

## **COURT OF GOVERNORS**

### **Minutes**

Minutes of the meeting held on Monday 27 March 2017 at 4.15pm in the Large Boardroom, 272 High Holborn, London WC1V 7EY

**Present:**

Sir John Sorrell CBE (Chairman)	Scott Mead
Lorraine Baldry OBE	Peter Logan
Jamie Bill	Diana Osagie
Aisha Cahn	John Parmiter
Nigel Carrington	Ben Terrett
Terry Finnigan	Sir Eric Thomas
Andrew Hochhauser QC	Alison Woodhams
Kyran Joughin	Anastazja Oppenheim
David Lindsell	

**In attendance:**

- Professor Frances Corner OBE (PVC Digital & Head of LCF)
- Steve Howe (Director of Estates – item 4 only)
- Martin James (Director of Finance)
- Stephen Marshall (University Secretary and Registrar and Clerk to the Court of Governors)
- Simon Ofield-Kerr (Deputy Vice Chancellor Academic)
- Naina Patel (Director of HR)
- Stephen Reid (Deputy Vice Chancellor & Chief Operating Officer)
- Gary Sprules (Director of Planning – item 8 only)
- Professor Jeremy Till (PVC, Research & Head of CSM)
- Zioge Smith (Deputy University Secretary)
- Professor David Crow (PVC Student Experience & Head of CCW)
- Lee Rodwell (Director of Development – item 9 only)

**Apologies:**

- Harry Gaskell
- Sir David Green KCMG
- Sim Scavazza
- Jane Slinn
- Anne Morrison
- Professor Susan Orr

## **1. ANNOUNCEMENTS, NOTIFICATION OF URGENT BUSINESS AND DECLARATIONS OF INTEREST**

1.1 Apologies from governors were received as set out above. The Court noted declarations as below:

- (i) That, in relation to any item 4 (LCF Project Update), Andrew Hochhauser QC and Sir John Sorrell were trustees of the V&A. It was agreed that they would be part of the discussion of that item.
- (ii) That, in relation to item 9 (Development Strategy Presentation), Scott Mead had previously donated to the University.

## **2. MINUTES OF THE MEETING HELD ON 21 NOVEMBER 2016**

**AGREED:** That the minutes of the meeting of the Court of Governors held on 21 November 2016 be approved as a true and correct record.

## **3. MEMBERSHIP, CONSTITUTIONAL AND COMPLIANCE MATTERS**

### **3.1 Report by the University Secretary and Registrar**

- 3.1.1 The University Secretary and Registrar updated the Court on membership matters. He reported that in seeking to fill existing vacancies and following an interviews, the Nominations Committee was proposing that David Fison be appointed as a co-opted governor. As an additional level of scrutiny, the Chair of the Estates Committee had also met informally with the candidate. It was further proposed that if appointed, David Fison should serve on the Estates Committee.
- 3.1.2 The Court noted the resignation of Anne Morrison who had offered to step down following an offer from Pearson College London to chair their board;
- 3.1.3 The University Secretary and Registrar also reported that in addition to the new vacancy created by the aforementioned resignation, there would be some more vacancies on the Court from August 2017, following some members' end of terms of office.

**AGREED:**

- (i) That David Fison should be appointed as a co-opted governor, with his term of office commencing on 1 April 2017 and expiring on 30 March 2020, subject to confirmation of his eligibility to act; to also appoint David Fison to the Estates Committee.
- (ii) That Jane Slinn, Ben Terrett, David Lindsell and Sim Scavazza be re-appointed for a further term of office; that Lorraine Baldry be reappointed for a further year to 31 August.
- (iii) That Terry Finnigan should be appointed to the Further Education Committee.

- (iv) To endorse the election arrangements and timetable for staff governor elections in 2017.
- (v) That it be noted that there were now two remaining vacancies on the Court of Governors and that the Nominations Committee would address this at its next meeting.
- (vi) To note that a Governance Effectiveness Review will be carried out by Dr David Fletcher in late Spring 2017.

**4. LCF PROJECT: UPDATE** (*with David Goldstone in attendance*)  
*[part redacted]*

4.1 The Vice-Chancellor gave a presentation updating the Court on progress with the LCF project at Stratford. He said that the project would now be delayed for a least one year as a result of a planning challenge on the two residential towers which were to have formed part of the funding package for the cultural buildings on the Stratford Waterfront development.

4.2 He further explained that there would be some major changes to the layout and design of all the buildings on the site with LCF now positioned in the third plot from the Aquatic Centre bridge and at the centre of the site. The Court noted the new positioning of LCF which provided a smaller footprint for key partners on the site but allowed UAL the same amount of floor space. The delivery programme was scheduled to start in May 2017 and conclude in August 2022.

