

MINUTES OF THE 247TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 14 JULY 2021 VIA MICROSOFT TEAMS

PRESENT: Mrs D Yeo (Chair) Mr T Lovell
Professor D Anand Professor G Meikle
Mr J Bairamian (to Minute 247.6) Ms H Owen
Professor L Berry Ms L Phillips (Deputy Chair)
Dr P Bonfield Miss O Ponsford, UWSU
Miss Z Butt, UWSU Professor F Ross
Mr N Catterall (from Minute 247.2.3) Mr M Smith
Mr D Cheeseman (Deputy Chair) The Venerable Canon D Stanton
Dame K Dunnell Ms P Wales
Ms V Foster (to Minute 247.6) Ms MX Wang
Professor A Hughes Mr S Wylie

IN ATTENDANCE: Mr J Cappock (Company Secretary) Professor M Kirkup (Minute 247.2)
Ms A Hanza (Observer) (to Minute 247.6) Professor A Linn (Minute 247.2)
Dr S Jarvis Mrs E McMillan (Clerk)
Professor J Jones (Minute 247.2) Mr I Wilmot (Minute 247.6)

APOLOGIES: Ms L Pacekajute (Observer)

247.1. ANNOUNCEMENTS

- 247.1.1. The Chair of the Court of Governors welcomed all governors and regular attendees to the meeting. She also welcomed Zahra Butt and Olivia Ponsford to their first meeting as student governors.
- 247.1.2. Members noted apologies as recorded above.
- 247.1.3. The following independent governors declared an interest in the agenda item on Court and committee membership: Justin Bairamian, Fiona Ross, Matthew Smith, David Stanton, Mei Xin Wang (see Minute 247.9). The Clerk to the Court moved each member to an online breakout room while their appointments were discussed.
- 247.1.4. A member queried how the Court would monitor implementation of policies such as the Diversity and dignity at work and study policy, referring to a comment in the Strategy mid-term review about resourcing delivery of action plans.
- 247.1.5. The Clerk to the Court informed members that implementation of policies is the responsibility of the University Executive Board with oversight by committees of the Court where relevant. She reported that implementation of policies approved by the Court and completion of action plans should lead to effective delivery of strategic objectives; the Court monitors performance against the objectives through the agreed key performance indicators.
- 247.1.6. A member of the executive informed members that all key institutional strategies have action plans and planning workstream charters and they are the medium for aligning activities and considering resource issues.
- 247.1.7. The Clerk to the Court reported that the Human Resources team recommended a minor amendment to the Redundancy policy and procedure having reflected on a query raised by a member in advance of the meeting. The Chair agreed for the policy (a starred item) to be discussed at the meeting (see Minute 247.14).

APPROVED

- 247.1.8. The Chair confirmed there were no requests to discuss the other starred items or to raise matters other than those on the agenda.
- 247.1.9. 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, the Students' Union, Deputy Chairs to the Court and several other governors.
- 247.1.10. She also reported that she had been involved in planning and execution of the recent Strategy workshop, planning for a strategic fundraising meeting and discussions about trusts governance.
- 247.1.11. The Chair reported that she led a meeting of the Effectiveness Review Working Group. She confirmed that the responsibilities of the Working Group in relation to the 2019 effectiveness review have been delivered and the Working Group is now defunct.
- 247.1.12. The Chair informed members that she received a response from petitioners to the Court's letter summarising the outcome of the discussion at the last meeting of opposition to the adoption of the IHRA (International Holocaust Remembrance Alliance) definition of antisemitism. The Chair reported that time was needed to consider the petitioners' response robustly and that the matter would be discussed at the next meeting.
- 247.1.13. **RATIFIED** Members supported the following decisions taken by Chair's action between meetings to allow re-issue and re-signing of loans with Lloyds and Scottish Widows:
- Approval of the replacement of LIBOR with SONIA as the benchmark interest rate in the documentation relating to loans with Lloyds and Scottish Widows
 - Authorisation of John Cappock, University Secretary and Chief Operating Officer (USCOO)/Company Secretary, to sign the necessary documentation including the Transition Agreement on behalf of The University of Westminster.
- 247.1.14. The Chair thanked the Clerk to the Court and her team for their support.
- 247.1.15. The Chair wished the two board apprentices well in securing a board position and for their future careers.
- 247.1.16. The Chair thanked retiring staff governor, Nicholas Catterall, for his valued contributions to the Court (and repeated this note of thanks when Nicholas joined later in the meeting).

