

M18/167-M18/236

## Minutes

<b>Present:</b>	Mr Stephen Cox (Chair)	Mr Clem Jones
	Professor Sarah Ansari	Ms Denise Keable
	Mr Alistair Buchanan	Ms Sarah King
	Ms Ann Ewing	Professor Paul Layzell
	Dr Bob Fitzgerald	Mr Gerry O'Hagan
	Mrs Christine Goodyear	Mr Nick Perryman
	Mr John Gregory	Professor Liz Schafer
	Ms Tina Harris	Mr David Spence
	Mrs Margaret Jack	Mr David Williams
	Mrs Hazel Jessop	Ms Colette Wilson
<b>Secretary:</b>	Dr David Ashton, COO and Secretary to Council	
<b>In attendance</b>	Mr Stephen Avery, Chief Financial Officer	
	Professor Ken Badcock, Senior Vice Principal (Strategy, Partnerships and Resources)	
	Professor Katie Normington, Senior Vice Principal (Academic)	
	Mrs Elaina Moss, Director of Governance and Legal Services and Deputy Secretary	
	Mrs Pauline Martin, Executive Officer for Council, Minutes	

### Formal Business

- 1. Apologies**  
RECEIVED from Mr Jeremy McIlroy, Mrs Chris Shoukry and Ms Willow Wong. M18/167
- 2. Terms of Reference**  
AGREED with no changes the terms of reference of Council. (CL/18/59) M18/168
- 3. Membership of Council**  
NOTED the membership of Council and committees for 2018/19. (CL/18/60) M18/169
- 4. Minutes of the previous meeting**

	AGREED the minutes of the meeting held on 4 July 2018 (M18/167-M18/226) and 6 July 2018 (M18/151-M18/166).	M18/170
<b>5.</b>	<b>Matters arising</b>	
	ACTION M18/214 4 July 2018: RECEIVED an oral update on progress of the University of London Bill. The application for the Charity Scheme was being followed up with DCMS.	M18/171
	ACTION M18/30 25 April 2018: NOTED at the April meeting it was agreed that confirmed minutes of the Joint Negotiating Committee meetings should be included on the Council agenda. This to be addressed at the next meeting.	M18/172
<b>6.</b>	<b>Register of Interest</b>	
	To invite members to indicate if they have a conflict of interest, not previously declared, with an item on this agenda. There were none.	M18/173
<b>7.</b>	<b>Unstarring of items</b>	
	None	M18/174

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## Major Business

<b>8.</b>	<b>Appointment of the Chair of Council</b>	
	RECEIVED an update on the progress with the recruitment of the next Chair of Council and to consider the appointment of Dame Margaret Hodge as an independent member of Council and as the next Chair of Council. (CL/18/61)	M18/175
	NOTED that the application to the Charity Commission for permission to remunerate the position was finalised by email correspondence involving the Chair and Vice Chair as well as other members of Council. The document "Chair of Council – Terms of Appointment" reflected the submission to the Charity Commission and this would be the basis for the annual appraisal of performance of the Chair of Council.	M18/176
	On 29 August the Charity Commission advised that it would provide consent to remunerate once Privy Council had approved changes to the Statutes. Consent would be for three years in the first instance.	M18/177
	NOTED that on 2 October 2018 College received written approval from the Privy Council for the amendment of the Statutes and a Sealed Order recording the same. Council RECEIVED the revised Statutes.	M18/178
	NOTED that on 4 October 2018 confirmation was received from the Charity Commission of permission to remunerate Dame Margaret Hodge in the role of Chair.	M18/179
	NOTED that Council Executive, at its meeting on 18 January 2018, agreed to recommend the appointment of Dame Margaret Hodge as an independent member of Council with a view to her nomination as Chair of Council. This was confirmed in a letter to Dame Margaret on 31 January 2018.	M18/180

