

**APPROVED**

**MINUTES OF THE 237<sup>TH</sup> MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 17 JULY 2019 IN ROOM CH1.14 CAVENDISH HOUSE, UNIVERSITY OF WESTMINSTER, 101 NEW CAVENDISH STREET.**

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PRESENT:	Mrs D Yeo (Interim Chair) Mr D Cheeseman (Deputy Chair) Mr I Alzaid, UWSU Mr J Bairamian Mr C Barnes Mr J Begg Ms C Bernard (to Minute 237.3) Dr P Bonfield Mr N Catterall Mr G Davies Dame K Dunnell	Dame M Hogg (to Minute 237.6.2) Professor A Hughes Ms V James Mr G Morley Mr P Murphy Ms H Owen Ms L Phillips Professor F Ross Mr M Smith Ms P Wales Ms MX Wang
IN ATTENDANCE:	Ms S Bolingbroke (Observer) Mr J Cappock (Company Secretary) Professor R Dannreuther (to Minute 237.6.2)	Mr C Hinge (Minute 237.4) Mrs E McMillan (Clerk) Mr J Woolston (Minute 237.3)
APOLOGIES:	The Venerable Canon D Stanton	Mr S Wylie

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**Clerk's note:** This meeting of the Court of Governors was preceded by a briefing from the Heads of College and the University Secretary and Chief Operating Officer on their strategies to achieve the University's objectives. Members received a copy of the strategies (Document COG 190717T) in advance of the meeting.

**237.1. ANNOUNCEMENTS**

- 237.1.1. The Chair welcomed new governor Ibrahim Alzaid and observer Selena Bolingbroke to the meeting.
- 237.1.2. Apologies were noted as listed above.
- 237.1.3. No new declarations of interest were declared.
- 237.1.4. The Chair agreed a request to discuss starred agenda items 2.8 Absence policy and procedure (Minute 237.8) and 2.9 Professional development plan policy and procedure (Minute 237.9) and confirmed there were no requests to discuss other starred agenda items (Minutes 237.10 to 237.19).
- 237.1.5. Members did not notify the Chair of any matters for discussion under agenda item 4 'Any other business' (Minute 237.20).
- 237.1.6. The Chair informed members that she received the confidential survey by the Committee of University Chairs (CUC) on Vice-Chancellor's pay and had delegated authority for access to the survey outcomes to the Director of Human Resources and Safety, Health and Wellbeing.

- 237.1.7. The Chair briefed members on her activities since the last meeting, including:
- discussing 2019-20 performance objectives with the Vice-Chancellor;
  - update meetings with the Vice-Chancellor, other members of the executive, governors and the Students' Union President;
  - a briefing meeting for the executive search agency for the Deputy Vice-Chancellor (Education) post;
  - governor exit interviews and induction sessions;
  - a confidential debriefing meeting relating to a concern raised under the Public Interest Disclosure (Whistleblowing) policy;
  - chairing the first meeting of the Effectiveness Review Working Group; and
  - discussions around the Regent Street Cinema.

## 237.2. VICE-CHANCELLOR'S REPORT

237.2.1. Members received and noted the Vice-Chancellor's report (Document COG 190717A).

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

- his reflections on the pre-Court briefing and the matrix structure that will support delivery of the strategies;
- conclusion of the objective setting process for University Executive Board (UEB) members, the outcomes of which will be considered by the Remuneration Committee on 20 August 2019);
- student recruitment;
- the political environment including the findings of the Augar Review of post-18 education and funding; the Conservative Party leadership and Brexit;
- London Higher and sector-wide wellbeing activities;
- a governance matter relating to the Sir Simon Milton Westminster University Technical College; and
- National Student Survey outcomes.

237.2.3. Members raised queries, answered by the VC and the University Secretary and Chief Operating Officer (USCOO), on the extent and detail of planning for any reduction in student numbers/funding resulting from Brexit and implementation of the Augar Review recommendations.

237.2.4. A member noted that the 'fourth industrial revolution' should lead to efficiencies and the VC gave a brief overview of the UEB strategy away day on 16 July 2019, which included how the University might embrace such opportunities.

