

**MINUTES OF THE 257<sup>TH</sup> MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 12 JULY 2023 IN ROOM MG38, MARYLEBONE CAMPUS AND VIA MICROSOFT TEAMS**

PRESENT:	Professor L Berry (Chair) Ms N Aggarwal, UWSU Mr J Bairamian (to Minute 257.11.3) Miss T Bangia, UWSU Professor P Bonfield Professor S Griffiths Ms S Hafeez	Dr S Jarvis Ms J Khan Ms C Morgan Ms L Phillips (Deputy Chair) Ms J Robson Professor F Ross Ms MX Wang
IN ATTENDANCE:	Mr C Hinge (Minute 257.4) Mrs E McMillan (Clerk) <sup>1</sup> Ms C Molloy (Minute 257.8)	Mr A Norris (Minute 257.8) Mr I Wilmot <sup>2</sup> (Deputy Company Secretary)
APOLOGIES:	Mr J Cappock (Company Secretary) Ms V Foster Professor A Hughes (attendee)	Professor G Meikle Canon D Stanton Ms P Wales

[Clerk's note: Immediately prior to this meeting, governors participated in a development session on the Equality, Diversity and Inclusion Strategy]

**257.1 ANNOUNCEMENTS**

- 257.1.1 The Chair welcomed all governors and attendees to the meeting.
- 257.1.2 The Chair welcomed Miss Taruna Bangia, a co-opted (student) governor and Professor Sean Griffiths, a co-opted (colleague) governor to their first meeting as members of the Court of Governors.
- 257.1.3 Members noted apologies as recorded above.
- 257.1.4 No members declared a conflict of interest for any of the items of business on the agenda.
- 257.1.5 The Chair confirmed that one of the starred agenda items would need to be discussed as there were insufficient approvals in advance (see Minute 257.16).
- 257.1.6 The Chair confirmed there were no requests to discuss matters not included on the agenda.
- 257.1.7 The Chair briefed members on activities she had participated in since the previous meeting including:
- a meeting with the new Director of People, Culture and Wellbeing
  - a meeting with the Vice-Chancellor and the Chair of the Quintin Hogg Trust
  - recruitment of new governors
  - recruitment of a replacement Pro Vice-Chancellor and Head of College
  - induction of recently appointed governors
  - Friday evening concerts delivered at the University in partnership with the Royal College of Music.

<sup>1</sup> Attended via Microsoft Teams

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

**257.2 COMMITTEE CHAIR REPORTS**

257.2.1 The Chairs of Academic Council, Audit Committee, Governance and Nominations Committee, Remuneration Committee and Resources Committee highlighted elements of the work of the committees since the last meeting.

**257.3 VICE-CHANCELLOR'S REPORT**

**Vice-Chancellor's periodic report**

257.3.1 Members noted the Vice-Chancellor's report (Document COG 230712Ai).

**Vice-Chancellor's sector update**

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

- potential Government policy changes impacting the sector;
- job cuts in the HE sector due to financial issues;
- national UCU marking and assessment boycott; and
- upcoming Teaching Excellence Framework (TEF) outcome.

257.3.3 Members discussed the timing of the TEF outcome with the Deputy Vice-Chancellor (DVC) for Education and whether the TEF outcome impacts applicants' choice of institution.

257.3.4 Members considered proposed changes to the University Executive Board (UEB) (Document COG 230712Aii).

257.3.5 The Chair confirmed that she had agreed the proposed structure on behalf of Governance and Nominations Committee by Chair's action prior to the proposal being submitted to the Court.

257.3.6 Members noted that the new post holders are expected to be appointed from January 2024 and the roles would be vacant until then.

257.3.7 **APPROVED** Two new roles to be added to the UEB membership with immediate effect.

**257.4 ESTATE STRATEGY**

257.4.1 The Chair welcomed Chris Hinge, Director of Estates Planning and Services (EPS) to the meeting.

257.4.2 The Chair, Resources Committee confirmed that the Committee had reviewed the proposed Estate Strategy (Document COG 230712B and Bii<sup>3</sup>) and recommend the Strategy to the Court.

257.4.3 Members discussed with the Director of EPS the intention for properties not in use by the University and plans to make the University estate more accessible for students with disabilities and those from different cultural backgrounds.

257.4.4 In response to a member's query, the Director of EPS confirmed that regular maintenance work continues alongside the strategic projects outlined in the Strategy.

257.4.5 **APPROVED** Estates Strategy 2023-29 to be implemented with immediate effect.

257.4.6 The Chair congratulated the Estates team for their work on the Strategy.

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<sup>3</sup> Document COG 230712B is a text only version of the Strategy, as presented to the Resources Committee. Document COG 230712Bii is a graphic version of the Strategy and included additional data, a timeline and other minor amendments.

