

BOARD OF GOVERNORS

Minutes

Of the Board of Governors meeting held on Tuesday, 12 October 2021 at Brentford Community Stadium

- Present:**
- Ms Jennifer Bernard (Independent Governor, Chair of the Board of Governors)
 - Ms Kim Ansell (Independent Governor)
 - Ms Sandra Botterell (Independent Governor)
 - Ms Shirley Cameron (Independent Governor)
 - Mr Mark Cammies (Independent Governor)
 - Mr Steve Fowler (Independent Governor)
 - Dr Suresh Gamlath (Staff Representative)
 - Professor Peter John (Vice-Chancellor)
 - Mr Jonathan Lawrence (Independent Governor)
 - Professor Heather Loveday (Professoriate Representative)
 - Dr Christopher McLaverty (Independent Governor)
 - Ms Kerry O'Callaghan (Independent Governor)
 - Ms Helena Peacock (Independent Governor)
 - Dr Paul Sahota (Independent Governor)
 - Mr Kiran Virdee (Independent Governor)
 - Ms Stella Webb (SU President)
 - Mr Stuart Wright (Independent Governor)
 - Mr Patrick Younge (Independent Governor)
- In attendance:**
- Mr Adrian Ellison (Associate Pro Vice-Chancellor and Chief Information Officer)
 - Professor Joelle Fanghanel (Pro Vice-Chancellor, Academic)
 - Mr Patrick Fuller (Chief Financial Officer)
 - Ms Marion Lowe (University Secretary)
 - Ms Coral Mason (Assistant Clerk to the Board)
 - Ms Sara Raybould (Pro Vice-Chancellor, Student Experience)
 - Dr Kostas Tzortzis (Director of Strategic Planning)
 - Ms Claire Willitts (Director of Property Services)
 - Professor Anthony Woodman (Deputy Vice-Chancellor)
- Apologies:**
- Mr James Edmunds (Academic Board Representative)
 - Mr Neil Henderson (Director of Human Resources and organisational Development)
 - Mr Derek Hicks (Independent Governor)
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1 Apologies for absence, announcements and declarations of interest

1.1 There were no declarations of interest.

1.2 Apologies were recorded above.

Introduction by the Chair

1.3 The Chair of the Board opened the meeting reflecting on the previous year's uncertainties in the sector and UWL's current positive position as a result of strong recruitment and student retention.

1.4 The acquisition of Ruskin College, Oxford, had allowed the University an opportunity to rethink its market position and provided an opportunity for growth in further and higher education.

1.5 Members had visited Gunnersbury Sports Hub in advance of the meeting and the meeting being held in the Brentford Community Stadium highlighted UWL's growing presence in the locality.

2 Membership of the Board of Governors 2021-22 (BG 2122 01)

2.1 Interviews had taken place for the appointment of an Independent Governor and a co-opted member of the Workforce Advisory Committee.

2.2 The Chair of the Board informed members that as a result of the acquisition of Ruskin College the University had reformed the Further Education Board and, therefore, a review of Committee membership had been undertaken.

2.3 There were two re-appointments of office to be considered.

2.4 The term of office for the Pro-Chancellor would end on 31 December 2021 and the Board noted the Pro-Chancellor had agreed to continue in post for a second term of office subject to approval.

2.5 Members reviewed the Skills Matrix and it was agreed to review the matrix for 2022-23 to ensure the correct areas were covered. Environmental, Social and Governance (ESG) matters should be included in the matrix and gaps should be closed when appointing new Governors.

Action: University Secretary

2.6 The Board of Governors **APPROVED:**

- a) The appointment of Mr Stuart Wright as an Independent Governor and as a member of the Student Liaison Committee from 1 November 2021 to 31 October 2024.

- b) The appointment of Dr Hiba Khan as a co-opted member of the Workforce Advisory Committee from 1 November 2021 to 31 October 2024.
- c) The appointment of Ms Helena Peacock as Chair of the Further Education Board.
- d) The appointment of Mr Derek Hicks onto the Further Education Board.
- e) The appointment of Mr Jonathan Lawrence onto the Further Education Board.
- f) The appointment of Ms Kim Ansell onto the Audit and Risk Committee.
- g) The appointment of Mr Kiran Virdee as Deputy Chair of the Finance Committee.
- h) The re-appointment of Professor Heather Loveday as the professoriate representative on the Board of Governors from 1 November 2021 to 31 October 2024.
- i) The re-appointment of Ms Shirley Cameron to the Board of Governors for a third term from 1 February 2022 to 31 January 2025.
- j) The re-appointment of Mr Chris Humphries as Pro-Chancellor from 1 January 2022 to 31 December 2024.

