

MINUTES OF THE 260TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 13 MARCH 2024 IN ROOM C1.18 (THE PAVILION ROOM), 115 NEW CAVENDISH STREET

PRESENT:	Professor L Berry (Chair) Ms N Aggarwal, UWSU Mr A Ajayi Mr J Bairamian Miss T Bangia, UWSU Professor P Bonfield Ms V Foster (to Minute 260.9) Ms S Hafeez Dr S Jarvis	Ms J Khan Professor G Meikle Ms C Morgan Ms J Robson Professor F Ross Ms S Shabbir Mr T Toumazis Ms MX Wang
IN ATTENDANCE:	Professor D Anand (Minutes 260.6 to 260.8) Ms H Jones (Minute 260.7) Ms E McMillan (Clerk)	Ms E Standen (Minute 260.4) Mr I Wilmot (Deputy Company Secretary)
APOLOGIES:	Professor S Griffiths	Ms L Phillips (Deputy Chair)

[Clerk's note: Immediately prior to this meeting, governors participated in a briefing session on enhancement of our international students' experience.]

260.1 ANNOUNCEMENTS

- 260.1.1 The Chair welcomed all governors and attendees to the meeting.
- 260.1.2 Members noted apologies as recorded above.
- 260.1.3 University Secretary and Chief Operating Officer (USCOO) Ian Wilmot declared an interest in agenda item 14.0 Senior Appointments (refer to Minute 260.10) and independent governor Tom Toumazis declared an interest in starred agenda item 19.0 Deputy Committee Chair appointment (refer to Minute 260.15).
- 260.1.4 The Chair confirmed that there were no requests to discuss starred items or raise matters not on the agenda.
- 260.1.5 The Chair informed members that she continued to be involved in recruitment for senior posts.
- 260.1.6 **RATIFIED** Members confirmed a decision taken by the Chair between meetings to extend the period of approval for the Code of Practice on Freedom of Speech to July 2024.
- 260.1.7 The Chair highlighted that the University's responses to two Office for Students (OfS) consultations related to freedom of speech are available in the online Reading Room.

260.2 COMMITTEE CHAIR REPORTS

- 260.2.1 The Audit and Risk Committee Chair informed members that the Committee's consideration of the TRAC return (refer to Minute 260.17) included a briefing on the significance of the report in pricing of research grant bids. The Committee Chair informed members the Committee had reviewed internal audit reports, completed the review of the internal audit service (refer to Minute 260.11.4) and identified some enhancements that have fed in to drafting of the internal audit service tender documents.
- 260.2.2 Members noted that the Remuneration Committee had not met since the last Court of Governors meeting.

APPROVED

260.2.3 The Governance and Nominations Committee Chair informed members that the Committee will review the honorary award procedure at their meeting in May 2024 and had reviewed the Equality, diversity and inclusion (EDI) policy and report (refer to Minute 260.6) when they met in February 2024.

260.2.4 The Resources Committee Chair informed members that capital investment projects are progressing, the University is close to signing the contract for the 29 Marylebone Road development, and progress in capital projects will be reflected in the management accounts. The Committee Chair informed members that the Committee discussed artificial intelligence (AI) pilot projects and the difficulty in recruiting and retaining colleagues working in digital areas when they met in February 2024.

260.2.5 In response to a member's query, the USCOO confirmed that the AI projects related to learning and teaching and Professional Services.

260.2.6 The Academic Council Chair informed members that Council held strategic discussions around continuation rates, the Sustainable Development Goals and international students and had approved the Employability Strategy (refer to Minute 260.16). The Academic Council Chair briefed members on the first Academic Council Open Meeting and reported that the Academic Council shadowing scheme continues.

260.3 VICE-CHANCELLOR'S REPORT

260.3.1 Members noted the Vice-Chancellor's report (Document COG 240313A).

260.3.2 The Vice-Chancellor supplemented his written report with an oral update covering:

- Financial sustainability and financial issues in the HE sector.
- International student recruitment.
- Political manifestos for the upcoming General Election.
- Positive energy on campus and good engagement with the Students' Union.

260.3.3 Members noted the management account report for January 2024 - Period 6 (Document COG 240313B), which includes the Quarter 2 forecast.

260.3.4 Members noted Annex B to the Schedule of delegation (Document COG 240313C) - a summary of roles and responsibilities allocated to University Executive Board (UEB) members, which included new areas of responsibility for the two Pro Vice-Chancellors.

