

GOVERNANCE EFFECTIVENESS REVIEW OUTCOMES REPORT – COURT OF GOVERNORS' COMMENTARY

INTRODUCTION

In January 2022, the Court of Governors at the University of Westminster ('the Court') appointed the Halpin Partnership to provide an external and independent review of the effectiveness of the Court and its committees. The Halpin Partnership completed a programme of work between February and May 2022 including 1-2-1 interviews with all members of the Court and other key individuals, observations of meetings of the Court and its sub-committees and a desk-based review of governance documentation.

In September 2022, the Governance and Nominations Committee established an Effectiveness Review Working Group to build on the independent review and to oversee the implementation of the review outcomes. Membership of the Working Group included governors and a member of the University Executive Board (see Appendix 1 for the Working Group's terms of reference and membership).

The report that follows summarises the outcomes from both elements of the review.

REPORT FINDINGS

On 13 July 2022, the Court received assurance from the Halpin Partnership that the Court and its committees operate effectively and demonstrate many strengths, and that its governance is high-quality and compliant with the principles set out in the Higher Education Governance Code.

On 24 May 2023, the Court received a report from the Effective Review Working Group that built on that assurance to further challenge the Court to integrate the University's values and priorities (as outlined in Being Westminster 2022-2029) into our governance framework.

NEXT STEPS

On 12 July 2023, the Court agreed an implementation plan to respond to the recommendations from the Working Group and Halpin (see Appendix 2).

The plan includes 68 actions that address the recommendations from the Working Group and the recommendations and suggestions from the independent review¹. The Court decided to take no action on two recommendations and eight suggestions from the independent review; either because they were covered by other recommendations, they reflected existing practice or were not considered appropriate for the Court (see Appendix 4). Governors receive an update on progress against the implementation plan annually.

The next effectiveness review is due in 2025-26.

I would like to thank the Halpin Partnership, current and past members of the Court and its committees and members of the Working Group for their contributions to this review.

Lynne Berry – Chair of the Court of Governors and Pro Chancellor

¹ The Working Group mapped Halpin recommendations against the final recommendations submitted to the Court for action (see Appendix 3).



EFFECTIVENESS REVIEW WORKING GROUP 2023 – OUTCOMES REPORT

INTRODUCTION

The Governance and Nominations Committee established the Effectiveness Review Working Group (ERWG) in September 2022.

The purpose of this fixed term working group was to lead completion of the 2022 governance effectiveness review and to oversee implementation of the review outcomes.

The activities of the Working Group were intended to explore the recommendations of the Halpin Governance Effectiveness Review, which reported to the Committee in June 2022, and to take that review further, particularly around the challenge of integrating the University's values and priorities (as outlined in Being Westminster 2022-2029) into our governance framework.

PROCESS

Meetings

The Working Group met three times - 19 December 2022, 16 February 2023 and 27 April 2023.

Guiding focus

The Working Group agreed that the implementation of the Halpin recommendations should be informed by the University's purpose, strategy and ambition for inclusion. The Group's focus was to use the recommendations as a springboard to go further, and in doing that, to be strategic, realistic and proportionate. Our strategic priorities – inclusion, wellbeing and sustainable development – were themes that ran through all discussions.

To prioritise the areas for further exploration, the Working Group noted where the Halpin recommendations and suggestions either reflected current practice or did not require further discussion and could be actioned by the Clerk to the Court.

Activity streams

The Group divided its work into five activity streams with ERWG members allocated to work on each stream:

Activity stream 1: Aligning governance arrangements with Being Westminster 2022-29

Activity stream 2: Using comparative data to inform development and improve performance and assurance

Activity stream 3: Hearing diverse voices and working in partnership

Activity stream 4: Diversifying the Court and delivering inclusive recruitment, support and succession

Activity stream 5: Getting the basics right – structures and processes

A copy of the draft workplan and the briefing notes prepared by the Clerk to the Court of Governors and Head of University Governance for activity streams 1, 3 and 4 were provided to the Committee in March 2023. Outcome reports for activity streams 1, 2, 4 and 5 summarised their conclusions and recommendations.

Governor feedback

To supplement the work of the sub-groups, the Chair of the Court of Governors sought feedback from governors at their annual 1-2-1 review meetings on the following questions and reported on the responses to the ERWG meeting in February 2023:

1. How well do you think our values - progressive, compassionate and responsible – are demonstrated in our governance practice? How could we do better?

- 2. How clearly do you think our strategic priorities inclusion, wellbeing and sustainable development come through in the work of the Court and its committees? What could we do differently?
- 3. Are we getting the balance right between challenging and supporting the executive? Do you think we ask the right questions?

The feedback from governors provided useful context for the work of the activity streams and provided guidance on common queries and views for ERWG to consider through their work.

RECOMMENDATIONS

1. Reflective discussion on contribution to the 2022-2029 priorities

- a. The Court and each sub-committee should conclude the final meeting of the academic year with a discussion around how effectively their work has contributed to progressing the 2022-2029 strategic priorities.
- b. The outcomes should be considered when the committee agrees the schedule of business for the next academic year.
- c. The outcomes of the sub-committee discussions should be recorded and reported to the Court.
- d. See also Recommendation 16c.
- 2. Strategic review: When preparing for the mid-term review of Being Westminster 2022-2029 (and when developing the next Strategy), the Court to consider whether the review should include research that maps themes from our Strategy against the strategies for a defined benchmarking group of HEIs (e.g., strategic objectives, values, measures of success).

3. Stakeholder engagement:

- a. Court to agree its stakeholder engagement focus as it applies to governance, strategy, risk and assurance, ensuring that any work on stakeholder engagement is restricted to the stakeholders of the Court (not to be confused with monitoring of how effectively the executive and others in the University engage with the University's stakeholders).
- b. Recognise, record and report existing good practice examples of governor engagement and outcomes for inclusive governance and strategic decision making, for example how the link governor role adds value and other governor activity e.g., Regent Street Cinema.

4. Student voice:

a. The UWSU strategic update report to the Court to include a relevant student story or testimony 1.

- b. Colleagues submitting papers and proposals to the Court to be encouraged to include a section on how the proposal may have an impact on the student experience and ideally include evidence of having captured the student perspective.
- c. When planning the Court away day, the Chair should ensure the programme includes an opportunity to hear the student perspective.
- **5. Colleague voice:** Court should formalise communication pathways into governance structures for colleague networks e.g., speaking at away days.

6. Development and training

2

- a. Governors and independent committee members to participate in a development session to explore the UN Sustainable Development Goals that includes confirmation of which of the SDGs are the focus of the University's sustainable development activities.
- b. Governors and independent committee members to participate in a development session to explore the role in developing and monitoring the University and enabling strategies².
- c. Governors and independent committee members to participate in a development session to support understanding of ongoing regulatory conditions related to access and participation and enable engagement with those responsible for developing and ensuring the implementation of our access and participation plans.
- d. Governors, independent committee members and Academic Council members to participate in a development session on how to create a safe space for student members (and other students who speak at meetings or events) to contribute to discussions.

¹ Extracts of the student testimonies – selected on basis of alignment with Westminster values – could be included in the annual report.

² Potentially using the <u>IMD model for assessing and mapping strategic responsibilities</u> as identified by Halpin

- e. Court to undertake to have a joint meeting with Academic Council in a special away day with interactive sessions, which would shape shared understanding to enhance strategic thinking.
- f. Chair of the Court to consider a development workshop or away day session on questioning and constructive challenge.
- g. Governance and Nominations Committee to take a stronger position on completion of mandatory elearning modules by governors and independent committee members.
- h. Link Governor scheme to remain as a development tool for governors to learn about areas of the University that are new to them.

