

BOARD OF GOVERNORS

Minutes

Of the Board of Governors meeting held on Tuesday, 22 November 2022 in
The Directorate Boardroom

Present:	Ms Jennifer Bernard (Independent Governor, Chair of the Board of Governors) Ms Kim Ansell (Independent Governor) Ms Aprileen Alexander (Independent Governor) Ms Sandra Botterell (Independent Governor) Ms Shirley Cameron (Independent Governor) Ms Tina Coates (Independent Governor) Mr James Edmunds (Academic Board Representative) Mr Steve Fowler (Independent Governor) Mr Derek Hicks (Independent Governor)
	Professor Peter John (Vice-Chancellor) Ms Maisie Kelly (SU President) Mr Jonathan Lawrence (Independent Governor) Dr Christopher McLaverty (Independent Governor) Ms Andrea Miller (independent Governor) Ms Kerry O'Callaghan (Independent Governor) Ms Helena Peacock (Independent Governor)
	Dr Paul Sahota (Independent Governor) Mr Stuart Wright (Independent Governor)
In attendance:	Mr Adrian Ellison (APVC and Chief Information Officer) Mr Patrick Fuller (Chief Financial Officer) Mr Joshua Hemmings (Academic Registrar and Director of Quality and Standards) (for agenda item 11) Mr Neil Henderson (Director of Human Resources and Organisational Development)
	Ms Coral Mason (Assistant Clerk to the Board) Ms Sara Raybould (Pro Vice-Chancellor, Student Experience) Ms Lynn Robinson (Interim University Secretary) Dr Kostas Tzortzis (APVC and Director of Strategic Planning) Ms Claire Willitts (Director of Property Services) Professor Anthony Woodman (Deputy Vice-Chancellor)
Apologies:	Mr Wladimir Albuja (Student Representative)

1. Apologies for absence, announcements and declarations of interest

1.1 There were no declarations of interest.

1.2 Apologies were recorded above.

2. Minutes of the Meetings held on 5 July 2022 (Appendix 1) and 11 October 2021 (Appendix 2) (BG 2223 01)

2.1 The minutes of the meetings held on 5 July 2022 and 11 October 2022 were confirmed as a fair and accurate record.

3. Matters Arising Reports (BG 2223 02)

Meeting of 5 July 2022 (Appendix 1)

3.1 The University Secretary confirmed that all items had been completed.

3.2 Members were informed that a flash report from Academic Board would be available where items were discussed that required greater clarification than provided in the minutes.

3.3 The Chair of the Board of Governors informed members that discussions on academic governance had taken place at the recent CUC conference and this would be reviewed later in the academic year as agreed at the Governance and Nominations Committee meeting on 17 November 2022.

3.4 An Independent Governor confirmed that the sector had been moving towards joint Governor and Academic Board meetings, and the Interim University Secretary confirmed this would form part of the academic assurance review.

4. Approval of recommendations from Committees (BG 2223 03)

Finance Committee meeting of 31 October 2022

2023-24 Fees for Home and International Students (Appendix 1)

4.1 The APVC and Director of Strategic Planning confirmed that fees for home undergraduates would be unchanged for 2023-24 as any increases could only be directed by government at a sector wide level.

4.2 Postgraduate taught fees had increased but at a rate below inflation.

4.3 Overseas fees at undergraduate and postgraduate levels had increased but benchmarked against competitors remained competitive.

- 4.4 Members noted the average UWL undergraduate fees were reduced by approximately 10% overall and in some cases reduced to £7.5k with the award of bursaries and scholarships.
- 4.5 The Board of Governors **APPROVED**:
- a) The proposed fee of £9,250 for full-time Undergraduate Home students,
 - b) The proposed unchanged fee for intensive courses (previously PTI) for Home students of £7,500,
 - c) The proposed increase of the standard fee for full-time Home PGT students to £9,250, and
 - d) The proposed increase in the fees for International UG to £14,250 and for International PG to £14,750.

