

MINUTES OF THE 267TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 16 JULY 2025 IN ROOM M321, 35 MARYLEBONE ROAD

PRESENT:	Professor L Berry (Chair) Mr J Ball Mr A Bertone Professor P Bonfield Mrs C Bradshaw Ms J Figueras Mr S Ford Ms N Gururani	Mr T James Dr S Jarvis Ms J Khan ¹ (to Minute 267.10) Ms C Morgan Mr A Musani, UWSU Ms S Shabbir (Deputy Chair) Ms H Simpson
IN ATTENDANCE:	Ms J Adebanjo (Minute 267.6) Mr K Kinsella (Minute 267.5) Ms E McMillan (Clerk to the Court)	Mr D Stubbs (Minutes 267.4 and 267.5) Mr I Wilmot (Company Secretary)
APOLOGIES:	Miss V Barton, UWSU Professor S Griffiths	Ms J Robson Mr T Toumazis
ABSENT:		

Clerk's note: This meeting was preceded by a workshop session on the five common themes in preparation work for the next Teaching Excellence Framework (TEF) exercise.

267.1 ANNOUNCEMENTS

- 267.1.1 The Chair welcomed all governors and attendees to the meeting and thanked them for attending.
- 267.1.2 Members noted apologies as recorded above.
- 267.1.3 No governors declared an interest in any items of business on the agenda.
- 267.1.4 The Chair confirmed there were no requests to discuss starred items (Minutes 267.14 to 267.23), which would be taken as approved or received without debate, or to raise matters not on the agenda.
- 267.1.5 The Chair reminded members to submit queries 48 hours in advance so there is time to respond prior to the meeting. The Chair noted the distinction between additional information requested to inform a decision and that to support members' own understanding and clarified that the latter will not be discussed during Court meetings due to time constraints.
- 267.1.6 The Chair reminded members of the graduation ceremonies taking place the following week and asked members to contact the Executive Manager in the Vice-Chancellor's Office urgently if they plan to attend any of the ceremonies but have not yet responded to the invitation.
- 267.1.7 The Chair confirmed that governor buddies have now been allocated to all recently appointed governors and thanked the three former governors and those current governors who are acting as buddies.
- 267.1.8 The Chair informed members that she had been involved in longlisting and shortlisting for the Deputy Vice-Chancellor (DVC) for Education position and thanked Charlotte Morgan for standing in at the interviews. Members noted a summary of the recruitment process for the

¹ Attended via Microsoft Teams

appointment (Document COG 250716A). The Court had approved the appointee by email between meetings to avoid any delay in confirming the appointment.

- 267.1.9 The Chair reported that she had been involved in discussions with the Quintin Hogg Trust (QHT) since the last meeting and advised members that Tim Sketchley had resigned as an independent (non-governor) member of Resources Committee on appointment to the QHT Board.
- 267.1.10 The Chair flagged that the Court of Governors away day will take place on 1 September 2025 and will focus on strategic performance.

267.2 COMMITTEE CHAIR REPORTS

- 267.2.1 The Audit and Risk Committee Chair summarised the role of the committee and informed members that at the last meeting the committee considered the latest strategic risk review report and a 'deep dive' into risks around research and knowledge exchange; approved the external and internal audit plans for 2025-26 (Documents COG 250716Ti and Tii) and received an update on the external audit tender process.
- 267.2.2 Members noted that the Remuneration Committee had not met since the last Court meeting; however, had considered and approved the starting salary and terms of conditions of employment for the DVC (Education) by email.
- 267.2.3 The Chair reported that the Governance and Nominations Committee had not met since the last Court meeting; however, had considered and agreed by email to recommend to the Court appointment of the preferred candidate for the role of DVC (Education).
- 267.2.4 The Resources Committee Chair informed members that the committee:
- received a presentation on data related to performance against the People Strategy;
 - discussed how committee members would achieve greater clarity around the Estate Strategy and allocation of contingencies to major capital projects;
 - agreed to recommend to the Court disposal of a University property (Document COG 250716E);
 - discussed the need for vigilance around cyber security and use of AI;
 - agreed to recommend the 2025-26 University budget to the Court (Document COG 250716D);
 - agreed to recommend people policies to the Court (Documents COG 250716Nii, Niii and O); and
 - discussed how to consider effectiveness of the committee annually.
- 267.2.5 The Academic Council Chair informed members that a newly appointed independent governor had observed the last meeting as part of their induction to the Court and that Council members participated in a workshop on integration of the Sustainable Development Goals (SDGs) into education.
- 267.2.6 Members noted that draft minutes from recent committee meetings are available in the online Court Reading Room.
- ## **267.3 VICE-CHANCELLOR'S REPORT**
- 267.3.1 Members noted the Vice-Chancellor's report (Document COG 250716B).
- 267.3.2 The Vice-Chancellor supplemented his written report with an oral update covering Government policy proposals around international students and their potential negative impact on universities; the University's financial position and management of financial risks; and student recruitment.
- 267.3.3 The Chair reminded members that academic timetables start in September and January and that the University has information at those points about achievement of planned student numbers, which then provides great clarity about tuition fee income.

