

M17/01-M17/66

Minutes of the meeting of Council held on Wednesday 22 February 2017 at 5.00pm in the Windsor Building rooms 1-02/1-03

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

**FORMAL BUSINESS**

- MINUTES**  
DISCUSSED the wording of minute 16/330 from the minutes of the meeting 24 November 2016 (M16/284-M16/362). 17/01  
  
AGREED to amend the last sentence of minute 16/330 to read "NOTED that nationally in 2014/15 only 26% of students achieve the school's predicted grade according to UCAS data" and present the minutes for signing at the next meeting. 17/02
- MATTERS ARISING FROM THE MINUTES**  
None. 17/03
- REGISTER OF INTEREST**  
None. 17/04

4. **UNSTARRING OF ITEMS**  
None 17/05

**PART A: MAJOR ITEMS OF BUSINESS**

5. **RESEARCH STRATEGY**  
RECEIVED a presentation on the key points of the report "Progress of the Research Strategy" (CL/17/01). Maintaining strength in research was critical in maintaining the College status as a leading international university. 17/06

NOTED the objectives of the 2013 strategy and the improvements to organisation and processes in preparation for REF 2021 in order to improve the outcome and College ranking and to create a culture of success that would sustain a key income stream by creating a supporting infrastructure for research. This would also involve building strategic research links to become a partner of choice and drive the research agenda, prioritising investment in areas of research strength and supporting growth in postgraduate research students. 17/07

DISCUSSED Enterprise developments as a result of research work which may occasionally be exploited by the College through the establishment of spin out companies, monitoring of grants awarded and achieves, the change in expectations of the number of papers required to be submitted in order to achieve targets and supporting the individuals in understanding the reasons for success and failure in the mass application process and exploiting links and collaborating with industry. 17/08

NOTED progress towards achieving the Research Strategy aims and objectives. 17/09

6. **GOVERNING DOCUMENTATION**  
6.1 RECEIVED an update on progress with the Charity Scheme (CL/17/02) including the current draft of the Scheme and an indicative timetable for the progression of the work. 17/10

NOTED that the RHBNC 1985 Act would remain in place and the draft Scheme indicated only where the text of the RHBNC 1985 Act was being changed. The changes were: 17/11

- Amendment of the Objects of the College to enable the award of degrees of Royal Holloway and/or of any third party. This would allow the award of joint and dual degrees.
- For clarity, the powers of the College were provided in detail in items 4 and 5 of the Scheme.
- Provision to amend the name of the College by application to the Privy Council.
- Removal of the section on the Visitor. However confirmation was currently being sought as to the name that may be applied to the replacement ceremonial role as College may not have its own Chancellor or Vice-Chancellor whilst a part of the University.
- An addition to clarify that compliance with the statutes and regulations of the University of London only applied to the business which was relevant to the University and only as long as the College was part of the University.
- Allowance for the Council to have more than one Vice-Chair.
- Removal of the requirement for Privy Council approval of the Statutes, as agreed by Council at the meeting 31 August 2016, but retention of the current special resolution process.

NOTED that consultation with the College Unions had taken place and the Scheme would be reviewed by the Academic Board at its next meeting. 17/12