Governance and Nominations Committee meeting of 17 November 2022

Membership of the Board of Governors and Committees (Appendix 2)

- 4.6 The Interim University Secretary informed members that the actions on the changes to committee memberships had been approved by Chairs Action and had already been implemented.
- 4.7 The Board of Governors **APPROVED**:
- a) Dr Paul Sahota moving from the Finance Committee to the Audit and Risk Committee,
 - b) Ms Aprileen Alexander joining the Finance Committee,
 - c) Ms Tina Coates to join the Workforce Advisory Committee, and
 - d) Ms Andrea Miller to join the Student Liaison Committee

From 1 October 2022.

5. Vice-Chancellor's Briefing (BG 2223 04)

- 5.1 The Vice-Chancellor updated members on the following:
- The Home Secretary, Suella Braverman, intended to drop the requirement for police officers to have a degree level qualification.
 - UWL international student recruitment had exceeded expectations, but the university remained mindful of UKVI requirements and CAS allocations.
 - The Senior Pro Vice-Chancellor outlined the changes to the NSS for 2023 with a move to conversational style questions and with the removal of the middle marker response. Many of the questions were confusing and would require explanation. Students would also not be asked for a response on their overall satisfaction. The SU would be working with the Senior Pro Vice-Chancellor to ensure students were supported during the process.
 - The University had appointed a new Head of the School of Computing and Engineering, Professor Phil Cox, previously the Head of Engineering at the University of Greenwich.
 - The newly appointed Director of Research, Professor Aude Biquelet-Lock, would be joining the University in January 2023.

- Dr Amelia Au-Yeung had been appointed the Dean of the Claude Littner Business School.
- Antonia Edwards, a UWL nursing graduate, had won the national talent show, the Voice, on 29 October 2022.
- **Some references in this section have been redacted.**
- The Vice-Chancellor confirmed that, as part of the new university strategy, Impact 2028, the university would be reducing partnership activity and would be recruiting foundation year students to the UWL group which would allow greater control over admissions, retention, continuation and completion.
- The Interim University Secretary informed members that the letter from the DfE was an OfS reportable event that had been reported on behalf of the Chair of the Board. The termination of two partners was also a reportable event and the Board agreed that the report should be made on their behalf.

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

6. Property Update (BG 2223 05)

- 6.1 Prior to the meeting, the Vice-Chancellor had conducted a tour of Century and Cavendish House for Governors. It was agreed that the refurbishment which included a crime suite for students in the Institute of Policing Studies, the opening of the Marcia Worrell Research Hub and the relocation of staff from Villiers House had exceeded expectations. In addition, administrative staff had been moved from St Mary's Road (SMR) to Century and Cavendish House which opened up additional teaching space at SMR.
- 6.2 The Director of Property Services reminded members that the Future Campus Project (FCP) had been completed 10 years ago and that work over the summer had included refurbishing some of the areas which came under the FCP.
- 6.3 A new AI Robotics Laboratory would be opened in February 2023 for students in the School of Computing and Engineering.
- 6.4 A space review at Paragon House had led to additional class space. SIM centres at Paragon House and Fountain House had also been expanded.
- 6.5 The Director of Property Services informed members that student accommodation remained on the agenda. Work on student accommodation around Paragon House, owned by Notting Hill Genesis, would be starting in the new year. The work would take approximately 2 ½ years and consideration would be given to opening negotiations for future student accommodation.
- 6.6 The Board of Governors **NOTED** the paper.