4.3 Governors noted the new configuration and the current position with key partners. Whilst the intention was for the building design to essentially remain the same, the new plan presented a more exciting waterfront visibility to the University.

4.4 In response to a governor's question, it was reported that the Agreement would be legally binding on all partners and would capture the consent of the Mayor of London. Governors also noted the cost situation and that the University had to maintain momentum to achieve a 2022 occupation.

- AGREED:**
- (i) To delegate authority for the Estates Committee members to work with the Estates department to influence and approve the design of the new masterplan that will evolve from May 2017.
  - (ii) That an update highlighting any material changes would be received at every Court meeting

**5. VICE-CHANCELLOR'S REPORT**

5.1 The report was taken as read. The Vice-Chancellor drew attention to particular areas as set out below.

## 5.2 *Ofsted Inspection of Foundation Diploma*

The Vice-Chancellor reported that the Foundation Diploma (FAD), which was principally delivered on two sites (at Camberwell and Kings Cross/Byam Shaw) was subject to an Ofsted inspection resulting in a recommendation for an “Outstanding” grade in all categories of inspection. UAL was just one of 10 Universities who continued to run the FAD and was the first to achieve an outstanding grade under the new inspection framework.

Members agreed that it was a significant achievement and asked that congratulations be passed to all involved.

## 5.3 *Brexit issues*

The Court noted that the University was still awaiting clarification as to the immigration status of its EU staff post-Brexit but the University had organised advice sessions for affected staff and would continue to support them in the transition period following the triggering of Article 50.

A governor asked if affected staff were applying for citizenship and if the University could assist them in this process. The Vice-Chancellor responded that he had written directly to EU staff and that seminars had been arranged (with access to legal expertise); FAQs for staff had been put together as well as online advice for affected staff. It was noted that the longer term impact on recruitment and the wider agenda around inclusivity was not yet known.

## 5.4 *The Higher Education and Research Bill*

The Vice-Chancellor explained that the University’s 15 page Teaching Excellence Framework (TEF) submission was being examined by the TEF Panel and the University expected to hear the outcome of its submission in May.

The Court noted that the Bill itself was still under discussion between the House of Lords and the Commons.

## 5.5 *Terrorism and Safety*

Following a question at this point on the recent terrorist incident in London and noting that this was one of the University’s top five risks, Governors were informed that the University had sent communications out to students in Chelsea within 45 minutes of the incident.

**AGREED:** To note the contents of the Vice-Chancellor’s report.

## **6. REVISION OF THE 2016-17 BUDGET**

*[part redacted]*

- 6.1 The Director of Finance presented this report by summarising the proposed changes to budget allocations which were within the broad parameters of the original budget approved by the Court of Governors in July 2015 and were consistent with the University’s 2015-22 Strategy.

- 6.2 The Court noted that there was significant volatility of the supply and demand of courses across the sector, with many universities offering entry directly to undergraduate courses without first requiring a foundation course. The University was looking at progression routes and how to protect the excellence of foundation teaching whilst still attracting students who may be tempted to go to other providers where they were being offered unconditional places outside of the foundation route.
- 6.3 The University expected to achieve its budgeted surplus for the capital project due to careful management of cost.

**AGREED:** To concur with the recommendation of the Finance Committee that the revised budget for 2016-17 be approved.

## **7. STUDENT GOVERNOR REPORT**

*[part redacted]*

- 7.1 The Student Governor presented her report which provided an update on the Student Union's activities and achievements to date. She highlighted the progress that had been made on the SU's other priorities around student mental health, development of an online submission policy and review of the rules around Extenuating Circumstances. She also reported that, as a result of the Brexit vote, supporting international students had been made one of the SU's key priorities and drew Governors' attention to the International Students' Manifesto within the report.
- 7.2 Governors welcomed the report and succinct presentation of the activities of the Students' Union. They particularly welcomed the initiatives around mental well-being and funding for student initiated projects. Some concerns were expressed about the wording of the International Students' Manifesto.
- 7.3 Governors noted that, in addressing the attainment gap, the University had been pulling together various initiatives into a singular strategy as a sustained enhancement project. It was also noted that there had been a 12% increase in student attainment at LCF, attributed at least in part to new initiatives to help international students ease into life in the UK.

**AGREED:** To receive the Student Governor report and to note the activities and progress against delivery of UAL's strategy and related performance indicators.

## **8. 2015-2022 STRATEGY AND KPIs - UPDATE**

- 8.1 The Director of Planning presented this report which provided an update on progress in delivering the University's strategic plan for 2015-2022. He reminded the Court that a number of internal strategies had been developed or updated in line with the University's strategy.
- 8.2 Governors noted that data was being used proactively and that operating plans

correlated directly to the KPIs.

