

**MINUTES OF THE 258<sup>TH</sup> MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 4 OCTOBER 2023 VIA MICROSOFT TEAMS**

PRESENT:	Professor L Berry (Chair) Ms N Aggarwal, UWSU Mr J Bairamian Miss T Bangia, UWSU Professor P Bonfield Ms V Foster (to Minute 258.9) Professor S Griffiths Ms S Hafeez Dr S Jarvis	Ms J Khan Professor G Meikle Ms C Morgan Ms J Robson Professor F Ross Canon D Stanton Mr T Toumazis (to Minute 258.9) Ms P Wales Ms MX Wang
IN ATTENDANCE:	Professor D Anand Nazia Asakzai, UWSU (Minute 258.6) Hassaan Jaffar, UWSU (Minute 258.6) Mrs J Lamarque (Minute taker)	Mr R Poole (Minute 258.7) Ms S Shabbir (Observer) Mr I Wilmot <sup>1</sup> (Deputy Company Secretary)
APOLOGIES:	Mr J Cappock (Company Secretary) Professor A Hughes (attendee)	Mrs E McMillan (Clerk) Ms L Phillips (Deputy Chair)

[Clerk's note: Immediately prior to this meeting, governors participated in a briefing session on the Education Strategy and Research and Knowledge Exchange Strategy]

**258.1 ANNOUNCEMENTS**

- 258.1.1 The Chair welcomed all governors and attendees to the meeting.
- 258.1.2 The Chair welcomed Tom Toumazis, independent governor to his first meeting as a member of the Court of Governors, and Ms Shema Shabbir as an observer prior to her appointment as an independent governor in December 2023.
- 258.1.3 Members noted that Professor Dibyesh Anand was attending in his role as Interim Deputy Vice-Chancellor (DVC) for Employability and Global Engagement.
- 258.1.4 Members noted apologies as recorded above.
- 258.1.5 Independent governors Lynne Berry, Justin Bairamian, Tom Toumazis and observer Shehma Shabbir declared an interest in agenda item 7.0b Appointments and re-appointments to the Court and Committees (refer to Minute 258.3). The Chair confirmed that each individual would leave the meeting while the relevant appointment was discussed.
- 258.1.6 The Chair confirmed there were no requests to discuss starred items or to raise matters not included on the agenda.
- 258.1.7 Members re-affirmed their commitment to the Court of Governors Code of Conduct (Document COG 231004A).
- 258.1.8 The Chair informed members that, on behalf of the Court, she was involved in the recruitment to the new position of DVC (Research and Knowledge), and to the position of University Secretary and Chief Operating Officer. The Chair noted that her involvement included approving the membership of the panels, of which she will be a member.

<sup>1</sup> Ian Wilmot attended as Acting University Secretary and Chief Operating Officer (USCOO) and Director of Finance

## APPROVED

258.1.9 [redacted]

258.1.10 The Chair reported that she had been a member of the panel for appointment of the Westminster Business School Head of College and Pro Vice-Chancellor.

### 258.2 COMMITTEE CHAIR REPORTS

258.2.1 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.

### 258.3 GOVERNANCE MATTERS

258.3.1 **AGREED** Members confirmed the schedule of business for 2023/24 (Document COG 231004B).

#### **Court and Committee appointments and re-appointments (Document COG 231004C)**

[Clerk's note: As agreed, individuals left the meeting while their appointment/re-appointment were considered]

258.3.2 **APPROVED** Lynne Berry to be re-appointed as an independent governor for a second term with effect from 24 April 2024.

258.3.3 **APPROVED** Lynne Berry to be re-appointed as the Chair of the Court for a further one-year term with effect from 24 October 2024.

258.3.4 **APPROVED** Shehma Shabbir to be appointed as a member of the Audit Committee with effect from 1 December 2023 (when she takes up her appointment as an independent governor).

258.3.5 **APPROVED** Justin Bairamian to be appointed as a member and Deputy Chair of Remuneration Committee with effect from 1 December 2023.

258.3.6 **APPROVED** Ayo Ajayi to be appointed as a member of the Resources Committee with effect from 1 December 2023 (when he takes up his appointment as an independent governor).

