

APPROVED

MINUTES OF THE 235TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 20 MARCH 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 C Barnes Mr J Begg Ms C Bernard Dr P Bonfield Mr N Catterall Mr G Davies Dame K Dunnell	Professor A Hughes (to Minute 235.5.15) Mr G Morley Mr P Murphy Ms L Naseem, UWSU (from Minute 235.3) Ms H Owen Mr M Smith Ms P Wales Mr S Wylie
IN ATTENDANCE:	Mr J Cappock (Company Secretary) Professor R Dannreuther (from Minute 235.2)	Mr C Hinge (Minute 235.4) Mrs E McMillan (Clerk)
APOLOGIES:	Dame M Hogg Ms V James	Ms L Phillips The Venerable Canon D Stanton

235.1. ANNOUNCEMENTS

- 235.1.1. The Chair welcomed governors to the meeting.
- 235.1.2. Apologies were noted as listed above.
- 235.1.3. Members noted a declaration of interest from Matthew Smith and Diane Yeo with regards to specific recommendations relating to Membership of the Court of Governors (Minute 235.5). The individuals left the room during the discussion of the relevant recommendation.
- 235.1.4. The Chair confirmed there were no requests to discuss starred agenda items (Minutes 235.7 to 235.14).
- 235.1.5. Members did not notify the Chair of any matters for discussion under agenda item 4 'Any other business' (Minute 235.15).
- 235.1.6. 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 President
 - Regent Street Cinema Advisory Board
 - Interviews with potential governors and independent committee members (non-governor)
 - Committee of University Chairs new Chairs event
 - Discussions with governors and other HE colleagues
- 235.1.7. The Chair invited members to contact her directly should they have matters they wish to discuss between meetings.

235.1.8. The Chair reminded members of the importance of confidentiality relating to Court discussions and invited the Vice-Chancellor to brief members on a confidential matter.

235.2. VICE-CHANCELLOR'S REPORT

235.2.1. Members received and noted the Vice-Chancellor's report (Document COG 190320A).

235.2.2. The Vice-Chancellor (VC) supplemented the written report with an oral update including:

- developments in the HE sector, including the Augar Review;
- engagement with groups such as London Higher, Universities UK (UUK) and Universities and Colleges Employers Association (UCEA);
- the work of the London Higher Health and Wellbeing Group, which he Chairs;
- internal developments including a suggestion that oversight of various elements of the University's emerging Digital strategy should appear in the terms of reference of a variety of committees.

235.2.3. The VC assured members of the actions being taken to mitigate risks and address potential issues facing the sector. He also provided a summary of key risks relating to governance identified at a recent UUK event.

235.2.4. Members discussed with the VC queries including:

- whether the Office for Students' (OfS) are likely to follow Ofsted to look at the substance of education not focusing solely on outcomes in isolation;
- whether there is a concerted effort amongst HE institutions to counter statements about shortcomings of the sector; and
- if and when the Government may extend the time graduates may be allowed to stay in the UK.

235.3. MANAGEMENT ACCOUNTS REPORT

235.3.1. The University Secretary and Chief Operating Officer (USCOO) presented the management accounts for January 2019 (Document COG 190320B). The report covers Period 6 of the financial year 2018-19 and has been considered by the Finance and Property Committee.

235.3.2. The USCOO reported that the forecast outturn before exceptional items (disposal of a University property) is in line with budget and that the balance sheet, cash and liquidity positions are strong. The USCOO confirmed to members that the University remains loan covenant compliant.

235.3.3. Members discussed with the USCOO queries including self-funded student fee debt; underspend on estates and capital projects; and the reduction in the 'below the line' contingency.

235.4. ESTATE STRATEGY

235.4.1. The USCOO presented a report on development of the Estate strategy (Document COG 190320C).

235.4.2. The USCOO highlighted the extent of the work completed to date, in particular auditing the size and state of the current estate, noting that the University has now the information needed to produce an Estate strategy that flows from the University strategy.

235.4.3. The Director, Estates Planning and Services briefed members on four key areas of development and the priority projects, and on a number of other priority projects.

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235.4.4. Members expressed their frustration that the final Estate strategy had not yet been produced - meaning that governors did not have strategic aims against which to judge whether the proposed priority projects are the right ones - and that requests for information such as an accurate list of all University buildings have not been met.

235.4.4.1. ACTION Director of Estates Planning and Services to provide members of the Finance and Property Committee with an accurate list of the University's buildings.

235.4.5. The VC confirmed that the paper is an update on the current position and not the final strategy for approval as stated on the original meeting agenda. He reiterated also that significant progress has been made in the last 9-12 months and, as a result of the consultants' work, the University is in a much stronger position. The next step is to ensure that the Estate strategy reflects the needs of the College strategies, aligns with the Student residential accommodation strategy, and identifies how our physical assets enable delivery of the University strategy.

