

MINUTES OF THE 268TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 8 OCTOBER 2025 IN ROOM C.100A, COPLAND BUILDING, NEW CAVENDISH STREET

PRESENT:	Professor L Berry (Chair) Mr J Ball Miss V Barton, UWSU Mr A Bertone ¹ Professor P Bonfield Mrs C Bradshaw Ms J Figueras Mr S Ford	Professor S Griffiths Ms N Gururani (to Minute 268.7.4) Mr T James Ms C Morgan Mr A Musani, UWSU Ms J Robson Ms S Shabbir (Deputy Chair) Mr T Toumazis (Deputy Chair)
IN ATTENDANCE:	Mrs K Brown (Minute 268.5) Mrs J Lamarque (Minutes)	Mr D Stubbs (Minute 268.7) Mr I Wilmot (Company Secretary)
APOLOGIES:	Mrs E McMillan (Clerk to the Court) Ms J Khan	Ms H Simpson
ABSENT:		

Clerk's note: This meeting was preceded by a briefing session on the UWSU Sabbatical Officer's priorities for 2025-26.

268.1 ANNOUNCEMENTS

- 268.1.1 The Chair welcomed all governors and attendees to the meeting and thanked them for attending.
- 268.1.2 Members noted apologies as recorded above.
- 268.1.3 The Chair Lynne Berry and independent governors Charlotte Morgan and Tom Toumazis declared an interest in agenda item 6.0 Appointments. The Chair confirmed that these individuals would leave the meeting while other members considered their re-appointment.
- 268.1.4 The Chair confirmed there were no requests to discuss starred items (Minutes 268.12 to 268.21), which would be taken as approved or received without debate, or to raise matters not on the agenda.
- 268.1.5 The Chair reminded governors to send any comments on the draft annual report narrative (Document COG 251008P) to the Clerk to the Court by email after the meeting.
- 268.1.6 The Chair updated members on recruitment for the next Chair of the Court of Governors.
- 268.1.7 Members reconfirmed their commitment to the Court of Governors Code of Conduct (Document COG 251008Ai).
- 268.1.8 **RATIFIED** Members confirmed the decision taken by the Chair between meetings to approve the proposed salary uplifts for colleagues (Document COG 251008Aii).
- 268.1.9 The Chair confirmed that the pay uplifts were agreed across the sector and not specific to this University.

¹ Attended via Microsoft Teams

268.3 COMMITTEE CHAIR REPORTS

268.3.1 The Audit and Risk Committee Chair reported that the Committee discussed three internal audit reports at the last meeting, all with a reasonable assurance opinion from the auditors. She explained that members discussed cyber security assurances at length and the Committee was happy with the recommendations of the auditors, some of which will reinforce the University's response to any cyber-attack. The Committee Chair also reported that members agreed the recommendation to appoint new external auditors.

268.3.2 The Remuneration Committee Chair reported that at the meeting in July 2025 the Committee considered the performance of the Vice-Chancellor and University Executive Board members and decided on salaries for 2025-26, having previously consulted with the UWSU Sabbatical Officers to hear students' views on senior leadership salaries. The Committee Chair confirmed that the cost-of-living salary increase has been applied to salaries for the senior leadership team.

268.3.3 The Governance and Nominations Committee Chair reported that the Committee agreed their terms of reference and schedule of business, reviewed the Standing Orders and recommended Court and committee appointments. She also reported that the Committee agreed the approach to the next governance effectiveness review.

268.3.4 The Resources Committee Chair informed members that:

- The People Strategy is progressing well with measurable data for some key performance indicators (KPIs) and more qualitative KPIs have been requested.
- The Zone29 development project is progressing well and no further delays are anticipated.
- The sale of International House is progressing.
- The new Director of Information Systems and Support starts on 22 October 2025.
- Financial performance for 2024-25 shows a strong underlying surplus, exceeding both budget and forecast despite challenges in international recruitment.
- The Local Government Pension Scheme valuation is underway and the University is expecting a reduction in the contribution rate.
- The University continues to show real progress across all areas of sustainability.
- Members agreed the terms of reference and schedule of business.
- Enhancements to cross committee collaboration continue, especially with the Audit and Risk Committee.

268.3.5 The Academic Council Chair informed members that Council had discussed sustainable development, reflected on how they are delivering strategic priorities and signed off on how to calculate degree awards. He also commented on the Academic Council shadowing scheme and encouraged governors to observe Academic Council meetings.

268.3.6 Members noted that draft minutes from recent committee meetings are available in the online Court of Governors Reading Room.

268.4 APPOINTMENTS

268.4.1 The Chair introduced proposals from the Governance and Nominations Committee for appointments to the Court and its committees (Document COG 251008B).

268.4.2 **APPROVED** Kaushika Patel, Pro Vice-Chancellor and Head of College for Liberal Arts and Sciences to be appointed as a member of the Court from 9 October 2025 for a period of one year.

[Clerk's note: Tom Toumazis left the room while the decisions below were discussed]

268.4.3 **APPROVED** Tom Toumazis to be reappointed as an independent governor for a second three-year term from 1 August 2026.

