

APPROVED

MINUTES OF THE 240TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 18 MARCH 2020 IN ROOM MG38, UNIVERSITY OF WESTMINSTER, 35 MARYLEBONE ROAD AND VIA MICROSOFT TEAMS.

PRESENT:	Mrs D Yeo (Interim Chair) Mr I Alzaid, UWSU Dr P Bonfield Mr N Catterall* Mr D Cheeseman (Deputy Chair) Mr G Davies* Dame K Dunnell Professor A Hughes* (to Minute 240.5.7) Professor G Meikle*	Mr G Morley* Ms H Owen Ms L Phillips* Professor F Ross* Mr M Smith* The Venerable Canon D Stanton** Ms P Wales* Ms MX Wang* Mr S Wylie* (to Minute 240.7.3)
IN ATTENDANCE:	Mr J Cappock (Company Secretary) Dr S Jarvis	Mr A Norris* (Minute 240.3) Mrs E McMillan (Clerk)
APOLOGIES:	Mr J Bairamian Ms C Bernard	Dame M Hogg Ms V James

* Attended via Microsoft Teams audio and video call

** Attended via conference call

Clerk's note: This meeting of the Court of Governors was preceded by a briefing and Q&A presented by the Deputy Registrar (Quality and Standards), Emma Standen, on the University's quality assurance arrangements. The presentation is available to governors in the online Reading Room.

240.1. ANNOUNCEMENTS

- 240.1.1. The Chair welcomed all governors and colleagues to the meeting. The Clerk to the Court informed members physically present of the fire exit and assembly point.
- 240.1.2. Apologies were noted as listed above.
- 240.1.3. Di Yeo and David Cheeseman declared an interest in agenda item 2.5 regarding appointments. Both individuals left the room while the matter was discussed (Minutes 240.5.7 and 240.5.8).
- 240.1.4. Geoffrey Davies, Mei Xin Wang and Lin Phillips have an interest in agenda item 2.10 regarding extension of term of office and appointment to Nominations Committee (Footnote 3 and Minutes 240.12.1). These matters were concluded without discussion therefore none of the individuals were required to leave the meeting.
- 240.1.5. The Chair agreed to requests from governors to discuss the following starred agenda items:
- 2.5c Committee leadership appointments (Minutes 240.5.13 to 240.5.20)
 - 2.9 Management accounts (Minute 240.8)
 - 2.14 Standing orders – annual review (Minute 240.9)
 - 2.16 Students' Union matters (Minute 240.10)
- 240.1.6. The Chair agreed to request to discuss proposed amendments to the Code of Practice on Freedom of Speech under agenda item 4 'Any other business' (Minute 240.19).

- 240.1.7. The Chair briefed members on her activities since the last meeting, including:
- engagement with a new forum of Chairs of London universities;
 - update meetings with the Vice-Chancellor, other members of the executive, governors, the Students' Union President, the Chair of the Quintin Hogg Trust and the Development team; and
 - attending University shows and external conferences and events.

240.2. VICE-CHANCELLOR'S REPORT

240.2.1. Members received and noted the Vice-Chancellor's report (Document COG 200318A), which included as an appendix [redacted – commercially sensitive].

240.2.2. The Vice-Chancellor updated members on the University's response to the Coronavirus (COVID-19), noting that all governors receive his blog posts to colleagues and students on the matter.

240.2.3. The University Secretary and Chief Operating Officer (USCOO) briefed members on the letter from the Director of Competition and Registration at the Office for Students (OfS) to Accountable Officers on their approach to regulatory requirements in response to COVID-19.

240.2.4. The USCOO echoed an earlier comment from the Vice-Chancellor thanking Russell Poole - Director of Information Systems and Support and lead for the proposed Digital Strategy - and Gunter Saunders – Associate Director, Digital Engagement and Library Services – for the work they have done to prepare and enable colleagues for the online delivery required in response to COVID-19.

