

# Council

9 October 2019



M19/258-M19/333

## Minutes

Present:	Dame Margaret Hodge (Chair)	Professor Paul Layzell
	Ms Ann Ewing (Vice Chair)	Mr Jeremy McIlroy
	Professor Sarah Ansari	Mr Jack O'Neil
	Mr Alistair Buchanan	Mr Peter Saraga
	Mr Hammad Chaudhry	Professor Elizabeth Schafer
	Professor Michael Farthing	Mrs Chris Shoukry
	Professor Bob Fitzgerald	Mr Nick Perryman
	Mrs Tina Harris	Mr David Walker
	Mrs Margaret Jack	Mr David Williams
	Mrs Hazel Jessop	Ms Colette Wilson
	Ms Denise Keable	
Apologies:	Mrs Christine Goodyear	Ms Sarah King
	Mr John Gregory	Mr Gerry O'Hagan
Secretary:	Mrs Elaina Moss, Director of Governance and Legal Services and Secretary to Council	
In attendance:	Dr David Ashton, Deputy Principal (Operations)	
	Professor Ken Badcock, Senior Vice Principal (Academic Strategy, Partnerships and Resources)	
	Professor James Knowles, Senior Vice Principal (Education)	
	Professor Katie Normington, Senior Vice Principal (Academic)	
	Mr Andrew Jefferson, Interim Chief Financial Officer	
	Mr Rob Thrower, Head of Financial Performance Management, for item 8	
	Mrs Pauline Martin, Executive Officer for Council, Minutes	
	Mr Rob Cutting, Administration Assistant, Secondary Minutes	
Observers:	Mr Aaron Porter, Associate Director (Governance), AdvanceHE	
	Professor Mandy Merck, UCU Observer	

## Welcome

The Chair of Council welcomed everyone to the first meeting of the academic year, particularly those new to Council, attending for the first time or observing. M/19/258

New members:

- Professor Michael Farthing
- Mr Peter Saraga
- Mr Jack O'Neill, the SU President 2019/20
- Mr Hammad Chaudhry. The elected student representative

In attendance:

- Mr Andrew Jefferson, Interim Chief Financial Officer
- Mr Rob Thrower, Head of Financial Performance Management, item 8.

Observing:

- Mr Aaron Porter, Associate Director (Governance), Advance HE

NOTED that Mr Andrew Jefferson succeeded Mr Stephen Avery who had left the College in July 2019. M/19/259

NOTED the staff members of Council, Mrs Denise Keable and Mr John Gregory, re-elected to a second term of office following an election process held over the summer. Both were thanked for their work on Council and for their continuing contribution. M/19/260

### 1. Apologies

RECEIVED from Mrs Christine Goodyear, Mr John Gregory, Ms Sarah King and Mr Gerry O'Hagan. M/19/261

### 2. Membership

NOTED the membership and attendance at Council and Council committees (CL/19/59) M/19/262

### 3. Terms of Reference

RECEIVED Council's terms of reference (CL19/60) and NOTED the suggestion for a review of the content and wording to consider including reference to the OfS principles of governance and their expectations and to include positive statements regarding the work of Council and the limits of its remit. M/19/263

### 4. Declaration of interests

None M/19/264

### 5. Minutes of the Previous meeting

AGREED the minutes and actions of the meeting held on 4 July 2019 (M19/166-M19/257) M/19/265

