

**MINUTES OF THE 243<sup>RD</sup> MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 7  
OCTOBER 2020 VIA MICROSOFT TEAMS.**

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PRESENT:	Mrs D Yeo (Chair) Professor D Anand Mr J Bairamian Dr P Bonfield Mr D Cheeseman (Deputy Chair) Dame K Dunnell Ms V Foster Professor A Hughes Ms V James Mr T Lovell	Professor G Meikle Mr G Morley Ms H Owen Professor F Ross Mr M Smith The Venerable Canon D Stanton Ms P Wales Ms MX Wang Mr S Wylie
IN ATTENDANCE:	Mr J Cappock (Company Secretary) (to Minute 243.6) Ms A Hanza (Observer) Dr S Jarvis Ms L Khalid, UWSU (Observer)	Mrs E McMillan (Clerk) Ms L Pacekajute (Observer) Mr I Wilmot (Minute 243.5)
APOLOGIES:	Mr N Catterall Mr P Mehta, UWSU	Ms L Phillips (Deputy Chair)

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**Clerk's note:** This meeting of the Court of Governors was preceded by a briefing meeting including presentations from the UWSU Sabbatical Officers on their priorities for the year and an invitation from the Alumni Relations Lead to governors to participate in the University's student mentoring programme.

**243.1. ANNOUNCEMENTS**

- 243.1.1. The Chair welcomed all governors and colleagues to the meeting. She also welcomed Victoria Foster and Tim Lovell to their first meeting as members of the Court of Governors; Ayssar Hanza and Laima Pacekajute to their first meeting as observers under the Board Apprentice scheme and UWSU Vice-President Lubaba Khalid as an observer.
- 243.1.2. Apologies were noted as listed above.
- 243.1.3. Independent governor Matthew Smith declared a potential conflict of interest in respect of agenda item 9.0 (Minute 243.6). The Court considered it in the interests of the University to authorise the conflict in the circumstances and agreed Matthew could participate fully in the discussion and any decision taken.
- 243.1.4. The Clerk to the Court informed members that insufficient support had been expressed in advance of the meeting for two starred items requiring approval and they would therefore be discussed at the meeting.
- 243.1.5. The Chair confirmed there were no requests to discuss matters other than those on the agenda.
- 243.1.6. The Chair briefed members on her activities since the last meeting, which included CUC (Committee of University Chairs) meetings and meetings with Chairs of governing bodies for other London universities; regular discussions with the Vice-Chancellor, members of the executive and Deputy Chairs to the Court; informal phone conversations with governors; participation in the recruitment and selection of the new Pro Vice-Chancellor and Head of

College; and induction meetings with new governors, committee members and board apprentices.

**243.2. COURT OF GOVERNORS CODE OF CONDUCT**

243.2.1. Members re-affirmed their commitment to the Court of Governors Code of Conduct (Document COG 201007A).

**243.3. SCHEDULE OF BUSINESS 2020/21**

243.3.1. **AGREED** Members confirmed that activities on the schedule of business 2020/21 (Document COG 201007B) fulfil the responsibilities of the Court.

**243.4. VICE-CHANCELLOR'S REPORT**

243.4.1. Members received and noted the Vice-Chancellor's report (Document COG 201007C).

243.4.2. The Vice-Chancellor explained the support the University is offering students in University halls of residence and residential accommodation where the University has nomination rights.

**243.4.2.1. ACTION Clerk to the Court** to forward to members the Vice-Chancellor's latest communication to students in halls of residence.

243.4.3. The Vice-Chancellor informed members that the University has successfully achieved the Social Enterprise Gold Mark<sup>1</sup>.

243.4.4. The University Secretary and Chief Operating Officer (USCOO), who is Chair of the Being Safe, Feeling Safe Working Group, briefed members on latest progress in the Being Safe Feeling Safe work streams and noted that information had been circulated to members earlier in the week on the numbers of student Covid-19 cases and numbers of students self-isolating in University residential accommodation.

243.4.5. Dr Sal Jarvis - the Deputy Vice-Chancellor (Education) - briefed members on delivery of educational programmes in the new semester and reported that students' are engaging well with online teaching and learning activities. She informed members that the University and UWSU will launch a joint pulse survey next week to find out how students are feeling and what their experience has been since the start of the semester.

243.4.6. Professor Dibyesh Anand – staff governor and Co-Chair of the Equality, Diversity and Inclusion Committee – briefed members on the first meeting of this new committee, which reports to the University Executive Board.

243.4.7. Members commented on negative portrayals of online teaching and learning in the media and the potential impact of the University's experiences of online and blended learning during the pandemic on future strategy.

