

**APPROVED**

**MINUTES OF THE 239<sup>TH</sup> MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 27 NOVEMBER 2019 IN ROOM CH1.14 CAVENDISH HOUSE, UNIVERSITY OF WESTMINSTER, 101 NEW CAVENDISH STREET.**

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PRESENT:	Mrs D Yeo (Interim Chair) Mr I Alzaid, UWSU (from Minute 239.8.4) Mr C Barnes (from Minute 239.6.3) Ms C Bernard (Minutes 239.1 to 239.6.2 and from Minute 239.8) Dr P Bonfield Mr N Catterall Mr D Cheeseman (Deputy Chair) Dame K Dunnell Mr G Morley	Mr P Murphy Ms H Owen Ms L Phillips Professor F Ross (to Minute 239.8.5) Mr M Smith Ms P Wales Ms MX Wang Mr S Wylie
IN ATTENDANCE:	Mr D Burt (Minute 239.7) Mr J Cappock (Company Secretary) Professor R Dannreuther	Mr D Gibbs, KPMG (Minutes 239.4 and 239.5) Mrs E McMillan (Clerk)
APOLOGIES:	Mr J Bairamian Mr G Davies Dame M Hogg Professor A Hughes	Ms V James Professor G Meikle The Venerable Canon D Stanton

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**239.1. ANNOUNCEMENTS**

- 239.1.1. The Chair welcomed all governors and colleagues to the meeting.
- 239.1.2. Apologies were noted as listed above.
- 239.1.3. Members noted Dame Mary Hogg's standing declaration of interest in matters relating to the Quintin Hogg Trust or Quintin Hogg Memorial Fund.
- 239.1.4. Chris Bernard declared an interest in agenda item 2.11c regarding appointment of an interim Deputy Chair and Chris left the room for the discussion of this item (Minute 239.14.5).
- 239.1.5. Fiona Ross declared an interest in agenda item 2.11d regarding appointment to the Audit Committee (Minute 239.14.7). The appointment was approved without discussion and Fiona was not required to leave the room.
- 239.1.6. The Chair confirmed there were no requests to discuss starred agenda items (Minutes 239.14.7 to 239.21).
- 239.1.7. The Chair agreed to a request from the Clerk to the Court and Head of University Governance to discuss appointment of a Chair to the Court under agenda item 4 'Any other business' (Minute 239.22).
- 239.1.8. The Chair briefed members on her activities since the last meeting, including:
- engaging with Committee of University Chairs;

- update meetings with the Vice-Chancellor, other members of the executive, governors and the Students' Union President;
- attending University shows and graduations; and
- attending the Vice-Chancellor's inaugural address as President of the Institution of Engineering and Technology.

239.1.9. The Chair briefed members on recent communication from the Office for Students (OfS) regarding payment of invoices, reporting that the OfS confirmed the University paid the relevant invoices on time.

## **239.2. AUDIT COMMITTEE ANNUAL REPORT**

239.2.1. Matthew Smith, Chair of the Audit Committee presented the Committee's annual report to the Court (Document COG 191127A). The report includes Annex 1 the Internal Audit annual report for the year ending 31 July 2019 and Annex 2 the Office for Students (OfS) annual accountability return.

239.2.2. The Committee Chair reported that the report includes the first year with the new internal audit service provider – TIAA – and refers to some limited assurance internal audit reports, which largely reflect the consequences of the transformation programme.

239.2.3. The Committee Chair confirmed the Committee's recommendation that the University continues with TIAA and KPMG as internal and external auditors respectively.

239.2.4. **APPROVED** Audit Committee annual report and annexes to be submitted to the OfS as required.

## **239.3. ANNUAL REPORT AND FINANCIAL STATEMENTS**

239.3.1. The Chair, Finance and Property Committee recommended the annual report and financial statements for the year ending 31 July 2019 (Document COG 191127D) to the Court confirming that it had been considered by the Audit Committee and Finance and Property Committee at their joint meeting. The report was accompanied by the finance return to the OfS and associated financial commentary.

