

BOARD OF GOVERNORS

Minutes

Of the Board of Governors meeting held on Tuesday, 21 November 2023 in
The Directorate Boardroom

Present:

Mr Derek Hicks (Independent Governor, Chair of the Board of Governors)
Ms Kim Ansell (Independent Governor)
Ms Aprileen Alexander (Independent Governor) (online)
Ms Sandra Botterell (Independent Governor)
Ms Shirley Cameron (Independent Governor)
Ms Tina Coates (Independent Governor) (online)
Mr James Edmunds (Academic Board Representative)
Mr Steve Fowler (Independent Governor)
Ms Alison Griffin (Staff Governor) (online)
Professor Peter John CBE (President and 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) (online)
Ms Helena Peacock (Independent Governor)
Mr Kiran Virdee (Independent Governor)

In attendance:

Mr Adrian Ellison (APVC and Chief Information Officer)
Mr Patrick Fuller (Group Chief Financial Officer)
Dr Suresh Gamlath (PVC, Business Development)
Mr Joshua Heming (University Secretary)
Mr Neil Henderson (Director of Human Resources and Organisational Development)
Ms Coral Mason (Assistant Clerk to the Board)
Ms Sara Raybould (Deputy Vice-Chancellor, Education and Student Experience)
Dr Kostas Tzortzis (PVC Strategy, Performance and Analytics)
Ms Claire Willitts (Director of Property Services)
Professor Anthony Woodman (Provost and Senior Deputy Vice-Chancellor)

Apologies:

Professor Heather Loveday (Professoriate Representative)
Mr Stuart Wright (Independent Governor)

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

1.1 There were no declarations of interest.

2. **Minutes of the Meetings held on 11 July and 10 October 2023 (BG 2324 01)**

2.1 The minutes of the meeting held on 11 July and 10 October 2023 were confirmed as a fair and accurate record subject to a minor amendment on the minutes of 10 October 2023.

2.2 A discussion took place on the use of the acronyms BAME/BAEM (Black, Asian and Ethnic Minorities/Black and Asian Ethnic Minorities). Members noted that HEIs were expected to adopt the terminology of the regulators and whilst the acronyms were not considered entirely appropriate, it was agreed to continue using them.

3. **Matters Arising Reports (BG 2324 02)**

Meetings of 11 July and 10 October 2023

3.1 The University Secretary confirmed that all items were on the agenda or had been completed.

4. **Approval of recommendations from Committees (BG 2223 36)**

Audit and Risk Committee meeting of 9 November 2023

Risk Appetite Statement (Appendix 1)

4.1 The University Secretary informed members that the Risk Appetite Statement had been reviewed by the Audit and Risk Committee at its meetings on 28 September and 9 November 2023.

4.2 The University Risk Register was being reviewed and recalibrated to align with *Impact 2028* and had provided an opportunity to review the Risk Appetite Statement and to clarify current and probable future risks.

4.3 At times the University may not always share the same risk concerns as the regulators but was mindful that the University should remain compliant with the regulators.

4.4 The revised Risk Register would clarify details of risk ownership.

4.5 The Chair of the Audit and Risk Committee informed members that the University Internal Auditors, KPMG, had given an audit opinion of 'significant assurance' and further confirmed UWL was in the top quartile of its clients.

4.6 The revised University Risk Register would be an agenda item at the Board of Governors away day on 29-30 January 2024.

Action: University Secretary

4.7 The Board of Governors **APPROVED** the Risk Appetite Statement.

Finance Committee meeting of 30 October 2023

Tuition Fees 2024-25 (Appendix 2)

- 4.8 The PVC (Strategy, Performance and Analytics) informed members that UWL fees were in the middle of the sector pricing noting that fees outside of London were slightly lower. The University did not follow a model on setting fees but did complete a market analysis against competitors. Members queried whether lower fees acted against the University, which may be seen as offering a lower quality product compared to local competitors, and suggested UWL should aim to close the gap year on year with its competitors.
- 4.9 The University remained committed to supporting students by offering scholarships and bursaries, but it was agreed the main financial concern was around living costs, particularly with the increase in the cost of living and inflation.
- 4.10 Apprenticeship students did not pay fees. The University claimed funding from the ESFA (Education and Skills Funding Agency).
- 4.11 The Saturday intensive courses for Home students were lower than standard undergraduate course fees.
- 4.12 Postgraduate fees had been steadily rising and were reaching parity with undergraduate course fees. This was, in part, due to offsetting agents' fees which varied across regions.
- 4.13 Members welcomed the fee comparison but requested comparisons with some Russell Group institutions in London.

