## Actions

<table>
<thead>
<tr>
<th>Action</th>
<th>Minute ref.</th>
<th>Responsible</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Inclusion KPIs: Students, Education and Research Committee to receive a report on the interventions and actions to address the inclusion, Black and White gaps.</td>
<td>21/286</td>
<td>JK</td>
<td>Te SER</td>
</tr>
<tr>
<td>Risk Appetite: Council to consider and agree a shared understanding of the risk appetite at a future meeting.</td>
<td>21/292</td>
<td>MW</td>
<td>July 2022</td>
</tr>
<tr>
<td>SU to return to a later meeting to give an update on digital learning</td>
<td>21/243</td>
<td>SU</td>
<td>May 2022</td>
</tr>
<tr>
<td>Racism and harassment: to provide further updates on the progress with the development of an inclusive College culture with zero tolerance of racism.</td>
<td>21/85</td>
<td>JH-E</td>
<td>May 2022</td>
</tr>
<tr>
<td>Audit Risk and Compliance Committee: Audit Committee to provide a report to Council addressing the risks around technology and cyber security.</td>
<td>21/39</td>
<td>BV</td>
<td>May 2022</td>
</tr>
</tbody>
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Action from current meeting
Action completed since last meeting
Council
18 November 2021
11.00-12.30 at Cumberland Lodge

M21/257-M21/320

Minutes

Present:  Dame Margaret Hodge (Chair)  Ms Sarah King
          Dr Donna Brown          Professor Paul Layzell
          Mr Simon Davis          Mr Gerry O’Hagan
          Ms Ann Ewing (Vice Chair)  Mr Nick Perryman (Vice Chair)
          Professor Michael Farthing  Mr David Walker
          Mrs Christine Goodyear    Ms Hennriette Warwick
          Mr John Gregory          Mr David Williams
          Ms Maia Jarvis           Mr Ian Wilson

Apologies:  Professor Bob Fitzgerald  Mr Balram Veliath
            Mrs Chris Shoukry      Mr Peter Saraga (Co-opted)

Secretary:  Dr David Ashton        Deputy Principal (Operations) and Secretary to Council

In attendance:  Professor Ken Badcock  Deputy Principal (Academic) and Senior Vice Principal (Academic Strategy & Research)
                 Professor Tracy Bhamra  Senior Vice Principal (Student and Staff Experience)
                 Professor James Knowles  Senior Vice Principal (Education)
                 Mrs Mary White        Chief Financial Officer

Observers:  Mr Martin Albrecht  UCU Observer

Clerk:  Mrs Hazel Jessop  Deputy Secretary to Council (Secondary minutes)
         Mrs Pauline Martin  Executive Officer for Council, Minutes

1. **WELCOME AND APOLOGIES**

   NOTED apologies received from Professor Bob Fitzgerald, Mr Peter Saraga, Mrs Chris Shoukry and Mr Balram Veliath. Mr Simon Davis, elected professional services, staff member of Council was welcomed to his first meeting.

2. **DECLARATION OF INTERESTS**

   There were no declarations of interest for agenda items.

3. **MINUTES OF THE PREVIOUS MEETING**
APPROVED the actions and minutes of the meeting held on 7 October 2021 (M21/201 – 21/256)

4. MATTERS ARISING
There were no matters arising.

5. UN-STARRING OF ITEMS
No items were unstarred.

MAJOR BUSINESS

6. PRINCIPAL’S UPDATE
NOTED the report from the Principal which addressed changes in the higher education environment, NOTING,
- The appointment of the new Secretary of State for Education and the change in approach to policy implementation
- The ongoing consultation on the Comprehensive Spending Review for Education.
- The anticipated announcement of the appointment of a new OfS Director, likely to be the head of a large Academy Trust.

NOTED the emerging change in style and approach and change in priorities, which were consistent with the College Strategic plan focus on London, employability and progression:
- Changing priorities for access and participation and the role played by universities. The expectation of high quality participation, ensuring that those who start a degree course are able to complete it, which is seen as an issue particularly for lower tariff institutions
- An emphasis on achieving a positive impact on the institution’s local community from widening access.

NOTED the College Strategic plan was consistent with the emerging priorities in research and innovation, the commitment of £22bn in science funding in the Autumn Statement which may be aligned to the levelling up agenda with a white paper expected in December.

NOTED the UCU trade dispute with 3 days of strike action and action short of a strike from 1 December 2021.

7. COLLEGE STRATEGY
7.1 RECEIVED the PWC due diligence report for the proposed merger with St George’s, University of London and the progress of the project was DISCUSSED.
AGREED to proceed at a pace that meets the needs of both parties and to continue Council’s discussion at the meeting scheduled for Tuesday 14 December 2021.

