

M15/191-M15/237

Minutes of the meeting held on Wednesday 7 October 2015 at 5.00pm in the Windsor Building level 1 Room 02/03

Present:	Mr Stephen Cox (Chair) Professor Sarah Ansari Mr Paul Blagbrough Mr John Brannan Ms Nayab Cheema Mr Dave Cobb Mr Gurpreet Dehal Ms Ann Ewing Professor David Gilbert Mrs Christine Goodyear Mr Majid Hawa	Ms Denise Keable Ms Sarah King Professor Paul Layzell Mr Jeremy McIlroy Mr Mark Newlands Mr Gerry O'Hagan Mr Nick Perryman Mr Iain Ross (part) Professor Liz Schafer Mrs Chris Shoukry Ms Colette Wilson
Apologies:	Mrs Margaret Jack	Mr David Spence
In attendance:	Mr Mike Berry Ms Marie Ennis Ms Jenny Febry Mrs Julia Roberts Mr Simon Higman Mrs Pauline Martin Mrs Rachel Knight	Director of Estates Director Communications and External Relations Acting Director of Finance Director of Strategic Development Registrar and Secretary Governance Support Officer Secondary Minutes
Observers:	Mr Doug German Ms Emma Peagam	Executive Policy Assistant Project Support Officer

FORMAL BUSINESS

- 1. MINUTES** M15/191
SIGNED the minutes of the last meeting held on 1 July 2015 (M15/106-M15/190)
 - 2. MATTERS ARISING FROM THE MINUTES** M15/192
AGREED that the action (15/44) to review two key risks identified in the budgets for 2015/16; the achievement of the student growth targets and the impact of any year cuts in government funding to the grants allocated by HEFCE would be addressed at the November meeting.
 - 3. REGISTER OF INTEREST** M15/193
Members were invited to indicate if they have a conflict of interest, not previously declared, with an item on this agenda. None reported.
 - 4. TERMS OF REFERENCE AND MEMBERSHIP** M15/194
NOTED the membership of Council for 2015/16 (CL/15/57) and the election of Mrs Denise Keable to fill a casual vacancy for a non-academic member of staff on Council. The end of term of office would be 30 September 2016. The Students' Union were seeking nominations to fill the vacancy for an elected representative of the Student body 2015/16 and were hopeful of filling the vacancy in time for the November meeting.
- AGREED to consider the Council terms of reference and statement of primary responsibility following the resolution of the Statutes. M15/195

5. **UNSTARRING OF ITEMS**
None requested M15/196

PART A: MAJOR ITEMS OF BUSINESS

6. **PRINCIPAL'S REPORT**
RECEIVED a report from the Principal (CL/15/58) addressing changes in the external environment and key issues that impact the College's strategic development plan and matters of interest to Council members. M15/197

NOTED the government's commitment to introduce a Teaching Excellence Framework (TEF) aimed at driving up teaching standards, driving out poor teaching and rewarding teaching excellence. The TEF would be influential in establishing the reputation of universities and linked to financial incentives such as permission to increase tuition fees. It was anticipated that some of the measures used in the league tables and NSS scores would be applied initially. Whilst it was acknowledged that these measures, such as staff: student ratios, were important they were not necessarily a good measure of teaching excellence. More sophisticated, less flawed, measures of assessing teaching excellence would need to be developed. College already recognised teaching as a career path in the Professorial banding but there would be a greater focus on improved management of teaching and some targeted interventions to improve scores further some of which would have resource implications. M15/198

NOTED that the Chair of Council had completed a consultation currently being carried out prior to introduction of the TEF in the Summer and that it was proposed that governing bodies become more involved in the quality of the student academic experience. M15/199

NOTED the financial outturn for 2014/15 was higher than the last report in July with a £14.031m surplus. Finance and Audit Committees would be looking at the accounts before reporting to Council in November. The accuracy of the budgeting and forecasting process would be a focus for the new Chief Financial Officer once appointed in order to ensure that financial resources were fully utilised with an appropriate degree of prudence. In the meantime Council would receive a recommendation to set up a Strategic Investment fund to help address some of the resourcing issues in the preparation for the TEF (item 8) M15/200

NOTED that, whilst final admission numbers for 2015/16 would not be known until the count at the beginning of December, fee income was expected to be lower than target as a result of a higher level of "no shows". A fuller report will be made at the next Council meeting. M15/201

7. **COLLEGE STATUTES**
RECEIVED the new Statutes and the documents provided to Privy Council (CL/15/70) requesting informal approval. M15/202

NOTED that informal approval had been given with three changes made by the Lawyers arising out of the process. The changes were: M15/203

- In Statute 1 and throughout the document, the term "member of professional and support services staff" was simplified to "members of non-academic staff".
- To ensure consistent phraseology in statutes 26.2 and 26.3 in relation to the composition of Academic Board from:
 - Statute 5 (2) (2.2) Those members of the College Management Team who Council have determined should be members of Academic Board.

