

# BOARD OF GOVERNORS

## Minutes

### Of the Board of Governors meeting held on Tuesday, 15 March 2022 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 James Edmunds (Academic Board Representative)Dr Suresh Gamlath (Staff Representative)Mr Derek Hicks (Independent Governor)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)Mr Kiran Virdee (Independent Governor)Ms Stella Webb (SU President)Mr Stuart Wright (Independent Governor) |
| In attendance: | Mr Adrian Ellison (Associate Pro Vice-Chancellor and Chief Information Officer)Professor Katie Featherstone (Director of the Geller Institute of Aging and Memory) (for agenda item 11)Mr Patrick Fuller (Chief Financial Officer)Mr Neil Henderson (Director of Human Resources and Organisational Development)Professor Juanita Hoe (Professor in Dementia Care) (for agenda item 11)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:  | Ms Gloria Beyi (SU Representative)Mr Steve Fowler (Independent Governor)Dr Paul Sahota (Independent Governor) |

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

* 1. Ms Shirley Cameron, Independent Governor, declared an interest in Villiers House as an employee of the BBC.

1.2 Apologies were recorded above.

**2. Minutes of the Meetings held on 23 November 2021 (Appendix 1) and 7-8 February 2022 (Appendix 2) (BG 2122 23)**

2.1 The minutes of the meetings held on 23 November 2021 and 7-8 February 2022 were confirmed as a fair and accurate record.

1. **Matters Arising Reports (BG 2122 24)**

**Meeting of 23 November 2021 (Appendix 1)**

* 1. The University Secretary confirmed all items had been completed or would be returned for consideration at a Board meeting later in the academic year.

**Meeting of 7-8 February 2022 (Appendix 2)**

* 1. The University Secretary confirmed all items were completed or were items on the agenda.
1. **Approval of recommendations from Committees (BG 2122 25)**

**Governance and Nominations Committee meeting of 15 March 2022**

**Membership of the Board and Committees (Appendix 1)**

* 1. The University Secretary informed members that a vacancy exists for the Deputy Chair of the Board of Governors. Members were contacted to express interest in the role and one Independent Governor, Ms Shirley Cameron, confirmed interest in the role.
	2. The Board of Governor Regulations state:

‘The Deputy Chair may simultaneously be the Chair of a committee, although not the Audit and Risk Committee.’

Ms Cameron agreed to stand down as Chair of the Audit and Risk Committee and would take on the role of Chair of Finance Committee.

* 1. A vacancy for the Chair of the Audit and Risk Committee existed and Governors would be invited to express an interest in the role.

**Action: University Secretary**

4.3 The Board of Governors **APPROVED**:

1. The appointment of Ms Shirley Cameron as Deputy Chair of the Board of Governors to run concurrently with her role as an Independent Governor from 1 February 2022 to 31 January 2025, and
2. The appointment of Ms Cameron as Chair of the Finance Committee.
3. **Vice-Chancellor’s Briefing (BG 2122 26)**
	1. The Vice-Chancellor updated members on the following:
* Members collectively agreed that the war in Ukraine highlighted uncertainty and instability across the world. The Senior Pro Vice-Chancellor confirmed the University had approached Ukrainian and Russian students to offer support.
* Members were saddened by the untimely death of Jamal Edwards who had recently been awarded an honorary doctorate of the University.
* The Vice-Chancellor had returned from a visit to Singapore to meet with a new partner, Sunrice Singapore, as part of a project to upcycle food products. The project was the first of its kind in the UK and was linked to the University’s food laboratory. The University would act as the broker for the technology and products would be sold in supermarkets. Revenue would be generated depending on sales, but it was hoped that as people became accustomed to the concept sales would increase year on year.
* The government response to the Auger Review was published on 24 February 2022. Fees would be frozen at the current level of £9,250 until 2024-25 which was a cut in real terms. A new payback system would be put in place extending the length of repayment from 30 to 40 years.
* The definition of a mature student would be changed from 21 to 25 years old in an attempt to encourage more mature applicants who would also be exempt from attaining the minimum entry requirements which had been announced of a minimum of grade 4 in English and maths and at least two grade Es at A level.
* The government announced a package of incentives to encourage skills and post-16 education aimed at reducing the number of university entrants. It would also lead to an expansion of the HE sector moving level three education into colleges away from foundation level courses at HEIs. The maximum fees chargeable would be £5,167. UWL had a long history of FE provision, particularly in the London Geller College of Hospitality and Tourism. The University would capitalise on this expertise and the provision at Ruskin College which would allow the University to maintain a position in the FE sector. In addition, if the University completed the purchase of Penguin Random House, a skills centre would be created within a Foundation Academy.
* The introduction of the Office for Students (OfS) B3 conditions: baseline for student outcomes indicators, set out minimum outcome thresholds of 85% retention, 75% course completion and 60% progression to graduate level employment. All students would be considered equal regardless of start points or socio-economic disadvantage. The government did not expect many universities to meet the conditions as they were subject based and if one subject failed to meet the baseline it could potentially jeopardise the whole institution.
* An OfS report indicated that 46 institutions did not have 30 days liquidity and a number of other institutions were critically close to this point. Four institutions would require OfS loans to support them and approximately 20 institutions were on the OfS risk register and were being monitored on a regular basis. The government remained unclear about how failing institutions were to be managed. Members agreed that the government would not allow a HEI to fail in the north where they were often the biggest employer in the region.
* February 2022 recruitment had been better than expected with over 300 undergraduates, 150 postgraduate, 680 international and 130 NHS students enrolled. Two small HE cohorts had also been recruited at Ruskin College. The College had also recruited students to the access to nursing at level 2 in addition to over 2000 trade union studies students.
* Enterprise activity at Ruskin College had led to a three-year contract with John Radcliffe Hospital for student accommodation. The Education and Skills Funding Agency (ESFA) also provided funding for extra mural courses and the University would consider offering short, practical courses for the local community.
* Partnership activity continued to flourish, and it was anticipated Enterprise income could reach £50m.
* The Senior Pro Vice-Chancellor confirmed NSS response rates were currently 64% with most of the courses meeting the minimum threshold. Early estimates indicated a low 80s student satisfaction return.
* A UWL graduate, Little Simz, had been awarded a Brit Award at the recent ceremonies.

