

MINUTES OF THE 262ND MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 17 JULY 2024 IN ROOM M321 MARYLEBONE BUILDING, 35 MARYLEBONE ROAD

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| PRESENT: | Professor L Berry (Chair) Mr D Airan, UWSU Mr A Ajayi ¹ Mr J Bairamian Professor P Bonfield Mr C Dhatpatkar, UWSU Ms V Foster Professor S Griffiths Ms S Hafeez | Dr S Jarvis Ms J Khan Professor G Meikle Ms C Morgan Ms L Phillips (Deputy Chair) Ms J Robson Professor F Ross Ms S Shabbir Ms MX Wang |
| IN ATTENDANCE: | Mr P Harding (Minutes 262.4 and 262.5) Ms E McMillan (Clerk to the Court) Ms C Molloy (Minute 262.6) | Ms H Simpson (Observer) Mrs E Standen (Minute 262.7) Mr I Wilmot (Company Secretary) |
| APOLOGIES: | Mr T Toumazis | |

[Clerk's note: Immediately prior to this meeting, governors participated in a briefing session on the commitments the University is making to improve equality of opportunity for students from disadvantaged backgrounds to access, succeed in, and progress from higher education]

262.1 ANNOUNCEMENTS

- 262.1.1 The Chair welcomed all governors and regular attendees to the meeting.
- 262.1.2 The Chair welcomed to the meeting new student governors - Chidambar Dhatpatkar, UWSU Vice-President (Postgraduate Education) and Divanshu Airan, UWSU President – and observer Henryetta Simpson, who will join the Court of Governors from August 2024. All participants introduced themselves.
- 262.1.3 Members noted apologies as recorded above.
- 262.1.4 Members did not declare any conflicts of interest for matters on the agenda.
- 262.1.5 The Chair informed members that starred agenda item 20.0 – Audit exemption for subsidiary companies (Document COG 240717M) had changed since the agenda was published originally.
- AGREED** Members delegated authority to the Audit and Risk Committee to decide whether to accept a proposal to exempt subsidiary companies from external audits from 2024/25.
- 262.1.6 The Chair confirmed that there were no requests to discuss any other starred items or matters of business not on the agenda.
- 262.1.7 The Chair summarised her activities since the last meeting, which included:
- Receiving and responding to reports on University activities and achievements
 - Welcoming new governors and preparing for governors' retirement
 - Recruitment process for the new Head of the College of Liberal Arts and Sciences and Pro Vice-Chancellor

¹ Attended remotely via Microsoft Teams

- Meetings with the Quintin Hogg Trust
- Signing contracts for building development work.

262.1.8 The Chair informed members that the Go Westminster Awards, which recognised and celebrated the contributions and achievements of colleagues, were a great success and congratulated the Clerk to the Court, who received an award.

262.1.9 The Chair briefed members on changes in the membership of the Quintin Hogg Trustee Board.

262.2 COMMITTEE CHAIR REPORTS

262.2.1 The Audit and Risk Committee Chair informed members that the Committee approved the external audit and internal audit plans at their last meeting (see Minutes 262.21 and 262.22).

262.2.2 The Governance and Nominations Committee Chair informed members that the Committee had not met since the last Court meeting; however, the process to recruit independent governors to fill vacancies from April 2025 is underway.

262.2.3 The Remuneration Committee Chair informed members that the Committee had not met since the last Court meeting; however, members had approved the salary and terms of conditions for the appointment of the new Head of College and Pro Vice-Chancellor by email.

262.2.4 The Resources Committee Chair informed members that the Committee agreed the University budget for 2024/25 (see Minute 262.4) at their last meeting as well as discussing the outcomes of the colleague survey (see Minute 262.6) and cyber security measures. The Committee Chair assured the Court that both the Resources Committee and the Audit and Risk Committee are alert to risks relating to cyber security.

262.2.5 The Academic Council Chair informed members that Council discussed gaps in their membership (to inform the Chair's nominees for 2024/25), the educational experience of students and a campaign to encourage all students to sit and pass first time, and approved changes to validation and revalidation processes.