247.2. BEING WESTMINSTER: MID-TERM REVIEW REPORT

- 247.2.1. The Heads of College and Pro Vice-Chancellors joined the meeting and the Vice-Chancellor presented the Strategy mid-term review report (Document COG 210714A).
- 247.2.2. The Vice-Chancellor noted that a draft of the report informed discussions at the Strategy mid-term review workshop in June 2021 and that priorities for 2023 and beyond presented in the report are not definitive. Members heard that strategic priorities will be explored further from September 2021 through activities to develop a refreshed Strategy to 2028.
- 247.2.3. Members discussed the mid-term review report with the executive covering topics including:
- greater liaison and collegiate working between universities to share specialisms and insight
 - timing for submission of the built environment plan (Estate Strategy)
 - action to address courses with low satisfaction scores
 - student engagement with virtual learning and how engagement is monitored
 - the tension between investment in colleagues and managing rising staff costs, developing a culture where colleagues know that they are valued and the process to support areas of growth

247.3. VICE-CHANCELLOR'S REPORT

Vice-Chancellor's periodic report

- 247.3.1. Members received and noted the Vice-Chancellor's report (Document COG 210714B).
- 247.3.2. The Vice-Chancellor summarised expected financial outcomes and explained that the positive budget performance is due to recruitment and retention at higher levels. He reported on expected student numbers for 2021/22 and informed members that the consultation on the Government's Post-18 review expected in February 2021 has not yet been released.
- 247.3.3. In response to a member's query, the Vice-Chancellor informed members that the Government have recently established a board looking at the issue of accommodating international students for COVID quarantine.
- 247.3.4. A member stated concern about cuts in funding for Arts and Humanities and diversion of Government funding to STEM programmes. The Vice-Chancellor explained where the University delivers STEM provision, that the University is proud to deliver Arts and Humanities courses and that work is ongoing to develop a portfolio of courses attractive to students and programmes to support employability.

Academic Council update

- 247.3.5. The Vice-Chancellor summarised the business of the Academic Council meeting on 23 June 2021 (Document COG 210714C).

247.4. SAFETY, HEALTH AND WELLBEING UPDATE REPORT

- 247.4.1. The USCOO gave an oral update on the work of the Being Safe, Feeling Safe Group and members received the minutes from the May 2021 meeting of the Safety, Health and Wellbeing Committee (Document COG 210714D).
- 247.4.2. In response to a member's query, the USCOO explained the University's approach to vaccinations for students.

247.5. EQUALITY, DIVERSITY AND INCLUSION STRATEGY 2021-25

- 247.5.1. Professors Dibyesh Anand and Alexandra Hughes, Co-Chairs of the Equality, Diversity and Inclusion (EDI) Committee, presented the proposed EDI Strategy (Document COG 210714E).
- 247.5.2. Professor Hughes thanked independent governors Fiona Ross and Mei Xin Wang for their input at an early stage of the Strategy's development and thanked colleagues including the colleague EDI networks and their Co-Chairs; the Human Resources Team; Student and Academic Services; the EDI Committee; the Clerk to the Court; the EDI (Education) Steering Group and her fellow Co-Chair Professor Anand for their contributions to the development of the Strategy and the establishment of the EDI Committee.
- 247.5.3. Professor Anand echoed the thanks to colleagues and thanked Professor Hughes for her contribution.
- 247.5.4. Professor Hughes reported that the proposed Strategy is aligned to the University's values and other key institutional strategies and will be delivered through an annual institutional action plan. Members heard that the EDI Committee will conduct a review in January 2022 to ensure the Strategy and action plan are purposeful mechanisms for change.
- 247.5.5. Professor Anand explained the consultation process, which included various committees and a large group of students, PhD researchers, Part-Time Visiting Lecturers and colleagues across the University.

