

APPROVED

MINUTES OF THE 233RD MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 3 OCTOBER 2018 IN ROOM CH1.14 CAVENDISH HOUSE, UNIVERSITY OF WESTMINSTER, 101 NEW CAVENDISH STREET.

PRESENT:	Mr D Cheeseman (Deputy Chair)	Mr G Morley
	Mr C Barnes	Mr P Murphy
	Mr J Begg (minutes 233.1 to 233.7)	Ms L Naseem, UWSU
	Ms C Bernard	Ms H Owen
	Dr P Bonfield	Mr M Smith
	Mr G Davies	The Venerable Canon D Stanton
	Dame K Dunnell (minutes 233.1 to 233.9)	Ms P Wales
	Dame M Hogg	Mr J Wates
	Ms V James	Mrs D Yeo (Deputy Chair)
IN ATTENDANCE:	Mr J Cappock	Professor A Hughes (minutes 233.1 to 233.5)
	Professor R Dannreuther	Mrs E McMillan (Clerk)
APOLOGIES:	Mr S Hart (Chair)	Mr S Wylie
	Ms L Phillips	

Clerk's note: This meeting of the Court of Governors was preceded by a presentation from the University of Westminster Students' Union sabbatical team and Chief Executive Officer on their priorities for the 2018-19 academic year.

233.1. ANNOUNCEMENTS

- 233.1.1. David Cheeseman, a Deputy Chair to the Court, chaired the meeting in the absence of the Chair, Stephen Hart.
- 233.1.2. Apologies were noted as listed above.
- 233.1.3. Members noted a declaration of interest from Karen Dunnell, Alexandra Hughes, Matthew Smith and Diane Yeo with regards to specific proposals relating to Membership of the Court of Governors (Minute 233.6). The individuals left the room during the discussion of the relevant proposals.
- 233.1.4. The Meeting Chair agreed a request to discuss agenda items 2.7 Code of Practice on Freedom of Speech (Minute 233.8); 2.8 University capital expenditure budget 2018-19 (Minute 233.9), 2.9 Committee terms of reference (Minute 233.10) and 2.12 Management accounts report (Minute 233.13). The Meeting Chair confirmed that there were no requests to discuss the remaining starred items (refer to Minutes 233.11, 233.12 and 233.14-17).
- 233.1.5. Members did not notify the Meeting Chair of any matters for discussion under agenda item 4 'Any other business' (refer to Minute 233.18).
- 233.1.6. The Meeting Chair informed the Court that the deadline for submission of feedback to the Clerk to the Court on the recent away day is Friday 5 October 2018.

233.2. VICE-CHANCELLOR'S REPORT

- 233.2.1. Members received and noted the Vice-Chancellor's report (Document COG 181003A), which includes a summary of the allocation of leadership roles and responsibilities to members of the University Executive Board (UEB).
- 233.2.2. The Vice-Chancellor (VC) supplemented the written report with an oral update on the annual meeting of VCs; his role as Chair of a taskforce for London-based universities on student and staff wellbeing; and the University's financial and recruitment position.
- 233.2.3. Introducing the roles and responsibilities summary, the VC informed members that it documents clear accountabilities for each role/individual linked to the refreshed University strategy.
- 233.2.3.1. **ACTION Human Resources and Organisational Development** team to produce a simple organogram of the UEB members' roles and responsibilities to be published on the University website.
- 233.2.4. Members discussed with the VC queries regarding leadership responsibility for valuing and developing staff; management accountability throughout the organisation for staff performance and development; and degree apprenticeships.
- 233.2.5. Members noted a statement from a staff governor that staff unions are challenging the level of pay increases and informed the Court that the cumulative effect of pay rises since 2009 is a loss in real terms of 19% of income.

233.3. THE REFRESHED UNIVERSITY STRATEGY

- 233.3.1. Members received and considered the refreshed University strategy to 2023 (Document COG 181003B), which has been refined in light of the full discussions that took place at the joint Court and UEB away day on 12 September 2018.
- 233.3.2. The VC tabled examples of the designed strategy document for members to view and provided an overview of the communications plan for the refreshed strategy.
- 233.3.3. The VC reiterated the importance of the three core values – progressive, compassionate and responsible – and informed members of the intention to provide training and professional development for the Court, UEB and throughout the organisation to ensure these values are embedded.
- 233.3.4. **APPROVED** Refreshed strategy to be implemented and communicated with immediate effect.