262.3 VICE-CHANCELLOR'S REPORT

Vice-Chancellor's periodic report

262.3.1 Members noted the Vice-Chancellor's report (Document COG 240717A).

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

- The higher education (HE) sector's financial position
- UUK work to explore HE sector funding and regulation
- Impact of Government policies around international students on 2024/25 recruitment
- The approach of the end of term, graduation ceremonies and Clearing
- A live systems issue that highlighted the importance of business continuity plans and processes.

262.3.3 The Deputy Vice-Chancellor (DVC) for Education summarised the National Student Survey outcomes, highlighting that performance is improving and identifying areas where further work is required.

262.4 UNIVERSITY FINANCES

University budget 2024/25

262.4.1 Phil Harding, Interim Director of Finance, joined the meeting and presented the proposed University budget 2024/25 (Document COG 240717B), which includes the capital expenditure budget and is recommended by the Resources Committee.

APPROVED

- 262.4.2 The Interim Director of Finance reported that the budget projected income of £271.4m would generate a surplus of £7.5m (2.8% of income) before considering a general contingency of £5m (if used this would reduce the surplus to £2.5m/0.9% of income).
- 262.4.3 The Interim Director of Finance informed members that the proposed budget reflected the degree of uncertainty in the sector, for example around international student recruitment, by including additional prudence in areas such as tuition fee income.
- 262.4.4 Members heard that in extreme adverse circumstances the outcome for 2024/25 could be a deficit and noted that scenario planning is underway, and the Finance team will conduct a full review of the budget in the first quarter of 2024/25.
- 262.4.5 The Interim Director of Finance highlighted the key assumptions that have informed the proposed budget.
- 262.4.6 The Interim Director of Finance answered queries from governors covering:
- The rationale for the increase in research grants and contracts income
 - How our staff costs as a percentage of income benchmarks against other HE institutions in London
 - The short and long-term levers to manage financial risks
 - The absence of a strategic investment fund
 - The level of cash reserves.
- 262.4.7 **APPROVED** University budget 2024/25 to be implemented as presented, subject to a review at the end of Quarter 1 and further work on scenario planning.

262.5 MANAGEMENT ACCOUNTS REPORT

- 262.5.1 Members noted the management account report for May 2024 - Period 10 (Document COG 240717C).
- 262.5.2 Members noted that responses from the Interim Director of Finance to detailed questions from governors prior to the meeting are available in Decision Time.

262.6 COLLEAGUE SURVEY OUTCOMES

- 262.6.1 Caragh Molloy, Director of People, Culture and Wellbeing (PCW), joined the meeting and presented the initial analysis of the Colleague Wellbeing and Engagement Survey 2024 (Document COG 240717D), which had previously been considered by the Resources Committee.
- 262.6.2 The Chair, Resources Committee reported that the Committee considered the outcomes to be very encouraging and particularly welcomed higher engagement by academic colleagues.
- 262.6.3 The Director of PCW summarised the high-level findings from the analysis report and noted that higher response rates enabled greater confidence in the findings.
- 262.6.4 The Director of PCW reported that across the range of 12 key questions, responses were more positive in terms of wellbeing and workload, demonstrating that progress over the last few years has had a positive impact. Members noted that there is still work to do, which is reflected in the recommended actions.
- 262.6.5 The Director of PCW discussed action to further improve survey response rates, particularly specific groups of colleagues such as researchers, and the plan for pulse surveys and live analysis.
- 262.6.6 A member noted the importance of making the outcomes real for colleagues and building trust so that when colleagues comment in the survey, they know what they say will make a difference.

APPROVED

262.6.7 Members noted the interim recommendations.

262.7 CODE OF PRACTICE ON FREEDOM OF SPEECH

262.7.1 Emma Standen, Deputy Registrar (Quality and Standards) joined the meeting and presented the updated Code of Practice on Freedom of Speech (Document COG 240717E).

262.7.2 Members noted that following the passing of the Higher Education (Freedom of Speech) Act 2023, the updates reflected legal requirements expected to come into force on 1 August 2024, subject to requirements from the Office for Students (OfS) and passing of secondary legislation.

