

COURT OF GOVERNORS **Minutes**

Minutes of the meeting held on Monday 3 July 2017 2016 at 4.15pm in the Rootstein Hopkins Centre, London College of Fashion, John Princes Street, London

Present:

Sir John Sorrell CBE (Chairman)	Kyran Joughin
Lorraine Baldry OBE	David Lindsell
Jamie Bill	Scott Mead
Aisha Cahn	Professor Susan Orr
Nigel Carrington	Diana Osagie
Terry Finnigan	Anastazja Oppenheim
David Fison	John Parmiter
Harry Gaskell	Sim Scavazza
Sir David Green KCMG	Nicolai Tangen
Andrew Hochhauser QC	Ben Terrett
Hansika Jethnani	Sir Eric Thomas
	Alison Woodhams

In attendance:

Natalie Brett (PVC International & Head of LCC)
Professor Frances Corner OBE (PVC Digital & Head of LCF)
Professor David Crow (PVC Student Experience & Head of CCW)
Steve Howe (Director of Estates – *item 5 only*)
Martin James (Director of Finance)
Stephen Marshall (University Secretary & Registrar and Clerk to the Court of Governors)
Professor 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 – *items 8 & 12 only*)
Zioge Smith (Deputy University Secretary)
Professor Jeremy Till (PVC, Research & Head of CSM)

Dr David Fletcher (Observer)

Apologies: Jane Slinn

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

- 1.1 Apologies from governors were received as set out above. There were no declarations of interest. The Chair welcomed Nicolai Tangen and David Fison to their first Court meeting; he also welcomed Dr David Fletcher, who was observing the meeting as part of the Governance Effectiveness Review.
- 1.2 The Court noted that this would be the last meeting for Ana Oppenheim who had been student governor for one year and Peter Logan who had been a support staff governor for three years. The Chair thanked both governors for their contribution to the Court.
- 1.3 The Chair noted the retirement of two external governors: Sir David Green who had been a governor for 10 years and Jamie Bill who had served for 9 years. The Chair, on behalf of the Court, thanked the retiring governors for their contribution to the Court and its committees and for their support across the University throughout their respective periods of office. Retiring governors would be invited to the farewell dinner in November.

2. MINUTES OF THE MEETING HELD ON 27 MARCH 2017

- 2.1 *Matter arising – Minute 11.1 (HEFCE Prevent Duty Annual Reporting)*
Governors noted a further letter received from HEFCE which confirmed that the University now demonstrated due regard to the Prevent Duty.

AGREED: That the minutes of the meeting of the Court of Governors held on 27 March 2017 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 interview, the Nominations Committee was proposing that Baroness Lola Young of Hornsey be appointed as an independent governor. Members of the Nominations Committee confirmed that Baroness Young would be an excellent addition to the Court. It was further proposed that if appointed, Baroness Young should serve on the Personnel Committee.
- 3.1.2 The Court noted the updated terms of reference for various committees as well as the new terms of reference for the Remuneration Committee which were based on best practice recommendations set out in the HE Code of Governance.
- 3.1.3 The University Secretary and Registrar reported that there would be vacancies on the Court from August 2017.

- AGREED:**
- (i) To approve the appointment of a new governor, **Baroness Lola Young OBE** to the Court of Governors, and to also appoint her to the Personnel Committee.
 - (ii) To appoint **Hansika Jethnani** as the student governor for a one year term commencing on 3 July 2017 and ending on 31 July 2018, subject to satisfactory completion of all formalities, and to extend thanks to Ana Oppenheim for her contribution to the Court of Governors during her time as student governor.
 - (iii) To endorse the appointment of **Matthew Phull** as a support staff governor and the reappointment of **Kyran Joughin** as an academic staff governor, both nominated through the election process for a term of office of three years commencing 1 September 2017.
 - (iv) To appoint Ben Terrett to the Nominations Committee with immediate effect.
 - (v) To endorse the proposed changes to the terms of reference of the FE Committee, the Finance Committee, the Conferments Committee and the Personnel Committee, and to consider and endorse the terms of reference for the new Remuneration Committee; to also endorse the change of name of Personnel Committee to **People Strategy Committee**.
 - (vi) To note the potential vacancies on the Court of Governors and action being taken by the Nominations Committee to fill them.
 - (vii) To note the Court of Governors Membership Profile set out at **Annex B** and that a full skills audit will be carried out over the summer.
 - (viii) To endorse the trustee payments and to note the draft calendar for 2018 and that a final version will be submitted for approval at the next meeting.

