

MINUTES OF THE 266TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 21 MAY 2025 IN ROOM M321, 35 MARYLEBONE ROAD

PRESENT:	Professor L Berry (Chair) Mr D Airan, UWSU Mr J Ball Mr A Bertone (to Minute 266.4.5) Professor P Bonfield Mrs C Bradshaw Ms J Figueras Mr S Ford	Professor S Griffiths Ms N Gururani Mr T James Dr S Jarvis Ms J Robson Ms S Shabbir (Deputy Chair) Ms H Simpson Mr T Toumazis (Deputy Chair; to Minute 266.7.2)
IN ATTENDANCE:	Professor D Anand (Minute 266.4) Ms V Barton (Observer) Dr D Husbands (Minute 266.4) Ms E McMillan (Clerk to the Court)	Ms C Peterson (Minute 266.4) Mr D Stubbs (Minute 266.6) Mr I Wilmot (Company Secretary)
APOLOGIES:	Mr C Dhapatkar, UWSU Ms J Khan	Ms C Morgan
ABSENT:		

Clerk's note: This meeting was preceded by a workshop session on culture and values.

266.1 ANNOUNCEMENTS

- 266.1.1 The Chair welcomed all governors and attendees to the meeting.
- 266.1.2 The Chair introduced independent governors John Ball, Andrea Bertone, Caron Bradshaw Jessica Figueras, Naleena Gururani and Terrance James to their first meeting and all members introduced themselves.
- 266.1.3 The Chair welcomed UWSU Vice-President Vivian Barton as an observer of the meeting, noting that Vivian is a nominee for a role on the Court of Governors from July 2025.
- 266.1.4 Members noted apologies as recorded above.
- 266.1.5 Independent governors Caron Bradshaw and Terrance James declared an interest in starred agenda item 15.0 Court and committee membership.
- 266.1.6 The Chair confirmed there were no requests to discuss starred items (Minutes 266.10 to 266.19), which would be taken as approved or received without debate or to raise matters not on the agenda.
- 266.1.7 The Chair informed members that since the last meeting she had been involved in induction of newly appointed governors and invited governors to provide feedback on their experience.
- 266.1.8 The Chair informed members that she had also participated in meetings with the group of Chairs of London universities group, meetings and discussions with the Vice-Chancellor and engaged in planning for the next year with the Clerk to the Court.
- 266.1.9 **RATIFIED** Members confirmed the decision taken by the Chair between meetings to update the Financial Regulations 2024/25 (Document COG 250521N).

266.2 COMMITTEE CHAIR REPORTS

- 266.2.1 On behalf of the Committee Chair, Audit and Risk Committee member Shehma Shabbir informed members that the Committee had discussed the strategic risk register, a presentation on managing Education risks, an internal audit report on HR performance management, an external audit benchmarking report on financial statements and progress in the external audit tender process.
- 266.2.2 The Remuneration Committee Chair informed members that the Committee had agreed objectives and performance measures for University Executive Board (UEB) members, finalised the Remuneration framework for UEB members and approved changes to family friendly leave and benefits as applied to UEB members.
- 266.2.3 The Governance and Nominations Committee Chair informed members that the Committee reviewed the draft EDI Strategy and agreed recommendation on Court and committee membership, commented on the draft Diversity and dignity at work and study policy, reviewed the outcome of the annual update of the Code of Practice and Memorandum of Understanding with UWSU and received an assurance report on regulatory compliance.
- 266.2.4 The Resources Committee Chair informed members that the Committee received an update report on capital projects and discussed including larger contingencies in budgets for large and complex development projects. He also reported that the Committee approved the business plan and budget application for emergency staircase work at 309 Regent Street and postgraduate tuition fees for 2026/27, agreed to recommend to the Court changes to family friendly leave and benefits (for colleagues other than UEB members) and discussed the disposal of a University property and the latest management accounts.
- 266.2.5 The Academic Council Chair informed members that Council members participated in a workshop session on preparation for the next Teaching Excellence Framework focusing on intent, implementation and impact and that two independent governors would be invited to attend the next meeting to participate in the discussion of the annual quality assurance report. The Council Chair invited any independent governors who were interested in attending that meeting to contact the Clerk to the Court.
- 266.2.6 Members noted that draft minutes from recent committee meetings are available in the online Court Reading Room.

266.3 VICE-CHANCELLOR'S REPORT

- 266.3.1 Members noted the Vice-Chancellor's report (Document COG 250521A).
- 266.3.2 The Vice-Chancellor supplemented his written report with an oral update covering financial difficulties in the broader sector and Government policies that impact on international student recruitment.
- 266.3.3 A member commended the University for the quality of the recruitment and marketing videos mentioned in the report.
- 266.3.4 In response to a member's query about the April 2025 Supreme Court ruling on gender, the Vice-Chancellor assured members that everyone in the University community would continue to have access to facilities, that he had written a message to all in the community to reassure them that they continue to be safe and to belong at the University and informed members that the implications for student sports have not yet been worked through.

