

APPROVED

MINUTES OF THE 236TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 5 JUNE 2019 IN ROOM CH1.14 CAVENDISH HOUSE, UNIVERSITY OF WESTMINSTER, 101 NEW CAVENDISH STREET.

PRESENT:	Mrs D Yeo (Interim Chair) Mr D Cheeseman (Deputy Chair) Mr J Bairamian Mr C Barnes Mr J Begg Dr P Bonfield Mr N Catterall Mr G Davies Dame K Dunnell Dame M Hogg Ms V James	Mr G Morley Mr P Murphy Ms L Naseem, UWSU Ms H Owen Professor F Ross Mr M Smith The Venerable Canon D Stanton Ms P Wales Ms MX Wang Mr S Wylie
IN ATTENDANCE:	Mr I Alzaid (Observer) Mr J Cappock (Company Secretary) Professor R Dannreuther Ms S Hills (Observer)	Mrs E McMillan (Clerk) Mr M Wigg (Minutes 236.2.1 to 236.2.8) Mr I Wilmot (Minute 236.5)
APOLOGIES:	Ms C Bernard Professor A Hughes	Ms L Phillips

236.1. ANNOUNCEMENTS

- 236.1.1. The Chair welcomed new governors Justin Bairamian, Fiona Ross and Mei Xin Wang, and observers Ibrahim Alzaid and Susie Hills to the meeting.
- 236.1.2. Apologies were noted as listed above.
- 236.1.3. Members noted a declaration of interest from Matthew Smith and Ibrahim Alzaid (observer) with regards to specific recommendations relating to Membership of the Court of Governors (Minute 236.7). The individuals left the room during the discussion of the relevant recommendation.
- 236.1.4. The Chair agreed a request to discuss starred agenda item 2.9 Capability policy and procedure (Minute 236.9) and confirmed there were no requests to discuss other starred agenda items (Minutes 236.10 to 236.17).
- 236.1.5. Members did not notify the Chair of any matters for discussion under agenda item 4 'Any other business' (Minute 236.18).
- 236.1.6. The Chair commented on uncertainty in the sector because of Brexit and the publication of the Augar report on the government's review of post-18 education and funding. The Chair noted that the University is proactively participating in the debate on such matters.
- 236.1.7. The Chair briefed members on her activities since the last meeting, including:
- update meetings with the Vice-Chancellor, other members of the executive and the Students' Union;

- discussions around revision of the Regent Street Cinema operating charter;
- a final probation meeting with the Vice-Chancellor, the result of which is that the Vice-Chancellor is confirmed in post;
- participation in the Committee of University Chairs Spring Plenary and AdvanceHE training sessions on chairing governing bodies and cyber security; and
- discussions with governors and other HE colleagues.

236.2. UNIVERSITY OF WESTMINSTER STUDENTS' UNION

- 236.2.1. The Deputy Vice-Chancellor (DVC) for Education introduced the proposed Code of Practice and Memorandum and Understanding between the University and the Students' Union (Document COG 190605A).
- 236.2.2. Members heard that the new document recognises the independent nature of the two organisations and reflects their shared values and goals and the requirements of the 1994 Education Act.
- 236.2.3. In response to a query from a member, the University of Westminster Students' Union (UWSU) Chief Executive Officer confirmed that there is a separate Code of Conduct for UWSU trustees in addition to the completion of Charity Commission checks for trustees.
- 236.2.4. **APPROVED** Code of Practice and Memorandum and Understanding to be adopted with effect from 1 July 2019.
- 236.2.5. The UWSU Chief Executive Officer and UWSU President presented the revised UWSU Articles of Association (Document COG 190605B), which have been approved by the Trustee Board.
- 236.2.6. A member queried the individual trustees' liability on winding up.
- 236.2.7. **APPROVED** Articles of Association to be adopted with effect from 1 July 2019.
- 236.2.8. Members noted the UWSU strategic development plan and block grant bid 2019-20 (Document COG 190605C), which has been agreed by the University Executive Board.
- 236.2.9. A member suggested that the short-term nature of appointments to the UWSU President role - and therefore to the student governor role - results in a lack of continuity and the loss of insight and experience developed over the one- or two-year term.
- 236.2.10. The Chair informed members that she meets not only with the UWSU President but also with her colleagues and the UWSU President confirmed that there is a thorough handover between Presidents.
- 236.2.11. **AGREED** Nominations Committee to consider continuity in the student governor role.

