

**Minutes of the meeting of Council held on Wednesday 5 July 2017 following the FEF Trustees meeting at 5.00pm in MX034**

<b>Present:</b>	Mr Stephen Cox (Chair)	Professor Paul Layzell
	Ms Emilie Ancelin	Mr Jeremy McIlroy
	Professor Sarah Ansari	Mr Gerry O'Hagan
	Ms Natasha Barrett	Mr Nick Perryman
	Mr Gurpreet Dehal	Dr Nicole Rickett
	Ms Ann Ewing	Mr Iain Ross
	Mrs Christine Goodyear	Professor Liz Schafer
	Mr John Gregory	Mrs Chris Shoukry
	Mr Majid Hawa	Mr David Spence
	Mrs Margaret Jack	Mr David Williams
	Ms Denise Keable	Ms Colette Wilson
	Ms Sarah King	
<b>Apologies:</b>	Mr Mark Newlands	
<b>In attendance:</b>	Mr Stephen Avery	Chief Financial Officer
	Ms Marie Ennis	Director of Communications and External Relations
	Mrs Gill Hemus	Director of Human Resources
	Professor Rob Kemp	Deputy Principal
	Professor Katie Normington	Senior Vice Principal
	Professor Bob O'Keefe	Vice Principal and Dean of Management, Economics and Law
<b>With:</b>	Dr David Ashton	Chief Operating Officer and Secretary to Council
	Mrs Pauline Martin	Executive Officer for Council, Minutes
	Ms Christine Cartwright	Secondary Minutes
	Mr Doug German	Executive Policy Assistant
<b>Observers</b>	Dr Bob Fitzgerald	Ms Tina Harris

**FORMAL BUSINESS**

**1. MEMBERSHIP OF COUNCIL**

NOTED that this was the last meeting for the Vice Chair of Council Iain Ross. Iain was M17/120 thanked for ten years' service to College and Council.

NOTED that Council, at its meeting on 5 October 2016, had discussed and agreed to elect M17/121 two Vice Chairs which required changes to the Act. At that time it was expected that these changes would be made alongside the work underway for University status and the Charity Scheme. The Scheme was still being worked on and changes to Statute to allow Council to have two Vice Chairs were pending completion of the Scheme.

NOTED that Council, at the meeting on 5 October 2016, had designated Ann Ewing as Vice Chair elect with Nick Perryman as the second Vice Chair dependent upon the completion of the changes to allow two Vice Chairs. M17/122

AGREED to elect Ann Ewing as Vice Chair for a term of office from 1 August 2017. M17/123

NOTED, following elections held during the summer term, the appointment of Dr Bob Fitzgerald to a first term of office and the reappointment of Professor Liz Schafer for a second term of office. Both terms of office effective from 1 October 2017 to 30 September 2020. M17/124

Noted the membership of Council for the academic year 2017/18: M17/125

<b>Independent Members</b>	<b>College Staff Members</b>
Stephen Cox (Chair)	<b>Ex officio</b>
Gurpreet Dehal	Paul Layzell (The Principal)
Ann Ewing	Natasha Barrett ( President of the Students'
Christine Goodyear	
Tina Harris	<b>Elected Members</b>
Majid Hawa	<b>Members elected by the academic staff</b>
Margaret Jack	Sarah Ansari
Sarah King	Bob Fitzgerald
Jeremy McIlroy	Elizabeth Schafer
Mark Newlands	<b>Members elected by the Non-Academic staff</b>
Gerry O'Hagan	John Gregory
Nick Perryman	Denise Keable
Chris Shoukry	Nicole Rickett
David Spence	<b>Student elected by the by the student</b>
David Williams	Emilie Ancelin
Colette Wilson	

2. **MINUTES**

APPROVED and SIGNED the minutes of the meeting held on 10 May 2017 (M17/67- M17/119). M17/126

3. **MATTERS ARISING FROM THE MINUTES**

None M17/127

4. **REGISTER OF INTEREST**

NOTED members were invited to indicate any conflict of interest, not previously declared, with an item on the agenda. M17/128

NOTED that the Principal was currently UUK's alternate Director for the Office of the Independent Adjudicator. The declaration was made in relation to item 10.2. The Principal was also about to be appointed as a Director of HESA which would be responsible for the new DELHE data monitoring graduate employment outcomes. M17/129