7. Governor support

- a. Make the buddy scheme mandatory for all governors. Independent governors to be allocated as buddies for colleague and student governors.
- b. Induction programme to be expanded to include sessions across the first six months of appointment.
- c. Governors' Resources Centre to be made available online with easy access to information, guidance and websites.
- **8. Governor expertise:** Role profile for each governor, including a photo and University of Westminster email address, to be made available to all colleagues via the intranet so that colleagues can draw on governor expertise to further the University's strategic priorities.

9. Governor appointments and succession planning:

- a. Court of Governors succession plan to be amended, removing the Vice-Chair roles and restrictions to open recruitment to leadership roles.
- b. Question on sustainable development to be added to the skills audit/matrix form.
- c. Testimonials from current governors (written or video) to be made available to colleagues considering putting themselves forward for a governor role.
- **10.Inclusion Statement:** Court to adopt a short statement that sets out the Court's approach and commitment to inclusion.

11. Remuneration of governors:

- a. Include the power to remunerate governors to the Articles of Association and require a separate decision of the Court (on the recommendation of the Remuneration Committee) before enacting the power. Include in a standing order the criteria for such a decision, which must be focused on diversity and inclusion.
- b. Encourage governors to claim reasonable expenses, including examples of the types of expenses that may be covered.
- **12.Risk appetite:** Governors and UEB members to participate in a joint workshop to review the risk appetite statement, as and when required (e.g., when the University Strategy is refreshed or revised).

13.SDG monitoring and reporting

- a. Court to receive and discuss the SDG annual report.
- b. Resources Committee to meet with the Director of People, Culture and Wellbeing twice a year to discuss the outcomes of colleague surveys and the Colleague Experience performance indicators approved by the Court in October 2022.
- c. Court to discuss the narrative element of the annual report and financial statements that covers the strategic priorities each October.
- d. Committee cover sheet to be updated to include check box for the strategic priorities.
- e. See also Recommendation 1c.

14. Committee terms of reference and membership

- a. Governance and Nominations Committee to recommend to the Vice-Chancellor that he considers including a review of the scope, terms of reference and relationships between the UEB sub-committees responsible for EDI, wellbeing and SDGs in the upcoming UEB effectiveness review.
- b. Governance and Nominations Committee to recommend to the Court updated terms of reference for the Audit Committee, Remuneration Committee and Resources Committee³.
- c. Audit Committee Chair to consider inviting student and/or colleague governor to participate in relevant discussions.

³ Having sought first the view of the relevant Committee Chairs.

15. Format of Court meetings

- a. Three of the five pre-Court briefing sessions to focus on the three strategic priorities. The remaining sessions to provide a briefing on topics such as:
 - i. the political, economic and/or social environment:
 - ii. a key strategic risk;
 - iii. legal or regulatory changes;
 - iv. UWSU priorities/strategy;
 - v. colleague network priorities;
 - vi. strategic partnerships;

- vii. sector challenges;
- viii. employer engagement;
- ix. horizon scanning;
- x. teaching, research, employability or knowledge exchange projects;
- xi. major estates or IT projects;
- xii. induction refreshers.
- b. At each meeting of the Court, Committee Chairs to be invited to give a brief oral update on the business covered at the meeting/s and/or any other committee-related activities they have undertaken since the last meeting.
- c. See also Recommendations 4a and 16c.

16.Annual internal effectiveness review

- a. Chair of the Court to retain the three questions relating to effectiveness of the Court and its committees (see page 3) in the topics covered at governor 1-2-1 reviews.
- b. For the two years where there is not an external effectiveness review, Clerk to the Court to send a brief effectiveness review survey to all members and attendees of the Court in August, with the outcomes reported to the Court for discussion in October.
- c. Chair of the Court and Committee Chairs to be encouraged to end each meeting with a brief informal evaluation of the meeting, identifying what went well and what could be done differently.
- d. All governors leaving the Court to be invited to complete an online exit survey⁴; the responses will be considered as part of the Court's annual discussion on effectiveness.

PROPOSED ACTIONS

- **A. Court of Governors** to review the strategic priorities governance and assurance maps and identify any areas where they would like additional assurance and any assurance or governance gaps.
- **B.** Clerk to the Court to provide resources on how to ask challenging questions for governors and committee members to access. Chair of the Court to signpost governors to the resources if a development need is identified.
- **C.** Clerk to the Court to produce a guidance note for student and colleague governors on how to manage the different expectations students/colleagues may have about their role on the Court. Chair of the Court to signpost governors to the resources if a development need is identified or if a governor is experiencing pressure from students/colleagues.
- **D. Director of Strategy, Planning and Performance** to speak to the Impact and Evaluation Officer about whether it is possible to identify any references or examples in their resources to the role of governing bodies in progressing inclusion, wellbeing and sustainable development.
- E. Clerk to the Court to arrange a risk appetite workshop for early July 2023.
- F. Clerk to the Court, University Secretary and Chief Operating Officer and Director of Strategy, Planning and Performance to reflect on the first year of strategic KPI monitoring and reporting and decide whether to adopt the Decision Time Goals module from July 2024.

OUTPUTS

- Strategic priorities governance map.
- Strategic priorities assurance map (subject to review by the Court).
- Strategic performance indicators reporting schedule.
- Updated Court of Governors succession plan.

⁴ Governors will be offered the option of an exit 'interview' with the Clerk to the Court where they give their answers to the survey at a face-to-face or Teams meeting rather than completing the survey online

- Updated committee cover sheet.
- Updated terms of reference for Audit Committee, Remuneration Committee and Resources Committee.
- · Rota of independent governors to observe Academic Council.

OUTSTANDING OUTPUTS

- Strategic risk register 2029 (to be submitted to the Audit Committee in June and to the Court in July 2023).
- Updated committee cover sheet including a section on stakeholder perspective including students, colleagues and others as appropriate (to be produced after the Court has agreed its stakeholder engagement focus; subject to agreement of Recommendation 3a).
- Map of high-level governor engagement with stakeholders that emphasises outcomes e.g., greater inclusivity and reach and avoids being simply descriptive⁵ (to be produced after the Court has agreed its stakeholder engagement focus; subject to agreement of Recommendation 3a and 3b).
- Student stories/testimonies in UWSU updates (subject to agreement of Recommendation 4a).
- UWSU guidance on student testimonies (subject to agreement of Recommendation 4a).
- Joint Court and Academic Council away day (subject to agreement of Recommendation 6e).
- Statement on the Court and sub-committees' role and approach to strategic development and monitoring (to be produced after the development session Recommendation 6b).
- Governor Resources Centre (subject to agreement of Recommendation 7c).
- Court inclusion statement (subject to agreement of Recommendation 10).

NEXT STEPS

 On agreement of recommendations by the Court, the Clerk to the Court will produce an effectiveness review action plan and timeline.

• The Clerk to the Court will publish the effectiveness review report on the University website.

