

**MINUTES OF THE 261<sup>ST</sup> MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 22 MAY 2024 IN ROOM MG28 MARYLEBONE BUILDING, 35 MARYLEBONE ROAD**

PRESENT:	Professor L Berry (Chair) Ms N Aggarwal, UWSU Mr A Ajayi <sup>1</sup> (from Minute 261.1.5) Mr J Bairamian Miss T Bangia, UWSU Professor P Bonfield Ms V Foster Professor S Griffiths	Ms S Hafeez Ms J Khan <sup>1</sup> Professor G Meikle Ms L Phillips (Deputy Chair) Ms J Robson Professor F Ross Mr T Toumazis Ms MX Wang
IN ATTENDANCE:	Ms E McMillan (Clerk)	Mr I Wilmot (Company Secretary)
APOLOGIES:	Dr S Jarvis Ms C Morgan	Ms S Shabbir

[Clerk's note: Immediately prior to this meeting, governors participated in a briefing session on areas of focus to achieve our goals for 2029.]

**261.1 ANNOUNCEMENTS**

- 261.1.1 The Chair welcomed all governors and attendees to the meeting.
- 261.1.2 Members noted apologies as recorded above.
- 261.1.3 Independent governors Justin Bairamian, Jane Robson, Tom Toumazis and Mei Xin Wang declared an interest in agenda item 11.0 Court and committee appointments (refer to Minute 261.7). The Chair confirmed that the conflicted governors would leave the meeting while members decided on appointments.
- 261.1.4 The Chair confirmed that there were no requests to discuss starred items and that there was one matter for decision under Any other business (refer to Minute 261.9).
- 261.1.5 The Chair invited Deputy Chair to the Court Fiona Ross to comment on the CUC Spring Plenary, which she attended on behalf of the Chair of the Court. The Deputy Chair informed members that the event theme was 'Meeting the diverse needs of future students' and reported on highlights from the event.
- 261.1.6 The Chair informed members that the University continues to get recognition for its work on education and research and its focus on inclusion.

**261.2 COMMITTEE CHAIR REPORTS**

- 261.2.1 The Audit and Risk Committee Chair informed members that the Committee is impressed with progress in risk management, noting there is further work to do around how risk trends are tracked across the University and how that informs the internal audit work plan. The Committee Chair reported that the Committee held a detailed discussion at their last meeting about artificial intelligence and its relationship to cyber security.

<sup>1</sup> Attended remotely via Microsoft Teams

- 261.2.2 The Remuneration Committee Chair informed members that the Committee had reviewed the remuneration framework for University Executive Board (UEB) members, UEB members' objectives for 2024/25 and interim objectives for the new areas of responsibility for Pro Vice-Chancellors and for the interim Head of College for Liberal Arts and Sciences. The Committee Chair flagged that there will be several changes to membership of Committee over the next year, some of which are addressed later in the agenda for this meeting (refer to Minute 261.7).
- 261.2.3 The Governance and Nominations Committee Chair informed members that the Committee commented on a first draft of new Articles of Association and Standing Orders and established a small working group to make recommendations for amendments. The Committee Chair reported that Graham Meikle and Lin Phillips attended their last meeting as committee members and thanked them for their contribution.
- 261.2.4 The Resources Committee Chair informed members that the Committee agreed annual milestone targets for the People Strategy key performance targets and received an update on the 29 Marylebone Road project, noting that she visited the site earlier in the day. The Committee Chair reported that the Committee will receive a briefing on longer term capital planning at next meeting, that colleagues continue to strengthen cyber security and are investing in management of cyber security risks and the Committee will receive an update on this topic at their next meeting.
- 261.2.5 The Academic Council Chair informed members that Council discussed Sustainable Development Goals progress and commitments and had workshop sessions on performance in the three strategic objectives.
- 261.2.6 In response to a member's query, the Vice-Chancellor confirmed that the work discussed in the pre-Court briefing session is reflected in UEB members' objectives.

**261.3 VICE-CHANCELLOR'S REPORT**

**Vice-Chancellor's periodic report**

- 261.3.1 Members noted the Vice-Chancellor's report (Document COG 240522A).
- 261.3.2 The Vice-Chancellor supplemented his written report with an oral update covering:
- The higher education (HE) sector's financial position and the recent publication of the Office for Students (OfS) report on financial sustainability.
  - Government policies around international students.
  - Development of the new OfS Strategy.
  - Scenario planning work being undertaken by the University Planning Committee.
  - Completion of student assessments leading to a focus for many academic colleagues on marking and moderating while students continue with project work.
  - Communication with applicants in the lead up to the enrolment period.
- 261.3.3 The Vice-Chancellor responded to queries from members on timing of the University's next submission to the Teaching Excellence Framework and HE institutions responses to the financial issues in the sector.
- 261.3.4 A member queried what investment the University anticipates in response to artificial intelligence and the changes it may lead to in education. The Vice-Chancellor suggested that the University Secretary and Chief Operating Officer (USCOO) could provide a briefing on this topic at a future meeting.
- 261.3.5 A member noted that the University had the second highest rating for social mobility amongst universities in England in a report by the Institute for Fiscal Studies and the Sutton Trust and the Vice-Chancellor noted that he is also working with London Higher on this topic.