237.2.5. Members discussed the notable improvement in NSS outcomes for the Westminster School of Law.

237.2.5.1. **ACTION VC** to circulate, via the Clerk, a link to the Law School show on YouTube.

237.2.6. Referencing the recently published 2019 [People and Planet University League](#), a governor asked the VC what the University is doing around sustainability and how the University is connecting with students on this issue. The VC explained that the focus is on reporting all the University does in this area and to orient what we do towards the sustainable development goals.

237.2.7. A member asked how many digital innovation centres the University is planning to establish and the VC explained progress in equipping the University for digital capability. The USCOO reported that the Digital Strategy, led by the Director of Information Systems and Support, is in development and that the focus for digital innovation is enhancing the student experience, ensuring students are equipped with the digital skills they need, and more 'smart working' for colleagues.

237.2.8. A member noted action taken by other universities (in the UK and internationally) in relation to working with the Chinese multinational technology company Huawei and asked about the University's approach to such partnerships. The VC confirmed that when exploring any partnership, the University conducts appropriate due diligence and acts responsibly and ethically. The Deputy Vice-Chancellor (Employability and Global Engagement) informed members that colleagues are currently looking at scrutiny and governance of knowledge exchange partnerships.

237.2.9. A member asked whether governors could again visit the Clearing centre as this was received well by colleagues last year.

237.2.9.1. **ACTION** Clerk to plan and invite governors to participate.

### **237.3. UNIVERSITY KEY PERFORMANCE TARGETS – ANNUAL REPORT**

237.3.1. The Director of Strategy, Planning and Performance – Joe Woolston – presented highlights from the first annual report on the University's 2019-23 key performance targets (Document COG 190717B).

237.3.2. The Director informed members that several are 'lagging indicators' as sector benchmark data is not yet available.

237.3.3. The Director gave clarification in response to members' questions on: progression to employment and further study; NSS benchmarks; continuation rates and any relationship to entry tariffs; and calculation of NSS scores.

### **237.4. ESTATE STRATEGIC ROADMAP AND AMBITION - UPDATE**

237.4.1. The USCOO presented an update on the Estates strategic roadmap (Document COG 190717C) and tabled copies of the roadmap brochure produced by the University's design team.

237.4.2. The USCOO thanked colleagues on UEB, the Estates Advisory Group and the Finance and Property Committee for their contributions and comments.

237.4.3. The roadmap covers:

- The external context and why the University should be ambitious
- Our physical estate - history and origin
- Our physical estate - now
- Our plan for the estate – vision
- Emerging thematic requirements
- New proposals for the estate
- Proposals to consolidate and enhance the estate
- Size and shape
- Finances
- Recommendations and next steps

237.4.4. The USCOO reported that completion of academic planning and work to refresh the course portfolio is required before the roadmap can become a strategy, and that the roadmap focuses on the physical estate; however, where appropriate the roadmap includes the integration of digital developments.

237.4.5. Members discussed the following issues with the USCOO and VC:

- Timelines for demographic change/student number growth and building construction
- Space utilisation – improving performance and resolving timetabling issues

- Student residential accommodation – options for funding self-owned accommodation and affordability for students
- Timetable for the Strategy and overall master plan – the long-term vision may need to extend as far as 2050
- Provision for sports – Chiswick and/or Harrow
- Strategy to be driven by the requirements of the University not by how best to use the buildings we currently have available
- Balancing building work and the student and colleague experience

## 237.5. PEOPLE STRATEGY

237.5.1. The USCOO presented the proposed People Strategy 2019-23: Being Me. Being Westminster (Document COG 190717D), which has been subject to consultation including UEB and the HR Committee.

237.5.2. Members noted that the Strategy will be underpinned by more detailed plans and that key performance indicators (KPIs) are in development. The VC confirmed that these plans and KPIs will be made available to the Court.

237.5.3. A member stated that the KPIs will be a critical 'acid test' for the delivery of the Strategy and will evidence whether this area is sufficiently resourced and whether those resources are applied effectively.

237.5.4. In response to a member's question, the VC informed members that the Colleague Wellbeing Survey, which concludes on 19 July 2019, will provide a baseline measure for colleague health and wellbeing.