Action: PVC Strategy, Performance and Analytics

- 4.14 The Board of Governors **APPROVED:**
- a) The proposed fee of £9,250 for full time UG home students,
 - b) The proposed unchanged fee for Saturday intensive courses for Home students of £7,500,
 - c) The proposed increase of the standard fee for full time Home PGT students to £9,750, and
 - d) The proposed increase in the fees for Overseas UG to £16,250 and Overseas PG to £17,250.

Governance and Nominations Committee meeting of 6 November 2023

Membership of the Board of Governors and Committees (Appendix 3)

- 4.15 As a result of the appointment of the Chair of the Board of Governors and a recent resignation of an Independent Governor, a number of vacancies on the Board and Committees exist.

- 4.16 Members were informed that a recruitment process would take place 2024 to fill the Independent Governor vacancy and the vacancy for a Co-opted member of the Finance Committee.
- 4.17 Members noted a vacancy for an Independent Governor existed on the Further Education Board.
- 4.18 The Board of Governors **APPROVED**:
- a) The appointment of Andrea Miller, Independent Governor, as Chair of the Student Liaison Committee and as a member of the Governance and Nominations Committee, to run concurrently with her term of office, and
 - b) The appointment of Helena Peacock, Independent Governor, as a member of the Remuneration Committee, to run concurrently with her term of office

Appointment of Pro Chancellor (Appendix 4)

- 4.19 The University Secretary informed members that it was customary to appoint the retiring Chair of the Board as Pro Chancellor.
- 4.20 The Board of Governors **APPROVED** the appointed of Jennifer Bernard as Pro Chancellor with effect from 1 August 2023.

5. Programmes of Business 2023-24 (BG 2324 04)

- 5.1 Members were informed that the programme of business was a guide and, if members would like to include an agenda item for future meetings, to contact the University Secretary or the Chair of the Board.
- 5.2 The Board of Governors **NOTED** the programme of business for 2023-24.

6. Vice-Chancellor's Briefing (BG 2324 05)

- 6.1 The Vice-Chancellor updated members on the following:
- David Cameron had been elevated to the Lords and was simultaneously appointed Foreign Secretary by the Prime Minister, Rishi Sunak. James Cleverly had been appointed Home Secretary.
 - Ofsted had completed their inspection of Ruskin College, Oxford. A provisional assessment had been made and the University awaited the final decision. As part of the inspection the Ofsted team had carried out a survey of staff/student satisfaction which indicated 75-80% confirmed they had an excellent experience at Ruskin College. The Inspectors further confirmed safeguarding paperwork was now up to date.
 - Ruskin College numbers continued to grow at further and higher education level.
 - A seminar in the Ruskin College Room at Exeter College, attended by David Blunkett, had taken place and was a showcase for Ruskin College highlighting its progressive journey over the past 18 months.
 - The LifeLong Learning Entitlement (Higher Education Fees Limit) Bill 2023 had been published which clarified the funding structure for conventional degrees

but also provided details on flexible module accumulation. The Bill would be introduced in 2025.

- Future Foundation Degree options would be limited as data indicated poorer outcomes for students.
- The final part of Project ARM was in progress.
- UWL's UK Visa and Immigration (UKVI) data indicated 89% of students were enrolled.
- Dr Charmagne Barnes, PVC Dean in the College of Nursing, Midwifery and Healthcare would be leaving the University in February 2024 to join the University of Hertfordshire as PVC for Education and Student Experience. Members were disappointed at her leaving but wished her well for the future.
- The sector remained in financial difficulty with one in four facing possible bankruptcy. Many HEI budgets were based on planned deficits. One of the reasons debt had accumulated was due to the increased employer contributions to the Teachers' Pension Scheme (TPS). The government had offered to help the sector but required HEIs to be a part of the public sector and, therefore, lose independence. The cost of increased contributions to UWL to TPS was approximately £2m pa but had been factored into the budget.
- A discussion took place on the sector regulator, the OfS, questioning whether they would support a failing HEI. The Vice-Chancellor informed members that it was clear the OfS would not support an HEI in London and failed to understand how difficult it would be to close an HEI.
- The Vice-Chancellor confirmed as UWL's research base grew, a thorough investigation of all potential funders would continue to be undertaken.

