

DRAFT MINUTES OF THE 255TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 15 MARCH 2023 IN ROOM MG38, MARYLEBONE CAMPUS AND VIA MICROSOFT TEAMS

PRESENT:	Professor L Berry (Chair) Mr J Bairamian Dr P Bonfield Ms V Foster ¹ Ms S Hafeez ¹ Dr S Jarvis ¹ Ms J Khan ¹	Ms C Morgan Ms L Phillips ¹ (Deputy Chair) Ms J Robson Professor F Ross Canon D Stanton ¹ Ms P Wales Ms MX Wang
IN ATTENDANCE:	Professor A Hughes ¹ Mrs E McMillan (Clerk) Mr A Norris ¹ (Minute 255.4)	Ms E Standen ¹ (Minute 255.5) Mr I Wilmot ¹ ² (Deputy Company Secretary)
APOLOGIES:	Ms N Aggarwal, UWSU Professor D Anand Miss Z Butt, UWSU	Mr J Cappock (Company Secretary) Professor G Meikle

[Clerk's note: Immediately prior to this meeting, governors participated in a 30-minute session on Graduate Outcomes and Employability]

255.1 ANNOUNCEMENTS

- 255.1.1 The Chair welcomed all governors and attendees to the meeting.
- 255.1.2 Members noted apologies as recorded above.
- 255.1.3 Ian Wilmot declared an interest in agenda item 4.0 Ratification of decisions by Chair's action (refer to Minutes 255.1.8-255.1.10) and independent governor Victoria Foster declared an interest in agenda item 11.0 Court and committee membership (refer to Minute 255.8). The Chair confirmed that they would be asked to leave the meeting while the relevant item was discussed.
- 255.1.4 The Chair confirmed that there were no requests to discuss starred items or to raise matters not on the agenda.
- 255.1.5 The Chair briefed members on activities she had participated in since the previous meeting including the Chancellor installation; a lunch with the Worshipful Company of Entrepreneurs; governor 1-2-1 reviews and meetings with Chairs of other HE governing bodies.
- 255.1.6 The Chair informed members that the process to recruit independent governors is progressing and the Clerk to the Court of Governors and Head of University Governance confirmed that the vacancies would be advertised from 20 March 2023.
- 255.1.7 **RATIFIED** Members confirmed a decision taken by the Chair in December 2022 to approve the updated Degree Outcome Statement (Document COG 230315A Appendix A) and agree to a two-year review period for the Statement.

¹ Attended via Microsoft Teams

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

APPROVED

- 255.1.8 Members discussed re-appointment to the role of Acting USCOO (Document COG 230315A), which was recommended by the Governance and Nominations Committee.
- 255.1.9 In response to a member's query, the Vice-Chancellor explained that Ian Wilmot retained the role of Director of Finance and is supported by the Deputy Director of Finance. The Chair, Audit Committee confirmed that the Deputy Director of Finance has participated in Audit Committee meetings, alongside the Acting USCOO, and that this temporary arrangement is working well.
- 255.1.10 **RATIFIED** Members confirmed a decision taken by the Chair in December 2022 to extend the appointment of Ian Wilmot to the role of Acting USCOO up to 31 December 2023.

[Clerk's note: The Director of Finance/Acting USCOO left the meeting while members discussed re-appointment to the role of Acting USCOO and returned to the meeting after the decision was confirmed]

- 255.1.11 **RATIFIED** Members confirmed a decision taken by the Chair in February 2023 (Document COG 230315A) to authorise the 2023/24 pay award to be implemented in the University's March 2023 pay-run (back pay to 1 February 2023) for those colleagues on the 51-point pay-spine³.

255.2 VICE-CHANCELLOR'S REPORT

Vice-Chancellor's periodic report

- 255.2.1 Members noted the Vice-Chancellor's report (Document COG 230315B).

Vice-Chancellor's sector update

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

- potential HE funding changes;
- celebrating London as a top destination for students;
- impact of UCU strike action; and
- financial health in the HE sector.

- 255.2.3 The Deputy Vice-Chancellor (DVC) for Education briefed members on the recent Ofsted inspection of apprenticeship provision and noted that the University had not yet received the outcomes report.

- 255.2.4 The Chair, Audit Committee commended the University for its financial strength and financial performance compared with other institutions in the sector.

- 255.2.5 In response to a member's query, the Vice-Chancellor confirmed that the new centre for employability and enterprise learning at 29 Marylebone Road is scheduled to open in Spring 2025.

Report from Academic Council

- 255.2.6 Members received the draft minutes from the meetings of Academic Council on 7 December 2022 and 22 February 2023 (Documents COG 230315Ci and Cii).

- 255.2.7 **APPROVED** Revised terms of reference for Academic Council (Document COG 230315Ciii) to be implemented with immediate effect.

- 255.2.8 The Vice-Chancellor encouraged members to observe meetings of Academic Council and the Chair reminded members that there is a Doodle poll available to express an interest for specific meeting dates.