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

1. **New Student Record System (Tribal SITS) – project update (BG 2122 27)**

6.1 The APVC and Chief Information Officer updated members on the progress to implement the new student record system. The design phase of the project had been completed and it was planned for the admissions process to be live Autumn 2022.

* 1. The University had a strong project team in place by seconding staff onto the project, the appointment of three full-time contactors and two part-time contractors but it was noted Tribal had not fully resourced the project due to difficulties recruiting staff. As a result, the project had been delayed by a number of weeks which had tightened deadlines, but the project timeline remained possible as there had been contingency added into the original timeline.
	2. If admissions did not go live by 3 October 2022, then the first phase could go live later in the year for the next application cycle. Pressure would remain to ensure staff were trained on time to use the product.
	3. The APVC and Chief Information Officer informed members that there it was hoped all aspects of the student record system would be live by October 2023.
	4. The Board of Governors **NOTED** the update.

**7. Proposed acquisition of the Penguin Random House Building (BG 2122 28)**

7.1 **Some references in this section have been redacted**.

7.2 Discussions around VAT clawback and overage continued. The Vice-Chancellor confirmed the University would be developing the current buildings and there would be no new buildings on the site ensuring overage payments would not be applicable.

7.3 The Vice-Chancellor provided an overview of the rationale for the purchase of the property. If the University wished to grow and remain connected to the community it would need to continue to align itself with the government agenda. This included the expansion into STEM subject areas and the creation of a Foundation Academy to support level three students who wished to progress to degree level studies.

7.4 **Some references in this section have been redacted**.

7.5 Plans were in place to decant Registry Services from Paragon House to a building on the Great West Road while building work was in progress, but Registry Services could be moved to Random House with a saving of £400k.

7.6 Random House would be the base for students from the Institute of Policing Studies and provide additional performance space for creative arts students.

7.7 Long term the building would be used to establish a Foundation Academy which would enhance links with local councils as part of their local skills initiative.

7.8 The additional space would allow the University to rebalance its portfolio from creative courses to STEM courses with the possibility of establishing a School of Medicine.

7.9 The Director of Property Services confirmed an asset review would take place to ensure the buildings were fit for purpose and would not require large sums of money for development. The Director of Property Services estimated refurbishment costs would be approximately £300k minus IT infrastructure costs.

7.10 A discussion took place on possible alternatives for the use of the funds, but it was agreed investing in bursaries and scholarships were helpful but an investment in the University estate would enhance the student experience long term. The property would be purchased using 2021-22 surplus and would not impact on any potential investment opportunities that arose in the near future.

7.11 The SU President confirmed the University needed more space and would allow the University to build community networks as part of the Student Futures Manifesto.

7.12 **Some references in this section have been redacted**.

7.5 The Board of Governors **RECEIVED** the paper and **APPROVED** for further negotiations to proceed.

**8. Ruskin College Update (BG 2122 29)**

8.1 The Vice-Chancellor updated members on activities at Ruskin College.

8.2 Income streams were being established and included the rental agreement with Oxford Business College for the use of teaching rooms and the establishment of summer schools. The College was also being marketed as a conference venue with NEON holding their national conference on College grounds in the summer.