5. **UNSTARRING OF ITEMS**

None M17/130

## PART A: MAJOR ITEMS OF BUSINESS

### 6. THE CHARITY SCHEME AND UNIVERSITY TITLE

- 6.1 RECEIVED an update on progress with the Charity Scheme (CL/17/38) which was delayed by the Charity Commission's view that the Scheme was contingent on the University of London's Bill receiving Royal assent in the autumn. Through legal advisers Eversheds, the Charity Commission had been advised that HEFCE had indicated they were content with the proposed Scheme. M17/131

NOTED the updated draft Scheme following comments from the University of London. M17/132

- 6.2 RECEIVED an update on the progress with application for university title (CL/17/39) and NOTED HEFCE and the Department for Education were content for the federal colleges to submit the application for university title in advance of the University of London's Bill receiving Royal Assent. M17/133

CONSIDERED the following resolution to apply for university title: M17/134

*"Subject to the passing of the University of London Bill 2017 and it receiving Royal Assent, the Council of Royal Holloway and Bedford New College has resolved to seek university title. The Royal Holloway and Bedford New College does not intend to seek a change of name at this time."*

RESOLVED, unanimously, to proceed with the application for University title and for the Chair of Council to sign the letter of application on behalf of Council. M17/135

### 7. PRINCIPAL'S REPORT

- 7.1 RECEIVED a report from the Principal (CL/17/40) and NOTED the appointment of Nicola Dandridge, currently chief executive of Universities UK (UUK), as the chief executive of England's first Office for Students (OfS). M17/136

NOTED consideration of the broader implications of the general election and the likelihood of a further election before the end of the normal parliamentary term. The strength of the student vote and the labour party's apparent commitment to the removal of tuition fees raised the prospect of pressure on higher education financing whichever party was in power and could lead to reintroduction of student number controls or resistance to increasing fees by inflation. Financial modelling of three possible future scenarios had been carried out along with consideration of the College's response. M17/137

NOTED the key findings of research undertaken for UUK into students' perception of the relationship with universities, what was important to them and how trust could be built between student and university. In addition to high levels of service, personalised advice and support the research reported on student perceptions of value for money which were based on what they expected from their studies, particularly employment, as well as their personal experience of studying: M17/138

- Good facilities available for studying
- Future career prospects
- High quality lecturers and tutors
- High quality course content
- Academically challenging.

(Note: as prioritised by UUK research findings)

	NOTED that, whilst being pleased with the TEF Silver, College would continue to focus on improving three underlying metrics to move to Gold; improving academic performance measures, graduate employability and student progression. The narratives submitted by other institutions that impacted the results and helped to raise an institution from Silver to Gold would also be analysed.	M17/139
	NOTED that graduate employability (DELHE) improved by 3% to 71.9% this year, in addition to the 5% achieved last year. Notably this was achieved in a sector where scores are generally static.	M17/140
	NOTED the change from the DELHE measure to the HESA's Graduate Outcome (GO) measure in one year's time and the Department of Education introduction of a new employment measure known as the Longitudinal Educational Outcomes (LEO) dataset.	M17/141
	NOTED the review of the fire risk in College buildings following the Grenfell Tower incident, and the steps taken following the cyber-attack on UCL which highlighted the value of "Janet".	M17/142
7.2	NOTED the update of the Strategic Plan (CL/17/41) which included priority actions for 2017/18, an update of some of the KPI's and a review of the key risks that may impact performance. NOTED that the Audit and Compliance Committee reviewed the full risk register at its meetings.	M17/143
7.3	NOTED the update on progress of the Estates major projects (CL/17/42). The Emily Wilding Davison (EWD) Building and the George Eliot Halls were approaching completion. Although there was some delay with EWD there was no material impact and it was still anticipated that College would take possession of the building on 21 August 2017.	M17/144
	NOTED progress of the Science building and Bedford Library repurposing, development of the business case for the Music and Media building and the initiation of work to define and scope essential repair and maintenance to the exterior of the Bourne building.	M17/145
	NOTED the good return on investment being achieved from the operation of Rusham Park and that Council would receive a fuller report in due course.	M17/146
	<b>REPORT FROM THE CHAIR OF COUNCIL RECRUITMENT GROUP</b> (additional item)	
	NOTED that The Chair of Council's term of office would end on 21 November 2018 and a working group had been established to recruit the next Chair of Council. The group was led by the Vice Chair of Council Ann Ewing with members Gerry O'Hagan, Nick Perryman, Sarah King, Jeremy McIlroy and David Ashton.	M17/147
	NOTED that the group had completed a review of potential executive search partners, shortlisted three from whom proposals were requested, and held a formal review process. As a result, the group proposed Perret Laver, a firm with credibility and relevant experience of supporting recruitment to similar high profile senior positions in the sector. It was suggested that the contract include a performance related break clause that could be implemented if, when reviewed by the working group, the longlist of candidates was considered to be inadequate.	M17/148

