Minutes of the meeting of Council held on Wednesday 4 October 2017 at 5.00pm in the Windsor Building, Rooms 1-02/1-03

Present: Mr Stephen Cox (Chair) Ms Denise Keable
         Ms Emilie Ancelin Professor Paul Layzell
         Professor Sarah Ansari Mr Gerry O'Hagan
         Ms Natasha Barrett Mr Nick Perryman
         Mr Gurpreet Dehal Dr Nicole Rickett
         Ms Ann Ewing Professor Liz Schafer
         Dr Bob Fitzgerald Mr David Spence
         Mr John Gregory Mr David Williams
         Mr Majid Hawa Ms Colette Wilson
         Mrs Margaret Jack

Apologies: Mrs Christine Goodyear Mr Jeremy McIlroy
           Ms Tina Harris Mr Mark Newlands
           Ms Sarah King Mrs Chris Shoukry

In attendance: Mr Stephen Avery Chief Financial Officer
                Ms Marle Ennis Director of Communications and External Relations
                Professor Rob Kemp Deputy Principal
                Professor James Knowles Dean of the Faculty of Drama and Social Science
                Professor Katie Normington Senior Vice Principal

With: Dr David Ashton Chief Operating Officer and Secretary to Council
      Ms Anna Sendall Director of Governance & Legal Services and Deputy Secretary
      Mrs Pauline Martin Executive Officer for Council, Minutes
      Mr Doug German Executive Policy Assistant, Secondary Minutes

FORMAL BUSINESS

1. TERMS OF REFERENCE
   NOTED the terms of reference of Council (CL/17/53).

2. MEMBERSHIP OF COUNCIL
   RECEIVED the membership of Council and committees for 2017/18 at 1 October 2017
      (CL/17/54).

   NOTED that Mr Majid Hawa had decided to retire from Council due to personal commitments
   and this was his last meeting. Majid joined Council in 2012 but was involved with the College
   since the late 1980's as a local resident. He was thanked for his support of College and Council.
   Mr Mark Newlands had stepped down from Council with immediate effect.

   NOTED that there were two vacancies on Council and three committee vacancies. Mrs
   Margaret Jack had agreed, to join the Equality and Diversity committee. At its next meeting
   Council Executive would consider the vacancy on the Audit & Compliance and Health and Safety
   committees.

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3. MINUTES
AGREED and SIGNED the minutes of the meeting held on 5 July 2017 (M17/120-M17/180).

4. MATTERS ARISING FROM THE MINUTES
None.

5. REGISTER OF INTEREST
NOTED the 2017/18 register of interests (CL/17/64). Members were invited to indicate if they had a conflict of interest, not previously declared, with an item on the agenda.

6. UNSTARING OF ITEMS
None.

PART A: MAJOR ITEMS OF BUSINESS

7. RECRUITMENT OF THE CHAIR OF COUNCIL
NOTED the oral update from the Vice Chair of Council on progress with the recruitment of the next Chair of Council. Working with the Executive Search firm, Perrett Laver, a brochure had been finalised and the recruitment advert was live to the end of October. Perrett Laver had drawn together a list of 300 potential names. The list currently included a wide range of senior people including current and former CEO's, diplomats and ambassadors. The list also included some names of individuals with political involvement although it had been made clear that this required more than party political experience, for example a Lords career. It was confirmed that the list reflected diversity in all its dimensions.

NOTED that the longlisting meeting was scheduled for Tuesday 17 October and Council members were welcome to propose suitable names.

8. COLLEGE STRATEGY
8.1 DISCUSSED the draft mid-term strategy report (CL/17/55) which listed the key strategic initiatives and projects that would support the implementation of the College Strategy and be delivered over the next two years. The report would be considered at the Council’s Strategy day. Suggested that the list should be focussed at the strategic level and be shortened to circa six items with more detailed explanation be placed on the website.

Further comments were invited.

8.2 RECEIVED a paper addressing the shape of the Council strategy day which would aim to provide Council with a better understanding of the College and to develop a way forward and strategy for the College.

9. PRINCIPAL’S REPORT
9.1 RECEIVED the report from the Principal (CL/17/56).

NOTED the uncertainty in the financial landscape resulting from the debate about the future of student finances. Various scenarios were being explored bearing in mind that the College must remain financially sustainable and continue to invest in the future.
 RECEIVED a report of student numbers at 2 October:

- Overall undergraduate numbers were expected to be on target for Home/EU and Overseas students.
- The introduction of postgraduate loans for 2016/17 increased Postgraduate Taught admissions last year and the target was raised for 2017/18 by 150. This target was now considered to have been overambitious with Home/EU Postgraduate Taught recruitment down by 70/80 (compared to target) but still increased numbers year on year.
- Overseas Postgraduate Taught acceptances (not affected by loans) were good but admissions would be below target due to the expected levels of no shows. This was not a unique situation but the reasons for not achieving target would be investigated.

