

MINUTES OF THE 253RD MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 5 OCTOBER 2022 VIA MICROSOFT TEAMS

PRESENT:	Professor L Berry (Chair) Ms N Aggarwal, UWSU Mr J Bairamian Dr P Bonfield Miss Z Butt, UWSU Ms V Foster Ms S Hafeez Professor A Hughes Professor G Meikle	Ms C Morgan Ms H Owen Ms J Robson Professor F Ross Mr M Smith Canon D Stanton Ms P Wales Ms MX Wang
IN ATTENDANCE:	Mrs J Lamarque (Minutes) Mr I Wilmot (Deputy Company Secretary)	Mr J Woolston (Minute 253.4)
APOLOGIES:	Professor D Anand Mr J Cappock (Company Secretary) Dr S Jarvis (attendee)	Mrs E McMillan (Clerk) Ms L Phillips (Deputy Chair) Mr S Wylie

[Clerk's note: Immediately prior to this meeting, governors participated in a 30-minute session on the priorities of the UWSU President, Sabbatical Officers and Head of Student Voice and Engagement]

253.1 ANNOUNCEMENTS

- 253.1.1 The Chair welcomed all governors and attendees to the meeting.
- 253.1.2 Members noted apologies as recorded above and that Ian Wilmot attended in his roles as Deputy Company Secretary, Acting University Secretary and Chief Operating Officer (USCOO) and Director of Finance.
- 253.1.3 No members declared a conflict of interest in any matters on the agenda.
- 253.1.4 The Chair informed members that a decision on one starred item would need to be made at the meeting because fewer than 40% of members confirmed approval in advance via Decision Time.
- 253.1.5 The Chair agreed that agenda item 16.0, National Student Survey (NSS) 2022 Outcomes Report, could be unstarred and linked to agenda items 8.0, Strategic key performance indicators (KPIs) and 9.0, Vice-Chancellor's report (see Minute 253.4).
- 253.1.6 The Chair confirmed that members had not asked to raise any matters under 'Any other business'.
- 253.1.7 The Chair informed members that Diane Yeo, former Chair of the Court of Governor, had recently been awarded an Honorary Doctorate and thanked independent governors Helen Owen, Simon Wylie, and Matthew Smith for taking a lead in conversations with the Quintin Hogg Trust (QHT).
- 253.1.8 The Chair commented that outcomes from the Court away day are referred to in the KPI work.

253.2 GOVERNANCE MATTERS

Court of Governors Code of Conduct

253.2.1 Members re-affirmed their commitment to the Court of Governors Code of Conduct (Document COG 221005Aa).

Draft Schedule of Business

253.2.2 **AGREED** Members confirmed the schedule of business for 2022/23 (Document COG 221005Ab).

Court and Committee appointments (Document COG 221005Ac)

253.2.3 The Chair reported that committee and officer appointments are proposed in the context of the current governance effectiveness review. The Chair informed members that further recommendations may come to Court following implementation of the effectiveness review.

253.2.4 **APPROVED** Lin Phillip's term as Deputy Chair to the Court to be extended exceptionally to 1 August 2024 to provide continuity in support for the Chair of the Court.

253.2.5 **APPROVED** Charlotte Morgan to be appointed as Chair, Audit Committee for a three-year term with effect from 28 November 2022.

253.2.6 Charlotte Morgan informed members of her recent and relevant finance experience. Members noted that a replacement appointment to ensure Resources Committee retains a member with financial experience will be progressed prior to Charlotte's move to Audit Committee.

253.2.7 **APPROVED** Lin Phillips to be re-appointed as Deputy Chair, Governance and Nominations Committee for a second two-year term of office from 1 September 2022 to 31 August 2024.

253.2.8 **APPROVED** Deputy Vice-Chancellor for Education, Sal Jarvis, to be appointed as an ex-officio governor with effect from 23 November 2022.

253.2.9 The Chair informed members that Charlotte Wilson, independent (non-governor) member of Resources Committee has resigned due to work and family commitments.

253.2.10 The Chair informed members that due to other commitments independent governors Helen Owen and Simon Wylie have given notice of their resignation from the Court and their membership will end on 30 November 2022.

253.2.11 The Chair informed members that Governance and Nominations Committee has postponed recruitment of a new independent (non-governor) member for Resources Committee pending the outcome of the ongoing effectiveness review.

253.3 CHANCELLOR APPOINTMENT UPDATE

253.3.1 The Chair and Vice-Chancellor updated members on the process to appoint a Chancellor.

253.3.2 In response to a member's query, the Chair confirmed that governors, the Students' Union, and other stakeholders were asked for recommendations and due diligence was carried out to create a shortlist.

253.3.3 **APPROVED** Chair of the Court to offer the position of Chancellor to the Governance and Nominations Committee's nominee.

253.4 VICE-CHANCELLOR'S REPORT/STRATEGIC PERFORMANCE INDICATORS 2022-29

Vice-Chancellor's periodic report

253.4.1 Members noted the Vice-Chancellor's report (Document COG 221005D).

Vice-Chancellor's sector update

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

- student enrolment for courses starting in January 2022;
- colleague turnover and the positive impact it is expected to have on the student/staff ratio;
- measures to support colleagues and students through the cost-of-living crisis;
- transfer of a University lease;
- working with the Quintin Hogg Trust;
- development of the new Centre for Employability and Enterprise;
- continuation and completion rates, graduate outcomes, and the Teaching Excellence Framework (TEF) submission

253.4.3 Joe Woolston, Director of Strategy, Planning and Performance (SPP), briefed members on the TEF metrics and the University's expected performance in the TEF exercise.