³ The decision whether to apply a cost-of-living award to those colleagues on senior manager contracts, is subject to approval by the Vice-Chancellor and the (Acting) USCOO for senior colleagues above the 51-point pay-spine and outside Remuneration Committee's remit and by the Chair of Remuneration Committee for members of the University Executive Board

APPROVED

255.2.9 The Vice-Chancellor welcomed the inclusion of discussions about academic endeavours at Court meetings and academic matters as a recent focus for pre-Court briefing sessions.

255.3 SAFETY, HEALTH AND WELLBEING UPDATE

255.3.1 The Acting USCOO informed members that the Being Safe Feeling Safe Group had been replaced with the Staying Safe: Business Continuity Group, which meets monthly and considers the wider business continuity context, especially cyber-security.

255.3.2 The Acting USCOO confirmed that there were no significant issues identified by the Group for report to the Court.

255.3.3 The Acting USCOO reported that the senior team had recently participated in a tabletop incident management exercise.

255.3.4 In response to member's query about new Fire and Safety Regulations coming into force, the Acting USCOO assured members that the University followed a rolling programme of maintenance and conducted regular building compliance reviews.

255.3.5 In response to a member's query, the Acting USCOO and the DVC Education explained the triage system for student mental health support.

255.3.6 Members noted minutes from the Safety, Health and Wellbeing Committee meeting on 29 September 2022 and 26 January 2023 (Documents COG 230315D and Di).

255.4 EQUALITY, DIVERSITY AND INCLUSION ANNUAL REPORT 2021/22

255.4.1 Alex Hughes, Co-Chair of the Equality, Diversity and Inclusion (EDI) Committee and Andy Norris, Head of Culture and Inclusion presented the annual EDI report (Document COG 230315E), which had been considered by the Governance and Nominations Committee.

255.4.2 The Head of Culture and Inclusion explained to members that colleagues will be analysing the data in more detail in future to enable evaluation of the impact of interventions, to identify and prioritise actions and to see whether outcomes differ for specific groups.

255.4.3 Members discussed with the EDI Committee Co-Chair and Head of Culture and Inclusion the format of the report and asked that in future the Court receives a high-level, strategic executive summary. Members proposed that the summary report focused on any notable shifts in the data, the outcome of the activities highlighted in the statutory report (i.e., what difference they have made) and where there are challenges in delivering the EDI Strategy what action has or will be taken.

255.4.4 Members noted the ongoing requirement for the Court to sign off the full statutory report for publication on the University website.

255.4.5 In response to a member's query, the EDI Committee Co-Chair confirmed that the Committee is exploring the responsibilities of the School EDI Leads.

255.4.6 In response to a member's query about targets, the Vice-Chancellor confirmed that the Court will receive reports on performance against strategic key performance indicators for EDI.

255.5 TEACHING EXCELLENCE AND QUALITY ASSURANCE

255.5.1 Members received the Annual quality and standards assurance report 2021/22 (Document COG 230315Fii), which was originally submitted to the Court in November 2022.

255.5.2 Emma Standen, Deputy Registrar (Quality and Standards), provided an oral update on regulation of quality and standards, including the conditions of registration relating to quality and standards, the Office for Students' (OfS) approach to investigations and changes to the designated quality body.

APPROVED

- 255.5.3 Members noted that the Court will continue to receive the annual quality assurance report, which will be more closely aligned to the OfS data dashboard and the Teaching Excellence Framework (TEF) dashboard.
- 255.5.4 The DVC (Education) briefed members on the lessons learnt from the recent submission to the TEF exercise (Document COG 230315F).
- 255.5.5 Members discussed with the DVC (Education) the use of data to demonstrate the impact of interventions and decide what to continue and what to stop doing.
- 255.5.5.1 **ACTION DVC (Education)** to respond outside the meeting to the questions posed by a member in Decision Time⁴ about specific interventions described in the submission.
- 255.5.6 The Deputy Registrar (Quality and Standards) informed members that the next TEF submission is scheduled for 2026.
- 255.6 STUDENTS' UNION STRATEGIC UPDATE**
- 255.6.1 Members received an update from the UWSU President on strategic activities since the last meeting (Document COG 230315G).
- 255.7 MANAGEMENT ACCOUNTS REPORT**
- 255.7.1 The Director of Finance presented the management accounts for January 2023 – Period 6 (Document COG 230315H), which include the Quarter 2 forecast.
- 255.7.2 The Director reported that financial performance is expected to be better than budgeted due to successful recruitment and interest rate benefits and that this has enabled the University to fund activities to support colleagues and students with the increased cost of living.
- 255.7.3 The Director reported that there is pressure on energy costs over and above the £2.5m additional provision in the budget and that staffing costs are over budget due to the delay in the impact of the Voluntary Release Scheme.
- 255.7.4 The Director assured members that the balance sheet remains strong, debts are being collected and the University continues to have a good cash position.
- 255.7.5 In response to a query from a member on what made up the positive variance in 'Other income', the Director explained that it resulted largely from commercial and rental income.
- 255.7.6 A member suggested that due to the financial strength of the University there may be value in establishing an Investment Committee. The Director noted that this is currently within the remit of the Resources Committee.
- 255.7.6.1 **ACTION Director of Finance** to consider the proposal and report his view to the Effectiveness Review Working Group.
- 255.8 COURT AND COMMITTEE MEMBERSHIP**
- [Victoria Foster left the meeting at this point]
- 255.8.1 Members considered recommendations for appointments from the Governance and Nominations Committee (Document COG 230315I).
- 255.8.2 **APPROVED** Victoria Foster to be re-appointed as an independent governor for a second three-year term with effect from 1 September 2023.