240.2.5. In response to governors' questions, the Vice-Chancellor confirmed that:

- universities do not yet know what the government's policy will be regarding completion of A-level and GCSE assessments, which impacts on Higher Education admissions;
- the University is working on a coherent approach for the University to meet the requirements of the professional, statutory and regulatory bodies that accredit our courses;
- colleagues are working on a solution to allow international applicants to meet the UKVI's English language requirements;
- issues of internet restrictions for some overseas students will be considered;
- the University has been able to arrange alternative activities for most practical courses and continues to work on solutions for those that are more difficult to translate into online or 'at home' activities; and
- the University's student residences will remain open unless the government requires them to close.

240.2.6. Members discussed other matters relating to COVID-19 including:

- positive feedback from students on the University's communications;
- capturing the learning from the arrangements that have been put in place to implement delivery of online teaching and learning, and remote working;
- potential for social isolation for students and colleagues;
- how support related to the Green Dot initiative might be offered to vulnerable colleagues or students, e.g. issues related to domestic violence; and
- how overseas students from countries that recover ahead of the United Kingdom might enrol, and engage with online learning, if the UK is still subject to restrictions relating to COVID-19.

Academic Council update

- 240.2.7. Members received the minutes of the Academic Council meetings in December 2019 and February 2020 (Document COG 200318B).
- 240.2.8. Independent governor Mei Xin Wang and academic governor Graham Meikle commented on the February meeting of Council.

[redacted – commercially sensitive]

- 240.2.9. [redacted – commercially sensitive]

Wellbeing, health and safety report

- 240.2.10. The Vice-Chancellor presented the outcomes of the colleague wellbeing survey and confirmed that the next survey date has not yet been agreed.
- 240.2.11. Members received the record of the most recent Safety, Health and Wellbeing Committee, meeting (Document COG 200318C).

240.3. ANNUAL EQUALITY, DIVERSITY AND INCLUSION REPORT

- 240.3.1. The Head of Corporate Social Responsibility (CSR), Andy Norris, presented the Staff Equality, Diversity and Inclusion (EDI) Annual Report 2018-19 (Document COG 200318D).
- 240.3.2. A member raised a concern about the turnover of researchers in 2018-19 and 2017-18 and the Head of CSR confirmed that the data team are looking into this statistic. Members discussed research capacity and time allocation and support for research activity.

240.3.2.1. **ACTION Head of CSR** to report to the Court on the outcome of the data investigations.

240.3.2.2. **ACTION Vice-Chancellor** to ask the Chair of the Research Committee to investigate the issue, including whether it is addressed by plans to deliver the Strategy for research development and support. The Vice-Chancellor will report the Committee's views to the Court.

240.3.3. In response to a member's question, the Head of CSR briefed members on how the University is supporting progression and reporting of staff with protected characteristics.

240.3.4. A member of the HR Committee confirmed that the Committee has also discussed these issues.

240.3.5. Members thanked the Head of CSR for the clarity of the report and a member offered assistance in presentation of graphical data.

240.4. DIGITAL STRATEGY

240.4.1. The USCOO presented the proposed Digital Strategy (Document COG 200318E), which had been developed by the Director of Information Systems and Support (ISS) with input from colleagues across the University.

240.4.2. The USCOO noted that the move to online delivery of teaching and learning and remote working required to address COVID-19 have led to significant progress in delivering the change required by the Strategy in a significantly shorter timeframe than would otherwise have been possible. He noted also that the executive and other colleagues will continue to learn from the experiences of the next few months.

240.4.3. The USCOO informed members that the Strategy will be published in future to colleagues in a more visual format.

240.4.4. **APPROVED** Members supported implementation of the proposed Digital Strategy.

240.5. COURT OF GOVERNORS LEADERSHIP ROLES

Chair to the Court of Governors

240.5.1. Di Yeo left the room and members discussed a proposal from the Nominations Committee to appoint Di as Chair to the Court of Governors with effect from the date of her appointment as Interim Chair to the Court (Document COG 200318F).

240.5.2. Members fully supported the proposed appointment; however, expressed concerns that Nominations Committee did not follow the appointment procedure specified in Standing Order 3 Constitution of the Court.

240.5.3. Members of Nominations Committee explained that, in part due to the unexpected resignation of an independent governor following a change in their employment, the Court is in an exceptional situation where seven out of eight leadership roles¹ undertaken by independent governors could become vacant in the next 12 months and at the same time the Court is undertaking a review of its committee structure and membership in response to the recent governance effectiveness review.