237.5.5. **APPROVED** Members approved implementation of the proposed Strategy and noted that the Court will monitor progress through consideration of the plans and KPIs.

## 237.6. DEPUTY VICE-CHANCELLOR (EDUCATION) APPOINTMENT

237.6.1. Members discussed a proposal to delegate authority for approval of the appointment to the selection and appointment panel (Document COG 190717E).

237.6.2. Members suggested additional members for the panel and asked about the executive search firm's track record for delivering a diverse list of candidates.

237.6.3. The VC assured members that the University would run an immersive and inclusive appointment process with stakeholder engagement including students, academic colleagues, colleague networks (e.g. BME, LGBTIQ and Women's Networks) and staff governors.

237.6.4. **AGREED** Selection and appointment panel to be expanded to include an external senior academic leader with experience in teaching and learning (e.g. a Vice-Chancellor or Deputy Vice-Chancellor).

237.6.5. **RESOLVED** Subject to the expansion of the panel membership as agreed above, members delegate authority to the selection and appointment panel to recommend (on behalf of the Nominations Committee) and approve (on behalf of the Court the Governors) the appointee.

237.6.6. Members noted that the Remuneration Committee will consider on 20 August 2019 a proposal to delegate authority to the Chair of the Remuneration Committee and the Interim Chair to the Court to approve the salary and terms and conditions of employment once negotiations with the appointee are complete.

**237.7. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**

- 237.7.1. **AGREED** The minutes of the Court of Governors meeting held on 5 June 2019 (Document COG 190717F) and the Special Court of Governors meeting held on 27 June 2019 (Document COG 190717G) were agreed as an accurate record.
- 237.7.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 190717H).
- 237.7.3. **University of Westminster Students' Union Articles of Association (Minute 236.2.7):** Members received a corrected version of the revised UWSU Articles of Association; the UWSU has corrected errors in the cross-referencing between Articles within the document (Document COG 190717H Appendix 1).
- 237.7.4. **University budget 2019-20 and five-year forecast (Action 236.5.9.1):** Members received the requested report on student recruitment, which includes a comparison between actual recruitment numbers and the target numbers used to prepare the University budget 2019-20 (Document COG 190717H Appendix 2).
- 237.7.5. **Effectiveness Review update (Action 236.6.6.1):** Members noted that the Effectiveness Review Group met on 18 June 2019 and agreed to add 'diversity and inclusion' to the areas of governance for review as listed in their terms of reference.
- 237.7.6. **Any other business – graduation ceremonies (Action 236.18.3.1):** Members noted that 11 governors responded to record attendance for at least one ceremony; eight of these attended the July 2019 ceremonies.
- 237.7.7. **Fee strategy proposals 2020-21 (Minute 235.9):** **APPROVED** Proposals for fees for the Master of Business Administration (MBA), the Postgraduate Diploma in Professional Practice (RIBA part 3) and for visiting research students (Document COG 190717H Appendix 3) to be implemented for the upcoming recruitment cycle.

**237.8. ABSENCE POLICY AND PROCEDURE**

- 237.8.1. Members considered the revised Absence policy and procedure (Document COG 190717J), which is recommended by the HR Committee.
- 237.8.2. A member proposed that it would be compassionate for the University to adopt with effect from 1 August 2019 – instead of April 2020 when it becomes a requirement - a change to the law relating to absence following the death of a spouse and suggested that the University offers a more generous entitlement than the entitlement to be required by law. The member also identified an out of date link in the policy.
- 237.8.3. Members heard that in practice University managers usually allow a more generous entitlement than that required by the policy.
- 237.8.4. The USCOO informed members he is aware of correspondence between the member and colleagues in the HR department prior to the meeting and confirmed that the University does not update policies to reflect changes in legislation until such changes come into effect.
- 237.8.5. Members referred the points raised to UEB for discussion and will consider UEB's recommendation for the policy and procedure at the next meeting. The current policy and procedure remain in force.

**237.9. PROFESSIONAL DEVELOPMENT PLAN POLICY AND PROCEDURE**

- 237.9.1. Members considered the new Professional development plan policy and procedure (Document COG 190717K), which is approved by UEB and recommended by the HR Committee for endorsement by the Court.

