

Board of Governors

Minutes

Of the Board of Governors meeting held on Tuesday, 24 November 2020 at 10am via Teams.

Present:

Ms Jennifer Bernard (Independent Governor) (Chair of the Board)
Mr Dermot Blastland (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)
Mr Geoff Fuller (Independent Governor)
Dr Suresh Gamlath (Staff Representative)
Mr Derek Hicks (Independent Governor)
Professor Peter John (Vice-Chancellor)
Ms Ancha Joof (SU President)
Mr Jonathan Lawrence (Independent Governor)
Professor Heather Loveday (Professoriate Representative)
Ms Kerry O'Callaghan (Independent Governor)
Ms Helena Peacock (Independent Governor)
Mr Paul Sahota (Independent Governor)
Mr Kiran Virdee (Independent Governor)
Mr Patrick Younge (Independent Governor)

In attendance:

Mr Adrian Ellison (Associate PVC and Chief Information Officer)
Professor Joelle Fanghanel (Pro Vice-Chancellor, Academic)
Mr Patrick Fuller (Chief Financial Officer)
Mr Neil Henderson (Director of HR and Organisational Development)
Ms Marion Lowe (University Secretary and Chief Compliance Officer)
Ms Coral Mason (Assistant Clerk to the Board)
Ms Sara Raybould (Senior Pro Vice-Chancellor)

Apologies:

Dr Kostas Tzortzis (Associate PVC and Director of Strategic Planning)
Professor Anthony Woodman (Deputy Vice-Chancellor)
Dr Christopher McLaverty (Independent Governor)

1 Apologies for absence, announcements, and declarations of interest

1.1 Apologies were noted above.

1.2 There were no declarations of interest.

1.3 The Chair of the Board welcomed Mr James Edmunds as Academic Board Representative and Mr Neil Henderson, Director of Human Resources and Organisational Development, to their first meeting of the Board of Governors.

2. Minutes of the meetings held on 7 July (Appendix 1) and 13 October 2020 (Appendix 2) (BG 2021 02)

2.1 The minutes of the meeting held on 7 July 2020 and 13 October 2020 were confirmed as a fair and accurate record.

3. Matters Arising Report (BG 2021 03)

Meeting of 7 July 2020

3.1 The University Secretary introduced the matters arising report and explained that all matters arising had either been completed or were on the current agenda.

3.2 The University Secretary confirmed a group would be convened on race equality as a result of the Equality and Human Rights Commission (EHRC) report.

3.3 The University had received confirmation that Gunnersbury Sports centre would open on 30 November 2020. When appropriate, Governors would be invited to tour the facility.

4. Approval of Recommendations from Committees (BG 2021 04)

Audit and Risk Committee meeting of 21 September 2020

Chair's Action – Changes to the Internal Audit Plan 2019-20 (Appendix 1)

4.1 The University Secretary informed members that the internal audits on Health and Safety and Procurement had been postponed to 2020-21 as a result of audits undertaken on Lessons Learned from Covid-19 and Return to Campus Risk Assessment.

4.2 The Board of Governors **APPROVED** the changes to the Internal Audit Plan 2019-20

CUC Audit Code of Practice (Appendix 2)

4.3 The University Secretary informed members that the Code replaced the 2007 HEFCE version and as a result required changes to the Audit and Risk Terms of Reference. The Code further required the Audit and Risk Committee to develop a set of Standing Orders. These were based on the previous Audit Committee Code of Practice developed from previous HEFCE recommendations.

4.4 The Board of Governors **APPROVED**:

- a) The adoption of the CUC Audit Committee Code of Practice from 1 August 2020;
- b) The changes to the Audit and Risk Committee's terms of reference
- c) The adoption of Standing Orders for the Audit and Risk Committee.

Finance Committee meeting of 2 November 2020

Tuition Fees 2021-22 (Appendix 3)

4.5 The Associate Pro Vice-Chancellor and Director of Strategic Planning informed members that nationally undergraduate home fees remained the same, £9,250 but from 2021-22 EU students would be classed as overseas students and would no longer be eligible for home fees or loans.

4.6 There had been an increase to Postgraduate fees to reflect alignment to the sector average, although UWL postgraduate fees still remained lower than many and provided good value for money.