7. Consolidated University of West London Annual Report for the year ended 31 July 2022 (BG 2223 07)

Draft Consolidated Annual Report and Accounts for the University of West London for the year ended 31 July 2022 (Appendix 1)

- 7.1 The Chief Financial Officer informed members that the Auditors, BDO, were not proposing to make any changes to the accounts and they would be signed off later in the week.
- 7.2 The results were part of the incremental growth seen by the University over the last 10 years and included Ruskin College, Drama Studio London (DSL) and UWL Commercial results. The Ruskin College accounts had been signed off by their auditors last week showing a surplus for the first time in 14 years. DSL also showed a 20% surplus.
- 7.3 The consolidated picture showed an income of £170m against £145m for 2020-21. This was due to a positive international student recruitment drive and an increase in enterprise activity. Recovery from the pandemic had shown an increased accommodation and hospitality income.
- 7.4 Staff costs had increased by 14% as a result of an increase in student numbers.
- 7.5 Non-staff costs had increased by 27% as a result of commission costs to agents for international student recruitment, external activities and inflationary costs.
- 7.6 The cash balance had increased to £83m from £72m in 2021-22.
- 7.7 Pension valuations had increased by £52m as a result of increased bond yields. Liabilities had dropped to £41m but the markets remained volatile, and this figure could increase.
- 7.8 The asset base had increased due to the purchase of Century and Cavendish House.
- 7.9 Members noted the voluntary publication of the ethnicity pay gap and that the Director of Human Resources continued to work on reducing the gap.
- 7.10 The Chair of the Audit and Risk Committee informed members that the External Auditors had confirmed that the finance team was one of the best teams to work with in the sector. The Chief Financial Officer confirmed the University had invested in the appointment of highly qualified staff.
- 7.11 Members were informed that if they wished to comment on the text in the Annual Report to email the Interim University Secretary.

Action: Interim University Secretary

External Auditor's Executive Report 2021-22 including the Management Letter (Appendix 2)

- 7.12 The Chief Financial Officer informed members that the University was one of the early presenters of the accounts to the OfS.
- 7.13 The Board of Governors:
- i. **REVIEWED** the consolidated Annual report for the University of West London for the year ended 31 July 2022,

- ii. **CONSIDERED** any matters the Finance Committee and the Audit and Risk Committee brought to the Boards attention,
- iii. **APPROVED** the Annual Report and Financial Statements for the University of West London for the year ended 31 July 2022 subject to minor amendments,
- iv. **CONSIDERED** the guidance on public benefit, and
- v. **NOTED** the Auditor Highlights Report and opinion.

8. Letters of Representation (BG 2223 07)

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)

- 8.1 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.
- 8.2 The second letter finalised the cascade process from the Board of Governors to BDO, LLP.
- 8.3 The Board of Governors:
 - i. **NOTED** the process followed for Management representation and Statement of Internal Control for the year ended 31 July 2022,
 - ii. **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 2022,
 - iii. **RECEIVED** and **NOTED** the draft Letter of Representation from the Board of Governors to the External Auditor for the year ended 31 July 2022, and
 - iv. **RECOMMENDED** the letter be signed by the Chair of the Board of Governors on behalf of the Board.

9. OfS Financial Workbook and Financial Commentary (BG 2223 08)

- 9.1 The Chief Financial Officer informed members that the workbook provided going concern assurance, setting out the predicted accounts for five years. The data provided was consistent with the University five-year plan.
- 9.2 The Chief Financial Officer confirmed there were approximately six ex-staff members who had been mental health officers, before the roles were incorporated into the NHS, and were receiving an enhanced local government pension.
- 9.3 The Board of Governors **APPROVED** the OfS Financial Return Workbook and Financial Commentary for submission to the OfS.

10. Prevent Annual Report 2021-22 (BG 2223 09)

- 10.1 The interim University Secretary confirmed that there were no significant changes from last year's report and there were no causes for concern raised this year. Data also included Ruskin College.
- 10.2 Data had also been gathered from partner institutions which was reflected in the high number of staff receiving training.
- 10.3 The Interim University Secretary confirmed the ongoing good relations with the police and local authorities.
- 10.4 The Board of Governors:
- a) **APPROVED** the annual Prevent report 2021-22 which has already been considered by Academic Board, Audit and Risk Committee and Student Liaison Committee.
 - b) **ENDORSED** the OfS Annual Accountability Declaration.
 - c) **NOTED** the updated risk assessment.