266.4 EQUALITY, DIVERSITY AND INCLUSION STRATEGY

- 266.4.1 Clare Robertson – Equality, Diversity and Inclusion (EDI) Manager and Dibyesh Anand and Deborah Husbands – Co-Chairs of the EDI Committee joined the meeting and introduced the proposed updated Strategy (Document COG 250521B), which was recommended by the Governance and Nominations Committee.

APPROVED

- 266.4.2 A Co-Chair, EDI Committee informed members that the two key differences from the previous version of the Strategy are a stronger focus on intersectionality (and the nuanced aspects of lived experience) and equity (enabling individuals access to experiences in ways that work for them).
- 266.4.3 The Co-Chair, EDI Committee noted that the Strategy is a brief, high-level document and invited governors to the EDI Open Forum in June 2025 where they could find out more from University departments, teams and students about the Strategy in practice.
- 266.4.4 The EDI Manager reported that the Strategy refresh process involved wide engagement led by the EDI Team including a series of engagement sessions (in person and online) to hear voices from the whole of the University as well as an online form for colleagues to give feedback that had the option of anonymity.
- 266.4.5 A Co-Chair, EDI Committee explained that references to diversity in the Strategy cover diversity of identities and of ideas.
- 266.4.6 Members discussed in small groups how the Strategy would be implemented and how the EDI Committee and Colleague Networks consider these issues using fictional – but representative - colleague and student scenarios.
- 266.4.7 The Chair thanked everyone for the work put into the refreshed Strategy.
- 266.4.8 **APPROVED** EDI Strategy 2025-2030 to be implemented from August 2025.

266.5 SAFETY, HEALTH AND WELLBEING UPDATE

- 266.5.1 The University Secretary and Chief Operating Officer (USCOO)/Co-Chair, Staying Safe: Business Continuity Group informed members that the Group continued to plan implementation of measures to align with the requirements that will arise from Martyn's Law – the Terrorism (Protection of Premises) Act 2025.
- 266.5.2 In response to a member's query, the USCOO confirmed that cyber security is a standing item discussed at all meetings of the Group and noted that the internal auditors are completing their periodic review of cyber security.

266.6 MANAGEMENT ACCOUNTS REPORT

- 266.6.1 David Stubbs – Director of Finance and Commercial Services ('Director of Finance') joined the meeting and presented the management accounts report for March 2025 (Document COG 250521C).
- 266.6.2 The Director of Finance informed members that the University's year to date position is ahead of the Quarter 2 forecast due to receipt of funding from the Office for Students (OfS) earlier than anticipated and that work on the Quarter 3 forecast shows an expected £2.7 million surplus for the year.
- 266.6.3 The Director of Finance assured members that the balance sheet and cash positions remain robust, that the University is fully compliant with lender covenants and that colleagues continue to monitor capital expenditure to ensure achievement of the forecast surplus.
- 266.6.4 In response to a member's query about staffing numbers, the Director of Finance explained that the University is adopting an internal progression and promotions approach that creates vacancies internally. A member welcomed the approach; however, cautioned that the impact should be monitored to avoid losing roles at lower grades.

266.7 STUDENTS' UNION AND STUDENT GOVERNOR UPDATE

[Clerk's note: Vivian Barton left the room while the decision below was discussed]

- 266.7.1 **APPROVED** Adil Musani and Vivian Barton to be appointed as internal (student) governors for a one-year term from 1 July 2025 (Document COG 250521Di), as recommended by Governance and Nominations Committee.
- 266.7.2 The UWSU President/student governor summarised the UWSU strategic update report (Document COG 250521Dii).
- 266.7.3 One member asked the UWSU President to ask the Sabbatical team to encourage students to engage with the new student module evaluation process.
- 266.7.4 In response to a member's query about the relationship between the University and UWSU, the UWSU President commented that the University helps in any way they can, the two organisations are critical friends with each other, both want the student experience to be the best and relations are developing and improving day by day. The Vice-Chancellor added that there is a very strong partnership, the University delivers some of its requirements through UWSU (e.g., sports clubs and societies), the two organisations are partners and critical friends and have to deal with a lot of difficult matters together.
- 266.7.5 The UWSU President reflected on his experience as a member of the Court and other University committees commenting that:
- It had been an honour to be part of decision-making at this high level.
 - When he attended training with student governors from other universities and heard the issues that others are experiencing it is not something he recognises from his own experience.
 - How things work here is different – there is a good working culture and he had 1-2-1 meetings with a buddy governor where he could ask questions.
 - He has built confidence through the experience of being a governor, learning something new every day.