APPROVED

247.5.6. In response to a member's question, the Clerk to the Court confirmed that as the parent committee, the University Executive Board monitors the work of the EDI Committee. The Court and its committees will monitor EDI performance through KPI reports and by delivering the EDI responsibilities in their terms of reference.

247.5.7. **APPROVED** Members confirmed the EDI Strategy for implementation from September 2021.

247.6. FINANCE MATTERS

Management accounts report

247.6.1. The Director of Finance, Ian Wilmot, joined the meeting and presented the management accounts for May 2021 – Period 10 (Document COG 210714F), which had been considered by the University Executive Board (UEB).

247.6.2. The Director of Finance confirmed that the Quarter 3 forecast had been circulated between meetings, which included a forecast surplus of approximately £4.5m; broadly in line with the Quarter 2 forecast.

University budget 2021/22

247.6.3. Chair, Resources Committee – Mei Xin Wang – confirmed to members that the Committee scrutinised the proposed budget at their recent meeting and recommend it to the Court for approval.

247.6.4. The Director of Finance presented the proposed income and expenditure budget for 2021/22 (Document COG 210714G).

247.6.5. In response to a member's query about benchmarking staff costs, the Director of Finance reported that an exercise conducted by Tribal on behalf of the University around 18 months ago and a review of HESA data on staff costs indicate that the University's costs are approximately average for the sector.

247.6.5.1. **ACTION Director of Finance and USCOO** to consider how best to report benchmarking information on staff costs to the Court.

247.6.6. The Director of Finance presented the proposed capital budget for 2021/22 (Document COG 210714G).

247.6.7. The Director reported that some key projects are still subject to approval by UEB, Resources Committee and the Court and the University will need to fund some of these larger projects as they progress.

247.6.8. In response to a member's query about any areas of the budget that are particularly challenging, the Director of Finance replied that the increase in income from commercial activity depends on easing of COVID-19 restrictions, budgeted tuition fee income is prudent, and inflation may impact non-pay budgets.

247.6.9. In response to a member's query, the USCOO confirmed that the business case for development of 29 Marylebone Road will be submitted to UEB and Resources Committee in August.

247.6.10. **APPROVED** University budget 2021/22 (income and expenditure and capital) to be implemented from 1 August 2021.

247.7. STUDENTS' UNION STRATEGIC UPDATE

- 247.7.1. Zahra Butt, the UWSU President, presented an update on UWSU's recent activity and next steps for organisational progression (Document COG 210714H).
- 247.7.2. The UWSU President thanked the University for supporting the development of the Students' Union and working in partnership, which has allowed introspection and transformation to progress. She confirmed that the UWSU 2021-23 Strategy focuses on communication, EDI and broadening student engagement.
- 247.7.3. Olivia Ponsford, UWSU Vice-President (Activities) summarised the UWSU Welcome programme for new and returning students, which has three themes – academic, community and wellbeing.
- 247.7.4. Members welcomed the report.
- 247.7.5. In response to a member's query about how UWSU will balance supporting students to have fun **and** keep safe, the UWSU Vice-President highlighted policy work, confirmed that activities will be offered on-site and online, and advised that proactive campaigns and feedback requests will take place throughout the year.
- 247.7.6. In response to a member's query, the UWSU President confirmed that developing relationships with academics and collaborating with Schools are key priorities for UWSU.