8.3 A memorial service would be held for Mr Chis Wilks who had been a long-standing member of staff.

8.4 The Director of Property Services confirmed refurbishment work was on-going. Members noted the conservation areas on the site and further noted there would be opposition from the local community if UWL wanted to develop any part of the grounds.

8.5 The Vice-Chancellor confirmed there was a large alumni database, but it had not been maintained so it was unclear who was on the database and whether alumni would support the College going forward.

8.6 Members agreed to hold a Board meeting at the College when it was appropriate.

**Action: University Secretary**

8.7 The Board of Governors **NOTED** the update of the activities of Ruskin College for 2021-22.

 **Amendments to the Articles of Association (Appendix 1)**

8.8 The University Secretary informed members that the Further Education Board (FE Board) had met for the first time and agreed the Articles of Association be amended to:

1. Change the staff members term of office, and
2. Insert the following paragraphs into the Appendix of the Articles:

14. The appointment of the Principal pursuant to Article 28, and

15. The dissolution of the College pursuant to Articles 47.

8.9 The University Secretary confirmed legal advice had been taken on the changes and the Chair of the FE Board confirmed the proposed changes were appropriate and provided clarity for both institutions.

8.10 Members queried the management structure and whether a Principal should be appointed. The Vice-Chancellor confirmed a Facilities Manager, and a Student Services Manager would be appointed, and management decisions would be taken by the Vice-Chancellor and the Deputy Vice-Chancellor who were both at Ruskin College once a week.

8.11 The Board of Governors **RESOLVED** that the Articles of Association of the College be amended and **APPROVED** the working of the Special Resolution of Ruskin College be signed on behalf of the University of West London as sole member of Ruskin College.

**9. Board of Governors Regulations (BG 2122 30)**

9.1 The University Secretary informed members that a review of the regulations had been undertaken in the light of the discussions on the culture of the Board at the away day in October 2021.

9.2 The University Secretary confirmed a search would be taking place to fill the current vacancies on the Board and the preface setting out the culture of the Board had been carried through to the revised person specification.

9.3 Members agreed the Regulations be further amended to provide clarity on Board level interaction with Ruskin College.

**Action: University Secretary**

9.4 Members queried how to measure progress on embedding the culture and it was agreed that the culture of the Board be revisited in two years to ensure new and established Governors were on track to uphold the values set out in the Regulations.

**Action: University Secretary**

9.5 The University Secretary reminded members that the recent effectiveness review confirmed the Board was high performing.

9.6 Members requested the Regulations be more explicit when referring to sustainability as the Board reviewed all aspects of sustainability, not just financial sustainability.

**Action: University Secretary**

9.7 The University Secretary confirmed the Regulations would reflect the changes to the quality agenda and the OfS B3 Conditions when finalised.

**Action: University Secretary**

9.8 Members requested further clarification in the Regulations on the role of the student representatives, noting that they were full Board members.

**Action: University Secretary**

9.3 The Board of Governors **APPROVED** the revised Regulations for the Board of Governors including:

1. The revised requirements for Board members and the code of conduct, and
2. The determination of the size of the Board to be 21 to include a further student representative.

**10.** **Risk Appetite Statement (BG 2122 31)**

10.1 The University Secretary informed members that the document had been discussed at the Audit and Risk Committee on 28 February 2022 noting that the documents had not been reviewed during lockdown.

10.2 As a result of lockdown the University appraised risks and opportunities in a different way and the statement reflected how the University now approached risk.

10.3 Members agreed that the University had a proven track record on capitalising on opportunities whilst minimising risk. Members requested the University Secretary include a sentence within the statement to record this.

**Action: University Secretary**

10.4 The Board of Governors **CONSIDERED** and **APPROVED** the revised Risk Appetite Statement and the amendments to the Risk Management Policy.

**11. Geller Institute of Aging and Memory (Presentation)**

11.1 Members welcomed Professor Katie Featherstone, Professor of Sociology and Medicine and Director of the Geller Institute of Aging and Memory (GIAM) and Professor Juanita Hoe, Professor in Dementia Care to present on the work being undertaken in GIAM.

11.2 GIAM researched the quality and care of patients and their outcomes noting that previous interventions to improve quality and care appeared to have failed. GIAM had received funding from the National Institute for Health Research ((NIHR) to look at why patients were being failed and how to reverse the poor intervention rate where up to 25% patients dies in hospital having been admitted for treatable complaints.