6.2 The Vice-Chancellor confirmed further revisions had been made to *Impact 2028* as a result of discussions at the Board of Governors meeting on 10 October 2023. The visuals had been changed to map more closely with UWL's corporate image and the document was more concise.

6.3 The strategic pillars remained important but were a smaller part of the plan, but the strategic objectives were emphasised more.

6.4 The KPIs had been recalibrated and were grouped into levels of importance.

6.3 The Board of Governors **NOTED** the Vice-Chancellor's update and the update on *Impact 2028*.

7. **Consolidated University of West London Annual Report for the year ended 31 July 2023 (BG 2324 06)**

7.1 The Group Chief Financial Officer confirmed the report had been considered by the Audit and Risk Committee and the Finance Committee.

7.2 The Report had been reviewed by the University External Auditors, BDO, and remained subject to post balance sheet events and the Higher Education Statistics Agency (HESA) data return.

7.3 Members confirmed they had reviewed the public benefit statement on P66 of the Report.

- 7.4 The report headline indicated a consistent performance, building on previous years, despite problems in the sector.
- 7.5 Income for 2022-23 was £200m which was a 20% increase in 2021-22. Enterprise activities accounted for 50% of income. Student Loan Company (SLC) income remained approximately the same as 2021-22 but international recruitment had shown a healthy increase.
- 7.6 Staff costs had increased by approximately 10% to take into account the increase in student numbers. Non-staff costs had increased by 25% as a result of increased overseas agents' costs and closure of the Berkshire pension scheme. The surplus was £18m with cash deposits of £89m, an increase of 6% compared to 2021-22.
- 7.7 Ruskin College income was £2.7m with a surplus of £74k. Drama Studio London (DSL) income was £2.1m with a surplus of £0.43m. Innovate, the commercial start-up enterprise in The Hub had generated a surplus of £85k. The Group Chief financial officer confirmed Ruskin College and DSL were subject to external audits.
- 7.8 The Group Chief Financial Officer confirmed the audit process was near completion, but the Audit Partner had raised a concern around the purchase of Ruskin College which they viewed as an intercompany loan. The BDO Director had queried how the loan was to be repaid. The Group Chief Financial Officer informed members that UWL owned Ruskin College and the asset was worth more than the purchase payment. There were no covenants or charges against the asset. The Group Chief Financial officer confirmed paperwork would be provided to set out the nature of the relationship between UWL and Ruskin College.

External Auditor's Completion Report for the year ended 31 July 2023 (Appendix 2)

- 7.9 The Group Chief Financial Officer informed members that the report would be finalised alongside UWL's Annual Report.
- 7.10 The Board of Governors:
- i. **REVIEWED** the consolidated annual report for the University of West London for the year ended 31 July 2023 (Appendix 1),
 - ii. **CONSIDERED** any matters the Finance Committee and the Audit and Risk Committee wished 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 2023,
 - iv. **CONSIDERED** the guidance on public benefit, and
 - v. **NOTED** the Auditors Completion Report and opinion (Appendix 2)

8. Letters of Representation (BG 2324 07)

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

- 8.1 The Group Chief Financial Officer informed members that the letters had been reviewed at the Finance Committee and the Audit and Risk Committee. The letters

were part of a cascade process where members of the Vice-Chancellor's Executive confirmed their areas of responsibility and internal controls.

8.2 The Board of Governors:

- i. **NOTED** the process followed for Management Representation and Statement of Internal Control for the year ending 31 July 2023, and
- ii. **NOTED** the Letter of representation from the Vice-chancellor and the group Chief Financial Officer to the Board of Governors for The University of West London for the year ending 31 July 2023.

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

8.3 The Group Chief Financial Officer informed members that the letter was the final part of the cascade process.

8.4 The Board of Governors:

- i. **RECEIVED** and **NOTED** the draft letter of Representation from the Board of Governors to the External Auditor for the year ended 31 July 2023, and
- ii. **RECOMMEDED** to the Board of Governors that the letter be signed by the Chair of the Board on behalf of the Board.

