

(M 08/170 - M 08/233)

Royal Holloway  
University of London

## COUNCIL

### Minutes of the Meeting of the Council held on 17 October 2008

**Present:**

|   |               |
|---|---------------|
| Sir Andrew Burns ( <i>in the Chair,<br/>except for item 9.1</i> ) | Mrs E Horwood |
| Mr A Alway  | Ms E Owen     |
| Mr D Beever ( <i>from item 8.2</i> )                              | Mr J R Potts  |
| Mr P Blagbrough   | Mr W F Rooke  |
| Professor F Driver  | Ms B Shorter  |
| Mr M Hamilton-Griffin   | Mrs G Stuart  |
| Professor S R Hill  | Dr T Stead    |

**Apologies:**

|               |                   |
|---------------|-------------------|
| Cllr M Angell | Cllr H W V Meares |
| Mr J Brannan  | Mr I G Ross       |
| Mr R Buswell  | Mrs S Tyacke      |
| Mr J Lerche   |                   |

**With:**

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| Mrs C Burns ( <i>Acting Secretary</i> ) |  |
| Miss L Humphreys                        |  |

**In attendance:**

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|---|--|
| Professor R Kemp ( <i>from item 8.2</i> ) | Senior Vice-Principal (Academic Affairs)               |
| Professor A Tickell                       | Vice-Principal (Research, Enterprise & Communications) |
| Professor G Ward                          | Vice-Principal (Planning & Resources)                  |
| Professor P Beesley                       | Dean of the Faculty of Science                         |
| Mr S Bland                                | Director of Facilities Management                      |
| Mr G Robinson                             | Director of Finance                                    |
| Ms S Kay                                  | Head of Strategic Development                          |

**Observers:**

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|--|--|
| Professor G Dickson                    | Former elected representative of Academic Teaching staff |
| Mr J Morgan ( <i>from item 8.2</i> )   | Former elected representative of Academic-Related staff  |
| Mrs M Freeman                          | Observer (on behalf of Unite)                            |
| Mr E Sullivan                          | Observer (on behalf of UCU)                              |
| Dr G Mousinho ( <i>from item 8.2</i> ) | Director of Operations – Elect                           |
| Mrs J McKenzie                         | College Secretary's Office                               |

## 1. MEMBERSHIP

- 1.1 The Council welcomed Liz Owen, President of the Students' Union, as an ex officio member and Morgan-Hamilton Griffin, the Students' Union Chair, as the elected student member. Both students would serve on the Council from 1 August 2008 to 31 July 2009. 08/170
- 1.2 The Council noted the appointment of Professor Adam Tickell as Vice-Principal (*Communications, Enterprise & Research*)\* to succeed David Sweeney from 1 October 2008. Professor Tickell, who was formerly Dean of History & Social Sciences, would continue to be "in attendance" at meetings in his new capacity. [Ref M08/221] 08/171
- [\*Secretary's note: it was subsequently noted by the Chairman that Professor Tickell's appointed title was actually Vice-Principal (Research, Enterprise & Communications)]*
- 1.3 The Council noted with regret that Máire Davies, who had been appointed as Interim Dean of Arts, following Professor Geoffrey Ward's recent appointment as Vice-Principal, was absent from the meeting due to illness. 08/172
- 1.4 Arising from M08/98 – 100, the Council noted that the position of elected staff members remained unclear. Andy Alway's membership as a representative of Non-Academic staff had therefore been rolled forward for a further year. Andrew Martin had been elected as a representative of Academic-Related staff and an election was underway to fill the vacancy for a member of the Academic Teaching staff, using the old rules. 08/173
- 1.5 The Council received a list of its current membership (CL/08/76). 08/174

## 2. CONFLICT OF INTEREST

The Chairman invited members to indicate if they had a conflict of interest with any of the agenda items. None of the members indicated a conflict. 08/175

## 3. MINUTES

The Minutes of the last meeting held on 25 June 2008 (M08/96 to M08/161) which had been circulated by e-mail on 30 July 2008, were confirmed and signed. 08/176

## 4. MATTERS ARISING FROM THE MINUTES

### 4.1 Honorary Fellowships 2009 (M08/167)

It was noted that contact had been made with the six nominees for Honorary Fellowships in 2009 and all had indicated their intention to accept (CL/08/77). 08/177

## 5. UNSTARING OF ITEMS

Item 20 – College Secretary - was unstarred.

