

(M 09/01 - M 09/53)

Royal Holloway
University of London

COUNCIL

**Minutes of the Meeting of the Council
held on 14 January 2009**

Present:	Cllr M Angell	Mrs E Horwood
	Mr A Alway	Mr J Lerche
	Mr D Beever	Cllr H W V Meares (<i>from item 7.3</i>)
	Mr P Blagbrough	Ms E Owen
	Professor C Bradley	Mr J R Potts
	Mr J Brannan	Mr W F Rooke
	Sir Andrew Burns	Ms B Shorter
	Mr R Buswell	Mrs G Stuart
	Professor F Driver	Dr T Stead
	Mr M Hamilton-Griffin	Mrs S Tyacke
	Professor S R Hill	
Apologies:	Mr I G Ross	
With:	Mr A T Martin (<i>Acting Secretary</i>)	
In attendance:	Professor R Kemp	Senior Vice-Principal (Academic Affairs)
	Professor A Tickell	Vice-Principal (Research, Enterprise & Communications)
	Professor G Ward	Vice-Principal (Planning & Resources)
	Professor P Beesley	Dean of the Faculty of Science
	Mr C Howorth	Acting Dean of the Faculty of History & Social Sciences
	Professor K Normington	Dean of the Faculty of Arts
	Dr G Mousinho	Director of Operations
	Mr G Robinson	Director of Finance
	Mr M Evans	Internal Auditor
Observers:	Ms K Kerr	Deputy Director of Personnel/KLEC Project Officer
	Mr E Sullivan	Observer (on behalf of UCU)
	Mrs J McKenzie	College Secretary's Office

MEMBERSHIP

- 1.1 The Council welcomed Professor Clare Bradley, who had been elected to membership by the academic teaching staff, succeeding Professor George Dickson, to serve to 30 September 2011. 09/01
- 1.2 The Council noted that Andrew Martin, who was attending the meeting in his capacity as Interim Acting College Secretary [*Ref M08/233*], had been elected to membership by the academic-related staff to succeed Jonathan Morgan. His term of office would run initially to 30 September 2009 and would then be renewable on a rolling basis until negotiations for the introduction of new definitions of staff were finalised. 09/02
- 1.3 The Council welcomed Dr Gordon Mousinho, Director of Operations and Professor Katie Normington, Dean of Arts. They would both be “in attendance” at Council meetings. 09/03
- 1.4 The Council received a copy of the cv of Janet Walker, Commercial & Finance Director at Ascot Race (CL/09/01) and, on the recommendation of the Nominations & Honorary Awards Committee, it 09/04
- AGREED: to appoint Janet Walker as an unnominated lay member of Council, in accordance with Statute 3(1)(b)(vi), with immediate effect, until 31 July 2014. [*Ref M09/42*] 09/05

2. CONFLICT OF INTEREST

The Chairman invited members to indicate if they had a conflict of interest with any of the agenda items. An elected member of Council declared an active interest in a spin-off company connected to the College. 09/06

3. MINUTES

The Minutes of the last meeting held on 17 October 2008 (M08/170 to M08/233), which had been circulated, were confirmed and signed. 09/07

4. MATTERS ARISING FROM THE MINUTES

4.1 Honorary Fellowships 2009 (M08/237)

The Council noted that contact had been made with J G Ballard, The Right Rev Dr Christopher Cocksworth and Tony Garnett. All three nominees had confirmed their willingness to be conferred with honorary doctorates in 2009, although sadly J G Ballard was in a very poor state of health. 09/08

5. UNSTARRING OF ITEMS

The following agenda items were unstarred: 09/09

- (i) 15 – Academic Board
- (ii) 19 – Human Resources & Equal Opportunities Committee
- (iii) 21 – Remuneration Committee
- (iv) 24.2 – Statute 25 Committees

6. PRINCIPAL'S REPORT

The Principal reported that Professor Rob Kemp would be the nominated Royal Holloway Deputy Principal for the proposed merger with St George's, University of London. *[Ref M09/25]* 09/10