262.7.3 Members noted also that the updated Code is also clearer about academic freedom, harassment and offensive speech.

262.7.4 The Deputy Registrar informed members that policies that this legislation interacts with may need updates when the OfS publish their requirements and that detailed guidance on external events, which has been removed from the Code, will be updated over the summer.

262.7.5 Members discussed the tension between the Prevent Duty and Freedom of Speech legislation and noted that the University aims to allow events to take place, with mitigations in place where necessary.

262.7.6 **APPROVED** Updated Code of Practice to be implemented from 1 August 2024.

262.7.7 **AGREED** Members delegated authority to the Chair of the Court to approve any policies within the remit of the Court necessary to implement regulatory or legal requirements relating to the Higher Education (Freedom of Speech) Act 2023.

262.8 STRATEGIC RISK REGISTER

262.8.1 The University Secretary and Chief Operating Officer (USCOO) presented a report on the review of the outcomes of the periodic review of the strategic risk register (Document COG 240717F).

262.8.2 The USCOO informed members that there was no significant change to the risk position since the last report.

262.9 SAFETY, HEALTH AND WELLBEING UPDATE

262.9.1 The USCOO/Safety, Health and Wellbeing (SHW) Committee Chair/Staying Safe: Business Continuity Group Co-Chair confirmed that the Staying Safe: Business Continuity Group continued to meet monthly to work together on resilience and business continuity.

262.9.2 Members heard that there is a lot of building work taking place across the estate over the summer and the focus is on ensuring campus remains safe through this period.

262.9.3 Members discussed issues with a lift in a University building and action to prevent any impact on accessibility for students and colleagues.

262.9.4 Members discussed preparations to submit for Mental Health Charter status.

262.9.5 Members received draft minutes from the SHW Committee meeting on 23 May 2024 (Document COG 240717G).

262.10 STUDENTS' UNION STRATEGIC UPDATE

262.10.1 The UWSU President/student governor presented the UWSU impact report 2023/24 (Document COG 240717H), acknowledging the excellent work of the former UWSU President and Sabbatical Officers.

APPROVED

- 262.10.2 Members congratulated the Students' Union for the quality and inclusive nature of the report and for their achievements.
- 262.10.3 Members asked the student governors how the Court could support them and the new Sabbatical Officer team. The UWSU President noted that the team receives support from University colleagues and noted that they would reflect on how the Court could add to that support. The UWSU President noted that the governor buddy system would be helpful.
- 262.10.4 The Clerk to the Court informed members that the Sabbatical Officer team will present to the Court at the next meeting.
- 262.10.5 The DVC (Education) informed members that the UWSU are critical friends who highlight student feedback to the University so the two organisations can work together to make changes.

262.11 COURT OF GOVERNORS ANNUAL REFLECTION

- 262.11.1 Members considered a summary report of comments from governors and committee members on how each committee and the Court contributes to progressing the University's three priorities – inclusion, wellbeing and sustainable development (Document COG 240717I).
- 262.11.2 The Chair noted the impact of the Court's focus on these priorities on the University's performance in these areas and invited members to add any further reflections and suggestions for activities in the pre-Court briefing sessions, Court away days and meetings.
- 262.11.3 Members comments included:
- Deeper reflection on the three priorities and whether the Court is doing enough to progress them would be welcome.
 - We could do more to communicate what the Court does and to ensure colleagues know that wellbeing is at the centre of everything we do.
 - Develop the governor buddy system to ensure all governors feel confident and comfortable as members of the Court as soon as possible.
 - Having completed the annual reflection for the first time it will be improved in future years as this reflection will be in the mind of governors at meetings through the year.
 - Culture comes top down and raising awareness of why these priorities matter to the Court and senior leadership is helpful for colleagues.
 - Wellbeing is something that you remember if it touches you; that should be part of our governors' journey as well as our students' journey.

262.12 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

- 262.12.1 **AGREED** Members confirmed that the minutes of the meeting held on 22 May 2024 (Document COG 240717J) are an accurate record.
- 262.12.2 Members noted that there were no actions from the previous meeting and all previous actions had been completed.

