

# Board of Governors

## Minutes

Of the Board of Governors meeting held on Tuesday, 12 May 2020 at 10am via Teams.

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**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 Steve Fowler (Independent Governor)  
Mr Geoff Fuller (Independent Governor)  
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)  
Mr Kris Murali (Independent Governor)  
Ms Kerry O'Callaghan (Independent Governor)  
Ms Helena Peacock (Independent Governor)  
Mr Jacob Pepper (SU President)  
Ms Sara Raybould (Academic Board Representative)  
Mr Paul Sahota (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 Chris Fenner (Director of Property Services)  
Mr Patrick Fuller (Chief Financial Officer)  
Ms Marion Lowe (University Secretary and Chief Compliance Officer)  
Ms Coral Mason (Assistant Clerk to the Board)  
Dr Kostas Tzortzis (Director of Strategic Planning)  
Professor Anthony Woodman (Deputy Vice-Chancellor)

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

- 1.1 There were no apologies for absence.
- 1.2 There were no declarations of interest.
- 1.3 The Chair of the Board opened the meeting by paying respect to staff members, students and associates who had lost their lives over the last two months. The Board of Governors conveyed their sympathies to the families.
- 1.1 The Chair of the Board informed members that this was the last meeting Mr Jacob Pepper would be attending as SU President. Members wished to thank Mr Pepper for his positive input into Board meetings and wished him well for the future.

## **2. Chair's Action (BG 1920 31)**

- 2.1 Following email consultation with all Governors the Chair of the Board informed members that Chair's Action had been taken on a number of agenda items due to the Board of Governors meeting scheduled on 17 March 2020 being cancelled.

- 2.2 The Board of Governors **APPROVED** the following Chair's Action:

Appendix 1 – Minutes of the Board of Governors meeting held on 26 November 2019,  
Appendix 2 – Minutes of the Board of Governors meeting held on 10-11 February 2020,

Appendix 3 – Approval of the re-appointment of Mr Derek Hicks as an Independent Governor and the appointment of Mr Neil Morris as a Co-opted Member of the Audit and Risk Committee.

Appendix 4 – The revised Declarations of Interest Policy.

Appendix 5 – Changes to the governing body documents.

Appendix 6 – UWLSU Code of Practice and Financial Memorandum.

- 2.3 Members were informed that since the Covid-19 crisis the Governance and Nominations Committee had been meeting on a weekly basis. The Committee had agreed to appoint Mr Steve Fowler, Independent Governor, as Deputy Chair of the Audit and Risk Committee to ensure Audit and Risk representation at the weekly meetings.
- 2.4 The Board of Governors **APPROVED** the Chair's Action in appointing Mr Steve Fowler, Independent Governor, as Deputy Chair of the Audit and Risk Committee.

## **3. Approval of Recommendations from Committees (BG 1920 32)**

**Governance and Nominations Committee meeting of 9 April 2020**

**Board of Governors Membership (Appendix 1)**

- 3.1 Members were informed that the terms of office of three Independent Governors were due to be renewed. The Chair of the Board had met with the Governors individually and they confirmed their wish to serve another term on the Board.
- 3.2 The Board of Governors **APPROVED** the appointment of Mr Kris Murali, Mr Mark Cammies and Mr Patrick Younge for a further term of office.

### **Scheme of Delegation (Appendix 2)**

- 3.3 The University Secretary informed members the Scheme of Delegation had been revised to take into account the changes to the governing body documents, approved at the Board of Governors meeting via Chair's Action on 17 March 2020. The changes also clarified that major IT projects over £1m required the approval of the Board of Governors and a new section had been added to address safeguarding, environmental issues and other legal matters.
- 3.4 The University Secretary confirmed that arrangements had been made to enable the use of the University Seal.
- 3.5 The Board of Governors **APPROVED** the revised Scheme of Delegation.