A review of containing costs and improving income streams known as "Project IDEA" was being co-ordinated by the Director of Operations. 09/11

Paralympian Sophie Christiansen, a third-year maths undergraduate, had been recognised in the Queen's New Year's honours with an MBE for her contribution to disabled sport. Sophie won two gold medals and a silver in equestrian events at the Beijing Paralympics. *[Secretary's Note: Paper CL/09/02 was cancelled]* 09/12

7. FINANCIAL MATTERS

7.1 The Council received the Annual Accounts and Financial Statements for 2007-08 for the College as a whole (CL/09/03) and for Royal Holloway Enterprise Ltd (CL/08/04). They had been approved by the Finance Committee on 29 October 2008, at a meeting to which all members of the Council had been invited; by the Audit & Compliance Committee on 7 November 2008; and they had been formally approved on the Council's behalf by the Executive Committee on 17 November 2008. 09/13

7.2 The Council received an update on the financial outturn for 2008-09 (CL/09/05) and an explanation of the main reasons behind the projected adverse variance of £306k. 09/14

The shortfall in overseas student numbers was offset by the fee contingency resulting in a forecast £0.5m below budget. The staff forecast was £1m below budget after allowing for higher than budgeted pay increases based on the September RPI. This was due to a relatively high number of unfilled posts, which were expected to be filled. There was additional contingency spend above budget for merger costs with St George's, Project IDEA and the Kuala Lumpur (KLEC) projects. 09/15

The Council received the financial forecasts and commentary submitted to HEFCE on 1 December 2008 (CL/09/06). It was noted that the key strategic themes, Corporate Plan objectives and key performance indicators were set out in the Corporate Planning Statement. The Plan set out the College's vision "to be in the top tier of UK Universities, renowned for our world class research and excellent student experience." 09/16

	The financial forecasts did not take any account of the announced merger with St George's, but the commentary considered the impact of the merger in reducing risk and strengthening long term sustainability.	09/17
	The financial forecasts to 2010-12 did not include major building developments, although schemes may be developed as part of the master planning process.	09/18
	Risk factors that had been identified previously had been factored into the base forecast, including reduced overseas student numbers, additional pension costs, higher-than-budgeted inflation rate linked pay increases and reductions in Government funding.	09/19
	There was a discussion on interaction between sensitivities in the five-year plan and the ability to respond. The College was taking a multi-sided and prudent approach, demonstrated through tighter arrangements for the filling of vacancies exercised by the Resources Sub-Group, but it was felt that the College was in a stronger position than most. The IDEA project would involve a full review of expenditure and revenue generating opportunities, but the suggestions made at the end would not go ahead without the full backing of Council.	09/20
7.3	<u>Royal Holloway Enterprise Ltd</u>	
	The Council	09/21
	AGREED: to appoint Professor Adam Tickell, Vice-Principal (Research, Enterprise & Communications), as a Director of Royal Holloway Enterprise Ltd, with immediate effect, following the resignation of David Sweeney on 31 August 2008.	
8.	RESEARCH ASSESSMENT EXERCISE	
	The Council received a report on the successful outcome of the Research Assessment Exercise (CL/09/07), which reflected the huge effort in time and money put into improving the ratings. The Council congratulated everybody involved and in particular the Department of Music for its outstanding result.	09/22
9.	STRATEGIC PLANNING	
9.1	<u>Student Numbers</u>	
	The Senior Vice-Principal formally withdrew the circulated paper and presented a revised version of CL/09/08, which was laid on the table.	09/23
	The Council noted that there was a decrease in overseas student numbers offset by an agreed increase in home student numbers.	09/24

9.2 Royal Holloway's relationship with St George's, University of London (M08/201 – M08/210)

The Senior Vice-Principal presented a tabled paper in respect of an update on the proposed merger (CL/09/09), following discussions in the Royal Holloway and St George's Steering Group. This was reviewed in detail. The Council

09/25

AGREED:

- (i) in principle, to the establishment of a Company Limited by Guarantee (RHSG) for the conduct of the merger negotiations, subject to external legal advice and soundings with Council members to ensure that the functions delegated to the Company were appropriately reflected in the terms of the Memorandum and Articles of Association; and
- (ii) that a number of Council members should represent Royal Holloway on a Joint Council Committee (JCC), with a similar number of representatives from the Council of St George's, to which the Company would report on progress in the merger negotiations and which would in turn consider and support merger proposals and recommendations to the two Councils for decision; and
- (iii) that the RHUL representatives should be as follows:

Sir Andrew Burns, Professor Stephen Hill, David Beever, Bob Potts and Gloria Stuart.
- (iv) that the merger itself in its complete form could only be approved by the full Council at the appropriate time. The Council Executive Committee, however, would meet regularly (in expanded form if necessary) and be mindful of the need to consult Council on any issues of major significance to the integrity and sustainability of Royal Holloway.

9.3 Branch Campus in Kuala Lumpur (Kuala Lumpur Education City) (M08/211 – M08/212)

The Council received a further update from the Senior Vice-Principal on the invitation by KLEC Ventures Sdn Bhd to participate in a joint venture in Kuala Lumpur (CL/09/10).

09/26

It was noted that significant new participants such as Reading, Loughborough and Alexandria Universities were now involved, which supported the viability of the project. KLEC was setting up a London office to facilitate the venture which would be launched at a high-profile event in March. The Council recognised the additional pressures that the KLEC project would put on the College during the St George's merger but also the opportunity that it presented for the future which could not be ignored. A further update would be presented at the March Council Meeting and if it was agreed to proceed the project team would be led by the Director of Special Projects.

09/27

9.4 Corporate Planning Statement

The Council received and noted a copy of the Corporate Planning Statement submitted to HEFCE on 1 December 2008 (CL/09/11). 09/28

10. **AUDIT & COMPLIANCE COMMITTEE'S ANNUAL REPORT**

The Council received and noted the Annual Report for 2007-08 from the Audit & Compliance Committee (CL/09/12). The Council thanked the Internal auditor for his efforts during the year and the Chair and the members on their diligence in the Committee. 09/29

11. **GOVERNANCE**

11.1 Chair of Audit & Compliance Committee

On the recommendation of the Nominations & Honorary Awards Committee, the Council 09/30

AGREED: to appoint Bill Rooke as Chair of the Audit & Compliance Committee with immediate effect, succeeding Richard Buswell who would step down but remain a member of the Committee.

11.2 Chair of HR & Equal Opportunities Committee

On the recommendation of the Nominations & Honorary Awards Committee, the Council 09/31

AGREED: to appoint Gloria Stuart as Chair of the Human Resources & Equal Opportunities Committee, to succeed Barbara Shorter upon her retirement from Council on 31 July 2009.

12. **ANNOUNCEMENTS**

12.1 The Council noted the appointment of Professor Rosemary Deem as Dean of the Faculty of History & Social Sciences from 1 February 2009. Professor Deem would be joining the College from Bristol University, where she had been Professor of Education since 2001 and Research Director for its Faculty of Social Sciences and Law Faculty since 2007. 09/32

12.2 The Council noted that Professor Philip Beesley's term of office as Dean of the Faculty of Science had been extended until 31 July 2011. 09/33

13. **REPORT OF DECISIONS TAKEN BY THE CHAIRMAN**

The Council noted that no action had been taken by the Chairman since the last meeting. 09/34

14. **REPORT OF DECISIONS TAKEN BY CIRCULATION**

The Council noted that no decisions had been taken by circulation since the last meeting. 09/35

15. **ACADEMIC BOARD**

The Council received a report from the meeting of the Academic Board, held on 10 December 2008 (CL/09/13). In response to a question concerning a proposed Consultancy Policy, it was 09/36

AGREED: that the query should be addressed to the Academic Board, who would be bringing the Policy to the next meeting of Council for approval.

