

M15/106 – M15/190

Minutes of the meeting held on Wednesday 1 July 2015 at 5.00pm in the MX034

Present:	Mr Stephen Cox (Chair) Mr Paul Blagbrough Mr Dave Cobb Mr Gurpreet Dehal Ms Ann Ewing Mrs Christine Goodyear Mrs Margaret Jack Ms Sarah King Professor Paul Layzell	Mr Jeremy McIlroy Ms Sarah Moffat Mr Gerry O'Hagan Ms Emma Peagam Mr Nick Perryman Mr Iain Ross Professor Liz Schafer Professor Anne Sheppard Mr David Spence Ms Colette Wilson
Apologies:	Mr John Brannan Ms Gillian Craig Professor David Gilbert	Mr Majid Hawa Mrs Chris Shoukry Mr Mark Newlands
In attendance:	Mr Mike Berry Ms Marie Ennis Professor Paul Hogg Mr Mike Johnson Professor Rob Kemp Ms Cheryl Newsome Professor Bob O'Keefe Mrs Julia Roberts Mr Graeme Robinson Ms Liz Wilkinson Mr Simon Higman Mrs Pauline Martin Mrs Hilary Baker	Director of Estates Director Communications and External Relations Dean of Research & Enterprise/Science Director of Student Experience Deputy Principal (Planning, Resources and Partnerships) Director of Human Resources Dean of External Engagement/Management & Economics Director of Strategic Development Director of Finance Director of Careers and Employability Registrar and Secretary Governance Support Officer Secondary Minutes
Observers:	Professor Sarah Ansari Ms Nayab Cheema Dr Alan Bradshaw	Academic staff member of Council Elect Students' Union President 2015/16 UCU

FORMAL BUSINESS

1. MEMBERSHIP

NOTED the membership of Council (CL/15/33) and members, for whom this was the last meeting were thanked for their contribution to Council:

M15/106

- Professor Anne Sheppard with the end of the second term of office on 30 September 2014.
- Emma Peagam, who would complete her term of office as President of the Students' Union at the end of July 2014.
- Gillian Craig, who would complete her term of office as elected representative of the student body at the end of July 2014, apologies were received.

Graeme Robinson, Finance Director was also attending his last meeting and was thanked for his work for Council. Council members were invited to tea in the Picture Gallery at 4pm on Monday 7 September 2015.

NOTED that the following would be appointed from 1 October 2015:

M15/107

- Professor Sarah Ansari as the sole nomination by the Academic teaching staff was duly appointed by Council. Sarah's term of office, including membership of the Academic Board, would end on 30 September 2018.
- Ms Nayab Cheema was elected as the President of the Student's Union with effect from 1 August 2015 and would join Council on 1 October 2015

Both future members were observers at the meeting and welcomed to Council.

NOTED that the student body had not yet elected a Student representative for 2015/16 but would be holding elections early in the new academic year.

M15/108

2. **REGISTER OF INTEREST**

Members were invited to indicate if they had a conflict of interest, not previously declared, with an item on the agenda.

M15/109

NOTED Anne Sheppard recently joined the Executive Committee of the Council for the Defence of British Universities.

M15/110

3. **MINUTES**

SIGNED the minutes of the last meeting held on 13 May 2015 (M15/50-M15/105)

M15/111

4. **MATTERS ARISING FROM THE MINUTES**

There were none.

M15/112

5. **UNSTARRING OF ITEMS**

None requested

M15/113

PART A: MAJOR ITEMS OF BUSINESS

6. **PRINCIPAL'S REPORT**

RECEIVED an oral report from the Principal.

M15/114

NOTED that the Magna Carta celebrations had been very successful with over 4,500 attendees at the College for the Great Charter Festival on Sunday 14 June 2015, many visiting campus for the first time. College music groups and the College Choir were involved in the Magna Carta 800 celebrations on Monday 15 June and Rebecca Miller from the Department of Music performed in the presence of Her Majesty the Queen, The Duke of Edinburgh, Prince William, and the Princess Royal.

M15/115

NOTED that Professor John Saunders from the Department of Physics, had been awarded the prestigious Mott medal from the Institute of Physics for "ground-breaking studies at the frontiers of ultra-low temperature physics".

M15/116

NOTED the success of open days in 2014/15 with 250 more students visiting the College than in the previous year.