REQUIRED a full report of student numbers to be presented to Council at the November Strategy day meeting.

CONSIDERED that the increased number of students entering through clearing required a different approach to recruitment and clearing. The Director of Marketing and Communications explained the advertising campaign undertaken this year around clearing and the response to the changing cycle.

Decisions on acceptable grades were made at department level during clearing, striking a fine balance between quality and quantity; NOTED that the offer of a Foundation programme was being considered for students who did not achieve the right grades but who were keen to join the College.

NOTED that the performance of students admitted through clearing was closely monitored and that there was ongoing discussion with departments about support for students admitted with lower grades.

NOTED the appointment of Anne Mullen formerly of St Andrew’s University, as interim Director of Student Recruitment and with a brief to accelerate the development of a revised international strategy. NOTED preparations for student recruitment 2018, including open days and the targeted digital brand campaign to support application making that went live on 2 October 2017.

NOTED this year’s National Student Survey (NSS), of third-year undergraduate students saw an overall satisfaction score of 88% (last year 89%) and placed Royal Holloway 25 (last year 35) out of 145 institutions rated in the NSS.

NOTED the report of the newspaper league table results:

- The Times Higher Education World University Rankings 2018, College was ranked 197th in the world, down from 173rd last year.
- The Times/ Sunday Times university guide saw the College rise to 28th in the UK, up from 34th in 2016.

NOTED that with the opening of the George Eliot Halls. There was a higher than usual level of voids (unfilled rooms) in halls and the opportunity had been taken to close two residential blocks, one pending consideration of future use and the second because of proximity to construction work.
DISCUSSED the number of voids and that marketing to returning to students was not started early enough to fill all of the rooms. This would be addressed for next year and every effort would be made to maximise usage this year. The financial impact would be monitored.

REQUIRED a full report of the student accommodation voids to the November meeting.

NOTED that there would be discussion at the Strategy day about College IT systems and the development of an investment plan.

DISCUSSED the induction procedures for senior staff joining the College which included an induction programme over several days and strategic senior leadership programmes. Induction aimed to achieve an appropriate balance between how College operated and introducing innovation.

DISCUSSED that the level of research income was variable year on year and the Research committee was focusing on how to increase success rates which, it was felt, relied largely on a high submission rate. Work is being undertaken to provide incentives to speed up applications, and to interrogate reasons for success and failure. It was noted that research funding applications were frequently unsuccessful and that this was the norm.

9.2 RECEIVED an update on estates projects (CL/17/57)

NOTED that the Emily Wilding Davison Building opened on time and to budget with some work to be done on signage and instruction on the safe operation of some equipment.

NOTED progress with the Science Building and repurposing of the Bedford Library and McRae building which would be reviewed by the Capital Projects Assurance Committee.

NOTED the repurposing of the Founder's library ground floor west as space for the Marketing and Communications Directorate and consideration of the feasibility for a board room suite in the area on the eastern ground floor which would include a large meeting room for Council and seminar rooms. The opportunity was also being taken to restore and refurbish the first floor for their continued use as reading rooms.

10. FINANCIAL STRATEGY INCLUDING STUDENT RESIDENCES

RECEIVED an update on the Financial Strategy and a progress report on the student residences transaction (CL/17/58) and NOTED the Council approval received at the last meeting on 5 July 2017 (M17/152 – M17/155).

NOTED that the proposed transaction referred only to the 621 George Eliot halls. An Executive Project Board had been established and work was in progress to identify a preferred provisional operating model prior to going out to tender. The current consensus was:

• Student administration, pastoral and welfare issues, and security would remain with the College;
• Building maintenance, fixtures and fittings, cleaning and housekeeping would be the responsibility of the Partner; and
• Utilities, waste etc. to be decided during the procurement process.

NOTED that the current consensus for the operating model was for student facing areas of operation to remain very much under control of the College and the position of staff currently employed would be properly considered.
NOTED the governance process and key activities identified in the indicative project timetable. The Finance Committee would be responsible for oversight and a recommendation of the preferred bidder was anticipated from the Finance Committee to Council at its meeting on 4 July 2018.

CONSIDERED the higher level of voids in halls of residence reported in the Principals Update (CL/17/56 para 24) and whether the level of voids might influence a potential partner. It was considered that the high level of vacancies would not be repeated and that a market analysis report would be commissioned to look at supply, volume and price and this was expected to demonstrate a strong and ongoing student demand.

NOTED that visits to residences operated by other providers had shown that it was often difficult to tell whether a residence was operated by the institution or an outside provider. The market for the type of operating scheme anticipated was considered to be mature and the operators to be interested in the long term sustainability of the operation. QMPF who were advising College on the transaction were experienced in the sector.

NOTED that protecting the student experience and ensuring the long term good management of the operation were crucial. The timetable for completing the transaction was indicative and would not necessarily be required to be completed at the beginning of an academic year.