- Statute 5(2) (2.3) Those members of the Professional Services who Council have determined should be members of Academic Board.
- To:
- Those holders of such posts among the College Management Team whom Council has determined should be Academic Board Members;
 - Those holders of such posts among the Members of Non-Academic Staff whom Council has determined should be Academic Board Members;
- Additionally the lawyers recommended one further addition to statute 18 which would enshrine in statute the ability for members to participate in meetings electronically. It was advised that the Privy Council were likely to be content with this addition as it had been included for other institutions.
- Statute 18. The quorum of all Council meetings shall be twelve, with a majority of Independent Members. The quorum shall be made up of those attending in person, by telephone or such other electronic or virtual means in which all participants may communicate simultaneously with all other participants.

NOTED that Statute 18 was an enabling Statute and Council may consider whether it wished to restrict its use in the Standing Orders. These will that would be presented at the next meeting of Council. M15/204

APPROVED the changes to the new Statutes. The procedure and quorum for the resolutions was discussed and dates for the resolutions would be confirmed. M15/205

8. FINANCE

RECEIVED a proposal to consider the creation of a Strategy Development Fund (CL/15/59) for the purpose of preparing the College for the introduction of a Teaching Excellence framework (TEF). Funds would be directed at improving the educational experience of students and thereby improve the measures to be used in the proposed TEF. Whilst the likely measures are all widely regarded as flawed, it was important for the College to maximise the outcomes, particularly in areas such as graduate employability, the NSS "assessment and feedback" score, library resources and spend per student. M15/206

NOTED that a fund of £1m was considered sufficient to cover the costs. Medium to longer term measures to improve performance would be considered as part of the academic planning which also include planning for the REF 2020. Also to be considered were any particular needs of students in their second year that may sometimes be overlooked. M15/207

APPROVED a fund of £1m to be established as an authorised budgetary overspend for the current financial year and an inclusion in the budget for subsequent years. A report of the actual spend would be made to Finance Committee in July 2016 and a full evaluation of its effectiveness to Council in due course. M15/208

9. THE ESTATES PROGRAMME

9.1 RECEIVED an update on the Estates Capital Projects (CL/15/60) M15/209

NOTED that enabling works for the Student Residences NA30 continued alongside scrutiny of the project costs which had so far resulted in a reduction of £0.5m against the overall contractors cost, while retaining a discrete client controlled £1m contingency budget. The construction contract for the modular buildings was expected to be signed with Wilmott Dixon in the coming weeks, slightly later than expected due to additional difficulties with the removal of bats. M15/210

	NOTED that project design development work was progressing on the scope and specification of the Science Building. This included ensuring that the project programme and expenditure was in line with core HEFCE funding requirements, as significant delays could risk the £5m contributory funding from HEFCE which was required to be spent by March 2016. Discussions were being held with HEFCE to find an agreement with HEFCE and to achieve a completion date for the start of the Academic year 2017/18.	M15/211
9.2	RECEIVED the Stage 3 detailed investment case for the construction of the Library and Student Services Building (CL/15/61) and a presentation addressing the need for the building and its design, the development of the costs and its strategic context.	M15/212
	NOTED that three objectives that would be met by the Library and Student Services Building; improved student experience, improved NSS scores and an increase in building space on campus freeing up space in existing buildings for alternative uses. The building would deliver increased library space and enhanced student services including a central location for the Careers Service adjacent to Student Services, museum standard exhibition space, environmentally controlled picture store, a new shop, bank and café in addition to increasing study space per student by 25% with dedicated facilities for research students. The location of the new building formed a development cluster with Founders and the Windsor Building providing the opportunity to remodel the entire west end of the central campus. This would additionally create a vibrant space with a multitude of year round uses right at the heart of the campus.	M15/213
	NOTED the major project milestones. Enabling work was already underway and the building was due to be complete for handover on 23 June 2017. It was hoped that some study and social /ancillary space could be made available before this date to allow students preparing for exams early experience of the building.	M15/214
	NOTED that Finance Committee had reviewed the investment case and affordability and had challenged the £56.5m cost robustly before giving its approval. Demand in the construction industry was buoyant resulting in rising and volatile tender pricing. Allowance had been made in the current costing for tender and subcontractor price increases in addition to £1.6m contingency already built in. There was still the opportunity to do further work to reduce the overall project costs but this could not and should not be relied upon, albeit that no effort would be spared in securing appropriate cost reductions wherever the opportunity arose.	M15/215
	NOTED Capital Projects Assurance Committee approved the case for the building and concluded that the management team had taken the appropriate advice, particularly involving students, in the development of the building.	M15/216
	AGREED that the Library and Student Services Building was the first priority in the Estates Development Plan and that its location required a building of quality and design that complemented and supported the Founder's building. The selection of the contractor, Osborne, had included an evaluation of cost and quality and they had a depth of experience with a proven track record of delivering quality in a live Higher education campus environment.	M15/217
	AGREED with the increase in cost Finance Committee would revisit the budgets and capital plan to confirm affordability of the Estates Development Plan.	M15/218
	APPROVED the Stage 3 investment case for the construction of the Library and Student Services Building with costs not exceeding £56.5m and construction complete for handover on 23 June 2017.	M15/219