4. VICE-CHANCELLOR'S REPORT

[part redacted]

- 4.1 The Vice-Chancellor's report was taken as read and he drew attention to particular areas as set out below.
- 4.2 *Recruitment*

The Vice-Chancellor reported that despite a sector wide (9%) fall in the recruitment of Home/EU undergraduates, most Colleges were expected to meet target. The University was now launching a major new programme of recruitment initiatives for 2018 following the implementation of the new unified admissions service launched in April 2016.
- 4.2.1 Members noted that the healthier position in relation to Home/EU undergraduate recruitment had been matched by continuing strong applications from international students at all levels. There had also been a substantial increase in Home/EU Postgraduate applications and acceptances.
- 4.2.2 Other factors continued to affect recruitment; there was anecdotal evidence that recent terrorist activities may affect international and EU demand, and the uncertainty around Brexit and the general election may influence Home students to either take up places or defer.

- 4.3 *Teaching Excellence Framework: assessment outcome*
Governors had previously been informed that the TEF panel had assessed the University as deserving of a Silver ranking. Given the unpredictability of the process, the University was delighted with this outcome, although remaining of the view that the TEF process was flawed.
- 4.3.1 The Vice-Chancellor reported that the NUS boycott of the National Students' Survey (NSS) this year meant work next year in gauging students satisfaction would be more difficult to discharge.
- 4.4 *Camberwell, Chelsea and Wimbledon*
The Court noted that the three colleges would be adopting a new academic model which supported the development of subject communities by developing academic leadership capacity, embedding research into programmes and courses and driving forward a new academic strategy which reflected the emerging college vision in a way that provided a sustainable portfolio of courses for the future.
- 4.4.1 It was noted that the changes did not mean diminishing the individual identities of the three colleges but embedding taught programmes within the three lines of discipline across the colleges. A small number of staff positions had been put at risk as a result.
- 4.5 *Political developments*
The Vice-Chancellor reported that there was still a lot of uncertainty around the government HE agenda. UAL would continue to lobby the government on relevant issues such as HE reforms, schools' curriculum focus on STEM, Brexit and immigration policy. It was noted that there was no current evidence around the government agenda on capping international or EU numbers.
- 4.6 *Estates*
The University Secretary and Registrar reported that there had been a review of the entire estate (including existing cladding) as a result of the Grenfell Tower tragedy. The University had a comprehensive fire safety regime with regular fire drills carried out. The halls of residence all had multiple exits, smoke and fire alarms and regular evacuation drills.
- 4.6.1 Governors noted that disaster scenario practices were trialled on a regular basis. In response to a question from a governor about whether mere compliance was enough, it was stated that that the University carried out fire assessments every year and the fire strategy was checked throughout the year to ensure that the fire risk assessment remained up to date.
- 4.6.2 The Court also noted that all reviews were considered at the Health and Safety Committee and these would be included in reports to Court.

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

5. ESTATES DEVELOPMENT REPORT

[part redacted]

5.1 The Director of Estates presented the report which updated governors on estates matters.

5.2 Governors noted progress on securing contractual arrangements for London College of Communication and London College of Fashion. The Director of Estates reported that outstanding issues with LCF were expected to be resolved by the autumn, thereby providing the security to allow the University to sign the Agreements. He also reported that the University was awaiting a planning determination for the LCC project and that it was anticipated that legal contracts would also be completed by this autumn.

5.3 The Director of Estates explained that the Estates and Finances Committees had considered an accommodation strategy which identified where current agreements for student residences were due to expire in coming years. One of the propositions was to develop a further UAL-owned hall of residence. Following a review by the Estates and Finance Committees, the arrangements would be brought to Court for further consideration.

5.4 The Court noted that the lease for one of UAL's smaller academic buildings would come to an end in January 2018. They discussed a replacement venue for the delivery of short courses. Details of this opportunity had been discussed by the Estates Committee.

5.5 The Chair of the Estates Committee reported that, at its meeting on 12 June, the Committee, following a request that the University review its space utilisation, had discussed the University's use of space and noted that effective space utilisation was paramount as resources were increasingly under pressure.

