

# BOARD OF GOVERNORS

## Minutes

### Of the Board of Governors meeting held on Tuesday, 23 November 2021 in The Westmont Hub.

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| 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 James Edmunds (Academic Board Representative)Mr Steve Fowler (Independent Governor)Dr Suresh Gamlath (Staff Representative)Mr Derek Hicks (Independent Governor)Professor Peter John (Vice-Chancellor)Mr Jonathan Lawrence (Independent Governor)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)Mr Neil Henderson (Director of Human Resources and Organisational Development)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:  | Professor Heather Loveday (Professoriate Representative) |

**Private meeting of the Independent Governors**

A private meeting of Independent Governors took place at 9.30am to discuss the report from the Remuneration Committee meeting held on 26 October 2021.

**1. Remuneration Committee Report (Oral)**

* 1. The Chair of the Remuneration Committee detailed the process followed by the Committee and the outcomes for the remuneration of the Vice-Chancellor and the senior management team. The Chair clarified that the decisions of the Committee were based on a thorough written evaluation of each senior management team member against their objectives set by the Vice-Chancellor.
	2. The Vice-Chancellor was not present during the discussion of his performance.
	3. A member of the Committee described the changing emphasis in determining executive pay from comparative benchmarks and towards the organisation’s reputation and standing, and therefore perceived organisational value. Clearly the UWL executive team had all contributed to this measure.
	4. The Remuneration Committee:
1. **NOTED** the decisions of the members on the remuneration of the Vice-Chancellor and members of the Senior Management Team, and
2. **AGREED** to reward eligible staff with a 1.5% non-consolidated bonus in recognition of their contribution to the continuity of student support and learning during the pandemic.

**The Board of Governors meeting commenced at 10:00am.**

**1. Apologies for absence, announcements and declarations of interest**

* 1. There were no declarations of interest.

1.2 Apologies were recorded above.

1.3 The Chair of the Board of Governors informed members that this would be the last meeting for Professor Joelle Fanghanel, Pro Vice-Chancellor (Academic). Members wished Professor Fanghanel a happy retirement and success in any new ventures.

* 1. Members were informed that this would be the last meeting for Mr Patrick Younge, Deputy Chair of the Board, as he would be taking on the role of Chair of the Council at the University of Cardiff. Members wished Mr Younge every success in his new role.

**2. Minutes of the Meetings held on 6 July 2021 (Appendix 1), 29 July 2021 (Appendix 2) and 12 October 2021(BG 2122 06)**

2.1 The minutes of the meetings held on 6 July 2021, 29 July 2021 and 12 October 2021 were confirmed as a fair and accurate record.

1. **Matters Arising Reports (BG 2122 07)**

**Meeting of 6 July 2021 (Appendix 1)**

* 1. The University Secretary confirmed all items had been completed.

**Meeting of 12 October 2021 (Appendix 2)**

* 1. The University Secretary confirmed all items were completed or would be returned for consideration at a Board meeting later in the academic year.
1. **Approval of recommendations from Committees (BG 2122 08)**

**Finance Committee meeting of 1 November 2021**

**2022-23 Fees for Home and International Students (Appendix 1)**

* 1. The Director of Strategic Planning confirmed fees for home undergraduates would be unchanged for 2022-23 as there had been no government review of fees.
	2. Fees for intensive courses remained unchanged at £7,500.

4.3 Non-regulated fees had increased by 5.3% but remained competitive in the London market. In addition, the University provided good financial support for students.