M15/117

	NOTED that the government indicated reductions of £450m in the BIS budget for higher and further education. At present there was no indication of where the cuts would be made and the impact on the 2015/16 budget was dependent on that decision.	M15/118
	NOTED the first major speech of higher education Minister Jo Johnson MP focussed on three key areas: <ul style="list-style-type: none"> • Value for money and informed choices; aiming to match earnings through income to subject of study, publishing data on average earnings. • A review of the quality assurance systems (QAA) with a greater focus on outcomes. It was anticipated that, in the future, governing bodies would have a greater role in quality assurance in their institutions. • A widening participation agenda with an expectation of a doubling in number of students from disadvantaged backgrounds. 	M15/119
7.	COLLEGE STRATEGY AND FUNDING PRIORITIES RECEIVED the College strategy on a page and summary of funding priorities for 2015/16 (CL/15/34).	M15/120
	NOTED that the College strategy was based on growth in student numbers and the launch of new courses and programmes that would generate fee income to support the estates development programme. It was considered that the growth in student numbers could be achieved without reducing the quality of the student intake.	M15/121
	AGREED that Council would consider at its Strategy meeting in November 2015 how the strategy could be made more distinctive to the College and take account of lessons to be learned from the REF.	M15/122
8.	STUDENT EXPERIENCE	
8.1	RECEIVED an update on the development of graduate employability and work experience (CL/15/35) since the presentation of the employability strategy to Council in November 2014.	M15/123
	NOTED that in March 2015 the Royal Holloway Micro-Placement Scheme achieved national recognition when it won the Association of Graduate Recruiters award for <i>Best Preparation for Work by HE: Single Initiative</i> . The scheme raised the College profile and was commended for its innovative approach and how the competition element prepared students for the reality of the world of work.	M15/124
	NOTED that the Passport scheme continued to expand with a growth in engagement by most academic departments and almost 40% of the student body participating. In response to student demand for quicker reporting of their passport status a new IT infrastructure was in development to support the data processing requirements. It was anticipated that the improved information provided from the new IT system would increase the number of students attaining the full passport award.	M15/125
	NOTED the success of the new core credit bearing employability module (MN2915) for second year undergraduates launched in the School of Management. Students cited increased confidence and understanding of what employers were looking for and how to apply for jobs effectively. The module was awarded a College Teaching prize in May 2015.	M15/126
	NOTED the development of a pilot of the Ignition Fund made possible by the generosity of previous donors to the College. It provided financial support for work	M15/127

	shadowing, placements and internships targeting sectors where paid work experience was hard to access. The pilot was currently being evaluated.	
	NOTED that the design of the new Careers and Employability Centre within the new Library and Student Services Centre would allow the delivery of careers and employability provision for the future and provide highly marketable facilities that would encourage employers onto campus.	M15/128
	NOTED appreciation of Council members' strong engagement with the employability strategy.	M15/129
8.2	RECEIVED a report (CL/15/36) of the work of the Students' Union and Professional Services during 2014/15 to deliver an outstanding student experience through a large increase in extra and co-curricular opportunities and encourage increased student participation.	M15/130
	NOTED the increased student involvement in activities including all aspects of Students' Union societies and media outlets aided by the investment in the membership services suite and the creation of the media suite and radio booth.	M15/131
	NOTED the development of the new Margaret Young sports pitches and collaboration between the Students' Union Student Activities team and the College's Active Lifestyle and Sports department that resulted in increased participation in sport and recreational activity. There was continued success at elite sport level through the current and past Student and Talented Athletic Recognition Scheme.	M15/132
	NOTED that the number of students making a voluntary contribution in some way through Community Action continued to increase with 3,000 students involved (2,500 in 2013/14).	M15/133
	NOTED the new initiatives and work of the Student Life team during the year co-ordinating, supporting and promoting events aimed at bringing all students together and focussed on those who may have been previously underrepresented within the traditional non-academic offer.	M15/134
9.	STUDENTS' UNION	
	RECEIVED the Annual Report of Students' Union detailing the activities for the academic year 2014/15 (CL/15/37).	M15/135
	NOTED the steps taken to engage students in the democratic processes of the Students' Union. A review of democratic structures led to the introduction of a new Council system and changes to voting procedures with online voting increasing the number of student participating in votes. A constitutional review was currently underway working with the National Union of Students and the results would come to Council in due course.	M15/136
	NOTED the changes in staffing throughout the year and the recruitment of the new CEO Tom Flynn from Huddersfield University, successor to Ian Dancy.	M15/137
	The Chair thanked the President and members of her team for their work throughout the year and for their contribution to College.	M15/138
10.	FINANCE	
10.1	NOTED that the financial forecast for 2014/15 (CL/15/38) showed a surplus of £9.9m which was £3.2m higher than budget and £2.0m higher than the previous estimate	M15/139

based on the year to December. The main variance compared to budget arose from the above target student numbers.