- AGREED:**
- (i) To note that, in February 2016, the Court of Governors delegated authority to the Chairman's Committee to approve legal Agreements for the LCF development; now targeted for Autumn 2017.
 - (ii) To note that, in March 2016, the Court of Governors delegated authority to the Chairman's Committee to approve legal Agreements for the LCC development; now targeted for Autumn 2017.
 - (iii) To approve delegation to the Estates and Finance Committees to review Heads of Terms for a proposed new hall of residence. The full contracted arrangements to be approved by Court at a later date.
 - (iv) To approve, in principle, the disposal of the lease of an academic building, as endorsed by the Estates and Finance Committees, when the lease expires in January 2018; and to acquire extra space at Elthorne Road to facilitate UAL short-courses (within the parameters set out within the minutes of the Estates Committee meeting of 12 June 2017).
 - (v) To delegate authority to the Estates and Finance Committees to approve agreed terms for Elthorne Road and to instruct solicitors, with the legal paperwork being completed within July 2017.

6. 2017-18 BUDGET

- 6.1 The Director of Finance presented this item which set out the key elements for a balanced budget for 2017-18. The proposed budget incorporated a number of risk management measures to deal with various unknown outcomes which may arise after the budget had been finalised. These included home and overseas recruitment levels and the sector agreed staff pay award. Further revisions of the budget may be necessary during the year.

AGREED: To **concur with the recommendation** of the Finance Committee (meeting held on 12 June 2017) that the revised budget for 2017-18 be approved.

7. FIVE YEAR FINANCIAL FORECAST

- 7.1 The Director of Finance presented the report which set out the University's five-year financial forecast return to HEFCE. He reported that the assumptions showed that the University would achieve a balanced budget each year and would generate the cash surpluses required to fund the capital programme.

AGREED: To **approve** the 2017 five-year financial forecast for submission to HEFCE, subject to some minor amendments.

8 2018/19 TUITION FEES

- 8.1 The Vice-Chancellor presented this report which gave details of the University's recommendations around proposed tuition fees rates for the 2018/19 academic year. The Court noted that the Finance Committee had considered a report on 2018-19 fees at its meeting on 12 June.

- 8.2 The Court noted the proposed general inflationary increase to International Undergraduate continuing student fees. The increase reflected anticipated inflationary pressures faced by the university with National Insurance and pension scheme cost increases as well as routine pay awards and incremental drift. The depreciation of sterling was also a factor.

- 8.3 A discussion took place about the fee levels for new international students in 2018. The Student Governor expressed reservations on behalf of the Student Union about the proposed rise in fees especially for international students.

AGREED:

- (i) To **approve** a 3.8% increase in International Undergraduate continuing students fees.
- (ii) To **approve** a £1,000 increase in each of the three bands of Home/EU Postgraduate fees.
- (iii) To **approve** an 8% increase in the international undergraduate and postgraduate fees for new international students commencing studies in 2018.
- (iv) To **approve** other proposed 2017-18 tuition fees as set out in Summary of Tuition Fees appended to the report submitted.
- (v) That the Vice-Chancellor be given delegated authority to agree the tuition fee rates for 'special fee' courses.

9. RETENTION & ACHIEVEMENT ANALYSIS

[part redacted]

- 9.1 The Deputy Vice-Chancellor Academic presented this report as a precursor to a more comprehensive dataset that would pull together all academic data in order to demonstrate how the University was meeting its academic responsibilities. Governors discussed retention statistics and the use of KPI measures.
- 9.2 The Court noted that attainment issues were being addressed through a continuous enhancement programme. Degree classification and how it affected retention and achievement was also being reviewed.
- 9.3 A governor suggested a discussion on attainment should be added to the Court Away Day agenda.

AGREED: To **note** ongoing activities undertaken by the University around student retention and attainment.

10. STUDENT GOVERNOR REPORT

- 10.1 The Student Governor presented her report which provided an update on the Students' Union activities and achievements to date. She highlighted the progress that had been made on the SU's other priorities over the busy summer term; initiatives included 'Making it Happen', sharing of best practice between course teams, communicating costs of courses and a survey on international students' experience. She also reported that deadline extensions for students with extenuating circumstances would be reviewed for the next academic year.
- 10.2 Governors noted that the Students' Union had been doing some research around the financial position of international students and the work would be ongoing to improve the support they received. In response to a question about the proportion of international students that sought help with funding or welfare, the student governor responded that few students sought help due to a lack of awareness of potential opportunities and that the SU would work closely with the University in seeking to address this challenge.
- 10.3 Governors welcomed the report and concise presentation of the activities of the Students' Union.