08/178

## 6. PRINCIPAL'S REPORT

- 6.1 The Council received the Principal's Report (CL/08/78), which noted the College's remarkable success in the Beijing Olympics. Six Royal Holloway students and alumni had competed in the Olympic and Paralympic Games. The greatest achievements were in the Paralympics with two Gold and one Silver for Sophie Cristiansen, a maths student, in the Equestrian Dressage, and Gold for Helene Raynsford, a Medical Biochemistry Graduate, in the arms-only single sculls rowing. Two of the College's international students had competed in the Olympic Games: Zeina Shaban for Jordan and Rodrigo Ideus for Colombia. It was noted that they had all benefited from the College's Student Talented Athlete Recognition Scheme (STARS). 08/179
- Royal Holloway had been chosen as the subsidiary village for rowing and flat water canoeing for London 2012. As part of the early preparation for this prestigious undertaking, the Director and an Assistant Director of Facilities Management had visited the Olympic village in Beijing. Discussions regarding government funding for 2012 were ongoing and still uncertain, but it was noted that a new contract with the London Organising Committee of the Olympic Games (LOCOG) was under negotiation. 08/180
- Leading up to the 2012 Olympics, there was a valuable opportunity to create exposure of the College and its heritage and cultural attractions. An event in early 2009 would bring together as many of the College student and Alumni Olympians as possible to help promote the College. This would also provide a good opportunity to cultivate donors to assist with projects to improve the College's sporting facilities. The Director of Facilities Management reported that, although the Games would take place entirely within the Summer Vacation, planning for the event would focus on trying to avoid disruption to the College's academic work during that period. 08/181
- A new social learning space in the Bedford Library had recently opened. The impressive redesign, planned by the Acting Director of Information Services, had been completed in response to issues identified in the National Student Survey in 2007. The new facility would accommodate 200 users and included greatly improved IT equipment. 08/182
- The results of the National Student Survey (NSS) had been positive, with a move up the rank order, and improved absolute scores. It was noted that the survey was carried out between January and March before work taken on by the College to enhance the student experience could be reflected in the Survey Results. For example, feedback on the new Social Learning Space would not feature in the survey results until next year. 08/183

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|     | Working towards the next NSS, the College had convened a student experience group, comprising management, staff and students, to look at ways of better understanding student needs and work to ensure there was no complacency regarding student satisfaction. The President of the Students' Union noted that feedback from academic staff was one of the main areas covered in the NSS. It was noted that steps had already been taken to improve matters. The impact would, however, not be reflected until next year's Survey. The appointment of a new Director of Operations, combining the former roles of Director of Information Services and Director of Resources, would assist the provision of a more seamless service, thereby benefiting the student experience.                                      | 08/184 |
|     | More than 300 staff had moved office over the course of three months during the Summer. This work had been in progress over Clearing week. Efforts had been made to ensure phone lines were kept running and that there was no impact on the College's handling of the clearing process. The Council congratulated Máire Davies for managing the moves and all those who assisted in this crucial step.   | 08/185 |
| 6.2 | The Principal reported on his visit to the USA from 16 to 18 September 2008 for the start of the USA Picture Tour (CL/08/79). The successful launch at the British Embassy in Washington, at which the College Choir had performed, had been introduced by the British Ambassador, and attended by two members of the Council, including the Chairman, and a number of College staff. Keen interest had been shown in the paintings, and it was noted that the tour marked the beginning of a marketing initiative to promote the name of the College in the US; to gain recognition, and provide cultivation opportunities. The tour was being extended to accommodate two additional museums which were interested in displaying the collection. The Council thanked the Director of Development for his hard work. | 08/186 |
| 7.  | <b>FINANCIAL MATTERS</b>  |        |
| 7.1 | The Council noted a summary of the financial outturn for 2007-08 (CL/08/80). After a particularly strong year in 06-07, the College had started in a strong position, and the estimated surplus for the year was £6.2m.   | 08/187 |
|     | The Council received a verbal report from the Chair of the Finance Committee on what the changing world economic conditions meant for the College. It was noted the College had no deposits in Icelandic banks. While there was always a degree of risk with regard the safety of deposits, the College worked to achieve appropriate mitigation through a balance of risk and reward. It was noted that the External Auditors had complimented the College on its approach to diversification.   | 08/188 |
|     | The majority of the College's borrowing was short term, and some was overseas. There was no immediate risk of losing credit, provided the College maintained its covenants with its lenders. The fall in the stock market had some general impact, on the Founders Endowment Fund in particular, but the action the College had taken to move a proportion into cash had reduced the effect of this. It was noted that the value of the picture collection, which was a substantial asset, was less at risk of decline during a period of recession.  | 08/189 |

