

**APPROVED**

**MINUTES OF THE 241<sup>ST</sup> MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 3 JUNE 2020 VIA MICROSOFT TEAMS.**

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PRESENT:	Mrs D Yeo (Chair) Mr I Alzaid, UWSU Mr J Bairamian Dr P Bonfield Mr N Catterall Mr D Cheeseman (Deputy Chair) Dame K Dunnell Professor A Hughes Ms V James	Professor G Meikle Mr G Morley Ms H Owen Ms L Phillips Professor F Ross Mr M Smith The Venerable Canon D Stanton Ms P Wales Ms MX Wang
IN ATTENDANCE:	Dr S Jarvis Mrs E McMillan (Clerk)	Mr P Mehta (Observer) Mr I Wilmot (Minute 241.5)
APOLOGIES:	Mr J Cappock (Company Secretary) Mr G Davies	Dame M Hogg Mr S Wylie

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**241.1. ANNOUNCEMENTS**

- 241.1.1. The Chair welcomed all governors and colleagues to the meeting. The Chair introduced Padamjeet Mehta, UWSU President Elect, to the Court of Governors.
- 241.1.2. Apologies were noted as listed above.
- 241.1.3. The Chair thanked retiring governors Ibrahim Alzaid and Geoffrey Davies for their valued contributions to the work of the Court.
- 241.1.4. David Stanton, Gary Morley, Helen Owen, Lin Phillips, Padamjeet Mehta and Phil Wales declared an interest in agenda item 2.5 regarding appointments. All individuals left the meeting while the subject of their appointment or re-appointment was discussed (Minutes 241.6.7 to 241.6.13).
- 241.1.5. The Chair confirmed there were no requests to discuss starred agenda items or to raise matters other than those on the agenda.
- 241.1.6. The Chair acknowledged the significant progress made across the University during the COVID-19 pandemic and noted that she has found it helpful to share information and thoughts with the forum of London Chairs during the COVID-19 pandemic.
- 241.1.7. The Chair briefed members on her activities since the last meeting, including regular meetings and calls with the Vice-Chancellor and other members of the senior management team and online committee meetings and workshops.

**241.2. VICE-CHANCELLOR'S REPORT**

- 241.2.1. Members received and noted the Vice-Chancellor's report (Document COG 200603A).
- 241.2.2. The Vice-Chancellor updated members on the work of the (now defunct) Coronavirus Response Team and the University's Being Safe, Feeling Safe Group, which is Chaired by the University Secretary and Chief Operating Officer (USCOO). He assured the Court that the safety, health and wellbeing of students and colleagues remains the top priority.
- 241.2.3. At the invitation of the Vice-Chancellor, the Deputy Vice-Chancellor (DVC) for Education briefed members on plans to deliver teaching and learning through a blended approach for Semester 1 of the 2020-21 academic year.
- 241.2.4. Members heard that colleagues are working on creative and innovative solutions to ensure students receive a quality student experience through online enrolment and programme delivery. Members heard also that the University intends to offer some onsite activities – prioritising those that are difficult to replicate online - subject to adherence to health and safety considerations, social distancing and other government guidelines relating to the COVID-19 pandemic.
- 241.2.5. The DVC (Education) informed members that the University is also working on solutions to barriers students may encounter when working onsite and/or online.
- 241.2.6. The DVC (Education) thanked academic colleagues and colleagues in the Quality and Standards team for their positive and imaginative approach to the situation.
- 241.2.7. The Vice-Chancellor briefed members on the student recruitment position for 2020-21.
- 241.2.8. The Vice-Chancellor updated members on the process to recruit a Pro Vice-Chancellor and Head of College to replace a colleague who retires at the end of August 2020.
- 241.2.9. The UWSU President thanked the leadership of the University for what the University has done for students during the pandemic and noted that as a governor he is proud of how the University has addressed the situation.
- 241.2.10. The Vice-Chancellor responded to governor queries about the proportion of disengaged students and action to encourage them to re-engage with the University and implications for our student body of the disproportionate effect of COVID-19 on BAME communities.
- 241.2.11. The Chair thanked student governor Ibrahim Alzaid and independent governor Fiona Ross for their contributions as 'provocateurs' to the Education Strategy workshop for members of the Court and Academic Council on 21 May 2020.