- 267.3.4 The Vice-Chancellor commended the excellent work of the Marketing Team, which is focused on student recruitment, and invited governors to attend an Open Day.
- 267.3.5 In response to a member's query about countering challenges in the environment to recruitment of international students the Vice-Chancellor confirmed that there is a lot of activity including work on the University's reputation as a place that welcomes and supports international students and employment outreach around the world. The Vice-Chancellor noted that there will be more discussion of the challenges and the University's response at the Court away day.

267.4 UNIVERSITY FINANCES

Management accounts report

- 267.4.1 David Stubbs, Director of Finance and Commercial Services ('Director of Finance') joined the meeting and presented the management accounts report for May 2025 (Document COG 250716C).
- 267.4.2 The Director of Finance reported that both income and expenditure had increased, effectively cancelling each other out; however, the University is still forecasting an end-of-year surplus and maintaining cost control to ensure it is achieved.
- 267.4.3 Members heard that the debtors balance had dropped substantially between April and May 2025 because of receipt of income from the Student Loan Company and that there is a forecast cash position of £123m at the end of the financial year.
- 267.4.4 The Director of Finance confirmed that the University is fully loan covenant compliant and there continues to be expenditure on capital projects.

Budget financial year 2025-26

- 267.4.5 The Director of Finance presented the proposed University budget for 2025-26 (Document COG 250716D), which includes the proposed capital expenditure budget and is recommended by the University Executive Board (UEB) and Resources Committee.
- 267.4.6 The Director of Finance informed members that the budget had been prepared using a prudent budgeting approach that recognised persistent financial pressures and sector uncertainties.
- 267.4.7 The Director of Finance briefed members on income reductions; increased depreciation, operating and pension interest costs; the approach to staffing costs; and increased international agency fees.
- 267.4.8 Members noted that the proposed budget forecasts a deficit at the end of the 2025-26 financial year and the Director of Finance assured members that colleagues will do all they can to achieve an outcome closer to a breakeven financial result.
- 267.4.9 The Director of Finance highlighted some financial statistics including the staffing costs to income ratio, cash generation, and capital expenditure.
- 267.4.10 The Director of Finance assured members that the University would remain fully loan covenant compliant even if the outcome is a deficit in 2025-26.
- 267.4.11 The Director of Finance highlighted that the key risks to the proposed budget are student number enrolment targets, colleges and departments not maintaining staff costs within the allocated budget envelope, insufficient general contingency to cover any unexpected circumstances, and government interventions that could impact during 2025-26.
- 267.4.12 A member commended the Director of Finance on the quality of the budget proposal paper.
- 267.4.13 Responding to members' questions, the Director of Finance and the University Secretary and Chief Operating Officer (USCOO) explained:

- The budget includes £5.8m investment in a cybersecurity technology contract and infrastructure and systems to address cyber security and systems risks, and the Estates capital expenditure budget is focused on health and safety activity and statutory compliance.
- The University only pays international agency fees after students enrol.
- To support realignment of staff costs to business need, when a post becomes vacant the University is not automatically back filling that post, contributing to the reduction in staff costs for 2025-26. Recruitment to fill a vacancy will be undertaken only after managers have considered the size and structure of their team and factors such as use of technology etc.