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|     | While the College's position was strong, it could not be entirely sheltered from the current turbulent economic climate and there was a need to remain cautious. The Council noted there was a risk of government funding cuts, and increasing likelihood of a call for higher pension contributions. It was prudent to avoid committing to higher fixed costs at the present time, when these costs might prove difficult to deal with in the future. A flexible approach to managing the College's financial affairs was required.  | 08/190 |
|     | The Council noted that, despite the inevitable concerns, such challenging times brought new opportunities, including the merger negotiations with St George's.  | 08/191 |
| 7.2 | The Council received a report on estimated student numbers for 2008-09 and the expected financial impact (CL/08/81). The Director of Finance reported that numbers would only be finalised in December. There was an estimated shortfall in overseas student numbers, and therefore deliberate overrun in home and EU recruitment. The difference in fee rates for international and home students meant that the offset would only be partial, leaving a £1.1m shortfall overall. This could increase to £1.5m but the overseas fee contingency would offset most of the impact on the budgeted surplus. | 08/192 |
|     | It was noted that feedback from the international student community was available through the international student barometer and the Students' Union International Student Forum, and this would be considered by the College in seeking to redress the overseas shortfall.  | 08/193 |
|     | It would be necessary to face up to the changing environment, within the sector and more generally. While the College was doing well, new initiatives to combat the challenges facing HEIs were required. A review of the postgraduate taught (PGT) offering was under way, to analyse whether changes were required to make them better reflect the market appetite. Any new courses would be implemented as speedily as possible, but validation requirements enforced some time restraints. Chair's action would be taken, where necessary, to avoid delay.  | 08/194 |
|     | There were challenges for the forthcoming planning cycle, but this would be helped by the valuable capital resources already in place. There were also various initiatives being put in place to help bolster PGT numbers, including the 3+1 scheme offering fee awards for eligible returning students on postgraduate courses.  | 08/195 |
| 8.  | <b>STRATEGIC PLANNING</b>   |        |
|     | <u>Corporate Plan 2008-13</u>   |        |
| 8.1 | The Vice-Principal (Planning & Resources) presented the Corporate Plan 2008-13 (CL/08/82). This reflected a move, from the previous yearly planning approach, to a longer planning cycle, which would provide a better opportunity to assess how achievement of objectives, and a more holistic approach.   | 08/196 |

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| The Plan was designed to be easily accessible and allowed themes and objectives to be interconnected, and linked together as appropriate. The measures of excellence for the Vision Statement were the Research Assessment Exercise and the National Student Survey. These measures would allow a clear assessment of how the College had done over time, and relative to the sector. The committees reporting to Council would receive regular updates and would be the principal forums for discussions regarding progress. There would, in addition, be an annual report to Council each January. | 08/197 |
| The Plan envisaged that risk management should be considered by key committees as a pervasive theme in strategic planning, rather than a discrete area delegated to a specialised risk management committee.   | 08/198 |
| Measures were being taken to mitigate the challenges facing the College and the sector generally, but could not be expected to eliminate them; therefore realistic targets had to be set, which took account of current trends. The Plan in its current form provided a framework within which departments could work. Further work to produce a “complete package” including qualitative data was ongoing and would be available in the new year.   | 08/199 |
| The Council thanked the Head of Strategic Development for the hard work and commitment which had been put into the new Plan and  | 08/200 |
| AGREED: the Corporate Plan 2008-13, specifically the approach taken to cascade the Plan and the integration of risk.   |        |
| <u>Royal Holloway's Relationship with St George's, University of London (M08/106 &amp; M08/109)</u>  |        |
| 8.2 The Council received a copy of the College's proposal in response to St George's strategic options review, following agreement by St George's Council on 30 September 2008 that Royal Holloway was the preferred bidder (CL/08/83). The proposal was presented by the Principal, the Senior Vice-Principal, Vice-Principal (Planning and Resources) and the Head of Strategic Development.   | 08/201 |
| The Council noted that the College had enjoyed recent success and above sector growth in student numbers and research income. There were challenges ahead, posed by the increasingly competitive global market, and the uncertain economic environment was likely to impact on public funding. Continued funded growth at the same rate as in the past would be very difficult, and changing HEFCE priorities required that the College sought diversity in subject discipline and income streams.   | 08/202 |
| Pursuing a merger provided an opportunity to address these challenges and, as another institution within the University of London, with significant research potential and close links to a number of health trusts, St George's was a particularly attractive partner. It was reported that some of the areas within the healthcare sector where St George's strengths lay were those to which HEFCE was increasingly turning its focus. St George's long-standing relationship with Kingston was also significant in light of the “joint faculty” of Health and                                    | 08/203 |

Social Care Sciences and the fact that St George's was a stakeholder in Kingston's School of Pharmacy. It was noted with approval that the College was committed to taking forward proposals which had emerged from earlier discussions with Kingston, by way of a renegotiated joint venture agreement.