- 268.4.4 **APPROVED** Tom Toumazis to be reappointed as the Deputy Chair of Resources Committee for a second two-year term with effect from 1 April 2026.
- [Clerk's note: Charlotte Morgan left the room while the decision below was discussed]
- 268.4.5 **APPROVED** Charlotte Morgan to be reappointed as Chair of the Audit and Risk Committee for a second term from 28 November 2025 to 30 November 2027.
- [Clerk's note: Lynne Berry left the room and Shehma Shabbir took on the role of Chair while the decision below was discussed]
- 268.4.6 **APPROVED** Lynne Berry to be reappointed as the Chair of the Court for a final one-year term with effect from 24 October 2025.
- 268.4.7 The Chair informed individuals of the outcomes of the discussions.
- 268.4.8 **APPROVED** Members appointed Buzzacott as the external auditors for the financial year ending 31 July 2026 to the year ending 31 July 2029 as recommended by the Audit and Risk Committee (Document COG 251008C).
- 268.5 VICE-CHANCELLOR'S REPORT**
- 268.5.1 Members noted the Vice-Chancellor's report (Document COG 251008D).
- 268.5.2 The Vice-Chancellor supplemented his written report with an oral update on student recruitment, enrolment and the Zone29 project.
- 268.5.3 Members heard that the University introduced online Clearing this year, requiring less phone lines, and that Clearing was open for longer than in previous years. The Vice-Chancellor reported that universities with higher entry tariffs also relied heavily on Clearing this year.
- 268.5.4 Members discussed the opportunities that may arise from changes to other institutions recruitment practices.
- 268.6 BEING WESTMINSTER STRATEGY – MID-TERM REVIEW EXERCISE**
- 268.6.1 Kitty Brown - Director of Strategy, Planning and Performance (SPP) - presented an update on strategic performance (Document COG 251008E).
- 268.6.2 The Director of SPP reported on UEB and Executive and Operational Leadership Forum (EOLF) engagement with the mid-term review process and that emerging themes across both groups were supporting a diverse student body to succeed and acknowledging the diversity of the student body and the challenges it brings.
- 268.6.3 In response to a member's query, the Director of SPP confirmed that there are KPIs for the Estate Strategy and Digital Strategy and that she will work with the new Director of Information Systems and Support on digital KPIs. She explained also that there are year-on-year improvements in the People Strategy metrics from the baseline in the post-COVID period [redacted].
- 268.6.4 Members heard that the University is raising standards overall with further work needed to close the gaps between advantaged and disadvantaged students. A member noted that widening gaps in graduate outcomes is significant.
- 268.6.5 The Director of SPP reported that engagement with UEB and EOLF identified common themes on performance and context, the desire to elevate and be excellent everywhere, and how we empower all colleagues to contribute to that change. She reported that three areas came through strongly in the discussions – excellent education, empowered community, and a market-led and employment-led portfolio.

- 268.6.6 The Director of SPP also reported on:
- Refreshing the approach to academic support.
 - Prioritising and delivering equity.
 - Recruitment, the market environment and – working with external organisations - ensuring the portfolio and curriculum is aligned now and for the future.
- 268.6.7 Members discussed in small groups the impact of artificial intelligence (AI) and automation in their sectors and the impact on entry level roles.
- 268.6.8 Comments from the group work included:
- Vocational training and an increasing focus on AI skills to drive efficiency, productivity and value for their customers.
 - Emergence of AI jobs such as AI engineers, architects, data science etc and growth sectors such as venture growth firms, space engineering and robotics.
 - Employers are also working out how this area will progress and will need skills such as crucial thinking, emotional intelligence and teamwork/collaboration.
 - There are now several different entry points to the job market so the University could equip students with experiences alongside their education to help them fast track their careers.
 - Economists do not think jobs in future will be highly skilled technical roles; it is more likely there will be jobs in care, health and surveying so there is a need to identify what we can do to make those jobs more productive and better paid.
 - There is a resurgence of interest in the Humanities and the things AI cannot do - eg innovate aesthetically or make judgements on what is good or bad.
 - A heavy reliance on AI could reduce the availability of jobs and therefore spending power.
 - AI will reshape most professions but not replace them so the University should teach both AI mastery and critical thinking.
 - The University may need to consider whether prevalence of AI could challenge the Being Westminster strategy.
- 268.6.9 The Director of SPP confirmed that the Court will receive a report on the outcomes of the mid-term review that will draw together themes from discussions and how the University will focus on delivery against our objectives and priorities for the remainder of the strategic period.
- 268.7 SAFETY HEALTH AND WELLBEING UPDATE**
- 268.7.1 The University Secretary and Chief Operating Officer (USCOO)/Co-Chair, Staying Safe: Business Continuity Group (SSBCG) reported that the focus for the SSBCG has been on the returning students and welcoming new students, with successful events taking place.
- 268.7.2 Members heard that some recent external demonstrations passed the University's property at 309 Regent Street; all demonstrations proceeded without incident.
- 268.7.3 The USCOO reported that other recent events included a Risk Panel with the Communications, Safeguarding and Wellbeing teams and a business continuity workshop. He reported also that a second business continuity workshop – focused on working through a scenario - will take place at the end of October 2025 and that the new interim Head of Security will provide additional support for the work around compliance with Martyn's Law².
- 268.8 MANAGEMENT ACCOUNTS REPORT**
- 268.8.1 David Stubbs - Director of Finance and Commercial Services (Director of Finance) - joined the meeting and presented the management accounts report for July 2025 (Document COG 251008F).