⁵ The map could be included in the annual report and reviewed every two years



The Halpin Governance Review

The University of Westminster July 2022



Executive Summary

- 1. Halpin Partnership ('Halpin') has undertaken the 2022 external governance review at University of Westminster ('Westminster', 'the University'). Overall, we conclude that the Court and its committees operate effectively and demonstrate many strengths. Court can be assured that its governance is high-quality and compliant with the principles set out in the Higher Education Governance Code (CUC Code).
- 2. There is a strong Court in place, led by its Chair who demonstrates strong leadership. Court can be assured that its governance is high-quality and compliant with the principles set out in the Higher Education Governance Code (known as the CUC Code).
- 3. Members of the Court have a passion for education and a commitment to wellbeing, inclusion and sustainable development, the University's key priorities. They bring a good range of relevant skills and experience to their role; this expertise is supplemented on the committees by independent committee members who bring valuable additional skills. There is a good balance of independent, executive, colleague and student governors.
- 4. Due to the pandemic, there has been limited face-to-face contact in the last two or more years and a large number of the governors (including the Chair) were appointed in the last two years. There is a recognised need to continue to work at building relationships so that members of Court know each other better and can continue to improve their effectiveness. This has, of course, affected all governing bodies across the sector.
- 5. There is also a strong desire on the part of Court to ensure they are operating strategically. Having fully implemented their last governance review, they are keen to determine how to improve the effectiveness and impact of their governance further in order to be at the leading edge within the sector. This is particularly important given the recent launch of Westminster's refreshed strategy 'Being Westminster 2022–29'.
- 6. The strategy creation was a highly collaborative process, involving governors, colleagues and students. The result is a high-level articulation of strategic direction. Work is now underway to develop sub-strategies, objectives and KPIs; this will require the appropriate involvement of Court and its committees in their development and monitoring. This will be a high priority for Court and has led to their desire to focus on being more strategic in their focus.
- 7. Court has a strong focus on stakeholder engagement, particularly with colleagues and students. Students are demonstrably at the heart of decision making at Westminster and are consulted in relation to areas such as strategy and policy development. This work puts Westminster at the leading edge within the sector in terms of co-creation of strategy and sets the tone for governance activity over the coming years. We **commend** Westminster on its approach to co-creation and strategy development. **(C1)** We offer a number of recommendations as to how Court can build and retain its strategic focus and stakeholder activities (see page 14. 'Internal and external stakeholder engagement and voice').
- 8. With this commitment to leading-edge practice in mind, we offer Court a set of recommendations which have been prioritised in terms of their strategic impact see Table 1 below. These have been annotated as Priority Recommendations (PR) throughout the report. A number of our recommendations and suggestions relate to house-keeping matters and points of detail; however, we believe their combined impact will help to ensure that Court is operating both effectively and strategically. Recommendations (R) and Suggestions (S) are also annotated throughout the report and areas of best practice are noted and commended (C) see page 38 for a full list of recommendations, suggestions and commendations.
- It is for Court to decide which recommendations and suggestions to adopt and how to prioritise these alongside other work being undertaken. Court undertook this process very

effectively with the last review and published their response and action plan. We **commend** this as good practice **(C2)** and have recommended that other institutions in the sector follow their approach to responding to their reviews and publishing their progress on implementation.

10. We have made five priority recommendations as a result of our work:

Table 1: Priority recommendations

PR1	Court and Executive to agree a plan that sets out the Court's touchpoints with the remainder of the strategy development exercise and with the aspects that need monitoring, and the timeline for doing so.
PR2	Executive prepares a comparative analysis for presentation to the Court. This will help Court to fully understand its differentiators and the aspects of Westminster's strategy that are unique to it.
PR3	The Court does not have an overall picture of engagement with stakeholders, so we recommend that a stakeholder map is developed that identifies Westminster's key stakeholders.
PR4	The Court's future recruitment gives greater focus to diversity in its broadest sense – as mentioned in the previous review – but with particular consideration to achieving greater ethnic diversity.
PR5	The Court should introduce a programme of reverse mentoring for new governors which will help give non-student governors a better understanding of the student experience.

Conclusion

Court can be assured that its governance is of high quality and compliant with the principles set out in the Higher Education Governance Code (known as the CUC Code), 19 the Higher Education Audit Committees Code of Practice and the HE Remuneration Code.

There were no specific matters of significance that arose in relation to the Charity Code of Governance (for larger charities) in so far as it applies to the University. We note the following, however:

- The Code sets out that the Audit Committee Chair should have recent financial experience; the University's Audit Committee Chair does not have a finance background but the Committee does have financial expertise within its membership. This was noted in the University's self-assessment against the Code in a paper considered by the Court last year. We consider this a reasonable explanation but suggest that in considering the Audit Committee Chair's successor, priority be given to a successor with recent and relevant financial experience.
- The Code indicates that 'a board of at least five but no more than twelve trustees is typically considered good practice'. As discussed earlier (paragraphs 67–68), we consider the size of the Court at Westminster to be appropriate.

We assessed Westminster's governance against our Governance Maturity Framework and found it to be **good with some areas of leading-edge practice** (see Table 2 on pages 7–8). We believe that Westminster has an opportunity to move towards leading-edge practice across many of the areas assessed in the maturity framework and we have offered recommendations and suggestions to enable this to be achieved.

Table 7: Governance Review 2022 findings

Higher Education Code of Governance (CUC Code 2020)	Complies
Higher Education Audit Committees Code of Practice	Complies
HE Remuneration Code	Complies
Charity Code of Governance	Complies
Halpin Governance Maturity Framework	Good with some areas of leading-edge practice

¹⁹ https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf



37

Recommendations, Suggestions & Commendations

Below we have summarised the **Priority Recommendations** (x 5), **Recommendations** (x 25), **Suggestions** (x 29) and **Commendations** (x 17).

Priority Recommendations

PR1	Court and Executive to agree a plan that sets out the Court's touchpoints with the remainder of the strategy development exercise and with the aspects that need monitoring, and the timeline for doing so.
PR2	Executive prepares a comparative analysis for presentation to the Court. This will help Court to fully understand its differentiators and the aspects of Westminster's strategy that are unique to it.
PR3	Court does not have an overall picture of engagement with stakeholders, so we recommend that a stakeholder map is developed that identifies Westminster's key stakeholders.
PR4	The Court's future recruitment gives greater focus to diversity in its broadest sense – as mentioned in the previous review – but with particular consideration to achieving greater ethnic diversity.
PR5	The Court should introduce a programme of reverse mentoring for new governors which will help give non-student governors a better understanding of the student experience.

Recommendations

R1	The University's strategic risk register should be reviewed and revised as necessary, as sub-strategies and action plans are developed, to ensure alignment. Additionally, as the Court already recognises, it should also consider whether changes are needed to risk appetite.
R2	Court uses the IMD model for the 'strategically minded Board' to explore and define its approach to strategy and its role in relation to it. This could be undertaken at a facilitated Away Day or deep dive session. It should be reviewed regularly. This work would be leading-edge within the sector (see Tables 3 and 4 on pages 11–12).
R3	Allow members of Court to be afforded knowledge and skills, and access to information and people to allow governors to fully understand Westminster's progress on delivering on their SDG ambitions, and to hold the Executive to account for continued improvement.
R4	Allow committees to be provided with information relevant to their scope as they relate to the SDGs (e.g. Academic Council to receive reports on education for sustainable development).
R5	Provide Court with a single annual report that integrates the work across three University priorities – SDGs, EDI and wellbeing. Give Court the opportunity to scrutinise each priority on rotation in meetings of Court.
R6	Court considers how it assures itself that it has oversight of the student experience and hears the student voice beyond representatives on Court.

R7	A stakeholder map and engagement strategy are developed that identify Westminster's key stakeholders, the strategy for engagement with them, key concerns that have arisen and who has primary responsibility for engagement with them. This will form a valuable part of the strategy development work that Westminster is undertaking.					
R8	In addition to the colleague wellbeing surveys received by the Court, it should also have sight of high-level data and trends from other mechanisms used to monitor colleague satisfaction each term.					
R9	Remind governors that all members of the Court – independent members, <i>ex officio</i> members, colleague members and student members – have an equal seat on the Court and the same responsibilities, and so are 'full' members of the Court of Governors.					
R10	The Court should consider succession plans annually.					
R11	SDGs and EDI should be considered for addition to the skills matrix.					
R12	A mentor for student governors should be made available, as their terms are usually only 1–2 years and they will therefore need to be well prepared.					
R13	Consider providing opportunities for governors to: (i) meet with the trustees of the Students' Union to further their understanding of the student perspective and help better position themselves as student allies, and (ii) receive finance training for non-finance governors.					
R14	Team building remains a key area of focus for the Court.					
R15	The Link Governor programme should be reviewed and clarified.					
R16	The Link Governor programme is reinvigorated to give the governors greater visibility. The Link Governor programme should be aligned with 'Being Westminster' and governors should be connected with activities that deliver the strategy's priorities of inclusion, wellbeing and sustainability.					
R17	The Court needs to secure better meeting space.					
R18	The Court takes a broader and more generative approach to challenge.					
R19	The Court should consider ways of making a greater connection to the University's purpose at the start of its meetings.					
R20	Committee Chairs are asked to feed back towards the start of each meeting on their committee's most recent meeting.					
R21	All presenters to the Court or a committee are fully briefed and prepared.					
R22	Reducing, by one, the minimum number of independent governors who are required to serve on the Resources Committee (but retaining the current quorum necessary of three independent governors).					
R23	The Resources Committee occasionally meets together in advance of the start of the formal meeting (Court may wish to consider this for other committees that report to Court).					
R24	Governors are briefed, possibly through periodic deep dive sessions, giving governors a better and sufficient understanding of the work of Academic Council.					
R25	Governance information available on Westminster's website is periodically reviewed and updated.					

