

APPROVED

MINUTES OF THE 238TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 2 OCTOBER 2019 IN ROOM A7.4, UNIVERSITY OF WESTMINSTER, HARROW SITE.

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| PRESENT: | Mrs D Yeo (Interim Chair) Mr I Alzaid, UWSU Mr J Bairamian Ms C Bernard Dr P Bonfield Mr G Davies Dame K Dunnell Dame M Hogg Professor G Meikle Mr G Morley | Mr P Murphy Ms H Owen Ms L Phillips Professor F Ross Mr M Smith The Venerable Canon D Stanton Ms P Wales Ms MX Wang (to Minute 238.5.3) Mr S Wylie |
| IN ATTENDANCE: | Ms S Bolingbroke (Minute 238.2) Professor R Dannreuther (from Minute 238.2) | Mrs E McMillan (Clerk) |
| APOLOGIES: | Mr C Barnes Mr J Cappock (Attendee) Mr N Catterall | Mr D Cheeseman (Deputy Chair) Professor A Hughes Ms V James |

Clerk's note: This meeting of the Court of Governors was preceded by a briefing from the University of Westminster Students' Union Student Officers on their priorities for the academic year 2019-20.

238.1. ANNOUNCEMENTS

238.1.1. The Chair welcomed new governor Graham Meikle to his first meeting of the Court of Governors.

238.1.2. Apologies were noted as listed above.

238.1.3. Members noted Dame Mary Hogg's standing declaration of interest in matters relating to the Quintin Hogg Trust or Quintin Hogg Memorial Fund.

238.1.4. Three members declared an interest in agenda item 2.4 regarding appointments to the Court of Governors and committees:

- Chris Bernard regarding appointment as Chair, HR Committee
- Graham Meikle regarding appointment to the Nominations Committee
- Di Yeo regarding the process to recruit a new Chair to the Court of Governors

Chris and Graham left the room for the discussion of the relevant appointment. Members agreed to allow Di to remain and lead the discussion on recruitment of a new Chair.

238.1.5. The Chair confirmed there were no requests to discuss starred agenda items (Minutes 238.7.7 to 238.16).

238.1.6. The Chair confirmed there were no matters for discussion under agenda item 4 'Any other business' (Minute 238.17).

- 238.1.7. The Chair briefed members on her activities since the last meeting, including:
- engaging with Committee of University Chairs;
 - update meetings with the Vice-Chancellor, other members of the executive, governors and the Students' Union President and members of his Sabbatical team;
 - continuing to participate in the recruitment process for the Deputy Vice-Chancellor (Education) vacancy; and
 - chairing a meeting of the Effectiveness Review Working Group.

238.1.8. The Chair reported that she had received positive feedback from members on the recent strategic away day and noted that nearly every member of the Court attended.

238.1.8.1. **ACTION Clerk** to circulate a summary of written feedback from members.

238.2. GOVERNANCE EFFECTIVENESS REVIEW – OUTCOMES REPORT

238.2.1. Selena Bolingbroke, Consulting Fellow at the Halpin Partnership presented an overview of the governance effectiveness review final report (Document COG 191002A).

238.2.2. Members heard that having conducted the review the Halpin Partnership concluded that the University has an effective governance system with no real failings and that members are well equipped to conduct the governance tasks asked of them as members of the Court of Governors.

238.2.3. Members received assurance from the Effectiveness Review Working Group that governance arrangements are fit and proper and note areas where best practice is evident.

238.2.4. Members noted that whilst there are 15 recommendations in the report that the Halpin Partnership consider would have a significant impact, the text of the report includes other suggested improvements.

238.2.5. Following an overview of the key findings by the Consulting Fellow, members commented on the report and recommendations. Comments and queries included:

- The process for production and agreement of an implementation plan
- A request for legal support to be involved in any review of the Articles of Association, particularly around the extent to which there is an obligation on individual trustees to act on advice from the Academic Council
- The potential conflict between any plan to reduce the size of the Court and action to address the lack of diversity in the membership in a timely manner
- The potential to explore in more detail sector practice – and experience – of remuneration of governors, particularly whether it has had a positive impact on diversity in the membership
- What – if any – commonality exists across the HE sector in the relationship between governing bodies and Academic Council (or equivalent)
- Whether it may be beneficial to include a student in the membership of the Nominations Committee and/or Remuneration Committee

238.2.6. A member suggested that the Working Group would benefit from input from all members when prioritising the recommendations and resulting actions.