253.4.4 Members heard that Sal Jarvis, Deputy Vice-Chancellor (DVC) for Education is leading a team for the TEF submission that will draw experience from our recent Research Excellence Framework (REF) submission and its outstanding outcome.

253.4.5 The Chair informed members that there would be a session before the next Court meeting to support governor understanding of the TEF process and how our KPIs will support it.

253.4.6 In response to a member's query, the Vice-Chancellor confirmed that external advice had been sought in preparing the submission and that London Higher is establishing a cross-universities collaboration team.

253.4.7 The Vice-Chancellor commented that the metrics in the KPIs must be 2.5% above the benchmark to achieve a TEF Gold rating and are fundamental to delivering the Strategy and meeting the requirements of the Office for Students.

253.4.8 The Vice-Chancellor commended the work of the Director of SPP.

253.4.9 Members discussed the impact of satisfaction levels for Professional Services and academic colleagues reflects on the education KPIs and student experience.

253.4.10 Members noted that further work is required on the People key performance targets and that these will be considered by Resources Committee prior to submission to the Court.

253.4.11 **APPROVED** Members confirmed the strategic key performance indicators and strategic key performance targets for delivery of Being Westminster 2022-29 and the approach to performance measurement and monitoring (Document COG 221005C).

253.5 SAFETY, HEALTH AND WELLBEING UPDATE REPORT

253.5.1 The Deputy Company Secretary gave an oral update on the work of the Being Safe, Feeling Safe Group and the Safety, Health and Wellbeing (SHW) Committee.

253.5.1.1 ACTION Clerk to the Court to circulate minutes of the SHW Committee meeting on 29 September 2022 on receipt.

253.6 MANAGEMENT ACCOUNTS REPORT

253.6.1 The Director of Finance presented the management accounts for June 2022 – Period 10 (Document COG 221005E).

253.6.2 The Director of Finance reported that the June management accounts forecast a £15m surplus and a strengthened balance sheet and noted that the London Pensions Fund Authority pension liability reduction had not been planned and is a significant adjustment this year.

253.6.3 Members heard that the external audit of the financial statements to 31 July 2022 is in progress and the Director will report on the outcome at the November meeting.

253.7 FIVE-YEAR FORECAST

APPROVED

- 253.7.1 The Director of Finance presented the five-year forecast (Document COG 221005F).
- 253.7.2 The Director explained that the forecast is based on a prudent basis on baseline student recruitment with a modest increase year on year, assuming business as usual on other income generating activities.
- 253.7.3 The Director reported that efficiencies have been made across the cost base, and, whilst all planned capital programme activity for the period has been included, delivery is dependent on the cash position as the University does not expect to increase borrowings.
- 253.7.4 In response to a member's comments on contingency and potential risks around student numbers, the Director responded that there is some flexibility in the model, that it has not been necessary to use the contingency in the last 4-5 years, and there are regular discussions at Resources Committee on the use of contingency.
- 253.7.5 The Chair commented that we should use the committee structure more effectively to scrutinise the details of proposals so that Court can focus on the wider strategic issues, as was recommended in the Effectiveness Review.
- 253.7.6 The Director of Finance noted a request for future reporting to include the assumptions in the paper or a summary of them.
- 253.7.7 **APPROVED** Members confirmed the five-year forecast to the financial year 2026/27.

253.8 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 253.8.1 **AGREED** Members confirmed that the minutes of the Court of Governors meeting held on 13 July 2022 (Document COG 221005G) are an accurate record.
- 253.8.2 Members noted the summary of actions and matters arising from previous meetings (Document COG 221005H).
- 253.8.3 **Safety, Health and Wellbeing Update Report (Action 252.4.2.1):** The Acting USCOO reported that to his knowledge the USCOO had responded to a member's query about the drop in academic colleague wellbeing through the most recent Wellbeing and Engagement Survey. He invited the member to contact him now if they had not had a response.

253.9 ANY OTHER BUSINESS

- 253.9.1 The Chair reminded members that the meeting on 23 November 2022 would be the last meeting for independent governors Matthew Smith, Helen Owen, and Simon Wylie.

253.10 ANTI-BRIBERY AND ANTI-MONEY LAUNDERING POLICIES

- 253.10.1 **APPROVED** Anti-Bribery and Anti-Money Laundering policies (Documents COG 221005Ia and COG 221005Ib) to be implemented as recommended by Audit Committee with immediate effect.

253.11 NATIONAL STUDENT SURVEY 2022 OUTCOMES

- 253.11.1 Members noted the outcomes of the 2022 National Student Survey and discussed this in conjunction with the Vice-Chancellor's report and the Strategic Performance Indicators 2022-29 (see Minute 253.4).

253.12 ANNUAL DATA RETURN SUMMARY REPORT

- 253.12.1 Members received the annual assurance report considered by the Audit Committee (Document COG 221005K).

253.13 USE OF THE COMPANY SEAL

253.13.1 Members noted a report on usage of the Company Seal since the last meeting (Document COG 221005L).

253.14 RESEARCHER DEVELOPMENT CONCORDAT ANNUAL REPORT

253.14.1 Members noted the institutional progress with its obligations as a signatory of the Researcher Development Concordat (Document COG 221005M).

253.15 ACADEMIC COUNCIL DECISIONS 2021/22

253.15.1 Members received a summary report of decisions taken by Academic Council in the last academic year (Document COG 221005N).

253.16 STUDENTS' UNION STRATEGIC UPDATE

253.16.1 Members received an update on strategic activities since the last meeting (Document COG 221005O).

253.17 DATES OF FUTURE MEETINGS

- Wednesday 23 November 2022 3.30pm
- Wednesday 15 March 2023 3.30pm
- Wednesday 24 May 2023 3.30pm
- Wednesday 12 July 2023 3.30pm

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.