Suggestions

S1	Court and the Executive team to consider adoption of a digital reporting tool which helps to enable swift and effective reporting against the strategy and associated KPIs.					
S2	Court considers using the IMD model to explore and define its approach to strategy and its role in relation to it.					
S 3	Executives should review the scope, terms of reference and relationships between the committees responsible for EDI, wellbeing and SDGs, to ensure they are delivering on the University's priorities in an efficient and effective manner and are linked to the relevant Court committees.					
S4	Westminster should consider making EDI training and sessions mandatory, and also offer a means for those who cannot make it to the session to catch up and be informed in a different way.					
S5	Updates on EDI progress should be included at Court more regularly.					
S6	Court assures itself that it has sufficient oversight of the student experience and the opportunity to hear the student voice beyond the student representation on the Court on a regular basis through the following routes: • in Court papers • through opportunities for direct interaction.					
S 7	The SDG Steering Group may benefit from including external expert stakeholders as part of its membership or as a consultative group to ensure SDG priorities reflect the needs of beneficiary communities.					
S8	Court considers voluntarily reporting on stakeholder engagement for Westminster's next annual report.					
S9	Court develops a more accessible and 'reader-friendly' version of its role and responsibilities, both for internal and external use. Court could engage with the Students' Union and other key stakeholders to achieve this.					
S10	Involve students in all governor appointments.					
S11	Board should reduce the use of the BME/BAME acronym and have more granular focus and targets for Black, Asian and other ethnic minorities in recruitment.					
S12	Westminster should use a recruitment agency which specialises in recruiting for diversity (and works within the charity and corporate sectors).					
S 13	The gap between appointment and commencement of a governor term should be minimised, even if there is overlap on the Court for a short time – as long as maximum numbers are not exceeded – to maximise the benefits of induction.					
S14	Westminster has recently introduced an informal 'buddy system' for new governors. This should be strengthened and formally applied more consistently for all new governors.					
S15	Introduction of a governor handbook so all essential information can readily be found in one place.					
S 16	To further help the student governors prepare for their Court meetings, allow for one trusted senior member of SU colleagues to have access to the papers, or limited agenda items, just to help with their own briefing sessions.					

S17	In the intervening years between external governance reviews, Court also undertakes lighter-touch effectiveness reviews of the Court and its committees, to enable further continuous improvement.				
S18	The Chair has a Deputy Chair in role to support their work and there are also two Vice-Chairs in place. Some of the governors we met were not aware of the existence of the role of the Vice-Chairs, or they did not know what their responsibilities were and how these differed from those of the Deputy Chair. We suggest that these roles are clarified to the governors.				
S19	Whilst invitations to events should continue to be made to governors, we suggest that there is greater coordination so that a few key events are selected and a small group of governors is encouraged to attend together. One governor suggested occasional open sessions for colleagues and governors to meet informally and this, too, is worth considering.				
S20	Time should be allowed for governors to meet without executive directors present before or after every meeting.				
S21	The Chair endeavours to encourage the quieter members to contribute further.				
S22	Both executives and governors should be encouraged to be open to constructive challenge and to frame it as an opportunity to learn and improve. Governors should also be encouraged to be more persistent in their questioning if they consider that their questions have not been answered to their satisfaction, to effectively hold the executives to account				
S23	The website should be updated with the latest versions of the committees' terms of reference.				
S24	Newer governors should be reminded that they can occasionally attend a meeting of a committee that they are not a member of, for the purpose of their own learning and understanding.				
S25	Members of all committees should be reminded to respond proactively to acknowledging starred items in advance and the Governance team should follow up with members who have not replied.				
S26	Private meetings with the internal and external members of the Audit Committee to be held before or after each Audit Committee meeting.				
	The Audit Committee should consider these improvements for their terms of reference:				
S27	 i. In relation to the financial statements, make explicit the Committee's responsibility to consider whether (i) the University has applied appropriate accounting policies, (ii) used appropriate estimates and judgements, and (iii) made suitable disclosures that are properly set in context; these are usual requirements for plc audit committees and are relevant to the Audit Committee, which has primary responsibility for the financial statements. ii. Also, in relation to the Committee's responsibilities for the annual financial statements, set out these responsibilities in the context of the Resources Committee's involvement, explaining the need for coordination between the two committees. iii. The Committee annually reviews its own effectiveness and its own terms of reference. This should be reported to the Court as part of its annual report to Court. 				
S28	The Resources Committee should consider these improvements to their terms of reference:				

- i. In addition to referring to the Committee's responsibilities in relation to the University's digital, estates and people strategies, include explicit reference to scrutinising the budget and five-year forecast prior to submission to Court.
- ii. In relation to the Committee's responsibilities for the framework for the salaries and reward of the University's employees, set this out in the context of the Remuneration Committee's role for that of the UEB, explaining the need for coordination between the two committees.

Biographies are set out in a consistent format, in a way we often see with corporate websites, making clear each governor's date of appointment/length of service, the skills they bring, their other roles (current and previous), and (explicitly) what 'type' of governor they are — independent, student, colleagues or *ex officio*.

Commendations

S29

C1 We commend Westminster on its approach to co-creation and strategy development. Court undertook the effectiveness review very effectively with the last review and C2 published their response and action plan. For this review, Westminster invited us to develop our framework further in order to further cover ESG and EDI matters, and in so doing, to share their good practice **C3** within the sector. We commend Westminster's commitment to developing leadingedge practice for the sector. The development of Being Westminster 2022–29, the University's recently launched strategy, has been an important recent area of focus for the Court, its development C4 was highly inclusive. Westminster's inclusive approach to strategy development reflects best practice in the sector. When creating the new strategy in workshops with governors, it was a top priority to have EDI at the heart of it. The manner in which the EDI priority was developed **C5** appears to have been colleague-led, consultative and representative. This model of developing and embedding a strategic priority in the University is to be commended and provides a good blueprint to follow with other priorities such as SDGs. C6 We commend Westminster on the range of training offered to Court members. **C7** We commend Westminster on the healthy culture of governance we observed. New governors' induction includes observation of a meeting of Academic Council and a few governors say they have observed a meeting of the University Executive Board **C8** (UEB), which they have found very useful. As part of the governors' development, the Chair undertakes annual one-to-one review meetings with each governor individually. This will be a major commitment for C9 the Chair but is an example of good practice that we see across sectors and in leading higher education institutions. We commend Westminster for their transparency and consistency in reporting (on governance reviews) and their commitment to continuous improvement. This is C10 leading-edge practice. We commend Westminster on the leadership provided by the Chair and the Vice-C11 Chancellor. C12 The Governance team provides high-quality support to the governors.

