Minutes of the meeting held on Wednesday 5 October at 4.15pm in the Windsor Building rooms 1-02/1-03

Present:  
Mr Stephen Cox (Chair)  
Ms Emilie Ancelin  
Professor Sarah Ansari  
Ms Natasha Barrett  
Mr Gurpreet Dehal  
Ms Ann Ewing  
Professor David Gilbert  
Mrs Christine Goodyear  
Mr John Gregory  
Mr Majid Hawa  
Mrs Margaret Jack  
Ms Denise Keable  
Ms Sarah King  
Professor Paul Layzell  
Mr Jeremy McIlroy  
Mr Mark Newlands  
Mr Gerry O'Hagan  
Mr Nick Perryman  
Dr Nicole Rickett  
Professor Liz Schafer  
Mrs Chris Shoukry  
Mr David Spence  
Mr David Williams  
Ms Colette Wilson

Apologies:  
Mr Iain Ross

In attendance:  
Mr Stephen Avery  
Professor Rosemary Deem  
Ms Marie Ennis  
Professor Paul Hogg  
Professor Rob Kemp  
Professor Katie Normington  
Mrs Julia Roberts  
Anna Sendall  
Chief Financial Officer  
Vice Principal (Education) and Dean of Doctoral School  
Director of Communications and External Relations  
Vice Principal and Dean of Science  
Deputy Principal  
Vice Principal and Dean of Arts and Social Science  
Director of Strategic Development  
Academic Registrar

With:  
Dr David Ashton  
Mr Simon Higman  
Mrs Pauline Martin  
Ms Christine Cartwright  
Chief Operating Officer and Secretary to Council (Designate)  
Registrar and Secretary (Outgoing)  
Executive Officer for Council, Minutes  
Secondary Minutes

Observer  
Ms Jane Gawthrope  
Mr Doug German  
UCU  
Executive Policy Assistant

FORMAL BUSINESS

1. The following new members were welcomed to their first meeting:  
   - Mr David Williams who as a member of the "pool" was a co-opted member of the Finance Committee since January 2015 and appointed to Council with effect from 1 August 2016. The first term of office would end on 31 July 2021.  
   - Mr John Gregory and Dr Nicole Rickett appointed to Council by Council Executive Committee following a call for nominations of non-academic staff members which returned two nominations for two vacancies. The first term of office would end on 30 September 2019.  
   - Emilie Ancelin Student elected by the Student body for the academic year 2016/17

NOTED that Council had agreed that David Gilbert could continue on Council in order to allow time to call for nominations and conduct an election for an academic staff member of Council at the start of term. Council Executive agreed the election process and a call for nominations was
communicated to the relevant staff by email and the staff intranet. The nomination period closed on Friday 30 September with one nomination received for Professor David Gilbert.

AGREED that the procedure was carried out correctly and that Professor Gilbert be appointed as an academic staff member appointed by the academic staff with a term of office ending 30 September 2019.

NOTED that the membership of Council and Committees was included in the Corporate Governance Statement Item 12.1

2. MINUTES
AGREED the minutes of the meeting held on 31 August 2016 (M16/193-M16/226)

3. MATTERS ARISING FROM THE MINUTES
NOTED that Council Executive Committee had reviewed the exemptions in the Conflict of Interest Policy as required by Council (M16/177).

NOTED that the policy now covered the whole of the College community and included clarification of certain exemptions for members of the academic staff.

AGREED that staff members of Council should declare all of their interests fully so that Council was aware of all members’ interests when conducting its business.

4. REGISTER OF INTEREST
None

5. UNSTARRING OF ITEMS
None

PART A: MAJOR ITEMS OF BUSINESS

6. THE VICE CHAIR OF COUNCIL
RECEIVED a paper considering the selection of the next Vice Chair of Council (CL/16/61) Ann Ewing and Nick Perryman left the meeting.

NOTED that Iain Ross the Vice Chair of Council would step down at the end of his term of office on 31 July 2017 and that the Chair would reach the end of his term of office in November 2018. It was important to identify a new Vice Chair early in order to allow them to lead in the appointment of the next Chair of Council.

NOTED that consultation with Council members indicated that there were a number of credible candidates but support had coalesced around two particular candidates, who had different but complementary strengths, and both expressed real interest in the job.

DISCUSSED that Council had previously considered a move towards a structure of a Chair supported by two Vice Chairs and took legal advice which concluded that the 1985 Act precluded this change. The work currently underway on the Private Bill incorporated changes that would allow Council to continually determine the senior officer structure appropriate to its circumstances at the time. It was anticipated that the Act would be passed before the end of term of office of the current Vice Chair of Council.