240.5.4. Nominations Committee members explained that the deviation from the agreed process was a response to these exceptional circumstances and is intended to give the Committee and the Court appropriate time to plan succession routes and to recruit a replacement Chair, whilst retaining 'organisational memory' and providing stability and continuity in the leadership.

240.5.5. A Committee member noted that the appointment is subject to Court approval and if members do not approve the appointment the Committee will continue with the process outlined in Standing Order 3 to recruit a new Chair.

240.5.6. **AGREED** Members allowed the deviation from the appointment process for a Chair to the Court, noting that this is due only to the exceptional nature of current circumstances.

240.5.6.1. ACTION Nominations Committee to complete in May 2020 the task of confirming the process for recruitment of a new Chair to the Court in line with the expectations specified by the Court in November 2019.

240.5.7. **APPROVED** Diane Yeo to be appointed as Chair to the Court of Governors for a three-year period from 24 October 2018 to 23 October 2021.

[Clerk's note: [Di Yeo re-entered the room here](#)]

Deputy Chair to the Court of Governors

240.5.8. David Cheeseman left the room and members discussed a proposal from the Nominations Committee to extend David's appointment as Chair, Remuneration Committee and his role as an independent governor (Document COG 200318F).

240.5.9. Members noted the same concerns regarding process as those raised under the previous item (see Minute 240.5.2) and that the Committee offers the same rationale for both proposals.

240.5.10. Members noted that the appointment of Di Yeo as Chair to the Court creates a vacancy for a second Deputy Chair to the Court of Governors, which will be filled through the process specified in Standing Order 3 and, if the proposal is approved, the appointee will have been in post for approximately one year when the next Deputy Chair vacancy arises.

¹ Leadership roles are defined as the Chair to the Court, Deputy Chairs to the Court and Committee Chairs

- 240.5.11. **APPROVED** David Cheeseman's appointment as a Deputy Chair to the Court of Governors is extended exceptionally² by one year to 19 July 2021.
- 240.5.12. **APPROVED** David Cheeseman is appointed as an independent governor for a third term of office of one year ending 24 November 2021.

[Clerk's note: [David Cheeseman re-entered the room here](#)]

Chair, Finance and Property Committee

- 240.5.13. David Stanton left the meeting and members discussed a proposal from the Nominations Committee to appoint David to the role of Chair, Finance and Property Committee (Document COG 200318F).
- 240.5.14. Members noted that David had been unable to attend recent Committee and Court meetings due to a temporary increase in workload in his paid role, which had been notified in advance to the Chair to the Court and the Clerk.
- 240.5.15. Members noted that David is reflecting on whether he can commit the time necessary to the Committee Chair role and will inform the Clerk at the end of the month.
- 240.5.16. **AGREED** Members postponed a decision on the appointment to the next meeting of the Court and subject to the outcomes of the committee review.

[Clerk's note: [David Stanton re-entered the meeting here](#)]

- 240.5.17. In response to a member's query, the Clerk updated members on progress in recruitment of governors with professional accounting experience.
- 240.5.18. In response to a member's query, the Clerk confirmed that the appointment of the UWSU President Elect as a governor with effect from 1 July 2020 is subject to the approval of the Court as the student governor is a co-opted member not an ex-officio member.

Interim Chair, Human Resources (HR) Committee

- 240.5.19. Members discussed a proposal from the Nominations Committee to appoint Vanessa James to the role of Interim Chair, HR Committee (Document COG 200318F).
- 240.5.20. **APPROVED** Members appoint Vanessa James, Deputy Chair, HR Committee, to the role of Interim Chair, HR Committee with immediate effect. Members noted that the Interim Committee Chair role includes ex-officio membership of Remuneration Committee.

240.6. UNIVERSITY OF WESTMINSTER PRIZE AND SCHOLARSHIP FUND

- 240.6.1. Members considered a proposal to reallocate funds in the Westminster Prize and Scholarship Fund charity account - registered charity no. 1010405 (Document COG 200318G).
- 240.6.2. Members noted that the proposed reallocation would address difficulties relating to fund restrictions and conditions and enable the fund to support strategic activities that are as closely aligned to the original purpose as feasibly possible.
- 240.6.3. The Chair to the Court called a vote on the proposal, which is also subject to approval by the Charity Commission.