### **4. Vice-Chancellor's Briefing (BG 1920 33)**

- 4.1 The Vice-Chancellor updated members on the following:
  - There had been a number of tragic losses of UWL staff and students, some as a result of contracting Covid-19. The Board of Governors extended their condolences to families who were coping with the loss of family members and a fitting tribute would be made when the campus reopened.
  - The recent Government circular had articulated measures to be put in place to stabilise the sector, but the circular had been light on details and had not inspired confidence. Russell Group institutions were particularly concerned about the loss of international students and with the imposition of the student number control (SNC), they had little opportunity to recover the financial shortfall by making more offers to home students.
  - The SNC had been introduced for one year to cap numbers at 2019-20 levels with a +5% margin. In addition, 10,000 discretionary places would be allocated but would be for nursing and allied healthcare courses.
  - The sector had welcomed the news that institutions would receive 50% of Student Loan funding two weeks after enrolment. The Vice-Chancellor confirmed that, despite media announcements, this was not new money for the sector but an early payment of funds which would usually be paid in January.
  - There would be additional research funds of £100m but this was substantially short of the sum needed to make up the research funding shortfall.
  - The government had recognised that the sector would struggle financially but had made it clear that further funds would only be provided with conditions attached. It was considered that regional universities would be protected, but that London institutions would be faced with possible mergers with other HE or FE institutions.

- The sector was attempting to protect itself by making cuts with job losses of up to 30,000 being mentioned. A number of institutions had already started the consultation process with unions to make redundancies.
- The HESA employability report would be published later this month.
- The NSS results would be published on 1 July 2020.
- The TEF was currently on hold and it was unclear whether further work would continue on the TEF.
- The REF submission date had been deferred to 30 March 2021.
- **Some references in this section have been redacted.**
- The Deputy Vice-Chancellor informed members that, whilst applications were high, acceptances were low, not just at UWL but across the sector. Students were waiting as long as possible to make a final decision as the pressure had been lifted from them to accept a place quickly.
- The sector was further concerned that even if students accepted places there was no guarantee they would take up the place in September 2020 and may defer entry until January 2021 when it was more likely face to face teaching would resume.
- UWL would offer online teaching in the first semester except for those courses where practical aspects of learning were required. It was hoped a blend of online and face to face teaching would take place from the second semester.
- The University had revitalised UWLFlex which was the online teaching strategy introduced over four years ago. The University had appointed a Project Manager to oversee UWLFlex and further appointments would be made to ensure a quality online offer for September.
- The Pro Vice-Chancellor (Academic) set out the UWLFlex approach to teaching and student support online. The University would move from online plus, online teaching only, to plus online, which would provide a blend of online and face to face teaching. Student learning would be personalised, and student services would offer support online until students could return to campus. UWLFlex would be accessible and inclusive with the University providing learning tools to ensure students were proficient with online facilities.
- The learning model would be in three phases, students would receive a mini lecture with interactive q+a sessions during the lecture. The second phase of learning would be linked to professional practice via webinars, using case studies and links to professional practice. The final phase would set additional tasks for students to build on the previous learning phases. Students would receive continuous feedback.
- The Pro Vice-Chancellor (Academic) provided examples of UWLFlex and how staff and students would interact and engage in scholarly activity.
- Members were informed that UWL had sourced a number of external online practitioners who had provided guidance and advice on how to progress UWLFlex. The University had also appointed online champions in academic schools who had already been teaching online and who had already designed innovative teaching techniques.
- Students would still receive high levels of contact time with staff and would be able to provide feedback on teaching quality.
- Members agreed that the development of UWLFlex would allow UWL to enhance its learning provision and it would be a good long-term investment.
- The process of introducing online plus and plus online would be different for new and returning students. Work undertaken by the Pro Vice-Chancellors

(Academic and Student Experience) would look at ways to support new students to navigate a different way of interacting and learning. Support levels were unknown, and staff would need to be nimble to respond to student needs.

- The SU President confirmed current students were supportive and positive about online provision.
- Members requested an update on UWLFlex at the next Board of Governors meeting.

**Action: Pro Vice-Chancellors (Academic and Student Experience)**

4.2 The Board of Governors **NOTED** the Vice-Chancellor's Briefing.

## **5. Property Update (BG 1920 34)**

5.1 The Director of property Services informed members that all capital works had been suspended during the current crisis. Work on the Biomedical Laboratories had been suspended to review all options. Members were assured that the University was in position to lease laboratories in Ealing College and these were suitable for practical work for first year students in the School of Biomedical Sciences. Whilst options were being considered, the Director of Property Services would be working with staff to ensure the appropriate equipment was identified for purchase when progress could be made on developing laboratories on campus.

