

APPROVED

MINUTES OF THE 242ND MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 15 JULY 2020 VIA MICROSOFT TEAMS.

PRESENT:	Mrs D Yeo (Chair) Professor D Anand Mr J Bairamian (to Minute 242.5) Dr P Bonfield Mr N Catterall (to Minute 242.6) Mr D Cheeseman (Deputy Chair) Dame K Dunnell Dame M Hogg Professor A Hughes Mr P Mehta, UWSU	Professor G Meikle Mr G Morley (to Minute 242.6) Ms H Owen Ms L Phillips (Deputy Chair) Professor F Ross Mr M Smith The Venerable Canon D Stanton Ms P Wales Ms MX Wang Mr S Wylie (to Minute 242.6)
IN ATTENDANCE:	Mr T Burke (Minute 242.4) Mr J Cappock (Company Secretary) (to Minute 242.5) Dr S Jarvis	Mrs E McMillan (Clerk) Mr I Wilmot (Minutes 242.6 and 242.7) Mr J Woolston (Minutes 242.4 and 242.5)
APOLOGIES:	Ms V James	

242.1. ANNOUNCEMENTS

- 242.1.1. The Chair welcomed all governors and colleagues to the meeting. She also welcomed Professor Dibyesh Anand - co-opted (staff) governor - and Padamjeet Mehta – co-opted (student) governor - to their first meeting as members of the Court of Governors.
- 242.1.2. Apologies were noted as listed above.
- 242.1.3. No new interests were declared.
- 242.1.4. The Chair confirmed there were no requests to discuss starred agenda items and agreed to discuss two matters under agenda item 5. Any other business – committee terms of reference and governor retirement (see Minute 242.21).
- 242.1.5. The Chair thanked the Vice-Chancellor for his work in the sector around the response to the Covid-19 pandemic and noted that universities are now moving from a Covid-19 response to planning for the new academic year.
- 242.1.6. The Chair thanked all governors for the wisdom and commitment they have brought to the Court over the last year. She gave special thanks to independent governor, Simon Wylie, for leading the Regent Street Cinema Management Board; to the Chairs of Committees for their leadership; to members of the Effectiveness Review Working Group for taking forward the recommendations from the review; and to members of Nominations Committee for giving their time recently to interview 13 candidates for governance roles.
- 242.1.7. The Chair briefed members on her activities since the last meeting, which included regular meetings and calls with Deputy Chairs to the Court, the Vice-Chancellor and other members of the senior management team, members of the University's Development Team, and

retiring and prospective governors. She also reported participation in meetings of Chairs of London universities.

242.1.8. The Chair emphasised the importance of the University's commitments towards equity and inclusivity for all students and colleagues without racism or harassment.

242.1.9. The Chair concluded by thanking all governors and the executive for their contribution to working in unity for the benefit of the University and thanking the Clerk to the Court and her team for their support.

242.2. VICE-CHANCELLOR'S REPORT

242.2.1. Members received and noted the Vice-Chancellor's report (Document COG 200715A).

242.2.2. The Vice-Chancellor updated members on activities and progress over the last month, including:

- conclusion of the undergraduate year and publication of results;
- planning to deliver the curriculum from September 2020;
- receipt of the National Student Survey (NSS) results earlier in the day;
- launch of the new Professional Development Review system;
- an away day for the University Executive Board (UEB) where members worked on their performance objectives for 2020-21 and anti-racism, equity and inclusivity; and
- commencing the recruitment process for the Head of College of Design, Creative and Digital Industries.

242.2.3. The Vice-Chancellor informed members that he, the University Secretary and Chief Operating Officer (USCOO) and the Deputy Vice-Chancellor (DVC) for Education met recently with representatives from the Office for Students (OfS) to discuss plans and risks associated with Covid-19. Members noted that the OfS are having such conversations with all institutions on the register of higher education providers.

242.2.3.1. ACTION Clerk to the Court to circulate the note from the meeting to members.

242.2.4. The Vice-Chancellor briefed members on the political landscape for higher education, his external work in the sector and discussions with other Vice-Chancellors, UUK and Government.

242.2.5. The Vice-Chancellor briefed members on actions taken on equality, diversity and inclusion (EDI) matters, noting the appointment of an EDI Officer, establishment of an EDI Committee reporting to UEB, and working with colleague networks to develop the University's commitments towards equity and inclusivity for all students and colleagues without racism or harassment.