239.3.2. The Director of Finance, Ian Wilmot, gave an oral summary of highlights from the financial statements.

239.3.3. A member queried whether the surplus achieved is reasonable for the sector and in response the Director confirmed that, while performance varies, the University expects to have achieved very good performance when compared with other institutions due largely to implementation of the transformation programme.

239.3.4. A member queried the remaining period of a loan and the Vice-Chancellor confirmed the University Executive Board (UEB) agreed to look at the loan to see whether savings can be achieved.

## **239.4. EXTERNAL AUDIT**

### **Audit Highlights Memorandum and Management Letter 2018-19**

239.4.1. The Chair welcomed External Auditor, Dean Gibbs from KPMG, who presented the memorandum and letter (Document COG 191127B). The letter had previously been considered by the Audit Committee and Finance and Property Committee at their joint meeting.

239.4.2. The External Auditor thanked the Finance team for a well-produced set of accounts and the support provided to his team through the audit.

## APPROVED

- 239.4.3. Members heard that KPMG will issue an unqualified opinion of the financial statements of the University and its subsidiaries.

### **Letter of Representation and Management Statement of Assurance (Document COG 191127C)**

- 239.4.4. The External Auditor confirmed to members that the letter is in the standard format.
- 239.4.5. The Vice-Chancellor reported to members that the Finance team had fed back that the external audit team were very thorough and thanked KPMG for their work. The Director of Finance added his thanks to KPMG.
- 239.4.6. The Vice-Chancellor thanked the Finance team for their work throughout the year and during the audit and this was echoed by the Court.
- 239.4.7. **AGREED** The letter of representation is accurate and should be signed by the Chair.

### **239.5. ANNUAL REPORT AND FINANCIAL STATEMENTS (continued)**

- 239.5.1. A member queried the financial strategy for the Regent Street Cinema, a subsidiary company of The University of Westminster. Independent governor, Simon Wylie, who is Chair of the Cinema's Management Board briefed members on planned marketing and awareness-raising activities.
- 239.5.2. The Vice-Chancellor briefed members on ongoing UEB discussions on the financial performance of the Cinema and thanked Simon for his work with the Management Board.
- 239.5.2.1. **ACTION Director of Finance** to present a report on the Cinema at the next meeting.
- 239.5.3. A member queried whether students use the cinema as a resource for their studies.
- 239.5.4. **APPROVED** Annual report and financial statements confirmed for submission to the Annual General Meeting and the OfS.
- 239.5.5. **APPROVED** Finance return and commentary confirmed for submission to the OfS.

*[Clerk's note: At this point the meeting was adjourned for the AGM and re-convened at its completion]*

### **239.6. EFFECTIVENESS REVIEW IMPLEMENTATION PLAN**

- 239.6.1. Members considered the implementation plan (Document COG 191127E) recommended by the Effectiveness Review Working Group.
- 239.6.2. Members noted the outcome of the poll on governor priorities (Appendix 1), which is reflected in the prioritisation of actions in the implementation plan and a summary of recommendations addressed prior to the discussion by the Working Group on 29 October 2019 (Appendix 2).
- 239.6.3. Members discussed a proposal from the Working Group to combine the Finance and Property Committee and the Human Resources Committee that related to the recommendation from the Halpin partnership report to reduce the size of the Court and to support a more strategic focus for both committees.
- 239.6.4. **REJECTED** Following the expression of different views on the proposal members reached a consensus that a broader review of the Court's sub-committees is needed to identify whether this is an appropriate response to the issues identified. Members therefore did not support the proposal.