266.8 ANY OTHER BUSINESS

- 266.8.1 The Chair encouraged members to note the future meeting dates, which are listed at the end of every agenda.

266.9 MEETING EVALUATION

- 266.9.1 A Deputy Chair to the Court invited members to comment on the meeting. Members comments included:
- It was great to welcome the new group of governors who brought new opinions, discussion, voices and energy.
 - There was plenty of time for discussion and less papers than other Court meetings.
 - Efforts to provide some context to the discussions was welcome. It may be helpful to send out more background information between meetings to reduce the time taken providing context at the meeting.
 - The culture workshop session was good for engagement.
 - The use of starred items is a good tool.
 - Pleased that first item at the first meeting was the EDI Strategy – it validates the reason they applied to be a governor at Westminster.
 - It was good to see that the material in the governor recruitment pack is reflected in reality.
- 266.9.2 The Chair encouraged governors to send in any questions they may have between meetings.

266.10 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 266.10.1 **AGREED** Members confirmed that the minutes of the Court of Governors meeting held on 12 March 2025 (Document COG 250521E) are an accurate record.
- 266.10.2 Members received a report on progress and completion of actions and matters arising from previous meetings (Document COG 250521F).
- 266.10.3 **Vice-Chancellor's report (Action 265.3.2.1):** Members noted that the draft OfS Strategy is available in the Court online Reading Room in SharePoint.
- 266.10.4 **Sustainability annual report 2023/24 (Minute 265.7):** Members noted that the report is available on the University website.
- 266.10.5 **Strategic KPIs – mid-year performance update (Minute 265.8):** Members noted that the Vice-Chancellor and the Director of Strategy, Planning and Performance will submit a proposal for a new approach to the Court meeting in July 2025 and UEB will review the strategic KPIs as part of the Being Westminster mid-term review, the outcome of which will be presented to the Court in October 2025.
- 266.10.6 **Court and committee membership (Action 265.10.2.1):** Members noted that the Clerk extended the invitation to lunch as requested.

266.11 FAMILY FRIENDLY POLICIES - OCCUPATIONAL PAY AND LEAVE BENEFITS

- 266.11.1 **APPROVED** Enhanced family friendly occupational pay and leave benefits to be implemented from 1 June 2025 (6 April 2025 for neo-natal benefits) as stated in the proposed paper (Document COG 250521G).

266.12 COURT AND COMMITTEE MEMBERSHIP

- 266.12.1 Members received proposals for appointments to the Court and its committees (Document COG 250521H), as recommended by the Governance and Nominations Committee.
- 266.12.2 **APPROVED** Jameela Khan to be re-appointed as an independent governor for a second three-year term from 1 December 2025.
- 266.12.3 **APPROVED** Caron Bradshaw to be appointed as Deputy Chair of Governance and Nominations Committee from 22 May 2025.
- 266.12.4 **APPROVED** Terrance James to be appointed as a member of Remuneration Committee from 22 May 2025.
- 266.12.5 Members noted the recruitment plan for the next Chair of the Court of Governors and Pro Chancellor.

266.13 TEMPORARY AMENDMENT TO STANDING ORDER 1: SCHEME OF DELEGATION FOR SIGNING CONTRACTS

- 266.13.1 **APPROVED** The Head of Infrastructure Operations is authorised to sign Information Systems and Support contracts in lieu of the Head of IT Operations and within the restrictions specified in Standing Order 1, section 2.5, as recommended by the Governance and Nominations Committee (Document COG 250521I).
- 266.13.2 Members noted that this delegation of authority is temporary and will end either when the new Head of IT Operations joins the University or on 21 May 2026 (whichever is the sooner).

266.14 COMPLIANCE WITH ONGOING REGULATORY CONDITIONS – ANNUAL REPORT 2024/25

- 266.14.1 Members received the annual assurance report on compliance with regulatory conditions (Document COG 250521J), which has been noted by the Governance and Nominations Committee and will be submitted to the Audit and Risk Committee.

266.15 REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL

- 266.15.1 Members noted the annual update of the statutory register (Document COG 250521K), as submitted to the Governance and Nominations Committee.

266.16 SAFETY, HEALTH AND WELLBEING POLICY – STATEMENT OF INTENT

- 266.16.1 Members received the updated Safety, Health and Wellbeing policy - statement of intent (Document COG 250521L), which had been approved by UEB.

266.17 SABBATICAL OFFICERS ELECTION – RETURNING OFFICER’S REPORT

- 266.17.1 Members receive the Returning Officer's report on the UWSU Sabbatical Officers election (Document COG 250521M).

266.18 USE OF THE COMPANY SEAL

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

266.19 DATES OF FUTURE MEETINGS

- 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 15 July 2026

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