

# Board of Governors

## Minutes

Of the Board of Governors meeting held on Tuesday, 7 July 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) (from 11.00am)  
Ms Shirley Cameron (Independent Governor)  
Mr Mark Cammies (Independent Governor)  
Mr Steve Fowler (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)  
Dr Christopher McLaverty (Independent Governor)  
Ms Kerry O'Callaghan (Independent Governor)  
Ms Helena Peacock (Independent Governor)  
Ms Sara Raybould (Academic Board Representative)  
Mr Paul Sahota (Independent Governor)  
Mr Patrick Younge (Independent Governor)

**In attendance:**

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)  
Mr Tye McMahon (SU Chief Executive) (for agenda item 8)  
Ms Coral Mason (Assistant Clerk to the Board)  
Dr Kostas Tzortzis (Director of Strategic Planning)  
Professor Anthony Woodman (Deputy Vice-Chancellor)

**Apologies:**

Mr Adrian Ellison (Associate Pro Vice-Chancellor and Chief Information Officer)  
Mr Geoff Fuller (Independent Governor)  
Professor Heather Loveday (Professoriate Representative)  
Mr Kris Murali (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 Ms Ancha Joof, SU President, to her first meeting of the Board of Governors.
- 1.4 The Chair of the Board opened the meeting reflecting on the sad losses of colleagues, students and partners during the current Covid-19 crisis.
- 1.5 The Chair of the Board confirmed the University's commitment to the Black Lives Matters campaign. It reflected on the University's history and that Lady Byron had been an anti-slavery advocate and whilst the institutions heritage was something to be proud of there was still a long way to go to ensure equality for all.

## **2. Minutes of the meeting held on 12 May 2020 (BG 1920 43)**

- 2.1 The minutes of the meeting held on 12 May 2020 were confirmed as a fair and accurate record.

## **3. Matters Arising Report (BG 1920 44)**

### **Meeting of 12 May 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.

## **4. Approval of Recommendations from Committees (BG 1920 45)**

### **Audit and Risk Committee meeting of 8 June 2020**

#### **External Audit Fee for 2019-20 (Appendix 1)**

- 4.1 The Chief Financial Officer informed members that the Audit and Risk Committee had considered the External Audit Planning Report and had recommended the fee be approved. The External Auditors main focus would be to ensure institutional viability over the next 12-18 months.

- 4.2 The Board of Governors:

- a) **NOTED** the external audit plan for the year ended 31 July 2020, and
- b) **APPROVED** the audit fee of £72,570 for UWL and its subsidiaries, and £8,000 for Covid-19 related additional work as set out on Page 22 of the report.

#### **Internal Audit Procurement Process (Appendix 2)**

- 4.3 The University Secretary informed members that KPMG were appointed as internal auditors in 2016 for three years and the appointment had been extended for one further year to 31 July 2020.
- 4.4 The procurement process had been suspended due to the Covid-19 crisis and the Audit and Risk Committee requested approval to extend the contract for one further year from 1 August 2020 to 31 July 2021.
- 4.5 The Chair of the Audit and Risk Committee confirmed KPMG offered good advice and value for money and it would be appropriate to extend the contract for one further year to ensure continuity of business.
- 4.6 The Board of Governors **APPROVED** the extension of the internal audit contract with KPMG for one further year from 1 August 2020 to 31 July 2021.

#### **Governance and Nominations Committee meeting of 25 June 2020**

##### **Re-appointment of Mr James Southgate to the Audit and Risk Committee (Appendix 3)**

- 4.7 The Chair of the Audit and Risk Committee informed members that Mr Southgate was a valuable member of the Committee and remained committed to his role on the Committee.
- 4.8 The Board of Governors **APPROVED** the appointment of Mr James Southgate for a third term as a Co-opted Member of the Audit and Risk Committee from 1 August 2020 to 31 July 2023.

#### **Workforce Advisory Committee meeting of 4 June 2020**

##### **Equality, Diversity and Inclusion Policy (Appendix 4)**

- 4.9 The University Secretary informed members that the Policy was a revised version of the Equality and Diversity Statement but the Policy now more clearly articulated responsibilities and penalties for breaching the Policy. In addition, the Policy included a statement on social class which was not part of the public sector equality duty, but the University was committed to ensuring social class should not be a barrier to outcomes and future employment.
- 4.10 Members thanked the University Secretary but questioned what the University was doing to ensure equality beyond ensuring compliance. The Black Lives Matter campaign has highlighted the need for change beyond writing policies that were not helpful if not enforced.
- 4.11 Members agreed a Working Group be established to include Independent Governors, the SU President, a member of VCE and a member of the Communications Team. The remit of the group would be to look at issues such as the University curriculum and its decolonisation and how to address deep rooted systemic problems. Members agreed that the University was moving in the right direction, but it was clear more could be done. The Pro Vice-Chancellor (Student Experience) informed members that the University had established a forum which included staff, students and

publishers to discuss the content of books on the curriculum and to consider how the content was viewed by readers. There were other actions the University was taking to ensure that the curriculum was inclusive but these needed more visibility.

