

MINUTES OF THE 265TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 12 MARCH 2025 IN ROOM M321, 35 MARYLEBONE ROAD AND VIA MICROSOFT TEAMS

PRESENT:	Professor L Berry (Chair) Mr D Airan, UWSU Mr J Bairamian Professor P Bonfield Mr S Ford Professor S Griffiths Dr S Jarvis	Ms J Khan ¹ Ms C Morgan Professor F Ross (Deputy Chair) Ms S Shabbir Ms H Simpson Mr T Toumazis (Deputy Chair) Ms MX Wang
IN ATTENDANCE:	Professor D Anand (Minute 265.6) Ms K Brown (Minute 265.8) Mr D Burt (Minute 265.4) Dr D Husbands (Minute 265.6) Ms L Kernahan (Minute 265.4)	Ms E McMillan (Clerk to the Court) Ms C Peterson (Minute 265.6) Mr D Stubbs (Minute 265.9) Mr I Wilmot (Company Secretary)
APOLOGIES:	Mr C Dhapatkar, UWSU	Ms J Robson
ABSENT:	Mr A Ajayi	

Clerk's note: This meeting was preceded by a briefing from the Students' Union (UWSU) on how their activities support students' experience and wellbeing.

265.1 ANNOUNCEMENTS

- 265.1.1 The Chair welcomed all governors and attendees to the meeting.
- 265.1.2 The Chair informed members that this would be the final meeting for independent governors Justin Bairamian, Fiona Ross and Mei Xin Wang, who retire from the Court of Governors on 31 March 2025.
- 265.1.3 Members noted apologies and absences as recorded above.
- 265.1.4 Independent governor Tom Toumazis declared an interest in agenda item 13.0 Court and committee membership. The Chair confirmed that Tom would leave the meeting while his appointment was discussed.
- 265.1.5 The Chair confirmed there were no requests to discuss starred items (Minutes 265.15 to 265.24) or to raise matters not on the agenda.
- 265.1.6 The Chair informed members that since the last meeting she had been involved in recruitment activities.
- 265.1.7 **RATIFIED** Members confirmed the following decisions taken by the Chair between meetings (Document COG 250312A):
- appointed independent governor Jane Robson appointed as a temporary member of the Resources Committee from 5 December 2024 to 31 March 2025;
 - approved updated Academic Council standing orders 2024-27;
 - approved minor corrections to the annual report and financial statements; and

¹ Attended remotely via Microsoft Teams

- approved updates to the published degree outcomes statement.

265.2 COMMITTEE CHAIR REPORTS

- 265.2.1 The Audit and Risk Committee Chair informed members that the Committee had appointed and briefed Crowe – the University's new internal audit service provider, agreed documents for the external auditor tender, discussed internal audit review reports and received presentations on risk management relating to safeguarding and fraud.
- 265.2.2 The Remuneration Committee Chair informed members that the Committee had conducted a review of the remuneration framework for University Executive Board (UEB) members.
- 265.2.3 The Resources Committee Chair informed members of changes to the postholder for the Director of Finance and Director of Estates Planning and Services roles. The Committee Chair noted that the Committee had discussed a strategic update on all the areas within the remit of the Committee.
- 265.2.4 The Governance and Nominations Committee Chair noted that the key matters considered by the Committee at their last meeting are on the agenda for this meeting.
- 265.2.5 The Academic Council Chair informed members that the joint meeting between the Court and Academic Council and the Academic Council were successful and provided a good learning opportunity for the Academic Council members, governors and colleagues who attended.
- 265.2.6 Members noted that draft minutes from recent committee meetings are available in the online Court Reading Room.

265.3 VICE-CHANCELLOR'S REPORT

- 265.3.1 Members noted the Vice-Chancellor's report (Document COG 250312B).
- 265.3.2 The Vice-Chancellor supplemented his written report with an oral update covering:
- continuing financial issues in the Higher Education sector and the University's financial position.
 - student recruitment and the January intake.
 - appointment of a new Chair of the Office for Students (OfS) and publication of proposals for the OfS Strategy 2025-2030; and
 - recruitment of a Deputy Vice-Chancellor (Education) to replace the current postholder on retirement.