	NOTED the indicative timetable for completion and approval of the Scheme and that the process was currently at stage three "negotiation of content" and awaiting a response from the Charity Commission.	17/13
	AGREED to seek approval of Council members by circulation of the final draft of the Scheme, expected in the next week. Council AGREED to approve the Scheme by circulation if only minor amendments were made from the draft presented at this meeting.	17/14
	NOTED that 13 of the federal colleges had indicated they would be applying for University title. It was hoped that the University of London Bill would receive assent by summer of 2017 and that applications for University title for all 13 Colleges would then run simultaneously and come into effect on an agreed date. The College remained on course to be in any first group.	17/15
6.2	RECEIVED changes to the University of London Statutes (CL/17/03) that were being sought to keep them aligned with the new University of London Act. The new Act was the device by which member institutions of the federal University would be enabled to apply for University title in their own right while remaining within the federation.	17/16
	NOTED the amendments to the University Statutes and that the most substantive change that would affect the College was the change to 16.4 formalising the position that the University Board must, in future, agree that a College can leave the federation if it so wishes.	17/17
	NOTED that it was not the current intent of the College to leave the University of London.	17/18
	APPROVED changes to its Statutes as required by the University of London Statutes.	17/19
7.	<b>PRINCIPAL'S REPORT</b>	
7.1	RECEIVED a report from the Principal (CL/17/04) which set out the key issues that impact on, and progress with, the College strategic plan as well as other matters of interest to Council members.	17/20
	NOTED that the College had implemented a robust policy to address the issues of freedom of speech and "no platform". The College position was to protect, within the law, freedom of speech for all staff, students and visitors, provided that any speaker was prepared to accept challenge and counter-argument. The policy had been tested by two events recently: <ul style="list-style-type: none"><li>• Correspondence with the Bahrain Embassy following their request to cancel an event at which the speaker challenged the Bahrain government. The Embassy was invited to send a representative to speak which was declined.</li><li>• A news item on Channel 4 where an RHUL student was interviewed and expressed strong right wing views with some footage clearly filmed on campus. Permission for Channel 4 to film on campus had not been sought or granted and a College complaint had been lodged. An assessment was also being made regarding whether the student had contravened College regulations.</li></ul>	17/21
	NOTED that in order to catch up with the historical under investment in infrastructure a private placement had raised £80m and this, along with drawing on reserves, allowed the development of the Library and release of space for academic expansion. In order to continue to address the backlog, particularly with regard to Media and Music departments and maintenance of the Science buildings, financing options were currently being evaluated. Consultants had been engaged and Finance Committee were involved in an in-depth review of the options available which would come to Council in due course.	17/22

- NOTED that Council would receive, in due course, a presentation of the College brand campaign planned for 2018 to mark a number of important historical events and College milestones occurring in 2017/18. 17/23
- NOTED that a review by the Higher Education Statistics Agency (HESA) of the data collection method for Destination of Leavers in Higher Education (DLHE) concluded that “the current methodology does not offer comprehensive assurance” and has resulted in the proposal of a new DLHE measure. NOTED the comparison of the old and expected new DLHE measure and that it was anticipated that the proposed richer data and more rigorous data collection method would benefit the College employability statistics and league table position. 17/24
- NOTED the letter from HEFCE confirming its preliminary assessment of the Annual Provider Review, the core mechanism for assessing quality in HEI’s funded by HEFCE. HEFCE confirmed that it had no concerns on financial sustainability, good management and governance matters”. 17/25
- NOTED that the new Library and Student Services Centre remained on track for a phased handover in Summer 2017. There was a particular emphasis on ensuring the completion of Founder’s Square in time for graduation so that graduating students, who have experienced most disruption, could see the outcome of the work. The name of the building, Emily Wilding Davison was announced in January 2017 with livestream from the construction site and supporting material on the intranet and in social media which had been widely viewed. 17/26
- NOTED the appointment of Professor Paul Hogg as a main board member of Enterprise M3 and the only representative from higher education. 17/27
- 7.2 NOTED the update on major projects (CL/17/05) and that the Library, Student Residences and Science Building projects within schedule and cost budget. 17/28
- NOTED the acquisition of the lease of the Monkey’s Forehead by the College which was assigned to the Students’ Union and Council concerns regarding the operation of the establishment once refurbished. 17/29
- REQUIRED a paper addressing Council’s concern over the risks associated with the College’s acquisition of a public house to be run by the Students’ Union. 17/30
- 7.3 NOTED the report providing details of a major incident in Founder’s on 1 December 2016 (CL/17/06) which required evacuation of the building and providing alternative accommodating for some overnight causing disruption to students and staff which extended into the next day. 17/31
- NOTED that overall the systems and incident management worked but a number of opportunities for updating and improving the major incident planning were now being implemented. Council NOTED that College addressed the major incident in a professional manner and thanks were extended to all involved in supporting students and staff and in resolving the incident. 17/32
8. **TEACHING EXCELLENCE FRAMEWORK**
- RECEIVED a report of the TEF2 submission (CL/17/07) which included a summary of the background to the TEF, planned future development and of the potential reputational and financial risks arising from the outcome of the TEF 2 grading (bronze, silver, and gold). Failure to achieve at least a silver grading in TEF 2 would impact the reputation of the College as well as its finances as there would be a reduction in the maximum level of HEU UG tuition fees that could be charged. 17/33