247.8. TRUST GOVERNANCE UPDATE

- 247.8.1. **[Redacted – Confidential]**
- 247.8.2. **[Redacted – Confidential]**

247.9. GOVERNANCE MATTERS

Court and committee membership

- 247.9.1. 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 and its committees (Document COG 210714I)¹.
- 247.9.2. **APPROVED** Justin Bairamian to be re-appointed as an independent governor for a second three-year term of office from 1 April 2022.
- 247.9.3. **APPROVED** Fiona Ross to be re-appointed as an independent governor for a second three-year term of office from 1 April 2022.
- 247.9.4. **APPROVED** Mei Xin Wang to be re-appointed as an independent governor for a second three-year term of office from 1 April 2022.
- 247.9.5. **APPROVED** Matthew Smith to be re-appointed as Chair, Audit Committee for a second term of office from 1 April 2022 to 27 November 2022 when he is due to retire from the Court.
- 247.9.6. **APPROVED** Fiona Ross to be re-appointed as Deputy Chair, Audit Committee for a second two-year term of office from 1 September 2022.
- 247.9.7. **APPROVED** David Stanton to be appointed to the role of Deputy Chair, Remuneration Committee for a two-year term with effect from 1 September 2021.
- 247.9.8. **APPROVED** Matthew Appleton to be re-appointed as an independent (non-governor) committee member of Resources Committee for a second three-year term of office from 1 April 2022.

¹ As noted in Minute 247.1.3, the Clerk to the Court moved relevant governors to an online breakout room when their appointments were discussed, and they did not participate in the decision
Minutes Court of Governors, 14 July 2021 (redacted)

APPROVED

247.9.9. Members noted that the Governance and Nominations Committee has instructed the Clerk to the Court to re-open the call for expressions of interest in the Deputy Chair to the Court role from November 2021.

247.9.10. **APPROVED** David Stanton and Mei Xin Wang to be appointed as Vice-Chairs to the Court of Governors for a three-year term from 1 September 2021.

247.9.11. **AGREED** Members confirmed retention of the current leadership structure² and the addition of the following explanation to the HE Code of Governance self-assessment checklist:

'The Court of Governors has considered the benefits of appointing a Senior Independent Governor (SIG) and has decided not to introduce this role. The Court considers that the current leadership structure is clear and balanced, supports succession and provides effective governance and support for the Chair of the Court. The Court does not hold appraisals of governors; however, the Company Secretary conducts the annual 1-2-1 review with the Chair of the Court.'

247.9.12. **APPROVED** Committee membership below to be implemented from 1 September 2021:

AUDIT	GOVERNANCE AND NOMINATIONS
Matthew Smith <i>Fiona Ross</i>	Di Yeo (to 23-Oct-21) Lynne Berry (from 24-Oct-21) <i>Lin Phillips</i>
Karen Dunnell (to 26-Nov-21) Victoria Foster Helen Owen David Stanton (from 27-Nov-21)	Peter Bonfield John Cappock David Cheeseman (to 24-Nov-21) Graham Meikle Jane Robson (from 25-Nov-21) Independent governor (vacancy)
Jameela Khan	
RESOURCES	REMUNERATION
Mei Xin Wang <i>Simon Wylie</i>	Lin Phillips <i>David Stanton</i>
Justin Bairamian Peter Bonfield Tim Lovell David Stanton (to 26-Nov-21) Phil Wales	Lynne Berry (from 24-Oct-21) Mei Xin Wang Di Yeo (to 23-Oct-21) Justin Bairamian (observer)
David Hoyle Independent (non-governor) committee member (digital) vacancy	Matt Appleton

247.9.12.1. **ACTION Clerk to the Court** to discuss the Governance and Nominations Committee vacancy with the member proposed by the Committee.

Committee terms of reference

247.9.13. The Clerk to the Court presented proposed amendments to committee terms of reference for (Document COG 210714J), which are recommended by the Effectiveness Review Working Group.

247.9.14. The Clerk to the Court explained that the Working Group proposed the transfer of responsibility for oversight of EDI from Resources Committee to the Governance and Nominations

² As outlined in the Court of Governors succession plan Minutes Court of Governors, 14 July 2021 (redacted)

APPROVED

Committee as EDI is a broader governance issue and to address concerns expressed by some members about the workload undertaken by the Resources Committee.

247.9.15. **APPROVED** Revised terms of reference for Governance and Nominations Committee and Resources Committee to be implemented from 1 September 2021.