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

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

5.4 The University would submit a planning application for a digital sign over the paragon Annex. **Some references in this section have been redacted.**

5.5 The Board of Governors **NOTED** the current issues relating to the current Estate Strategy.

### **New Estate Strategy (Appendix 1)**

5.6 The Director of Property Services informed members that the new Estates Strategy built on the two previous strategies which had developed the SMR Campus culminating in the building of the Rami Ranger House and the Sports Centre. The new Estates Strategy would focus on enhancing the current facilities based on the needs of the students, ensuring the space was fit for purpose and creating a flexible space as set out in the four principles contained in the Strategy:

1. At the heart of each decision must be the need to enhance the student experience.
2. Each proposal must identify the right space to meet the specified need with a presumption to use existing space before growing the estate with new space.
3. Each proposal must represent value for money to the University and wherever possible contribute to easing the high cost of living in London for our students.
4. An increasing focus has to be placed on the environmental impact of proposals to enhance our social responsibilities.

- 5.7 The University would also review the lease agreement on Fountain House which is due for renewal in 2021. The University had an option to rent an additional floor in Fountain House.
- 5.8 Current expenditure on the estate had remained consistent at £8m for a number of the years and the challenge moving forward would be to maintain costs
- 5.9 The facilities contracts with Elixor and Bouygues were due to expire in 2024 and the contracts would be reviewed in advance of the expiry date.
- 5.10 The Director of Property Services confirmed the University was committed to covering the rental costs of Paragon accommodation with Notting Hill Housing Trust (NHHT). The University had opted to enter into the agreement as it gave UWL more control over the space to support students financially and to ensure concerns were addressed immediately. The University was working with NHHT to look at ways to utilise the accommodation while students were unable to occupy the premises.
- 5.11 The University remained committed to being carbon neutral by 2030.
- 5.12 The Board of Governors **APPROVED** the new Estates Strategy.

## **6. The Development of the 2020-21 Budget: Scenario planning (BG 1920 35)**

- 6.1 The Chief Financial Officer informed members that the paper was in draft form and would be considered by the Finance Committee at its meeting on 15 June 2020. Subject to any amendments recommended by the Finance Committee and the Board of Governors, the budget proposals for 2020-21 would be submitted to the OfS as part of the University five-year financial plan.

**Action: Chief Financial Officer**

- 6.2 The Chief Financial Officer informed members that the sector was facing a potential £2.6b shortfall. The paper set out three financial scenarios to help UWL mitigate against financial shortfalls in student numbers and enterprise activity.
- 6.3 The government was reluctant to provide any financial bailouts and it was thought they were not averse to institutional failures in London.
- 6.4 **Some references in this section have been redacted.**
- 6.5 VCE and SMG were meeting on a weekly basis and had looked at ways to cut costs. Savings had already been made on the facilities contracts with Elixor and Bouygues due to a reduction in services.
- 6.6 The Chief Financial Officer informed members that the three scenarios assumed that the first semester would start with online teaching only, except for those courses that required practical learning. The remaining semesters would be blended learning, part online and where possible, face to face.
- 6.7 **Some references in this section have been redacted.**

- 6.8 Members agreed that it was difficult to plan with so many unknowns, particularly around student numbers. Members were informed that the first round of student decisions would be known on 18 June 2020. BTEC and Access course results would be published on 13 August 2020. The University usually recruited 20% of entrants through clearing and the Deputy Vice-Chancellor confirmed a team would be present on SMR to co-ordinate clearing. The team would ensure clear and consistent information would be provided. The team would operate on a business as usual basis and would remain in contact with all interested applicants.
- 6.9 The Director of Strategic Planning informed members that institutions would only receive funding from the SLC when a student had enrolled, there would be no advance payments.
- 6.10 The Chief Financial Officer confirmed an updated paper would be presented to the Board of Governors at its meeting on 7 July 2020.

**Action: Chief Financial Officer**

- 6.11 The Board of Governors **NOTED** the development of the Budget for 2020-21.