260.3.5 In response to a member's query, the Vice-Chancellor confirmed the University target for completion of professional development reviews (PDR). A member noted that their employer included PDR completion as a measure of performance for senior leaders and it was effective in ensuring completion. The Vice-Chancellor commented that salary-related costs as a percentage of turnover is a key metric and noted that completion of the PDR process and a focus on doing the fewest things that matter are necessary to improve wellbeing and reduce workloads.

260.3.6 In response to a member's comment on the increasingly competitive market for international students, the Vice-Chancellor explained the University's approach to international student recruitment and the Vice-Chancellor and the USCOO briefed members on current recruitment figures.

260.3.7 In response to a member's query, the Vice-Chancellor confirmed that the University undertakes scenario planning and modelling to support financial resilience.

260.4 ANNUAL QUALITY AND STANDARDS REPORT

- 260.4.1 Emma Standen - Deputy Registrar (Quality and Standards) joined the meeting and introduced the annual quality report 2022/23 (Document COG 240313D), which had been noted by the Court at the meeting in November 2023.
- 260.4.2 Sal Jarvis - Deputy Vice-Chancellor (DVC) for Education reminded members that the report brings together sources of evidence from across the University and from a series of processes to assure the Court that the quality of education we offer students is high.
- 260.4.3 The Deputy Registrar briefed members on investigations conducted by the OfS at other institutions and informed members that the OfS has not yet published criteria for their 2024 investigations, updated the dashboards for their B3: Student Outcomes conditions or confirmed future arrangements for designated quality body activities.
- 260.4.4 The DVC (Education) noted that the infographic on student characteristics (paragraph 6) may be a useful reminder for governors of what is distinctive about the University. A member suggested that it would be good to see trends in student characteristics in future reports.
- 260.4.5 The DVC (Education) thanked the Deputy Registrar and the Teaching Committee for producing and scrutinising the report.
- 260.4.6 In response to a member's query, the DVC (Education) and the Deputy Registrar gave examples of activities and investment to enhance student employability.

260.5 SAFETY, HEALTH AND WELLBEING UPDATE

- 260.5.1 Members received the minutes of the SHW Committee meeting on 25 January 2024 (Document COG 240313E).
- 260.5.2 The USCOO/Safety, Health and Wellbeing (SHW) Committee Chair/Staying Safe: Business Continuity Group Co-Chair confirmed there were no significant matters to report and provided a brief update on the work of the SHW Committee and the Staying Safe Group since the last meeting.
- 260.5.3 In response to members queries, the USCOO confirmed that the University has a formal escalation process for disruptive incidents including notification to the Audit and Risk Committee Chair and the Court as appropriate.

260.6 EQUALITY, DIVERSITY AND INCLUSION

- 260.6.1 Dibyesh Anand – Co-Chair, EDI Committee joined the meeting and led small group and plenary discussions about the link with EDI and the United Nations Sustainable Development Goals (the SDGs) within and beyond the University, including governors' role in progressing EDI.
- 260.6.2 Members comments included:
- The SDGs and the EDI policy are connected and embedded well.
 - EDI is a process, not a task.
 - Governors should keep EDI at the forefront of their mind when preparing questions for meetings and in their scrutiny of the information and proposals presented to them.
 - The diversity of our student body is a strength as a future/potential workforce.
 - Governors can bring EDI experience from other organisations, knowledge of specific areas of diversity (e.g., neurodiversity), EDI contacts and suggestions to the University.
- 260.6.3 In response to a member's query, the Co-Chair, EDI Committee confirmed that International and Home students are integrated; however, there are challenges in providing similar opportunities to everyone when the wider context (e.g., visa restrictions) does not allow it.
- 260.6.4 **AGREED** EDI annual report (Document COG 240313F), which had been discussed by the Governance and Nominations Committee, to be published on the University website.

APPROVED

260.6.5 A member of the Governance and Nominations Committee informed members that the Committee discussed with the Co-Chairs, EDI Committee a more visual and concise presentation of the information on the report for publication.

260.6.6 **APPROVED** Updated EDI policy (Document COG 240313G) to be implemented with immediate effect, as recommended by the Governance and Nominations Committee.