238.2.6.1. **ACTION Clerk** to conduct an online poll of members to gather views on prioritisation of the recommendations – by urgency and impact.

238.2.7. A member queried whether the Halpin Partnership can provide any good examples of the implementation phase post-review. The Halpin Partnership Consulting Fellow agreed to canvass her colleagues and contact the Clerk with any good practice identified.

238.2.8. The Vice-Chancellor, as Chair of Academic Council, confirmed his support for greater visibility of the work of Academic Council at meetings of the Court.

238.2.8.1. ACTION Clerk to add a report from the Chair of Academic Council as a standing item on the agenda for Court of Governors meetings

238.2.9. **AGREED** Members accepted the 15 recommendations in the report and confirmed publication of the report on the University website.

238.2.10. Members noted that the Working Group will meet prior to the next Court meeting to discuss the recommendations and draft an implementation plan for agreement by the Court. Members considered the Court should act swiftly and decisively on those issues identified in the report that have been discussed by the Court previously yet appear not to have been resolved, e.g. diversity of the membership.

238.2.11. Members noted that the Clerk to the Court will seek views from members on the content of the Court of Governors Code of Conduct.

238.2.12. On behalf of the project team from the Halpin Partnership, the Consulting Fellow thanked members for the full and considered contribution they made and thanked the Governance team for their support.

238.3. VICE-CHANCELLOR'S REPORT

238.3.1. Members received and noted the Vice-Chancellor's report (Document COG 191002B).

238.3.2. The Vice-Chancellor (VC) supplemented the written report with an oral update including:

- sector lobbying regarding the outcomes of the Augar Review of post-18 education;
- the government's recent statement on post-study visas;
- the work of the London Higher Wellbeing Network;
- progress in Estates planning;
- confirmation that the Clearing period was successful and closed early; and
- the enrolment process and UWSU societies fair had also been a success.

238.3.3. Members raised queries, answered by the VC on the postgraduate marketing; how the University might use experience from the Clearing period to prioritise outreach activities with schools; how colleagues use metrics and management information from the Strategy, Planning and Performance department to inform student recruitment and decision-making; and the University's ambitions for delivery of apprenticeships.

238.3.4. The VC briefed members on the financial outcomes for 2018-19, noting that the University is prioritising investment in things that are core to the student and colleague experience.

238.3.5. Members discussed the University's performance in league tables and the Teaching Excellence Framework, where the University can have impact and where improvements are necessary.

238.4. CODE OF PRACTICE ON FREEDOM OF SPEECH

238.4.1. Members considered the Code of Practice on Freedom of Speech, which is unchanged from 2018-19 (Document COG 191002C).

238.4.2. Members noted that the Code is working well and will now be reviewed on a three-year cycle instead of annually.

238.4.3. Members commented that the section on the 'No Platform Policy' includes double negatives that may impair readers' understanding of the intended meaning.

APPROVED

238.4.4. A member queried whether the review of the Code included alignment with the University's responsibilities under the Prevent Duty.

238.4.4.1. **ACTION Senior Compliance and Development Manager** to confirm whether our responsibilities under the Prevent Duty have been considered in the review of the policy.

238.4.5. In response to members' questions, the Deputy Vice-Chancellor (Education) confirmed that the Code is developed and reviewed in partnership with the Students' Union and that hate speech/hate crimes are covered within the general provisions of the Code. He confirmed also that any accusations of such activity by students these are dealt with through the Student Disciplinary Procedure.

238.4.6. In response to a member's question, the VC confirmed that the University Ethics Committee looks closely at the relationship between freedom of speech and freedom of research.

238.4.7. In response to a member's question, the VC confirmed that it is not possible to bypass the external speaker approval process by changing the speaker at short notice as the process applies equally to any replacement speaker.