	Council was invited to appoint Dame Margaret Hodge as an independent member of Council. NOTED that 3 members voted against and the Principal did not participate due to his conflict of interest. RESOLVED, that Dame Margaret Hodge she be appointed with immediate effect.	M18/181
	Council was invited to consider the election of Dame Margaret Hodge as Chair of Council with effect from 22 November 2018.	M18/182
	NOTED that the Act (section 6 (3) required that the Chair must not be in the employment of the University (of London). The role of Visiting Professor at the Policy Institute at King's College London was not remunerated and so was not deemed to be "employment". Due diligence had been conducted by the College's Executive Search Partner, Perrett Laver and confirmed in paper CL/18/02 February 2018.	M18/183
	NOTED that Dame Margaret had confirmed in writing that if elected, she would be willing to abide by the Terms of Appointment.	M18/184
	NOTED that the term of office was from 22 November 2018 to 21 November 2023 and that in accordance with the permission given by the Charity Commission on 2 October 2018 remuneration would be not more than £20,000 per annum, subject to the Terms of Appointment, for a period of three years in the first instance.	M18/185
	AGREED by RESOLUTION with 17 in favour, 2 against and the Principal abstaining, to elect Dame Margaret Hodge as Chair of Council with effect from 22 November 2018.	M18/186
9.	<b>Confirmation of Office for Students Registration</b>	
	RECEIVED the outcome of the application to register with the Office for Students (OfS) (CL/18/62) with confirmation of completion of registration and the grant of Approved (fee cap) status. The Principal was confirmed as the Accountable Officer.	M18/187
	NOTED the requirement to report to the OfS "notifiable events" detailed in Annex E of the outcome letter. Council would have a standing agenda item to note reported events.	M18/188
10.	<b>Principal's Report</b>	
	RECEIVED the Principal's report to Council (CL/18/63) and NOTED the launch of the Centre for Digital Creativity initiative, underpinned by two new large grants, StoryFutures and StoryFutures Academy. The Centre will become a cornerstone of the new academic strategy and link our research with the creative industries and next generation technologies.	M18/189
	NOTED that the Information Commissioner's Office had conducted a sector wide enquiry into Higher Education Institutions' use of wealth screening for potential donors. College had been advised that there was no intention to take any further action at this stage.	M18/190

	NOTED the financial Outturn 2017/18. Operating surplus for the year (before audit sign-off) was £4.3m, £0.7m better than forecast and £3.8m lower than budget. The forecast underperformance against budget was previously advised to Council and was due to a shortfall in PGT recruitment and a void issue in the residences. The year ended with a cash balance of £23m, in the middle of the forecast range.	M18/191
	NOTED the Times/Sunday Times saw Royal Holloway rise 4 places to 24 <sup>th</sup> in the UK. With a 2-place rise in the Guardian league table and a 7-place rise in the Good University Guide this means that we have risen in all three domestic league tables this year placing the College ahead of almost all our top 10 UCAS competitors.	M18/192
	NOTED whilst the priority was the domestic league tables the College dropped out of the top 200 universities in the Times Higher World Rankings, with a 4 place fall within the UK universities in the table. Actions to raise the profile were being reviewed.	M18/193
<b>11.</b>	<b>Student Numbers</b>	
	RECEIVED a report on student numbers for 2018/19 (CL/128/64) which NOTED what was anticipated to be the largest ever undergraduate student intake. Student numbers would not finally be confirmed until the official census date of 1 December 2018 but it was expected that undergraduate Home/EU and Overseas student numbers would be close to the ambitious target set for the year. However it was expected that Home Postgraduate Taught student numbers would fall short of target but be compensated by exceeding targets for Overseas Postgraduate Taught student numbers.	M18/194
	AGREED that a report on the tariff and protection of the quality of student intake would be given at the Council Strategy Day.	M18/195
<b>12.</b>	<b>Update on USS Pension Scheme</b>	
	RECEIVED a report of the progress made by the Joint Expert Panel (JEP) (CL/18/66). Council was asked to consider and support Strategy Group's proposed response to the consultation. (Correction paper CL/18/65)	M18/196
	NOTED that subsequent to the industrial dispute over the 2017 USS pension valuation, a joint expert panel (JEP), comprising equal numbers of UUK and UCU representatives and an independent Chair, reviewed the valuation of the USS scheme. The JEP made recommendations to the USS Trustee to review elements of the 2017 USS valuation to reach a position where remedies were more likely to be acceptable to employers and employees. The proposals required employers to take a higher level of risk, whilst limiting the need to increase contributions.	M18/197
	NOTED the JEP proposals, the impact on employer and employee contributions if the proposal were effected and scheme risks. The proposed management response, whilst recognising that questions about the future of the USS Pension Scheme remained, also acknowledged that there was a need to reach a realistic and acceptable settlement in this valuation round.	M18/198

NOTED and AGREED the proposed response of the Strategy Group to the consultation questions: M18/199

- supporting the JEP recommendations regarding the 2017 valuation in overall terms, subject to the acceptance of such a position from the USS Trustee (and the Pensions Regulator as appropriate) and
- accepting that if the recommendations of the JEP were accepted in full by all parties, the outcome would be that existing benefits – minus the employer match of 1% - could be provided at an indicative employer contribution of 20.1% of salary (with a member contribution of 9.1%).