3. Strategic Plan Update (Presentation)

- 3.1 The Vice-Chancellor opened the presentation by reflecting on unexpected and challenging events during 2020-21 which included work on the acquisition of Ealing Fields which did not materialise, lockdowns as a result of the pandemic, the closure of Paragon Lets in Brentford and sourcing alternative accommodation for students, the termination of the Project 4ARM contract and entering into a new contract with Tribal SITS for a new student record system, the introduction and development of UWLFlex, the shared contract and opening of Gunnersbury Sports Hub, the Public Sector Decarbonisation Scheme project and the acquisition of Ruskin College.
- 3.2 The University attempted to stay ahead of the sector risks with Covid-19 remaining a major risk, leading to an increase in demands for fee reimbursements. As a result of the Auger Review it was likely there would be a reduction in fees and minimum entry level qualifications introduced. Staff had been requesting flexible working, but this had to be measured against student needs. Increased bureaucracy to travel to the UK could deter international students from applying and with Brexit this could lead to a slow but continuous loss of international students. Changes to higher technical education could also affect student numbers but the University had mitigated against this by looking at ways to offer further apprenticeship level qualifications and with the acquisition of Ruskin College the University would have further opportunities to offer technical qualifications at levels one to three. Pension costs continued to increase and remained a concern across the sector. Finally, the sector continued to support the growing number of staff and students with mental health concerns and with the increased publicity surrounding the sector, public perception of universities was shifting and not always in a positive way.

- 3.3 The Vice-chancellor reminded everyone of the University's mission, vision and values:
- To inspire students to become innovative and creative professionals
 - Career focused, professionally engaged university of quality
 - Accessible, affordable, accountable, inclusive, transparent.
- 3.4 The University had maintained its position in the league tables proving that its long-term success was assured and would improve further with a positive REF outcome. If the University was ranked within the top 100 institutions for research, then it would lead to a world ranking. The University continued to work towards being the best university in the UK for employability. The University had achieved silver in the last TEF exercise and would aim to achieve gold status. Members noted that UWL had remained the best modern university in London and one of the top 10 modern universities in the country but queried what 'modern' actually meant and whether it resonated with students.
- 3.5 **Some references in this section have been redacted.**
- 3.6 Further successes in 2020-21 included increased recruitment to the Drama School London (DSL) up from 27 to 182 recruits. The Institute of Policing Studies had 370 recruits and continued to grow. The Rami Ranger house was now open. The 'simbulance' was operating and had led to the recruitment of 32 postgraduate students onto the MSc in Paramedic Science. The University had met all OfS standards, was UKVI compliant and had received a 'substantial assurance' rating from the internal auditors. The University had been shortlisted for a THE award for UWLFlex and 'Fresh Minds' had received the levelling up of the year award. The Westmont Hub had brought 32 new companies online with 929 members registered. The new student record system was progressing and Academic Registry was in the process of being restructured with the Director of Quality and Standards taking on the role of Interim Academic Registrar.
- 3.7 Continuing with 2020-21 successes, the Vice-Chancellor confirmed the REF submission had included 80 staff submitted at 3* and 4*. The Public Sector Decarbonisation Project (PSDS) had been completed on time and on budget and the Centre for Inequality and Levelling Up (CELIUP) had been launched.
- 3.8 The Vice-Chancellor provided details on student number growth from 2016-17 to 2020-21 and the APVC & Director of Strategic Planning confirmed the latest numbers for 2021-22 recruitment would be submitted to HESA. Members requested the numbers be circulated to the Board members. The Deputy Vice-Chancellor informed members that recruitment had been strong to clearing. Clearing had initially been slow but had remained a positive experience with growing number of students transferring from other institutions as they wanted face to face teaching.
- 3.9 The Vice-Chancellor provided further details on the recently published league tables in the Guardian and the Sunday Times. UWL was ranked 35 in the Guardian league table and was ranked 3rd best modern university in the UK. UWL was ranked 74th in the Times Higher and ranked 9th in England for teaching quality.

- 3.10 The outcome of REF would be publicised in May 2022. The REF highlighted the breadth and depth of research at UWL.
- 3.11 **Some references in this section have been redacted.**
- 3.12 Members noted the 2019-20 KPIs and how many of them had been achieved or exceeded in advance of the 2023 target. A discussion took place around the KPIs and the NSS noting that the NSS provided most of the data for league tables and should perhaps be used as an outcome rather than an indicator. It was noted that the University constantly monitored student satisfaction through module, course, and school questionnaires. In addition, the Students' Union provide a student tracker on a weekly basis which provided current student concerns that could be acted on quickly.
- 3.13 The Board of Governors **NOTED** the presentation.