4.7 There had been a slight increase in overseas fees as UWL's profile and reputation had grown.

4.8 The Board of Governors **APPROVED**

- a) the proposed fee of £9,250 for full time UG Home students,
- b) the proposed unchanged fee for intensive courses (previously part time intensive) for Home students of £7,500,
- c) the proposed increase of the standard fee for full time Home PGT students to £8,500, and
- d) the proposed increase in the fees for Overseas UG to £12,750 and for Overseas PG to £ 13,250.

Governance and Nominations Committee meeting of 12 November 2020

Deputy Chair of the Board of Governors (Appendix 4)

4.9 The University Secretary informed members that the current Deputy Chair's term of office ended on 31 March 2021. Members were invited to indicate an interest in the role and Mr Patrick Younge confirmed his interest.

4.10 The Board of Governors **APPROVED** the appointment of Mr Patrick Younge as the Deputy Chair of the Board of Governors from 1 April 2021 to 31 July 2023.

5 Vice-Chancellor's Briefing (BG 2021 05)

5.1 The Vice-Chancellor updated members on the following:

- The VCE had followed government guidance on ensuring the campus was Covid-19 compliant. Guidance had yet to be published on students returning to University in January 2021.
- The government had published guidance setting out the new academic engagement policy for HEI's which formed part of the points-based immigration policy.
- UUK have advised universities to plan for a no-deal Brexit. A no-deal outcome would have long-term, sector wide implications for EU recruitment and research collaboration.
- LEO data indicated postgraduate study provided lower than previously assumed financial returns.
- The Prime Minister introduced a new 'skills lifetime guarantee' which aimed to ensure essential skills were in good supply and education loans would be more flexible to ensure lifelong learning was fully supported.
- From April 2021 Ofsted would inspect level 6 and level 7 apprenticeship provision.
- **Some references in this section have been redacted.**
- From 2023 the government wished to move to a post-qualification admissions process which would not be based on predicted grades.
- The University was in negotiations with Notting Hill Genesis (NHG) to conclude a financial agreement as a result of decanting from Paragon Lets.
- A report by KPMG concluded the work undertaken to ensure the campus was Covid-19 secure had been of a very high standard and the two medium risk recommendations had already been addressed.
- The submission date for the REF is March 2021 and the Vice-Chancellor was working with the PVC (Academic) on the environment statement.
- Work on UWLFlex continued with teaching material for semester two being moved online. Students requested teaching sessions be conducted in real-time and this had been addressed.
- Tracking of student engagement with Flex and Blackboard indicated high usage.
- Project 4ARM was progressing with the CRM system supporting this year's clearing process. It is anticipated the SRS will be in place by September 2021.
- The Internal Auditors, KPMG, had given the University a significant assurance rating and confirmed the University was in the upper quintile in the sector.
- **Some references in this section have been redacted.**
- The University had joined a scheme which allowed students to gain access to high quality, reconditioned laptops. To date 104 students had taken advantage of the scheme.
- The Director of Development and Alumni Services would be leaving the University at the end of the year to take up a position at Oxford.
- Professor Victoria Tischler would be leaving the University in the new year to take up a role at the Dementia Centre, University of Exeter.
- Covid-19 cases at UWL were low and cases were being reported to the OfS.
- The Vice-Chancellor had been working with the Dr Graeme Atherton to set up a social mobility centre in the University.

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

6. Property Update (BG 2021 06)

Paragon Lets

- 6.1 The University Secretary informed members that the timeline in Appendix 1 had been discussed by the Finance Committee on 2 November 2020 and Governance and Nominations Committee on 27 October 2020.
- 6.2 The Vice-Chancellor confirmed Paragon House was of a different construction and was not compromised by the problems at Paragon Lets.
- 6.3 The SU President confirmed that students were pleased with the alternative accommodation provided and thanked the Senior Pro Vice-Chancellor and staff in Student Services for easing the moving process.
- 6.4 Members agreed that this was the perfect opportunity for the University to develop a new accommodation strategy. The Vice-Chancellor confirmed, in the first instance, the Associate Pro Vice-Chancellor and Executive Dean of the College of Nursing, Midwifery and Healthcare would be overseeing student accommodation and the University would be appointing an Accommodation Manager. Once the posts have been embedded the University would then articulate a strategy.
- 6.5 The Board of Governors **NOTED** the update.