**Action: University Secretary**

- 4.12 The SU President confirmed students were engaged with the BLM movement and appreciated the support offered by the SU but they were unsure of University actions to support the movement.
- 4.13 Members agreed that the establishment of a Working Group could help clarify the University voice and how to progress any underlying concerns about equality and diversity.
- 4.14 The Board of Governors **APPROVED** the Equality, Diversity and Inclusion Policy.

## **5 Vice-Chancellor's Briefing (BG 1920 46)**

5.1 The Vice-Chancellor updated members on the following:

- Members paid respect to two students who had sadly lost their lives since the last Board meeting. UWL had lost two members of staff and four students since March 2020.
- The Universities Minister, Michelle Donelan, gave a speech at the annual summit of the National Education Opportunities Network (NEON) which provided an insight into the current government views on post-92 expansion of HE. Ms Donelan stated that in her view the HE sector had misled young people and their parents as students were being left with high levels of debt and very few job prospects. The expansion of the HE sector had not led to social mobility and courses had been 'dumbed down'. The government would change the focus from higher education to further education and apprenticeships which would offer work experience and true job prospects. **Some references in this section have been redacted.**
- The Chair of the OfS, Sir Michael Barber, will be standing down next year. Members were informed it was likely Sir Michael's contract was not renewed because the DfE were not happy with the pace of change from the OfS.
- The Institute of Fiscal Studies produced a report stating that the university sector is likely to face long running losses anywhere between £3b to £19b and there were currently 13 institutions at risk of failure.
- The government had articulated a support package for the sector in late June. The package came in two parts and was a combination of loans and grants. The first part of the package would provide research grant funds for institutions whose research activities had been impacted by Covid-19. Loans would also be available to support research active universities. The second part of the package would be to help sustain research activity. It was unlikely the funding would be available to post-92 universities as the qualifying criteria was clearly directed towards supporting research in Russell Group institutions.
- Post-92 institutions who were in financial difficulties would have to approach the government and would be assessed on a case by case basis. It was likely funds would be available if institutions were prepared to compromise their independence.

- The government had made it clear that there would be shift in funding from higher education to further education.
- The government was planning an overhaul of the UCAS admissions process and this year could be the final year the clearing process was in operation. There were a number of possible scenarios being suggested. The Deputy Vice-Chancellor informed members that UWL attracted a high number of mature students who already had their results and any change would not affect this cohort.
- A UUK survey indicated that of 100 universities surveyed, 97% of them would be providing some face to face teaching and 87% would offer some social activities. 90% had communicated their plans to new and returning students.
- A report from the OfS indicated that students from care backgrounds were more likely to drop out of higher education than their peers.
- Research undertaken by the OfS highlighted challenges facing women and BAME in employment with women overrepresented in lower pay bands in the HE sector. Only half of BAME graduates were in full-time employment one year after graduating in comparison to 60% of their white counterparts.
- A new campaign aiming to improve the image of social sciences and humanities has been launched called SHAPE (social sciences, humanities, arts, people and the economy). This had been initiated as a way to address a funding crisis in arts and humanities and to challenge the funds directed towards STEM subjects.
- Work on UWLFlex continued. UWLFlex would offer students blended learning with a mixture of face to face teaching and online learning. Schools were in the process of submitting their plans for the first semester and identifying modules that would best be able to offer face to face learning. Large lecture classes would remain online for the foreseeable future. The safety of staff and students would be paramount. Students would be issued with a personalised timetable which would indicate teaching rooms. It was likely staff would travel between rooms and students would remain in one classroom. This would reduce traffic in the corridors.
- **Some references in this section have been redacted**
- Graduate outcomes (GO) data had been published which had raised a number of concerns in the sector. The new calculations were now based on 15 months, not six months, in employment or further study. Although the University had performed well, it was disappointing to note that HESA disregarded the employment of graduates who had stated their primary activity was as a carer. Graduates could only be classified into one category and HESA had classified carers as being unemployed. Many of these graduates were in full-time employment but their achievements would not be counted. This had impacted on UWL's overall employability score by approximately 2%. The University had challenged HESA on the carers data but without success. Members agreed that the University should brief students before they complete their studies and, whilst not playing down their role as carers, should ensure they identify their employment as their primary activity.
- **Some references in this section have been redacted.**
- The Pro Vice-Chancellor (Student Experience) provided an overview of the UWL online survey which requested feedback from students on the current UWL online provision. The survey was sent to 9000 students and 10% responded. The survey indicated that nearly 66% of students appreciated