4.4 The Board of Governors **APPROVED**:

1. The fee of £9,250 for full-time Undergraduate Home students,
2. The proposed unchanged fee for intensive courses (previously PTI) for Home students of £7,500,
3. The proposed increase of the standard fee for full-time Home PGT students to £8,950, and
4. The proposed increase in the fees for International UG to £13,250 and for International PG to £13,750.
5. **Vice-Chancellor’s Briefing (BG 2122 09)**
	1. The Vice-Chancellor updated members on the following:
* In the recent government reshuffle Mr Nadhim Zahawi was appointed the Secretary of State for Education. The Minister of State for Universities, Michelle Donelan’s remit had been extended to include the Further Education portfolio.
* The autumn budget had been light on detail for Higher Education with no updates on proposed fee changes.
* Approximately 70% of students were in attendance on a regular basis and it was agreed that the offer of face-to-face teaching had helped with 2021 recruitment.
* The Vice-Chancellor, Deputy Vice-Chancellor and the Chair of the Board of Governors attended the first UWL graduation ceremonies at Ruskin College which was greatly appreciated by students and their guests.
* Work on revitalising Ruskin College continued. The Oxford Business College had signed a contract for the use of classrooms, Ruskin Venues had been established, signage and landscaping were in progress and planned recruitment at HE level was being prepared.
* It was anticipated Ruskin College would break even in 2022 due to restructuring and a revised strategic plan for the College.
* The University was working with Oxfordshire County Council to review lapsed planning permission for accommodation blocks.
* The Deputy Vice-Chancellor confirmed the acquisition of Ruskin College formed part of the long-term strategic plan to expand nursing provision into Oxfordshire and the West Midlands.
* The University had recruited nearly 4000 students at undergraduate and postgraduate level.
* The new student record system with Tribal SITS continued to make progress.
* Professor Graham Atherton was currently writing a book on levelling up.
* The University was currently hosting a police conference with delegates from over six countries attending.
* **Some references in this section have been redacted**

5.2 The Board of Governors **NOTED** the Vice-Chancellor’s update.

1. **Property Update (BG 2122 10)**

6.1 The Director of Property Services updated members on the projects, including the Public Sector Decarbonisation Scheme (PSDS), that were on progress or were completed.

* 1. The contracts for external catering with Elior and facilities management with Bouygues were seven years into ten-year contracts. A report would be presented to the Finance Committee on 17 January 2022.
	2. A review of security at Gunnersbury Sports Hub was in progress and would lead to improvements.
	3. The initial contract for funding and usage of the Gunnersbury Sports Hub was agreed with Ealing and Hounslow Councils but the finalisation of the partnership agreement was on hold due to issues around the management of the contract. The delay did not affect current student usage.
	4. A feasibility study on Villiers House was in progress and the outcome would be known in 2022. The University had extended the lease on Villiers house to September 2022 and was considering taking out a longer lease. However, Cross Rail plans indicated access to the forecourt would impede deliveries to Villiers House and, if this proved to be the case, it was unlikely UWL would be able extend the lease beyond September 2022. The Landlord was aware of the problems and were looking for solutions agreeable for all parties.
	5. The Board of Governors **NOTED** the current issues relating to the Estates Strategy.

**7. Remuneration Committee Report (Oral)**

7.1 The Chair of the Remuneration Committee confirmed all salaries for VCE members had been considered.

7.2 A review of the comparator data confirmed the university had set its remuneration for senior staff appropriately.

7.3 The Committee agreed that UWL’s performance, particularly during the pandemic had been exceptional and a 1.5% bonus had been awarded to all staff.

7.4 The Director of Human Resources confirmed he was the current Chair of the Human Resources London Group and was currently working with the Universities and Colleges Employers Association (UCEA) to establish a working group to look at senior staff salaries.

7.5 The Board of Governors **NOTED** the update.

**8. Consolidated University of West London Annual Report for the year ended 31 July 2021 (BG 2122 11)**

 **Draft Consolidated Annual Report and Accounts for the University of West London for the year ended 31 July 2021 (Appendix 1)**

8.1 The Chief Financial Officer provided an overview of the document confirming group income of £146m and UWL income of £138m. The difference in income was as a result of the purchase of Ruskin College which had increased the assets of the University Group. In addition, the income from the Drama Studio London was £1.6m.

8.2 Members agreed that income would have been higher, but the pandemic had adversely affected some enterprise activity particularly around summer schools and accommodation.

8.3 Staff costs had increased by £1.3m but remained at 40% of income.

8.4 Non-staff costs had also increased but were as a result of increased enterprise and partnership activity.

8.5 The Group surplus was £22m and the UWL surplus was £16m. The surplus would be used for capital works and to offset possible fee reductions in 2022-23.