**Academic Council update**

- 241.2.12. The Vice-Chancellor summarised the business of the Academic Council meeting on 1 April 2020 (Document COG 200603B).

**241.3. WELLBEING, HEALTH AND SAFETY REPORT**

- 241.3.1. The Vice-Chancellor summarised the business of the Safety, Health and Wellbeing Committee meeting on 14 May 2020 (Document COG 200603A - Appendix).
- 241.3.2. The Vice-Chancellor informed members that extra meetings of the Committee will be held to discuss the safe return to University sites.

**241.4. UNIVERSITY RISK REGISTER – PERIODIC REVIEW**

- 241.4.1. The Clerk to the Court presented the outcomes of the second periodic review of strategic risk for 2019-20 (Document COG 200603C), which included the proposed risk appetite framework.
- 241.4.2. The Clerk to the Court informed members that the third periodic review is in progress and risk owners are expected to reflect changes to the risk environment because of the pandemic in their scoring and mitigations.
- 241.4.3. The Clerk to the Court presented the proposed risk appetite framework (Document COG 200603D), which is recommended by the Audit Committee.
- 241.4.4. **APPROVED** Members confirmed the risk appetite framework, which includes a risk appetite statement and supporting narratives.

**241.5. UNIVERSITY FINANCIAL PERFORMANCE**

**Management accounts report**

- 241.5.1. Ian Wilmot, the Director of Finance, presented the management accounts for March 2020 – Period 8 (Document COG 200603E), which had been considered by the Finance and Property Committee.
- 241.5.2. The Director of Finance highlighted elements of the financial position at the end of March 2020 and gave an oral update on the Quarter 3 forecasting, which had just been completed. He reported that the University is forecasting a surplus of £15.4m and a strong cash position at the end of the financial year.
- 241.5.3. The Director responded to queries from governors about self-funded student debt, furloughed colleagues, and how our investment in the estate could respond to the needs of students who do not have an appropriate space/environment for learning at home.

**Potential financial impact of COVID-19**

- 241.5.4. The Director of Finance presented an initial assessment of the impact of the COVID-19 pandemic on University finances for financial year (FY) 2019-20 and FY2020-21 and the five-year forecasts (Document COG 200603F), which had been considered by the Finance and Property Committee.
- 241.5.5. The Director of Finance reported that the University Planning Committee (UPC) has specified two potential scenarios and expect the outcome to fall between these two scenarios.
- 241.5.6. The Director confirmed that the University recently completed a transformation programme and does not have plans to implement a further programme of cuts to pay costs. Members noted that colleagues will continue to identify efficiencies across the budget.
- 241.5.7. The Director informed members that the five-year forecast will be considered later in the calendar year due to uncertainties in the sector, particularly around student enrolments for 2020-21. Members noted that the deadline for submission of the forecast to the Office for Students (OfS) is December.
- 241.5.8. The Director informed members that it is unlikely that the financial position for 2020-21 will generate surplus cash to fund capital investment so investment is likely to come from reserves.

- 241.5.9. In response to queries from governors, the Director of Finance and Vice-Chancellor outlined the University's approach to use of student residences and agreements with other residential providers for 2020-21, commented on the government's approach to the financial impact of the pandemic on institutions in the HE sector, and confirmed that the University is considering what actions may be necessary should the forecast indicate a significant impact of the pandemic on the University's longer-term financial position.

## 241.6. COURT OF GOVERNORS AND COMMITTEE MEMBERSHIP

### Skills matrix

- 241.6.1. Members noted a summary of responses to date to the new format skills audit and matrix (Document COG 200603G – Appendix A).