6.	<b>Matters arising</b>	
	<ul style="list-style-type: none"> <li>To provide a report regarding the international strategy to a forthcoming meeting</li> <li>The report of the external consultant on the Gender Pay Gap to come to Council on completion (expected November)</li> </ul>	M/19/266
7.	<b>Un-starring of items</b>	
	None	M/19/267
8.	<b>FINANCE</b>	
8.1,8.2	RECEIVED the Financial plan (CL/19/61) and Capital financing strategy (CL/19/62) which were addressed together.	M/19/268
	NOTED a re-presentation of the budget and financial plan that was approved by Council at its July meeting. This re-presentation gave a clear format that enabled members to easily understand the College financial position (CL/19/61). Members acknowledged the clarity of the papers and thanked Andrew Jefferson and Rob Thrower for their work.	M/19/269
	NOTED a paper considering the options available for financing the capital plan over the next five years including some insights from the sector. (CL/19/62)	M/19/270
	CONSIDERED the overview of the College financial plan presented by the Chair of the Finance Committee following the review by the Committee at its meeting on 26 September.	M/19/271
	NOTED the Committee had discussed the College cash flow and debt structure, the outcome of testing of the loan covenants in a number of scenarios, impact testing and risk analysis.	M/19/272
	NOTED the Finance committee concluded that, the College financial position was robust and sustainable based on expected levels of performance, and the assumptions of risk and mitigation to manage under performance.	M/19/273
	NOTED future capital expenditure, including committed and as yet unapproved capital expenditure for the major discretionary projects, would be managed by senior executive and Finance committee, and subject to the project governance process. This included consideration of prioritisation of expenditure, financial performance, timing of capital receipts, protection of loan covenants and liquidity days.	M/19/274
	DISCUSSED that College had above average sector gearing but, compared to some other institutions, retained potential for the monetisation of assets.	M/19/275
	DISCUSSED with regard to the Capital Financing Strategy there was a need to consider contingency plans, mechanisms for cash generation or to repay or refinance loans in the future, and to consider risks and mitigating actions in a potentially volatile future.	M/19/276
	DISCUSSED the forthcoming Audit and Compliance committee Risk Management Framework which would help to join up the principal financial risks with Council's tolerance and appetite for risk.	M/19/277
	AGREED that the Project Governance Framework should include an explicit step, of additional approval to proceed to tender, for projects as determined by Council.	M/19/278
	AGREED to discuss the capital programme on the second morning of the Strategy day meeting and this will include exploration of risks, mitigation, return on investment and alternative options.	M/19/279

8.3 **Financial Outturn**  
RECEIVED an update (CL/19/63) on the financial outturn, subject to audit, for 2018/19. Full accounts would be presented to Finance Committee and Audit and Compliance Committee and to Council at the November meeting. M/19/280

8.4 **Investment Strategy**  
NOTED the oral report from the Chair of the Investment Sub Committee of the revised investment strategy which included the environmental and ethical investment policy. It was anticipated that the final strategy would be presented to Council at its meeting in November. M/19/281

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9. **PRINCIPAL'S UPDATE**

RECEIVED a report (CL/19/64) from the Principal which drew members' attention to the priorities of the new Secretary of State for Education, the Rt Hon Gavin Williamson and Chris Skidmore MP, Minister of State for Universities, Science, Research and Innovation speaking at the UUK Annual Conference. Priorities included: M/19/282

- social mobility as well as subject-level TEF
- more emphasis on research with the government remaining committed to spending 2.4% of GDP on research and innovation and a recent boost to the cash for QR (REF-related) funding
- stopping the recent shift towards measuring impact (now at 25% of the overall REF assessment)
- blue skies and fundamental research would continue to be seen as the major part of the REF mechanism.

NOTED that the OfS continued to develop its regulatory framework and the outcome of the submission of the Access and Participation Plan was still awaited. M/19/283

NOTED the announcement in the Times/Sunday Times Good University Guide that the College had moved into 19<sup>th</sup> place, entering the Top 20 Universities in the UK. The position marked a continuous improvement in this league table, moving up 15 places with year-on-year improvements for the last 5 years. Royal Holloway also featured in the short-list for University of the Year. The news came at an opportune time for the final cycle of Open Days being held in September and October. M/19/284

NOTED press comment continued to focus on the sector, in particular, around sexual misconduct, consent, initiations and student accommodation. The Students' Union reported a good start to the year and continued to address training on consent and monitoring of drugs on campus, working closely with the Police. M/19/285

NOTED Research funding awards and in particular the AHRC funded Story Futures Project distributed across a number of departments. Council wished to congratulate and especially note this £7m award achieved by academic colleagues led by Professor James Bennett. M/19/286

NOTED Research England's overall aim to "put rocket boosters under knowledge exchange" and AGREED to discuss Knowledge Exchange and Enterprise activities at the Council Strategy meeting. M/19/287