online tutor support and just over 60% appreciated online teaching material. There were differences in overall satisfaction within student groups with BAME students more satisfied than white students, mature students were more satisfied than younger students and those who had previously commuted long distances were more satisfied than those who lived close to campus. The majority of students did not enjoy studying at home as there were too many distractions which supported the University's drive for face to face teaching from September 2020.

- The University had moved up 13 places in the Good University Guide (GUG) to 77.
- The University continued to make progress on the BAME, and gender Pay gap data with 25% of Professors being from a BAME background. The median ethnicity pay gap was 5.57% and the median gender pay gap was 0.04%.

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

## **6 Property Update (BG 1920 47)**

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

6.5 The University had suspended the Elixor catering contract while the campus was closed and the Bouygues contract had been scaled back with only security and cleaning staff operational. From August 2020 the contracts will be activated in preparation for staff and students returning in September 2020.

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

6.7 Members noted that when the campus was fully open, Governors would be invited to visit Gunnersbury Sports Centre and, if negotiations proceed to plan, the Ealing Fields site.

**Action: Assistant Clerk to the Board**

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

## **7. Strategic Financial Plan to 2024-25 (including 2020-21 Budget) (BG 1920 48)**

7.1 The Chief Financial Officer confirmed the proposed Strategic Financial Plan 2024-25 and Budget for 2020-21 had been reviewed at meetings of Finance Committee. The University External Auditors, BDO, would be reviewing the document and it was noted that during the current crisis they had modified their qualifications for approval and issues around institutional sustainability, medium and long-term, were now prioritised.

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

7.4 During the Covid-19 crisis the University had made savings on travel costs, HPL salaries and the estate.

7.5 The government had provided financial support to the sector by confirming payment of SLC funds early in September and allowing staff to be furloughed but many

institutions would feel the pressure with student number control (SNC) in place and equally post-92s were excluded from receiving research funding from the government.

- 7.6 The collapse of international student numbers would hit many in the sector but UWL only had a small number of international students and had built its budget on diversifying its income.
- 7.7 Although there had been an initial fall in Enterprise income, activity remained positive with new partnerships being established and innovative work in LCME ensured examinations remained current and active.
- 7.8 The Finance Team were ensuring value for money and were looking at ways to cut costs without compromising student services.
- 7.9 Some costs were unavoidable, and the University had increased pension costs in 2019-20 of £1.4m as a result of increased employer contributions into pension funds. The Finance Committee continued to monitor pension costs and the Working group on Pensions would reconvene once the government consultation on pensions had submitted its findings.
- 7.10 **Some references in this section have been redacted.**
- 7.12 Flexibility in the budget would show that the University was sustainable and could adapt quickly to changes in the sector and, if necessary, budget adjustments could be made.
- 7.13 Members were informed that Heads of Schools were aware of the budget constraints and supported the plans.
- 7.14 Members were informed that if fees were reduced to £7.5k the University would be able to absorb the reduction as UWL fees were currently averaging £7.5k due to generous bursaries and scholarships.
- 7.15 The Board of Governors:
  - a) **APPROVED** the Strategic Financial Plan to 2024-25 (including the draft Budget 2020-21), and
  - b) **APPROVED** the UWL Budget for 2020-21

## **8. UWLSU Business Plan 2020-21 (BG 1920 49)**

- 8.1 The Chair of the Board welcomed Mr Tye McMahon, SU Chief Executive, to the meeting and informed members that the Business Plan had been discussed VCE and at the Governance and Nominations Committee on 2 July 2020.
- 8.2 UWLSU staff continued to support students during the Covid-19 utilising online support mechanisms. Students faced an uncertain future with increased financial pressures, reduced employment prospects and increased mental health issues. The Chief Executive echoed the concerns of the University Executive about how

many students would return and whether UWL would recruit sufficient numbers in September to maintain current services.

