

MINUTES OF THE 245TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 17 MARCH 2021 VIA MICROSOFT TEAMS

PRESENT:	Mrs D Yeo (Chair)	Professor G Meikle
	Professor D Anand	Mr G Morley
	Mr J Bairamian	Ms H Owen
	Dr P Bonfield	Ms L Phillips (Deputy Chair)
	Mr N Catterall (from Minute 245.4.5)	Professor F Ross
	Mr D Cheeseman (Deputy Chair)	Mr M Smith
	Dame K Dunnell	The Venerable Canon D Stanton
	Ms V Foster (to Minute 245.13)	Ms P Wales
	Professor A Hughes	Ms MX Wang
	Mr T Lovell	Mr S Wylie
	Mr P Mehta, UWSU	
IN ATTENDANCE:	Mr J Cappock (Company Secretary)	Ms L Pacekajute (Observer)
	Ms A Hanza (Observer)	Mr R Poole (Observer)
	Dr S Jarvis	Ms E Standen (to Minute 245.3)
	Ms L Khalid (Observer)	Mr I Wilmot (Minute 245.6)
	Mrs E McMillan (Clerk)	Mr J Woolston (Minutes 245.4 and 245.5)

APOLOGIES:

Clerk's note: This meeting of the Court of Governors was preceded by a briefing on Quality Assessment from the Deputy Registrar (Academic Quality and Standards)

245.1. ANNOUNCEMENTS

- 245.1.1. The Chair of the Court of Governors welcomed all governors and regular attendees to the meeting. She also welcomed Emma Standen - Deputy Registrar (Academic Quality and Standards) and Observer Russell Poole – Director, Information Systems and Support.
- 245.1.2. No apologies were received for this meeting.
- 245.1.3. Governors Lin Phillips, Simon Wylie and Di Yeo declared an interest in the discussion of Court and committee membership (refer to Minute 245.10).
- 245.1.4. Members noted that the governors would leave the meeting while the Court discussed their appointment/reappointment and authorised the current Chair of the Court to participate in the discussion and decision on appointment of the next Chair of the Court.
- 245.1.5. The Clerk to the Court reported that insufficient support had been expressed in advance of the meeting for the starred item requiring approval and the proposals would therefore be discussed at the meeting.
- 245.1.6. The Chair confirmed there were no requests to discuss starred items presented for information or to raise matters other than those on the agenda.
- 245.1.7. The Chair briefed members on her activities since the last meeting, which included engagements with the CUC (Committee of University Chairs, Chairs of governing bodies for other London universities, the Vice-Chancellor, members of the executive and the UWSU President.

- 245.1.8. The Chair thanked the two Deputy Chairs to the Court for their assistance with the annual governor 1-2-1 reviews and to governors for their participation in the review meetings.
- 245.1.9. The Chair reported that she had taken Chair's action between meetings and would seek ratification of the decisions later in the agenda.

245.2. ANNUAL QUALITY AND STANDARDS ASSURANCE REPORT 2019/20

- 245.2.1. The Deputy Registrar (Academic Quality and Standards) gave an overview of the annual report (Document COG 210317A), which had been submitted to the Court in November 2020 and is resubmitted to this meeting to provide an opportunity for more detailed discussion.
- 245.2.2. The Deputy Registrar informed members that the Office for Students (OfS) is due to publish the response to their consultation on regulating quality and standards in higher education.
- 245.2.3. The Deputy Registrar informed members that since the annual report was submitted the Internal Audit review on Curriculum Management received an assessment of substantial assurance with no recommendations.
- 245.2.4. In response to members' questions, the Deputy Registrar confirmed where governors can view details of student litigation and explained the University's approach to penalties for plagiarism.