236.3. VICE-CHANCELLOR'S REPORT

- 236.3.1. Members received and noted the Vice-Chancellor's report (Document COG 190605B).
- 236.3.2. The Vice-Chancellor (VC) supplemented the written report with an oral update including:
- his views on the findings of the Augar Review of post-18 education and funding and confirmation that the University has planned for the impact of the recommendations should they be implemented;
 - engagement with businesses to discuss placements, the University's curriculum, employment and Westminster graduates;
 - the current student recruitment position; and

- the London Higher wellbeing, health and safety network and the launch, at Westminster, of a colleague wellbeing survey later this month.

- 236.3.3. The VC informed members that the DVC (Education) has decided to focus on his research interests as Professor of International Relations and to stand down from the DVC role. The Nominations Committee will lead the recruitment of a successor.
- 236.3.4. The VC informed members that the University has received confirmation of a successful application to be a degree apprenticeship primary provider.
- 236.3.5. Members discussed queries with the VC including the potential for a reduced student fee cap to result in reduced funding for the Higher Education sector and the extent to which current recruitment figures align with targets and performance compared with this time last year.
- 236.3.6. A member commended the VC for the structure of the report and asked that this format continue for future reports.
- 236.3.7. The VC informed members of the focus of the next University Executive Board (UEB) strategy day and agreed to report on the outcomes in his report to the next Court meeting. The Court suggested that the areas highlighted could contribute to the programme for the next Court away day (September 2019).

236.4. ESTATE STRATEGIC ROADMAP

- 236.4.1. The USCOO confirmed that he and colleagues have considered feedback from governors at the last Court meeting. He reported that the strategic document, while still a work in progress, has been substantially re-worked and re-focused as a roadmap and ambition for the University's physical estate. Members noted there will be considerable further consultation over the next few weeks prior to submission of the estate strategic roadmap to the July meeting of the Court.
- 236.4.2. The USCOO confirmed that the mapping work is conducted alongside academic planning activities and development of the University's digital strategy.
- 236.4.3. The USCOO gave members an overview of the format and content of the new document, which covers all three Colleges, Professional Services and funding for strategic estates developments. Reference will be made to student residential accommodation; a separate strategy is in development.

236.5. UNIVERSITY BUDGET 2019-20 AND FIVE-YEAR FORECAST

- 236.5.1. The Director of Finance introduced the proposed University 2019-20 budget and five-year forecast (Document COG 190605E).
- 236.5.2. The Director briefed members on the process to construct the proposed budget, which commences in November and is led by the University Planning Committee (UPC).
- 236.5.3. The Director informed members that since the Finance and Property Committee agreed to recommend the budget to the Court, UEB members agreed to propose a return to the higher level of contingency in 2019-20 and throughout the forecast period to ensure enough funds are available to support our strategic objectives in the context of funding uncertainties.
- 236.5.4. The Director highlighted to members that the forecast includes an element of growth in student numbers and a consequent increase in costs. The Director confirmed that the forecast does not reflect the potential impact of Brexit or the implementation of the recommendations of the Augar review and reiterated that the University has modelled such impacts and is in a sound financial position to invest in mitigations.