- 267.4.14 **APPROVED** Proposed University budget for 2025-26 to be implemented from 1 August 2025.
- 267.4.15 The Chair cautioned that 2025-26 will be a challenging year and that three consecutive years of a deficit at the end of the financial year would potentially impact loan covenants.
- 267.4.16 The Vice-Chancellor assured members that whilst the University is actively managing the cost base, UEB is not discussing any redundancy programme and instead aims to achieve the target staff costs to income ratio through natural colleague turnover and prioritising internal appointments. The Vice-Chancellor noted that internal promotions provide career paths and progression and improve diversity at higher levels in the University as colleagues from the more diverse lower levels progress upwards. Members noted that the student recruitment figures available in October 2025 will inform workforce planning.

267.5 DISPOSAL OF A UNIVERSITY PROPERTY

- 267.5.1 Ken Kinsella, Director of Estates Planning and Services (EPS) joined the meeting and presented an update on disposal of a University property (Document COG 250716E).
- 267.5.2 [redacted]
- 267.5.3 [redacted]
- 267.5.4 **AGREED** Members reconfirmed support for disposal of the property, [redacted].
- 267.5.5 **AGREED** Members delegated authority to the Chair of the Court of Governors and the Chair of Resources Committee to approve the sale subject to receipt of a positive recommendation from UEB.

267.6 CODE OF PRACTICE ON FREEDOM OF SPEECH

- 267.6.1 Jessica Adebajo, Deputy Registrar (Quality and Standards), joined the meeting and presented an update on the Code of Practice on Freedom of Speech (Document COG 250716F).
- 267.6.2 The Deputy Registrar explained that the Court approved a similar version of the Code in July 2024, which was not implemented at the time due to the change of government and awaiting guidance from the Office for Students (OfS) on regulatory conditions. Members noted that the OfS published their guidance on 19 June 2025, which is to be implemented from 1 August 2025.
- 267.6.3 The Deputy Registrar informed members that minor updates are proposed to the Code approved in July 2024 in response to the OfS guidance; however, noted that this is an interim version to allow the University to undertake consultation and conduct a full review of the guidance.
- 267.6.4 Responding to questions posted by members in advance of the meeting, the Deputy Registrar confirmed:

- Student and colleagues will be required to undertake an e-learning module on Freedom of Speech and completion will be monitored.
- Colleagues are considering how to ensure external visitors explicitly comply with the Code of Practice and will update the Court when they finalise the approach.
- The University will work closely with UWSU on implementation and all UWSU staff will also complete the e-learning module; joint work will include troubleshooting scenarios and ensuring everyone has a toolkit to address issues that may arise.
- The University does not have a history of complaints around freedom of speech and the internal complaints process is not likely to change.
- Colleagues are reviewing the events booking protocol.
- The Code also applies to Part-Time Visiting Lecturers and contractors (including External Examiners) and colleagues are exploring extending application of the Code to partner institutions.

267.6.5 A member commented that there are synergies with Martyn's Law, the Terrorism (Protection of Premises) Act 2025, and the University may receive more challenges in this area in future.

267.6.6 **APPROVED** Updated Code of Practice to be implemented from 1 August 2025.

267.6.7 **AGREED** Members delegated authority to the Chair to approve any further changes to the Code of Practice or policies necessary to implement the OfS guidance without delay.

267.6.8 Members noted that any decisions the Chair takes via delegated authority will be reported to the subsequent Court meeting.

267.7 **STRATEGIC RISK REGISTER**

267.7.1 The USCOO presented the outcomes of the latest review of the strategic risk register (Document COG 250716G), which had been considered previously by the Audit and Risk Committee.

267.7.2 Members noted the increased residual risk score relating to the digital estate.

267.8 **SAFETY, HEALTH AND WELLBEING UPDATE**

267.8.1 The USCOO/Co-Chair, Staying Safe: Business Continuity Group informed members that the Group continues to meet monthly with the same areas of focus: Martyn's Law; future events (e.g., graduations); and business continuity plan updates.

