

MINUTES OF THE 256TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 24 MAY 2023 IN ROOM MG38, MARYLEBONE CAMPUS AND VIA MICROSOFT TEAMS

PRESENT:	Professor L Berry (Chair) Ms N Aggarwal, UWSU Professor D Anand Mr J Bairamian Professor P Bonfield Ms V Foster Ms S Hafeez Ms J Khan ¹	Professor G Meikle Ms C Morgan Ms L Phillips (Deputy Chair) Ms J Robson Professor F Ross Canon D Stanton Ms P Wales Ms MX Wang
IN ATTENDANCE:	Ms M Chan (observer) Heather Doon (Minute 256.8) Professor S Griffiths (observer)	Professor M Kirkup (Minutes 256.27 to 256.3.7) Mrs E McMillan (Clerk) Mr I Wilmot ² (Deputy Company Secretary)
APOLOGIES:	Miss Z Butt, UWSU Mr J Cappock (Company Secretary)	Professor A Hughes Dr S Jarvis

[Clerk's note: Immediately prior to this meeting, governors participated in a development session on the role of governors in academic governance]

256.1 ANNOUNCEMENTS

- 256.1.1 The Chair welcomed all governors and attendees to the meeting.
- 256.1.2 The Chair welcomed Professor Sean Griffiths, who will join the Court of Governors in June 2023, and Mandy Chan, a new member of the governance support team, as observers of the meeting.
- 256.1.3 Members noted apologies as recorded above.
- 256.1.4 Student governor Nandini Aggarwal declared an interest in agenda item 13.1 Appointment of student governors (refer to Minute 256.9). The Chair confirmed that Nandini would be asked to leave the meeting while the relevant item was discussed.
- 256.1.5 The Chair confirmed that there were no requests to discuss starred items and that there was one item of business to discuss that was not on the agenda (refer to Minute 256.9).
- 256.1.6 The Chair briefed members on activities they had participated in since the previous meeting including progress in recruitment of new independent governors and a celebration of work students have done supported by the Quintin Hogg Trust.
- 256.1.7 The Chair noted that three members of the University community - independent governor Canon David Stanton, colleague and composer Professor Shirley Thompson, and alumnus and honorary award recipient Archbishop of York Stephen Cottrell – contributed to the coronation of His Majesty the King Charles III.
- 256.1.8 The Chair welcomed Mandy Chan to the governance support team.

¹ Attended via Microsoft Teams

² Ian Wilmot attended both as Acting University Secretary and Chief Operating Officer (USCOO) and Director of Finance

256.2 VICE-CHANCELLOR'S REPORT

Vice-Chancellor's periodic report

256.2.1 Members noted the Vice-Chancellor's report (Document COG 230524A).

Vice-Chancellor's sector update

256.2.2 The Vice-Chancellor supplemented his written report with an oral update covering:

- the recent Government decision to restrict the ability of international postgraduate students to bring dependants to the UK;
- ensuring that the University remains a welcoming institution for international students;
- job cuts in the HE sector due to financial issues;
- completion of Semester 2;
- student recruitment for 2023/24;
- UCU marking and assessment boycott;
- [redacted];
- participation in an event with international health ministers;
- participation in a Department for Transport event on the future of engineering;
- the University's recent anti-racism conference; and
- publication of Lord Mann's report on antisemitism.

256.2.3 Members expressed disappointment at the Government's decision on international students' dependants and discussed with the Vice-Chancellor the number of students bringing a dependant/s and the support offered by the University to international students. The Chair reminded governors that the Court had committed to hold a future session on the value and costs of international students.

256.2.3.1 **ACTION Vice-Chancellor** to forward summary of international student support to governors via the Clerk to the Court.

256.2.4 A member noted that the new Government Department for Energy Security and Net Zero had announced funds to invest in research labs.

256.2.4.1 **ACTION Vice-Chancellor and independent governor** to discuss outside of the meeting.

256.2.5 The Vice-Chancellor encouraged governors to continue to attend University events and activities.

256.2.6 In response to a member's query, the Vice-Chancellor confirmed that the University had successfully achieved planning permission for the new centre for employability and enterprise learning at 29 Marylebone Road.

256.2.7 In response to a member's query, the Vice-Chancellor agreed to report to the Court on how the voluntary release scheme (VRS) had enabled the University to diversify the workforce.

256.2.7.1 **ACTION Vice-Chancellor** to report to the Court on the impact of the VRS at a future meeting.

256.2.8 Colleague governor and Co-Chair, EDI Committee Professor Anand encouraged governors to attend the University's EDI Forum on 1 June 2023.

Report from Academic Council

256.2.9 The Vice-Chancellor briefed members on the draft minutes from the meeting of Academic Council on 29 March 2023 (Documents COG 230524B).

256.3 PEOPLE STRATEGY

256.3.1 The Chair welcomed Professor Malcolm Kirkup, Pro Vice-Chancellor (PVC) for People and Culture to the meeting. Professor Kirkup introduced the proposed People Strategy (Document COG 230524C).