243.4.8. In response to a member's query, the Vice-Chancellor confirmed that the University continues to work closely with UWSU and staff unions around the response to Covid-19.

**Academic Council update**

243.4.9. Members noted the annual summary of decisions taken by Academic Council for 2019/20 (Document COG 201007D).

243.4.10. The Vice-Chancellor responded to a member's query on how the University is developing the strategy for highlighting and increasing research.

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<sup>1</sup> <https://www.socialenterprisemark.org.uk/goldmark-2/>

**243.5. FINANCIAL PERFORMANCE**

- 243.5.1. Ian Wilmot - Director of Finance - presented the management accounts for July 2020, which include the initial 2019/20 outturn (Document COG 201007E).
- 243.5.2. The Director of Finance confirmed that the University had achieved a strong financial performance in 2019/20, presented highlights from the management accounts pack and briefed members on income, expenditure and the end of year surplus, the balance sheet and cashflow.
- 243.5.3. In response to members' queries, the Director explained:
- variances in one area of College expenditure;
  - how the University Planning Committee allocates the strategic investment fund;
  - ongoing work around the University's pension liabilities; and
  - management of salary costs.

**243.6. [REDACTED – CONFIDENTIAL]**

**243.7. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**

- 243.7.1. **AGREED** The minutes of the Court of Governors meeting held on 15 July 2020 (Document COG 201007G) were agreed as an accurate record.
- 243.7.2. Members received the notes of a meeting held on 6 August 2020 (Document COG 201007H).
- 243.7.3. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 201007I).
- 243.7.4. **Vice-Chancellor's report (Actions 242.2.3.1 and 242.2.7.1)** Members noted that the Clerk to the Court circulated the note of the meeting with the Office for Students (OfS) and received a response from the Director of Estates Planning and Services to the query raised about investment in student residential accommodation.
- 243.7.5. **Vice-Chancellor's report (Action 242.2.8.1)** Members noted an update on work led by the Director of Strategy, Planning and Performance on identifying and reporting on key performance indicators and targets.
- 243.7.6. **APPROVED Review of standing orders (Minute 242.7)** Amendments to define the terms 'retire' and 'resign' in Standing Order 3: Constitution of the Court to be adopted with immediate effect.
- 243.7.7. **Schedule of delegation and annexes (Action 242.7.25.1)** Members received 'Allocation of responsibilities to UEB members', which is Annex B to the Schedule of delegation.

**243.8. COMMITTEE TERMS OF REFERENCE**

- 243.8.1. Members considered proposed amendments to sub-committee terms of reference (Document COG 201007J).
- 243.8.2. **APPROVED** Finance and Resources Committee to be renamed Resources Committee and the change to be reflected in the terms of reference with immediate effect.
- 243.8.3. **APPROVED** The purpose of the Remuneration Committee as specified in the Committee's terms of reference to be amended with immediate effect to:

*“review and determine, on delegated authority from the Court, matters relating to the remuneration, terms and conditions of employment and performance measures for members of the University Executive Board, taking into account relevant employment law, best practice and with particular reference to the strategic direction, priorities and objectives for equality, diversity and inclusion at the University.”*

**243.9. FINANCIAL REGULATIONS 2020/21**

243.9.1. **APPROVED** Updated Financial Regulations (Document COG 201007K) to be implemented with effect from 1 November 2020.

**243.10. ANNUAL DATA RETURN SUMMARY REPORT**

243.10.1. Members received the new annual data return summary report (Document COG 201007L), which is intended to provide assurance on the quality of data submitted to the OfS and other regulatory bodies.

**243.11. USE OF THE COMPANY SEAL**

243.11.1. Members noted that there has been no use of the Company seal since the last meeting.

**243.12. SUB-COMMITTEE ACTIVITY REPORT**

243.12.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 201007M):

- Remuneration Committee – 5 August 2020
- Governance and Nominations Committee – 9 September 2020
- Audit Committee – 15 September 2020
- Finance and Resources Committee – 17 September 2020

**243.13. PROFESSORS AND READERS AWARDING COMMITTEE ANNUAL REPORT 2019/20**

243.13.1. Members received a report on the outcomes of the 2019/20 call for applications for the titles of Professor and Reader (Document COG 201007N).

**243.14. DATES OF FUTURE MEETINGS**

25 November 2020 3.30pm  
17 March 2021 3.30pm  
26 May 2021 3.30pm  
14 July 2021 3.30pm

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

**243.15. ANY OTHER BUSINESS**

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