267.8.2 Members noted that a business continuity exercise using a prolonged disruption scenario is planned for September 2025.

267.8.3 Members received the draft minutes from the Safety, Health and Wellbeing Committee meeting on 19 May 2025 (Document COG 250716H), which include consideration of policies submitted to this meeting.

267.9 **STUDENTS' UNION STRATEGIC UPDATE**

267.9.1 The UWSU President/student governor presented the University of Westminster Students' Union Impact Report 2024-25 (Document COG 250716I).

267.9.2 The UWSU President reported that the Students' Union had a successful year, highlighting several achievements, and thanked the key colleagues and stakeholders at the University for their genuine guidance and support.

267.9.3 Members commended UWSU for their achievements and for the quality of their impact report.

267.9.4 The Chair commented that the student voice is vital to the work of the Court and if members do not hear what it is like for our students, then they are missing fundamental information.

- 267.9.5 The DVC (Education) commented that the University's relationship with UWSU contributes to work on student partnership, voice and belonging.
- 267.9.6 In response to a member's query on pre-qualification impact, the DVC (Education) explained that the University is trialling a longitudinal survey that starts when students join the University and continues throughout their student journey.
- 267.9.7 The Vice-Chancellor commented on the number of students engaged with the Students' Union and praised the UWSU for their achievements, including those beyond the University through the London Student Partnership.

267.10 COURT EFFECTIVENESS ANNUAL REFLECTION

- 267.10.1 The Chair invited members to reflect on their work during the last academic year (Document COG 250716J) and to comment on three questions, shared in advance of the meeting.
- 267.10.2 The Chair stated that there is further work to be done to ensure all members have comparable knowledge and understanding of any decisions taken before they joined the Court.
- 267.10.3 Members responded as follows:

Has the Court conducted its affairs in a way that is responsive to changing circumstances and the need for responsive decision making and governance?

- Yes, as a collective members act in an agile way; there is lots of evidence of this on the agenda for this meeting, for example on freedom of speech.
- The sub-committees are really well utilised and there is not a rehash of committee business at Court meetings, which is positive.
- Individually members are exercising discretion and not asking to discuss in detail the business from any committees they are not a member of; they trust that committee conversations have been conducted in a positive way.

Have all governors been actively involved in discussions, demonstrating a shared purpose and commitment, whilst maintaining the distinction between governance and management?

- Shared purpose is very clear in meetings.
- There are good discussions, although it would be good to have more room for discussion; there are questions about understanding papers and information and what is the right forum to gain that understanding; it would be good to have more space for strategic discussions (eg the pre-Court discussion on the TEF) and for strategic brainstorming.
- Use of the starred items is helpful as a lot of papers are policy approvals and members can expect consultation and approval at committees; how the approval process has taken place and implementation could be clearer.

Have members and the executive understood and accepted the need for constructive challenge by the Court? And has this been undertaken appropriately and effectively?

- This depends on how long individuals have been members of the Court; sometimes it is difficult as a governor to express a point of view because of lack of time or because they are not on the sub-committee that discusses a particular issue.
- There are opportunities to raise things informally.
- Constructive feedback is good and feedback from the Court to executives to reduce the volume of papers has been taken on board, although there is still room for progress; the Court has not received feedback from the executive critiquing governors for their performance.

- 267.10.4 The Chair responded to the feedback acknowledging there is still work to do to balance Court meetings between 'big picture' discussions and detail, noting that different people will have

different needs. The Chair encouraged members to consider the papers early enough to be able to request additional information if they need it and noted that allowing more time at meetings to answer queries related to individuals' understanding would require either longer meetings or using the pre-Court briefing sessions to explore those matters.

267.10.5 The Chair reminded members that they can observe a committee they are not a member of if they want an opportunity to understand what the committee does and express views about certain areas.

267.10.6 The Chair reiterated her earlier comment that she will always manage meeting discussions to ensure there is time for the UWSU strategic update and the student voice, which is key information for the Court.