242.2.6. The Vice-Chancellor briefed members on student recruitment figures and answered queries from members about conversion of acceptances to enrolments, communications with applicants and whether our recruitment figures are common across the sector.

242.2.7. A member raised a query about the level of investment to refurbish student residential accommodation at our Harrow site.

242.2.7.1. ACTION USCOO to discuss the query with the Director of Estates Planning and Services and provide a response.

242.2.8. In response to a query, members discussed the response from senior managers to the University's EDI commitments and what the Court can do help the University to deliver on these commitments. Members heard that the response from colleagues and students across the University has been generally positive and noted the importance of listening openly, even though some of the messages may be challenging and/or uncomfortable to hear. The

Vice-Chancellor confirmed that plans and smart objectives will be developed from the commitments and that UEB will identify ways to monitor and report against them.

- 242.2.8.1. **ACTION Independent governor Justin Bairamian** to connect the Vice-Chancellor with a contact also leading an institutional approach to EDI.

Academic Council update

- 242.2.9. The Vice-Chancellor summarised the business of the Academic Council meeting on 24 June 2020 (Document COG 200715B).

242.3. WELLBEING, HEALTH AND SAFETY REPORT

- 242.3.1. The Vice-Chancellor briefed members on work with the Health and Wellbeing network in London Higher, including the establishment of a Charter Group on returning safely to onsite activities. He informed members of a project funded by the OfS and led by our Head of Student Support and Residential Life to examine the gap between our University student support services and those in London boroughs and identify improvements.

- 242.3.2. The USCOO presented an update on the work of the Being Safe Feeling Safe (BSFS) working group and ongoing preparations for the start of the new academic year (Document COG 200715C). He thanked all colleagues working on the BSFS work streams.

242.4. EDUCATION STRATEGY

- 242.4.1. Dr Sal Jarvis - Deputy Vice-Chancellor (DVC) for Education - and Tony Burke - Head of the Centre for Education and Teaching Innovation (CEDI) - presented the Education Strategy (Document COG 200715D) approved by Academic Council.

- 242.4.2. The DVC (Education) thanked everyone in the University community and particularly the Head of the CETI who have worked closely with her to produce the Strategy.

- 242.4.3. Members heard that the Strategy is underpinned by six core principles and that working together, colleagues, students and governors in our University community have developed the following strategic aims:

- Teach in a way that is, practical, active, inquiry/problem-focused and socially engaged
- Provide personalised learning and flexibility for students
- Embed critical thinking, employability, enterprise and global fluency in our courses and in co-curricular activities

- 242.4.4. The Head of CETI explained to members how the CETI plans to put the Strategy into operation.

- 242.4.5. Members discussed with the DVC (Education) and Head of CETI:

- the indicators of success and how these will be measured and reported;
- how the Strategy will be communicated to colleagues and students and how they will be encouraged and supported to engage with it;
- how this Strategy links with others such as Digital Westminster and the Employability Framework;
- what differentiates our Strategy from others in the sector; and
- allocation of resources to implement the Strategy.

- 242.4.6. **ENDORSED** Members supported the Education Strategy, which will be implemented with immediate effect.

242.5. UNIVERSITY KEY PERFORMANCE TARGETS - ANNUAL REPORT

- 242.5.1. Joe Woolston, Director of Strategy, Planning and Performance (SPP) presented the 2019-20 update on the University's performance against the key performance indicators (KPIs) approved by UEB in 2018-19 (Document COG 200715E).
- 242.5.2. Members noted that the evaluation is based on key performance targets (KPTs) designed to measure performance against the objectives of Being Westminster: Our Strategy 2018-23.
- 242.5.3. The Vice-Chancellor informed members that UEB recommend a revision to the report format to include, for example, reporting against the UN Sustainable Development Goals, and a revised governance process, proposing that sub-committees of the Court will be invited to review performance against relevant KPTs through the year.
- 242.5.3.1. **ACTION Vice-Chancellor and Director of SPP** to submit to the next meeting of the Court a revised set of KPIs (for Being Westminster and associated strategies).
- 242.5.3.2. **ACTION Vice-Chancellor and Clerk to the Court and Head of University Governance** to submit to the next meeting of the Court a process for scrutiny through the governance structure.
- 242.5.4. Members offered suggestions including a proposal that it would be useful for a group to look at performance against the KPIs holistically on a quarterly basis; that student satisfaction measures include postgraduate students not just the NSS; and that reports include a 'performance on a page' summary.
- 242.5.5. The Director of SPP informed members that in addition to a formal annual report, he would encourage use of digital means of accessing data.