	NOTED the process for completing the TEF 2 submission and the assessor's procedure for forming an initial hypothesis of an institution's rating based on comparing performance on each metric to an institutional benchmark. Statistically significant differences, either positive or negative, would be flagged and gold awards would be provisionally assigned to those institutions with three or more positive flags and no negative flags. Those with two or more negative flags would be considered initially as bronze. All others would be assigned provisional silver status. The written submissions would then be used to substantiate or modify the initial hypothesis, although it was evident that it would be difficult to move up grades.	17/34
	NOTED that the initial evaluation of the provisional College TEF assessment based on the metrics was likely to be silver. The formal TEF 2 outcome was anticipated in May 2017.	17/35
9.	<b>COLLEGE STRATEGY</b>	
9.1	RECEIVED an update of the College Strategic plan adopted by Council in October 2013 which now contained KPI's and a summary strategic risk register (CL/17/08).	17/36
	NOTED the action plan to deliver the strategic objectives and that this plan was designed to be presented across a number of platforms to reaffirm the messages and embed them across the College community.	17/37
	NOTED that the update of the Strategic plan included the most important KPI's where the performance was central to the achievement of the plan. The full report of KPI's would be available for any member on request and also reported annually at the Council Strategy day.	17/38
	NOTED that the full risk register report would be routinely scrutinised by the Audit and Compliance Committee and the risk summary would be maintained in the Strategic plan. The full document would be available for any member on request and reported annually at the Council Strategy day.	17/39
9.2	NOTED an update to the Strategic Risk Register (CL/17/09) following the November meeting of Council and updated by the College Executive to reflect the review of the College priorities with the inclusion of three additional risks.	17/40
	NOTED the additional risks:	17/41
	<ul style="list-style-type: none"><li>• Risk 6: Failure to generate surplus at the levels above sector norms will result in our inability to fund our long-term capital development plans to recover from an historic investment backlog.</li><li>• Risk 7: Changing attitudes and policy that restricts our ability to recruit international staff and students will impact on academic activities and finances and may lead to falling position in league tables</li><li>• Risk 8: Inadequate strategic vision and IT capability will impact on our ability to deliver a transformational IT programme that responds to and keeps pace with changing student expectations, supports our Learning, Teaching and Research ambitions and provides us with business systems that deliver value for money.</li></ul>	
	NOTED that in future Audit and Compliance Committee would receive the full risk register at every meeting and red/amber risk areas would be brought to Council with a full review annually at the Council Strategy day.	17/42

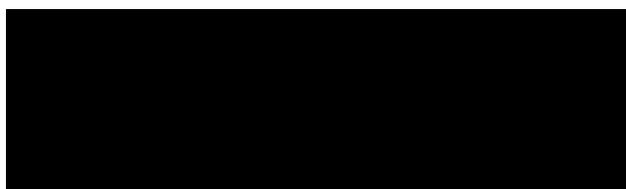
10. **FINANCE**
- RECEIVED the current year financial report (CL/17/10) that provided an update on the financial forecast for 2016/17 and the cash position. 17/43
- NOTED the operating surplus as at December 2016 was £3.0m which was £0.6m higher than the operational budget. 17/44
- NOTED the forecast surplus as at December 2016 (Period 5) for 2016/17 was £5.4m which was £0.4m higher than the operational budget. 17/45
- NOTED that under FRs 102, the 2016/17 budget that was submitted to HEFCE in the financial forecast was for a surplus of £5.8m (excluding any investment gains or losses) which was £0.8m higher than the budget approved by Council. The difference between the approved budget and the FRS102 budget was due to the movement in the pension provision and the net interest charge on pension schemes that now have to be accounted for. As highlighted previously, the introduction of FRS102 introduced greater volatility to financial reporting due to movements in non-operational items. The current FRS102 forecast surplus was for a surplus of £7.5m, an increase of £1.7m against budget due to a larger movement now forecast in the pension provision which was estimated based on current market indices. 17/46
- NOTED that the cash position at the end of December was £100.0m which was a decrease of £12.0m compared to the position at the end of November. The cash position at the end of the 2016/17 financial year was forecast to be c. £30.0m although the scope for variances of +/-£5-10m is high given the impact of project contingencies and the precise timing of expenditure and associated cash flow around year-end. 17/47
- DISCUSSED whether the risks included in the College Risk Register were factored into the current year forecast and confirmed that the financial plan to be presented to Council in July would include an assessment of the financial consequences of relevant risks. Whilst the particular risks discussed were not always included in the forecast for the remainder of this financial year the potential impact of relevant risks were considered and contingency included in the budget where it was considered prudent to do so for example in allowing a contingency against under recruitment due to the volatility of the student recruitment market. 17/48
- PART B: ITEMS FOR REPORT AND FORMAL APPROVAL** 17/49
11. **ANNOUNCEMENTS**
- None 17/50
12. **REPORT OF DECISIONS TAKEN BY THE CHAIRMAN**
- None 17/51
13. **REPORT OF DECISIONS TAKEN BY CIRCULATION**
- None 17/52
14. **COMPLIANCE**
- NOTED the first annual report of compliance with the Prevent Duty (CL/17/11) 17/53
15. **ANNUAL RETURNS**
- NOTED the signed copy of the HEFCE report sent to HEFCE on 1 December 2015 (CL/17/12) 17/54