- NOTED:**
- (i) The activities completed and in progress against the University's four key strategic areas.
  - (ii) That a key to the RAG rating would be included in future reports.

## **9. DEVELOPMENT STRATEGY PRESENTATION**

- 9.1 The Director of Development delivered a presentation on the fundraising and development strategy at UAL. He noted that, whilst there was a long history of good fundraising practice to draw upon, UAL was more recently engaging in new challenges and seeking to strengthen and clarify its fundraising activities.
- 9.2 The Director explained that the Development Strategy had been adopted by the Executive Board in November 2016 and was based on best practice in the education, arts and charity sectors. It was also aligned with UAL's 2015-2022 Strategy.
- 9.3 The Court noted that in 2015/16, fundraised income had been £1.3m, with a further £1.3m secured for future years. This income had been received predominantly through major giving, trusts and foundations, and corporate partnerships. The Director of Development drew attention to the trends in philanthropic support for UK universities and noted that UAL was somewhere around the median in terms of funds raised. A fundraising 'hierarchy of needs' was presented, to illustrate the key aspects of the University's fundraising activities. These included: ensuring that fundamental issues such as data protection were addressed; following best practice on due diligence and gift acceptance; successful relationship-building and engagement; and creating an inspiring vision for donors.
- 9.4 It was envisaged that UAL would benefit from running a comprehensive university-wide fundraising campaign in the near future with a number of specific objectives contained within the campaign. Examples of successful campaigns run by other universities were provided to the Court.
- 9.5 In response to a comment by one of the governors about the seeming lack of a fundraising income in the University's budget, the Finance Director explained there was a target for fundraising but this was not included in the main income or capital budgets.
- 9.6 The Court noted that a gift acceptance policy was in the process of being put together and that due diligence was carried out. The University's Ethics Policy, (including an acceptance of gifts policy) which was currently being developed, focused significantly on fundraising activity.
- 9.7 Court members commented that fundraising campaigns which focused on specific issues were likely to be more successful than general appeals and that there was a need to specify the 'why' of campaigns.

**AGREED:** To thank the Director of Development for his presentation on the development and fundraising strategy.

## **10. MINUTES OF COMMITTEES**

**AGREED:** (i) To receive the minutes of and endorse the recommendations from the following committees:

- a) Academic Board – 23 November 2016
- b) Conferments Committee\* – 29 November 2016
- c) Nominations Committee\* – 22 February 2017
- d) Personnel Committee – 22 February 2017

*The Court of Governors noted the Equality, Diversity and Inclusion Annual Progress Report 2015-2016: Staff Update appended to the minutes.*

- e) Conferments Committee (Virtual Meeting) – 23 February 2017
- f) Estates Committee\* - 27 February 2017
- g) Finance Committee\* - 27 February 2017
- h) Audit Committee\* - 9 March 2017

*The Court of Governors noted the top five risks as set out in the minute annex.*

## **11. ANY OTHER BUSINESS**

### **11.1. HEFCE Prevent Duty Annual Reporting – Monitoring Outcome Letter**

11.1.1 The University Secretary and Registrar reported on HEFCE's opinion on the University's Prevent Annual Report, which was presented to Court in November 2016.

11.1.2 The Court noted that, following the outcome of the assessment, the University had submitted a progress plan to HEFCE with the details they requested around the monitoring of staff uptake on Prevent briefings. A further letter was awaited from HEFCE.

**NOTED:** Progress made following the submission of the University's Prevent Annual Report.

### **11.2 Media Article on Sexual Harassment**

11.2.1 The University Secretary and Registrar, in response to a question asked by a governor on a newspaper article on sexual harassment in universities and in reference to a subsequent statement sent to Court on the same topic, reassured

governors that there was no place for sexual harassment at UAL. It was noted that the article had not taken into account the relative size of institutions nor their reporting mechanisms.

11.2.2 The Court noted that, prior to the publication of the article, the University had been engaged with an important piece of work sponsored by UUK on harassment of women on campuses and that it was also in the process of improving its reporting mechanisms.

**AGREED:** That any reported incidences of sexual harassment and outcomes of investigations would be reported (in anonymous format) to Court via the annual Complaints and Appeals report.

**11.3 Date and time of next meeting**

**NOTED:** That the next ordinary meeting of the Court of Governors would take place on **Monday 3<sup>rd</sup> July 2017 at 4.15pm**. The location for the meeting is to be confirmed.

The meeting concluded at 6.05pm.

**Signed as a true and correct record**

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**CHAIRMAN**

**Date**

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