4. Review of Effectiveness Outcome (BG 2122 02)

- 4.1 The University Secretary informed members that the review had been a positive experience. Members were satisfied that the report confirmed the University was performing well and its building blocks were robust, noting that the recommendations were not material and the report confirmed the University was good or leading edge in its processes.
- 4.2 The recommendations had been grouped to ease monitoring noting that some of the recommendations had already been completed or were in progress while, as agreed by the Governance and Nominations Committee, some of the recommendations would not be progressed as they were not considered beneficial.
- 4.3 The recommendations that would not be progressed related to providing a summary of committee business for board meetings as the minutes for Committee meetings were provided, members had the opportunity to raise issues at any time. The report recommended committees reviewed its effectiveness on an annual basis but members agreed a review of work undertaken against the committee terms of reference would be an effective way to measure effectiveness and would be carried out periodically.
- 4.4 The Lead Governor Scheme had been considered but was clearly not working and it was agreed to not pursue the scheme any further.
- 4.5 There were three propriety recommendations. Two of these were on the current Board agenda, culture and stakeholders, and the final recommendation related to the training and support of student Governors which would be discussed at the next meeting of the Student Liaison Committee.
- 4.6 Members were reminded of the Governor induction programme and suggested this be reviewed as it had focused on the estate as opposed to student demographics. Members suggested induction topics should cover sector issues, how the world of HE was constantly evolving and how UWL fitted into the marketplace. A discussion on market competitors at university and school level should be included along with

the factors that led to students making decisions on which University they attended. The induction should also include an explanation of the regulatory bodies.

Action: University Secretary

4.7 It was agreed that the reports provided by the APVC & Director of Strategic Planning were useful in providing a window into student demographics noting that UWL's competitor market had changed but it was unclear where UWL sat in the market, partly as a result of history but the University should now focus on new and future competitors rather than the past.

4.8 Members discussed future presentations for the Board and agreed they would like more information on who UWL students were.

Action: University Secretary

4.9 The University Secretary confirmed the Audit and Risk Committee had reviewed and amended its terms of reference as recommended in the report.

4.10 As recommended in the report, an additional student member would be invited to sit on the Board of Governors.

4.11 The University Secretary informed members that effectiveness reviews would be undertaken every three years as the process had been useful and confirmed that the governance process was working well.

4.12 The Board of Governors:

- a) **CONSIDERED** the response set out in the paper, and
- b) **APPROVED** the proposed recommendations.

5. Cracking the cultural code: wide and thoughtful governance at UWL (BG 2122 03 and Presentation)

5.1 The Vice-Chancellor opened the presentation by questioning how culture could be defined. However, the recent acquisition of Ruskin College had brought to light the fact that poor governance had a profound impact on an institution's culture, and you can only really measure good culture by seeing how bad someone else's was. Ultimately good culture stemmed from shared values and norms.

5.2 The Vice-Chancellor questioned whether culture could be measured but agreed that there was a need to make culture more 'visible, workable and codifiable'. In doing so it would offer an insight into how the Board operated and was aligned to the University mission, strategy and values, noting that there was no perfect board and good governance was based on trust, commitment, knowledge, experience and time.

5.3 There were six aspects of the board culture considered which focused on the boards understanding of the workings of the University and how close it was to the heart of the operational activities. Scrutiny and transparency were also crucial which allowed communication at all levels to flow.

- 5.4 Strong professional relationships between board members and the executive team allowed for robust discussions but also included other organisations and the Students' Union.
- 5.5 The University was built on a joint endeavour with students being the focus of all discussions and outcomes.
- 5.6 The Board was based on a professional commitment to the University and as the membership changed new members were assimilated into the workings of the Board.
- 5.7 Board members were encouraged to understand and engage with the workings of the institution at all levels and this was supported through presentations and dialogue with academic and professional staff.
- 5.8 The Board and University shared a common goal to ensure equality for all and supported diversity in the staff and student population.
- 5.9 Members thanked the Vice-Chancellor for articulating the culture of the University and agreed that the outline did mirror how members believed the board operated, although further consideration should be given to the institutional mindset which should include independence of judgement as behaviours should not be standardised.
- 5.10 A discussion took place on how Governors were recruited now and for the future and suggestions included looking at ensuring sustainability was embedded in all areas.
- 5.11 Members agreed that the presentation had captured the values and culture of the Board. However, there were many cultures at school or service department level and there may need to be further layers of cultural alignment at this level and with the student population. These should be allowed to grow but within the institutional cultural settings.
- 5.12 Members queried whether post-Covid 19 and the acquisition of Ruskin College would impact on the culture of the University, but members agreed that the University had shown resilience when faced with unexpected events.
- 5.13 Members agreed to review the document again at another Board meeting towards the end of the academic year.