247.10. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

247.10.1. **AGREED** Members agreed the minutes of the Court of Governors meeting held on 26 May 2021 (Document COG 210714K) as an accurate record.

247.10.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 210714L).

247.10.3. **Adoption of the IHRA working definition of antisemitism (Actions 246.3.8.1 and 246.3.8.2)**
Members noted that the Clerk to the Court sent the letter of response to petitioners and provided a copy to governors by email on 28 May 2021 (refer also to Minute 247.1.12).

247.11. SCHEDULE OF DELEGATION – ANNUAL REVIEW

247.11.1. **AGREED** Revised schedule of delegation and annexes (Document COG 210714M), which is recommended by UEB, to be implemented from 1 August 2021.

247.12. ABSENCE POLICY AND PROCEDURE

247.12.1. **APPROVED** Updated policy and procedure (Document COG 210714N), which is recommended by the Resources Committee, to be implemented from 1 August 2021.

247.13. DIVERSITY AND DIGNITY AT WORK AND STUDY POLICY

247.13.1. **APPROVED** Updated policy (Document COG 210714O), which is recommended by the Resources Committee, to be implemented from 1 August 2021.

247.14. REDUNDANCY POLICY AND PROCEDURE

247.14.1. The Clerk to the Court reported an amendment - recommended by the Human Resources team in response to a query raised by a governor in advance of the meeting - to paragraph 5.3 to clarify management responsibility for preparation of impact assessments.

247.14.2. **APPROVED** Updated policy and procedure (Document COG 210714P), which is recommended by the Resources Committee, to be implemented from 1 August 2021 with the inclusion of the amendment above.

247.15. STUDENT DISCIPLINARY REGULATIONS 2021/22

247.15.1. **APPROVED** Updated regulations (Document COG 210714Q), which are recommended by Academic Council, to be implemented from 1 August 2021.

247.16. GIFT ACCEPTANCE PANEL – ANNUAL REPORT

247.16.1. Members received the annual report and proposed amendments to the membership (Document COG 210714R).

247.16.2. **APPROVED** Amended terms of reference and membership to be implemented with immediate effect.

APPROVED

247.17. PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWING) REGISTER

247.17.1. Members received the annual update on entries in the register (Document COG 210714S), which had been considered by the Audit Committee.

247.18. EXTERNAL AUDIT OPERATIONAL PLAN AND STRATEGY 2020/21

247.18.1. Members noted the annual plan and strategy (Document COG 210714T), which had been approved by the Audit Committee.

247.19. INTERNAL AUDIT WORK PLAN 2021-24

247.19.1. Members noted the work plan for 2021/22 and the rolling strategic plan to 2024 (Document COG 210714U), which had been approved by the Audit Committee.

247.20. COMPLIANCE WITH ONGOING REGULATORY CONDITIONS – ANNUAL REPORT 2020/21

247.20.1. Members noted a summary report on compliance with the Office for Students ongoing conditions for inclusion on the register of English higher education providers (Document COG 210714V), which had been considered by the Audit Committee.

247.21. UWSU BUDGET 2021/22

247.21.1. **APPROVED** Members confirmed the Students' Union budget for the financial year ending 31 July 2022 (Document COG 210714W), which is recommended by the UWSU Trustee Board.

247.22. USE OF THE COMPANY SEAL

247.22.1. Members noted that the Company Seal has not been used since the last meeting.

247.23. STRATEGIC RISK REGISTER - PERIODIC REVIEW

247.23.1. Members received a report on the third periodic review of the Strategic risk register for 2020/21 (Document COG 210714X), which had been considered by UEB and the Audit Committee.

247.24. SUB-COMMITTEE ACTIVITY REPORT

247.24.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 210714Y):

- Audit Committee – 15 June 2021
- Effectiveness Review Working Group – 22 June 2021
- Academic Council – 23 June 2021
- Resources Committee – 24 June 2021

247.25. 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 with the option of participation via Microsoft Teams and may be preceded by a briefing/training session.

247.26. ANY OTHER BUSINESS

247.26.1. Members did not raise any other matters for discussion.