9. OfS Financial Workbook and Financial Commentary (BG 2324 08)

9.1 The Group Chief Financial Officer informed members that Workbook was required by the OfS and provided a five-year financial budget to ensure financial viability and sustainability. The data was a requirement of on-going OfS registration.

9.2 The data had been stress-tested with a 5% tolerance in the data.

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

10. Prevent Report 2022-23 (BG 2324 09)

10.1 The University Secretary confirmed the report had been considered by Academic Board, Audit and Risk Committee and the Student Liaison Committee.

10.2 The Risk Assessment process was reviewed at the University Prevent Group and would be reviewed again in November 2023. The Risk Assessment ensured processes were in place to identify and support staff and students at risk of radicalisation.

10.3 The University Secretary informed members that there were no incidents to report to the OfS. A number of UK partners were also included in the OfS return and were monitored for compliance.

10.4 The University Secretary, as the Prevent Lead, maintained regular contact with the DfE London and Oxfordshire and South-East Prevent Coordinators. The University Secretary also attended the London HE Prevent Group.

10.5 Members questioned whether there had been any incidents related to the current tensions in the Middle East. The University Secretary and SU President confirmed there had not been any concerns raised as UWL students did not appear to be politically motivated whilst on campus.

10.6 The Board of Governors:

- a) **CONSIDERED** the annual Prevent Report 2022-23, and
- b) **NOTED** the updated risk assessment.

11. Annual Reports to the Board of Governors (BG 2324 10)

Student Complaints and Appeals (Appendix 1)

11.1 The University Secretary informed members that the report summarised issues raised in complaints, appeals, disciplinary, fitness to practice and fitness to study cases.

11.2 Numbers were increasing but were proportionate to the increase in student numbers and this was the case across the sector.

11.3 There had been a change in UWL's reporting process and stage one complaints were now recorded. Stage one responses were provided by the School or Professional Services departments. The process had been working well as complaints were being resolved early in the process and not being escalated to the next stage.

11.4 There had been an increase in complexity of cases with some requiring departmental cross referrals.

11.5 Further investigations into the demographics, to review trends and characteristics, of the students most likely to complain would be undertaken to ensure these groups were fully supported. The data would be considered at the Equality and Diversity Advisory Group (EDAG). Further work would be undertaken to prevent complaints where trends emerge.

11.6 The University Secretary confirmed the SU provided additional support to the students and to the University's processes.

11.7 Members noted the Office of Independent Adjudicator (OIA) Annual Statement for 2022.

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

Value for Money Report 2022-23 (Appendix 2)

11.9 The Group Chief Financial Officer informed members that the report had been reviewed by the Audit and Risk Committee. Although the report was not required by the OfS, it was considered good practice to submit the report as part of the annual returns.

- 11.10 The Group Chief Financial Officer confirmed the report findings were based on the Finance Teams engagement with Heads of Schools/Colleges and professional Services and was divided into two sections: Value for money from the students' perspective and value for money from a finance and procurement perspective.
- 11.11 Members queried how accessible the report would be for students, would they understand how the University spent money and the procurement process? Members were informed the report would be on the University website and students were increasingly interested in how the University allocated funds.
- 11.12 Members requested previous years data be included in the report to provide a comparison.

Action: Group Chief Financial Officer

- 11.13 Members agreed the document also supported the University's social sustainability drive.
- 11.14 The Group Chief Financial Officer informed members that it was difficult to capture data on the link between value for money and the local community, but it was likely the University provided good public returns.
- 11.15 The Board of Governors **NOTED** the report.

Academic Quality and Standards Report 2022-23 (Appendix 3)

- 11.16 The University Secretary informed members the report was considered by Academic Board and provided assurances that appropriate standards were in place. The University was required to comply with standards set by external regulators, the OfS, with particular regard to the B conditions. The report aimed to capture processes and outcomes.
- 11.17 A review of the External Examiners reports for 2022-23 indicated standards were appropriate.
- 11.18 The annual Education Review was a monitoring process to ensure students were provided with the support needed to succeed. All UWL courses and partners were subject to an annual Education Review.
- 11.19 Members queried the impact of Artificial Intelligence (AI). The University Secretary confirmed there had been an increase in academic misconduct cases, but this may be due, in part, to better reporting processes. Students were being reminded on a regular basis about the ethical use of AI.
- 11.20 Members requested AI guidance to staff be provided at the next meeting of the Board of Governors.