Action: University Secretary

- 5.14 The Board of Governors **NOTED** the presentation.

6. Stakeholder Mapping (BG 2122 04)

- 6.1 The University Secretary informed members that as part of the recommendations from the Review of Effectiveness the stakeholder mapping was developed to provide a clear approach to stakeholder management. The mapping also provided information on who managed the stakeholders.
- 6.2 Members queried how stakeholders were engaged, what the relationships were like, how important they were for UWL and the level of power/influence they had over

UWL. The University Secretary informed members that engagement varied but the University aimed to ensure all relationships were positive.

- 6.3 The Board of Governors **CONSIDERED** and **NOTED** the stakeholder mapping.

7. Ruskin College, Oxford: the story so far (BG 2122 05)

The first 100 days – Strategy and operational plan

- 7.1 The Vice-Chancellor and Deputy Vice-Chancellor informed members that the plan was 63 days into the 100-day plan.
- 7.2 Ruskin College had been poorly managed, and governance had been non-existent which had demoralised staff. There had been no management and board accountability. Student recruitment had collapsed and so the College had presented as a clean sheet.
- 7.3 Meetings with Ruskin College staff took place immediately after the purchase and it was clear they were confused and had been powerless to prevent the collapse of the College. Additional communications took place with local MPs, Heads of Oxford Colleges and local councils.
- 7.4 As part of the purchase agreement the University had established a Further Education Board where Ruskin College strategy would be discussed and formalised.
- 7.5 **Some references in this section have been redacted.**
- 7.6 **Some references in this section have been redacted.**
- 7.7 Cleaning and catering costs had been reviewed and reduced.
- 7.8 Ruskin Colleges history of providing Trade Union studies would continue but would be effectively managed as it appeared students had been enrolled but fees had not been charged. The College continued to recruit students onto the Trade Union studies course and had recruited 431 students.
- 7.9 **Some references in this section have been redacted.**
- 7.10 Planning for January/February 2022 was in place to increase student numbers in nursing and social care courses. In addition, recruitment was taking place for 30 functional skills learners and ESOL students. The College would also recruit at degree level and plans were in place to recruit students onto the BSc in Public Health and BSc in Social Work. Recruitment to other undergraduate courses including Politics and International Relations and Law would be undertaken.
- 7.11 Members were assured that, although Ruskin College had moved through a number of fallow years, its brand and reputation had not been tarnished and the brand was still respected.
- 7.12 **Some references in this section have been redacted.**

- 7.13 The grounds had fallen into a state of disrepair, but work was in progress to bring them up to a good standard. It was noted allotments leased to local residents had also been neglected and the residents would be contacted and requested to maintain them to a better standard.
- 7.14 **Some references in this section have been redacted.**
- 7.15 Members were informed that student capacity was approximately 700 using a standard timetable but Saturday courses could increase this.
- 7.16 Members noted that the growth of the course portfolio would be informed by market research with the APVC and Director of Strategic Planning looking at gaps in the learning community.
- 7.17 The Vice-Chancellor and the Deputy Vice-Chancellor confirmed the leadership of the College would remain within their remit to ensure the plans remained on target but as Ruskin College became embedded with the UWL Group duties would be delegated to members of staff who were in senior roles looking at moving into executive positions.
- 7.18 The Board of Governors **NOTED** the paper and presentation.

8. Public Sector Decarbonisation Project (Presentation)

- 8.1 The Deputy Vice-Chancellor presented the video of the project and confirmed that the project had been completed on time and on schedule.
- 8.2 The Finance committee would receive a final report on the project at its meeting on 1 November 2021.

Action: Deputy Vice-Chancellor

- 8.3 The Board of Governors **NOTED** the presentation.

9. Date of next meeting

- 9.1 The next meeting of the Board of Governors will take place on Tuesday, 23 November 2021 in the Westmont Hub.

Signed by Ms Jennifer Bernard
Chair of the Board of Governors

Date

Author: Ms Marion Lowe
Title: University Secretary and Chief Compliance Officer
Date: October 2021