265.3.2.1 ACTION Clerk to the Court to circulate the published OfS Strategy report to governors.

- 265.3.3 The Vice-Chancellor and the Deputy Vice-Chancellor (Education) answered governors' questions on:
- changing undergraduate entry requirements in some HE institutions;
 - postgraduate fees in the sector;
 - the potential for Government amendments to the policy on postgraduate students' dependents;
 - opportunities arising from course closures elsewhere in the sector;
 - the extent of the gap to an Ofsted 'Outstanding' rating for relevant provision; and
 - entry tariffs for University of Westminster courses.

265.4 ANNUAL QUALITY ASSURANCE REPORT

- 265.4.1 David Burt – Academic Registrar and Louise Kernahan – Assistant Registrar (Quality and Standards) joined the meeting and introduced the annual quality report 2023/24 (Document COG 250312C), which had been noted by the Court at the meeting in November 2024.

- 265.4.2 The Academic Registrar informed governors that since the original submission, the University had achieved a 'Good' outcome from the Ofsted inspection of apprenticeship provision and a new Chair of the OfS had been confirmed.
- 265.4.3 The Academic Registrar explained that Academic Council discussed the report in October 2024 and the discussion covered academic citizenship, improvements to performance in the National Student Survey, professional development for colleagues and resources to support employability. The Academic Registrar commented that this led to more focused discussions at subsequent Academic Council meetings and that the outputs from this report feed into other ongoing work including delivering the Access and Participation Plan and work in Colleges and Schools to address matters identified in the report.
- 265.4.4 The Chair noted that the Deputy Vice-Chancellor (DVC) for Education had answered a question raised in Decision Time by a governor about degree outcomes in advance of the meeting.
- 265.4.5 In response to a governor's question, the Academic Registrar and the Assistant Registrar (Quality and Standards) gave more information about student outcomes and trends in key performance indicators and other measures.

265.5 SAFETY, HEALTH AND WELLBEING UPDATE

- 265.5.1 The University Secretary and Chief Operating Officer (USCOO)/Co-Chair, Staying Safe: Business Continuity Group/Chair, Safety, Health and Wellbeing Committee updated members on matters discussed at recent meeting.
- 265.5.2 A member queried what potential uses there may be for the Marylebone Halls of Residence and asked about any covenants restricting use of the building to student residential accommodation.
- 265.5.3 Members received the draft minutes of the SHW Committee meeting on 6 February 2025 (Document COG 250312D).
- 265.5.4 The Chair noted that the USCOO had answered questions raised in Decision Time by a governor about student behaviour during a fire evacuation in advance of the meeting.

265.6 EQUALITY, DIVERSITY AND INCLUSION ANNUAL REPORT 2023/24

- 265.6.1 Dibyesh Anand and Deborah Husbands – Co-Chairs, EDI Committee and Clare Peterson – EDI Manager joined the meeting and introduced the EDI annual report 2023/24 (Document COG 250312E), which had been considered by the Governance and Nominations Committee.
- 265.6.2 The Co-Chairs, EDI Committee and the EDI Manager answered members questions on the challenges and areas of focus.
- 265.6.3 A member welcomed the analysis and sector benchmarking included in this year's report and noted that showing trends over time demonstrates the University's journey.
- 265.6.4 A governor encouraged the EDI Committee to inform the Court if they identify things that governors can assist with to progress EDI.
- 265.6.5 **AGREED** Members confirmed that the EDI annual report can be published on the website (without Appendix 2).

265.7 SUSTAINABLE DEVELOPMENT GOALS ANNUAL REPORT 2023/24

- 265.7.1 The Vice-Chancellor introduced the SDGs annual report 2023/24 (Document COG 250312F).
- 265.7.2 The Vice-Chancellor commented that colleagues are working through how wellbeing and EDI connect with the broader SDGs and that Target 4.7 and embedding sustainable development across the curriculum is expected to have the most impact.

265.7.3 Governors commended the University for the progress made and the Sustainability team for the quality of the report.

265.7.4 A governor commented that sustainability should be at the heart of the University's capital programme.

265.8 STRATEGIC KPIs – MID-YEAR PERFORMANCE UPDATE

265.8.1 The Vice-Chancellor introduced the mid-year update report (Document COG 250312G) and explained that the report currently shows the latest figures only, noting that trend data would enhance governors' understanding.