## APPROVED

- 239.6.5. **AGREED** The Effectiveness Review Working Group will conduct a review of the Court's sub-committee structure and submit to the Court a review report with recommendations.
- 239.6.6. **AGREED** Members confirmed the proposed implementation plan.
- 239.6.7. **AGREED** Members confirmed the proposed action plan to support diversity in the future recruitment of Court members.
- 239.6.8. **APPROVED** Nominations Committee terms of reference to be amended to include the Company Secretary/University Secretary and Chief Operating Officer (USCOO) as an ex-officio member with immediate effect.
- 239.6.9. **AGREED** Members confirmed the text of the commentary to be published alongside the Halpin partnership report.

### **239.7. ANNUAL QUALITY ASSURANCE REPORT**

- 239.7.1. The Chair welcomed Academic Registrar, David Burt, who presented the annual quality assurance report (Document COG 191127G), which includes an assessment of the University's compliance with the five regulatory ongoing conditions relating to quality and standards and an action plan relating to the continuous improvement of the student academic experience and student outcomes.
- 239.7.2. Members noted that a more in-depth discussion of the report will take place at the March meeting of the Court.
- 239.7.3. The Academic Registrar reported that since the report was produced the OfS has published the assurance return forms and the four assurance statements have been removed. The OfS' focus appears to be ongoing monitoring of the conditions of registration, a number of which relate to academic quality and standards.
- 239.7.4. The Academic Registrar reported that the Teaching Committee and Academic Council recommend closing the action plan (a requirement of the annual submission to HEFCE that has been maintained for the last three years) with actions covered in a broader action plan covering the student experience and including actions in response to National Student Survey (NSS) outcomes.
- 239.7.5. Independent governor Mei Xin Wang, who attended the Academic Council discussion of the report provided feedback on her experience.
- 239.7.6. In response to a member's query, the Academic Registrar provided more information on how the OfS will monitor academic quality and, subject to any further guidance from the OfS, confirmed that he recommends the Court and Academic Council continue to receive an annual report for their own monitoring and assurance purposes.
- 239.7.7. Members discussed how the OfS ongoing conditions of registration will provide a framework for the review of sub-committee responsibilities agreed earlier in the meeting and the USCOO reported that he is discussing with the Clerk to the Court how best to present information on assurance to the OfS to the Court.
- 239.7.8. **AGREED** On the recommendation of Academic Council, members confirmed that the assurance statements and requirements of the ongoing conditions relating to academic quality and standards have been met.

### **239.8. NSS AND THE STUDENT EXPERIENCE**

- 239.8.1. Members received a limited assurance internal audit review report on the NSS and the student experience (Document COG 191127F).

- 239.8.2. The Audit Committee Chair explained that the Committee referred the report to the Court due to the importance of this area of work. The Committee suggest that the Interim Chair to the Court invites the new Deputy Vice-Chancellor (DVC) for Education (Dr Sal Jarvis) to attend the Court meeting in March 2020 to discuss how the findings in the report inform her strategy and future priorities.
- 239.8.3. The DVC for Education, Professor Roland Dannreuther, briefed members on improvements to the student experience, noting that the report focuses on processes to manage the response to NSS outcomes. He reported that the Teaching Committee has addressed these process issues and the management actions have been addressed also.
- 239.8.4. The DVC briefed members on the link between longer term improvements and enhancements and the new Education Strategy in development.
- 239.8.5. Members held a broad discussion with the DVC on matters relating to School and University level action plans and management structures and responsibilities in relation to the student experience.
- 239.8.6. **AGREED** New DVC (Education) to speak to the Court in March 2020 on her reflections on the report and how it aligns with the new Education Strategy.
- 239.8.7. The student governor queried whether there was student representation on the NSS Taskforce. The DVC explained that the focus was on the academic schools and specific Professional Services such as Estates Planning and Services.
- 239.9. ACADEMIC COUNCIL UPDATE**
- 239.9.1. The Vice-Chancellor, Chair of Academic Council, briefed members on the business conducted by Council at the meeting in October 2019 (Document COG 191127H) and notified members of the topics to be discussed at the December meeting.
- 239.10. WELLBEING, HEALTH AND SAFETY REPORT**
- 239.10.1. The USCOO, Chair of the Safety, Health and Wellbeing Committee, briefed members on the topics discussed at the last meeting (Document COG 191127I).
- 239.10.2. Members discussed with the Vice-Chancellor a letter from the Secretary of State for Education to all universities on fire safety (Document COG 191127I) and received assurance on the status of the University's buildings, including residential student accommodation whether university-owned or privately-owned/commercial premises.
- 239.10.3. Members received the Safety, Health and Wellbeing annual report 2018-19 (Document COG 191127J).
- 239.10.4. A member queried the reported figures for verbal assaults on University colleagues and members of the executive commented that they expect there is under-reporting from colleagues of this issue.
- 239.10.5. **APPROVED** Members confirmed the annual report.
- 239.11. VICE-CHANCELLOR'S REPORT**
- 239.11.1. Members received and noted the Vice-Chancellor's report (Document COG 191127Ki) and Estate road map time line (Document COG 191127Kii).
- 239.11.2. The Vice-Chancellor (VC) supplemented the written report with an oral update including:
- the upcoming General Election;
  - start date for the new DVC (Education);