10.2 NOTED that the revenue budget and annual capital budgets (CL/15/39) had been recommended for approval by the Finance Committee that met on 11 June 2015. The budget proposed an operating surplus of £5.8m and capital investments of £10.1m. M15/140

NOTED the changes affecting the College's income in 2015/16: M15/141

- Growth in student numbers as a result of lifting controls on Home and EU undergraduate numbers. These would be delivered by increasing numbers on existing courses and introduction of new programmes.
- HEFCE Research funding was £1m lower than 2014/15, following the outcome of the Research Excellence Framework. The College was focussing on areas where research performance needed to be improved, including growth of research grant and contract income and improving research impact.
- HEFCE grants allocated for the financial year August 2015 to July 2016 were included in the budget. However the Chancellor had announced cuts in higher and further education funding of up to £450m and HEFCE had warned HEIs to expect a cut to allocations for the 2015-16 fiscal year.

NOTED the spending priorities reflected the strategic plan agreed by Council in 2013. The budget included substantial investments to support student growth including extra teaching staff and student related resources and support costs and additional resources to support research. M15/142

Two key risks were identified: M15/143

- The achievement of the student growth targets.
- The impact of, as yet unspecified, in year government funding cuts to the grants allocated by HEFCE.

AGREED Council would need to review the position at its next meeting. M15/144

NOTED the annual capital allocations of £10.1m (£8.5m after deducting elements charged to revenue) for projects on the estate, academic equipment and IT equipment and systems. These were regular investments agreed annually, whereas the major investments for the estates development programme were agreed separately on a project by project basis in the context of the overall capital programme. M15/145

NOTED that when reviewing financial results compared to budget for previous years, variations in student numbers had the greatest impact. M15/146

APPROVED the revenue and capital budgets for 2015/16 (CL/15/39). M15/147

10.3 APPROVED the financial forecasts commentary and schedule for submission to HEFCE (CL/15/40) which was an annual requirement. M15/148

11. THE ESTATES PROGRAMME

11.1 RECEIVED a report from the Deputy Principal on major capital projects. He reported delays with the project to refurbish Bedford Square of up to a month and additional costs of approximately £250k incurred due to the discovery of asbestos. The enabling works for the Student Residences North Campus had begun and the approval for demolition of Beeches, Elm Lodge and Elm Lodge Cottage had been received. M15/149

However the main work could not proceed until a license to remove residing bats had been granted and this was unlikely to occur before mid-August.

NOTED that the Stage 1 business need and Stage 2 delivery strategy had been completed for the Science Building and Finance Committee had approved the release of £1.5m pre-approval funding to enable the development of the Stage 3 investment case expected to be brought to Council in November. It had been agreed to demolish the John Bowyer Building (JBB) and incorporate its main functions into the new Science building. M15/150

11.2 RECEIVED the Estates Programme Risk Register (CL/15/42) a companion document to the Estates Development Plan. The Register is a document of Council and is periodically reviewed by the Capital Projects Assurance Committee (CPAC) and at its last meeting CPAC had considered the Register and agreed ways of mitigating some of the risks. In particular it agreed actions that would be taken to reduce the impact by improving communications as well as managing noise and traffic flows on Campus. M15/151

11.3 RECEIVED the Stage 3 investment case for the Student Residences project (CL/15/43) and a tabled update providing revised costs following the recommendation of CPAC and the result of ongoing independent scrutiny of costs. M15/152