C13	The meeting of the Court we observed was preceded by an hour-long interactive development session and we were also pleased to see the suggestion that a group photograph be taken at the conclusion of the meeting.
C14	The meetings are supported by well-constructed agendas and clear papers, including high-quality minutes. We commend Westminster on the quality of both Court and committee agendas and minutes.
C15	We commend Westminster on the work of the Audit Committee and the linkage to the work undertaken by the Resources Committee.
C16	Significant evidence of good practice noted from the minutes of the Remuneration Committee.
C17	We understand that Academic Council's membership has been recently reviewed to be more inclusive. We commend this as good practice and in line with Westminster's values and commitment to EDI.





Halpin Partnership Limited
15 Belgrave Square
London
SW1X 8PS

halpinpartnership.com

Registered company number 10899973



GOVERNANCE AND NOMINATIONS COMMITTEE WORKING GROUP - EFFECTIVENESS REVIEW 2022

Terms of Reference

The Effectiveness Review Working Group is a fixed term working group of the Governance and Nominations Committee.

The purpose of the group is to lead completion of the 2022 governance effectiveness review and to oversee implementation of the review outcomes.

Specifically, the Effectiveness Review Working Group will:

- 1) * Define the approach to completing the 2022 governance effectiveness review, focusing on alignment with the University's values and the three priorities specified in Being Westminster: Our Strategy 2022-29 inclusion, wellbeing, and sustainable development.
- 2) * Review any recommendations and suggestions: a) identified by the Governance and Nominations Committee; b) arising from the Halpin governance effectiveness review; and c) arising from the additional activities specified by this Working Group.
- Agree and prioritise a set of recommendations to the Governance and Nominations Committee and the Court of Governors that will lead to improvements in the effectiveness and efficiency of Court and its committees.
- 4) Provide assurance to the Court of Governors and other stakeholders as appropriate (e.g., Office for Students) that governance arrangements are fit and proper and identify areas where best practice is evident.
- * Produce a report for the Governance and Nominations Committee and the Court of Governors (to include an executive summary for publication on the University website) on the outcomes of the Working Group's activities.
- * these responsibilities may be delegated in full or in part to an individual member or nominated members of the group

Membership (up to 8)

Up to five (5) governors, to be appointed by the Governance and Nominations Committee following a call for expressions of interest, at least one of whom will be a colleague governor.

One governor member will be appointed by the Chair of the Court as Working Group Chair and one as Deputy Chair.

A student governor, UWSU Sabbatical Officer or member of the UWSU senior leadership, nominated by the UWSU and appointed by the Chair of the Court (1)

A University Executive Board member, to be nominated by the Vice-Chancellor and appointed by the Chair of the Court (1)

Co-opted (1)

Clerk to the Court of Governors and Head of University Governance

Secretariat

Nominee of the Clerk to the Court of Governors

Quorum

A quorum of the group shall be required for any meeting to decide on recommendations. The quorum shall comprise a minimum of 40% of the members, including the Chair or Deputy Chair.

Meetings

The Effectiveness Review Working Group shall meet at least once. The work of the group may be conducted at additional meetings called by the Chair, or outside of meetings by means of electronic communication/ officer action, subject to the approval of the Chair.

EFFECTIVENESS REVIEW 2023 IMPLEMENTATION PLAN

	Recommendation	Action	Date	Role/Group responsible	Notes
1A	The Court and each sub-committee should conclude the final meeting of the academic year with a discussion around how effectively their work has contributed to progressing the 2022-2029 strategic priorities.	Add annual reflection to the schedules of business	August 2023	Clerk to the Court Governance Support Officer	
1B	The outcomes [of the reflective discussion] should be considered when the committee agrees the schedule of business for the next academic year.	Add consideration of outcomes to the schedules of business	August 2023	Clerk to the Court Governance Support Officer	
1C	The outcomes of the sub-committee [reflective] discussions should be recorded and reported to the Court.	Add consideration of outcomes to the Court schedule of business	August 2023	Governance Support Officer	
2	When preparing for the mid-term review of Being Westminster 2022-2029 (and when developing the next Strategy), the Court to consider whether the review should include research that maps themes from our Strategy against the strategies for a defined benchmarking group of HEIs (e.g., strategic objectives, values, measures of success).	Consider commissioning comparative research into university strategies	April 2025 and November 2028	Chair of the Court Clerk to the Court Director of Strategy, Planning and Performance	
3A	Court to agree its stakeholder engagement focus as it applies to governance, strategy, risk and assurance, ensuring that any work on stakeholder engagement is restricted to the stakeholders of the Court (not to be confused with monitoring of how effectively the executive and others in the University engage with the University's stakeholders).	Schedule development session on stakeholder engagement	04/09/2024	Chair of the Court Clerk to the Court	Court away day session
		Update committee cover sheet to include a section on stakeholder perspective including students, colleagues and others as appropriate	August 2023	Clerk to the Court	To be reviewed after the Court has agreed its stakeholder engagement focus (Recommendation 3A)

	Recommendation	Action	Date	Role/Group responsible	Notes
3B	Recognise, record and report existing good practice examples of governor engagement and outcomes for inclusive governance and strategic decision making, for example how the link governor role adds value and other governor activity e.g., Regent Street Cinema.	Produce map of high-level governor engagement with stakeholders that emphasises outcomes e.g., greater inclusivity and reach and avoids being simply descriptive	tbc	Clerk to the Court Governance Support Officer	To be produced after the Court has agreed its stakeholder engagement focus (Recommendation 3A)
4A	The UWSU strategic update report to the Court to include a relevant student story or testimony.	Include student testimony in reports to the Court	From May 2023	UWSU President UWSU Student Voice Manager	Extracts of the student testimonies – selected on basis of alignment with Westminster values – could also be included in the annual report.
4B	Colleagues submitting papers and proposals to the Court to be encouraged to include a section on how the proposal may have an impact on the student experience and ideally include evidence of having captured the student perspective.	Amend guidance notes for producing committee papers	August 2023	Clerk to the Court	
4C	When planning the Court away day, the Chair should ensure the programme includes an opportunity to hear the student perspective.	Include student voice in Court away day programme	20/09/2023	Chair of the Court Clerk to the Court	
5	Court should formalise communication pathways into governance structures for colleague networks e.g., speaking at away days.	Include colleague voice in Court away day programme	20/09/2023	Chair of the Court Clerk to the Court	
6A	Governors and independent committee members to participate in a development session to explore the UN Sustainable Development Goals that includes confirmation of which of the SDGs are the focus of the University's sustainable development activities.	Schedule development session on the SDGs	20/09/2023	Chair of the Court Clerk to the Court	Court away day session. NB. Four independent governors attended the University-wide workshop on 'SDGs at Westminster' 06.06.23
6B	Governors and independent committee members to participate in a development session to explore the role in developing and monitoring the University and enabling strategies.	Schedule development session on the role of governors in strategy	20/09/2023	Chair of the Court Clerk to the Court	Court away day session. Potentially using the IMD model for assessing and mapping strategic responsibilities as identified by Halpin.