- AGREED to proceed with Perrett Laver and that Council would approve the recruitment brief; members would suggest any nominations or recommendations for suitable individuals and Council would review the longlist of candidates from Perrett Laver, also reviewed by the working group, and anticipated to come to the November 2017 meeting of Council NOTED the associated search fee and approved this investment. M17/149
8. **TEACHING EXCELLENCE FRAMEWORK**
- NOTED a report on the Teaching Excellence Framework (CL/17/43). As anticipated, Royal Holloway received a silver award in the Teaching Excellence Framework (TEF) 2 evaluation. Just over 50% of institutions with a TEF result were also awarded silver with the remaining 50% being split almost equally between gold and bronze. M17/150
- NOTED that College would focus on the areas where improvements could be made and the presentation of the narrative to support the case to seek a Gold award in the next round. M17/151
9. **FINANCE**
- 9.1 RECEIVED an update on progress with the development of the College Financial Strategy to 2021/22 (CL17/45). The updated strategy had been subject to further scrutiny by Finance Committee and Council Executive following the May meeting of Council. The Financial Strategy focussed on the investment required in the College infrastructure and demonstrated how investment capacity would be retained in years six to ten of the Strategy in order to ensure College's longer term financial and wider sustainability. M17/152
- DISCUSSED the range of options available for funding the investment programme, including the leverage of assets, and the College's current relatively high level of gearing compared to the sector. Finance Committee had considered, in detail, the options for funding the level of investment identified and the outcomes of sensitivity analysis that had been carried out. M17/153
- AGREED the Financial Strategy. College Executive should proceed with the residences operating model and go to tender to procure a residences partner and also to tender for a banking facility of up to £40m for a term of up to five years. M17/154
- AGREED that College project governance would be conducted in accordance with the College's usual arrangements and Finance Committee would provide the most detailed scrutiny and oversight of the implementation of the financial strategy on behalf of Council, with Council retaining responsibility for final approval. M17/155
- 9.2 RECEIVED the update of the financial forecast for 2016/17, the proposed 2017/18 College budget and the financial plan to 2021/22 (CL/17/44). M17/156
- NOTED the key assumptions in the financial plan that the student numbers would increase to 10,500 by 2020/21 in line with the College strategy and that the significant levels of capital investment detailed in the capital expenditure forecast would be achieved. NOTED the limiting factor of the amount of cash available to fund the full capital programme. M17/157
- NOTED the forecast surplus for the 2016/17 year end, as at April 2017, of £9.2m, £0.7m higher than forecast in December 2016 and £2.3m higher than budget. Taking into account the areas where potential variances may arise the plausible range of surplus was £7.5-£11.0m. M17/158
- NOTED the forecast cash position at the year end 2016/17 and monthly forecast for 2017/18 which showed wide scope for variance depending upon the progress of major projects, M17/159

project contingencies and the precise timing of expenditure. Finance Committee and Council would receive reports at every meeting.

NOTED the key assumptions for the 2017/18 budget and the risks and opportunities. The 2017/18 budget forecasted a surplus before other gains and losses of £8.1m (4.5% of income) against income of £179.7m, an increase of £11.4m (+6.8%), with increased expenditure of £171.6m (up £11.5m, +7.2%) and a surplus decreased by £0.1m. M17/160

NOTED the financial plan 2017/18-2021/22 the key assumptions underlying the plan and the key risks and possible mitigating actions. The plan had been satisfactorily stress tested by modelling both singular scenarios in isolation and a combination of scenarios. M17/161

APPROVED the budget for 2017/18 and the commentary and financial forecasts to 2019/20 for submission to HEFCE in accordance with circular letter 14/2017 and subsequent guidance. M17/162

#### 10. STUDENTS MATTERS

10.1 RECEIVED the annual report from the Students' Union (RHSU) (CL/17/46) as required by the 1994 Education Act and providing an update on the work of the Students' Union in 2016/17. M17/163

NOTED that Finance Committee received the Students' Union budget for 2017/18 at its meeting on 8 June 2017. M17/164