245.3. CONSUMER PROTECTION REVIEW REPORT

- 245.3.1. The University Secretary and Chief Operating Officer (USCOO) introduced the review report (Document COG 210317B) and thanked the Deputy Registrar (Academic Quality and Standards) and the Senior Compliance and Development Manager for their work on the report.
- 245.3.2. In response to a member's questions, the USCOO explained the scale of practical sessions missed due to the COVID-19 pandemic and the University's response and confirmed that the University has not received any complaints from professional, statutory or regulatory bodies.
- 245.3.3. A member suggested that the report should emphasise further the strength of the University's response to the pandemic.
- 245.3.4. In response to a member's question, the Vice-Chancellor outlined the University's approach to refunds and other forms of redress.
- 245.3.4.1. **ACTION USCOO** to confirm the University's response to requests from students for a refund for an overseas trip included in their course tuition fee.

245.4. VICE-CHANCELLOR'S REPORT

Vice-Chancellor's periodic report

- 245.4.1. Members received and noted the Vice-Chancellor's report (Document COG 210317C).
- 245.4.2. The Vice-Chancellor briefed members on plans for the mid-term review of Being Westminster: Our Strategy 2018-23, noting that the review includes a workshop session for members of the Court and the University Executive Board (UEB) in June 2021 and submission of the review report to the Court in July 2021.
- 245.4.3. The Vice-Chancellor highlighted Government policies and potential consultations likely to impact the University (London Weighting, Foundation course funding and minimum entry tariffs).

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- 245.4.4. The UWSU President informed members of the outcome of the recent Students' Union elections.
- 245.4.5. Dr Sal Jarvis - Deputy Vice-Chancellor (DVC) for Education briefed members on plans for students to return onsite as the lockdown eases and in the new academic year.
- 245.4.6. The USCOO/Chair of the Being Safe, Feeling Safe Working Group briefed members on COVID-19 testing, the approach to remote working for colleagues as the lockdown eases and an initiative to capture the benefits of remote working longer-term.
- 245.4.7. Members discussed recent news coverage of personal safety issues and received assurance on the University's approach, which includes the Green Dot active bystander programme, sessions on consent and the 'safe culture' elements of student inductions. A member highlighted the importance of communicating with applicants, students and parents on this issue.
- 245.4.7.1. **ACTION USCOO** to refer the inclusion of reassurance in communications campaigns to the Being Safe Feeling Safe Group for further consideration.
- 245.4.8. In response to members' questions, the USCOO gave an update on workforce planning for the next academic year and the DVC (Education) commented on how the University is exploring hybrid models for teaching and learning and other University activities.

Academic Council update

- 245.4.9. The Vice-Chancellor summarised the business of the Academic Council meetings on 9 December 2020 and 24 February 2021 (Document COG 210317D).

University key performance targets

- 245.4.10. Joe Woolston, Director of Strategy, Planning and Performance (SPP) introduced the proposed approach to measuring the success of Being Westminster (Document COG 210317E) and presented an example of a dashboard of dynamic performance measures.
- 245.4.11. The Director of SPP explained that the measures will be reported to each meeting of UEB, the Court and its committees, will inform the Strategy mid-term review session in June 2021 and will be used in the annual planning process to measure and monitor performance across the year.
- 245.4.12. Members noted that many of the measures are lagging indicators as based on end of academic year data and the lead indicators will inform actions needed in-year to drive performance to achieve targets.
- 245.4.13. In response to members' questions, the Director of SPP confirmed how the key performance indicators (KPIs) will be measured, data validity and that the dashboard will be available to all colleagues.

245.5. SAFETY, HEALTH AND WELLBEING UPDATE REPORT

- 245.5.1. Having covered the update from the Being Safe Feeling Safe Group under the Vice-Chancellor's report (see Minute 245.4), the USCOO/Chair of the Safety, Health and Wellbeing Committee briefed members on the minutes from the Committee meeting on 28 January 2021 (Document COG 210317F).
- 245.5.2. The USCOO recorded his thanks to members of the Committee, informing the Court that their efforts have been critical to the University opening and functioning effectively during the pandemic.