235.4.6. A member suggested that the paper is viewed as a framework for production of the final strategy.

235.4.7. The VC informed members that governors have been involved in discussions as part of the Estate Advisory Group and Finance and Property Committee, and that further thought would be given to how the emerging strategy is communicated to governors and other stakeholders.

235.4.7.1. ACTION USCOO to confirm the timing and process to finalise the strategy including how governors will be informed and consulted prior to submission for approval.

235.5. GOVERNANCE MATTERS

Membership of the Court and committees

235.5.1. Members received and considered recommendations from the Nominations Committee for appointments to the Court and its committees (Document COG 190320D).

235.5.2. As noted in 235.1.3 above, the relevant individuals left the room when their own position was considered.

235.5.3. Members noted that Nominations Committee selected the nominees for independent governor and independent committee member (non-governor) roles from a diverse group of candidates from a wide range of backgrounds.

235.5.4. **APPROVED** Justin Bairamian to be appointed as an independent governor for an initial three-year term from 1 April 2019 to 31 March 2022.

235.5.5. **APPROVED** Mei Xin Wang, Lady Farrell to be appointed as an independent governor for an initial three-year term from 1 April 2019 to 31 March 2022.

235.5.6. **APPROVED** Fiona Ross to be appointed as an independent governor for an initial three-year term from 1 April 2019 to 31 March 2022.

235.5.7. Members noted that one vacancy for an independent governor remains.

235.5.8. **APPROVED** Apwinder Foster to be appointed as an independent committee member (non-governor) for the Audit Committee for an initial three-year term 1 April 2019 to 31 March 2022.

235.5.9. **APPROVED** Matthew Appleton to be appointed as an independent committee member (non-governor) for the Remuneration Committee for an initial three-year term 1 April 2019 to 31 March 2022.

- 235.5.10. Members noted that a vacancy for an independent committee member (non-governor) remains.
- 235.5.11. **APPROVED** Matthew Smith to be appointed as Chair to Audit Committee for an initial three-year term from 1 April 2019 to 31 March 2022.
- 235.5.12. Members considered the proposal from the Nominations Committee for the term of office for the appointment of Diane Yeo to the role of Interim Chair to the Court of Governors. Members discussed whether a 12 or 18 month period would be appropriate noting that the Interim Chair is expected to lead the proposed effectiveness review and that it is necessary to allow sufficient time for a succession plan to be agreed; for an open, transparent and robust recruitment process to take place; and – if necessary – to allow the Chair Designate a transitional period as an independent governor prior to taking on the role.
- 235.5.13. In response to a member's query, members of Nominations Committee confirmed that the Committee will consider outcomes from the effectiveness review prior to commencing the process to recruit a new Chair. This will ensure the requirements and selection criteria for the role are specified to meet the governance needs of the University.
- 235.5.14. Members noted that Diane Yeo retains her substantive role as Deputy Chair to the Court during her period as Interim Chair to the Court.
- 235.5.15. **AGREED** Diane Yeo to remain as Interim Chair to the Court for a period of 18 months (to end September 2020); such a period is subject to review according to the needs of the process to recruit and induct a new Chair.

Role descriptions

- 235.5.16. **AGREED** Role description for Member of the Court of Governors to be adopted with immediate effect.
- 235.5.17. **AGREED** Role description for Independent committee member (non-governor) to be adopted with immediate effect.
- 235.5.18. Members noted that both role descriptions will be subject to review as part of the effectiveness review.

Effectiveness review

- 235.5.19. **AGREED** The effectiveness review due in 2020-21 is to be brought forward to the 2018-19 and will be led by an Effectiveness Review Working Group with terms of reference and membership as proposed (Document COG 190320E).
- 235.5.20. The Chair invited independent governors and staff governors to express an interest should they wish to join the Working Group and to contact her with any recommendations for external consultants or the independent member from another HE institution's governing body.

Governance and values – professional development programme

- 235.5.21. Members noted the new professional development programme agreed by the Nominations Committee (Document COG 190320F).
- 235.5.22. The Clerk confirmed that existing members are expected to complete the mandatory elements of the induction programme as well as newly appointed governors.

HE Code of Governance – 2018 update

235.5.23. **AGREED** Members reconfirmed adoption of the HE Code of Governance (Document COG 190320G).

235.5.24. The Chair informed members that the Committee of University Chairs are currently conducting a review of the Code.

235.6. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

235.6.1. **AGREED** The minutes of the Court of Governors meeting held on 28 November 2018 (Document COG 190320H) were agreed as an accurate record.

235.6.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 190320I).