There were clear advantages for St George's as well, in recognition of its limited options for growth; relatively small overseas student contingent; and the perceived benefits of providing access to the social sciences with regard to expanding its range of postgraduate taught programmes. As a merged institution, there would be on offer a wide range of subjects, and a more complete coverage in research and teaching. The social sciences, education and professional training programmes would complement the biomedical and health sciences. Access to funding, including Additional Student Number (ASN) funding, would also be widened.

08/204

- 8.3 Following discussions which had taken place during the Strategic Session, the Council considered formally the development of plans to merge with St George's, University of London. The Council welcomed St George's decision to give the College preferred bidder status and noted the support which had been shown so far by the College's academic community and from the Students' Union. The Council

08/205

**AGREED:** the proposals to pursue discussions, with a view to merger with St George's, University of London.

08/206

The Council noted that proceeding with a merger would be subject to due diligence and scrutiny of the legal, financial and structural implications.

08/207

The proposals would now be referred to University of London and HEFCE for 'in principle' approval. Preferred bidder status had only been confirmed on 30 September 2008, therefore the scope of work which had been possible to date was limited. A formal process of planning and due diligence would now begin.

08/208

A project board was being established, comprising members of the Council Executive as well as co-opted members from the Councils of Royal Holloway and St George's. A firm timetable for completion of the merger was being devised. While it was in the interest of all parties to complete the merger as swiftly as possible, progress would depend in part upon external restraints including obtaining Privy Council consent.

08/209

Regular updates would be provided from the project board to the relevant College committees. The architecture of the planning process would be ratified by the Council, and there would be an update at the next meeting on developing negotiations and the projected timetable.

08/210

Branch Campus in Kuala Lumpur (Kuala Lumpur Education City) (M08/124 – M08/126)

- 8.4 The Senior Vice-Principal presented a progress report on the invitation to participate in a joint venture in Kuala Lumpur (CL/08/84). A full-time KLEC Project officer had been appointed on secondment, and was engaging in extensive discussions with counterparts in Malaysia and other UK institutions who had participated in collaborations of a similar kind. Three law firms had been nominated to tender for the legal work to be undertaken, should the collaboration move forward. 08/211
- The basis for the College's interest in the project remained a 'shared campus' model. Moving forward with the project would therefore require other suitable institutions to agree Memoranda of Understanding with KLEC. It was noted that KLEC had arranged a meeting with its investors, and the outcome of that meeting would inform the College's actions going forward. 08/212

9. **GOVERNANCE**

9.1 Election of Chairman (M08/138)

*[Sir Andrew Burns withdrew for this item]* It was noted that Statute 4 had been revised to stipulate that "The Chair and Vice-Chair of the Council shall be elected by a majority of the other members present and voting at a meeting of which not less than fourteen days' notice has been given and at which not less than two-thirds of the total membership of the Council are present and shall hold office for such period as the Council thinks fit but for not more than five years from the date of election and then retire but shall be eligible for re-election for one further period not exceeding five years." [Ref M08/216] 08/213

The Council also noted that Regulation 9 stipulated that, on appointment, the Chair's term of office as a member of the Council would be altered so as to be the same as his term of office as Chair. 08/214

As proposed at the last meeting, the Council 08/215

AGREED: to re-elect Sir Andrew Burns as Chairman of the Council for a further period, to take effect from the end of his current term of office on 31 July 2009 until 31 October 2011.

9.2 College Statutes

It was noted that the amendments to the following Statutes, agreed at the March 2008 meeting, had been confirmed by Order of the Privy Council on 3 September 2008: 08/216

- |         |                            |
|---------|----------------------------|
| 3(1)(c) | Elected members of Council |
| 4       | Officers of the Council    |
| 17(3)   | Deans & Deputy Deans       |
| 26      | No Discrimination          |

**9.3 Council Regulations**

As a consequence of the amendments to Statute 17(3) and Statute 26, the Council considered proposed revisions to Council Regulations 22 and 23 - the Appointment of Deans and Deputy Deans and to Regulation 1 - Appointment of members of Council (CL/08/85) and

08/217

AGREED: the revisions to the Council Regulations as outlined in CL/08/85.