NOTED the actions being taken by the Executive to form the residences operating model and prepare to go to tender to procure a residences partner.

APPROVED the proposed governance arrangements around the residences transaction, in particular the role of Finance Committee in making recommendations to Council at key decision points.

NOTED the work in progress to tender for a banking facility as already approved by Council and that in the light of current uncertainty about further changes to the teaching funding regime it had been decided to put to on hold the proposal for setting up a revolving credit facility.

11. THE CHARITY SCHEME AND UNIVERSITY TITLE
RECEIVED an oral update on progress with the Charity Scheme and University title and NOTED that HEFCE and the University of London had approved the Scheme but the Charity Commission, having contacted the Cabinet Office, advised our Lawyers, Eversheds, at the end of September that legislation not directly related to the preparation for departure from the EU would be delayed.

NOTED that the Charity Commission raised an issue that some parts of our Scheme were not aligned with the University of London Bill progressing through Parliament. Delays in progressing the College Scheme put at risk our application for University proceeding with the other Colleges of the University of London under the batch process approved by HEFCE which is expected to be complete by March 2018 when HEFCE ceases to exist. Failure to complete the application for University title under HEFCE would leave the College proceeding with an application in isolation and following an as yet unknown and untested process.

NOTED that College was consulting closely with Eversheds to make a robust counter proposal.
12. **ACADEMIC MATTERS**  
12.1 NOTED the Academic Board annual report for 2016/17 (CL/17/59) and NOTED the very wide remit of the Board with much of its work being carried out through its committees. M17/227

12.2 RECEIVED, following the separate briefing to Council members prior to the meeting, the interim report from the Council Academic Quality Assurance Committee on the review process and enhancement plan (CL/17/60).  
NOTED that the final report and enhancement plan would be presented to Council at the November meeting. M17/229

12.3 NOTED a proposal to create a School of Computer Science, Information Security and Mathematics (CL/17/61) referred to Academic Board for consideration. M17/230

**PART B: ITEMS FOR REPORT AND FORMAL APPROVAL**

13.* **ANNOUNCEMENTS**  
None M17/231

14.* **REPORT OF DECISIONS TAKEN BY THE CHAIRMAN**  
None M17/232

15.* **REPORT OF DECISIONS TAKEN BY CIRCULATION**  
None M17/233

16.* **STRODE'S FOUNDATION**  
AGREED a request from the Chair of Strode's Foundation to reappoint a nominated trustee with a term of office of four years (CL/17/67). M17/234

17.* **HEALTH & SAFETY COMMITTEE**  
NOTED the annual report of the Health & Safety Committee (CL/17/62). M17/235

18.* **UNIVERSITY TITLE APPLICATION**  
NOTED the signed application letter signed following the approval of Council at the July meeting (CL/17/63). M17/236

19.* **REGISTER OF INTERESTS**  
NOTED the register of Council members' interests for 2017/18 (CL/17/64), M17/237

20.* **HILDA MARTINDALE TRUST**  
NOTED the minutes of the Trust AGM (CL/17/65) and APPROVED the reappointment of trustee Professor Mary Fowler to a second term of office from 1 January 2018 to 31 December 2023. M17/238
21.* RECEIVED MINUTES OF COUNCIL COMMITTEES (CL/17/66) M17/239
Remuneration Committee 24 April 2017
Council Executive 21 June 2017
Council Academic Quality Assurance Committee 21 June 2017
Audit & Compliance Committee 17 July 2017
Equality & Diversity Committee 18 July 2017
Council Academic Quality Assurance Committee 15 September 2017 (minutes not yet available)
Council Executive Committee 20 September 2017 (minutes not yet available)

22.* TO NOTE THE FOLLOWING COMMITTEES HAVE NOT MET SINCE THE LAST MEETING OF COUNCIL M17/240
Health & Safety Committee next meeting 2 October 2017
Equality & Diversity Committee next meeting 19 October 2017
Remuneration Committee next meeting 25 October 2017
Capital Projects Assurance Committee next meeting 26 October 2017
Finance Committee next meeting 26 October 2017

23.* SEALING OF DOCUMENTS M17/241
5 July 2017: Honorary Degree certificates or presentation 12 July 2017
24 July 2017: Land registry: Transfer of whole of registered title
24 July 2017: Lease between Royal Holloway and Santander for business premises
24 July 2017: Licence to carry out works relating to Santander branch at LSSC
29 August 2017: Agreement in respect of a barrier across Chestnut Drive between RHBNC and the residents
29 August 2017: Minor works contract for refurbishment of Computer Centre labs 1 and 2
12 September 2017: Agreement in respect of a barrier across Chestnut Drive between RHBNC and the residents

24. OTHER BUSINESS M17/242
None

25. DATE OF THE NEXT MEETING M17/243
The Council Strategy day, Wednesday 22 November 2017, and Council Meeting Thursday 23 November 2017 at Cumberland Lodge, including Founder’s Endowment Fund AGM.