NOTED good progress towards achieving two overall goals measuring impact and satisfaction of students with RHSU with the aim of achieving 80% satisfaction by 2020. M17/165

10.2 NOTED the annual statement from the Office of the Independent Adjudicator (CL/17/47) which reported the student complaint cases submitted to the OIA in the 2016 calendar year. M17/166

#### 11. ACADEMIC MATTERS

11.1 APPROVED the membership of Academic Board for 2017/18 (CL/17/48) M17/167

11.2 APPROVED the academic structure for 2017/18 proposed by the Academic Board (CL/17/49). M17/168

#### 12. GOVERNANCE

APPROVED the establishment of the new Council committee and the terms of reference for the Council Academic Quality Assurance Committee (CL/17/50). M17/169

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

#### 13. \* ANNOUNCEMENTS

None M17/170

#### 14. \* REPORT OF DECISIONS TAKEN BY THE CHAIRMAN

None M17/171

#### 15. \* REPORT OF DECISIONS TAKEN BY CIRCULATION

None M17/172

#### 16. \* ACADEMIC BOARD

RECEIVED the minutes of the Academic Board meeting 15 March 2017 (CL/17/51) M17/173

17. **HONORARY FELLOWS** M17/174  
NOTED the award of honorary fellowships on 18 May 2017 to:
- Professor Jane Broadbent
  - Professor Gavin Drewry
  - Mr Richard Williams
18. \* **RECEIVED MINUTES OF COUNCIL COMMITTEES (CL/17/52)** M17/175  
Council Executive 24 April 2017  
Remuneration Committee 24 April 2017 (Minutes not yet available)  
Finance Committee 24 April 2017  
Health & Safety Committee 7 June 2017  
Finance Committee 8 June 2017  
Council Academic Quality Assurance Committee (Minutes not yet available)  
Council Executive 21 June 2017 (Minutes not yet available)  
Capital Projects Assurance Committee meeting cancelled  
Equality & Diversity Committee 26 June 2017 meeting cancelled
19. \* **TO NOTE THE FOLLOWING COMMITTEES HAVE NOT MET SINCE THE LAST MEETING OF COUNCIL** M17/176  
Audit & Compliance Committee next meeting 17 July 2017  
Capital Projects Assurance Committee
20. \* **SEALING OF DOCUMENTS** M17/177  
6 June 2017: Agreement between Surrey County Council and RHBNC relating to improvement works to the highway at RHUL Egham Hill, Englefield Green.
- 6 June 2017: Consultants employer warranty relating to the design, construction, completion and commissioning of new student residences for RHUL at the NA30 Phase 1 location, between Walsh Associates Ltd, RHBNC and Wilmott Partnership Homes Ltd.
- 6 June 2017: Sub-Sub-Contractor's employer warranty relating to the design and installation of mechanical, electrical and public health services for the new student residences between RHBNC, LJJ Ltd and Wilmott Partnership Homes Ltd.
- 6 June 2017: Sub-Sub-Contractor's employer warranty relating to the design and installation of light gauge steel frame for the new student residences between RHBNC, Salvesen Insulated Frames Ltd and Wilmott Dixon Housing Ltd.
- 6 June 2017: Consultants employer warranty relating to the design, construction, completion and commissioning of new student residences for RHUL, between Infrastruct CS Ltd, RHBNC and Wilmott Partnership Homes Ltd.
- 6 June 2017: Consultants employer warranty relating to the design, construction, completion and commissioning of student residences for RHUL at NA30 Phase 1 location, between Stride Treglown Ltd, RHBNC and Wilmott Partnership Homes Ltd.
- 27 June 2017: Contract for design and build works in connection with providing new clean room facilities to house a new Electron beam Lithography System. Between RHBNC and Clean Room Construction Ltd.
21. **OTHER BUSINESS** M17/178  
None

22. **RESERVED AREA OF BUSINESS**

None

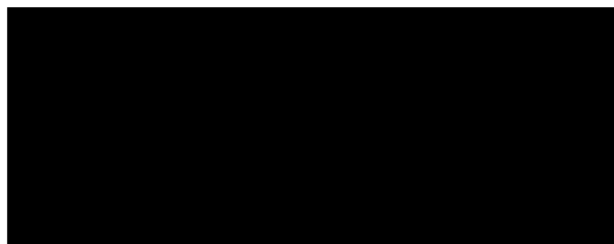
M17/179

23. **DATE OF THE NEXT MEETING**

Wednesday 4 October 2017 at 5pm

M17/180

Signed:



Date