NOTED the project would construct 621 study bedrooms on the north campus, together with associated amenity facilities, upgrade to the infrastructure and the construction of the energy centre. The project supported the strategic objectives of the College to grow student numbers and to improve the student experience through enhancements to the residential estate. The total estimated cost for the project was £41m which included £2m pre-approval funding agreed by Council (October 2014) and £1m contingency primarily for infrastructure costs of a potential water capacity upgrade currently estimated at £400k. The fixed price component of the project for the construction of the new residences was £37m with £2m still to be validated. Provision of £400k had been made for VAT which would be payable on components of the construction that may be used other than by students. M15/153

NOTED the Finance Committee supported the project and had noted that it generated income, positive cash flows and a healthy positive net present value. The project was therefore financially sustainable and would contribute an operating surplus. M15/154

NOTED the key risks surrounding planning permission, demolition and construction and the mitigation that could be put in place to reduce the risk or the impact on the business. M15/155

NOTED the risks of building cost inflation, advance payment requirements and the adoption of the specialist modular construction. The adoption of the fully modular construction would mitigate against building inflation and accelerate the construction period minimising the opportunity for costs to rise. Phased payments to the modular contractor would be required but ownership of the materials and products passed immediately to the client on payment. The premium being paid for the fixed price agreement was not seen as being unrealistic however unforeseen circumstances, such as extreme weather, could still affect costs. M15/156

NOTED the compensatory payments, funded by the contractor and agreed in the contract, to be made to a student where the room was not available on time. M15/157

M15/158

	NOTED the uncertainty around planning application decisions and the potential for spot listing applications that may or may not be approved. Three possible outcomes had been identified along with the impact on the project and this resulted in the proposal to Council of three alternative decisions based on the three possible outcomes. Any alternative outcome that would result in a total inability to deliver the project for September 2016 would require a revised scheme to be proposed to Council.	
	APPROVED the Stage 3 investment case on the basis of the decisions proposed with the three identified outcomes and a spend up to £41.5m, including £0.5m additional contingency and excluded the placing and finance fees of £1.5m, with a completion date of September 2016.	M15/159
12.	ELECTION OF A CHAIR OF THE FINANCE COMMITTEE	
	NOTED the Chair of Finance left the meeting for this item. The Chair of Council reported that the Chair of Finance would end his first term of office on 31 July 2015 (CL/15/44) and had confirmed that he would be willing to be re-elected.	M15/160
	Council unanimously elected the current Chair of Finance, Mr Jeremy McIlroy, to a second term of office from 1 August 2015 until 31 July 2019. The Chair thanked Mr McIlroy for his work during the first term of office.	M15/161
13.	HEALTH & SAFETY	
13.1	RECEIVED the first annual report of the work of the Health & Safety Assurance Committee (CL/15/45) that had a remit to satisfy itself that the College was carrying out its legal responsibilities in respect of health and safety. The Committee had held five meetings.	M15/162
	NOTED that the Committee was still seeking an external representative with relevant health and safety experience to attend the meetings and that the membership would be reviewed at the next meeting due to the increasing workload.	M15/163
13.2	RECEIVED a report regarding the pressure systems and lifting equipment (CL/15/46) where it had been identified that some items had not been inspected in accordance with the schedule. Where inspection was straightforward these had already been completed. There were some which had proved more complex and these would be completed by 31 July 2015.	M15/164
	NOTED that oversight was the responsibility of Health and Safety who would, in future, maintain a register of the items that were required to be tested.	M15/165
	NOTED that the requirements for testing for legionnaires disease was well understood and carried out in line with legislation.	M15/166
14.	GOVERNANCE	
14.1	RECEIVED the draft statutes (CL/15/47) which were circulated separately due to the timing of the special meeting of Academic Board that was required to be held in order to determine the final Academic Board recommendations to Council.	M15/167
	NOTED that at the last meeting of Council there was extensive discussion and in principal Council agreed that the Statutes should go forward for informal approval by Privy Council. Council had also agreed to a request for Academic Board to be allowed more time to consider the new draft Statutes and received the minutes of the meetings of 3 and 24 June 2015.	M15/168

The Academic Board by vote:

- agreed to retain the term "Academic Unit".
- agreed to propose to the Project Board and Council the use of the term "representative" in reference to Heads of Departments.
- approved the Academic Board membership criteria in the draft statute.
- approved draft Statute 5.2.7 (Option A) for the determination of the number of elected members on Academic Board.