² Standing Order 3 states that the term of office for a Deputy Chair may be "*extended in exceptional circumstances (for example, to provide some continuity in the leadership of the Court)*".

- 240.6.4. **APPROVED** Members resolved unanimously to reallocate funds to the value of £2,191,843 to the activities listed below:

Estate/building fund	£28,240
General prizes and scholarships	£1,023,033
International Scholarship	£83,139
Life Science Scholarship	£31,646
PhD Studentships	£183,247
STEM scholarships	£48,996
Student and staff wellbeing	£94,773
Hardship bursary Fund	£108,226
Fyvie Hall Old Compton Organ restoration and musical events	£50,543
The Geoff Petts Research Fund	£40,000
Fieldtrips for Foundation level students	£250,000
Westminster Working Cultures	£250,000

240.7. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 240.7.1. **AGREED** The minutes of the Court of Governors meeting held on 27 November 2019 (Document COG 200318H) were agreed as an accurate record.
- 240.7.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 200318I).
- 240.7.3. **NSS and the student experience (Minute 239.8.6):** Deputy Vice-Chancellor (Education), Dr Sal Jarvis, spoke to members about how the developing Education Strategy connects with the recommendations from the report and how she is working with colleagues across the University and in the Students' Union to improve the student experience.
- 240.7.4. **Governance effectiveness review (Minute 239.6):** Members received progress reports on the implementation plan and the inclusion and diversity action plan, which had been considered by the Effectiveness Review Working Group.
- 240.7.5. **Regent Street Cinema (Action 239.5.2.1):** Members received an update report from the Director of Finance on operation of the Regent Street Cinema (Document COG 200318J).

240.8. MANAGEMENT ACCOUNTS REPORT

- 240.8.1. Members received the management accounts for January 2020 – Period 6 (Document COG 200331L), which include the Quarter 2 forecast and had been considered by the Finance and Property Committee.
- 240.8.2. **AGREED** Management accounts to be included on all future meeting agendas for discussion not as a starred item.

240.9. STANDING ORDERS OF THE COURT – ANNUAL REVIEW

240.9.1. The Chair postponed this item to the next meeting due to late circulation of the paper (Document COG 200331T).

240.10. STUDENTS' UNION MATTERS

240.10.1. Members received the UWSU financial statements 2018-19 (Document COG 200331V), which had been approved by the UWSU Trustee Board.

240.10.2. Members received the UWSU block grant bid and strategic plan 2020-21 (Document COG 200331U), which had been approved by the University Executive Board.

240.10.3. Members received notification of the outcome of the UWSU elections and the election report from the Returning Officer (Document COG 200331W).

240.10.4. The UWSU President expressed his sadness to be leaving the role and emphasised the performance and strong financial position of the Students' Union and the excellent working relationship between UWSU, the University, the Quintin Hogg Trust and the Court.

240.10.5. The Chair to the Court expressed her sadness that the UWSU President would be leaving UWSU and the Court and thanked him for the significant contribution he has made to the success of the Students' Union.

240.10.6. Members noted that the UWSU President and his sabbatical team remain in office to the end of June 2020 and will continue to work with the University to achieve their aims until the end of their term of office.

240.11. ACCESS AND PARTICIPATION PLAN 2020-25

240.11.1. Members received the access and participation plan and the letter from the OfS confirming approval (Document COG 200331K).

240.12. COMMITTEE MATTERS³

Committee appointments

240.12.1. **APPROVED** Independent governors Lin Phillips and Mei Xin Wang to be appointed as members of the Nominations Committee with immediate effect, as recommended by the Nominations Committee (Document COG 200331M).

Chancellor recruitment

240.12.2. **APPROVED** Members agreed the role description for the Chancellor (Document COG 200331M), as recommended by the Nominations Committee.

Terms of reference

240.12.3. **APPROVED** Amended terms of reference and membership for the Effectiveness Review Working Group (Document COG 200331N) to be implemented with immediate effect, as recommended by the Working Group.