10.	<b>STRATEGY</b>	
10.1	<b>New College Strategy</b>	
	NOTED the schedule and the phases in the development of the College strategy and Council involvement in the process through to sign off at the 2 July 2020 Council meeting. (CL/19/65)	M/19/288
10.2	<b>Research Strategy</b>	
	RECEIVED a briefing (CL/19/66) on progress towards achieving the research objectives in the 2013/20 College Strategy.	M/19/289
	NOTED preparation for REF 2021 entry and review of progress. Audit of the REF process by Deloitte received a "Substantial" outcome and the College Code of Practice was approved by EDAP in July 2019.	M/19/290
	NOTED the increase in value of research awards in 2018/19 £27m from £15m in the previous academic year. It was acknowledged that there was still much work to be done by looking at new fields of funding, Knowledge Transfer Partnerships, working with business via Innovate UK and that there was further potential for development of the College infrastructure for research. Increasing partnerships through strategic collaborations with other universities in the UK and Internationally continued to be a key focus.	M/19/291
	DISCUSSED steps being taken to increase impact by conducting impact case studies, implementing strategies to move 3* research to 4* and improving research and innovation services.	M/19/292
	AGREED that Council wanted College to grow in the areas of Knowledge Transfer and Knowledge Exchange and to discuss further at the November Strategy day meeting.	M/19/293
10.3	<b>Environmental Sustainability Strategy</b>	
	NOTED the College position and proposals for future development of the Environmental and Sustainability Strategy (CL/19/67) NOTING the strong interests of that staff and students in the community.	M/19/294
	DISCUSSED the firm commitment of management to embedding environmental sustainability into the next strategic plan and the appropriate mix of long and short term actions to deliver the strategy.	M/19/295
	AGREED development of the environmental strategy would be set in the context of the new strategic plan.	M/19/296
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	<b>STUDENTS</b>	
11.	<b>Student Recruitment</b>	
	RECEIVED an update (CL/19/68) on recruitment for 2019/20.	M/19/297
	NOTED undergraduate unconditional firm applications at 23 August 2019 were 3,370 and, with expected attrition, the 1 December 2019 Count census was expected to achieve the target of 3,024 FTE's.	M/19/298
	NOTED the foundation year was expected to number c 140 FTE's (of which 13 from fee paying schools) against a target of 23.	M/19/299
	NOTED a growing dependency on clearing with 600 students accepted through clearing at this time and the College tariff point was expected to fall by half an A-level grade.	M/19/300

DISCUSSED the Guardian league table tariff ranking which showed the College 2020 position (published May 2019) and used 2017 entry data. On this league table College ranked as 47 <sup>th</sup> of 121 institutions. The impact of tariff on recruitment was discussed.	M/19/301
CONSIDERED the strategy for future student number growth in relation to the current tariff and the financial and reputational implications for the College of further changes.	M/19/302
DISCUSSED Post graduate taught (PGT) recruitment where applications for 2019/20 were 9% and offers 4.5% higher than the previous year but arrivals as at the 1 October Count were 240 short of target. Lower than target overseas PGT recruitment was partially compensated by exceeding target for home/EU students but did not make up the shortfall in total PGT recruitment. Home EU PGT recruitment numbered 612 vs target of 550 and Overseas PGT 654 vs target of 894.	M/19/303
NOTED that contingency had been included in the 2019/20 financial plan for this eventuality and further analysis was required understand the key issues.	M/19/304

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12. **PEOPLE**

12.1 **Staff Survey**

RECEIVED a paper considering the progress made to address the issues raised through the 2018 the staff survey and to reverse the decline in staff engagement with the College (CL/19/69) M/19/305

NOTED the analysis of results highlighted areas for improvement in "what we do" and "how it happens" many of which related to the issues that led to the academic restructure and the reshaping of academic support. M/19/306

NOTED that with the restructure now completed, and some specific actions taken, the focus would move towards embedding new ways of working and ensuring leadership and engagement was well co-ordinated. Governance of the staff survey was now within the remit of the Academic Restructure Project Board and specific questions from the staff survey would be used as measure of the Board's effectiveness. M/19/307

12.2 **Implementation of the New School Structure**

12.2a NOTED the progress update on the implementation of the new Schools structure which was now live (CL/19/70) and the ongoing role of the Academic Restructure Project Board in responding to issues, mitigating against risks and in benefits realisation monitoring. M/19/308