235.6.3. **Audit Committee annual report the Court (Action 234.2.5.1):** The Clerk confirmed that the Court online Reading Room now includes a sub-folder with all internal audit review reports.

235.6.4. **Annual assurance of academic quality and standards (Action 234.5.4.1):** The Deputy Vice-Chancellor (Education) provided information to governors on the percentage of graduates receiving good honours by email on 20 December 2018.

235.6.5. **Treasury management policy (Minute 234.17): APPROVED** Treasury Management policy to be updated removing the requirement for a minimum level of liquid cash reserves. Members received assurance that the Director of Finance will continue to ensure through management of finances that the University has the minimum cash required to cover operating costs.

235.6.6. **Vice-Chancellor's report (Action 233.2.3.1):** The organogram of University Executive Board (UEB) members' roles and responsibilities has been submitted for publication on the University website.

235.6.7. **Membership of the Court of Governors (Action 232.15.6.1):** The nominees' CVs are available on the Court of Governors SharePoint site.

235.6.8. **Effectiveness review outcomes report (Action 231.8.2.2):** Governor CVs are available to UEB members (and governors) in the Governance folder in the Court SharePoint site.

235.6.9. **Transformation programme (Action 229.6.16.1):** Equality impact assessments for each department and a summary for the University as a whole have been added to the Court's online Reading Room.

235.6.10. **Minutes from preceding committee meetings (Actions 226.12.1.1 and 226.12.2.1):** The Clerk has uploaded the sub-committee minutes and the summary report to the relevant folder on the Court SharePoint site.

235.7. DONOR AND SPONSOR RELATIONS POLICY

235.7.1. **APPROVED** The updated Donor and sponsor relations policy (Document COG 190320J) is to be adopted from 1 April 2019.

235.7.2. **AGREED** Members confirmed the terms of reference and membership of the Gift Acceptance Panel.

235.8. COMPLAINTS POLICY AND PROCEDURE – COURT OF GOVERNORS

235.8.1. **APPROVED** The new Complaints policy and procedure – Court of Governors (Document COG 190320K) is to be adopted with immediate effect.

235.9. FEE STRATEGY PROPOSALS 2020-21

235.9.1. Members received detailed proposals for 2020-21 fees (Document COG 190320M), which are recommended by the Finance and Property Committee.

235.9.2. **APPROVED** Fees framework to be implemented for the upcoming recruitment cycle.

235.9.3. Members did not receive proposed fees for the MBA and RIBA Part 3. These fees, and any other fees not specified in the paper, are subject to consideration by the Finance and Property Committee.

235.10. HONORARY AWARD NOMINEES

235.10.1. Members received and considered nominees for receipt of honorary awards (Document COG 190320M), who are recommended by the Nominations Committee.

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

- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]

235.11. UNIVERSITY OF WESTMINSTER STUDENTS' UNION FINANCIAL STATEMENTS

235.11.1. Members received the University of Westminster Students' Union financial statements to 31st July 2018 (Document COG 190320N), which had been considered by the Finance and Property Committee.

235.12. ANNUAL STUDENT DISCIPLINARY REPORT 2017-18 – SUSPENSIONS AND EXPULSIONS

235.12.1. Members received the Annual student disciplinary report 2017-18 (Document COG 181003O), which reports on the student disciplinary casework conducted during 2017-18 and the details of cases which led to suspension and exclusion. The report had previously been received by the Teaching Committee.

235.13. SUB-COMMITTEE ACTIVITY REPORT

235.13.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 190320P):

- Academic Council – 5 December 2018
- Remuneration Committee – 12 December 2018
- Finance and Property Committee – 30 January 2019
- Academic Council – 6 February 2019
- Nominations Committee – 27 February 2019

235.13.2. Members noted that the report was prepared and circulated prior to the Finance and Property Committee meeting on 14 March 2019 therefore the outcomes of that meeting were not included.

235.14. DATES OF FUTURE MEETINGS

235.14.1. **Court of Governors**
5 June 2019 3.30pm
17 July 2019 3.30pm

Meetings may be preceded by briefings from 3.00pm.

235.14.2. **Graduation ceremonies**
Wednesday 24 April 2019 at the Marylebone Campus
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.

235.14.3. Members noted the meeting schedule for 2019-20 (Document 190320Q). The Chair asked members to add relevant dates to their diaries.

235.15. ANY OTHER BUSINESS

235.15.1. A member queried the start time for the graduation ceremony on 24 April.

235.15.1.1. ACTION Clerk to circulate details of the ceremony to governors.

235.15.2. Members requested that at least one future meeting or away day takes place at the other sites to enable governors to experience the breadth of the University estate.

235.15.3. Members thanked Diane Yeo for taking on leadership of the effectiveness review.