10. **COLLEGE STRATEGY**
RECEIVED the Council Planning letters sent to management in 2013 and 2014 and draft priorities for the 2015 letter (CL/15/62) for consideration at the November Strategy day. M15/220
11. **ANNUAL REPORT FROM ACADEMIC BOARD**
NOTED the annual report of business conducted by the Academic Board in 2014/15 (CL/15/63). M15/221
12. **GOVERNANCE**
- 12.1 RECEIVED, the CUC Code of Governance and a report of Council and College compliance (CL/15/64). The Audit and Compliance and Council Executive Committees had received the evaluation of a self-assessment that referred to the minutes of Council meetings between 2013 and 2015. The self-assessment was carried out to consider the extent of Council compliance with the revised code. M15/222
- NOTED that there was evidence that Council broadly complied with the primary elements and "must" statements of the code but that there were areas where the level of compliance would be improved with the implementation of the "priority" recommendations and these would be included in the Council business plan for 2015/16. M15/223
- 12.2 RECEIVED a draft of the programme for the Strategy day (CL/15/65) tabled at the meeting. M15/224
- 12.3 APPROVED the terms of reference of the Health & Safety Committee (CL/15/66) and noted that recruitment of the experienced person required as an adviser to the committee was in process from Procter and Gamble. M15/225

PART B: ITEMS FOR REPORT AND FORMAL APPROVAL

- 13.* **ANNOUNCEMENTS**
None M15/226
- 14.* **REPORT OF DECISIONS TAKEN BY THE CHAIRMAN**
None M15/227
- 15.* **REPORT OF DECISIONS TAKEN BY CIRCULATION**
None M15/228
- 16.* **FINANCE**
NOTED the introduction of Financial Reporting Standard 102 (CL/15/67). M15/229
- 17.* **HONORARY DEGREES**
NOTED the award of Honorary Degrees of the University of London to Dr Anne- Marie Slaughter, Dr Catherine Souch, Cathie Martin MBE and Lyn Gardner at summer graduation ceremonies. M15/230
- 18.* **ACADEMIC BOARD MINUTES**
NOTED the minutes of the Academic Board 3 June 2015 and the Academic Board Special Meeting 24 June 2015 (CL/15/68). M15/231
- 19.* **RECEIVED THE FOLLOWING MINUTES OF COUNCIL COMMITTEES (CL/15/69)** M15/232
Equality & Diversity 8 June 2015
Remuneration Committee 16 June 2015
Health & Safety Assurance 18 June 2015
Capital Projects Assurance Committee 25 June 2015

Audit & Compliance Committee 27 July 2015
Finance Committee 15 September 2015
Council Executive Committee 24 September 2015
Capital Projects Assurance Committee 28 September 2015 minutes not yet available
Equality & Diversity 6 October 2015 minutes not yet available

- 20.* **NOTED THE FOLLOWING COMMITTEES HAVE NOT MET SINCE THE LAST MEETING OF COUNCIL** M15/233
Health & Safety Assurance next meeting 21 October 2015
Remuneration Committee next meeting 28 October 2015
- 21.* **NOTED THE SEALING OF DOCUMENTS** M15/234
14 May 2015: Honorary Degree Certificates (x3) for presentation 15 July 2015 to Anne-Marie Slaughter and Catherine Souch.
14 May 2015: Honorary Degree Certificates (x3) for presentation 17 July 2015 to Cathie Martin and Lyn Gardiner.
14 May 2015: Collaboration agreement relating to the University of London International Programmes.
11 August 2015: Tenancy agreement relating to ATM's at Windsor Building.
20 September 2015: Delivery agreement in relation to enabling works for the Royal Holloway Student Residences Project (x2) with Wilmott Dixon Housing Ltd.
25 August 2015: Licence for alterations at 11 Bedford Square, London, WC1H.
3 September 2015: Lease of business premises at rooms E047 and E045 Founder's Building, RHBNC to Santander UK Plc.
3 September: 2015TR1: Land Registry transfer of whole of registered title: 57805091 (surrender of bank premises on campus)
22. **RESERVED AREA OF BUSINESS** M15/235
See separate minutes.
- 23.* **DATE OF THE NEXT MEETING** M15/236
NOTED that the next meeting of Council will be held at Cumberland Lodge on Wednesday 18 November 2015 at 11.00am.
- 24.* **COUNCIL MEETING DATES FOR 2015/16** M15/237
Wednesday 24 February 2016 5pm
Wednesday 11 May 2016 5pm
Wednesday 6 July 2016 5pm

Signed:



Mr Stephen Cox CVO
Chair of Council

Date

17 November 2015.