	Recommendation	Action	Date	Role/Group responsible	Notes
		Review the strategic priorities governance and assurance maps and identify any areas where governors would like additional assurance and any assurance or governance gaps	20/09/2023	Governors	Court away day session
		Produce a statement on the Court and sub-committees' role and approach to strategic development and monitoring	November 2023	Clerk to the Court	To be produced after the Court has reviewed its role in strategies (Recommendation 6B)
6C	Governors and independent committee members to participate in a development session to support understanding of ongoing regulatory conditions related to access and participation and enable engagement with those responsible for developing and ensuring the implementation of our access and participation plans.	Schedule development session on access and participation	22/05/2024	Chair of the Court Clerk to the Court	Pre-Court briefing session
6D	Governors, independent committee members and Academic Council members to participate in a development session on how to create a safe space for student members (and other students who speak at meetings or events) to contribute to discussions.	Schedule development session on supporting the student voice in governance	tbc	Chair of the Court Clerk to the Court	Consider as potential joint Court/Academic Council away day session
6E	Court to undertake to have a joint meeting with Academic Council in a special away day with interactive sessions, which would shape shared understanding to enhance strategic thinking.	Schedule joint Court and Academic Council away day	tbc	Chair of the Court Chair, Academic Council Clerk to the Court Clerk, Academic Council Secretary, Academic Council	
6F	Chair of the Court to consider a development workshop or away day session on questioning and constructive challenge.	Consider scheduling development session on questioning and constructive challenge	13/03/2024	Chair of the Court Clerk to the Court	Pre-Court briefing session

	Recommendation	Action	Date	Role/Group responsible	Notes
6G	Governance and Nominations Committee to take a stronger position on completion of mandatory e-learning modules by governors and independent committee members.	Add review of training and development programme to Governance and Nominations Committee schedule of business	August 2023	Governance Support Officer	
6H	Link Governor scheme to remain as a development tool for governors to learn about areas of the University that are new to them.	Recirculate Link Governor scheme guidance	August 2023	Governance Support Officer	
7A	Make the buddy scheme mandatory for all governors. Independent governors to be allocated as buddies for colleague and student governors.	Allocate buddies to all new governors	From August 2023	Clerk to the Court Governance Support Officer	
7B	Induction programme to be expanded to include sessions across the first six months of appointment.	Produce and agree amended induction programme	August 2023 13/09/2023	Clerk to the Court Governance Support Officer Governance and Nominations Committee	Add to Governance and Noms schedule of business
7C	Governors' Resources Centre to be made available online with easy access to information, guidance and websites.	Create Governors' Resource Centre in the Court SharePoint site	August 2023	Clerk to the Court Governance Support Officer GCR Administrator	
		Provide resources on how to ask challenging questions for governors and committee members to access	August 2023	Clerk to the Court	Chair of the Court to signpost governors to the resources if a development need is identified
		Produce a guidance note for student and colleague governors on how to manage the different expectations students/colleagues	August 2023	Clerk to the Court	Chair of the Court to signpost governors to the resources if a development need is identified or if a governor is experiencing pressure from students/colleagues

	Recommendation	Action	Date	Role/Group responsible	Notes
		may have about their role on the Court			
8	Role profile for each governor, including a photo and University of Westminster email address, to be made available to all colleagues via the intranet so that colleagues can draw on governor expertise to further the University's strategic priorities.	Develop governor expertise page on the Committees Communication site	August 2023	Governance Support Officer	Arrange photo shoot? Request additional information as part of the annual return submission
9A	Court of Governors succession plan to be amended, removing the Vice-Chair roles and restrictions to open recruitment to leadership roles.	Approve amended succession plan	24/05/2023	Court of Governors	New plan comes into effect 1 September 2023
9B	Question on sustainable development to be added to the skills audit/matrix form.	Amend skills audit/matrix form	August 2023	Clerk to the Court Governance Support Officer	Circulate amended form with the annual report submission
9C	Testimonials from current governors (written or video) to be made available to colleagues considering putting themselves forward for a governor role.	Request testimonials from current governors	August 2023	Clerk to the Court Governance Support Officer	Arrange video session? Request additional information as part of the annual return submission
10	Court to adopt a short statement that sets out the Court's approach and commitment to inclusion.	Produce and agree Court inclusion statement	August 2023 September 2023 October 2023	Clerk to the Court Governance and Nominations Committee Court of Governors	Add to schedules of business
11A	Include the power to remunerate governors to the Articles of Association and require a separate decision of the Court (on the recommendation of the Remuneration Committee) before enacting the power. Include in a standing order the criteria for such a decision, which must be focused on diversity and inclusion.	Amend Articles of Association	August 2023 September 2023 October 2023	Clerk to the Court Governance and Nominations Committee Court of Governors	Add to schedules of business
11B	Encourage governors to claim reasonable expenses, including examples of the types of expenses that may be covered	Publish guidance on claiming expenses in the Governors' Resource Centre	August 2023	Clerk to the Court Governance Support Officer GCR Administrator	
12	Governors and UEB members to participate in a joint workshop to review the risk appetite statement, as and when required (e.g., when the University Strategy is refreshed or revised).	Schedule joint workshop for risk appetite relating to Being Westminster 2022-2029	July/August 2023	Clerk to the Court Risk and Resilience Manager Chair, Audit Committee Chair, UEB	Audit Committee agreed the approach 13.06.23

	Recommendation	Action	Date	Role/Group responsible	Notes
13A	Court to receive and discuss the SDG annual report.	Add SDG annual report to the Court schedule of business	August 2023	Governance Support Officer	March meeting
13B	Resources Committee to meet with the Director of People, Culture and Wellbeing twice a year to discuss the outcomes of colleague surveys and the Colleague Experience performance indicators approved by the Court in October 2022.	Add colleague experience reports to the Resources Committee schedule of business	August 2023	Governance Support Officer	Reporting dates tbc
13C	Court to discuss the narrative element of the annual report and financial statements that covers the strategic priorities each October.	Add annual report narrative to the Court schedule of business	August 2023	Governance Support Officer	
13D	Committee cover sheet to be updated to include check box for the strategic priorities.	Amend and publish committee cover sheet	From September 2023	Clerk to the Court	Submitted to the Court for information 24.05.23
14A	Governance and Nominations Committee to recommend to the Vice-Chancellor that he considers including a review of the scope, terms of reference and relationships between the UEB sub-committees responsible for EDI, wellbeing and SDGs in the upcoming UEB effectiveness review.	Propose review to the Vice-Chancellor	June 2023	Clerk to the Court UEB Secretary	UEB effectiveness review scheduled for July/August 2023
14B	Governance and Nominations Committee to recommend to the Court updated terms of reference for the Audit Committee, Remuneration Committee and Resources Committee.	Amend and agree terms of reference	24/05/2023	Court of Governors	Updated terms of reference to take effect from 1 September 2023
14C	Audit Committee Chair to consider inviting student and/or colleague governor to participate in relevant discussions.	Discuss whether to invite student/colleague governor/s at Audit Committee premeetings	From August 2023	Clerk to the Court Chair, Audit Committee	

	Recommendation	Action	Date	Role/Group responsible	Notes
15A	Three of the five pre-Court briefing sessions to focus on the three strategic priorities and the remaining sessions to provide a briefing on [relevant sector/governance/strategic] topics.	Agree briefing session topics for 2023/24 and add to the Court schedule of business	August 2023	Chair of the Court Clerk to the Court Governance Support Officer	i. the political, economic and/or social environment; ii. a key strategic risk; iii. legal or regulatory changes; iv. UWSU priorities/strategy; v. colleague network priorities; vi. strategic partnerships; vii. sector challenges; viii. employer engagement; ix. horizon scanning; x. teaching, research, employability or knowledge exchange projects; xi. major estates or IT projects; xiii. induction refreshers.
15B	At each meeting of the Court, Committee Chairs to be invited to give a brief oral update on the business covered at the meeting/s and/or any other committee-related activities they have undertaken since the last meeting.	Add to standing items for Court meetings	From 12 July 2023	Clerk to the Court Governance Support Officer	Chair of the Court and Clerk to the Court to review after trial in July 2023
16A	Chair of the Court to retain the three questions relating to effectiveness of the Court and its committees in the topics covered at governor 1-2-1 reviews.	Add to Governor 1-2- 1s record sheet	From Spring 2024	Clerk to the Court	
16B	For the two years where there is not an external effectiveness review, Clerk to the Court to send a brief effectiveness review survey to all members and attendees of the Court in August, with the outcomes reported to the Court for discussion in October.	Circulate annual effectiveness review survey and add outcomes report to Court schedule of business	August and October 2024 August and October 2025	Clerk to the Court Governance Support Officer	
16C	Chair of the Court and Committee Chairs to be encouraged to end each meeting with a brief informal evaluation of the meeting, identifying what went well and what could be done differently.	Add to standing items for Court and committee meetings	From August 2023	Clerk to the Court Governance Support Officer	