² Also known as the Terrorism (Protection of Premises) Act.

- 268.8.2 The Director of Finance reported that the approved budget predicted a surplus of £2.5m and the University achieved a surplus of £6.2m before exceptional items. Members heard that staff costs were [redacted] below the approved budget due to in-year vacancies and prioritising internal recruitment and progression.
- 268.8.3 The Director of Finance reported that the cash position was £121m at year-end and the University is fully compliant with all covenants.
- 268.8.4 Members heard that there has been an accounting adjustment for one pension scheme and the Chair, Audit and Risk Committee confirmed that they had spoken to the Director of Finance about this issue.
- 268.8.5 In response to a member's query on the financial results and continuing to prioritise internal promotion, the Director of Finance confirmed that colleagues are working on balancing income and the cost base, starting with non-staff costs.
- 268.8.6 A member commented on maintaining levels of excellence as well as the cost base.

268.9 STUDENTS' UNION STRATEGIC UPDATE

- 268.9.1 The UWSU President/student governor presented the UWSU strategic update (Document COG 251008G).
- 268.9.2 The UWSU President reported that the Students' Union have had a positive start to the year with over 5,000 students engaging in events and work continues to ensure that students at Harrow feel more included.
- 268.9.3 The UWSU President also reported on the increased National Student Survey score of 78% positive response to the question 'How well does the students' union (association or guild) represent students' academic interests?' and the proposal to reduce the number of Sabbatical Officers from five to three.
- 268.9.4 In response to a member's query on the proposed reduction in Sabbatical Officer roles, the UWSU President confirmed that data suggests students want more part-time jobs and the change, which will be implemented as a pilot project initially, is expected to increase the diversity of candidates.

268.10 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 268.10.1 **AGREED** Members confirmed that the minutes of the meeting held on 16 July 2025 (Document COG 251008H) are an accurate record.
- 268.10.2 Members noted that there are no outstanding actions or matters arising from previous meetings.

268.11 ANY OTHER BUSINESS

- 268.11.1 Members did not raise any matters not on the agenda.

268.12 MEETING EVALUATION

- 268.12.1 The Chair invited members to comment on whether having a workshop in the middle of the meeting worked. Some members commented positively, others considered it would have been better to hold the workshop before the meeting as it was rushed and constrained by the time available. A member commented that the workshop was important and suggested that there may have been better ways of doing it.
- 268.12.2 Members also commented that the papers were of good quality and concise.

268.13 COMMITTEE TERMS OF REFERENCE 2025-26

- 268.13.1 **APPROVED** Audit and Risk Committee, Governance and Nominations Committee, Remuneration Committee and Resources Committee terms of reference 2025-26 (Document COG 251008J) to be implemented with effect from 9 October 2025 as recommended by the committees.

268.14 ANNUAL REVIEW OF STANDING ORDERS

- 268.14.1 **APPROVED** Updated Standing Order and Annexes (Document COG 251008K) to be implemented with effect from 9 October 2025 as recommended by the Governance and Nominations Committee.

268.15 COURT OF GOVERNORS INCLUSION STATEMENT

- 268.15.1 **APPROVED** Members confirmed the updated Court inclusion statement (Document COG 251008L) as recommended by the Governance and Nominations Committee.

268.16 GOVERNANCE EFFECTIVENESS REVIEW 2025-26

- 268.16.1 Members noted the approach to the periodic governance effectiveness review in 2025-26 (Document COG 251008M) as agreed by the Governance and Nominations Committee.
- 268.16.2 Members noted the annual effectiveness survey questions to be answered annually by the Court and its committees (Document COG 251008N) as agreed by Governance and Nominations Committee.

268.17 SCHEDULE OF BUSINESS 2025-26

- 268.17.1 Members confirmed that the schedule of business 2025-26 (Document COG 251008O), if completed, delivers the Court of Governors' responsibilities and noted that it is a live document so items may be added or removed during the year.

268.18 DRAFT ANNUAL REPORT NARRATIVE

- 268.18.1 Members received a draft of the annual report narrative (Document COG 251008P) for comment.

268.19 ANNUAL DATA RETURN SUMMARY REPORT

- 268.19.1 Members received the annual data return summary report (Document COG 251008Q), which had been considered by the Audit and Risk Committee.

268.20 SUMMARY OF ACADEMIC COUNCIL DECISIONS

- 268.20.1 Members noted the summary of decisions made by Academic Council in the last academic year (Document COG 251008R).

268.21 USE OF COMPANY SEAL

- 268.21.1 Members noted that the Company Seal had not been used since the last meeting.

268.22 DATES OF FUTURE MEETINGS

- Wednesday 26 November 2025
- Wednesday 11 March 2026
- Wednesday 20 May 2026
- Wednesday 15 July 2026