEGIC RISK REGISTER - PERIODIC REVIEW

- 246.7.1. The Clerk to the Court of Governors and Head of University Governance presented a report on the periodic review of the strategic risk register (Document COG 210526F), which had been considered by the University Executive Board (UEB) and the Audit Committee.
- 246.7.2. Members received assurance that, although some areas have been impacted negatively by the COVID-19 pandemic, the risk profile continues to provide assurance that mitigating actions are effective in reducing the likelihood and/or impact of identified risks across strategic areas.

246.8. COURT OF GOVERNORS MEMBERSHIP

- 246.8.1. The Clerk to the Court of Governors and Head of University Governance presented proposals from the Governance and Nominations Committee for appointments to the Court (Document COG 210526U).
- 246.8.2. **APPROVED** Zahra Butt and Olivia Ponsford to be appointed as co-opted (student) governors for a one-year term of office from 1 July 2021. [The student governor nominees left the meeting while their appointments were discussed]
- 246.8.3. **APPROVED** Sara Hafeez to be appointed as a co-opted (staff) governor for an initial three-year term of office from 4 October 2021.

246.9. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 246.9.1. **AGREED** Members agreed the minutes of the Court of Governors meeting held on 17 March 2021 (Document COG 210526G) as an accurate record¹.
- 246.9.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 210526H).
- 246.9.3. The Clerk to the Court reported to members that the Chair, Resources Committee had authorised an exception to the requirement in the Financial Regulations for three written competitive quotations for legal advice relating to a Working Group of the Court and gave the reasons for the exception.
- 246.9.4. **Adoption of the IHRA working definition of antisemitism (Minute 245.7.8) RATIFIED** Members confirmed a decision taken by Chair's action to approve minor factual corrections to the statement.
- 246.9.5. **Consumer protection review report (Action 245.3.4.1)** Members noted that the University has actioned requests from students for a refund for an overseas trip included in their course tuition fee in line with other refunds the University has made.
- 246.9.6. **Vice-Chancellor's periodic report (Action 245.4.7.1)** Members noted that reassurance is at the heart of all student and colleague communications and is reflected in the extent of drafting undertaken by an extensive group of contributors prior to circulation.
- 246.9.7. [redacted]
- 246.9.8. [redacted]

¹ **Clerk's note:** The Clerk subsequently identified a typographical error in Minute 245.7.1, which was corrected prior to publication

246.10. CUC HE AUDIT COMMITTEES CODE OF PRACTICE

246.10.1. **APPROVED** Members confirmed adoption of the Code of Practice and noted recommendations agreed by the Audit Committee to support implementation (Document COG 210526I).

246.11. COMPLIANCE WITH THE CHARITY CODE OF GOVERNANCE

246.11.1. **APPROVED** Members confirmed adoption of the Code, including recommendations from the Governance and Nominations Committee to support implementation (Document COG 210526J).

246.12. STANDING ORDERS – ANNUAL REVIEW

246.12.1. **APPROVED** Members confirmed adoption of the following standing orders and annexes with effect from 1 June 2021 (Document COG 210526K); all were recommended by the Governance and Nominations Committee:

- Standing Order 1: Scheme of delegation for signing certain categories of contract and for authenticating non-contractual documents
 - Annex A – Guidance for Users
- Standing Order 2: Appointment, suspension and dismissal of colleagues
- Standing Order 3: Constitution of the Court of Governors
 - Annex A – Role Descriptions
 - Annex B – University Election Guidelines
- Standing Order 4: Committee structure and procedures
 - Annex A – Committee Terms of Reference Template
 - Annex B – Protocols for Working Groups of the Court
 - Annex C – Protocols for the Audit Committee

246.13. POLICY PROPOSALS – HR

246.13.1. **APPROVED** Members confirmed implementation of the following policies with effect from 27 May 2021 (Document COG 210526L); both were recommended by the Resources Committee:

- Disciplinary policy and procedure
- Grievance policy and procedure

246.14. EFFECTIVENESS REVIEW 2019 - ACTION PLAN UPDATE

246.14.1. Members received a report on progress against the effectiveness review 2019 action plan (Document COG 210526M).

246.15. RESEARCH EXCELLENCE FRAMEWORK SUBMISSION SUMMARY

246.15.1. Members received a report on the University's REF submission (Document COG 210526N).

246.16. OVERVIEW OF APPRENTICESHIP PROVISION

246.16.1. Members received an update report on the University's apprenticeship programme (Document COG 210526O).

246.17. STUDENTS' UNION MATTERS

- 246.17.1. Members received a copy of the Students' Union financial statements for the year ending 31 July 2020 (Document COG 210526P), approved by the UWSU Trustee Board.
- 246.17.2. Members received the UWSU block grant bid and strategic plan 2020-23 (Document COG 210526Q), which had been approved by UEB.

246.18. USE OF THE COMPANY SEAL

- 246.18.1. Members received a report on use of the Company seal since the last meeting (Document COG 210526R).

246.19. SUB-COMMITTEE ACTIVITY REPORT

- 246.19.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 210526S):
 - Audit Committee - 23 March 2021
 - Remuneration Committee - 28 April 2021
 - Resources Committee - 29 April 2021
 - Governance and Nominations Committee - 19 May 2021

246.20. NOMINATIONS FOR HONORARY AWARDS

- 246.20.1. Members considered nominees for receipt of honorary awards (Document COG 210526T), as recommended by the Governance and Nominations Committee.
- 246.20.2. **APPROVED** The following nominees will be invited to receive an honorary award from the University:
 - [Redacted – Confidential]
 - [Redacted – Confidential]

246.21. DATES OF FUTURE MEETINGS

- Wednesday 1 September 2021 12noon (away day)
- Wednesday 6 October 2021 3.30pm
- Wednesday 24 November 2021 3.30pm
- Wednesday 16 March 2022 3.30pm
- Wednesday 25 May 2022 3.30pm
- Wednesday 13 July 2022 3.30pm

Formal meetings will take place onsite and remotely via Microsoft Teams and may be preceded by a briefing/training session.

246.22. ANY OTHER BUSINESS

- 246.22.1. The Clerk to the Court reminded members of the need to record approval of starred items in Decision Time in advance of the meeting.