## **7. Working Capital Funding (including Barings review) (BG 1920 36)**

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

## **8. Report into the recent cyber-attacks resulting in IT outages (BG 1920 37)**

- 8.1 The Associate Pro Vice-Chancellor and Chief Information Officer informed members that there had been three malware attacks on 29 March, 3 April, and 10 April 2020.
- 8.2 The attacks had required the University to close down all IT services. Just as services were being resumed after the first attack, the second attack took place. The second attack led to Blackboard being down for five days, but some staff were affected by loss of services by up to two weeks.
- 8.3 As a result of the attacks, the Associate Pro Vice-Chancellor and Chief Information Officer contacted Microsoft Security Group who carried out a forensic investigation and made recommendations to tighten security. The recommendations were implemented and when the final attack occurred on 10 April 2020, the impact had been minimal.
- 8.4 The University reduced the number of administrative accounts to five to maintain greater control of the systems and all staff and students were required to reset their passwords. All systems had been moved to the Cloud to further enhance security. The tools provided by Microsoft now included an advance threat notice which meant the University could pre-empt an attack.
- 8.5 The Associate Pro Vice-Chancellor and Chief Information Officer confirmed the backups worked and there was no evidence of data being compromised. Penetration testing by an external agent was conducted on a regular basis.

8.6 The Vice-Chancellor confirmed the IT team had worked exceptionally hard to resolve the issues and extended special thanks to Mr Suraj Uturaju who had worked relentlessly to ensure the systems were up and running as soon as possible.

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

## **9. Covid-19: Meeting OfS expectations (BG 1920 38)**

9.1 The University Secretary confirmed the OfS had relaxed some of its reporting requirements and had produced guidance on maintaining quality and standards and protecting the needs of vulnerable students as part of the response to Covid-19.

9.2 The University had produced Emergency Regulations which had been approved at the Academic Board meeting on 16 April 2020. These had been disseminated to all staff and students and had been well received. All student performance had been protected up to March 2020.

9.3 The University's switch to online learning had been carried out with an aim to reduce disruption to learning and student support.

9.4 University partners were being supported to ensure they observed the University Emergency Regulations and upheld University quality and standards.

9.5 Student Services were operating online and were supporting identified vulnerable students.

9.6 Monitoring of the Prevent Duty and Safeguarding continued.

9.7 Students on placements were being supported and those that had been furloughed were being considered on a case by case basis and where they could show they had met the learning requirements of the placement period, they would be recognised for their placement when awarded their degree. Those students who were about to start a placement or were still looking for a placement were also being given advice and the best course of action would be considered based on their course structure.

9.8 Universities needed to remain mindful of the Competition and Markets Authority (CMA) and were required to inform students of changes on course structure to new and returning students.

9.9 The complaints system was still operating, and members noted there had only been three formal complaints to date although there had been a number made to heads of school.

9.10 The University Secretary confirmed staff worked closely with the SU to ensure the student voice was a part of the decision-making process and referred members to Appendix 1 of the paper which showed the review received by Academic Board of student feedback on the move to online learning support.

9.11 The SU President confirmed students were aware of the difficulties moving to online learning and were aware that improvements would be incremental but had been supportive of work undertaken to reduce any adverse impact on their learning. The

students had indicated they were particularly supportive of the Emergency Regulations which had clarified progression and award routes. Students confirmed support services were of a high quality and the Student Services team were working to support a wide range of student needs.

9.12 The Board of Governors **CONSIDERED** and **NOTED** the University's approach to OfS and QAA expectations.

## **10. The University of West London Apprenticeship Strategy and Operational Update (BG 1920 39)**

10.1 The Deputy Vice-Chancellor informed members that the Apprenticeship Strategy was formulated as a result of discussions that took place and the Board meeting on 14 May 2019.

10.2 The Strategy was based on integrating *Ambition 2023* and four key priorities:

- a) Ensure consistent high-quality delivery,
- b) Continuous improvement and innovation,
- c) Working with key employers to support local priorities and the local economy, and
- d) Ensuring the apprenticeship portfolio operates on a sustainable business model.

10.3 Currently, apprenticeship students who had started the third semester in the Claude Littner Business School had been trialling teaching and student support using UWLFlex.

10.4 Members were informed that nursing and applied healthcare apprenticeship courses had been temporarily suspended as the students were now working on the frontline. These students would re-join their courses at an appropriate time.

10.5 The University currently operated 23 Apprenticeship programmes which had been co-developed with employers.

10.6 UWL continued to develop and expand its apprenticeship portfolio and was currently in discussion with Ruskin College, Oxford to look at ways to work collaboratively focusing on mature learners.