APPROVED

- 256.3.2 The PVC (People and Culture) informed members that the Strategy is a positioning statement that after approval will be accompanied by an operating plan that sets out how the University will implement the Strategy.
- 256.3.3 Individual members commented favourably on the focus on professional development and providing support for Part-Time Visiting Lecturers (PTVLs) through the PTVL Forum.
- 256.3.4 The PVC (People and Culture) responded to colleague governors' queries about the Professional Development Review.
- 256.3.5 A member commented that it is important to ensure that the colleague voice is not diminished as an unintended consequence of reducing committee work.
- 256.3.6 **APPROVED** People Strategy: Being Me, Being Westminster 2023-29 to be implemented with immediate effect.
- 256.3.7 **APPROVED** Strategic key performance indicators (KPIs) and targets in the Measuring Success section to replace the strategic key performance indicators and targets under the heading 'Our People' approved by the Court in October 2023.
- 256.4 EFFECTIVENESS REVIEW OUTCOMES REPORT**
- 256.4.1 Professor Fiona Ross, independent governor and Chair of the Effectiveness Review Working Group (ERWG) introduced the report on proposed enhancements to governance structures and processes (Document COG 230524D).
- 256.4.2 The ERWG Chair thanked the Clerk to the Court for her work on the review.
- 256.4.3 The ERWG Chair informed members that the Working Group opted not to take forward some of the recommendations and suggestions from the Halpin review.
- 256.4.4 The Chair thanked the ERWG Chair, the other Working Group members and the critical friend to the Working Group for their work.
- 256.4.5 Members welcomed the report and voiced particular support for some elements including:
- Committee Chair reports to the Court;
 - the focus on added value;
 - simplification of Court leadership roles and succession planning;
 - mandatory buddies for new governors;
 - governor training;
 - clarity around the Link Governor Scheme;
 - the strategic priorities governance and assurance maps; and
 - the Governor Resource Centre.
- 256.4.6 **AGREED** Members who can evidence that they have completed comparable training to a mandatory e-learning module do not need to complete the relevant module/s.
- 256.4.7 A member suggested that committee specific training – e.g., on regulatory requirements relevant to that committee – would be welcome.
- 256.4.8 A member noted that it would be good to see within the report areas where the Court is demonstrating good or excellent practice. The Clerk to the Court confirmed that the recommendations will be published alongside the Halpin review report, which identifies areas where the Court is good and sector leading.
- 256.4.9 **APPROVED** All recommendations to be implemented.
- 256.4.9.1 ACTION Clerk to the Court** to submit an implementation plan and timeline to the next meeting of the Court.

APPROVED

256.4.10 **APPROVED** Updated Court of Governors succession plan to be implemented with immediate effect.

256.4.11 **APPROVED** Updated terms of reference for the Audit Committee, Remuneration Committee and Resources Committee to be implemented with effect from 1 September 2023.

256.5 STAYING SAFE: SAFETY, HEALTH AND WELLBEING UPDATE

256.5.1 The Acting USCOO informed members that the Staying Safe: Business Continuity Group had not referred anything for report to the Court since the last meeting.

256.5.2 The Acting USCOO informed members of two small external fires in recent months caused by discarded cigarettes and that fire marshal and first aider duties would be included in the upcoming tender for security services.

256.5.3 He also informed members that a desktop business interruption exercise had taken place earlier in the month and a new Risk and Resilience Manager had been appointed and would join the University in mid-July 2023.

256.5.4 Members received the minutes from the Safety, Health and Wellbeing Committee meeting on 18 May 2023.

256.6 MANAGEMENT ACCOUNTS REPORT

256.6.1 The Director of Finance presented the management accounts for March 2023 – Period 8 (Document COG 230524E).

256.6.2 The Director reported that financial performance is in line with that expected at Quarter 2. He confirmed that the Finance team have completed the Quarter 3 forecast and that is also in line with expectations.

256.6.3 The Director reported that there is work to do to achieve the targeted 6% surplus and the University continues to manage expenditure, with the University experiencing an increase in staff costs as well as other operating costs due to inflationary pressures.

256.6.4 The Director explained that income from student numbers has allowed the University to invest more in the capital programme than the original budget, with investment focused on upgrading teaching rooms to meet the needs of authentic learning and on increasing space for larger student numbers in popular subjects.

256.7 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

256.7.1 **AGREED** Members confirmed that the minutes of the Court of Governors meeting held on 15 March 2023 (Document COG 230524G) were an accurate record.

256.7.2 Members received the summary of actions and matters arising from previous meetings (Document COG 230524H) and noted those that were complete or closed.

256.7.3 **Teaching excellence and quality assurance (Action 255.5.5.1):** The member confirmed that they had discussed the interventions with the Deputy Vice-Chancellor (Education) outside of the meeting.

256.7.4 **Management accounts report (Action 255.7.6.1):** Members noted that the Resources Committee considered a paper on establishment of an Investment Committee and agreed that it would not benefit the University.