Action: APVC and Chief Information Officer

- 11.21 Members agreed AI should be seen as an opportunity and further training on its use would be provided for staff.

11.22 The APVC and Chief Information Officer informed members that UWL had a Chat GBT license and all data remained private and was not accessible to external organisations.

11.23 The Board of Governors **CONSIDERED** and **NOTED** the report as assurance that quality and standards were being maintained.

Academic matters

12. Further Education Board (BG 2324 11)

Minutes of the meeting held on 7 November 2023

12.1 The minutes would be circulated at the Board of Governors meeting on 12 March 2024.

12.2 The Chair of the Further Education Board informed members that Ofsted carried out an inspection of Ruskin College from 15-17 November 2023.

12.3 The meeting confirmed the Ruskin College accounts.

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

13. Academic Board (BG 2324 12)

Minutes of the meeting held on 28 September 2023 (Appendix 1)

13.1 Members were informed discussions took place on Academic Regulations, the Library, Equality, Diversity and Inclusion and Student Appeals.

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

Minutes of the meeting held on 26 September 2023 (Appendix 2)

13.3 The minutes would be presented to the Board of Governors meeting on 12 March 2024.

14. Chairs briefing on Committee Activity (BG 2324 13)

Audit and Risk Committee meeting held on 28 September 2023 (Appendix 1)

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

Audit and Risk Committee meeting held on 9 November 2023 (Appendix 2)

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

Audit and Risk Committee Annual Report (Appendix 3)

14.3 The University Secretary informed members that the report covered the work for the Committee during 2022-23.

- 14.4 The Internal and External Auditors had both changed their audit partners.
- 14.5 There had been seven internal audits and, of these, three provided assurance ratings. The Internal Audit Director confirmed UWL audit processes and compliance were outstanding when compared to the KPMG sector clients.
- 14.6 Members noted the report was no longer a regulatory requirement, but it was agreed to continue producing the report as a matter of good practice.
- 14.7 The Board of Governors **NOTED** the report

Finance Committee meeting held on 18 September 2023 (Appendix 4)

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

Finance Committee meeting held on 12 June 2023 (Appendix 5)

- 14.9 A presentation on the University accommodation strategy took place which provided a brief on the current approach and the long-term aims.
- 14.10 Members **NOTED** the Minutes and items of business discussed.

Governance and Nominations Committee meeting held on 6 November 2023 (Appendix 6)

- 14.11 Members reviewed the membership of the Board and Committees, noting vacancies and confirmation a recruitment process would take place in 2024.
- 14.12 Members reviewed the Skills Matrix. The Board of Governors agreed further work could be undertaken to ensure skills were appropriately captured.
- 14.13 Members **NOTED** the Minutes and items of business discussed.

Student Liaison Committee meeting held on 2 November 2023 (Appendix 7)

- 14.14 The SU President and VP Presidents updated the Committee on their activities.
- 14.15 The Committee received a presentation on the Accommodation Strategy which would be a standing item on the Committee agenda.
- 14.16 Members **NOTED** the Minutes and items of business discussed.

Workforce Advisory Committee meeting held on 19 October 2023 (Appendix 8)

- 14.17 A discussion took place on the evolution of the Centre for Excellence in Teaching and Learning (CELT).
- 14.18 Members **NOTED** the Minutes and items of business discussed.

15. Remuneration Committee Report (Oral)

15.1 A private meeting of Independent Governors took place to discuss the meeting of the Remuneration Committee held on 6 November 2023.

16. Any other business

16.1 No further business was discussed.

17. Date of Next Meeting

17.1 The next meeting of the Board of Governors will take place on Monday, 29 January to Tuesday, 30 January 2024 at the Richmond Hill Hotel, 144-150 Richmond Hill, Richmond TW10 6RW.

Signed by Derek Hicks
Chair of the Board of Governors

Date

Author: Joshua Heming
Title: University Secretary
Date: December 2023