APPROVED

- 236.5.5. The Director highlighted projected cash generation and capital expenditure over the five-year period.
- 236.5.6. A member queried whether action has been taken since the last meeting to explore opportunities to reduce interest on borrowings. The Director briefed member on action taken and noted that the University's borrowing has reduced by £25 million during the period.
- 236.5.7. In response to a member's query the Director explained that the University is prudent in student number forecasts and has not budgeted for the full potential recruitment when the current demographic dip reverses.
- 236.5.8. Members discussed with the Director the nature of the contingency and the reasons for reintroducing a higher level after discussions to the contrary at the recent Finance and Property Committee meeting.
- 236.5.9. A member queried whether the recruitment position is broadly the same across all Schools. The VC provided a brief overview of the position in each College and confirmed that he will report to the Court openly on any issues of recruitment performance in specific Schools or Colleges. The USCOO reported that the UPC will consider targets for Clearing next week.
- 236.5.9.1. ACTION USCOO** to report to the next meeting on student recruitment; the report is to include comparison between actual recruitment numbers and the target numbers used to prepare the University budget 2019-20.
- 236.5.10. **APPROVED** Members approved the University income and expenditure budget for 2019-20.
- 236.5.11. **AGREED** Five year forecast and commentary to be submitted to the Office for Students.
- 236.6. EFFECTIVENESS REVIEW UPDATE**
- 236.6.1. Members received an update on the progress of the governance effectiveness review, which included the tender proposal from the successful supplier – the Halpin Partnership (Document COG 190605F).
- 236.6.2. The Chair thanked all governors who expressed an interest in joining the Working Group and informed members that she has postponed the initial meeting of the Group from 22 May to 18 June to enable the newly appointed consultant to attend.
- 236.6.3. The Chair introduced Susie Hills, Joint CEO and Project Director at the Halpin Partnership, to members, noting that Susie and her colleague will observe meetings of all the committees of the Court over the next four months.
- 236.6.4. The Clerk to the Court invited all governors to sign up after the meeting for a time for a phone interview with the consultants. The VC encouraged governors to be open and honest during their interviews and to speak about any concerns or annoyances, however small.
- 236.6.5. The VC informed members of feedback from other VCs at a recent event on the importance of good governance, an effective governing body culture and shared core values.
- 236.6.6. A member noted that the Working Group's terms of reference do not refer explicitly to a review of how representative the Court is - in terms of diversity - of our student body.
- 236.6.6.1. ACTION Effectiveness Review Working Group** to discuss this point when reviewing the Group's terms of reference at the first meeting.
- 236.6.7. **RESOLVED** Members delegate authority to the Effectiveness Review Working Group to amend the Group's terms of reference.

236.7. MEMBERSHIP OF THE COURT OF GOVERNORS

- 236.7.1. Members received and considered recommendations from the Nominations Committee for appointments to the Court (Document COG 190605G).
- 236.7.2. As noted in 236.1.3 above, the relevant individuals left the room when their own position was considered.
- 236.7.3. **APPROVED** Matthew Smith to be re-appointed as an independent governor for a three-year term from 28 November 2019 to 27 November 2022.
- 236.7.4. **APPROVED** Ibrahim Alzaid to be appointed as a co-opted (student) governor for a one-year term from 1 July 2019 to 30 June 2020.

236.8. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 236.8.1. **AGREED** The minutes of the Court of Governors meeting held on 20 March 2019 (Document COG 190605H) were agreed as an accurate record.
- 236.8.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 190605I).
- 236.8.3. **Estate Strategy (Action 235.4.4.1):** Members noted that the Clerk to the Court circulated the list of University properties to members of Finance and Property Committee on 9 April 2019.
- 236.8.4. **Donor and sponsor relations policy (Minute 235.7):** **RATIFIED** Members confirmed the nomination of Interim Chair to the Court, Mrs Di Yeo, as independent governor member on the Gift Acceptance Panel.
- 236.8.5. **Graduation ceremony (Action 235.15.1.1):** The Clerk to the Court circulated the details of the graduation ceremony to governors on 5 April 2019. A governor reported under item 4 'Any other business' that this ceremony was a terrific event and the best he had attended.
- 236.8.6. **Value for money report (Minute 234.1.4):** Members noted the response from the Director of Finance given to the Audit Committee in response to the query raised by a governor at the previous Court meeting.

236.9. CAPABILITY POLICY AND PROCEDURE

- 236.9.1. Members received the revised Capability policy and procedure (Document COG 190605K), which is recommended by the HR Committee following consultation with the Unions and agreement by UEB.
- 236.9.2. A member suggested that paragraph 6.2.2 in the section on Confidential and Records should refer to a process whereby the staff member has an opportunity to agree the manager's record of an informal meeting.
- 236.9.3. A member raised a concern that the University is introducing a new policy on capability before introducing the new policy for personal development reviews. The USCOO confirmed that the document is a revision of the existing capability procedure as incorporated within the Managing performance policy, which will be defunct on adoption of this policy.
- 236.9.4. **APPROVED** The revised Capability policy and procedure is to be adopted from 6 June 2019 subject to the addition of a phrase in paragraph 6.2.2 confirming that the staff member will have an opportunity to comment on the manager's written summary of any informal discussions and, where the staff member disagrees with the manager's record, this disagreement will also be kept on record.