238.4.8. **APPROVED** Existing Code of Practice on Freedom of Speech to continue to be implemented and is subject to review and (re-)approval by October 2022.

238.5. COURT APPOINTMENTS

238.5.1. Members received and considered recommendations from the Nominations Committee for appointments that are the responsibility of the Court (Document COG 191002D).

Appointment of a Chancellor

238.5.2. The VC reported the outcome of discussions with the Chancellor after the meeting of Nominations Committee on 18 September 2019. Members noted that the Chancellor is willing to continue in the role exceptionally beyond the current term of office. The VC noted that this would allow time for the Nominations Committee to conduct the process to recruit a new Chancellor in a more inclusive manner.

238.5.3. Members supported the implementation of a fair and transparent process and noted that it may differ from the process used in the selection of senior colleagues.

238.5.4. **AGREED** Term of office for the current Chancellor to be extended to 31 July 2020.

238.5.5. **AGREED** Nominations Committee to design and implement an inclusive recruitment process for the new Chancellor.

Committee appointments

238.5.6. **APPROVED** Chris Bernard is appointed as HR Committee Chair for an initial three-year term of office commencing 28 February 2020.

238.5.7. **APPROVED** David Cheeseman is re-appointed as Remuneration Committee Chair for a second three-year term of office commencing 16 February 2020.

238.5.8. **AGREED** The Court authorises the Clerk to the Court to initiate a process to recruit an Interim Deputy Chair to the Court to support the Interim Chair to the Court and the second Deputy Chair to the Court.

238.5.9. **APPROVED** Graham Meikle is appointed as a member of the Nominations Committee from 3 October 2019.

238.6. STANDING ORDERS – ANNUAL REVIEW

- 238.6.1. Members noted that due to other priorities, the Clerk to the Court has not completed the annual review and therefore there is no Document COG 191002E in the papers for this meeting.
- 238.6.2. **AGREED** Members will consider the approval of a revised Standing Order 1: Scheme of delegation for signing certain categories of contract and for authenticating non-contractual documents by email correspondence; this is to ensure the document reflects new roles and structures at the earliest opportunity.
- 238.6.3. The Court will consider the outcomes of the review of the remaining standing orders at the next meeting.

238.7. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 238.7.1. **AGREED** The minutes of the Court of Governors meeting held on 17 July 2019 (Document COG 191002F) were agreed as an accurate record.
- 238.7.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 191002G).
- 238.7.3. **Vice-Chancellor's report (Action 237.2.5.1):** Members received the link to the Law School degree show on YouTube¹.
- 238.7.4. **Vice-Chancellor's report (Action 237.2.9.1):** Members noted that three independent governors visited the Clearing Centre and spent time with colleagues on Thursday 15 August 2019.
- 238.7.5. **Absence policy and procedure (Minute 237.8):** **APPROVED** Absence policy and procedure (Document COG 191002G Appendix 1) to be implemented with effect from 7 October 2019.
- 238.7.5.1. **ACTION Clerk** to pass on to the Deputy Director, Human Resources (HR Advisory Support) a member's suggestion that paragraph 3.5 should come directly after paragraph 3.3.
- 238.7.6. **Personal development planning policy and procedure (Minute 237.9):** Members noted that in response to governors' comments, the Director of Human Resources and Safety, Health and Wellbeing is working with the Deputy Director of Human Resources (Resourcing and Reward) to incorporate a greater emphasis on development and pathways. The revised policy and procedure will be re-submitted to the University Executive Board (UEB) for approval and implementation.
- 238.7.7. **Risk management policy and procedures (Minute 233.14):** **APPROVED** Minor amendments to the text in the policy about escalation of operational risks, as recommended by the Audit Committee, to be implemented with immediate effect.

238.8. COMMITTEE TERMS OF REFERENCE AND MEMBERSHIP

- 238.8.1. Members considered proposals to amend the terms of reference and membership for Audit Committee, Finance and Property Committee and Nominations Committee (Document COG 191002H).
- 238.8.2. **APPROVED** Proposed amendments to the terms of reference and membership for the three committees to be implemented with immediate effect.