CONSIDERED a request from a Council member that in statute 5.2 the word "member" be changed to "the holders of such posts" and that in Statute 6 the use of "Academic Unit" be reviewed M15/169

APPROVED with one abstention to retain the word "member" for heads of department and that the final Statute 6 would read: M15/170

"The College shall be organised into Academic Units created and subject to dissolution by Council following consultation with Academic Board".

AGREED to submit the Statutes to Privy Council for informal approval. M15/171

14.2 NOTED the 2015 Register of Council Members' Interests (CL/15/48). M15/172

15. **ANNOUNCEMENTS**

None M15/173

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

None M15/174

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

None M15/175

18. **HONORARY FELLOWSHIPS**

NOTED the award of Honorary Fellowships of the College on 14 May 2015 to Professor Phillip Beesley, Professor Peter Bramley, Mr Leon Ellison, Professor Mary Fowler and Professor Bernie Vining. M15/176

19. **POLICIES FOR APPROVAL**

19.1 APPROVED The Donation Acceptance Policy (CL/15/49) M15/177

19.2 APPROVED The Gift Disbursement Policy (CL/15/50) M15/178

20. **COUNCIL COMMITTEES**

20.1 NOTED reappointments of Council members to Council Committees with effect from 1 October 2015 (CL/15/51) M15/179

20.2 NOTED the co-option of pool member Ms Tina Harris to Audit and Compliance Committee (CL/15/52) M15/180

21. **PRINCIPAL'S OVERSEAS TRAVEL EXPENSES**

NOTED the Principal's overseas travel expenses for 2014/15 (CL/15/53) M15/181

22. **PROFESSIONAL INDEMNITY INSURANCE RENEWAL**

NOTED Council members were asked to provide an update to the Secretariat for the annual renewal of the policy (CL/15/54) M15/182

23. **ACADEMIC BOARD MINUTES**
 RECEIVED Academic Board 25 March 2015 (CL/15/55) M15/183
 NOTED Academic Board met on 3 June 2015 and minutes would be sent to Council as soon as they were available. M15/184

24. **RECEIVED THE FOLLOWING MINUTES OF COUNCIL COMMITTEES (CL/15/56)**
 Founder's Endowment Fund and signed extract of the minutes 13 May 2015 M15/185
 Council Executive 29 April 2015
 Capital Projects Assurance Committee 6 May 2015
 Council Executive 2 June 2015
 Equality & Diversity met 8 June 2015 minutes not yet finalised
 Finance Committee 11 June 2015
 Remuneration Committee 16 June 2015 minutes not yet finalised
 Health & Safety Assurance 18 June 2015 minutes not yet finalised

25. **NOTED THE FOLLOWING COMMITTEES HAVE NOT MET SINCE THE LAST MEETING OF COUNCIL**
 Capital Projects Assurance Committee to meet 25 June 2015 M15/186
 Audit & Compliance Committee 27 July 2015

26. **DATE OF THE NEXT MEETING**
 NOTED that the next meeting of Council will be held on Wednesday 7 October 2015 at 5pm. M15/187

27. **NOTED COUNCIL MEETING DATES FOR 2015/16**
 Tuesday and Wednesday 17/18 November 2015 Strategy day and Council Meeting M15/188
 Wednesday 24 February 2016 5pm
 Wednesday 11 May 2016 5pm
 Wednesday 6 July 2016 5pm

28. NOTED Council and committee meeting dates for September 2015 to July 2018 were available in the Council Shared area and on the College website:
<https://www.royalholloway.ac.uk/aboutus/governancematters/collegemeetings/home.aspx> M15/189

29. **OTHER BUSINESS**
REMUNERATION COMMITTEE
 RECEIVED an oral report from the Chair of Council advising that, based on CUC guidance, some changes to the operation of the committee were agreed at the its last meeting for proposal to Council. He said that in order to comply with CUC guidance the Chair of Remuneration Committee should be independent of the appraisal process which led to the recommendation of individual salaries. As he conducted the annual appraisal of the Principal and the Secretary he proposed that he relinquish the Chair of Remuneration Committee and be replaced by the Vice Chair. M15/190

 AGREED that the Chair of Council would step down as Chair of Remuneration Committee and the Vice Chair would take over with immediate effect. Further changes to the operation of the committee were required in order to comply with CUC guidance and these would be proposed after consideration by Council Executive Committee at its next meeting. M15/191

Signed:

Mr Stephen Cox CVO
Chair of Council

Date

7 OCT 2015