NSS results 2019-20

- 242.5.6. The DVC Education and the Director of SPP presented initial analysis and highlights of the University's NSS 2019-20 results (tabled Document COG 200715Z), which had been released earlier in the day.
- 242.5.7. A member queried how much the results had been driven by students' experience during the Covid-19 pandemic and the University's response to it. The DVC (Education) explained that the University encourages an early response so most students would have completed the survey prior to the Covid-19 lockdown. Members heard that the OfS has analysed the impact of Covid-19 and has confirmed they have good reason to rely on the robustness of the results.
- 242.5.8. In response to a member's query, the Vice-Chancellor, the Director of SPP and individual governors proposed reasons for the University's improved performance.

242.6. FINANCIAL MATTERS

Management accounts report

- 242.6.1. Ian Wilmot, the Director of Finance, presented the management accounts for May 2020 – Period 10 (Document COG 200715F).
- 242.6.2. The Director of Finance highlighted elements of the financial position at the end of May 2020 against the forecast position. He reported that the University is forecasting a year-to-date net surplus position before exceptional items that is favourable to forecast by £1.1m and that the University expects to achieve the forecast cash position at the end of the financial year. Members heard that the cash and liquidity position will provide necessary support for the 2020-21 financial year.

University budget 2020-21

- 242.6.3. The Director of Finance presented the proposed University budget for the financial year 2020-21 (FY20/21) (Document COG 200715G), which is recommended by the Finance and Property Committee.
- 242.6.4. The Director of Finance reported that due to Covid-19 there remains a lot of volatility in the sector including significant uncertainty around income from student fees. He reported that in April 2020 the University Planning Committee (UPC) revised the initial draft budget (prepared in January 2020) to reflect this environment. Members noted that the UPC will review the budget again in October 2020 after student enrolment is complete.
- 242.6.5. The Director summarised how Covid-19 may impact income and expenditure elements of the proposed budget, confirming that the University has not reduced the cost base significantly at this time.
- 242.6.6. Members thanked the Director and the USCOO for the clarity, transparency and robust nature of the budget-setting process.
- 242.6.7. The Director informed members that the proposed budget includes a deficit of income against expenditure of £26.6m (or £16.6m if the contingency is not required) and explained to members the reasons for the proposed level of contingency funds.
- 242.6.8. The Director informed members that capital investment will be funded from cash reserves and therefore will focus on essential activities.
- 242.6.9. In response to members' queries, the Director confirmed that UPC will revisit the capital expenditure budget and management of pay costs in October when the impact of Covid-19 on student recruitment is known.
- 242.6.10. **APPROVED** Proposed 2020-21 University budget, including capital expenditure, to be implemented from 1 August 2020.

242.7. GOVERNANCE MATTERS

Appointments to the Court and its committees

- 242.7.1. The Clerk to the Court presented recommendations from the Nominations Committee for appointments to the Court and its committees (Document COG 200715H).
- 242.7.2. Members noted that Nominations Committee members interviewed 13 candidates for a variety of roles and each candidate met with two members of the Committee, at least one of whom was an independent governor.
- 242.7.3. In response to a member's query, the Clerk to the Court confirmed that the Committee discusses diversity and inclusion as well as the information in the skills audit and matrix when considering appointments to the Court and its committees.
- 242.7.4. **APPROVED** Victoria Foster and Tim Lovell to be appointed as independent governors for a three-year term of office from 1 September 2020 to 31 August 2023.
- 242.7.5. **APPROVED** Victoria Foster to be appointed as a member of the Audit Committee.
- 242.7.6. **APPROVED** Tim Lovell to be appointed as a member of the Finance and Resources Committee¹.

¹ **Clerk's note:** If the Court rejected the proposed revisions to the committee structure considered later in the meeting, the appointment would have been to the Finance and Property Committee

242.7.7. **APPROVED** Jane Robson to be appointed as an independent governor for a three-year term of office from 1 September 2021 to 31 August 2024.