7.2 NOTED the Annual Report on Pillar 3 Implementation – Challenge-Led Research NOTING the steps to implement Pillar 3 of the three year strategic plan with the goal of achieving an uplift in research income and impact from research.
NOTED progress underway in establishing the organisation for research, reviewing HR processes relevant to research and increasing engagement with funding bodies.
NOTED that the initial step of all catalysts being operational had been achieved with good leadership and good staff engagement. Efforts had been focussed on directing and aligning support staff to the catalysts in order to capitalise on the opportunities.

NOTED that increasing bid and partnerships was aimed and a goal of winning three £1m+ grants per year consistently, compared to the two per year historically achieved.

NOTED strong early performance in turning partnerships into strategic partners and positioning for bids, exploiting opportunities from catalysts by developing networks and building capability for partnering connected with academic activities.

DISCUSSED that there was strong early activity and AGREED that a good framework was in place but there was still a need to build more momentum, with strong leadership and by sufficient resources were available.

DISCUSSED whether more resources were needed, for example from the private sector, to help build capability in the catalysts and start to deliver impact, was insufficient bid resource limiting the submission of bids?

NOTED there was a framework now in place to achieve the goal and key priorities would be fully supported for example the niche already in Quantum.

7.3 RECEIVED an oral update report of the Environmental Sustainability Strategy, NOTING, that a meeting had been held with the three members of Council and progress was being made.

NOTED that Finance Committee would receive the detailed costings before the Strategy is considered again at the February meeting of Council.

7.4 NOTED the KPI monitoring report and that the first significant update of these KPI’s would be made in December 2021. Comments on the format of the report were noted for future consideration.

DISCUSSED the inclusion KPI’s with particular reference to lack of movement in the Inclusion, Black and White gap.

NOTED that a priority project was underway already investigating Black and White gap, reasons for the lack of movement and possible interventions to address it. Reports on the actions would be made to Council via the Students, Education and Research Committee.

8. REGULATORY and COMPLIANCE

8.1 Prevent Duty

RECEIVED the annual report on compliance with the Prevent Duty, and data return, for the annual accountability statement to the Office for Students and NOTED that there were no reported cases in the previous twelve months.

NOTED that training is provided to student facing staff in the Academy and Professional Services and 100 staff had received training or refreshed training during the year.

APPROVED the annual report on compliance with the Prevent Duty and AGREED the signing of the Annual Accountability Statement for return to the OfS

8.2 Audit, Risk & Compliance Committee
RECEIVED the annual report from the committee covering the period 1 August 2020 to 31 July 2021 and including scrutiny of the Financial Statements in November 2021.

NOTED that, at its meeting on 8 November 2021, the committee discussed a letter from the external auditor regarding one outstanding audit issue. This was now resolved and with written confirmation received from the external auditor.

NOTED that the internal auditor was able to provide reasonable assurance that the College had an adequate and effective system of governance and internal control for the year ending 31 July 2021, except for in areas where Limited Assurance was provided. The internal auditor provided limited assurance that the College had an adequate and effective system of risk management.

NOTED that there were three limited assurance reports out of seven internal audit assignments and a process was in place to focus on the completion of outstanding actions on the risk management audit, which would be embedded in the annual planning process.

NOTED the co-option to the committee of a cyber-security specialist who was working with the CIO to progress actions in the Cyber Security – Office 365 internal audit report.

NOTED that tendering for the external and internal audit contracts would be held this year.

DISCUSSED the limited assurance on the risk management framework and that ARCC would continue to monitor progress on outstanding actions with a view to moving to reasonable assurance for the next annual report to Council.

NOTED the limited assurance on the internal audit report on health & safety was an area of concern and was due to resourcing and staff turnover. The risk assessment and action management plan for legionella, which became overdue in September 2021, had been satisfactorily completed and was in process of being written up.

REQUIRED for Council to consider and agree a shared understanding of the risk appetite at a future meeting.

**FINANCE**

9.1 RECEIVED the 2021/22 College budget and the changes from the interim budget. The final budget was recommended to Council for approval by the Finance Committee following its review at the meeting on 28 October 2021.

DISCUSSED the assumption of staff vacancy savings of 3% (£1.0m) for professional services and NOTED that this related to savings made through natural staff turnover throughout the year and represented a natural delay in replacement of staff. NOTED that turnover savings had been 6% and were now reduced to 3% in the budget.

NOTED that following the vacation of Rusham Park by all tenants the site no longer fitted the accounting definition of investment property and was revalued as land and buildings at 31 December 2020 on an existing use basis.