11. Annual Reports to the Board of Governors (BG 2223 10)

Student Complaints and Appeals Annual Report 2021-22 (Appendix 1)

- 11.1 The Interim University Secretary informed members that the report had been reviewed by Academic Board.
- 11.2 The number of complaints were low compared to the sector, and everything was done to de-escalate a complaint before it was formalised. Work was also undertaken to review possible group trends as a way to reduce complaints.
- 11.3 Members agreed that the return to campus post pandemic had led to very few complaints directly related to learning provision as the University had been committed to face-to-face learning as soon as it had been safe to do so.
- 11.4 Members noted that referrals to the Office of the Independent Adjudicator (OIA) were small, remaining below the sector average and that decisions had generally been in UWL's favour.
- 11.5 The Board of Governors **NOTED** the report.

Value for Money Report 2021-22 (Appendix 2)

- 11.6 The Chief Financial Officer informed members that value for money was considered from three perspectives: money, social value and value for the students. It was acknowledged that more could be done but the report remained a work in progress.
- 11.7 Members agreed that the report provided a very strong narrative and while it was too lengthy to be included in the University Annual Report it could be added to the website alongside the Annual Report.

- 11.8 The Chief Information Officer confirmed that students were made aware of the initiatives undertaken but the local community may not be aware of the initiatives that upheld social values.
- 11.9 The Board of Governors NOTED the report.

Academic Quality and Standards Report for 2021-22 (Appendix 3)

- 11.10 The Academic Registrar and Director of Quality and Standards informed members that the report had been broken down into a series of chapters. He outlined the input and output factors that contributed to assurance on academic quality and standards.
- 11.11 It was noted that the OfS B Conditions would be mapped and evidenced and although they would be challenging, particularly around retention and completion, systems were in place to monitor and support students.
- 11.12 A discussion took place on sector wide concerns around grade inflation, but the Academic Registrar and Director of Quality and Standards confirmed that the University had now removed the use of the Emergency regulations which had been used during the pandemic and were now only being used by two partner organisations. During the pandemic degree classifications had been awarded based on level six performance and there had been an increase in the number of 1st and 2i classifications awarded. These had now dropped back to pre-pandemic levels.
- 11.13 Support for students who had been adversely affected by the pandemic continued post-graduation with increasing numbers being employed by the University as interns. The Alumni Office provided support for graduands noting all careers fairs and wider careers support were open to UWL alumni.
- 11.14 The Board of Governors **CONSIDERED** and **NOTED** the Academic Quality and Standards Report for 2021-22

12. Programme of Business 2022-23 (BG 2223 11)

- 12.1 The Interim University Secretary confirmed that the document set out the programme of business for the Board.
- 12.2 Members requested updates on the appointment of the Chair of the Board of Governors be included in the programme of business for 2022-23.
Action: Interim University Secretary
- 12.3 The Health and Safety Annual report would be expanded to include welfare.
Action: Interim University Secretary
- 12.4 Members requested an update on the sustainability agenda before the end of the academic year.
Action PVC (Business Development)
- 12.5 The Board of Governors **NOTED** the programme of business for 2022-23.

Academic matters

13. Further Education Board (BG 2223 12)

Minutes of the meeting held on 5 July 2022 (Appendix 1)

- 13.1 The Chair of the FE Board confirmed the membership was a hybrid of Independent Governors, UWL Executive and staff from Ruskin College.
- 13.2 The meets were divided into two sections, FE strategy across the whole of UWL followed by a meeting as Ruskin College Trustees.
- 13.3 Members requested Ruskin College be included on the Audit and Risk Committee as a standalone item.

Action: Interim University Secretary

- 13.4 Members **NOTED** the Minutes and items of business discussed.