DISCUSSED the increasing workload of senior officers of Council and that there would be a need for clarity between the two roles. The roles would be defined according to each candidate’s skills.
AGREED with one vote against and no abstentions that both candidates be asked to serve as Vice Chair from August 2017 with Ann Ewing named as Vice Chair designate to lead on the search for the new Chair of Council.

7. THE RHNC ACT
RECEIVED the revised draft Private Bill following the August meeting of Council and an update on the consultation work (CL/16/62) that would be carried out.

NOTED that since the last meeting information from the Department of Education indicated that they did not wish to see the removal of Privy Council from the approval process for statutes prior to the establishment of the Office for Students. The role of Privy Council had been reinstated in the draft Bill with the caveat that Privy Council’s approval would no longer be required once the appropriate clause of the Higher Education Bill became law.

NOTED the updates to clarify the definition of a special resolution and the super-majority vote and that the internal approval mechanism would require only one special resolution of Council.

NOTED that any change in statutes would involve consultation with a wide range of stakeholders. A proposal was made that Clause 7.2 state that Academic Board should be consulted regarding any change that Council wished to make to the statutes as Academic Board was a fundamental part of the College governance structure.

AGREED the proposed amendments to clarify the special resolution and, with one vote against and no abstentions, the proposed change to Clause 7.2 that Council should consult Academic Board regarding any changes to Statutes. The final draft Bill would be sent to stakeholders and following completion of the consultation process the final version would be sent to Council by circulation for members’ comment.

8. PRINCIPAL’S REPORT
8.1 RECEIVED a report from the Principal (CL/16/63) noting factors affecting the implementation of the College strategic plan and changes in the higher education environment.

NOTED that following the EU referendum result there was no apparent dip in EU student intake for students entering this summer. There was concern for September 2017 admissions when the fee rate for EU students may no longer be linked to the UK fee rate and students may no longer have access to student loan company finance.

NOTED that the Higher Education Bill was progressing through Parliament and would create the basis for the creation of the Office for Students and that the Teaching Excellence Framework (TEF) was being implemented. The College achieved a clean audit by the Quality Assurance Agency, as required by Year 1 TEF, and consequently has indicated an increase in fees to £9,250 for Home/EU undergraduate students entering in summer 2017.

NOTED that the College is engaged with two University Technical Colleges (UTC’s) and that this would meet the current sponsorship requirements. Confirmation had been sought about how the current arrangements would meet the emerging government reforms for sponsorship of state schools or setting up of free schools in order to charge higher fees.

NOTED publication of the National Student Survey results for 2016 which showed a continued strong position within London but a less favourable position UK-wide.

NOTED that the October count of student numbers indicated that the targets for Home and EU students (HEU) on undergraduates (UG) and postgraduate taught (PGT) programmes would be exceeded. The HEU UG intake would comfortably exceed that from last year and would maintain the annual increase experienced since 2012 and anticipated in the student growth
plan. Headline numbers of international students accepted onto UG and PGT programmes were close to target but final intake might be lower due to the difficulties in obtaining visas.

DISCUSSED the distribution of UG admissions across departments and the actual tariffs achieved which would feed into the league tables. NOTED that further work would need to be carried out to assimilate all the tariff information and could not be reported until Easter. Also NOTED that UCAS would soon publish actual admission grades to courses and that institutions would be required to provide the information in order to respond to the "marketization" of Higher Education. Historic data of student tariffs by course was already available through UNISTATS.

REQUIRED that Council receive the 2016 data of number of students admitted by course and the associated tariff levels.

NOTED congratulations to Professor David Howard the founding Head of Electronic Engineering on his election to fellow of the Royal Academy of Engineering.

NOTED Council's role of accountability for the College's fundraising activities exercised through the approval of the College policy for Acceptance of Gifts (approved July 2015) and HMRC audit and internal audit (December 2010).

8.2 LEAGUE TABLES
RECEIVED an update on league tables and external measures of performance (CL/16/64) and NOTED the background to the publication of the league tables and the introduction of the TEF. The TEF would provide a new framework to measure performance and summary judgements for all institutions initially at institution level but, in future year, would be based on individual subjects.

NOTED that the league table working group had identified the essential metrics that influenced some or all of the league tables and, within those, four key metrics that would be included in the TEF: Graduate Prospects (DELHE Score), NSS teaching, Assessment and feedback and Completion (Retention). The working group also considered the influence of individual subject scores, particularly with regard to large departments, on the overall performance of the institution and areas where improvements could be made.