## APPROVED

- 237.9.2. A co-opted (staff) governor confirmed his support for the overall intention of the policy; however, raised concerns relating to the lack of explicit references to training and development and the removal of the organisational development team in the HR department through the recent restructuring exercise. He reported that the previous policy included principles including access to education (e.g. fee waivers for University courses) that are not reflected in the proposed new policy.
- 237.9.3. The VC confirmed that the University remains committed to organisational development and noted that, although there is no longer a large core team in the HR department, colleagues in HR with responsibility for organisational development continue to facilitate change and impact positively through their facilitative work with colleagues across the University, for example activities such as the colleague wellbeing event and induction workshops.
- 237.9.4. The VC informed members that the key elements of the proposed new policy are:
- clarity of objectives and what a colleague needs to do to develop their career and to be promoted, and
  - what the University needs to do to invest in the colleague to achieve those objectives and support career progression.
- 237.9.5. The VC noted that should colleagues identify access to University courses as a priority in the Wellbeing survey then UEB will act on that feedback.
- 237.9.6. The USCOO informed members that, having been informed prior to the meeting of the member's concerns, the UEB lead for the policy – the Pro Vice-Chancellor (People and Culture), Professor Jonathan Stockdale – has offered to meet with the member to discuss his concerns.
- 237.9.7. A second co-opted (staff) governor raised a concern that resourcing and reward – although mentioned in this policy and the People Strategy - is not defined and reported that the teaching route to promotion is not open for applications. The USCOO agreed to refer the query regarding applications for promotion to the Director of Human Resources and Safety, Health and Wellbeing to be dealt with outside of the meeting.
- 237.9.8. Noting the matters raised, members did not consider it appropriate to endorse the policy and referred the points raised to UEB for consideration.

## 237.10. RESIGNATION AND APPOINTMENT DEED (Document COG 1907171)

### REPORTED

- 237.10.1. It was noted that on 31 October 1996, Bankers Trust International plc (“BTI”), Assured Guaranty (Europe) plc (formerly Financial Security Assurance (UK) Limited, “AG”) and Butterfield Fiduciary Services (Guernsey) Limited (formerly BT Trustees (Jersey) Limited, the “Original Security Trustee”) entered into a security trust deed (the “Security Trust Deed”) relating to a sterling note issuance facility in an aggregate amount of £15,000,000 of the same date between, amongst others, the University and its wholly owned subsidiary, Uniwest (Finance) Limited (the “Subsidiary”) and BTI (the “Transaction”).
- 237.10.2. It was further noted that the Original Security Trustee will retire as Security Trustee under the Security Trust Deed and in respect of each transaction document to which the Original Security Trustee is a party and that Deutsche Bank AG, London Branch (the “New Security Trustee”) will be appointed as Security Trustee under the Security Trust Deed and will become a party to the relevant transaction documents.
- 237.10.3. The Court was asked to consider, and if thought fit, approve the documentation required to retire the Original Security Trustee and appoint the New Security Trustee (the “Security Trustee Replacement”).

## APPROVED

- 237.10.4. The following draft documents (the “Documents”) were now presented to the meeting:
- a. a global deed of resignation, appointment and amendment to be entered into between the Subsidiary, AG, Butterfield Fiduciary Services (Guernsey) Limited, the New Security Trustee, the University, Butterfield Fiduciary Services (Cayman) Limited and Varsity Funding (Holdings) Limited to effect the resignation of the Original Security Trustee and the appointment of the New Security Trustee;
  - b. a notice of change of account signed by the Original Security Trustee to be duly signed and acknowledged by the University and the Subsidiary, notifying the University and the Subsidiary of the new bank account details of the account into which all payments in respect of the Transaction are to be made.
- 237.10.5. There was also produced to the meeting a notice of resignation of the Original Security Trustee, a notice of appointment of the New Security Trustee and an account bank agreement to be signed by the Subsidiary.