236.10. REMUNERATION COMMITTEE TERMS OF REFERENCE

236.10.1. Members received a proposal to revise the terms of reference to expand the remit of the Remuneration Committee to include all members of UEB (Document COG 190605J).

236.10.2. **APPROVED** Revised terms of reference to be adopted with effect from 6 June 2019.

236.11. FINANCE POLICIES

236.11.1. Members received updated Anti-bribery and Anti-money laundering policies (Document COG 190605L), recommended by the Audit Committee.

236.11.2. **APPROVED** Revised Anti-bribery and corruption policy to be adopted with effect from 6 June 2019.

236.11.3. **APPROVED** Revised Anti-money laundering policy (proceeds of crime) to be adopted with effect from 6 June 2019.

236.12. HONORARY AWARD NOMINEES

236.12.1. Members received and considered nominees for receipt of honorary awards (Document COG 190605M), who are recommended by the Nominations Committee.

236.12.2. **APPROVED** The following nominees will be invited to receive an honorary award from the University:

- Dr Colin Gleeson (Fellow), nominated by a co-opted (staff) governor
- James Wates CBE (D.Litt), nominated by the Interim Chair to the Court

236.13. MANAGEMENT ACCOUNTS REPORT

236.13.1. Members received the management accounts for March 2019 (Document COG 190605N). The report covers Period 8 of the financial year 2018-19 and has been considered by the Finance and Property Committee.

236.14. EXTERNAL AUDIT OPERATIONAL PLAN AND STRATEGY 2018-19

236.14.1. Members received the external audit plan and strategy for the financial year 2018-19 (Document COG 190605O), which has been approved by the Audit Committee.

236.15. REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL

236.15.1. Members received the Register of people with significant control (Document COG 190605P) and noted the updated annex (persons with significant control not included on the register due to excepted roles).

236.16. SUB-COMMITTEE ACTIVITY REPORT

236.16.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 190605Q):

- Audit Committee - 9 April 2019
- Academic Council - 10 April 2019
- HR Committee - 24 April 2019
- Remuneration Committee - 1 May 2019
- Finance and Property Committee - 9 May 2019
- Nominations Committee - 22 May 2019

236.17. DATES OF FUTURE MEETINGS

236.17.1. Court of Governors

17 July 2019 3.00pm

4 September 2019 12noon (away day)

2 October 2019 3.30pm

27 November 2019 3.30pm

18 March 2020 3.30pm

3 June 2020 3.30pm

15 July 2020 3.30pm

Meetings may be preceded by briefings from 3.00pm.

236.17.2. Graduation ceremonies

Monday 8 July 2019

Tuesday 9 July 2019

Wednesday 10 July 2019

Monday 11 November 2019

Monday 25 November 2019

Unless stated otherwise, ceremonies take place at the Royal Festival Hall.

236.18. ANY OTHER BUSINESS

236.18.1. The VC encouraged governors to follow University accounts on Twitter, Facebook and/or Instagram to find out what events are coming up and to get involved with the shows and events particularly at this time of year. A member requested a list of useful Twitter handles.

236.18.2. In response to a member's query, the VC welcomed governors' comments about University events they have attended etc on Twitter, noting that the University will inform governors of matters in the press where comment is inappropriate. The Chair reminded members of the need to respect the confidentiality of Court and committee business and discussions when commenting publicly in forums such as social media.

236.18.3. Members requested earlier notification of University events as late notification often prevented involvement due to other commitments.

236.18.3.1. ACTION Clerk to the Court to request confirmation from governors for attendance at the July ceremonies.

236.18.4. On behalf of the Court, the Chair thanked co-opted (student) governor Lareb Naseem – who retires from the role on 30 June - for her valued contribution to the Court and the University. Lareb told members it had been an absolute pleasure and honour to sit on the Court over the past year and encouraged members to keep students' values and needs at the top of their priorities.