260.6.7 The Co-Chair, EDI Committee briefed members on the breadth of EDI events, which are well attended.

260.6.8 Members noted that the programme submitted for funding from the Quintin Hogg Trust from 2024/25 focuses on inclusion, sustainability and belonging.

260.7 SUSTAINABLE DEVELOPMENT GOALS ANNUAL REPORT 2022/23

260.7.1 Members received the SDGs annual report 2022/23 (Document COG 240313H).

260.7.2 The Vice-Chancellor and Holly Jones – Head of Sustainability gave a presentation on delivering excellence in the SDGs. The presentation covered:

- Connecting inclusion and sustainable development.
- Operational targets.
- Carbon emissions.
- Education for sustainable development.
- Examples of how the SDGs are embedded in our research and knowledge exchange work.
- Measuring progress against the SDGs.

260.7.3 Members discussed measuring performance of our estate in respect of carbon emissions.

260.7.4 Members heard that UEB held a workshop session on the SDGs earlier in the week and that the SDGs were a key focus for a visit to the Westminster International University in Tashkent the previous week.

260.7.5 A member suggested that a summary of the report is considered for inclusion in the annual report and financial statements.

260.8 STRATEGIC KPIs – MID-YEAR PERFORMANCE UPDATE

260.8.1 Members received a summary report on performance to date against the strategic key performance indicators (KPIs) (Document COG 240313I).

260.8.2 The Vice-Chancellor reminded members that strategic leads are reporting against KPI targets for 2029 based on our strategy Being Westminster 2022-29; several of the KPIs are lagging indicators; that the University is aiming for outstanding performance (2.5% above benchmark) in several measures and that the benchmark varies depending on the performance of comparable institutions in the sector.

260.8.3 Members discussed space utilisation with the USCOO and the DVC (Education) and noted that a significant cultural shift is required to improve utilisation rates and there is an opportunity to develop more authentic spaces.

260.8.4 In response to a member's query about providing information that will give additional assurance about whether the University is on track to achieve the long-term goals, the Vice-Chancellor confirmed that he intends to provide a dashboard style graphic in his report to the Court that will give information on trends for leading indicators.

260.8.5 The Vice-Chancellor cautioned that if performance is poor in the sector, the University could perform above the benchmark and yet not provide the exceptional student experience described in Being Westminster 2022-2029.

APPROVED

260.9 STUDENTS' UNION STRATEGIC UPDATE

- 260.9.1 The UWSU President/student governor presented an update on the work of the Students' Union since the last meeting (Document COG 240313J).
- 260.9.2 Members noted that UWSU announced the results of their Sabbatical Officer elections the day before and that two of the Officers would join the Court as new student governors.
- 260.9.3 The UWSU President thanked the Vice-Chancellor, the DVC (Education) and their teams for their ongoing support.
- 260.9.4 In response to a member's query, the UWSU President explained some challenges with expanding the Friends of Arriving New Students (FANS) programme to postgraduate students; however, confirmed that the UWSU provides tailored support and events for postgraduate students.
- 260.9.5 The DVC (Education) congratulated UWSU on the enthusiasm of their Course Representatives.

260.10 SENIOR APPOINTMENTS

- 260.10.1 Members received an update on senior appointments since the last meeting (Document COG 240313K).
- 260.10.2 Members noted a change to the period of appointment of the Interim DVC (Employability and Global Engagement) and the timeline for recruitment to the permanent post.
- 260.10.3 **AGREED** Members delegated authority to the Chair of the Court to confirm the DVC (Employability and Global Engagement) appointment on the recommendation of the Governance and Nominations Committee.
- 260.10.4 Members noted that under delegated authority from the Court, the Chair of the Court confirmed the appointment of Professor Andrew Linn to the role of DVC (Research and Knowledge Exchange) and of Ian Wilmot to the role of USCOO, both with effect from 1 February 2024.
- 260.10.5 **RATIFIED** Members confirmed the decision taken by the Chair of the Court between meetings to extend the appointment of Ian Wilmot to the role of Interim USCOO to 31 January 2024.
- 260.10.6 **AGREED** Members confirmed removal of an executive impact and performance role from the UEB membership (Document COG 240313K Appendix).
- 260.10.7 **APPROVED** Members appointed Ian Wilmot (who is currently Deputy Company Secretary) to the role of Company Secretary with immediate effect.
- 260.10.8 **AGREED** Members confirmed that the Director of Finance – when recruited - will be appointed as Deputy Company Secretary with effect from the date they take on the Director of Finance role.