NOTED that employers currently paid 18% towards the USS scheme and the mandate currently agreed with UUK, after the ACAS discussions, was 19.3%.

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## Projects

### 13. Residences Transaction

RECEIVED a report on the Residences Transaction (CL/18/67) which detailed the risks and mitigation associated with the project. M18/200

NOTED that approval to progress the project was not being sought at this meeting due to changed circumstances which required more time to reconfigure. It was NOTED that College remained agile about the delivery plans for future developments which depended upon the completion of this project. The proceeds of the residence project were ring fenced for capital investment. M18/201

NOTED that Council were assured that there would be no compromise to the key principles guiding the project which were to ensure the guarantee of the pastoral care arrangements now and into the future, and to ensure that the residences remained affordable by ensuring that rent increases were managed within a framework which ensured there continued to be an attractive and affordable residential accommodation offer. M18/202

### 14. Update on current Change Programme

RECEIVED a report on the current change programme (CL/18/68) which included the proposal for academic restructuring and review of academic administration. M18/203

NOTED the proposed academic restructuring would dissolve the three faculties and group departments into 7-10 Schools. This programme would reduce the size of the Executive team and enable improved responsiveness and interdisciplinarity. Consultation was underway across the campus prior to a proposal being made to Academic Board at its meeting on 24 October 2018. It was anticipated that Council would be asked to consider and approve a final proposal of the academic structure at its November meeting, which would be implemented in August 2019. M18/204

	NOTED that the creation of Schools provided the opportunity to re-evaluate the departmental support for students and staff. Provision of support at School level would allow greater consistency of approach, allow staff to be more specialist in their knowledge and improve practice and levels of service.	M18/205
	NOTED projects specifically aimed at achieving higher levels of income, including summer schools, foundation year programmes and a revised strategy for post graduate programmes.	M18/206
	DISCUSSED that academic changes take time but there was a need to be more responsive and simplify structures whilst ensuring that College did not lose those things that made it distinctive. A communications plan would be put in place to assure staff about objectives and process.	M18/207
15.	<b>Estates</b>	
15.1	NOTED progress of current major estates projects (CL/18/69)	M18/208
15.2	RECEIVED papers addressing the start of two major projects which would fall within the remit of Council's Capital Projects Assurance Committee:	M18/209
	NOTED the project objectives and development of an Enterprise Centre (CL/18/68) which would enable the College to generate and disseminate knowledge by working more closely with co-located companies and deliver research expertise through consultancy. These were activities that would in future be measured through the Knowledge Excellence Framework.	M18/210
	NOTED the proposal to construct a Music, Media Art and Centre for Digital Creativity (CL/18/70) to replace the current old and failing music and media locations. The new facility would enable the expansion of activities in these areas and co-location would enable the exploitation of synergies between Music and Media with Drama, Theatre and Dance.	M18/211
15.3	NOTED the terms of reference and membership of the Capital Projects Assurance Committee (CL/18/71) which would be reviewed at the next meeting of the committee.	M18/212

## Regulatory and Compliance

16.	<b>Audit Committee Update</b>	
16.1	RECEIVED a report of progress made to achieve improved compliance with Procure to Pay processes and the further action being taken to ensure continued progress (CL/18/72). Audit and Compliance Committee would continue to oversee progress.	M18/213
16.2	NOTED that a revised approach to risk management would be presented to Audit and Compliance Committee.	M18/214

NOTED that the 2016 nil assurance Audit report had identified 8 areas of weakness and a further 4 areas where systemic changes were required to enhance data security. Work was being prioritised to reduce the risk along with additional investment in technology. M18/215