### Court of Governors – target size and composition

- 241.6.2. The Clerk to the Court presented proposals originated by the Effectiveness Review Working Group and recommended by the Nominations Committee for the target size and composition of the Court (Document COG 200603G) and the rationale for the proposed changes.
- 241.6.3. **AGREED** The number of independent governors will be reduced from 19 to 12 through retirement/resignation, with the opportunity to appoint more than 12 (up to the maximum allowed in the Articles of Association) if there is a need for specific skills not available in the existing membership.
- 241.6.4. **AGREED** The number of ex-officio and colleague governors remains at two and three respectively and the range specified in the Articles of Association remains at 11-23 members.
- 241.6.5. **AGREED** The number of student governors is increased from one to two. The Court instructed the Clerk to the Court to process this change prior to the full review of the Articles of Association scheduled for July 2022.

### Appointments and re-appointments

- 241.6.6. The Clerk to the Court presented recommendations from the Nominations Committee for the appointment and re-appointment of governors (Document COG 200603G)<sup>1</sup>.
- 241.6.7. **APPROVED** Linda (Lin) Phillips to be appointed as Deputy Chair to the Court of Governors for a three-year term of office from 4 June 2020 to 3 June 2023.
- 241.6.8. **APPROVED** Gary Morley's term of office as an independent governor is extended exceptionally for a period of one year from 11 July 2020 to 10 July 2021. Members confirmed the reasons for the exception are to retain accounting skills and provide continuity in the role of Chair, Finance and Property Committee pending appointment of new independent governors with the appropriate skills.
- 241.6.9. **APPROVED** Helen Owen to be re-appointed as an independent governor for a second three-year term of office from 9 October 2020 to 8 October 2023.
- 241.6.10. **APPROVED** David Stanton to be re-appointed as an independent governor for a second three-year term of office from 1 December 2020 to 30 November 2023.
- 241.6.11. **APPROVED** Philomine (Phil) Wales to be re-appointed as an independent governor for a second three-year term of office from 1 December 2020 to 30 November 2023.

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<sup>1</sup> **Clerk's note:** For each appointment, the relevant individual left the meeting when other members discussed their appointment and re-entered when a decision had been taken. The Chair to the Court informed the individual of the decision when they re-entered the meeting.

## APPROVED

- 241.6.12. **APPROVED** Dibyesh Anand, the nominee elected by academic colleagues, to be appointed as a co-opted (staff) governor for an initial three-year term of office from 4 June 2020 to 3 June 2023.
- 241.6.13. **APPROVED** Padamjeet Mehta, UWSU President Elect, to be appointed as a co-opted (student) governor for an initial one-year term of office from 1 July 2020 to 30 June 2021.

### Recruitment of a Chair to the Court

- 241.6.14. Members noted the decisions of the Nominations Committee on the process to recruit the next Chair to the Court (Document COG 200603G), which included the recruitment and selection timeline below and confirmation that the Committee will engage a recruitment agency to support the process.

### Succession plan

- 241.6.15. **AGREED** Members supported adoption of the succession plan (Document COG 200603G), recommended by the Nominations Committee.
- 241.6.16. Members noted that the plan will be phased in between 2020 and 2022 as terms of office for current governors and post holders conclude.
- 241.6.17. In response to a member's query, the Clerk to the Court confirmed that she is revising proposals arising from the committee review following discussions with the Effectiveness Review Working Group and Nominations Committee. The proposals will be submitted to the meeting of the Court on 15 July 2020.