265.8.2 Kitty Brown - Director of Strategy, Planning and Performance (SPP) briefed members on planned changes to the performance report format. The Director of SPP explained that from 2025/26 the report will be thematic with a different theme for each meeting of the Court and that governors will receive a more visual report that shows the trajectory and progress for each strategic theme.

265.8.3 Members heard that the intention is to make performance data more transparent to support Court and committee members to scrutinise the report and to identify whether progress is on track.

265.8.4 Governors welcomed the proposed changes.

265.8.5 A governor asked for the report to also include some analysis – a proposed answer to the 'so what' question that governors and committee members can also comment on and challenge.

265.8.6 The Vice-Chancellor commented that whilst the Court will question the reports from a strategic perspective, more detailed scrutiny will also take place in other committees such as UEB and Academic Council.

265.9 UNIVERSITY BUDGET 2024/25 – REVIEW AND UPDATE

265.9.1 David Stubbs – Director of Finance and Commercial Services joined the meeting and presented the management accounts report for January 2025, which included the Quarter 2 forecast (Document COG 250312H).

265.9.2 The Director of Finance informed members that the University is now forecasting a surplus due to higher student numbers starting in January 2025 than expected (across all three Colleges), a corresponding increase in income from student residential accommodation and re-phased staff vacancies.

265.9.3 In response to a member's question about risks to achieving the forecast, the Director of Finance noted that the pension evaluation, which will not be completed until the end of the financial year, could have an impact.

265.10 COURT AND COMMITTEE MEMBERSHIP

265.10.1 The Chair introduced proposals for appointments to the Court and its committees (Document COG 250312I).

265.10.2 **APPROVED** John Ball, Andrea Bertone, Caron Bradshaw, Jessica Figueras, Naleena Gururani and Terrance James to be appointed as independent governors for an initial three-year term from 1 April 2025.

265.10.2.1 ACTION Clerk to the Court to invite current governors to lunch with the new governors after their induction session.

265.10.3 **APPROVED** Jessica Figueras to be appointed as a member of Audit and Risk Committee from 1 April 2025.

APPROVED

265.10.4 **APPROVED** Caron Bradshaw to be appointed as a member of Governance and Nominations Committee and Remuneration Committee from 1 April 2025.

265.10.5 **APPROVED** John Ball, Andrea Bertone, Naleena Gururani and Terrance James to be appointed as members of Resources Committee from 1 April 2025.

265.10.6 **APPROVED** Members delegate authority to Governance and Nominations Committee to appoint a Deputy Chair to the Court, the Remuneration Committee Chair and the Resources Committee Chair to fill vacancies from 1 April 2025.

[Clerk's note: Tom Toumazis left the room while the decision below was discussed]

265.10.7 **APPROVED** Members confirmed Tom Toumazis as the independent governor nominated by the Court for membership of the Gift Acceptance Panel with effect from 1 April 2025. The outgoing member – Fiona Ross – agreed to brief Tom on the work of the Panel.

265.10.8 **APPROVED** Members authorised the Clerk to the Court to give notice to a member of the Court to remove them from office.

265.11 STUDENTS' UNION STRATEGIC UPDATE

265.11.1 The UWSU President/student governor summarised the strategic update report (Document COG 250312J).

265.11.2 In response to a member's query the UWSU President explained that the rating on the strategic progress balanced scorecard related to work on branding and developing website, which is 6-months into a two-year plan and not digital capacity to deliver services.

265.12 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

265.12.1 **AGREED** Members confirmed that the minutes of the Court of Governors meeting held on 27 November 2024 (Document COG 250312K) are an accurate record.

265.12.2 Members noted that the draft minutes of the Annual General Meeting (AGM) also held on 27 November 2024 are available in the online Reading Room and will be confirmed at the next AGM in November 2025.

265.12.3 Members noted that there were no actions or matters arising outstanding from previous meetings.

265.13 ANY OTHER BUSINESS

265.13.1 The Chair thanked governors who will leave the Court at the end of March 2025 for their contributions to the Court and committees during their tenure.