242.7.8. **APPROVED** Jameela Khan to be appointed as independent (non-governor) member of the Audit Committee for a three-year term of office from 1 September 2020 to 31 August 2023.

242.7.9. **APPROVED** David Hoyle to be appointed as an independent (non-governor) member of the Finance and Resources Committee² for a three-year term of office from 1 September 2020 to 31 August 2023.

Board apprentice scheme

242.7.10. Members noted that the Nominations Committee have invited two candidates to take on a Board Apprentice role with the Court in 2020-21. Members noted that the Board Apprentice scheme will conduct a due diligence process prior to the appointees taking on the role.

Review of Court committees

242.7.11. The Clerk to the Court presented proposals for revisions to the Court's committee structure and committee membership (Document COG 200715I).

242.7.12. In response to members' queries and concerns, the Clerk to the Court confirmed:

- a review of Academic Council's membership structure has been delayed; however, the review should be completed by December 2020;
- she will monitor operation and workload of the committees in the revised structure during the first year and submit a report to the Court in July 2021; and
- in addition to the new EDI Committee, the USCOO and the Director of Human Resources and Safety, Health and Wellbeing plan to establish a Wellbeing Advisory Group, which, alongside UEB, will take on some of the former responsibilities of the Human Resources (HR) Committee.

242.7.13. **APPROVED** Revised committee structure to be implemented with effect from 1 September 2020. As a result, the HR Committee will be defunct, and the Professors and Readers Awarding Committee will become a sub-committee of UEB with effect from 1 September 2020.

242.7.14. **APPROVED** Terms of reference for the Finance and Resources Committee and the Governance and Nominations Committee to be implemented with effect from 1 September 2020.

242.7.15. **APPROVED** Terms of reference for the Remuneration Committee to be amended replacing the ex-officio role for Chair, HR Committee with 'Chair or Deputy Chair of the Finance and Resources Committee' with effect from 1 September 2020.

242.7.16. **AGREED** The proposed membership structure for committees will be introduced in a phased approach during 2020-21 and 2021-22 to allow time for appointments to new Vice-Chair roles.

242.7.17. **APPROVED** Members confirmed appointments to committees for 2020-21.

Review of Court standing orders

242.7.18. The Clerk to the Court presented proposals for revisions to the Court's standing orders (Document COG 200715J).

² **Clerk's note:** If the Court rejected the proposed revisions to the committee structure considered later in the meeting, the appointment would have been to the Human Resources Committee

APPROVED

242.7.19. **APPROVED** Revised Standing Orders 1 to 4 to be implemented with effect from 1 September 2020, subject to amendments to Standing Order 4: Committee structure and procedures to reflect decisions taken at this meeting.

242.7.19.1. **ACTION Clerk to the Court** to publish revised standing orders 1 to 4 on the University website.

Court of Governors Code of Conduct

242.7.20. The Clerk to the Court presented an updated version of the proposed Code of Conduct and the Complaints policy and procedure – Court of Governors (Document COG 200715K).

242.7.21. Members noted that the Clerk has amended the documents in response to queries raised when the Court considered the draft Code of Conduct at the previous meeting.

242.7.22. **APPROVED** Code of Conduct to be adopted with immediate effect.

242.7.23. **APPROVED** Revised Complaints policy and procedure – Court of Governors to be adopted with immediate effect.

Schedule of delegation and annexes

242.7.24. The Clerk to the Court presented proposed updates to the Schedule of delegation and Annex A Strategy and policy matrix (Document COG 200715L), which are recommended by UEB.

242.7.25. Members noted that Annex B Allocation of responsibilities to UEB members is subject to review by the Vice-Chancellor through the annual objective setting process, which is not yet complete.

242.7.25.1. **ACTION Clerk to the Court** to circulate Annex B to the Court following agreement of the 2020-21 objectives by the Remuneration Committee.

242.7.26. **APPROVED** Schedule of delegation and Annex A to be implemented with effect from 1 August 2020.

242.8. EXTERNAL AUDIT SERVICES

242.8.1. The Chair, Audit Committee presented a proposal from the Committee to extend the current contract with KPMG for external audit services for one further year to allow a tender exercise to commence in March 2021.