262.13 ANY OTHER BUSINESS

- 262.13.1 The Chair noted that this was the last meeting of the Court for Deputy Chair to the Court/independent governor Lin Phillips and colleague governor Graham Meikle. The Chair thanked both governors for their contributions to the Court.

APPROVED

262.14 MEETING EVALUATION

- 262.14.1 A member praised the papers for the meeting, noting that they were concise and that the separate link to the appendices works well.
- 262.14.2 A member noted that they found the pre-Court briefing session very helpful in bringing the topic to life.
- 262.14.3 A member suggested that the minutes of the previous meeting could be a starred agenda item.
- 262.14.4 A new member expressed their enjoyment of the meeting and thanked the Court for their friendly welcome.
- 262.14.5 A member commented that the acoustics in the room were not great.

262.15 COMMITTEE MEMBERSHIP

- 262.15.1 **APPROVED** Members appointed Henryetta Simpson to the membership of Governance and Nominations Committee with effect from 1 August 2024 (Document COG 240717K).

262.16 STUDENT DISCIPLINARY REGULATIONS AND STUDENT CODE OF CONDUCT

- 262.16.1 **APPROVED** Updated Student disciplinary regulations and Student code of conduct for 2024/25 (Document COG 240717L) to be implemented with effect from 1 August 2024, as recommended by Academic Council.

262.17 RISK APPETITE FRAMEWORK

- 262.17.1 **APPROVED** Members confirmed the innovation and risk appetite summary statement (Document COG 240717N) for implementation from 1 August 2024 and noted that UEB had agreed guidance for colleagues on how to use the statement.

262.18 RISK MANAGEMENT POLICY

- 262.18.1 **APPROVED** Updated Risk management policy (Document COG 240717O) to be implemented with effect from 1 August 2024, as recommended by the Audit and Risk Committee.

262.19 ABSENCE POLICY AND PROCEDURE

- 262.19.1 **APPROVED** Updated Absence policy and procedure (Document COG 240717P) to be implemented with effect from 1 August 2024, as recommended by the Resources Committee.

262.20 REDUNDANCY POLICY

- 262.20.1 **APPROVED** Updated Redundancy policy (Document COG 240717Q) to be implemented with effect from 1 August 2024, as recommended by the Resources Committee.

262.21 EXTERNAL AUDIT OPERATIONAL PLAN AND STRATEGY 2023/24

- 262.21.1 Members noted the financial year 2023/24 audit plan and strategy (Document COG 240717R), as approved by the Audit and Risk Committee.

262.22 INTERNAL AUDIT WORK PLAN 2024/25

- 262.22.1 Members noted the internal audit work plan for 2024/25 (Document COG 240717S), as approved by the Audit and Risk Committee.

APPROVED

262.23 COMPLIANCE WITH ONGOING REGULATORY CONDITIONS

262.23.1 Members received an assurance report on compliance with regulatory conditions (Document COG 240717T), which had previously been noted by the Governance and Nominations Committee and the Audit and Risk Committee.

262.24 REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL

262.24.1 Members noted the annual update of the statutory register (Document COG 240717U), as submitted to the Governance and Nominations Committee.

262.25 PUBLIC INTEREST DISCLOSURE REGISTER

262.25.1 Members received the annual report on additions to the register (Document COG 240717V).

262.26 UWSU BUDGET 2024/25

262.26.1 **APPROVED** UWSU budget 2024/25 (Document COG 240717W) to be implemented as recommended by the UWSU Trustee Board.

262.27 USE OF THE COMPANY SEAL

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

262.28 DATES OF FUTURE MEETINGS

- Wednesday 4 September 2024 12noon - Away day
- Wednesday 2 October 2024 3.30pm
- Wednesday 27 November 2024 3.30pm
- Wednesday 12 March 2025 3.30pm
- Wednesday 21 May 2025 3.30pm
- Wednesday 16 July 2025 3.30pm

Meetings will take place onsite and will be preceded by a briefing or workshop session at 3.00pm. Meetings room are to be confirmed.