**257.5 UNIVERSITY BUDGET 2023/24**

257.5.1 The Chair, Resources Committee confirmed that the Committee had reviewed the proposed University budget (Document COG 230712C) and recommend the budget to the Court. The Chair, Resources Committee informed members that there is a gap between the budgeted annual surplus and the capital expenditure budget for the year.

257.5.2 The Director of Finance highlighted elements of the proposed budget.

257.5.3 The Director of Finance answered queries on the budget relating to:

- risks and challenges that may impact on assumptions around recruitment of international students;
- exploration of why some Colleges have challenges achieving their target budget contributions;
- planned increase in income from tuition fees and education contracts;
- the rationale for additional student accommodation; and
- surplus generated vs planned capital expenditure.

257.5.4 Members thanked the Finance team for their work on the proposed budget and for the accompanying explanatory paper.

257.5.5 **APPROVED** Proposed University income and expenditure and capital budgets 2023/24 to be implemented from 1 August 2023.

**257.6 COURT OF GOVERNORS APPOINTMENTS**

257.6.1 The Chair of the Court/Chair, Governance and Nominations Committee/Chair of the Selection Panel presented the recommendations from the Committee for appointments to the Court (Document COG 230712D).

257.6.2 The Chair informed members that individuals who would commence their term of office later in the year would undertake induction activities prior to taking up their appointments.

257.6.3 **APPROVED** Tom Toumazis to be appointed as an independent governor for an initial three-year term from 1 August 2023.

257.6.4 **APPROVED** Ayo Ajayi to be appointed as an independent governor for an initial three-year term from 1 December 2023.

257.6.5 **APPROVED** Shehma Shabbir to be appointed as an independent governor for an initial three-year term from 1 December 2023.

257.6.6 The Chair thanked everyone involved in the recruitment process.

**257.7 SAFETY, HEALTH AND WELLBEING**

257.7.1 The Acting USCOO/Co-Chair, Staying Safe Group/Chair, Safety, Health and Wellbeing Committee confirmed that there were no health and safety incidents for report to the Court.

257.7.2 Members received the minutes from the Safety, Health and Wellbeing Committee meeting on 18 May 2023 (Document COG 230712E).

257.7.3 The Acting USCOO informed members of the University's progress in implementing changes to address compliance with new and amended health and safety regulations.

257.7.4 The Chair welcomed Caragh Molloy, Director of People, Culture and Wellbeing (PCW) and Andy Norris, Head of Culture and Inclusion to the meeting.

257.7.5 The Director of PCW and the Head of Culture and Inclusion presented a summary of findings from the recent colleague wellbeing survey (Document COG 230712F).

## APPROVED

- 257.7.6 Members noted that the key finding from the survey was an imbalance between the experience reported by Professional Services and academic colleagues; this imbalance has been an emerging trend that widened this year.
- 257.7.7 Members heard that response rates are higher for Professional Services colleagues and that academic colleagues reported more positively on their experience this year than in the previous year.
- 257.7.8 The Director of PCW assured governors that the Department is implementing measures to increase academic colleagues' engagement with the survey and to identify alternative ways to gather views from academic colleagues about their experiences and wellbeing.
- 257.7.9 The Director of PCW and the Head of Culture and Inclusion answered queries on the survey findings relating to:
- feedback to respondents;
  - action taken in response to the findings;
  - alignment between the findings and key performance indicators for Schools and academic leaders;
  - any differential in the experience of specific colleague groups and intersections of different groups; and
  - identifying – and addressing – the reasons why some colleagues have not responded to the survey.
- 257.7.10 The Director of PCW and the Head of Culture and Inclusion confirmed they would consider collecting information about colleague characteristics in future surveys to allow analysis to identify any difference in the experience of specific colleague groups and/or intersections between groups.
- 257.7.11 The Vice-Chancellor explained that the survey is intended to identify issues to address and improvements that can be made as well as to identify successes and good practice.
- 257.7.12 The Chair noted that the Court would be interested to hear more about the different approaches that the PCW Department takes to engage with colleagues.
- 257.7.13 The Director of PCW reported that evidence from research outside the University shows that wellbeing measures are going down, whereas the University has shown a slight improvement through this survey, which can be built on to further improve the colleague experience.

## 257.8 STRATEGIC RISK REGISTER

- 257.8.1 The Chair, Audit Committee confirmed that the Committee had reviewed the new strategic risk register 2029 (Document COG 230712G).
- 257.8.2 The Vice-Chancellor/UEB Chair reported that the new register was more focused on the key things that could impact delivery of Being Westminster 2022-2029 strategy and therefore there were fewer risks listed than in the 2023 register.
- 257.8.3 The Vice-Chancellor informed governors that colleagues are arranging a workshop for governors and UEB members to review the strategic risk appetite.