Minutes of the meeting held on 26 October 2022 (Appendix 2)

- 13.5 Members **NOTED** the Minutes and items of business discussed.

14. Academic Board (BG 2223 13)

Minutes of the meeting held on 28 September 2022

- 14.1 The Vice-Chancellor informed members that the TEF rules had changed and would be influenced by the OfS B conditions outcomes. It was a clear attempt to control the number of awards at silver and bronze level.
- 14.2 Members **NOTED** the Minutes and items of business discussed.

15. Chairs briefing on Committee Activity (BG 2223 14)

Audit and Risk Committee meeting held on 21 September 2022 (Appendix 1)

- 15.1 Members **NOTED** the Minutes and items of business discussed.

Audit and Risk Committee meeting held on 9 November 2022 (Appendix 2)

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

Audit and Risk Committee Annual report 2021-22 (Appendix 3)

- 15.3 The Internal Auditors report on Degree Apprenticeships had received a partial assurance with improvements required rating which in turn affected the overall Head of Internal Audit Opinion which was significant assurance with minor improvement opportunities.
- 15.4 Members noted the procurement process for the appointment of External Auditors.

15.5 The APVC and Director of Strategic Planning had attended and presented the University Risk Register at three of the four meetings and discussions around scenario planning and risk contagion had taken place.

15.6 The Board of Governors **NOTED** the Audit and Risk Annual report 2021-22.

Finance Committee meeting held on 12 September 2022 (Appendix 4)

15.7 Members were informed that the Head of Alumni and Development would present a new strategy next year.

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

Finance Committee meeting held on 31 October 2022 (Appendix 5)

15.9 Members noted the extension of the TFM contract for a further two years.

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

Governance and Nominations Committee meeting held on 17 November 2022 (Appendix 6)

15.11 The meeting had discussed the formation of a sub-group to progress the appointment of the new Chair of the Board of Governors.

15.12 The Academic Registrar and Director of Quality and Standards had presented on the OfS B conditions.

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

Student Liaison Committee meeting held on 22 November 2022 (Appendix 7)

15.14 The Chair of the Committee informed members that as numbers grew the Ruskin College student voice would be included on the agenda of the Committee.

15.15 The Students Union were aware of the changes to the NSS and lead-in time would be used to mitigate any causes for concern, particularly around student understanding of the questions.

15.16 The Module Evaluation Survey closed before the Christmas vacation and responses would provide early indicators of responses to the NSS.

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

Workforce Advisory Committee meeting held on 19 October 2022 (Appendix 8)

15.18 The Chair of the Committee confirmed that members had reviewed the Academic Career Framework noting that there would be an increase in research staff and staff teaching STEM subjects.

- 15.19 The Committee had discussed how staff CPD could be fully documented beyond the annual discussions.
- 15.20 The PVC Dean, College of Nursing, Midwifery and Healthcare had provided an oral report on the redirection of the Centre for Enhancement in Learning and Teaching (CELT) and how the Centre was working within schools to enhance the world of work into the curriculum.
- 15.21 Members **NOTED** the Minutes and items of business discussed.

Ofqual Statement of Compliance 2022-23 (Appendix 9)

- 15.22 The Senior Pro Vice-Chancellor confirmed that the paperwork would be signed off once certificate requirements were adhered to.
- 15.23 The Board of Governors **CONSIDERED** and **NOTED** the draft Ofqual statement of compliance for 2022-23.

Private meeting of the Independent Governors

A private meeting of Independent Governors took place to discuss the report from the Remuneration Committee meeting held on 17 November 2022.

16. Date of Next Meeting

- 18.1 The next meeting of the Board of Governors would be the away day on Monday, 30 January to Tuesday, 31 January 2023 at The Lensbury.

Signed by Ms Jennifer Bernard
Chair of the Board of Governors

Date

Author: Ms Lynn Robinson
Title: Interim University Secretary
Date: November 2022