- governance of the Sir Simon Milton Westminster University Technical College; and
- work on student wellbeing.

239.11.3. The USCOO briefed members on the Estate road map time line, which is yet to be refined by academic portfolio size and shape and encouraged members to view the Harrow master planning work (as part of One Public Estate) on display on boards around the room.

239.11.4. The student governor reported a current shortage of space for sports and queried what the University is doing prior to delivery of the road map to address this. The Vice-Chancellor described recent improvements and noted that the University needs to look at sports provision across the estate.

239.11.5. The Chair thanked the USCOO and members of Finance and Property Committee for all their work in this area and gave special thanks to independent governor Philip Murphy for his contributions to the discussions on the One Public Estate.

#### **239.12. WESTMINSTER 2023 STRATEGIC RISK REGISTER**

239.12.1. Members considered the first periodic review of the Westminster 2023 strategic risk register (Document COG 191127L).

239.12.2. The USCOO informed members that the report challenged UEB and led to a rigorous discussion of risk.

239.12.3. The USCOO confirmed to members that UEB concluded mitigations are reasonably effective and appropriate actions are in place to ensure the risks are not impeding the ability to deliver the Strategy.

239.12.4. Members noted that members of Court and UEB will work together at a workshop on risk appetite on 12 February 2020.

#### **239.13. REMUNERATION COMMITTEE ANNUAL REPORT**

239.13.1. David Cheeseman, Chair of the Remuneration Committee presented the Committee's annual report to the Court (Document COG 191127M), which will be published on the University website.

239.13.2. The Committee Chair informed members that following a discussion between the former UWSU President and the Committee he and the Director of Human Resources and Safety, Health and Wellbeing plan to meet with the officers of the Students' Union to explain the remuneration framework.

239.13.3. The Committee Chair explained that the Committee considers the consequences of the decisions they take where they may set a precedent and works well with the Chair of the HR Committee to consider what the impact may be on the rest of the organisation.

239.13.4. Members noted that Nominations Committee will consider their recommendation for the next Chair of the Committee when they meet in February 2020.

239.13.5. The student governor commented that he would like to speak to the Committee about the student view on senior pay. The Committee Chair confirmed the Committee are open to his suggestion.

#### **239.14. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**

239.14.1. **AGREED** The minutes of the Court of Governors meeting held on 2 October 2019 (Document COG 191127N) were agreed as an accurate record.