8.6 Pension costs had reduced by £3m as a result of market fluctuations.

8.7 **Some references in this section have been redacted**

8.8 Members queried whether there had been large numbers of students requesting refunds. The University Secretary informed members that although requests had been made, students acknowledged the help and support they had received during the pandemic and had particularly appreciated Flex online. There had only been one case submitted to the Office of Independent Adjudicators (OIA) which had been rejected.

8.8 The Chair of the Audit and Risk Committee confirmed the external auditors, BDO, were satisfied with the report and no recommendations to amend the report had been received. The BDO audit opinion had been unqualified and the internal auditors, KPMG, had given a substantial assurance audit opinion.

8.9 Members noted the external auditors had not provided a final version of their Executive Report and Letter of Representation, but the Board were advised to assume there would be no further changes to the documents, but a further Board meeting would be convened if this did not prove to be the case.

8.10 Members requested the Annual Report include details on the Effectiveness Review of Governance that took place this year and the Public Sector Decarbonisation Scheme (PSDS).

**Action: University Secretary**

8.11 Members noted the Chief Financial Officer would include further details on pension benchmarking. Pension liabilities continued to fluctuate due to market variations, but these were being closely monitored.

**Action: Chief Financial Officer**

8.12 **Some references in this section have been redacted**

8.13 The Chief Financial Officer confirmed the audit on Ruskin College had been completed and the accounts had been signed off for two years.

8.14 Members were informed that sector wide strike action had not impacted the University as the main reason action was being taken was due to problems with the USS pension scheme.

8.15 The Board of Governors:

1. **REVIEWED** the consolidated Annual report for the University of West London for the year ended 31 July 2021,
2. **CONSIDERED** any matters the Finance Committee and the Audit and Risk Committee brought to the Boards attention,
3. **APPROVED** the Annual Report and Financial Statements for the University of West London for the year ended 31 July 2021 subject to minor amendments,
4. **CONSIDERED** the guidance on public benefit, and
5. **NOTED** the Auditor Highlights Report and opinion.

**9. Letters of Representation (BG 2122 12)**

 **From the Vice-Chancellor and the Chief Financial Officer to the Board for the University of West London (Appendix 1)**

 **Letter of Representation from the Board of Governors to BDO, LLP (Appendix 2)**

9.1 The Chief Financial Officer informed members that the Letters of Representation followed a cascade process with the first letter providing assurance to the Board of Governors on the internal control system.

9.2 The second letter finalised the cascade process from the Board of Governors to BDO, LLP.

9.3 The Board of Governors:

1. **NOTED** the process followed for Management representation and Statement of Internal Control for the year ended 31 July 2021,
2. **NOTED** the Letter of Representation from the Vice-Chancellor and Chief Financial Officer to the Board of Governors for the University of West London for the year ended 31 July 2021,
3. **RECEIVED** and **NOTED** the draft Letter of Representation from the Board of Governors to the External Auditor for the year ended 31 July 2021, and
4. **RECOMMENDED** the letter be signed by the Chair of the Board of Governors on behalf of the Board.

**10.** **Audit and Risk Committee Annual Report 2020-21 (BG 2122 13)**

10.1 The University Secretary informed members that the report covered the work undertaken by the Audit and Risk Committee during 2020-21 and provided information on the membership and terms of reference of the Committee.

10.2 The Board of Governors **APPROVED** the Audit and Risk Committee Annual Report 2020-21.

**11. OfS Financial Return Workbook and Financial Commentary (BG 2122 14)**

11.1 The Chief Financial Officer advised members that the document provided a financial forecast for the next seven years and provided assurances to the OfS on the long-term sustainability of the institution.

11.2 The Board of Governors **APPROVED** the OfS Financial Return Workbook and Financial Commentary for submission to the OfS.

**12. Prevent Report 2020-21 (BG 2122 15)**

12.1 The University Secretary confirmed the report set out the measures put in place to implement the Prevent Duty.

12.2 Risk assessments were carried out on a regular basis with the last one conducted in October 2021. The risk was considered low but highlighted concerns around online activity which was being monitored. The assessment was considered by the Prevent Group and the Student Liaison Committee.