- 8.3 UWLSU had a well-established strong engagement with students and this had been maintained online and, but meeting student expectations would always be a challenge and this challenge had increased.
- 8.4 The Covid-19 crisis had forced staff and students to work in a different way and when students returned in September, they would be working in smaller groups which would be labour intensive for academic and support staff.
- 8.5 During Semester one the SU would focus on student engagement and supporting new students through the induction process and helping them to meet up online in study cohorts. It was hoped that moving into Semester two, new and returning students would experience a more traditional learning platform and would be able to engage in face to face social activities.
- 8.6 The Board of Governors **APPROVED** the UWLSU Business Plan 2020-21.

## **9. UWL Flex Update (BG 1920 50)**

- 9.1 The Pro Vice-Chancellor (Academic) informed members that initial plans for teaching from September 2020 was online+ but as circumstances had changed the University teaching model had shifted to +online with a greater emphasis on face to face teaching with online support.
- 9.2 The University had appointed eight learning designers who were working with School staff to enhance online learning materials. The development of online material was enhanced by Expert Academy staff. The University had also appointed a number of graduate assistants, UWL students who had graduated in 2019, to review and provide feedback on the learning content.
- 9.3 The paper set out the current risks and the mitigating actions to ensure +online would be fully operational and would meet the needs of the students.
- 9.4 The quality control checklist allowed for a systematic opportunity to ensure consistency across modules.
- 9.5 The Pro Vice-Chancellor (Student Experience) confirmed that student support online would enhance the online learning provision. Work would take place over the summer to ensure students were aware of the safety measures being carried out on campus to allow new and returning students to feel at ease when they receive face to face learning. Webinars will be held throughout the summer to provide information about what students could expect in September.
- 9.6 Support would also be available to recent alumni who faced a challenging summer looking for work or considering further study.
- 9.7 The SU President confirmed feedback from students indicated they were pleased with the level of information from the University and were positive about online arrangements, but all had expressed a desire to return to campus in September.



9.8 Members agreed that the current crisis should also be looked upon as an opportunity to develop online learning, utilising what was already potentially available and embed online learning provision as a part of the University curriculum.

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

## **10. Health and Safety Annual Report (BG 1920 51)**

10.1 The University Secretary informed members the report had been considered by the Audit and Risk Committee and the Workforce Advisory Committee.

10.2 As a result of a request from the Audit and Risk Committee, additional information on occupational health referrals had been included in the report.

10.3 There had been an increase in training with the support from Student Services, Human Resources and the University online training platform.

10.4 There had been a reduction in reported accidents with no RIDDOR reportable accidents at the time of the report being prepared.

10.5 The Board of Governors:

- a) **NOTED** the progress in the Health and Safety Plan for 2019-20,
- b) **SUPPORTED** the Health and Safety Plan for the academic year 2020-21, and
- c) **CONSIDERED** the health and safety issues set out in the report.

## **11. Annual Report on Equality and Diversity (BG 1920 52)**

11.1 The University Secretary informed members that the report had been considered at the Workforce Advisory Committee on 4 June 2020 and members agreed that the good news in the report should be externalised and celebrated. The University was a sector leader in supporting diversity and equality and met the public sector duties.

11.2 The staff and student profiles confirmed UWL had a diverse population.

11.3 Looking forward to 2020-21 the report would take into account the findings of the newly proposed Working Group as set out in M4.11 of the minutes and further developments arising from the Black Lives Matter movement. These would be monitored by the Equality and Diversity Advisory Group (EDAG).

11.4 Members noted the student profile for the London College of Music was different to the other Schools of study. The Pro Vice-Chancellor (Student Experience) confirmed the student profile was predominantly white but this was a sector problem as music was usually an addition to the school curriculum which meant many middle-class white children had an advantage over BAME children. The School had been trying to encourage BAME students by going into schools and inviting children to attend free music events. The College had been working on changing its curriculum to make it more inclusive and also appointing more BAME staff.

11.5 The Board of Governors:

- a) **REVIEWED** the report to ensure the University was meeting the Equality Duty, and
- b) **AGREED** the equality and diversity objectives for 2020-21.