## RESOLVED

- 237.10.6. After due and careful consideration of the Documents it was duly resolved that:
- a. it was in the best interests of the University and the Subsidiary to accept the Security Trustee Replacement;
- all powers, authorities and discretions of the Court be delegated to the Vice-Chancellor and the Company Secretary (the “Authorised Individuals”) as may be necessary for the authorisation of all acts, matters or documents in connection with the Security Trustee Replacement, including, but not limited to authority to negotiate and finalise the Documents required to give effect to the Security Trustee Replacement;
- b. any Authorised Individual be authorised on behalf of the University to execute and deliver the Documents to be executed underhand by signing them for and on behalf of the University;
  - c. the Authorised Individuals be authorised (acting together) to do all such things including the execution of documents, certificates and notices in such form and including such amendments as they, in their sole discretion, see fit and to provide further confirmation to any party involved with the transaction as is necessary or desirable to give effect to the Security Trustee Replacement;
  - d. pursuant to article 23.1 of the Articles of Association of the University, the two Authorised Individuals be authorised on behalf of the University to execute and deliver the Documents to be executed as deeds by signing any instrument to which the common seal of the University is affixed.
- 237.11. STUDENT DISCIPLINARY REGULATIONS AND STUDENT CODE OF CONDUCT 2019-20**
- 237.11.1. Members received the updated regulations and code (Document COG 190717L), recommended by Academic Council.
- 237.11.2. **APPROVED** Updated regulations and code to be implemented with effect from 1 September 2019.
- 237.12. INTERNAL AUDIT WORK PLAN 2019-20**
- 237.12.1. Members received the Internal Audit work plan 2019-20 (Document COG 190717M), as approved by the Audit Committee.

**237.13. UNIVERSITY OF WESTMINSTER STUDENTS' UNION BUDGET 2019-20**

237.13.1. Members received the UWSU budget 2019-20 (Document COG 190717N), which is recommended by the UWSU Trustee Board.

237.13.2. **APPROVED** UWSU budget 2019-20 to be implemented from 1 August 2019.

**237.14. MEMBERSHIP OF THE COURT – ACADEMIC COUNCIL NOMINEE**

237.14.1. Members received a recommendation from the Nominations Committee for appointment of the Academic Council nominee to the Court (Document COG 190717O).

237.14.2. **APPROVED** Professor Graham Meikle to be appointed as a co-opted (staff) governor for a three-year term from 1 August 2019 to 30 June 2022.

**237.15. MANAGEMENT ACCOUNTS REPORT**

237.15.1. Members received the management accounts for May 2019 (Document COG 190717P). The report covers Period 10 of the financial year 2018-19 and has been considered by UEB.

**237.16. PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWING) REGISTER – ANNUAL SUBMISSION**

237.16.1. Members received the annual update of the register (Document COG 190717Q).

**237.17. SCHEDULE OF DELEGATION**

237.17.1. Members received the annual update of the schedule (Document COG 190717R), recommended by UEB.

**237.18. SUB-COMMITTEE ACTIVITY REPORT**

237.18.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 190717S):

- Audit Committee – 11 June 2019
- Effectiveness Review Working Group – 18 June 2019
- Academic Council – 26 June 2019
- Finance and Property Committee – 27 June 2019
- HR Committee – 3 July 2019

**237.19. DATES OF FUTURE MEETINGS**

237.19.1. **Court of Governors**

4 September 2019 12noon (away day) – location tbc  
2 October 2019 3.30pm in Room A7.4 (A Building), Harrow site  
27 November 2019 3.30pm in Room CH1.14 Cavendish House  
18 March 2020 3.30pm in Room CH1.14 Cavendish House  
3 June 2020 3.30pm at the Marylebone site (Room tbc)  
15 July 2020 3.30pm in Room CH1.14 Cavendish House

Meetings may be preceded by briefings from 3.00pm.

237.19.2. **Graduation ceremonies**

Monday 11 November 2019  
Monday 25 November 2019

Ceremonies take place at the Royal Festival Hall.



**237.20. ANY OTHER BUSINESS**

- 237.20.1. On behalf of the Court, the Chair thanked co-opted (staff) governor John Begg – who retires from the role on 31 July - for his contributions to the Court and noted that she hopes he will continue to be active in other ways across the University. John told members it had been a pleasure to get to know the members of the Court and that not being on the Court will be a void.
- 237.20.2. Governors and the VC gave positive feedback on the recent graduation ceremonies.