258.3.7 **APPROVED** Tom Toumazis to be appointed as a member of the Resources Committee with effect from 5 October 2023.

258.3.8 The Chair announced that an internal application process will shortly take place for the position of second Deputy Chair of the Court, which has been held vacant pending the outcome of the effectiveness review. The Chair confirmed that all independent governors will be eligible to apply.

#### **Court inclusion statement**

258.3.9 **APPROVED** Members confirmed the Court of Governors inclusion statement (Document COG 231004D).

#### **Governance effectiveness review action plan**

258.3.10 Members noted progress against the governance effectiveness review action plan (Document COG 231004E).

258.3.11 The Chair suggested changes in the way both the Court and its sub-committees are run, and how starred items are handled.

### 258.4 VICE-CHANCELLOR'S REPORT

#### **Vice-Chancellor's periodic report**

258.4.1 Members noted the Vice-Chancellor's report (Document COG 231004F).

**Vice-Chancellor's sector update**

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

- Industrial action
- Recruitment and enrolment
- National Student Survey 2023 results
- Government policies

258.4.3 In response to a member's query on resolving issues in the sector, the Vice-Chancellor informed members that the University is active within organisations such as London Higher who take assertive action.

258.4.4 A member asked how the University reviews its relationships with industry and how they are measured. The Vice-Chancellor responded that the University measures student interactions and the number of students in employment are measured and is building on its relationships with business, which are excellent.

258.4.5 A member commented on the result of the Teaching Excellence Framework (TEF) and asked for reflections on the process and lessons learnt. The Vice-Chancellor reported that the external process was completed by panels of academics, students and independent members. The Deputy Vice-Chancellor (Education) commented that the University was able to demonstrate evidence from intent to implementation to impact and that when working further on teaching, the University must keep the connection between strategic intent and impact.

**258.5 SAFETY, HEALTH AND WELLBEING**

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

258.5.2 Members were informed that over the summer a significant amount of building work took place and that planning for Clearing, enrolment and welcome back events all went positively.

258.5.3 Members heard that there was a major flood in the Copland Building, New Cavendish Street, which affected a couple of floors, and the team were working on repairs for the start of the academic year.

**258.6 STUDENTS' UNION PRIORITIES**

258.6.1 Taruna Bangia, UWSU President; Nandini Aggarwal, UWSU Vice-President (VP) Undergraduate Education; Hassaan Jaffar, UWSU VP Activities; and Nazia Asakzai, UWSU VP Postgraduate Education presented their priorities for this academic year (Document COG 231004G).

258.6.2 Members considered that the UWSU priorities fit with and are building on the overall direction of the University.

258.6.3 Members noted that there is a lot of overlap in the priorities and the UWSU Sabbatical Officers were encouraged to join up their priorities to support measurement and demonstrating success.

258.6.4 Members encouraged the student governors to report on any barriers the Sabbatical Officers may face in achieving their priorities.

**258.7 DIGITAL STRATEGY**

258.7.1 Russell Poole, Director of Information Systems and Support, presented the proposed Digital Strategy (Document COG 231004H).

258.7.2 **APPROVED** Digital Strategy to be implemented with immediate effect.

**258.8 ANNUAL STRATEGIC KPI MONITORING REPORT**

- 258.8.1 The Vice-Chancellor presented the annual strategic key performance indicator (KPI) monitoring report (Document COG 231004I).
- 258.8.2 The Vice-Chancellor outlined the importance of the report in the recent TEF submission and informed members that many areas remain red or orange as we are at the start of the Strategy period; however, many are progressing to above benchmark.
- 258.8.3 Members discussed the frequency of the report and how governors will be informed of areas where there are issues before they are reported as 'not very high quality' or below benchmark.
- 258.8.4 In response to a request from an attendee, the Chair confirmed that an in-depth session on how the KPIs are identified to understand the ratings, and the plans to go from red to green could be arranged for governors who would find it helpful; however, reminded members that primary oversight is with Academic Council and the executive, and the focus of the session would be the strategic information that the Court requires.
- 258.8.5 A meeting attendee asked if there were other KPIs that could be tracked to demonstrate trends over time. The Vice-Chancellor confirmed that a large amount of data is available and the report contains the areas that we need to work on, considering internal and external factors.