233.4. STUDENT EDUCATIONAL EXPERIENCE

- 233.4.1. Members received and considered a report from the Deputy Vice-Chancellor (Education) on the approach taken by the University to support and enhance the student experience (Document COG 181003C).
- 233.4.2. The Deputy Vice-Chancellor (DVC) informed the Court that UEB recognise – and are focusing on - the student experience issues that need to be addressed. He presented to members how the University understands, measures and evaluates the student experience, and the action being taken to address the issues identified. In both cases, the student experience is divided into three elements - student satisfaction; student engagement; and student outcomes.
- 233.4.3. Members discussed with the DVC queries regarding what we can do to support students to engage with University life and with the city around us; the staff view that their efforts do not correlate with the student satisfaction survey outcomes; the frequency of student satisfaction

surveys/evaluations; whether or not a focus on specific National Student Survey (NSS) questions could improve NSS outcomes; the impact – positive or negative – of part-time visiting lecturers on the student experience; and the need to communicate to students what action is taken in response to their feedback (not just through the NSS but throughout their time at the University).

233.4.4. The VC explained to members how UEB are monitoring and being held to account for improvements in the student experience. He confirmed also the intention to provide a report to each meeting of the Court of the metrics and the progress colleagues have made in this area.

233.4.5. With reference to an earlier comment about getting the basics right, the student governor reported a recent occasion where there was a slow response time for first aid support. The VC confirmed that this is being followed up by the University management.

233.5. TRANSFORMATION PROGRAMME CLOSURE REPORT

233.5.1. Members received and considered the Transformation programme closure report (Document COG 181003D), which summarises progress made on all transformation projects and is endorsed by UEB.

233.5.2. Members noted the significant impact that the transformation programme had on staff and students and that a key output of the programme is the removal of need for focused dialogue with the Office for Students (OfS).

233.5.3. The Court expressed their thanks to Professor Graham Megson, Acting Vice-Chancellor, for his leadership of the transformation programme. A staff governor requested that the minutes record his view that the executive team played a role in creating a situation where there was a need for such a programme.

233.5.3.1. ACTION Meeting Chair to send a thank you letter to Professor Megson on behalf of the Court.

233.5.4. In response to a member's query, the University Secretary and Chief Operating Officer (USCOO) confirmed that the planning process will inform the Marketing strategy and that the University will soon advertise for a Director of Marketing.

233.5.5. A member queried whether UEB review what the University did well and what they may have done better in implementing the transformation plan. The USCOO noted that some of this is reported in the Lessons learned section of the closure report.

233.5.6. **AGREED** Members confirmed final sign off and closure of the transformation programme.

233.5.7. Members thanked the USCOO for his contribution to implementation of the transformation programme.

233.6. MEMBERSHIP OF THE COURT AND COMMITTEES

233.6.1. Members received and considered recommendations from the Nominations Committee for appointments to the Court and its committees (Document COG 181003E).

233.6.2. As noted in 233.1.3 above, the relevant individuals left the room when their own position was considered.

233.6.3. **APPROVED** Nicholas Catterall, the professional support staff's nominee, to be appointed as a co-opted (staff) member of the Court for an initial three-year term of office from 4 October 2018 to 3 October 2021.

APPROVED

- 233.6.4. **APPROVED** Alexandra Hughes, the VC's nominee for the nominal role of Provost, to be appointed as an ex-officio member of the Court with effect from 4 October 2018.
- 233.6.5. **APPROVED** Jonathan Stockdale, the VC's nominee, to be appointed as a member of the HR Committee with effect from 4 October 2018.
- 233.6.6. **APPROVED** Karen Dunnell to be re-appointed as Deputy Chair to the Remuneration Committee for a second term from 28 November 2018 to 27 November 2020.
- 233.6.7. **APPROVED** Matthew Smith to be re-appointed as Deputy Chair to the Audit Committee for a second term from 31 March 2019 to 30 March 2021.
- 233.6.8. **APPROVED** Diane Yeo to be re-appointed as Deputy Chair to the Nominations Committee for a third and final term from 1 June 2019. Members noted that Diane's tenure as Deputy Chair to the Court concludes on 4 October 2020, therefore she will not complete the full two-year term of office as Deputy Chair to Nominations Committee
- 233.6.9. **RESOLVED** Members delegate authority to Nominations Committee to appoint one or more non-governor members for Audit Committee.
- 233.6.10. Members noted that the position for an independent member (arising from 27 November 2018) will be held vacant for a period of four months to allow members of Nominations Committee to consider the outcomes of the latest round of informal meetings prior to making their recommendation.
- 233.6.11. **APPROVED** Members gave permission for Matthew Smith and Charlotte Valeur to be absent for three consecutive meetings of the Court.

233.7. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 233.7.1. **AGREED** The minutes of the Court of Governors meeting held on 18 July 2018 (Document COG 181003F) were agreed as an accurate record.
- 233.7.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 181003G).
- 233.7.3. **Estate strategy progress update (Actions 232.2.3.1, 232.2.5.1 and 232.2.10.1):** Members noted that the Finance and Property Committee discussed the potential tax implications of the change of use and the nominees for the Estate Advisory Group at the meeting held on 20 September 2018 (refer to Document COG 181003P and the full meeting minutes in the Court of Governors Reading Room).
- 233.7.4. **Delegation of authority of power to dismiss (Action 232.9.2.1):** Members noted that the Clerk has updated Standing Order 2 and published the updated document on the University website.
- 233.7.5. **Membership of the Court of Governors (Action 232.15.6.2):** Members noted that the Nominations Committee discussed equality and diversity at the meeting held 19 September 2018 (refer to Document COG 181003P and the full meeting minutes in the Court of Governors Reading Room).
- 233.7.6. **Effectiveness review outcomes report (Action 231.8.2.1):** The Chair to the Court announced the link governor allocations at the Court away day on 12 September 2018.