16. **STUDENT REGULATIONS**
- 16.1 AGREED the general student regulations for 2017/18 (CL/17/13) 17/55
- 16.2 The student misconduct regulations for 2017/18 (CL/17/14 withdrawn) 17/56
17. **STRATEGY**
- NOTED the 2016 planning letter sent to the Principal (CL/17/15) 17/57
18. **ANNUAL REPORTS**
- 18.1 NOTED the annual report of student complaints (CL/17/16) 17/58
- 18.2 NOTED the annual report of major misconduct disciplinary hearings (CL/17/17) 17/59
19. **GOVERNANCE**
- AGREED revised Terms of Reference (CL/17/18) for the following Council committees: 17/60
- Capital Projects Assurance Committee
  - Equality & Diversity Committee
  - Finance Committee
20. **COUNCIL COMMITTEE MINUTES**
- NOTED minutes received (CL/17/19) from the following Council committees: 17/61
- Council Executive 26 October 2016
- Remuneration Committee 26 October 2016
- Finance Committee 27 October 2016
- Council Quality Assurance Working Group 1 November 2016
- Audit & Compliance Committee 7 November 2016
- Capital Projects Assurance Committee 9 November 2016
- Council Quality Assurance Working Group 9 January 2017
- Council Executive Committee 1 February 2017
- Audit & Compliance Committee 6 February 2017 (Minutes not yet available)
- Finance Committee 9 February 2017 (Minutes not yet available)
21. **NOTED THE FOLLOWING COMMITTEES HAVE NOT MET SINCE THE LAST MEETING OF COUNCIL**
- Equality & Diversity Committee next meeting 7 March 2017 17/62
- Health & Safety Committee next meeting
- Remuneration Committee next meeting 24 April 2017
- Capital Projects Assurance Committee next meeting 24 April 2017
22. **NOTED SEALING OF DOCUMENTS** 17/63
- 6 December 2016: Honorary degree certificate for presentation 8 December 2016 to Philip Saville
- 19 December 2016: Deed of Guarantee with QuScient Technologies Private Limited re delivery of student recruitment and admissions software by ProRetention Inc.
- 19 December 2016: Contract for the sale of leasehold land with vacant possession at the Monkey's Forehead
- 19 December 2016: Land registry transfer of whole of registered title property. The Monkey's Forehead. Title number: SY706043
- 19 December 2016: Licence to assign relating to The Monkey's Forehead
- 19 December 2016: Licence to underlet relating to The Monkey's Forehead
- 19 December 2016: Underlease by reference to superior lease of The Monkey's Forehead
- 19 December 2016: Lease between the College and Bellerbys Educational Services Limited of business premises (Wettons Terrace building)
- 16 January 2017: Electronic Engineering Building contract

6 February 2017: Appointment as Principal Designer re Student Residences Project and  
Principal designer re Science Building

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| 23. | <b>OTHER BUSINESS</b><br>None  | 17/64 |
| 24. | <b>RESERVED AREA OF BUSINESS</b><br>None   | 17/65 |
| 25. | <b>DATE OF THE NEXT MEETING</b><br>Wednesday 10 May 2017 at 5pm in the Management Building Lecture Theatre | 17/66 |

Signed:



Date