7. Remuneration Committee Report (Tabled)

- 7.1 The Board noted the Remuneration Statement. A private meeting of Independent Governors took place at the end of the meeting to consider the outcome of the Remuneration Committee discussions.

8. Draft Annual report for the University of West London and University of West London Commercial Ltd for the year ended 31 July 2020 (BG 2021 07)

Draft Annual Report and Financial Statements for the year ended 31 July 2020 (Appendix 1)

- 8.1 **Some references in this section have been redacted.**
- 8.2 There had been significant reductions in income generation in a number of areas including accommodation, summer school activity, apprenticeships, LCME, NHS consultancy funds and postgraduate income.
- 8.3 Enterprise income generation had remained the same as 2018-19 at £28m.
- 8.4 Staff costs had increased by £3m to £54m as a result of an increase in academic staff recruitment to support teaching and research.
- 8.5 Non-staff costs had increased by £2m as a result of increased estates costs and international recruitment costs.
- 8.6 The surplus was just under £10m and cash deposits had increased by £12m.

- 8.7 The Drama School London (DSL) had a similar turnover to 2018-19 but in 2019-20 had grown its surplus by 20%. This would be re-invested back into DSL.
- 8.8 There had been additional pension costs as a result of increased employer contributions. It was noted that the University had over provisioned by approximately £1m for pension costs and this would be released back into the into the University budget.

Auditor Completion Report 2019-20 (Appendix 2)

- 8.9 The Chief Financial Officer confirmed the report had been considered by the Audit and Risk Committee at its meeting on 9 November 2020.
- 8.10 The Auditors had focused on income recognition, management override and going concern and conducted a reverse stress test which looked at how the University would function if it could not meet its obligations.
- 8.11 The Auditors had given an unmodified opinion and confirmed they were satisfied that the University was a going concern.
- 8.12 The Board of Governors:
- i) **REVIEWED** the draft consolidated Annual Report for the University of West London for the year ended 31 July 2020,
 - ii) **CONSIDERED** any matters the Finance Committee and the Audit and Risk Committee wish to bring to the Board's attention,
 - iii) **APPROVED** the Annual Report and Financial Statements for the University of West London for the year ended 31 July 2020,
 - iv) **CONSIDERED** the guidance on public benefit; and
 - v) **NOTED** the Auditor Highlights Report and opinion.

9. Letters of Representation (BG 2021 08)

Letters of Representation from the Vice-Chancellor and the Chief Financial Officer to the Board for the University of West London (Appendix 1)

- 9.1 The letters set out the process for management representation and internal control and provided assurances to the Board of Governors.
- 9.2 There were three letters covering University of West London, University of West London Commercial and Drama School London.
- 9.3 The Board of Governors:
- i. **NOTED** the process followed for Management Representation and Statement of Internal Control for the year ended 31 July 2020, and

- ii. **NOTED** the Letter of Representation from the Vice-Chancellor and the Chief Financial Officer to the Board of Governors for the University of West London for the year ended 31 July 2020.

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

- 9.4 The letter from the Board of Governors to BDO LLP formed the second part of the cascade system.
- 9.5 The Board of Governors:
 - i) **NOTED** the draft Letter of Representation from the Board of Governors to the External Auditor for the year ended 31 July 2020; and
 - ii) **RECOMMENDED** to the Board that the letter be signed by the Chair of the Board on behalf of the Board.

10. Audit and Risk Committee Annual Report 2019-20 (BG 2021 09)

- 10.1 The University Secretary informed members that the report was part of the annual accountability return to the OfS and provided a summary of the work undertaken by the Audit and Risk Committee over the year.
- 10.2 The Report confirmed the University had received substantial assurance from the Internal Auditors, KPMG.
- 10.3 The Internal Audit Plan for 2019-20 had been amended to compensate for two reports as a result of Covid-19. Although the Audit Planner for 2020-21 had been set the Internal Auditors had agreed to allow flexibility in the planner in case further unexpected events occurred. A meeting has been arranged in January with the Vice-Chancellor, University Secretary and the Chair of the Audit and Risk Committee to confirm the Internal Audits for the remainder of the academic year.
- 10.4 Members agreed that sustainability should be more visible in discussions noting a review of sustainability would take place in 2021-22. Members agreed an action plan be compiled in advance of the audit on sustainability to ensure all aspects of sustainability were captured.