242.8.2. **APPROVED** Contract with KPMG for external audit services to be extended by one year.

242.9. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

242.9.1. **AGREED** The minutes of the Court of Governors meeting held on 3 June 2020 (Document COG 200715M) were agreed as an accurate record, subject to correction of a member's surname.

242.9.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 200715N).

242.10. STUDENT DISCIPLINARY REGULATIONS

242.10.1. **APPROVED** Members confirmed amendments to the Student Disciplinary Regulations for the 2020-21 academic year (Document COG 200715O) as recommended by Academic Council.

242.11. POLICY UPDATES

242.11.1. **ENDORSED** Members supported the implementation of the new Diversity and Dignity at Work Policy – Living Our Values (Document COG 200715P), as approved by UEB and recommended by the HR Committee, with effect from 1 January 2021.

242.11.2. **APPROVED** The updated Disciplinary policy and procedure (Document COG 200715Q), which is recommended by the HR Committee, is to be adopted from 1 August 2020.

242.12. EXTERNAL AND INTERNAL AUDIT

242.12.1. Members noted the External audit operational plan and strategy for the year ending 31 July 2020 (Document COG 200715R), as approved by the Audit Committee.

242.12.2. Members noted the Internal audit plan 2020-21 (Document COG 200715S), as approved by the Audit Committee.

242.13. DEGREE OUTCOMES STATEMENT

242.13.1. **AGREED** Degree outcomes statement (Document COG 200715T) to be published on the University's website, as recommended by Academic Council.

242.14. STUDENTS' UNION MATTERS

242.14.1. **APPROVED** University of Westminster Students' Union (UWSU) budget 2020-21 (Document COG 200715U) to be implemented from 1 August 2020, as recommended by the UWSU Trustee Board.

242.15. PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWING) REGISTER

242.15.1. Members noted the annual update report on entries in the Public interest disclosure (whistleblowing) register (Document COG 200715V), which has been considered by the Audit Committee.

242.16. GIFT ACCEPTANCE PANEL

242.16.1. Members noted the annual report of the work of the Gift Acceptance Panel during 2019-20 (Document COG 200715W).

242.17. USE OF THE COMPANY SEAL

242.17.1. Members noted that there has been no use of the Company seal since the last meeting.

242.18. DEADLINES FOR DATA RETURNS

242.18.1. Members noted a letter from the OfS (Document COG 200715X), which provides an update on their approach to regulation and information about deadlines for data returns.

242.19. SUB-COMMITTEE ACTIVITY REPORT

242.19.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 200715Y):

- Audit Committee – 9 June 2020
- HR Committee – 23 June 2020
- Finance and Property Committee – 25 June 2020

242.20. DATES OF FUTURE MEETINGS

2 September 2020 12noon (Online 'away day')
7 October 2020 3.30pm
25 November 2020 3.30pm
17 March 2021 3.30pm
26 May 2021 3.30pm
14 July 2021 3.30pm

242.21. ANY OTHER BUSINESS

Committee terms of reference and EDI

- 242.21.1. The Clerk to the Court presented proposed amendments to the terms of reference for Academic Council and Audit Committee (Document COG 200715Y), which had been circulated in advance of the meeting and are recommended by the committees.
- 242.21.2. Members noted that the University published a set of commitments to deliver equity and inclusivity and eradicate racism and harassment within the University and that one of these commitments is to ensure that EDI forms part of the terms of reference of all University, College and School committees.
- 242.21.3. Members noted that EDI is reflected in the terms of reference for the Finance and Resources Committee and Governance and Nominations Committee approved earlier in the meeting, and that Remuneration Committee will consider how to include EDI in their terms of reference when they meet on 5 August 2020.
- 242.21.4. **APPROVED** Revised terms of reference for Academic Council and Audit Committee to be implemented with effect from 1 September 2020.

Governor resignation

- 242.21.5. The Chair thanked independent governor, The Hon Dame Mary Hogg, for her service and commitment to the Court.
- 242.21.6. Mary informed members that being a member of the Court had been a fascinating experience through which she had learnt a great deal [redacted]. She thanked members for their kind words and noted that her forebearers would be both proud and pleased that the Polytechnic has grown and developed to become an established university that is alive and vibrant, focusing on the achievements and well-being of our students, and led by a strong, forward-looking team and Court of Governors.