NOTED Chair’s action taken for the demolition of the Rusham Park site as agreed by Council at the July 2021 meeting (M21/171-21/172). The final cost at £3m + vat was below the £5m agreed for Chair’s action.
NOTED completion of the USS valuation and the £50m liability in the final budget will be £90-£100m in this year's accounts on the basis of the College commitment to contributing to the USS recovery plan.

APPROVED the final 2021/22 College budget.

9.2 RECEIVED the going concern assessment, key assumptions, key financial sustainability risks and mitigations. Council is required to evaluate and agree, at the time of signing the financial accounts, a statement that the College is able to continue as a going concern for at least 12 months from the date of signature of the financial statements.

NOTED that the 2020/21 College consolidated financial statements had received an unqualified audit opinion from the external auditors, BDO, and were also reviewed by the Finance Committee at its meeting on 28 October 2021 and by Audit, Risk and Compliance Committee on 8 November 2021. No significant matters had arisen subsequent to those meetings.

AGREED that the statement “there are no material uncertainties that may cast significant doubt about the College’s ability to continue as a going concern” should be included in the Representation Letter from Council to the College Auditors and signed by the Chair of Council.

9.3 RECEIVED the consolidated Financial Statements 2021/21 audited by BDO and which received unqualified audit opinion.

NOTED the financial statements were considered at meetings of Finance Committee and Audit, Risk and Compliance Committee. Both committees recommended them to Council for approval and signing, along with the letter of representation.

NOTED the financial statements of Royal Holloway Enterprise Ltd (RHE Ltd) which ceased trading on 31 July 2019.

APPROVED for signature the financial statements and letter of representation.

9.4 NOTED the current year financial report to the end of September 2021 which showed an £18.7m operating deficit compared to a £21.2m operating deficit interim budget to date.

10. HONORARY AWARDS

APPROVED a recommendation from the Strategy & Governance Committee for the award in 2022 of:
- honorary degrees of the University of London, and
- honorary fellowships of the College

NOTED that the names of the individuals proposed for an award were confidential.

STARRED ITEMS FOR REPORT AND FORMAL APPROVAL

11.* REPORTABLE EVENTS

NOTED report of the possible SGUL merger to the OfS, a reportable event under OfS condition 3(i)

12.* REPORT OF DECISIONS TAKEN BY THE CHAIR OF THE GOVERNING BODY
There were none.

13.* ASSURANCE

13.1* Students Education and Research Committee
NOTED the College Annual Quality and Standards report 2020/21 and assurance from SER that College is meeting ongoing OfS conditions of registration with regard to quality assurance of degrees awarded in 2020.

13.2* Remuneration Committee
NOTED the annual report of the committee providing assurance that the committee has discharged its responsibilities as required by the CUC Higher Education Remuneration Code.

13.3* Modern Slavery Statement
APPROVED the annual Modern Slavery Statement.

14.* ACADEMIC MATTERS

14.1* NOTED the Annual report of Academic Board.

14.2* APPROVED the Academic Structure 2021/22 and AGREED the update to be made to Council Standing Orders at November 2021.

15.* SEALING OF DOCUMENTS

29 September 2021: Licence to Underlet, Wellington Pub Co. Plc to RHBNC and Henriette Warwick and Maia Jarvis being trustees of the Student’s Union Royal Holloway, University of London.

29 September 2021: Under lease of business premises known as the Monkey’s Forehead Public House, Egham Hill, Egham, Surrey, between RHBNC and Henriette Warwick and Maia Jarvis, trustees of the Student’s Union, Royal Holloway, University of London.

OTHER MATTERS

16. OTHER BUSINESS

17. Dates of next Council meetings
Council meetings for the remainder of the academic year are being planned to be held on Campus, location tbc
- 17 February 2022, 17:00
- 5 May 2022, 17:00
- 7 July 2022, 17:00

THE EXHIBITION BOOK

NOTED the following minutes provided in the Exhibition Book as a separate document:

EB1 ACADEMIC BOARD
Final minutes of the meeting 29 June 2021

EB2 MINUTES OF COUNCIL COMMITTEE MEETINGS
Audit, Risk & Compliance Committee 6 September 2021
Finance Committee 14 September 2021
Students, Education and Research Committee 5 October 2021 (not yet available)
Strategy & Governance Committee 21 October 2021 (not yet available)
People, Staff Development, Reward and Wellbeing Committee 28 October 2021 (not yet available)
Finance Committee 28 October 2021 (not yet available)
Audit, Risk & Compliance Committee 8 November 2021 (not yet available)
The following Committees have not met since the last meeting of Council
Remuneration Committee and Principal’s Pay Committee (next meeting 28 April 2022)

Dame Margaret Hodge DBE MP
Chair of Council

Date: 17 February 2022