## APPROVED

- 239.14.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 191127O).
- 239.14.3. **Announcements – Court strategic away day (Action 238.1.8.1):** Members noted that feedback from governors is available in the Court online Reading Room.
- 239.14.4. **Code of Practice on Freedom of Speech (Action 238.4.4.1):** Members noted confirmation from the Senior Compliance and Development Manager that the Code was written to align with the University's Prevent obligations.
- 239.14.5. **Court appointments – Interim Deputy Chair (Action 238.5.8):** **APPROVED** Chris Bernard is appointed as Interim Deputy Chair to the Court for a period from 1 December 2019 to 30 September 2020. Members noted that the term of the appointment is aligned to the period during which Diane Yeo - a Deputy Chair to the Court – is acting up in the role of Interim Chair to the Court and therefore subject to review according to the needs of the process to recruit and induct a new Chair to the Court.
- 239.14.6. **Standing orders – annual review (Action 238.6):** **APPROVED** Further updates to Standing Order 1: Scheme of delegation for signing certain categories of contract and for authenticating non-contractual documents to be implemented with effect from 28 November 2019.
- 239.14.7. **Audit Committee – terms of reference (Action 238.8):** **RATIFIED** Members supported the decision taken by Chair's action between meetings to appoint Professor Fiona Ross is appointed as a member of Audit Committee with effect from 14 October 2019.
- 239.14.8. **Absence policy and procedure (Action 238.7.5.1):** Members noted that the Deputy Director of Human Resources considered the member's suggestion and decided not to alter the policy at this time.
- 239.14.9. **Fee strategy proposals 2020-21 (Minute 235.9):** **APPROVED** Proposed fees for the 15-week Pre-sessional English (PSE) programme for 2020-21 to be adopted as recommended by UEB and the Finance and Property Committee.
- 239.15. PREVENT DUTY ANNUAL MONITORING REPORT**
- 239.15.1. Members received the annual Prevent Duty monitoring return (Document COG 191127P).
- 239.15.2. **APPROVED** Annual report, action plan and risk register and annual return to be submitted to the OfS as required.
- 239.16. MANAGEMENT ACCOUNTS REPORT**
- 239.16.1. Members received the management accounts for September 2019 – Period 2 (Document COG 191127Q), which had been considered by the Finance and Property Committee.
- 239.17. TREASURY MANAGEMENT – REPORT, PLAN AND POLICY REVIEW**
- 239.17.1. **APPROVED** Treasury Management plan 2019-20, updated Treasury Management Policy for 2019-20 and updated Investment Management Policy 2019-20 (Document COG 191127R), as recommended by the Finance and Property Committee, to be implemented from 1 December 2019.
- 239.18. HUMAN TRAFFICKING AND MODERN SLAVERY STATEMENT TO 31 JULY 2019**
- 239.18.1. Members received the annual statement (Document COG 191127S), which had been agreed by UEB. Members received also two documents referred to in the statement – the Responsible procurement statement and the Supplier sustainability charter. It is a statutory requirement for the modern slavery statement to be published on the University website.

**239.19. USE OF THE COMPANY SEAL**

239.19.1. Members received a report on use of the University's seal since the last meeting (Document COG 191127T).

**239.20. SUB-COMMITTEE ACTIVITY REPORT**

239.20.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 191127U):

- Effectiveness Review Working Group – 29 October 2019
- Audit Committee – 14 November 2019
- Joint Audit Committee and Finance and Property Committee – 14 November 2019
- Finance and Property Committee – 14 November 2019

**239.21. DATES OF FUTURE MEETINGS**

239.21.1. **Court of Governors**  
18 March 2020 3.30pm in Room MG38 (MBA Boardroom), Marylebone site  
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.

239.21.2. **Graduation ceremonies**  
20-22 July 2020 at the Royal Festival Hall

**239.22. ANY OTHER BUSINESS**

**Process to appoint a Chair to the Court**

239.22.1. **RESOLVED** Members delegate authority to the Nominations Committee to agree the recruitment process for the new Chair to the Court of Governors. The process decisions are expected to include:

- timeline for recruitment and appointment;
- membership of the steering group and the interview panel (independent members of the Court only);
- any additional criteria for the post (views being sought from colleague networks and the Students' Union sabbatical team; and
- whether a recruitment agency is used and where the vacancy is advertised.