## 257.9 MANAGEMENT ACCOUNTS REPORT

- 257.9.1 The Director of Finance presented the management accounts for May 2023 – Period 10 (Document COG 230712H).
- 257.9.2 The Director reported that the University expects to end Quarter 3 with a £13m surplus, which is below the 6% target.

## APPROVED

### 257.10 STUDENTS' UNION STRATEGIC UPDATE

- 257.10.1 The UWSU President and the UWSU Vice-President (Undergraduate Education) presented the UWSU Belonging Strategy 2023-2026 and the UWSU impact report 2022/23 (Document COG 230712I).
- 257.10.2 The UWSU Vice-President thanked the Vice-Chancellor and UEB for their support, investment and trust in the Students' Union.
- 257.10.3 The UWSU Vice-President briefed members on the student-led research that informed development of the Strategy and noted that the Strategy intends to address the major reason for students leaving university – lack of belonging or a sense of community.
- 257.10.4 A member commented that whilst the statistics about needing help with mental health were concerning, it was positive that students felt they were in a safe environment to be able to report that and hopefully our students will take that approach into the future workforce.
- 257.10.5 The DVC (Education) reported that the impact of UWSU is sizeable and wide-ranging.
- 257.10.6 A colleague governor welcomed the expansion of the FANS programme.

### 257.11 EFFECTIVENESS REVIEW IMPLEMENTATION PLAN

- 257.11.1 The Chair introduced the effectiveness review implementation plan (Document COG 230712J).
- 257.11.2 The Chair thanked everyone involved in the Effectiveness Review Working Group, especially independent governor Fiona Ross who chaired the Group and the Clerk to the Court of Governors who produced the plan.
- 257.11.3 **APPROVED** Implementation plan to be delivered as presented.

### 257.12 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 257.12.1 **AGREED** Members confirmed that the minutes of the Court of Governors meeting held on 24 May 2023 (Document COG 230712K) were an accurate record.
- 257.12.2 Members received the summary of actions and matters arising from previous meetings (Document COG 230712L) and noted those that were complete or closed.
- 257.12.3 **Vice-Chancellor's sector update (Action 256.2.3.1):** The Clerk to the Court confirmed that she had sent the summary of international student support to governors by email.

### 257.13 ANY OTHER BUSINESS

- 257.13.1 In response to a member's query about what is being done at Court level about the University and climate change, the Chair noted that there have been focused sessions at Court meetings and events about matters relating to the Sustainable Development Goals.
- 257.13.2 The Chair, Resources Committee informed members that the Committee discussed the budget for university-wide decarbonisation projects.
- 257.13.3 The Clerk to the Court informed members that the SDGs will be a discussion topic for the Court away day in September 2023 and that climate change is also covered in the annual report that the Court receives each November.

### 257.14 UWSU BUDGET 2023/24

- 257.14.1 **APPROVED** UWSU budget 2023/24 (Document COG 230712O), which is recommended by the UWSU Trustee Board, to be implemented with effect from 1 August 2023.

## APPROVED

### **257.15 EDUCATION STRATEGY**

257.15.1 Members received the refreshed Education Strategy 2023-2029 (Document COG 230712M), which had been approved by Academic Council.

### **257.16 RESEARCH AND KNOWLEDGE EXCHANGE STRATEGY**

257.16.1 Members received the Research and Knowledge Exchange Strategy 2022-2029 (Document COG 230712N), which had been approved by Academic Council.

### **257.17 STUDENT DISCIPLINARY REGULATIONS AND CODE OF CONDUCT**

257.17.1 **APPROVED** Student Disciplinary Regulations and Code of Conduct 2023/24 (Document COG 230712P) to be implemented with effect from 1 August 2023 as recommended by Academic Council.

### **257.18 EXTERNAL AUDIT OPERATIONAL PLAN AND STRATEGY**

257.18.1 Members received the external audit operational plan and strategy for the year ending 31 July 2022 (Document COG 230712Q), as approved by Audit Committee.

### **257.19 INTERNAL AUDIT WORK PLAN**

257.19.1 Members received the internal audit work plan for 2023/24 (Document COG 230712R), as approved by Audit Committee.

### **257.20 COMPLIANCE WITH ONGOING REGULATORY CONDITIONS**

257.20.1 Members received a report on compliance with regulatory requirements (Document COG 230712S), which had previously been noted by the Audit Committee and the Governance and Nominations Committee.

### **257.21 PID (WHISTLEBLOWING) REGISTER**

257.21.1 Members received the annual report on entries in the public interest disclosure (whistleblowing) register (Document COG 230712T), which had previously been noted by the Audit Committee.

### **257.22 USE OF THE COMPANY SEAL**

257.22.1 Members received a report on use of the Company Seal since the last meeting (Document COG 230712U).

### **257.23 DATES OF FUTURE MEETINGS**

- 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.