260.11 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 260.11.1 **AGREED** Members confirmed that the minutes of the meeting held on 29 November 2023 (Document COG 240313L) are an accurate record.
- 260.11.2 Members received the summary of actions and matters arising from previous meetings (Document COG 240313M) and noted that all actions were complete.
- 260.11.3 **Assurance from Academic Council (Action 259.3.5.1):** Members received the DVC (Education)'s speech on authentic assessment by email on 12 December 2023.
- 260.11.4 **Review of audit services (Minute 259.4.21):** Members received the internal audit evaluation form (Document COG 240313M Appendix).

APPROVED

- 260.11.5 **29 Marylebone Road (29MR) project update (Minute 259.4.21):** Members noted that Resources Committee received an update on progress to redevelop 29MR into a Centre for Employability and Enterprise at their meeting on 15 February 2024 that confirmed the anticipated contract position remains in line with the ceiling cost approved by the Court.
- 260.12 ANY OTHER BUSINESS**
- 260.12.1 Members did not raise any additional matters for discussion.
- 260.13 MEETING EVALUATION**
- 260.13.1 A member noted that whilst it was good to receive presentations in addition to papers, this reduced the time for questions and discussion.
- 260.13.2 A member commented on the volume of papers and another member highlighted the opportunity to raise questions that are not important strategically or necessary for proper scrutiny outside the meeting to develop a deeper understanding or comfort.
- 260.14 NOMINATIONS FOR HONORARY AWARDS**
- 260.14.1 Members received nominations for receipt of honorary awards (Document COG 240313N), as recommended by the Governance and Nominations Committee.
- 260.14.2 **APPROVED** The following nominees will be invited to receive an honorary award from the University:
[redacted]
- 260.15 DEPUTY COMMITTEE CHAIR APPOINTMENT**
- 260.15.1 **APPROVED** Independent governor Thomas Toumazis to be appointed as Deputy Chair, Resources Committee for an initial two-year term from 1 April 2024 (Document COG 240313O).
- 260.16 EMPLOYABILITY STRATEGY**
- 260.16.1 Members received the Employability strategy (Document COG 240313P), as approved by Academic Council.
- 260.17 TRAC RETURN 2022/23**
- 260.17.1 Members received the latest TRAC return (Document COG 240313Q), which had been approved by the Audit and Risk Committee.
- 260.18 COURT EQUALITY AND DIVERSITY ANNUAL UPDATE REPORT**
- 260.18.1 Members received the annual update report (Document COG 240313R), which had been discussed by the Governance and Nominations Committee.
- 260.19 UG, PG AND OTHER FEE PROPOSALS 2025/26**
- 260.19.1 Members received the fee proposals for 2025/26 (Document COG 240313S), which had been approved by the Resources Committee.
- 260.20 TREASURY MANAGEMENT MID-YEAR REVIEW REPORT**
- 260.20.1 Members received a mid-year report on progress against the 2023/24 treasury management plan (Document COG 240313T), which had been discussed by the Resources Committee.

260.21 MAJOR CAPITAL PROJECTS – BUSINESS CASES

260.21.1 Members received business cases (Document COG 240313U) for the following projects, which had been approved by the Resources Committee:

- EMS and GAME Hub development.
- Little Titchfield Street basement redevelopment.
- Copland Level 5 development for Computer Science and Engineering.
- Copland Level 3 offices.

260.22 RESEARCH INTEGRITY ANNUAL NARRATIVE STATEMENT

260.22.1 Members received the annual narrative statement (Document COG 240313V).

260.23 COMMUNITY MUSIC REPORTABLE EVENT

260.23.1 Members received a report on the discontinuation of a partnership with Community Music (Document COG 240313W), which had been discussed by the Audit and Risk Committee and by Academic Council.

260.24 USE OF THE COMPANY SEAL

260.24.1 Members noted that the Company Seal has not been used since the last meeting.

260.25 DATES OF FUTURE MEETINGS

- Wednesday 22 May 2024 3.30pm in Room MG28 Marylebone Building, 35 Marylebone Rd
- Wednesday 17 July 2024 3.30pm in Room MG38 - MBA Boardroom, 35 Marylebone Road

Meetings will take place onsite and will be preceded by a briefing/training session at 3.00pm.