NOTED the key risks and mitigations, the current financial position and the reduction in staffing achieved without compulsory redundancies. M/19/309

DISCUSSED that, inevitably with such a major restructure, there were some issues and agile responses were being made where a need had been identified. It was anticipated that it would take a full academic year to complete the transition and for the benefits to be realised. M/19/310

12.2b RECEIVED the report of Council oversight of the academic restructuring as requested by Academic Board in October 2019. (CL/19/71) M/19/311

NOTED that Council oversight would report at the end of the 2019/20 academic year and focus on reporting against three themes: M/19/312

- Staff training
- Staff engagement
- Service quality

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13. **ACADEMIC MATTERS**

RECEIVED a report on the progress of academic initiatives, undertaken by Academic Board and through its committees, which shape and continue to enhance the student learning experience in order to satisfy the increasing expectation of our students. (CL/19/72) M/19/313

NOTED the five objectives in the 2013/20 College strategy for the development of the education portfolio and the actions taken towards achieving the objectives. M/19/314

- Deliver a varied portfolio of lively research- informed undergraduate programmes
- Develop a mixed portfolio of academic, research led professional and vocational taught programmes for postgraduates
- Create a community of learners which is personal and supportive with outstanding teaching by all levels of academic staff
- Provide students with the opportunity to undertake work experience through internships and placements at home and abroad
- Develop an approach to learning that empowers learner and engages them fully in the learning process

NOTED areas where further work was required: M/19/315

- The implementation of the PGT strategy;
- A success strategy to reduce the BAME gap; an advisory board including external members was being set up to drive this forward
- E-learning developments. The Student Sabbatical VP Education has a working group on minimum standards for Moodle pages and we will align with these expectations.
- Teaching innovation
- Embedding new school structures and developing school education directors

DISCUSSED that the key hold ups on the development of E-learning were cultural, relating to how to use and configure IT appropriately. M/19/316

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14. **COUNCIL COMMITTEES**

RECEIVED the annual report (CL/19/73) of the Health Safety & Wellbeing Committee which NOTED: M/19/317

- The committee's remit now included student and staff wellbeing with good input from the Student Union.
- Robustness of health and Safety reporting and follow up on completion of the action was expected to improve with the appointment of the new Health and Safety Director.

NOTED that the Committee still had one vacancy and AGREED that Hazel Jessop be appointed to the Health & Safety Committee. M/19/318

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15.	<b>GOVERNANCE</b>	RECEIVED the first report (CL/19/74) of the Secretary to Council which set out a number of governance related matters for Council. Members were invited to provide feedback or email topics for inclusion in future reports.	M/19/319
		NOTED	M/19/320
		<ul style="list-style-type: none"> <li>• The joint application for University Title remained with the OfS for consideration.</li> <li>• In line with Standing order 3, Standing Orders had been updated to reflect the new School structure and associated changes to job title.</li> <li>• Legal advice had been sought on the administration of the FEF. The advice was that the College, rather than individual members of Council, was the corporate Trustee of FEF. Steps would be taken to effect this change following the effectiveness review.</li> <li>• An update on progress of the Council Effectiveness review being conducted by AdvanceHE. Council members were thanked for their participation in the ongoing review.</li> <li>• Congratulations to John Gregory and Denise Keable who were re-elected as non-academic members of Council following an election process. Thanks were extended to both for their contribution to College Council.</li> <li>• In February 2019 the Committee of University Chairs (CUC) launched a call for evidence to support its review of its Higher Education Code of Governance. The call for evidence closed in March 2019. Publication date tbc.</li> </ul>	

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**ITEMS FOR REPORT AND FORMAL APPROVAL**