233.8. CODE OF PRACTICE ON FREEDOM OF SPEECH

- 233.8.1. Members received and considered the updated Code of practice (Document COG 181003H), which is recommended by UEB.

APPROVED

233.8.2. A member proposed that the Code includes an explicit statement that gender segregation is not acceptable other than for religious purposes.

233.8.2.1. **ACTION DVC (Education)** to work with the Students' Union to consider the matter and return with an amendment for Court approval if considered appropriate.

233.8.3. **APPROVED** Updated Code of practice to be adopted as presented with immediate effect.

233.9. UNIVERSITY CAPITAL EXPENDITURE BUDGET 2018-19

233.9.1. Members received and considered the proposed capital expenditure budget (Document COG 181003I), which is recommended by the Finance and Property Committee.

233.9.2. A member queried why the Information Management Group postponed a decision on the request for additional funding for a project to achieve more efficient management of counselling caseloads and an increased opportunity to intercede with students with mental health conditions.

233.9.2.1. **ACTION USCOO** to identify the rationale for a decision on this project being postponed and report back to the Court.

233.9.3. **APPROVED** Members confirmed the University capital expenditure budget 2018-19 as presented.

233.10. COMMITTEE TERMS OF REFERENCE AND MEMBERSHIP

233.10.1. Members received and considered proposals for updates to the Audit Committee and the Nominations Committee terms of reference (Document COG 181003J), which are recommended by the relevant committee.

233.10.2. **APPROVED** Audit Committee terms of reference and membership to be amended as presented with immediate effect.

233.10.3. **AGREED** In response to a query from a staff governor members considered that when a vacancy arises for an academic staff governor in the Committee membership; the Nominations Committee should consider which of the two co-opted academic staff governors would be the most appropriate member and to make a recommendation to the Court accordingly.

233.10.4. **APPROVED** Nominations Committee terms of reference and membership to be amended as presented - subject to the amendment agreed above - with immediate effect.

233.11. HONORARY AWARD NOMINEES

233.11.1. Members received and considered a nominee for receipt of an honorary award (Document COG 181003K), which is recommended by the relevant committee.

233.11.2. **APPROVED** Richard Boden will be invited to receive an honorary award (D.Arts) from the University.

233.12. DRAFT SCHEDULE OF BUSINESS 2018-19

233.12.1. **AGREED** Members agreed the schedule of business for 2018-19 (Document COG 181003L).

233.13. MANAGEMENT ACCOUNTS REPORT

- 233.13.1. Members received the abbreviated management accounts for July 2018 (Document COG 181003M). The report covers Period 12 of the financial year 2017-18 and has been considered by the Finance and Property Committee.
- 233.13.2. In response to a query from a member, the Clerk to the Court explained that the report was presented for note and not discussion as the end of year figures have not yet been audited and the Court will review the end of year position in detail at the next meeting.
- 233.13.3. The Chair, Finance and Property Committee thanked the University staff for all the work that had gone in to achieve the end of year results.

233.14. RISK MANAGEMENT POLICY AND PROCEDURES

- 233.14.1. Members received the updated policy and procedures (Document COG 181003N), which were approved by the Audit Committee for implementation from September 2018.

233.15. INTERNAL AUDIT PLAN 2018-19

- 233.15.1. Members received the Internal audit plan (Document COG 181003O), which was approved by the Audit Committee for implementation from September 2018.

233.16. SUB-COMMITTEE ACTIVITY REPORT

- 233.16.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 181003P):
- Audit Committee – 4 September 2018
 - Nominations Committee – 19 September 2018
 - Finance and Property Committee – 20 September 2018

- 233.16.2. Members noted that the full minutes from sub-committee meetings are now stored in the Court of Governors Reading Room.

233.17. DATES OF FUTURE MEETINGS

- 233.17.1. **Court of Governors**
28 November 2018 3.30pm
20 March 2019 3.30pm
5 June 2019 3.30pm
17 July 2019 3.30pm

Meetings may be preceded by briefings from 3.00pm.

- 233.17.2. **Graduation ceremonies**
Monday 12 November 2018
Monday 26 November 2018

Ceremonies take place at the Royal Festival Hall.

233.18. ANY OTHER BUSINESS

- 233.18.1. On behalf of the Court, the Meeting Chair thanked James Wates for his significant contribution to the Court during his tenure as a governor and a member of the Finance and Property Committee.