12.3 The Prevent Group met twice a year and the University Secretary was a member of local and national networks. The University’s Information Sharing Protocol was devised at the implementation of the Prevent Duty and the sharing of information of individuals was monitored closely.

12.4 The policies on welfare and safeguarding had been updated and there were no issues relating to safeguarding in 2020-21. Equally, there were no issues of radicalisation reported to the Welfare team in 2020-21.

12.5 Members noted University partners were also engaged with the Prevent Duty and partners reported to the University on an annual basis.

12.6 There had been an increase in events where external speakers were present but there had been no causes for concern.

12.7 All staff were required to attend online training for Prevent and Personal Tutors were given additional training.

12.8 The University worked closely with the Students’ Union and the University Secretary provided reports on the Prevent Duty to the Student Liaison Committee.

12.9 The Board of Governors:

1. **CONSIDERED** the annual Prevent report, and
2. **NOTED** the information provided to the Office for Students.

**13. Annual Reports to the Board of Governors**

 **Student Outcomes 2020-21 (Appendix 1)**

13.1 The University was meeting all of its metrics which provides assurance on the quality and maintenance of quality and standards.

13.2 Recruitment tariffs had improved and although the pandemic had led to a fall in continuation rates work continued to identify and work with students who were at risk.

13.3 The proportion of firsts and upper second-class degrees had increased during the pandemic but was in line with the sector. The gender awarding gaps remained small and work was being undertaken to review the age gap noting the difference between young and mature students was not significant but was worthy of further investigation.

13.4 Year on year improvements on the ethnicity award gap continued and had decreased to 12% which met the *Achievement 2021* target. It was noted that the data included partner results.

13.5 The Board of Governors **APPROVED** the report.

**Student Complaints and Appeals Annual Report 2020-21 (Appendix 2)**

13.6 The University Secretary informed members that student complaints and appeals were a key metric for OfS registration.

13.7 There had been an increase in complaints as a result of the pandemic and the decant of Paragon Lets. It was noted that the University did not have as many OIA complaints as comparator institutions.

13.8 There had only been small difference in the number of complaints made by different student groups and did not warrant further investigation.

13.9 Where complaints were upheld a swift response was undertaken which included refunds and apologies.

13.11 The Board of Governors **CONSIDERED** the report.

 **Value for Money Report 2020-21 (Appendix 3)**

13.12 Members agreed the report provided a clear and comprehensive picture of value for money initiatives across the University noting the OfS did not provide guidance on the content of the report.

13.13 The report identified savings of over £3.4m and provided information on the University procurement process.

13.14 The Chief Financial Officer confirmed the report was used mainly as a way to provide assurances to the Board that the University provided value for money for students and for the use of public funds. The Internal Auditors, KPMG, reviewed value for money initiatives in all internal audit exercises.

13.15 The Chief Financial Officer confirmed the information contained within the report was communicated to students and was used for recruitment purposes.

13.16 Members requested in future the report provide information on what happens to students after they leave UWL which would indicate the value of the degree they were awarded.

**Action: Chief Financial Officer**

13.17 Members further requested information on social value be included in the report.

**Action: Chief Financial Officer**

13.18 The Board of Governors **NOTED** the report.

 **Academic Quality and Standards Report for 2020-21 (Appendix 4)**

13.19 The report provided information on the University Quality Improvement Plan (UQIP). All objectives for 2020-21 had been met except one relating to External Examiners reports but all reports received to date had confirmed standards were comparable to the rest of the sector.

13.20 The Higher Education Academy Fellowships (HEA) had been broken down to distinguish the levels of Fellowships achieved by staff members.

13.21 The Quality and Standards Office was preparing for a review of standards by the OfS.

13.22 The Board of Governors **CONSIDERED** the report as assurance that quality and standards are being maintained.

**14. Programme of Business 2021-22 (BG 2122 17)**

14.1 The University Secretary confirmed the document set out the programme of business for the Board.

14.2 Members agreed that the Board away day agenda on 7-8 February 2022 should include *Achievement 2023* and outline plans for the next five-year strategic plan.