**Equality, Diversity and Inclusion (EDI) Strategy mid-term review**

261.3.6 The Vice-Chancellor presented a report from the EDI Committee on their mid-term review of the EDI Strategy (Document COG 240522B). Members noted that the direction of travel remains the same; however, there is greater recognition that EDI is an integral part of performance against the United Nations Sustainable Development Goals.

**University Secretary and Chief Operating Officer's report**

261.3.7 The USCOO gave a presentation on his priorities covering: wellbeing; doing the fewest things that matter; delivering the estates and digital strategies; financial sustainability; and partnership with the Court.

261.3.8 Members discussed with the USCOO the University's Smart Working approach, how the University tests its thinking and approaches (in terms of innovation and best practice), space utilisation and development of academic space.

**261.4 SAFETY, HEALTH AND WELLBEING UPDATE**

261.4.1 The USCOO/Safety, Health and Wellbeing (SHW) Committee Chair/Staying Safe: Business Continuity Group Co-Chair confirmed that the SHW Committee had not met since the last meeting, confirmed there were no significant matters to report and provided a brief update on the work of the Staying Safe Group since the last meeting.

**261.5 MANAGEMENT ACCOUNTS REPORT**

261.5.1 Members noted the management account report for March 2024 - Period 8 (Document COG 240522C).

261.5.2 The USCOO reported that the Quarter 3 forecast is nearly complete and that the results are expected to be better than the Quarter 2 forecast.

261.5.3 The USCOO informed members of the expectation to finish the year in a strong financial position, with a strong balance sheet and to report in July 2024 that the University has met the financial strategic key performance indicators.

261.5.4 In response to a member's query, the USCOO confirmed that the University has appointed an Interim Director of Finance for a six-month period.

**261.6 STUDENTS' UNION STRATEGIC UPDATE**

**UWSU strategic report**

261.6.1 The UWSU President/student governor presented an update on the work of the Students' Union since the last meeting (Document COG 240522Di).

261.6.2 The outgoing student governors reflected on their achievements during their time as UWSU Sabbatical Officers and members of the Court, describing their experience as transformative. The student governors emphasised their work on equality, diversity and inclusion and sustainability and the support they received from their colleagues at the Students' Union and the University.

261.6.3 The student governors thanked the Chair of the Court for providing space for the student voice at the Court and for her kindness, thanked other members of the Court for believing in them and their abilities, thanked their governor buddy and thanked the Vice-Chancellor for his belief in them and for challenging and supporting them.

## APPROVED

261.6.4 The Chair of the Court commented that it was transformative for the Court to have the passion, intelligence, focus and support of student governors. The Chair thanked the student governors for the strength of voice they brought to Court and its discussions, which were enhanced and made more relevant because of the student governors' questions. The Chair also thanked the student governors for their role in senior appointment processes, where they contributed considered thoughts, ideas and probing questions.

### **UWSU and University of Westminster Memorandum of Understanding**

261.6.5 The UWSU President presented the amended Memorandum of Understanding (Document COG 240522Dii), which is the outcome of the five-year review and will take effect from 1 August 2024.

261.6.6 The Clerk to the Court reported two minor amendments agreed by Governance and Nominations Committee and confirmed by the UWSU Chief Executive Officer, UWSU President and Deputy Vice-Chancellor (Education) after the document was circulated.

261.6.7 **AGREED** Members confirmed support for the updated Memorandum of Understanding, including the two amendments reported at the meeting.

261.6.8 Members noted that the Memorandum of Understanding is subject to approval by the UWSU Trustee Board.

### **261.7 COURT AND COMMITTEE APPOINTMENTS**

261.7.1 Members received a report on recommendations from the Governance and Nominations Committee for appointments to the Court and its committees (Document COG 240522E).

**[Clerk's note: Governors who were nominated for appointments left the room at this point]**

261.7.2 The Clerk to the Court confirmed that all governors nominated for appointments had confirmed they are willing to be (re-)appointed to the specified roles.

261.7.3 **APPROVED** Members appointed Henryetta Simpson as a co-opted (colleague) governor for an initial three-year term with effect from 1 August 2024.

261.7.4 **APPROVED** Members appointed Steve Ford as a co-opted (colleague) governor for an initial three-year term from 4 October 2024.

261.7.5 **APPROVED** Members appointed Divanshu Airan as a co-opted (student) governor for an initial one-year term with effect from 1 July 2024.