Action: University Secretary

- 10.5 The Board of Governors **NOTED** the report.

11. OfS Financial Workbook and Financial Commentary (BG 2021 10)

- 11.1 The Chief Financial Officer confirmed the Financial Commentary was part of the OfS accountability return and was a new requirement in 2018-19.
- 11.2 The Financial Workbook covered seven years from 2019 to 2025 and was based on current recruitment numbers and took into account sustainability and trends.

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

12. Prevent Annual Monitoring Return (BG 1920 11)

12.1 The University Secretary confirmed the report had been reviewed by the Student Liaison Committee and the Audit and Risk Committee.

12.2 The University had provided additional advice and guidance to students during lockdown to combat a rise in online activity by extremist groups. Students were also encouraged to report anything that made them feel uncomfortable online.

12.3 The OfS had requested HEI's set out how welfare cases were reported which had been provided at Appendix 3.

12.4 The draft OfS Prevent Report was noted at Appendix 5. Members queried whether there had been any Prevent concerns relating to employees and the University Secretary confirmed no cases had arisen.

12.5 The Board of Governors:

a) **CONSIDERED** the Prevent report, the Welfare Report and the case studies,

b) **APPROVED** the revised Prevent Strategy, and

c) **APPROVED** the draft submission to the OfS.

13. Annual Reports to the Board of Governors (BG 2021 12)

Student Outcomes (Appendix 1)

13.1 The University Secretary informed members that the Academic Report had been separated into two parts. Part one set out the strategic and policy activities of the Academic Board for 2019-20 as a way to provide assurances to the Board of Governors and this had been considered at its meeting in July. The second part of the report showed how the University was meeting key OfS metrics relating to student outcomes admissions, continuation and degree classifications.

13.2 The data indicated there had been a slight decrease in recruitment, but entry standards had remained consistent. Continuation and completion rates were stable, but members were informed that student deprivation had grown. The report further provided a breakdown of gender, ethnicity, age and disabilities.

13.3 In response to a question it was confirmed that staff remained engaged with Academic Board during lockdown.

13.4 Further work on the BAME attainment gap would be undertaken by the Senior Pro Vice-Chancellor along with a focus on the outcomes for students with disabilities through the University's APP.

13.5 Members were informed that nationally work was in progress on whether there had been a significant increase in the number of good degrees awarded.

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

Student Complaints and Appeals (Appendix 2)

13.7 The University Secretary confirmed that there had been a reduction in the number of appeals this academic year which was as a result of changes to the mitigation process.

13.8 Previously student complaints had been monitored when they had escalated to stage II of a formal process, but data was now being gathered at Stage I. The process was being managed centrally to allow for more accurate data and possible early interventions if trends were emerging.

13.9 The University Secretary confirmed complaints were monitored to ensure they were resolved as quickly as possible. The OIA required the complaints process take 90-days and the University was usually compliant except when a complaint proved to be particularly complex.

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

Value for Money Report 2019-20 (Appendix 3)

13.11 The Chief Financial Officer informed members the report provided analyses from two perspectives, the student perspective and a procurement perspective.

13.12 The report was not a requirement by the OfS, but the Chief Financial Officer confirmed it was considered good practice in the sector.

13.13 The report provided information on cashable savings, items which affected the bottom line, year on year, and non-cashable savings, items where procurement intervention had led to savings on one off projects and tenders.

13.14 The Internal Auditors now provided value for money statements in all internal audit reports.

13.15 The Chair of the Board requested further information on value for money for students and for benefits to be clearly articulated.

Action: Associate PVC and Director of Strategic Planning/Chief Financial Officer

University Quality Improvement Plan 2020-21 (Appendix 4)

13.16 The Pro Vice-Chancellor (Academic) informed members that the quality improvement plan set out the work to be undertaken by the Quality Office in 2020-21 which a focus on career development for staff and accreditation of courses.

13.17 The Board of Governors **NOTED** the Quality Improvement Plan for 2020-21.

14. Programme of Business 2020-21 (BG 2021 13)

14.1 The University Secretary confirmed the programme of business set out the planned work for the Board of Governors for 2020-21 in addition to any additional business that may arise.