11.3 The Institute would also be working collaboratively with Schools across the University to capitalise on the expertise of staff to expand learning opportunities for students. A new postgraduate course in Dementia Studies: Approaches to Practice had recruited its first intake in February 2022. The aim of the course would be to identify and progress the leaders of the future in the field of dementia. As the course became embedded into the GIAM operations, electives would be expanded to reflect practice and student requirements and would capitalise on the expertise available in other schools of study.

11.4 The team aimed to grow the number of doctoral students and the new postgraduate course in Dementia Studies would offer a pipeline for candidates.

11.5 All members of the GIAM were research active and had an extensive external network of people and organisations but continued to source new collaborative opportunities nationally and internationally.

11.6 Members noted the strong recent publication background of GIAM staff at 3-4\*.

11.7 GIAM had refreshed its mission statement to target new partners and to focus on the long term aims of the Institute.

11.8 The Director of GIAM confirmed members were working in acute hospitals with frontline staff to deliver workable interventions. GIAM worked on an academic and practical level to ensure research delivered results for practitioners, patients and families.

11.9 The Director confirmed GIAM worked with families as it helped the delivery of care for patients noting care was more consistent with the input of families. The exclusion of families during the pandemic had had an adverse effect on outcomes for patients and research had been delayed. Members agreed the pandemic had highlighted the poor quality of care older patients received but a review of practices had led to new techniques being introduced.

11.10 Members noted the contribution of the University Chancellor in the establishment of GIAM.

11.11 The Board of Governors **NOTED** the presentation.

**12. Dates of Board and Committees 2022-23 (BG 2122 32)**

12.1 Members **NOTED** the dates of Board and Committees for 2022-23.

**Academic matters**

**13. Further Education Board (BG 2122 33)**

 **Minutes of the meeting held on 27 January 2022**

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

**14. Academic Board (BG 2122 34)**

 **Minutes of the meeting held on 10 November 2021 (Appendix 1)**

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

 **Minutes of the meeting held on 27 January 2022 (Appendix 2)**

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

**15. Student Futures Manifesto (BG 2122 35)**

15.1 The Senior Pro Vice-Chancellor informed members that the Student Futures Commission had been established by the UUP Foundation to review the effect of the pandemic on current university students.

15.2 The Manifesto provided a summary to help students regain their sense of ‘belonging’ and urged universities to adopt the manifesto which focused on institutions providing clear pathways to graduate outcomes.

15.3 The Senior Pro Vice-Chancellor informed members that the manifesto confirmed the actions already undertaken at UWL to support students, post-pandemic. Members agreed the manifesto be brought to a future meeting of the Board for an update on progress.

**Action: Senior Pro Vice-Chancellor**

15.4 The Board of Governors **ENDORSED** the University’s commitment to the Student Futures Manifesto.

**16. Chairs briefing on Committee Activity (BG 2122 36)**

 **Audit and Risk Committee meeting held on 28 February 2022 (Appendix 1)**

16.1 The Chair of the Committee confirmed the focus of the meeting was on Internal Audit reports.

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

 **Finance Committee meeting held on 17 January 2022 (Appendix 2)**

16.3 The Deputy Chair of the Committee informed members that there were four substantial items, the extension of the Elior contract for one year, OfS TRAC requirements, review of the revised Financial Regulations and approval for the extension of the Villiers House lease noting that this had now been superseded by the possible acquisition of Penguin Random House.

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

 **Governance and Nominations Committee meeting held on 25 January 2022 (Appendix 3)**

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

 **Honorary Awards Committee meeting held on 25 February 2022 (Appendix 4)**

16.6 The Chair of the Committee informed members that a decision on two nominations had been deferred until the next meeting.

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

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

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

 **Student Liaison Committee meeting held on 24 February 2022 (Appendix 6)**

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

 **Workforce Advisory Committee meeting held on 3 February 2022 (Appendix 7)**

16.10 The Chair of the Committee informed members the Committee had reviewed the alignment of the University people and business strategy through the development of KPI’s, a review of the gender pay gap noting that as a result of a small number of staff leaving the gender pay gap had grown, and a discussion took place on the first UWL staff questionnaire.

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

**17. Any other business**

17.1 Members were informed that the University had identified Ukrainian and Russian staff and students and had offered support, should they need it.

17.2 Drama Studio London staff and students had raised £15k and were currently in Poland.

**18. Date of Next Meeting**

18.1 The next meeting of the Board of Governors will take place on Tuesday, 10 May 2022 at 10am in the Directorate Boardroom.

**Signed by Ms Jennifer Bernard** Date

**Chair of the Board of Governors**

**Author:** Ms Marion Lowe

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

**Date:** March 2022