16.*	<b>Reportable Events</b>	None.	M/19/321
17.*	<b>Report of Decisions Taken by the Chair of the Governing body</b>	None	M/19/322
18.*	<b>Report Of Decisions Taken by Circulation</b>	None	M/19/323
19.*	<b>Council Executive Terms of Reference</b>	RECEIVED the Council Executive Terms of Reference (CL/19/75) and NOTED the change to the membership.	M/19/324
20.*	<b>Museums Accreditation</b>	RECEIVED a paper (CL/19/76) on the process for achieving accreditation and the governance structure and NOTED the process for achieving accreditation and the governance structure.	M/19/325
21.*	<b>Register Of Interests</b>	RECEIVED the Register of Council members' interests for 2019/20 (CL/19/77)	M/19/326
22.*	<b>Honorary Degrees</b>	NOTED the honorary degrees awarded at summer graduation ceremonies to: <ul style="list-style-type: none"> <li>• Professor Dame Jane Elizabeth Francis</li> <li>• Mr Narayana Murthy</li> </ul>	M/19/327



- 23.\* **JNCC Meetings** M/19/328  
 RECEIVED the minutes (CL/19/78) of GMB & UNITE Joint Negotiation and Consultation Committee and UCU Joint Negotiation and Consultation Committee 7 February 2019.
- 24.\* **RECEIVED the following Minutes (CL/19/79)** M/19/329  
 Audit & Compliance Committee 4 February 2019  
 Health, Safety and Well Being Assurance Committee 11 June 2019  
 Academic Quality Assurance Committee 19 June 2019  
 Council Executive 20 June 2019  
 Audit & Compliance Committee 28 June 2019  
 Audit & Compliance Committee 16 September 2019 (Minutes not yet available)  
 Academic Quality Assurance Committee 17 September 2019 (Minutes not yet available)  
 Council Executive 19 September 2019 (Minutes not yet available)  
 Remuneration Committee 19 September 2019 (Minutes not yet available)  
 Health, Safety and Well Being Assurance Committee 26 September 2019 (Minutes not yet available)  
 Finance Committee 26 September 2019 (Minutes not yet available)  
 Capital Projects Assurance Committee 1 October 2019 (Minutes not yet available)
- 25.\* **NOTED the following Committees have not met since the last Meeting of Council** M/19/330  
 Equality & Diversity Committee (Next meeting 16 October 2019)
- 26.\* **Sealing Of Documents** M/19/331  
 Honorary Degree Certificates for presentation 18/19 July 2019  
 Narayana Murthy (x2)  
 Professor Dame Jane Francis DCMA (x2)  
 16 August 2019: Contract documents for Royal Holloway Reconfiguration to create school offices between Neilcott Construction Ltd and RHUL (x2)  
 16 August 2019: Deed of Warranty relating to McCrea Building: Strip out, alterations and re-fit of lower ground, ground and first floors including M&E services. Between RHUL and AD Mechanical Services Ltd (x2)

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## Other Matters

- 27.\* **Other Business** M/19/332  
 None
- 28.\* **Dates of next Council meetings** M/19/333  
 Friday 22 November 2019 at Cumberland Lodge (Strategy Day meetings 21/22 November) Council and FEF Trustees AGM Meeting  
 Thursday 20 February 2020 5.15pm TBC  
 Thursday 07 May 2020 5.15pm TBC Council and FEF Trustees Meeting  
 Thursday 02 July 2020 5.15pm TBC



Dame Margaret Hodge DBE  
Chair of Council

Date 22 November 2019

## Actions

Substantive Actions			To be addressed
M/19/266	<p>Matters arising</p> <ul style="list-style-type: none"> <li>To provide a report regarding the international strategy to a forthcoming meeting</li> <li>The report of the external consultant on the Gender Pay Gap to come to Council on completion (expected November)</li> </ul>	KB DA	Tbc November 2019
M/19/278	The Project Governance Framework should include an explicit step, of additional approval to proceed to tender, for projects as determined by Council.	PJL	Immediate
Business Management Actions			
M/19/279 /287 /293 /296	<p>For discussion at the Council strategy meeting:</p> <ul style="list-style-type: none"> <li>The capital programme on the second morning</li> <li>Knowledge exchange</li> <li>Knowledge transfer</li> <li>Enterprise activities</li> <li>Environmental strategy</li> </ul>	PJL	November 2019
M/19/314	Council oversight of the outcome of the academic restructure would report at the end of the 2019/20 academic year.	PM	July 2020
M/19/318	Hazel Jessop be appointed to the Health & Safety Committee.	PM	Immediate

Action from current meeting