**258.9 MANAGEMENT ACCOUNTS REPORT**

- 258.9.1 The Director of Finance presented the management accounts for July 2023 – Period 12 (Document COG 231004J), which reflect the draft year end performance.
- 258.9.2 The Director reported that:
- The University has had a strong performance again this year, largely due to an increase in recruitment numbers particularly in the international market.
  - Salary costs remain in line with the target percentage of income.
  - The increased non-pay expenditure reflects the inflationary increase and cost-of-living support to colleagues and students.
  - The London Pension Funds Authority pension was previously a liability but has become a pension asset this year, which is reflected in the balance sheet.

**258.10 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**

- 258.10.1 **AGREED** Members confirmed that the minutes of the meeting held on 12 July 2023 (Document COG 231004K) were an accurate record subject to a correction of the surplus amount in Minute 257.9.2.
- 258.10.2 Members received the summary of actions and matters arising from previous meetings (Document COG 230712L) and noted those that were complete or closed.

**258.11 ANY OTHER BUSINESS**

- 258.11.1 The Chair confirmed that the meeting with the Quintin Hogg Trust (QHT) had been postponed until after the November Court meeting.
- 258.11.2 The Chair informed members that the next Court meeting will be the last for independent governors Philomine Wales and David Stanton and thanked them for their service.

**258.12 COMMITTEE TERMS OF REFERENCE 2023/24**

- 258.12.1 **APPROVED** Terms of reference 2023/24 for Audit and Risk Committee, Governance and Nominations Committee, Resources Committee and Remuneration Committee (Document COG 231004M) to be implemented with immediate effect.

## APPROVED

### 258.13 SCHEDULE OF DELEGATION

258.13.1 **APPROVED** Updated schedule of delegation (Document COG 231004N) to be implemented with effect from 16 October 2023, as recommended by Governance and Nominations Committee.

### 258.14 PROPOSAL TO CHANGE BANKERS

258.14.1 **APPROVED** University to change bankers to be implemented early in 2024, as recommended by Resources Committee (Document COG 231004O).

### 258.15 DRAFT ANNUAL REPORT NARRATIVE

258.15.1 Members noted the draft Annual Report narrative (Document COG 231004P) and were asked to email any comments to the Clerk to the Court.

### 258.16 ANNUAL DATA RETURN SUMMARY REPORT

258.16.1 Members received the annual data return summary report (Document COG 231004Q), which had been considered by Audit Committee.

### 258.17 ARTICLES OF ASSOCIATION REVIEW TIMELINE

258.17.1 Members noted the updated timeline for the review of the Articles (Document COG 231004R), as agreed by Governance and Nominations Committee.

### 258.18 GIFT ACCEPTANCE PANEL ANNUAL REPORT

258.18.1 The Chair postponed this item to the meeting on 29 November 2023<sup>2</sup>.

### 258.19 SUMMARY OF ACADEMIC COUNCIL DECISIONS

258.19.1 Members noted the summary of Academic Council decisions made in the last academic year (Document COG 231004T).

### 258.20 USE OF THE COMPANY SEAL

258.20.1 Members noted the usage of the Company Seal since the last meeting (Document COG 231004U).

### 258.21 DATES OF FUTURE MEETINGS

- Wednesday 29 November 2023 3.30pm in Room G03 - Fyvie Hall, 309 Regent Street
- Wednesday 13 March 2024 3.30pm in Room C1.18 - Pavilion, 115 New Cavendish Street
- Wednesday 22 May 2024 3.30pm in Room MG28 Marylebone Building, 35 Marylebone Rd
- Wednesday 17 July 2024 3.30pm in Room MG38 - MBA Boardroom, 35 Marylebone Road

Meetings will take place onsite and will be preceded by a briefing/training session at 3.00pm.

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<sup>2</sup> Therefore, there is no Document S for this meeting.