14.2 Members requested the Board be updated on succession planning later in the academic year.

Action: Director of HR

14.3 The Board of Governors **NOTED** the programme of business for 2020-21

15. Academic Matters

Apprenticeships and Further Education Board (BG 2021 14)

Meeting of 21 April 2020 (Appendix 1)

15.1 The Chair of the Apprenticeships and Further Education Board informed members that the meeting focused on the impact of Covid-19 on apprenticeships and the break in learning imposed on students.

15.2 Members noted the Minutes and items of business discussed.

Meeting of 2 July 2020 (Appendix 2)

15.3 The Chair informed members that assessment methods had been changed for NHS and frontline workers on apprenticeships to allow them to progress.

15.4 Members were informed that the starting date for the Babcock apprenticeships courses had been moved back to January 2021, but it was unclear how many students would enrol.

15.5 Members noted the Minutes and items of business discussed.

Academic Board (BG 2021 15)

Meeting of 28 August 2020 (Appendix 1)

16.1 The Chair of Academic Board confirmed A Level results had been a testing time but UWL had managed the process well.

16.2 Members noted the Minutes and items of business discussed.

Meeting of 30 September 2020 (Appendix 2)

16.3 Enrolment numbers were still being processed but looked healthy.

16.4 Members noted the Minutes and items of business discussed.

Meeting of 11 November 2020 (Appendix 3)

- 16.5 The Chair confirmed reports from staff indicated students had settled into the new learning environment and had adapted well to the blended learning opportunities.
- 16.6 The Chair noted the positive attendance levels and healthy dialogue taking place at meetings.
- 16.7 Members noted the Minutes and items of business discussed.

17. Chairs Briefing on Committee Activity (BG 2021 16)

Audit and Risk Committee meeting of 21 September 2020 (Appendix 1)

- 17.1 The Chair of the Audit and Risk Committee confirmed a private meeting with the Internal Auditors took place.
- 17.2 Members noted the Minutes and items of business discussed.

Audit and Risk Committee meeting of 9 November 2020 (Appendix 2)

- 17.3 The Chair of the Audit and Risk Committee confirmed a private meeting with the External Auditors took place.
- 17.4 Members noted the Minutes and items of business discussed.

Finance Committee meeting of 14 September 2020 (Appendix 3)

- 17.5 The Chair of the Finance Committee confirmed the University was in the process of claiming back funds spent on Ealing Fields.
- 17.6 The work of the Westmont Hub had progressed during the Covid-19 crisis start-ups had adapted their business models to accommodate changes in consumer activities.
- 17.7 Members noted the Minutes and items of business discussed.

Governance and Nominations Committee meeting between 2 July and 27 October 2020 (Appendix 4)

- 17.8 The Chair of the Governance and Nominations Committee informed members that the Committee had been meeting on a fortnightly basis during July and October 2020.
- 17.9 Members noted the Minutes and items of business discussed.

Student Liaison Committee meeting of 5 November 2020 (Appendix 5)

- 17.10 The Chair of the Student Liaison Committee informed members that the meeting discussed new starters and students returning to campus and noted that the Students' Union confirmed students had been positive and supportive of the University.

- 17.11 The meeting discussed the results of the Big Conversation and noted the positive responses from students.
- 17.12 The SU President informed members that initially students had been unsettled by the problems at Paragon Lets but had been reassured by the University intervention which had ensured students were not disadvantaged as a result of moving.
- 17.13 The SU President confirmed work would continue to remain in contact with students during the vacation period.
- 17.14 Members noted the Minutes and items of business discussed.

Workforce Advisory Committee meeting of 24 September 2020 (Appendix 6)

- 17.15 The Chair of the Workforce Advisory Committee informed members the focus of the meeting was on staff returning to work.
- 17.16 Members noted the Minutes and items of business discussed.

18. Any Other Business

- 18.1 Members were informed the THES awards were being held on Thursday, 26 November 2020.
- 18.2 The Vice-Chancellor confirmed the University would not be testing students as the government model did apply for the majority of UWL students.
- 18.3 Members noted the next big-ticket item nationally would be the vaccination programme.

19. Date of next meeting

- 19.1 The next virtual meeting of the Board of Governors will be the away day on Monday, 8 February and Tuesday, 9 February 2021. Details to be confirmed.

Signed by Ms Jennifer Bernard
Chair of the Board of Governors

Date

Author: Ms Marion Lowe
Title: University Secretary and Chief Compliance Officer
Date: December 2020