14.3 Members discussed whether sustainability should form part of the new strategic plan and should also be discussed.

14.4 The Board of Governors **NOTED** the programme of business for 2021-22.

**Academic matters**

**15. Apprenticeship Board (BG 2122 18)**

 **Minutes of the meeting held on 28 July 2021** **(Appendix 1)**

15.1 The Deputy Vice-Chancellor informed members that the Board discussed functional skills. There was also a presentation on the West London recovery post Covid.

15.2 Members **NOTED** the Minutes and items of business discussed.

 **Minutes of the meeting held on 22 September 2021 (Appendix 2)**

15.3 The Deputy Vice-Chancellor confirmed the Board considered reports on the Self-Assessment Report for Ofsted and Ruskin College.

15.4 Members noted the establishment of the Further Education Board where business undertaken by Ruskin College would be discussed.

15.5 Members **NOTED** the Minutes and items of business discussed.

**16. Academic Board (BG 2122 19)**

 **Minutes of the meeting held on 29 September 2021**

16.1 The Vice-Chancellor informed members that the meeting provided an early report on recruitment and allowed for an early review of the Emergency Regulations to ensure they remained fit for purpose.

16.2 Members **NOTED** the Minutes and items of business discussed.

**17. Chairs briefing on Committee Activity (BG 2122 20)**

 **Audit and Risk Committee meeting held on 27 September 2021 (Appendix 1)**

17.1 The Chair of the Committee confirmed the focus of the meeting was on Internal Audit reports from KPMG.

17.2 Members **NOTED** the Minutes and items of business discussed.

 **Audit and Risk Committee meeting held on 8 November 2021 (Appendix 2)**

17.3 The Chair of the Committee confirmed the focus of the meeting was on the External Auditors report and the University Annual Report and Accounts.

17.4 Members **NOTED** the Minutes and items of business discussed.

 **Finance Committee meeting held on 13 September 2021 (Appendix 3)**

17.5 The Chair of the Committee informed members that the meeting discussed the work being undertaken at Ruskin College and the Public Sector Decarbonisation Scheme (PSDS)

17.6 Members **NOTED** the Minutes and items of business discussed.

 **Finance Committee meeting held on 1 November 2021 (Appendix 4)**

17.7 The Acting Chair of the Committee confirmed all substantive items were on the current Board agenda.

17.8 Members **NOTED** the Minutes and items of business discussed.

 **Governance and Nominations Committee meeting held on 15 July 2021 (Appendix 5)**

17.9 Members **NOTED** the Minutes and items of business discussed.

 **Governance and Nominations Committee meeting held on 22 July 2021 (Appendix 6)**

17.10 Members **NOTED** the Minutes and items of business discussed.

 **Governance and Nominations Committee meeting held on 30 September 2021 (appendix 7)**

17.11 Members **NOTED** the Minutes and items of business discussed.

 **Student Liaison Committee meeting held on 5 November 2021 (Appendix 8)**

17.12 The Chair of the Committee informed members that discussions took place around the National Student Survey (NSS), the SU Big Conversation and the Pulse Survey which is a survey of final year students four weeks into their final year.

17.13 Members **NOTED** the Minutes and items of business discussed.

 **Workforce Advisory Committee meeting held on 21 October 2021 (Appendix 9)**

17.14 The Chair of the Committee informed members that the Committee welcomed a new Co-opted member, Dr Hiba Khan.

17.15 Further to the discussion on culture at the Board of Governors meeting on 12 October 2021 Committee members discussed culture in relation to the People Strategy.

17.16 Members discussed the staff return to campus and the University’s position on vaccinations and face coverings.

17.17 Members **NOTED** the Minutes and items of business discussed.

**18. Date of Next Meeting**

18.1 The next meeting of the Board of Governors will be the away day on Monday, 7 February to Tuesday, 8 February 2022 at The Lensbury.

**Signed by Ms Jennifer Bernard** Date

**Chair of the Board of Governors**

**Author:** Ms Marion Lowe

**Title:** University Secretary and Chief Compliance Officer

**Date:** October 2021