16. **AUDIT & COMPLIANCE COMMITTEE**

16.1 The Council received the unconfirmed minutes of the meeting of the Audit & Compliance Committee held on 7 November 2008 (CL/09/14). 09/37

17. **ESTATES COMMITTEE**

The Council received a report from the meeting of the Estates Committee, held on 9 October 2008 (CL/09/15). 09/38

18. **FINANCE COMMITTEE**

The Council received a report from the meeting of the Finance Committee, held on 29 October 2008 (CL/09/16). 09/39

19. **HUMAN RESOURCES & EQUAL OPPORTUNITIES COMMITTEE**

The Council received the unconfirmed minutes of the meeting of the Human Resources & Equal Opportunities Committee, held on 20 November 2008 (CL/09/17). In response to a question concerning the recording of the Equal Pay Draft Report in the unconfirmed minutes, it was confirmed that gender issues had been discussed and would be brought back to the Committee for inclusion in its Action Plan. 09/40

20. **NOMINATIONS & HONORARY AWARDS COMMITTEE**

20.1 The Council received a report from the meeting of the Nominations & Honorary Awards Committee, held on 13 November 2008 (CL/09/18). 09/41

20.2 Upon the recommendation of the Honorary Awards Committee, the Council 09/42

AGREED: to appoint Janet Walker as a member of the Finance and Investment Sub-Committees with immediate effect [Ref M09/05]

21. **REMUNERATION COMMITTEE**

The Council received a report from the meeting of the Remuneration Committee, held on 13 October 2008 (CL/09/19). In response to a question concerning the remuneration of the Principal, it was confirmed that this was done retrospectively and followed clearly defined guidelines. 09/43

22. **STRATEGIC POLICY COMMITTEE**

The Council noted that the meeting of the Strategic Policy Committee, scheduled to be held on 11 December 2008, had been cancelled. 09/44

23. **COMMITTEE TERMS OF REFERENCE**

Upon the recommendation of the Nominations & Honorary Awards Committee, the Council 09/45

AGREED: amendments to the terms of reference of the Ethics Committee and Trading Sub-Committee, as proposed in CL/09/20.

The Council also noted the changes to the terms of reference of the Academic Development Committee which had been approved by the Academic Board at its meeting of 10 December 2008. 09/46

24. **MEMBERSHIP OF COUNCIL COMMITTEES**

24.1 Student Discipline Committee

Upon the recommendation of the Faculties, the Council 09/47

AGREED: to appoint members of academic teaching staff to the Student Discipline Committee, with effect from 1 October 2008 to 30 September 2010, as proposed in CL/09/21.

24.2 Statute 25 Committees

Upon the recommendation of the Faculties, the Council 09/48

AGREED: to appoint members of academic teaching staff to Statute 25 Committees, with effect from 1 October 2008 to 30 September 2010, as proposed in CL/09/22. In response to a question concerning the representation of women it was noted that this was a reflection of the volunteers and not in the control of Council.

25. **STUDENT DISCIPLINARY REGULATIONS**

The Council 09/49

AGREED: the proposed amendments to the Student Disciplinary Regulations as outlined in CL/09/23.

26. **DATES OF COUNCIL MEETINGS IN 2009-10**

As proposed in CL/09/24, the Council

09/50

AGREED: The following dates for its meetings in 2009-10

- Friday, 16 Oct 2009 (All day extended Meeting from 10am)
- Wednesday, 13 January 2010 at 5pm
- Wednesday, 31 March 2010 at 5pm
- Wednesday, 23 June 2010 at 5pm

27. **HILDA MARTINDALE EDUCATIONAL TRUST**

On the recommendation of the Trustees, it was

AGREED: to appoint Valerie Cromwell (Lady Kingman), a former Director of the *History of Parliament*, as an Exhibition Trustee, from 1 January 2009 to 31 December 2014, following the retirement of Professor Leonee Ormond.

09/51

It was noted that Ms Cromwell had previously served as a Trustee from 1997 to 2002 and that the regulations permitted reappointment, provided that there had been a gap of at least one year.

09/52

28. **SEALING OF DOCUMENTS**

The Council noted that the following document had been sealed since the last meeting:

09/53

- On 26 November 2008, Confidentiality and Exclusivity Agreement with St George's, University of London.

Andrew T Martin
Interim Acting College Secretary
13 February 2009