267.11 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

267.11.1 **AGREED** Members confirmed that the minutes of the Court of Governors meeting held on 21 May 2025 (Document COG 250716K) are an accurate record.

267.11.2 Members noted that there are no outstanding actions or matters arising from previous meetings.

267.12 ANY OTHER BUSINESS

267.12.1 Members did not raise any matters not on the agenda.

267.13 MEETING EVALUATION

267.13.1 The Chair did not conduct the meeting evaluation as the meeting had overrun the scheduled time.

267.14 MONITORING STRATEGIC PERFORMANCE

267.14.1 Members received a report outlining the proposed refresh of the approach to key performance indicators (KPIs) (Document COG 250716L).

267.14.2 **AGREED** Members endorsed the approach to refining the University's suite of KPIs.

267.14.3 **APPROVED** Thematic, phased approach to KPI reporting and monitoring to be adopted from October 2025.

267.15 SAFEGUARDING POLICY

267.15.1 **APPROVED** New Safeguarding Policy (Document COG 250716M) to be adopted with immediate effect on the recommendation of the Audit and Risk Committee.

267.16 CONDITION E6: PREVENTING AND ADDRESSING HARASSMENT AND SEXUAL MISCONDUCT

267.16.1 **APPROVED** Updated Student Disciplinary Regulations and Student Code of Conduct (Document COG 250716Ni) to be implemented from 1 August 2025 on the recommendation of Academic Council.

267.16.2 **APPROVED** Updated Professional Boundaries and Personal Relationships Policy (Document COG 250716Nii) to be implemented from 1 August 2025 on the recommendation of the Resources Committee.

267.16.3 **APPROVED** Updated Disciplinary Policy – Colleagues (Document COG 250716Niii) to be implemented from 1 August 2025 on the recommendation of the Resources Committee.

- 267.16.4 Members noted the updated Diversity and Dignity at Work and Study Policy effective from 1 August 2025 (Document COG 250716Niv), as approved by UEB.
- 267.17 SICKNESS ABSENCE AND ILL HEALTH POLICY**
- 267.17.1 **APPROVED** Updated Sickness Absence and Ill Health Policy (Document COG 250716O) to be implemented from 1 August 2025 on the recommendation of the Resources Committee.
- 267.18 UNIVERSITY OF WESTMINSTER STUDENTS' UNION**
- 267.18.1 **APPROVED** Updated University of Westminster and UWSU Memorandum of Understanding and Code of Practice (Document COG 250716P) to be adopted with immediate effect on the recommendation of the Governance and Nominations Committee.
- 267.18.2 **APPROVED** UWSU budget for 2025-26 (Document COG 250716Q) to be implemented from 1 August 2025 on the recommendation of the UWSU Trustee Board.
- 267.18.3 Members noted the UWSU financial statements for the financial year ending 31 July 2024 (Document COG 250716R) as approved by the UWSU Trustee Board.
- 267.18.4 Members noted the UWSU block grant bid approved by UEB and the updated strategic plan (Document COG 250716S).
- 267.19 INTERNAL AND EXTERNAL AUDIT PLANS**
- 267.19.1 Members received the external audit plan and strategy for the financial year 2024-25 (Document COG 250716Ti), which had been approved by the Audit and Risk Committee.
- 267.19.2 Members received the internal audit work plan 2025-26 (Document COG 250716Tii), which had been approved by the Audit and Risk Committee.
- 267.20 PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWING) REGISTER**
- 267.20.1 Members noted that there have been no additions to the register in 2024-25.
- 267.21 APPRENTICESHIP SELF-ASSESSMENT AND QUALITY IMPROVEMENT PLAN**
- 267.21.1 Members received the latest self-assessment report and improvement plan (Document COG 250716U).
- 267.22 USE OF THE COMPANY SEAL**
- 267.22.1 Members received a report on usage of the Company Seal since the last meeting (Document COG 250716V).
- 267.23 DATES OF FUTURE MEETINGS**
- Monday 1 September 2025 (away day)
 - Wednesday 8 October 2025
 - Wednesday 26 November 2025
 - Wednesday 11 March 2026
 - Wednesday 20 May 2026
 - Wednesday 15 July 2026