## **12. Making the Campus Covid-19 Secure (BG 1920 53)**

- 12.1 The University Secretary informed members that the paper provided details on work undertaken to make the campus Covid-19 secure.
- 12.2 The Working Group on the planned return was meeting on a weekly basis and were ensuring staff and students were being updated on the process. The Working Group was mindful of OfS and CMA guidelines.
- 12.3 Academic Schools were fully informed of the details and were working on implementing the plans. The Unions and the SU were fully supportive of the plans.
- 12.4 The Working Group were ensuring additional support for disabled and vulnerable students would be available. Classes for students with mobility problems would be held on the ground floor, where possible, to minimise the use of lifts.
- 12.5 Signage has already been put in place, but this would be increased moving towards September. The Clearing Team were currently on campus and would be used to test current measures.
- 12.6 Members queried whether facemasks would be compulsory on the University Shuttle Bus. The University Secretary confirmed this would be the case and, if possible, the University would try to provide disposable masks on the bus for students.  
**Action: University Secretary**
- 12.7 Members suggested an independent third party be appointed to confirm the measures in place were appropriate. The University Secretary agreed to look into this.  
**Action: University Secretary**
- 12.8 The Board of Governors **NOTED** the measures outlined in paper to make the University Covid-19 secure.

## **13. Academic Board Annual Report 2019-20 (BG 1920 54)**

- 13.1 The University Secretary informed members that the report set out the work undertaken by the Academic Board in 2019-20, noting that student outcomes would be presented to the Board of Governors at its meeting on 24 November 2020.
- 13.2 The Academic Board had followed the Board of Governors monitoring of OfS conditions by delegating areas of responsibility to committees which allowed monitoring to be manageable.
- 13.3 The Academic Board had revised its governance structure with a new Education Committee replaced the Learning, Teaching and Assessment Committee.

13.4 The Academic Board continued to monitor and develop academic strategies, policy development and academic regulations. Academic Board had also been active reviewing the University response to Covid-19 and the mitigations put in place to support students.

13.5 The Board of Governors **CONSIDERED** and **NOTED** the report as assurance that the Academic Board was undertaking its role for submission the OfS.

#### **14. Academic Board (BG 1920 55)**

##### **Meeting of 17 June 2020**

14.1 The Vice-Chancellor confirmed the meeting covered the implementation of the Emergency Regulations.

14.2 Members noted the Minutes and items of business discussed.

#### **15. Chairs Briefing on Committee Activity (BG 1920 56)**

##### **Audit and Risk Committee meeting of 8 June 2020 (Appendix 1)**

15.1 The Chair of the Audit and Risk Committee confirmed members approved the deferral of the internal audit procurement process.

15.2 Members noted the Minutes and items of business discussed.

##### **Finance Committee meeting of 15 June 2020 (Appendix 2)**

15.3 The Chair of the Finance Committee informed members the main items of business covered in the meeting were the Strategic Financial Plan, the Armfield Construction settlement and the pension deficit.

15.4 Members noted the Minutes and items of business discussed.

##### **Governance and Nominations Committee meeting between 7 May to 26 June 2020 (Appendix 3)**

15.5 The Chair of the Governance and Nominations Committee informed members that the Committee had been meeting on a weekly basis but would move to fortnightly during July and August 2020 and continued to support the VCE and the SU.

15.6 Members noted the Minutes and items of business discussed.

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

15.7 The Chair of the Student Liaison Committee informed members that there had been an 83% response rate for the NSS, and the results would be known next week.

15.8 Members noted the Minutes and items of business discussed.

##### **Workforce Advisory Committee (Appendix 5)**

15.9 Members noted the Minutes and items of business discussed.

## 16. Any Other Business

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

- Examination Boards were currently taking place.
- Members were assured that Student Services continued to support students throughout the current crisis and provided support outside normal hours of business.
- **Some references in this section have been redacted.**
- Members suggested the risk assessment and business plans be published on the University website which would provide assurances to new students and their parents. It was agreed that as much information as possible should be provided.

**Action: University Secretary**

- Members agreed that the current crisis was a good opportunity to review processes, what to carry forward and what could be dropped.
- Members queried whether Board members could offer further expertise support. It was agreed the Head of the Claude Littner Business School would contact one of the Independent Governors to look at ways additional support could be progressed.

**Action: Head of the Claude Littner Business School**

- Members agreed the University was moving in the right direction and it was better to address the day to day issues rather than pushing to a vision in the future that may not materialise.
- Members noted that the social media team had been effective on social media sites as UWL's profile was being raised.
- Members agreed that when articulating the number of hours of face to face teaching to be offered in September the hours should be placed in context with what they would have been preCovid-19.

**Action: Deputy Vice Chancellor**

## 9. Date of next meeting

9.1 The next virtual meeting of the Board of Governors will take place on Tuesday, 13 October 2020 at 10.00am. 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:** July 2020