	Recommendation	Action	Date	Role/Group responsible	Notes
16D	All governors leaving the Court to be invited to complete an online exit survey; the responses will be considered as part of the Court's annual discussion on effectiveness.	Produce exit survey and send to governors as they leave the Court	From July 2023	Clerk to the Court	Governors will be offered the option of an exit 'interview' with the Clerk to the Court where they give their answers to the survey at a face-to-face or Teams meeting rather than completing the survey online

Halpin recommendations

	Recommendation/Suggestion	Action	Date	Role/Group responsible	Notes
PR4	The Court's future recruitment gives greater focus to diversity in its broadest sense – as mentioned in the previous review – but with particular consideration to achieving greater ethnic diversity.	Broad diversity to be a key focus for recruitment of future independent governors	From May 2023	Governance and Nominations Committee	Focus of briefing to Green Park for 2023 vacancies
		Review commitment to broad diversity as specified in Standing Order 3 Constitution of the Court of Governors	January 2024 28/02/2024 17/07/2024	Clerk to the Court Governance and Nominations Committee Court of Governors	Cross reference to S11 and S12
PR5	The Court should introduce a programme of reverse mentoring for new governors which will help give non-student governors a better understanding of the student experience.	Consider addition of reverse mentoring to the induction programme for new independent governors	August 2023 13/09/23	Clerk to the Court Chair of the Court	Cross reference to UoW recommendation 7B. To be agreed by the Chair of the Court instead of Governance and Nominations Committee
R1	The University's strategic risk register should be reviewed and revised as necessary, as sub-strategies and action plans are developed, to ensure alignment.	Submit Westminster 2029 risk register to Audit Committee and the Court	13/06/2023 12/07/2023	Clerk to the Court	See also Halpin-UoW mapping
R9	Remind governors that all members of the Court – independent members, ex officio members, colleagues members and student members – have an equal seat on the Court and the same responsibilities, and so are 'full' members of the Court of Governors.	Brief governors on roles and responsibilities	07/09/2022	Chair of the Court Clerk to the Court	Court of Governors away day and through induction
R10	The Court should consider succession plans annually.	Add succession plan to the Court schedule of business	August 2023	Governance Support Officer (JL)	
R13	Consider providing opportunities for governors to: (i) meet with the trustees of the Students' Union to further their understanding of the student perspective and help better position themselves as student allies, and (ii) receive finance training for non-finance governors.	Consider whether to request a joint meeting for the Court and UWSU trustees	August 2023	Chair of the Court Clerk to the Court	Joint meeting to be arranged for Spring 2024

	Recommendation/Suggestion	Action	Date	Role/Group responsible	Notes
		Source finance training for non-finance professionals	February 2024	Clerk to the Court Governance Support Officer (MC)	Briefing session on HE funding and UoW finances scheduled for 15 Feb 2024 and delivered by Finance team - all governors invited. Demand for further training to be established at 1-2-1 review meetings with the Chair of the Court. Timing amended from August 2023 to February 2024
R14	Team building remains a key area of focus for the Court.	Schedule team building activities for one pre-Court session and at least one session in the annual Court away day programme	From September 2022	Chair of the Court Clerk to the Court	
R16	The Link Governor programme is reinvigorated to give the governors greater visibility. The Link Governor programme should be aligned with 'Being Westminster' and governors should be connected with activities that deliver the strategy's priorities of inclusion, wellbeing and sustainability.	Review and, if necessary, update Link Governor areas	August 2023 13/09/2023	Clerk to the Court Governance and Nominations Committee	Link areas updated to include the Being Westminster 2022-2029 strategic priorities and objectives and each of the three Colleges.
R17	The Court needs to secure better meeting space.	Identify and book suitable meeting rooms	From August 2022	Clerk to the Court GCR Administrator	MBA Boardroom (MG38) - 2022/23
R19	The Court should consider ways of making a greater connection to the University's purpose at the start of its meetings.	Consider whether to introduce commentary related to purpose of the Court as part of the Chair's report	August 2023	Chair of the Court Clerk to the Court	To be included as appropriate
R21	All presenters to the Court or a committee are fully briefed and prepared.	Provide a brief to presenters to the Court or a committee	From September 2022	Clerk to the Court	

	Recommendation/Suggestion	Action	Date	Role/Group responsible	Notes
R23	The Resources Committee occasionally meets together in advance of the start of the formal meeting (the Steering Group may wish to consider this for other committees that report to Court).	Arrange informal sessions as and when the Committee Chair considers it beneficial	From September 2023	Committee Chairs	
R25	Governance information available on Westminster's website is periodically reviewed and updated.	Schedule annual review and update of governance information on the website	From August 2022	Clerk to the Court Governance Support Officers (MC and JL)	Cross reference to S23
S1	Court and the Executive team to consider adoption of a digital reporting tool which helps to enable swift and effective reporting against the strategy and associated KPIs.	Consider a review of available tools and, if decided adoption is appropriate, develop a business case	May 2024	Clerk to the Court Director of Strategy, Planning and Performance Vice-Chancellor	
S4	Westminster should consider making EDI training and sessions mandatory, and also offer a means for those who cannot make it to the session to catch up and be informed in a different way.	Record any EDI-related workshops or briefing sessions delivered via Teams so governors not present can watch back after the event	As necessary	Clerk to the Court	EDI training module is already a mandatory part of the governor induction. The online module can be completed at any time
S5	Updates on EDI progress should be included at Court more regularly.	Integrate into reporting on strategic key performance indicators (KPIs)	From November 2022	Clerk to the CourtDirector of Strategy, Planning and Performance	First report to Remuneration Committee August 2023
S7	The SDG Steering Group may benefit from including external expert stakeholders as part of its membership or as a consultative group to ensure SDG priorities reflect the needs of beneficiary communities.	Refer suggestion to the Chair of the SDG Steering Group and the UEB Chair	September 2022	Clerk to the Court	Not adopted by UEB
S8	Court considers voluntarily reporting on stakeholder engagement for Westminster's next annual report.	Consider additional section for the annual report for year ending 31 July 2023	August 2023	Clerk to the Court UEB	Agreed to adopt from the report for year ending 31 July 2024
S9	Court develops a more accessible and 'reader-friendly' version of its role and responsibilities, both for internal and external use. Court could engage with the Students' Union and other key stakeholders to achieve this.	Produce and publish summary of the Court's role and responsibilities with comment from	January 2023	Clerk to the Court	Draft sent to Chair of the Court for comment before consulting with others

	Recommendation/Suggestion	Action	Date	Role/Group responsible	Notes
		UWSU and key colleagues			
S10	Involve students in all governor appointments.	Consider adding a commitment to student involvement in governor appointments to Standing Order 3 Constitution of the Court of Governors	January 2024 28/02/2024 17/07/2024	Clerk to the Court Governance and Nominations Committee Court of Governors	
S11	Board should reduce the use of the BME/BAME acronym and have more granular focus and targets for Black, Asian and other ethnic minorities in recruitment.	Review and, where appropriate, amend use of BME/BAME acronym in governance documents and reports	From September 2023	Clerk to the Court	Included in briefing to Green Park for 2023 vacancies. EDI monitoring reported on. EDI targets not adopted. See UoW recommendation 10
S12	Westminster should use a recruitment agency which specialises in recruiting for diversity (and works within the charity and corporate sectors).	Include track record of diverse appointments as criteria in recruitment agency selection	From February 2023	Chair of the Court Clerk to the Court Governance and Nominations Committee	Green Park appointed for 2023 vacancies. EDI reports received at longlisting and shortlisting stage
S19	Whilst invitations to events should continue to be made to governors, we suggest that there is greater coordination so that a few key events are selected and a small group of governors is encouraged to attend together. One governor suggested occasional open sessions for colleagues and governors to meet informally and this, too, is worth considering.	Produce annual events calendar and confirm governor attendance at least a week in advance	From September 2023	Governance Support Officer (MC)	Open sessions to be considered under PR3
S24	Newer governors should be reminded that they can occasionally attend a meeting of a committee that they are not a member of, for the purpose of their own learning and understanding.	Email all governors annually to remind them of opportunity to observe other committees	From September 2022	Governance Support Officer (MC)	Complete for Academic Council; Outstanding for other committees