256.7.5 **Court and committee membership (Actions 255.8.4.1 and 255.8.5.1):** Members noted that the independent (non-governor) member had confirmed that they are able to continue for a second term and that the Clerk to the Court had provided governors with links to the governor recruitment microsite and advert.

APPROVED

- 256.7.6 **Management accounts report (Action 254.8.1.1):** The Director of Finance confirmed that they had answered the member's query about revenue recognition.
- 256.7.7 [\[redacted\]](#)
- 256.8 STUDENTS' UNION STRATEGIC UPDATE**
- 256.8.1 The Chair welcomed Heather Doon, UWSU Head of Student Voice and Engagement (SVE), who introduced an update on strategic activities since the last meeting (Document COG 230524F), which had been produced by the UWSU President and other members of the Sabbatical Officer team.
- 256.8.2 The UWSU Vice-President (Undergraduate Education)/student governor spoke to the Court about her experience of the FANS peer support programme and about a community gala they organised.
- 256.8.3 The Chair thanked the UWSU Head of SVE and the UWSU Vice-President for presenting the report on behalf of the UWSU President, who was unable to attend due to taking up a new position.
- 256.8.4 In response to a member's query, the Head of SVE confirmed that UWSU has plans to develop peer support for Level 7 students; however, the current focus is expansion to Level 5 and 6 students. The Head of SVE reported that the outreach centre support will offer support to postgraduate students.
- 256.8.5 The Vice-Chancellor commended UWSU for the work they are doing to ensure every student feels welcome, to provide peer support, and encouraging students to be onsite through engagement with clubs and societies.
- 256.9 ANY OTHER BUSINESS**
- [\[Nandini Aggarwal left the meeting at this point\]](#)
- Student governor appointments**
- 256.9.1 Members considered recommendations for appointments from the Governance and Nominations Committee (Document COG 230524Q).
- 256.9.2 **APPROVED** Nandini Aggarwal to be re-appointed as a co-opted (student) governor for a second one-year term with effect from 1 July 2023.
- 256.9.3 **APPROVED** Taruna Bangia to be appointed as a co-opted (student) governor for an initial one-year term from 1 July 2023.
- [\[Nandini Aggarwal returned to the meeting at this point\]](#)
- 256.9.4 The Chair informed Nandini of the decision of the Court.
- 256.9.5 The Chair expressed thanks on behalf of the Court to the outgoing student and colleague governors Zahra Butt and Dibyesh Anand for their contributions to the Court.
- 256.10 RE-APPOINTMENT OF INTERNAL AUDITORS**
- 256.10.1 Members noted the approach to re-tendering for internal audit services agreed by the Audit Committee (Document COG 230524I).
- 256.10.2 **APPROVED** The contract with TIAA for internal audit services to be extended for the period 1 August 2023 to 31 July 2024, as recommended by the Audit Committee.

APPROVED

256.11 CAPABILITY POLICY AND PROCEDURE

256.11.1 **APPROVED** Updated Capability policy (Document COG 230524J), which is recommended by the Resources Committee, to be implemented with effect from 25 May 2023.

256.12 NOMINATIONS FOR HONORARY AWARDS

256.12.1 Members received nominations for receipt of honorary awards (Document COG 230524K), as recommended by the Governance and Nominations Committee.

256.12.2 **APPROVED** The following nominees will be invited to receive an honorary award from the University:

- [redacted]
- [redacted]

256.13 USE OF THE COMPANY SEAL

256.13.1 Members received a report on use of the Company Seal since the last meeting (Document COG 230524L).

256.14 REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL

256.14.1 Members received a copy of the updated annex to the register (Document COG 230524M).

256.15 APPRENTICESHIP PROVISION UPDATE

256.15.1 Members received a report on the outcome of the Ofsted inspection of apprenticeship provision (Document COG 230524Ni).

256.15.2 Members received a copy of the latest self-assessment and improvement plan (Document COG 230524Nii).

256.16 UWSU FINANCIAL STATEMENTS 2021/22

256.16.1 Members received a copy of the UWSU financial statements for the year ending 31 July 2022 (Document COG 230524O), which had been approved by the UWSU Trustee Board.

256.17 UWSU GRANT BID AND STRATEGIC PLAN 2022-25

256.17.1 Members received a copy of the UWSU block grant bid and strategic plan 2022-25 (Document COG 230524P), which had been approved by the University Executive Board.

256.18 DATES OF FUTURE MEETINGS

- Wednesday 12 July 2023 3.30pm
- Wednesday 20 September 2023 12noon (away day)
- Wednesday 4 October 2023 3.30pm
- Wednesday 29 November 2023 3.30pm
- Wednesday 13 March 2024 3.30pm
- Wednesday 22 May 2024 3.30pm
- Wednesday 17 July 2024 3.30pm

Except for the away day, meetings will take place onsite (with the option of participation via Microsoft Teams when attendance is not possible) and will be preceded by a briefing/training session at 3.00pm.