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

10.8 The Board of Governors:

- a) **APPROVED** the Apprenticeship Strategy, and
- b) **NOTED** the update on apprenticeship operations.

## **11. Academic Board (BG 1920 40)**

**Meetings of 16 April 2020 (Appendix 1) and 22 April 2020 (Appendix 2)**

11.1 The Vice-Chancellor confirmed the meeting held on 16 April 2020 approved the Emergency Regulations.

11.2 Members noted the Minutes and items of business discussed.

## **12. Apprenticeship and Further Education Board (BG 1920 41)**

### **Meeting of 18 March 2020**

12.1 Members noted the Minutes and items of business discussed.

## **13. Chairs Briefing on Committee Activity (BG 1920 42)**

### **Audit and Risk Committee meeting of 2 March 2020 (Appendix 1)**

13.1 The Chair of the Audit and Risk Committee informed members that the Committee had received three audit reports, two with full assurance and one with significant assurance with minor improvement opportunities.

13.2 Members noted the Minutes and items of business discussed.

### **Finance Committee meeting of 27 April 2020 (Appendix 2)**

13.3 Members noted the Minutes and items of business discussed.

### **Governance and Nominations Committee meeting between 26 March to 30 April 2020 (Appendix 3)**

13.4 The Chair of the Governance and Nominations Committee informed members that the Committee had been meeting on a weekly basis.

13.5 Members noted the Minutes and items of business discussed.

### **Student Liaison Committee (Appendix 4)**

13.6 Members noted the Minutes and items of business discussed.

## **14. Any Other Business**

14.1 A general discussion on the current crisis and how the University would navigate its way and the following points were noted:

- The University should consider the current crisis an opportune moment to consider its portfolio of courses and whether the crisis should be seen as an opportunity to make changes to courses across the University. Did the current portfolio meet the needs of current students, was UWL delivering in the fields of study students and employers wanted? Was it too early to consider future scanning? As it was apparent that social distancing would be in place for a very long time, the University should look at how courses could be adapted to accommodate the changing social climate.

- Although the University would be investing in UWLFlex, the University should always remain the Career University and should look at future emerging employment fields.
- The Director of Strategic Planning confirmed a profile report on UWL students and course profile would be presented to the next meeting of the Board of Governors.

**Action: Director of Strategic Planning**

- Members wished to offer their thanks and support to the Finance Team who had taken on the challenge of articulating the financial scenarios considered at Finance Committee and the Board of Governors.
- Members queried whether staff had received enough support through the crisis and whether they had indicated how they were coping. The Vice-Chancellor informed members that staff had been outstanding in adapting to the changes, but everyone was worried about the unknown and felt unsettled about the future. Staff were keen to ensure students were supported and were keen to learn new skills to provide this support. The Dean of the Claude Littner Business School confirmed staff were adapting and managing emerging risks.
- Members were aware that student IT skills and requirements varied and the Pro Vice-Chancellor (Student Experience) confirmed the University had been providing equipment for students who were not in a position to purchase equipment. The Alumni Office were finalising an alumni appeal to raise funds for current students.
- It was noted that some vulnerable students would be unable to return to campus in the new year and these students would be fully supported online.
- The Chair of the Board of Governors agreed to send a message to staff and students on behalf of the Board.

**Action: Chair of the Board of Governors**

- Members suggested that in the light of the IT issues, the Internal Auditors be asked to carry out an audit on IT.

**Action: University Secretary**

- Members were reminded that whilst everyone's focus was on the risks emerging as a result of Covid-19, VCE and the Board should remain vigilant to other ongoing risks such as Brexit and climate change.
- Members were informed the protocol for returning to work was being prepared and would be presented to the Governance and Nominations Committee on 21 May 2020 and the Workforce Advisory Committee on 4 June 2020.

**Action: University Secretary**

## 9. Date of next meeting

- 9.1 The next virtual meeting of the Board of Governors will take place on Tuesday, 7 July 2020 at 10.00am via Teams.

**Signed by Ms Jennifer Bernard**  
**Chair of the Board of Governors**

Date

**Author:** Ms Marion Lowe

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

**Date:** May 2020