REQUIRED to consider the areas for improvement and steps that should be taken to improve department performance in addition to establishing clearly defined ownership and responsibility for improvement of the key metrics.

9. COLLEGE STRATEGY
9.1 RECEIVED a presentation from Marie Ennis, Director, Communications and External, on the Department's activities.

9.2 NOTED the outcomes of the Strategy Workshop that provided interesting and different views as well as a degree of commonality and a clear message for the development of the strategy that would be presented at the Strategy day meeting.

9.3 RECEIVED proposed priorities for the 2016 Council planning letter (CL/16/65) and NOTED that Quality should be included in the priorities

10. ACADEMIC ASSURANCE
10.1 RECEIVED the annual report of the Academic Board for 2015/16 which explained how Academic Board carried out its duties in respect of the new quality assurance responsibilities of governing bodies. (CL/16/66)
10.2 RECEIVED a paper providing the new HEFCE statements of assurance and the details of the proposed processes for supporting Council with its new responsibilities for quality assessment. (CL/16/67)

NOTED that the last Institutional Audit carried out in 2011 by the Quality Assurance Agency and received a very good report. The new procedures require Council to provide assurance in response to three statements as part of the College’s Annual Accountability Statement that:

- It has received and discussed a report and accompanying action plan relating to the continuous improvement of the student academic experience and student outcomes. This includes evidence from the College’s periodic review processes, which fully involve students and include embedded external peer or professional review.

- The methodologies used as a basis to improve the student academic experience and student outcomes are, to the best of Council’s knowledge, robust and appropriate.

- The standards of awards for which the College is responsible have been appropriately set and maintained.

NOTED the Membership of the Working Group and that the SU President be invited to join to ensure student involvement.

AGREED that the Academic Assurance Working group would receive the proposed report about the College quality assurance and enhancement processes including an action plan. The working group would conduct its scrutiny on the report, and any other evidence it required, in order to be able provide assurance to Council, at the November meeting, of compliance with the HEFCE statements. At a future meeting the group would consider terms of reference for a new Quality Assessment Committee reporting to Council to oversee the future process.

11. THE ESTATES PROGRAMME

NOTED the update on major projects (CL/16/68)

12. GOVERNANCE

12.1 APPROVED the Corporate Governance Statement 2016/17 (CL/16/69) including members’ attendance at Council. The statement for 2017/18 would include attendance at committee meetings.

12.2 APPROVED the Council terms of reference (CL/16/70)

12.3 NOTED that the theme for the Council Strategy day would be Generation Z: Challenges, Opportunities and Responses (CL/16/71)

PART B: ITEMS FOR REPORT AND FORMAL APPROVAL

13. ANNOUNCEMENTS

NOTED that this was the last Council meeting prior to the retirement of the College Secretary. The Chair of Council extended his thanks to Simon Higman for his work and support of Council during his tenure and wished him a long and happy retirement.

14. REPORT OF DECISIONS TAKEN BY THE CHAIRMAN

None

15. REPORT OF DECISIONS TAKEN BY CIRCULATION

None
16. **GOVERNANCE**

16.1 NOTED a report of compliance with the CUC Code of Governance (CL/16/72) 16/276

16.2 NOTED the completion of the Council committee effectiveness review (CL/16/73) 16/277

17. **RECEIVED THE FOLLOWING MINUTES** (CL/16/74)

Council Executive 21 September 2016 16/278

18. **NOTED THE FOLLOWING COMMITTEES HAVE NOT MET SINCE THE LAST MEETING OF COUNCIL**

Equality & Diversity Committee next meeting 3 October 2016

Health & Safety Committee next meeting 11 October 2016

Remuneration Committee next meeting 26 October 2016

Finance Committee next meeting 27 October 2016

Audit & Compliance Committee next meeting 7 November 2016

Capital Projects Assurance Committee next meeting 9 November 2016 16/279

19. **SEALING OF DOCUMENTS**

8 September 2016: Deed of guarantee between the College and JEOL Ltd regarding supply of electron-beam-lithography.

14 September 2016: Contract for the provision of facilities and estate management at Rusham Park. GVA Grimley Ltd and RHBNC. 16/280

20. **OTHER BUSINESS**

NOTED the receipt of a draft internal audit report Cyber Security 2015/16 and a potential impact on the Annual Report of Internal Controls that would be presented to Council at the November meeting. 16/281

21. **RESERVED AREA OF BUSINESS**

None 16/282

22. **DATE OF THE NEXT MEETING**

Thursday 24 November 2016 on the second day of the Council Strategy meeting at Cumberland Lodge, Windsor Great Park. 16/283