¹ <https://www.youtube.com/watch?v=dlsJv9Odod0>

238.9. FINANCIAL REGULATIONS 2019-20

238.9.1. **APPROVED** Revised Financial Regulations 2019-20 (Document COG 191002I) to be implemented with effect from 1 December 2019.

238.10. MANAGEMENT ACCOUNTS REPORT

238.10.1. Members received the management accounts for July 2019 (Document COG 191002J). The report contains information on the draft outturn of the financial performance for the year to 31 July 19 as reported against the Quarter 3 forecast and Financial Year 2018-19 budget and has been considered by UEB.

238.11. NOMINATIONS FOR HONORARY AWARDS

238.11.1. Members received and considered nominees for receipt of honorary awards (Document COG 191002K), who are recommended by the Nominations Committee.

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

- Ms Amanda Clack (D.Sc) – nominated by the Vice-Chancellor
- Ms Emily Eavis (D.Arts) – nominated by Director of Global, Recruitment and Admissions
- Ms Poppy Jaman (D.Litt) – nominated by an independent governor
- Mr Cameron McCracken (D.Arts) – nominated by the Deputy Vice-Chancellor (Education)
- Ms Gina Miller (LL.D) – nominated by the Vice-Chancellor
- Ms Caroline Rush CBE (D.Arts) – nominated by an independent governor
- Ms Stevie Spring CBE (LL.D) – nominated by an independent governor
- Mr John Swannell (D.Arts) – nominated by the Chancellor
- Ms Emma Walmsley (D.Sc) – nominated by an independent governor
- Ms Sharon White (D.Litt) – nominated by Director of Global, Recruitment and Admissions
- Dr Louise Wood (D.Sc) – nominated by the Head of the School of Life Sciences

238.11.3. **RATIFIED** Members confirmed a decision taken by Chair's action due to timing constraints to invite the following nominees to receive an honorary award from the University:

- Dr Gamini Wickramasinghe (D.Litt) – nominated by the Senior Academic Coordinator and Head of Transnational Education
- Mr Kulatunga Rajapakse (D.Litt) – nominated by the Senior Academic Coordinator and Head of Transnational Education

238.12. UTC MEMBER'S AUTHORISED REPRESENTATIVE NOMINEE

238.12.1. **APPROVED** On the recommendation of the Nominations Committee (Document COG 191002L), members appoint the Vice-Chancellor, Dr Peter Bonfield, to represent the University in its role as Member, and as co-founder and University sponsor of the Sir Simon Milton Westminster University Technical College with immediate effect.

238.13. PROFESSORS AND READERS AWARDING COMMITTEE

238.13.1. Members received the report on the outcome of applications to the Professors and Readers Awarding Committee for 2018-19 (Document COG 191002M).

238.14. USE OF THE COMPANY SEAL

238.14.1. Members received a report on use of the University's seal since the last meeting (Document COG 191002N).

238.15. SUB-COMMITTEE ACTIVITY REPORT

238.15.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 191002O):

- Remuneration Committee – 20 August 2019
- Audit Committee – 17 September 2019
- Nominations Committee – 18 September 2019
- Finance and Property Committee – 19 September 2019

238.15.2. Members noted that the minutes from the Effectiveness Review Working Group meeting held 26 September 2019 were not produced in time for submission the meeting.

238.15.2.1. ACTION Clerk to upload the minutes to the Court's online Reading Room when agreed by the Chair.

238.16. DATES OF FUTURE MEETINGS

238.16.1. Court of Governors

27 November 2019 3.30pm in Room CH1.14 Cavendish House
18 March 2020 3.30pm in Room MG38 (MBA Boardroom), Marylebone site
3 June 2020 3.30pm in Room MG38 (MBA Boardroom), Marylebone site
15 July 2020 3.30pm in Room MG38 (MBA Boardroom), Marylebone site

Meetings may be preceded by briefings from 3.00pm.

238.16.2. Graduation ceremonies

Monday 11 November 2019
Monday 25 November 2019

Ceremonies take place at the Royal Festival Hall.

238.17. ANY OTHER BUSINESS

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