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## Personnel

17. **Proposed Changes to Secretary to Council**  
APPROVED a recommendation from Council Executive to appoint Mrs Elaina Moss as Secretary to Council with effect from 22 November 2018 (CL/18/73). M18/216
- NOTED that the Chief Operating Officer, Dr David Ashton, would continue to attend Council and that the role of Secretary to Council included, in addition to supporting and advising Council, the Director of Governance and Legal Services and Data Protection Officer. M18/217
18. **Deputy Principals**  
NOTED the appointment of two Deputy Principals (CL/18/74); Professor Katie Normington and Dr David Ashton and the current practice of issuing a letter delegating authority to one of the Deputies (or another senior team member in their absence) would continue. M18/218
19. **Council Strategy Day**  
CONSIDERED the agenda for the Council strategy days on 21 and 22 November 2018 (CL/18/75) and NOTED the discussion regarding environmental sustainability which would be considered as an item by the Health & Safety Assurance Committee. A presentation at a pre Council briefing session by an Environmental Sustainability Officer would also arranged prior to consideration at a Council meeting. M18/219
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## Starred Items for Report and Formal Approval

20. \* **Reportable Events**  
NOTED there were no reports of any reportable event under OfS condition F3(i) M18/220
21. \* **Report Of Decisions Taken By The Chairman**  
None M18/221
22. \* **Report Of Decisions Taken By Circulation**  
None M18/222
23. \* **Principal's Overseas travel expenses**  
NOTED the Principal's Overseas travel expenses for 2017/18 (CL/18/76) M18/223
24. \* **Register Of Interests**  
RECEIVED the Register of Council members' interests for 2018/19 (CL/18/77) M18/224
25. \* **Committee Reports**

	RECEIVED the annual report of the Health & Safety Assurance Committee (CL/18/78)	M18/225
26. *	<b>Policies</b> CL/18/79 withdrawn	M18/226
27. *	<b>Honorary Degrees</b> NOTED honorary degrees awarded at summer graduation ceremonies to:	M18/227
	<ul style="list-style-type: none"> <li>• Lynwen Brennan CBE</li> <li>• Jayne-Anne Gadhia CBE</li> <li>• Stephanie Shirley CHDBE</li> <li>• Khatun Sapnara</li> <li>• Chris Packham</li> </ul>	
28. *	<b>Academic Board</b> To approve the membership of Academic Board 2018/19 (CL/18/80)	M18/228
29. *	<b>RECEIVED the following minutes (CL/18/81)</b> Equality & Diversity Committee 23 April 2018 Remuneration Committee 25 April 2018 Council Executive Committee 6 June 2018 Audit & Compliance Committee 11 June 2018 Health & Safety Assurance Committee 12 June 2018 Finance Committee 21 June 2018 Academic Quality Assurance Committee 25 June 2018 Audit & Compliance Committee 17 September 2018 (minutes not yet available) Finance Committee 11 September 2018 Council Executive Committee 19 September 2018 (minutes not yet available) Remuneration Committee 19 September 2018 (minutes not yet available) Health & Safety and Well Being Committee 3 October 2018 (minutes not yet available)	M18/229
30. *	<b>NOTED the following Committees have not met since the last meeting of Council</b> Capital Projects Assurance Committee	M18/230
31. *	<b>Sealing Of Documents</b> 3 July 2018: Lease of the property known as rooms 102,103,104,105 and 106/7, Senate House, Malet Street, London, between RHUL and University of London. 3 July 2018: Honorary Degree Certificates (x2)for presentation to:	M18/231 M18/232
	<ul style="list-style-type: none"> <li>• Lynwen Brennan CBE</li> <li>• Jayne-Anne Gadhia CBE</li> <li>• Stephanie Shirley CHDBE</li> <li>• Khatun Sapnara</li> <li>• Chris Packham</li> </ul>	
	16 July 2018: Contract document for Founders Reading Rooms refurbishment works (intermediate Building Contract) x2	M18/233
	16 July 2018: Technical Adviser appointment letter for Bedford & McCrea refurbishment (x2)	M18/234



## Other Business

32. **Other Business**  
None M18/235
33. **Date of next meetings**  
Wednesday 21 and Thursday 22 November 2018 Council Strategy days, Cumberland Lodge, Windsor Great Park M18/236  
Thursday 28 February 2019 5.00pm  
Thursday 2 May 2019 5.00pm  
Thursday 4 July 2019 5.00pm
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