240.12.4. **APPROVED** Amended terms of reference and membership for the HR Committee (Document COG 200331N) to be implemented with immediate effect, as recommended by the Committee.

³ **Clerk's note:** The proposal to extend the term of office of an academic staff governor listed on the meeting agenda (item 2.10a) was omitted from Document COG 200331M in error and addressed in writing between meetings.

240.12.5. **APPROVED** Amended terms of reference and membership for the Remuneration Committee (Document COG 200331N) to be implemented with immediate effect, as recommended by the Committee.

Skills matrix

240.12.6. **APPROVED** New skills matrix format (Document COG 200331O) to be implemented with immediate effect, as recommended by the Nominations Committee.

Sub-committee activity report

240.12.7. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 200331P):

- Academic Council – 4 December 2019
- Nominations Committee – 5 December 2019
- Remuneration Committee – 11 December 2019
- HR Committee – 15 January 2020
- Audit Committee – 28 January 2020
- Academic Council – 12 February 2020
- Effectiveness Review Working Group – 26 February 2020
- Nominations Committee – 26 February 2020
- Finance and Property Committee – 5 March 2020

240.13. PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWING) POLICY AND PROCEDURE – PERIODIC REVIEW

240.13.1. **APPROVED** Amended policy and procedure (Document COG 200331Q) to be implemented with effect from 1 April 2020, as recommended by Audit Committee.

240.14. FEE PROPOSALS 2021-22

240.14.1. **APPROVED** Fee proposals for the academic year 2021-22 (Document COG 200331R) to be implemented with effect from April 2020 for undergraduate courses and June 2020 for postgraduate courses, as recommended by Finance and Property Committee.

240.15. HONORARY AWARDS⁴

240.15.1. Members received and considered nominees for receipt of honorary awards (Document COG 200331S), who are recommended by the Nominations Committee.

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

- The Most Reverend Stephen Cottrell (D.Litt) – nominated by the College of Liberal Arts and Sciences (LAS)
- Joanna Gabrielle Da Silva OBE FREng FICE (D.Sc) – nominated by the Vice-Chancellor
- Evan Harold Davis (D.Litt) – nominated by the Vice-Chancellor
- Dominic Grieve QC (D.Litt) – nominated by LAS
- Jean-Paul Jeanrenaud (D.Litt) – nominated by the Westminster Business School (WBS)
- Oscar Murillo (D.Arts) - nominated by the College of Design, Creative and Digital Industries
- Dr Anne-Marie Imafidon MBE (D.Sc) – nominated by the Vice-Chancellor
- Sir Vivian Ramsey Kt MA FREng CEng FICE (D.Sc) – nominated by WBS

⁴ **Clerk's note:** The Procedure for nomination of recipients of honorary awards was omitted from Document COG 200331S in error and will be submitted to the next meeting of the Court.

- Professor Sophie Kerttu SCOTT FBA FMedSci (D.Sc) – nominated by LAS

240.16. STUDENT DISCIPLINARY REPORT 2018-19

- 240.16.1. Members received a report on student disciplinary casework for the 2018-19 academic year (Document COG 200331U), which includes report of any suspensions and/or exclusions. The report had been received also by Academic Council.

240.17. USE OF THE COMPANY SEAL

- 240.17.1. Members received a report on use of the University's seal since the last meeting (Document COG 200331X).

240.18. DATES OF FUTURE MEETINGS

Court of Governors

- 240.18.1. 3 June 2020 3.30pm in Room MG38 (MBA Boardroom), Marylebone site
15 July 2020 3.30pm in Room MG38 (MBA Boardroom), Marylebone site

Meetings may be preceded by briefings from 3.00pm.

Graduation ceremonies

- 240.18.2. 20-22 July 2020 at the Royal Festival Hall
9 and 23 November 2020 at the Royal Festival Hall

Court of Governors and committees 2020-21

- 240.18.3. Members received a schedule of meeting dates for the next academic year (Document COG 200331Y).

240.19. ANY OTHER BUSINESS

Code of Practice on Freedom of Speech

- 240.19.1. **APPROVED** The External events booking process and associated appendices is to be separated from Code of Practice on Freedom of Speech (Document COG 200331Z) with immediate effect, as recommended by the University Executive Board.