245.6. MANAGEMENT ACCOUNTS REPORT

- 245.6.1. The Director of Finance presented the management accounts for January 2021 – Period 6 (Document COG 210317G), which include the Quarter 2 forecast and had been considered by correspondence by the Resources Committee.
- 245.6.2. The Director of Finance informed members that the University's financial position is better than the budget approved in June 2020; however, reported that other than the re-opening of the Regent Street Cinema no commercial activity will take place until 2021/22.
- 245.6.3. The Director of Finance reported that the focus for second half of year is implementing efficiency savings and managing working capital.
- 245.6.4. In response to members' questions, the Director of Finance explained approved investment in the 29MRD project, planned use of cash reserves, re-allocation of some of the Strategic Investment Fund to the University's COVID-19 response and identification of opportunities for increased income generation through the planning round.
- 245.6.5. A member commented that cash balances should be considered alongside potential increased liabilities in the future, e.g. pension liabilities.

245.7. EQUALITY, DIVERSITY AND INCLUSION

Equality, diversity and inclusion (EDI) policy

- 245.7.1. Professor Alex Hughes, Co-Chair of the EDI Committee, presented the revised policy (Document COG 210317H), which is recommended by the EDI Committee, UEB and the Resources Committee.
- 245.7.2. **APPROVED** EDI policy to be implemented with effect from 1 April 2021.

Adoption of the IHRA working definition of antisemitism

- 245.7.3. Professor Dibyesh Anand and Professor Alex Hughes, Co-Chairs of the EDI Committee, presented the proposed University statement on adoption of the definition (Document COG 210317I).
- 245.7.4. Lubaba Khalid, UWSU Vice-President (Welfare) commented on the IHRA definition and the University's proposed statement, informed members of work at another university on an alternative definition and proposed further work on the issue.

[All observers and attendees (other than the USCOO/Company Secretary and Clerk to the Court of Governors) left the meeting at this point]

- 245.7.5. A Co-Chair of the EDI Committee informed members that adoption of the definition builds on the University's earlier commitments and is intended to support and protect Jewish colleagues and students and provide them with reassurance that antisemitism, like other forms of racism, will not be tolerated at Westminster.
- 245.7.6. The second Co-Chair of the EDI Committee explained the context of the proposal and summarised the process of producing the statement including the Working Group established by the Court in November 2020, endorsement by UEB and the Governance and Nominations Committee and discussions with the Students' Union and the EDI Committee.
- 245.7.7. Members discussed the proposed statement. The discussion included comments on:
- the context for adoption of the definition;
 - adoption by other HE providers, public bodies and organisations;
 - criticism of the IHRA working definition; and

APPROVED

- the need for ongoing dialogue between those with differing views.

245.7.8. **APPROVED** Members confirmed adoption of the IHRA working definition of antisemitism and the University's statement on adoption.

245.7.9. Members confirmed that adoption of the IHRA working definition does not preclude consideration of alternative proposals in the future.

[All observers and attendees re-joined the meeting at this point]

245.8. TRUSTS GOVERNANCE WORKING GROUP OUTCOMES

245.8.1. [Redacted – Confidential]

245.8.2. [Redacted – Confidential]

245.8.3. [Redacted – Confidential]

245.8.3.1. [Redacted – Confidential]

245.9. ADOPTION OF THE REVISED HE CODE OF GOVERNANCE

245.9.1. **AGREED** Members confirmed adoption of the revised HE Code (Document COG 210317J) with immediate effect.

245.10. COURT AND COMMITTEE MEMBERSHIP

245.10.1. The Clerk to the Court of Governors and Head of University Governance presented proposals from the Governance and Nominations Committee for appointments to the Court and its committees (Document COG 210317K).

245.10.2. **APPROVED** Lynne Berry to be appointed as an independent governor for an initial three-year term of office from 24 April 2021.

245.10.3. **APPROVED** Lynne Berry to be appointed as Chair of the Court of Governors and Pro-Chancellor for an initial three-year term of office from 24 October 2021.