NOTED

11. EQUALITY, DIVERSITY & INCLUSION ANNUAL REPORT

- 11.1 The Director of HR presented this report which had been considered by the Personnel Committee at its meeting on 16 June. The Court noted that both the staff and student Equality, Diversity and Inclusion Annual Reports had set out Public Sector Equality (PSED) objectives for the year and the data contained within this report related to the end of the 2016 academic year.
- 11.2 The Student PSED objective was:

- To narrow the differential in participation, continuation and attainment of black, Asian and minority ethnic (BAME) students.

This objective was a key performance indicator for the University and reviewed annually.

11.3 The Staff PSED objectives were:

- Improve the representation of staff from BAME backgrounds, particularly in academic and senior roles;
- Ensure that, where required, workplace adjustments for disabled staff are implemented within 8 weeks.

These objectives were also key performance indicators for the University and governors noted that various initiatives and projects undertaken in recent years were beginning to progress these objectives.

11.4 Governors noted that a public facing combined report for 2017 would be published on the University website.

NOTED

12. HE LEAGUE TABLES - PRESENTATION

12.1 The Deputy Vice-Chancellor (Academic) gave a presentation on University League Tables. He explained that the league tables broadly fit into three categories: Global, Domestic UK and Specialised, and that ranking methodologies included metrics, peer review, research profile and reputational factors. UK league tables focused on data generated in statutory returns and surveys.

12.2 The Court noted that UAL was excluded from most of the global rankings due to their focus on citations. UAL, however, ranked 6th in the QS World University Ranking Top 10 for Art and Design. Members also noted that six different data sets in metrics and measures were used in major publications such as the Times and Guardian where UAL ranked 109 and 59 respectively.

12.3 The Deputy Vice-Chancellor drew comparisons between UAL and the University for the Creative Arts (UCA) and explained that much energy had been put behind improving the UCA league tables and a similar approach would be introduced at UAL. A 'league tables working party' had been set up to look at core areas of improvement and to take action on metrics, student satisfaction and degree classification. It was noted that improvements in metrics would be gained over a longer time frame.

NOTED

13. OFSTED OUTCOME - PRESENTATION

13.1 The Further Education team gave a presentation on the outcome of the Ofsted Inspection of its Foundation in Arts and Design (FAD). The presentation gave a brief overview of the areas for improvement identified at the last Ofsted inspection in 2012

and the work that had taken place to improve these areas, especially safeguarding.

13.2 The inspection was an initial 'no notice' two day short inspection against lines of inquiry concentrating on leadership, management and other areas for improvement. This was converted into a full inspection based on improvement observed by the end of the first day and a second two day inspection followed under the full framework.

13.3 The Court noted the summary of key findings, in particular that UAL was an outstanding provider as well two minor areas of improvement. It was also noted that of the UK universities which provided FAD, UAL was the first to achieve the 'Outstanding' grade under the newest common inspection framework, and the only one to have achieved the 'Outstanding' grade for all four areas of an inspection.

13.4 The governors thanked the team for their hard work, especially those involved in the management and delivery of the FAD provision, that culminated in an outstanding judgement for the FE provision.

14. MINUTES OF COMMITTEES

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

a) Academic Board – 7 March 2017

b) Nominations Committee – 24 May 2017

c) Estates Committee - 12 June 2017

d) Finance Committee - 12 June 2017

e) Audit Committee - 15 June 2017

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

f) Personnel Committee – 16 June 2017

15. ANY OTHER BUSINESS

15.1 Date and time of next meeting

NOTED: That the next ordinary meeting of the Court of Governors would take place on **Monday 25th September at 4.15pm**. The location for the meeting was to be confirmed.

15.2 Staff Engagement Survey

A governor enquired about the results of the recent staff survey and it was noted that this would be discussed at People Strategy and Court meetings.

The meeting concluded at 6.30pm.

**Signed as a true and
correct record**

Date

CHAIRMAN