261.7.6 **APPROVED** Members appointed Chidambar Dhatpatkar as a co-opted (student) governor for an initial one-year term with effect from 1 July 2024.

261.7.7 **APPROVED** Members re-appointed Jane Robson as an independent governor for a second three-year term with effect from 1 September 2024.

261.7.8 **APPROVED** Members appointed independent governor Tom Toumazis as a member of Governance and Nominations Committee with effect from 1 September 2024.

261.7.9 **APPROVED** Members appointed independent governor Justin Bairamian as Chair of Remuneration Committee from 1 September 2024 to 31 March 2025.

261.7.10 **APPROVED** Members appointed independent governor Jane Robson as a member of Remuneration Committee with effect from 1 September 2024.

261.7.11 **APPROVED** Members re-appointed independent governor Mei Xin Wang as Chair of Resources Committee from 1 July 2024 to 31 March 2025.

**[Clerk's note: Governors who were nominated for appointments rejoined the room at this point]**

## APPROVED

### 261.8 MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

261.8.1 **AGREED** Members confirmed that the minutes of the meeting held on 13 March 2024 (Document COG 240522F) are an accurate record.

261.8.2 Members noted that there were no actions from the previous meeting and all previous actions had been completed.

### 261.9 ANY OTHER BUSINESS

261.9.1 **APPROVED** Updated Standing Order 1: Scheme of delegation for signing certain categories of contract and for authenticating non-contractual documents (Document COG 240522P) to be implemented from 1 June 2024.

261.9.2 Members did not raise any other matters for discussion.

### 261.10 MEETING EVALUATION

261.10.1 Members welcomed the pre-Court workshop session, which created good energy for the start of the meeting and encouraged governors to work as a team.

261.10.2 Members suggested enhancements to the format of papers including better use of the cover sheet to provide an Executive Summary and/or to pose questions to governors to consider before the meeting.

261.10.3 A member noted that there was a good balance in the agenda between strategic items and updates and administrative items.

261.10.4 A member noted that it was welcome that presenters did not spend time reading out information papers that governors had received and read in advance.

261.10.5 A member requested that the management accounts report is available in a more accessible format. The Clerk to the Court reminded members that pdf copies of all papers, that are clearer when enlarged than the documents in Decision Time, are available in the Court SharePoint site.

### 261.11 HONORARY AWARDS

261.11.1 Members noted the updated honorary award nomination procedure (Document COG 240522Gi), as approved by the Governance and Nominations Committee.

261.11.2 **APPROVED** [redacted] to be invited to receive an honorary award (DArts) from the University (Document COG 240522Gii).

### 261.12 SAFETY, HEALTH AND WELLBEING POLICY – STATEMENT OF INTENT

261.12.1 Members noted the updated statement of intent (Document COG 240522H), as approved by UEB.

### 261.13 UWSU SABBATICAL OFFICERS ELECTION – RETURNING OFFICER'S REPORT

261.13.1 Members received assurance from the Returning Officer (Document COG 240522I) that the recent Students' Union officer elections were run in a fair and democratic manner that satisfies the stipulations as laid out in the 1994 Education Act.

### 261.14 UWSU FINANCIAL STATEMENTS 2022/23

261.14.1 Members noted the Students' Union's financial statements for the 2022/23 financial year (Document COG 240522J), which had been approved by the UWSU Trustee Board.

**261.15 UWSU BLOCK GRANT AND STRATEGIC GRANT 2024-27**

261.15.1 Members received the UWSU block grant bid and strategic grant proposal (Document COG 240522K), which had been approved by UEB.

**261.16 EFFECTIVENESS REVIEW IMPACT REPORT**

261.16.1 Members noted a report from Halpin on their review of the impact of the 2022/23 governance effectiveness review (Document COG 240522L), which had been noted by the Governance and Nominations Committee.

**261.17 APPRENTICESHIP PROVISION UPDATE**

261.17.1 Members received the latest apprenticeship self-assessment and improvement plan (Document COG 240522M), which had also been received by Academic Council.

**261.18 USE OF THE COMPANY SEAL**

261.18.1 Members noted a report on use of the Company Seal since the last meeting (Document COG 240522O<sup>2</sup>).

**261.19 DATES OF FUTURE MEETINGS**

- Wednesday 17 July 2024 3.30pm in Room MG38 - MBA Boardroom, 35 Marylebone Road
- Wednesday 4 September 2024 12noon - Away day
- Wednesday 2 October 2024 3.30pm (room tbc)
- Wednesday 27 November 2024 3.30pm (room tbc)
- Wednesday 12 March 2025 3.30pm (room tbc)
- Wednesday 21 May 2025 3.30pm (room tbc)
- Wednesday 16 July 2025 3.30pm (room tbc)

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

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<sup>2</sup> Due to an administrative error this document reference is out of sequence and there is no Document COG 240522N for this meeting.