245.10.4. **APPROVED** Lin Phillips to be re-appointed as an independent governor for a second three-year term of office from 1 September 2021. [Lin left the meeting while her re-appointment was discussed]

245.10.5. **APPROVED** Lin Phillips to be appointed as Chair, Remuneration Committee for an initial three-year term of office from 1 September 2021. [Lin left the meeting while this appointment was discussed]

245.10.6. **APPROVED** Simon Wylie to be re-appointed as an independent governor for a second three-year term of office from 1 September 2021. [Simon left the meeting while his re-appointment was discussed]

245.10.7. **APPROVED** Members confirmed the recruitment process and role description for Vice-Chairs.

245.10.7.1. **ACTION Clerk to the Court** to add the recruitment process to Standing Order 3: Constitution of the Court of Governors.

245.10.8. **RESOLVED** Members delegated authority to the Governance and Nominations Committee to appoint a Chair for the Resources Committee. The appointee will commence their term of office on 12 July 2021 and shadow the current Chair in the meantime.

245.11. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

245.11.1. **AGREED** Members agreed the minutes of the Court of Governors meeting held on 25 November 2020 (Document COG 210317L) as an accurate record.

245.11.2. Members noted the draft minutes from the Annual General Meeting held on 25 November 2020 (Document COG 210317M).

245.11.3. **AGREED** Members agreed the minutes of the general meeting held on 21 January 2021 (Document COG 210317N) as an accurate record.

245.11.4. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 210317O).

245.11.5. **Management accounts report (Action 244.3.3.1)** Members noted that a corrected version of the report is available in the Court of Governors SharePoint site.

245.11.6. **Annual reports (Actions 244.6.4.1 and 244.17.4.1)** Members noted that independent governor Karen Dunnell met with colleagues to discuss presentation of statistical data in reports for the Court.

245.11.7. **Retirement of an independent governor (Action 244.24.1.1)** Members noted that the Chair wrote to the retiring governor after the meeting.

245.11.8. **Review of standing orders (Action 242.7.19.1)** Members noted that the updated standing orders are available on the University website.

245.12. RATIFICATION OF DECISIONS TAKEN BY CHAIR'S ACTION

245.12.1. Members received notification of decisions taken by the Chair between meetings (Document 210317P).

245.12.2. **RATIFIED** Members confirmed a decision taken by Chair's action to agree a temporary change to the membership of the Remuneration Committee.

245.12.3. **RATIFIED** Members confirmed a decision taken by Chair's action to approve the five-year forecast for submission to the OfS.

245.13. NOMINATIONS FOR HONORARY AWARDS

245.13.1. Members considered nominees for receipt of honorary awards (Document COG 210317Q), as recommended by the Governance and Nominations Committee.

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

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

245.14. FEE PROPOSALS 2021-23

245.14.1. Members noted an amendment to the 2021/22 fees and the 2022/23 fees approved by the Resources Committee on behalf of the Court (Document COG 210317R).

245.15. STUDENT DISCIPLINARY REPORT 2019/20

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245.15.1. Members noted the annual report on suspensions and exclusions (Document COG 210317S); the report had also been noted by Academic Council.

245.16. TREASURY MANAGEMENT MID-TERM REVIEW REPORT

245.16.1. Members noted the mid-year review of progress against the 2020/21 Treasury Management Plan (Document COG 210317T), which had been considered by Resources Committee.

245.17. USE OF THE COMPANY SEAL

245.17.1. Members received a report on use of the Company seal since the last meeting (Document COG 210317U).

245.18. UWSU SABBATICAL OFFICERS ELECTION

245.18.1. Members received the Returning Officer's report on the recent election (Document COG 210317V).

245.19. SUB-COMMITTEE ACTIVITY REPORT

245.19.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 210317W):

- Remuneration Committee - by correspondence, December 2020
- Resources Committee - 21 January 2021
- Audit Committee - 26 January 2021
- Resources Committee - 18 February 2021
- Trusts Governance Working Group - 25 February 2021
- Governance and Nominations Committee - 3 March 2021

245.20. DATES OF FUTURE MEETINGS

26 May 2021 3.30pm

14 July 2021 3.30pm

Meetings will take place remotely via Microsoft Teams until further notice.

245.21. ANY OTHER BUSINESS

245.21.1. Members did not raise any other matters for discussion.