265.14 MEETING EVALUATION

265.14.1 A member commented that they enjoyed the pre-Court presentation from the Students' Union Dragons representatives.

265.14.2 In response to a member's question, the Vice-Chancellor confirmed that students engaging with sports and societies were from diverse groups. The DVC (Education) informed members that there is engagement between Dragon's Active – the UWSU's programme of social sport and activity and the Physical Accessibility Committee around access to sports. A member commented that employers are looking for candidates with a broad range of activities and interests.

265.14.3 A member commented that there were several positive reports, despite the difficulties being experienced by the sector.

APPROVED

265.15 POLICIES

- 265.15.1 **APPROVED** Updated Anti bribery and corruption policy (Document COG 250312L) to be implemented with immediate effect, as recommended by the Audit and Risk Committee.
- 265.15.2 **APPROVED** Updated Anti money laundering (proceeds of crime) policy (Document COG 250312M) to be implemented with immediate effect, as recommended by the Audit and Risk Committee.
- 265.15.3 **APPROVED** New Business continuity policy (Document COG 250312N) to be implemented with effect from 1 April 2025, as recommended by the Audit and Risk Committee.
- 265.15.4 **APPROVED** Updated Donor and sponsor relations policy (Document COG 250312O) to be implemented with immediate effect, as recommended by UEB.
- 265.15.5 **APPROVED** Members reconfirmed the Complaints policy and procedure - Court of Governors (Document COG 250312P) without change, as recommended by the Governance and Nominations Committee.

265.16 FINANCIAL REGULATIONS

- 265.16.1 **APPROVED** Financial regulations 2024/25 (Document COG 250312Q) to be implemented with effect from 13 March 2025, as recommended by the Resources Committee.

265.17 NOMINATIONS FOR HONORARY AWARDS

- 265.17.1 Members received nominations for receipt of honorary awards (Document COG 250312R), as recommended by the Governance and Nominations Committee.
- 265.17.2 **APPROVED** The following nominee will be invited to receive an honorary award from the University²:
- [redacted]

265.18 REMUNERATION COMMITTEE TERMS OF REFERENCE 2024/25

- 265.18.1 **APPROVED** Updated Remuneration Committee terms of reference 2024/25 (Document COG 250312S) to be implemented with effect from 13 March 2025, as recommended by the Remuneration Committee.

265.19 TRAC RETURN 2023/24

- 265.19.1 Members noted the latest TRAC return (Document COG 250312T), noting that the Audit and Risk Committee had confirmed that the processes used to produce the return complied with the TRAC requirements.

265.20 UG, PG AND OTHER FEES PROPOSALS

- 265.20.1 Members noted the undergraduate, postgraduate and other fee proposals for 2026/27 (Document COG 250312U), as approved by the Resources Committee.

² **Post-meeting note:** A nomination that the Governance and Nominations Committee had rejected was submitted to the Court for approval in error. The Clerk to the Court identified the error after the meeting and the Chair of the Court therefore withdrew the proposal and confirmed that the decision of the Court in relation to the award of a DLitt was invalid. The Chair of the Court will report the error to the Court at the next meeting.

265.21 COURT EQUALITY AND DIVERSITY ANNUAL UPDATE REPORT

265.21.1 Members noted the annual report on diversity of the Court of Governors membership (Document COG 250312V), which had previously been considered by the Governance and Nominations Committee.

265.22 RESEARCH INTEGRITY ANNUAL NARRATIVE STATEMENT

265.22.1 Members noted the annual narrative statement (Document COG 250312W), as agreed by the Research Committee.

265.23 USE OF THE COMPANY SEAL

265.23.1 Members received a report on usage of the Company Seal since the last meeting (Document COG 250312X).

265.24 DATES OF FUTURE MEETINGS

- Wednesday 21 May 2025 3.30pm in Room M321 Marylebone Building
- Wednesday 16 July 2025 3.30pm in Room M321 Marylebone Building

- Wednesday 8 October 2025
- Wednesday 26 November 2025
- Wednesday 11 March 2026
- Wednesday 20 May 2026
- Wednesday 22 July 2026

Meetings will take place onsite and will usually be preceded by a briefing or workshop session at 3.00pm.