**10. DELEGATION OF APPROVAL TO COUNCIL EXECUTIVE**

The Council

08/218

AGREED: to delegate to the Executive Committee the power to approve the Annual Accounts for 2007 for submission to the HEFCE by 30 November 2007. The Accounts would be considered by the Finance and Audit & Compliance Committees prior to the Executive Committee. All members of the Council would be invited to attend the Finance Committee meeting on 29 October 2008.

**11. ANNOUNCEMENTS**

11.1 The Council noted that Sir Andrew Burns, Chairman of Council, had been elected to serve as Chairman of the Committee of University Chairs, from October 2008 until October 2011.

08/219

11.2 The Council noted the appointment of Dr Gordon Mousinho as Director of Operations with effect from 3 November 2008. Dr Mousinho, who would be in attendance at meetings, had formerly been Chief Executive Officer of Capgemini Financial Services for UK & Ireland. The new post of Director of Operations combined the previous roles of Director of Resources and Director of Information Services.

08/220

11.3 The Council noted the appointment of Professor Adam Tickell as Vice-Principal (*Communications, Enterprise & Research*)\* from 1 October 2008, succeeding David Sweeney. Professor Tickell, who would initially focus on the research aspect of his new role, would continue as Dean of History & Social Sciences until a replacement had been found. [*\*See Secretary's note under M08/171*]

08/221

11.4 The Council noted the appointment of Professor Katie Normington, Head of Drama & Theatre, as Dean of Arts, succeeding Professor Geoffrey Ward.

08/222

11.5 The Council noted that a Memorial Service for Lord Allen of Abbeydale would take place in the College Chapel on 18 November 2008 at 3pm. Philip Allen, who died on 27 November 2007 had been the first Chairman of the merged College Council from 1985 until 1992, having previously served on both constituent Colleges' Councils. He had played a crucial and pivotal role in achieving the incorporation of Royal Holloway & Bedford New College in 1985.

08/223

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

Arising from M08/169, it was noted that the Chairman had agreed to the appointment of Professor Adam Tickell as Vice-Principal (*Communications, Enterprise & Research*)\* from 1 October 2008, succeeding David Sweeney. Professor Tickell, who would initially focus on the Research aspect of the role, would continue as Dean of History & Social Sciences until a replacement had been found. \**[See Secretary's note under M08/171]*

08/224

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

No decisions had been taken by circulation since the last meeting.

08/225

**14. JOINT COMMITTEES OF THE COUNCIL WITH UNITE AND UNIVERSITY & COLLEGE UNION (UCU)**

The Council received the Annual report for 2007-08 of the work of the Joint Committees (CL/08/86).

08/226

**15. HEALTH CENTRE**

The Council received the Annual Report for 2007-08 from the Health Centre (CL/08/87).

08/227

**16. AUDIT & COMPLIANCE COMMITTEE**

16.1 The Council received the unconfirmed minutes of the meeting of the Audit & Compliance Committee held on 4 July 2008 (CL/08/88).

08/228

**16.2 Risk Management Strategy**

The Council

08/229

AGREED: a revised version of the Risk Management Strategy (CL/08/89).

**17. REMUNERATION COMMITTEE**

The Council noted that a report from the meeting of the Remuneration Committee held on 13 October 2008 would be made to the next meeting.

08/230

**18. COUNCIL MEMBERS' TRAINING**

The Council received a report of governance training seminars and induction sessions attended by members of the Council during 2007-08 (CL/08/90).

08/231

**19. SEALING OF DOCUMENTS**

The Council noted that the following documents had been sealed since the last meeting: 08/232

- On 30 June 2008, honorary degree certificates for Professor Whitfield Diffie, Dr Simon Singh and Dr Andrew Sentance;
- On 30 July 2008, JCT Standard Form Building Contract for interior fit-out of Level 1, Bedford Library;
- On 19 August 2008, confirmed Minutes of 26 March 2008 Council meeting for submission to the Privy Council.

**20. COLLEGE SECRETARY**

It was noted that Carol Burns, Acting College Secretary, would be leaving the College at the end of October to take up the position of Secretary and Registrar at the University of Brighton. The Council 08/233

AGREED: to appoint Andrew Martin, the Assistant Director of Management Services, as Part-time, Interim, Acting College Secretary. A permanent College Secretary would be appointed in due course.

Louise Humphreys  
Governance Officer  
16 December 2008