## 241.7. CHANCELLOR APPOINTMENT

- 241.7.1. Members considered a proposal from the Nominations Committee for appointment to the role of Chancellor (Document COG 200603H).
- 241.7.2. [Redacted]

## 241.8. COURT OF GOVERNORS CODE OF CONDUCT

- 241.8.1. The Clerk to the Court presented the proposed Court of Governors Code of Conduct (Document COG 200603I).
- 241.8.2. Members were generally supportive of the content of the Code; however, queried whether the Code would be strengthened by the inclusion of a clause that specified governors will not bring the University into disrepute.
- 241.8.3. Members discussed whether such a clause is necessary and how it might relate to the Court of Governors complaints policy and procedure and provisions in the Articles of Association to remove a governor from office should they be "unfit to discharge the functions of a Governor"<sup>2</sup>.
- 241.8.4. The Chair postponed adoption of the Code of Conduct to the next meeting pending consideration of the suggested addition.
- 241.8.4.1. **ACTION Clerk to the Court** to consider the inclusion of the additional clause and resubmit the Code to the next meeting.

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<sup>2</sup> University of Westminster Articles of Association, Article 15.12

**241.9. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**

- 241.9.1. **AGREED** The minutes of the Court of Governors meeting held on 18 March 2020 (Document COG 200603J) were agreed as an accurate record.
- 241.9.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 200603K).
- 241.9.3. **Annual Equality, Diversity and Inclusion report (Actions 240.3.2.1 and 240.3.2.2):** Members received reports from the Head of Corporate Social Responsibility and the Chair, Research Committee on the reasons data indicates high turnover of researchers.
- 241.9.4. **Committee matters (Minute 240.12):** Members noted for the record unanimous approval via written resolution to extend the term of office of co-opted (staff) governor Geoffrey Davies to 3 June 2020.
- 241.9.5. **RATIFIED** Members confirmed a decision taken between meetings by the Chair, Audit Committee to approve the addition of a disclosure providing an opinion on the adequacy and effectiveness of the University's arrangements for economy, efficiency and effectiveness (value for money) to the annual internal audit report (Document COG 200603K - Appendix B) appended to the Audit Committee annual report 2018-19.
- 241.9.6. **RATIFIED** Members confirmed a decision taken between meetings by the Chair to the Court to appoint the DVC (Employability and Global Engagement, Professor Alexandra Hughes, to represent the University in its role as Member, and as co-founder and University sponsor of the Sir Simon Milton Westminster University Technical College with effect from 27 March 2020.
- 241.9.7. **APPROVED** Members re-confirmed the Procedure for nomination of honorary award recipients (Document COG 200603K - Appendix B) without change and noted that the procedure will be reviewed every three years with the next review due in 2023.
- 241.9.8. **APPROVED** Members confirmed their permission retrospectively for Vanessa James to be absent from three consecutive meetings of the Court (2 October 2019; 27 November 2019 and 18 March 2020).

**241.10. EFFECTIVENESS REVIEW IMPLEMENTATION PLAN – ANNUAL UPDATE**

- 241.10.1. Members noted the annual update report on actions from the 2019 effectiveness review (Document COG 200603L).

**241.11. USE OF THE COMPANY SEAL**

- 241.11.1. Members received a report on use of the University's seal since the last meeting (Document COG 200603M).

**241.12. REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL**

- 241.12.1. Members noted the updated annex to the statutory register that outlines persons with significant control not included on the PSC register due to excepted roles (Document COG 200603N).

**241.13. SUB-COMMITTEE ACTIVITY REPORT**

- 241.13.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 200603O):
- Audit Committee – 31 March 2020
  - Effectiveness Review Working Group – 22 April 2020

- Remuneration Committee – 29 April 2020
- Finance and Property Committee – 7 May 2020
- Effectiveness Review Working Group – 20 May 2020
- Nominations Committee – 20 May 2020

**241.14. DATES OF FUTURE MEETINGS**

**Court of Governors**

15 July 2020 3.30pm via Microsoft Teams

2 September 2020 12noon (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

**Graduation ceremonies**

9 and 23 November 2020 at the Royal Festival Hall

**241.15. ANY OTHER BUSINESS**

241.15.1. Members did not raise any other matters for discussion.