	Recommendation/Suggestion	Action	Date	Role/Group responsible	Notes
S26	Private meetings with the internal and external members of the Audit Committee to be held before or after each Audit Committee meeting.	Consider whether to invite internal and external auditors to members' private meetings at every meeting	September 2022	Chair, Audit Committee	Members already meet privately with auditors before the November meeting. Chair will invite external auditors to other meetings as they consider appropriate
S29	Biographies are set out in a consistent format, in a way we often see with corporate websites, making clear each governor's date of appointment/length of service, the skills they bring, their other roles (current and previous), and (explicitly) what 'type' of governor they are – independent, student, colleagues or ex officio.	Add governor role (e.g., ex-officio, independent etc) to all biographies	From September 2022	Governance Support Officer	
		Review governor biographies and request amendments where necessary	August 2023	Governance Support Officer (MC)	

Halpin-Westminster mapping

	Halpin Recommendation/Suggestion	UoW recommendation
PR1	Court and Executive to agree a plan that sets out the Court's touchpoints with the remainder of the strategy development exercise and with the aspects that need monitoring, and the timeline for doing so.	6B
PR2	Executive prepares a comparative analysis for presentation to the Court. This will help Court to fully understand its differentiators and the aspects of Westminster's strategy that are unique to it.	2
PR3	The Court does not have an overall picture of engagement with stakeholders, so we recommend that a stakeholder map is developed that identifies Westminster's key stakeholders.	ЗА
R1	The Court should also consider whether changes are needed to risk appetite.	12
R2	Court uses the IMD model for the 'strategically minded Board' to explore and define its approach to strategy and its role in relation to it. This could be undertaken at a facilitated Away Day or deep dive session. It should be reviewed regularly.	6B
R3	Allow members of Court to be afforded knowledge and skills, and access to information and people to allow governors to fully understand Westminster's progress on delivering on their SDG ambitions, and to hold the Executive to account for continued improvement.	6A and 13A
R4	Allow committees to be provided with information relevant to their scope as they relate to the SDGs (e.g., Academic Council to receive reports on education for sustainable development).	6A
R5	Provide Court with a single annual report that integrates the work across three University priorities – SDGs, EDI and wellbeing. Give Court the opportunity to scrutinise each priority on rotation in meetings of Court.	13C and 15A
R8	In addition to the staff wellbeing surveys received by the Court, it should also have sight of high-level data and trends from other mechanisms used to monitor staff satisfaction each term.	13B
R11	SDGs and EDI should be considered for addition to the skills matrix.	9B. EDI already included - Section 6
R12	A mentor for student governors should be made available, as their terms are usually only 1–2 years and they will therefore need to be well prepared.	7A
R15	The Link Governor programme should be reviewed and clarified.	6H. Reviewed as part of the UoW follow up activities
R18	The Court takes a broader and more generative approach to challenge.	6F
R20	Committee Chairs are asked to feed back towards the start of each meeting on their committee's most recent meeting.	15B
R22	Reducing, by one, the minimum number of independent governors who are required to serve on the Resources Committee (but retaining the current quorum necessary of three independent governors).	14B
R24	Governors are briefed, possibly through periodic deep dive sessions, giving governors a better and sufficient understanding of the work of Academic Council.	15A (potential session topics)
S3	Executives should review the scope, terms of reference and relationships between the committees responsible for EDI, wellbeing and SDGs, to ensure they are delivering on the University's priorities in an efficient and effective manner and are linked to the relevant Court committees.	14A
S6	Court assures itself that it has sufficient oversight of the student experience and the opportunity to hear the student voice beyond the student representation on the Court on a regular basis through the following routes: - in Court papers - through opportunities for direct interaction.	4A, 4B, 4C, 6D and 14C

	Halpin Recommendation/Suggestion	UoW recommendation
S14	Westminster has recently introduced an informal 'buddy system' for new governors. This should be strengthened and formally applied more consistently for all new governors.	7A
S15	Introduction of a governor handbook so all essential information can readily be found in one place.	7C
S17	In the intervening years between external governance reviews, Court also undertakes lighter-touch effectiveness reviews of the Court and its committees, to enable further continuous improvement.	16B
S18	The Chair has a Deputy Chair in role to support their work and there are also two Vice-Chairs in place. Some of the governors we met were not aware of the existence of the role of the Vice-Chairs, or they did not know what their responsibilities were and how these differed from those of the Deputy Chair. We suggest that these roles are clarified to the governors.	9A
S27	The Audit Committee should consider these improvements for their terms of reference: i. In relation to the financial statements, make explicit the Committee's responsibility to consider whether (i) the University has applied appropriate accounting policies, (ii) used appropriate estimates and judgements, and (iii) made suitable disclosures that are properly set in context; these are usual requirements for plc audit committees and are relevant to the Audit Committee, which has primary responsibility for the financial statements. ii. Also, in relation to the Committee's responsibilities for the annual financial statements, set out these responsibilities in the context of the Finance Committee's involvement, explaining the need for coordination between the two committees. iii. The Committee annually reviews its own effectiveness and its own terms of reference. This should be reported to the Court as part of its annual report to Court.	14B
S28	The Resources Committee should consider these improvements to their terms of reference: i. In addition to referring to the Committee's responsibilities in relation to the University's digital, estates and people strategies, include explicit reference to scrutinising the budget and five-year forecast prior to submission to Court. ii. In relation to the Committee's responsibilities for the framework for the salaries and reward of the University's employees, set this out in the context of the Remuneration Committee's role for that of the UEB, explaining the need for coordination between the two committees.	14B

Halpin recommendations and suggestions - no action taken

	Halpin Recommendation/Suggestion	Notes
R6	Court considers how it assures itself that it has oversight of the student experience and hears the student voice beyond representatives on Court.	Covered by PR3
R7	A stakeholder map and engagement strategy are developed that identify Westminster's key stakeholders, the strategy for engagement with them, key concerns that have arisen and who has primary responsibility for engagement with them. This will form a valuable part of the strategy development work that Westminster is undertaking.	Covered by PR3
S2	Court considers using the IMD model to explore and define its approach to strategy and its role in relation to it.	Duplicates R2
S13	The gap between appointment and commencement of a governor term should be minimised, even if there is overlap on the Court for a short time – as long as maximum numbers are not exceeded – to maximise the benefits of induction.	No action required. Exceptional practice with agreed rationale
S16	To further help the student governors prepare for their Court meetings, allow for one trusted senior member of SU colleagues to have access to the papers, or limited agenda items, just to help with their own briefing sessions.	No action required. Current practice is for the Clerk to the Court to brief student governors in preparation for Court meetings to ensure confidentiality is maintained
S20	Time should be allowed for all governors to meet without executive directors present before or after every meeting.	Suggestion rejected; the Chair will schedule a private meeting for all governors or independent governors only when strictly necessary
S21	The Chair endeavours to encourage the quieter members to contribute further.	Current practice
S22	Both executives and governors should be encouraged to be open to constructive challenge and to frame it as an opportunity to learn and improve. Governors should also be encouraged to be more persistent in their questioning if they consider that their questions have not been answered to their satisfaction, to effectively hold the executives to account	Covered by R18
S23	The website should be updated with the latest versions of the committees' terms of reference.	Covered by R25

S25	Members of all committees should be reminded to respond proactively to	Current practice
	acknowledging starred items and the Governance team should follow up with	
	members who have not replied.	