⁴ Online board portal

APPROVED

255.8.3 **APPROVED** Sean Griffiths to be appointed as a co-opted (staff) governor for an initial three-year term from 4 June 2023.

255.8.3.1 **ACTION Clerk to the Court** to invite Sean to observe the meeting of the Court in May 2023.

255.8.4 **APPROVED** David Hoyle to be re-appointed as an independent (non-governor) member of Resources Committee for a second three-year term with effect from 1 September 2023.

255.8.4.1 **ACTION Chair, Resources Committee** to check with David whether he is willing and able to continue in the role for a second term.

255.8.5 The Chair gave a brief overview of progress in recruitment of independent governors and encouraged governors to direct potential candidates to contact the agency supporting the recruitment.

255.8.5.1 **ACTION Clerk to the Court** to circulate the advert and microsite link to governors when they go live.

[Victoria Foster returned to the meeting at this point]

255.8.6 The Chair informed Victoria of the decision of the Court.

255.9 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

255.9.1 **AGREED** Members confirmed that the minutes of the Court of Governors meeting held on 23 November 2022 (Document COG 230315J) were an accurate record.

255.9.2 Members received the summary of actions and matters arising from previous meetings (Document COG 230315K) and noted those that were complete or closed.

255.10 ANY OTHER BUSINESS

255.10.1 The Chair encouraged governors to attend the Quintin Hogg Trust celebration event on 10 May 2023.

255.10.2 The Chair informed governors of an invitation to an event on 29 March 2023 on challenging antisemitism organised by the University in collaboration with London Higher's EDI Network.

255.10.3 The Chair encouraged governors to attend as many University meetings and events as they were able to.

255.11 CODE OF PRACTICE ON FREEDOM OF SPEECH

255.11.1 **APPROVED** On the recommendation of the University Executive Board, members re-confirmed the current Code of Practice (Document COG 230315L) without amendment for a period of 12 months only.

255.11.2 Members noted that the approval period was reduced from the usual three years to reflect the potential for change because of an internal policy review around freedom of expression.

255.12 PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWING) POLICY AND PROCEDURE

255.12.1 **APPROVED** Updated Public Interest Disclosure (Whistleblowing) policy (Document COG 230315M), which is recommended by the Audit Committee, to be implemented with effect from 1 April 2023.

255.13 REMUNERATION COMMITTEE TERMS OF REFERENCE 2022/23

255.13.1 **APPROVED** Terms of reference 2022/23 for Remuneration Committee (Document COG 230315N) to be implemented with immediate effect.

255.14 COURT EQUALITY AND DIVERSITY UPDATE REPORT

255.14.1 Members received the Court equality and diversity annual update report 2022/23 (Document COG 230315O), which had been considered by the Governance and Nominations Committee.

255.15 FEE PROPOSALS 2024/25

255.15.1 Members received the fee proposals for the 2024/25 academic year (Document COG 230315P), which had been approved by the Resources Committee.

255.16 UWSU SABBATICAL OFFICERS ELECTION – RETURNING OFFICER’S REPORT

255.16.1 Members received a report from the Returning Officer (Document COG 230315Q) confirming that the election was run in a fair and democratic manner which satisfied the stipulations as laid out within the 1994 Education Act.

255.17 MID-YEAR TREASURY REPORT 2022/23

255.17.1 Members received a report of the mid-year review of progress against the 2022/23 Treasury Management Plan (Document COG 230315R).

255.18 US GAAP FINANCIAL STATEMENTS

255.18.1 Members received the financial statements for the year ending 31 July 2022 in US GAAP format (Document COG 230315Si). The statements had been approved by the Audit Committee on delegated authority from the Court.

255.18.2 Members received a report from KPMG, the external auditors, on their audit of the US GAAP financial statements (Document COG 230315Sii).

255.18.3 Members noted the letter of representation to the external auditors (Document COG 230315Siii).

255.19 TRAC RETURN 2021/22

255.19.1 Members received the 2021/22 annual TRAC return (Document COG 230315T), which had been approved by the Audit Committee.

255.20 USE OF THE COMPANY SEAL

255.20.1 Members noted that the Company Seal had not been used since the last meeting.

255.21 DATES OF FUTURE MEETINGS

- Wednesday 24 May 2023 3.30pm
- 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.