

**Minutes of the meeting held on Thursday 24 November 2016 at 10.30am, Cumberland Lodge, Windsor Great Park**

<b>Present:</b>	Mr Stephen Cox (Chair) Ms Emilie Ancelin Professor Sarah Ansari Ms Natasha Barrett Mr Gurpreet Dehal Ms Ann Ewing Professor David Gilbert Mrs Christine Goodyear Mr John Gregory Mr Majid Hawa Mrs Margaret Jack Ms Denise Keable	Ms Sarah King Professor Paul Layzell Mr Jeremy McIlroy Mr Nick Perryman Dr Nicole Rickett Mr Iain Ross Professor Liz Schafer Mrs Chris Shoukry Mr David Spence Mr David Williams Ms Colette Wilson
<b>Apologies:</b>	Mr Mark Newlands	Mr Gerry O'Hagan
<b>In attendance:</b>	Mr Stephen Avery Professor Rosemary Deem Ms Marie Ennis Professor Paul Hogg Professor Rob Kemp Professor Katie Normington Professor Bob O'Keefe  Mrs Julia Roberts Anna Sendall	Chief Financial Officer Vice Principal (Education) and Dean of Doctoral School 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 Academic Registrar
<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>	Ms Tina Harris Mr Doug German	Co-opted member of Audit and Compliance Committee Executive Policy Assistant

**FORMAL BUSINESS**

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| 1. | <b>MINUTES</b><br>AGREED the minutes of the meeting held on 5 October 2016 (M16/227-M16/283) | 16/284 |
| 2. | <b>MATTERS ARISING FROM THE MINUTES</b><br>None  | 16/285 |
| 3. | <b>REGISTER OF INTEREST</b><br>None  | 16/286 |
| 4. | <b>UNSTARRING OF ITEMS</b><br>None   | 16/287 |

**PART A: MAJOR ITEMS OF BUSINESS**

Item 8.5 was addressed at the opening of the meeting with no staff members who would be affected in attendance. 16/288

RECEIVED the proposed changes to the Executive Management structure (CL/16/81) including a diagram of the current and a proposed new structure (tabled). It was NOTED that a key change was to focus the role of the Dean on the delivery of strategic priorities working more closely with the departments and with devolved responsibility and accountability to enable them to act swiftly within clear boundaries. 16/289

DISCUSSED the respective responsibilities of the roles particularly with regard to the Deputy Principal and Senior Vice Principal (Academic), the Vice Principal title in relation to the role, the importance of retaining the focus on research and teaching, the breadth of responsibility and number of reports to the Chief Operating Officer. 16/290

NOTED that the proposed structure was presented at a Special Academic Board meeting and would be discussed again at the December meeting. NOTED that there was concern for the downgrading of the significance of research in the College. 16/291

APPROVED the proposed Executive Management structure subject to taking account comments made regarding: 16/292

- Issues raised regarding the focus on research.
- Consideration of the transition process and ensuring the change was well managed.
- Clarifying the role of the Deputy Principal.
- Consideration of the way in which the Vice Principal title would be used.

AGREED that the Chair of Council would follow up with the Principal on behalf of Council. 16/293

5. **ACADEMIC QUALITY**

RECEIVED a report from the Academic Quality Working Group (CL/16/75) that had been established to carry out the detailed scrutiny required in order that Council may provide assurance to HEFCE under the new Quality Assessment procedures. Under these procedures Council was required to provide assurance to HEFCE as part of College's Annual Accountability Statement that: 16/294

- It had received and discussed a report and accompanying action plan relating to the continuous improvement of the student academic experience and student outcomes. This included evidence from the College's periodic review processes, which fully involved students and included embedded external peer or professional review;
- The methodologies used as a basis to improve the student academic experience and student outcomes were, to the best of Council's knowledge, robust and appropriate;
- The standards of awards for which the College was responsible had been appropriately set and maintained.

NOTED that a report template had been developed to provide the necessary information and was benchmarked against reports developed by other Higher Education Institutions. The completed report was reviewed and approved by a special meeting of the Academic Board and subject to the scrutiny of the Quality Assurance Working Group which had requested additional documentation. The Institutional Audit of 2011 had given a strong commendation of the College systems and processes and the Academic Quality Working Group had established through its scrutiny that these systems continued to be developed since 2011. 16/295

	NOTED that the Academic Quality Working Group confirmed the maintenance of academic standards and that College complied with the three statements on which HEFCE required assurance.	16/296
	AGREED that Council provide the assurance to HEFCE under the new Quality Assessment procedures.	16/297
	NOTED that the Working Group would meet to reflect on the process and agree terms of reference and membership for a new Quality Assurance Committee of Council. It would determine how to manage the responsibilities for quality assurance in future and, with regard to this matter, the relationship between Council and Academic Board.	16/298
6.	<b>THE RHBNC ACT</b>	
6.1	RECEIVED the update on the progress of the revision of the RHBNC Act 1985 (CL/16/76) by way of a Private Member's Bill.	16/299
	NOTED that as part of the consultation process the Charities Commission was consulted regarding the proposed changes to the governing Object. The Charities Commission noted that the Charities Act 2011, section 74, stipulated that the permission of a court, or the Charities Commission itself, was required in order to spend charitable funds in the pursuit of a Private Member's Bill and all of the College's funds were deemed to be charitable funds. The direction given by the Charities Commission was that if there existed an alternative route by which the aims of a new Bill could be achieved this must be taken. Section 73 of the Charities Act 2011 identified a Parliamentary Scheme as being the appropriate alternative route and this was confirmed by independent legal opinion provided by a previously not engaged firm.	16/300
	NOTED the procedure for pursuing a scheme as set out in The Charities Act 2011, Section 73. Advice from lawyers was being sought regarding the timescale but it was important to align the timing with that of the University of London if College was to benefit from HEFCE's agreement to the simplified batch processing of the right to university title for all the University of London Colleges. HEFCE's imminent demise made this an important target.	16/301
	NOTED that a draft of the Scheme had not yet been prepared but it was thought to be similar to the draft Bill provided under CL/16/77 but would now ensure that three key items remained: <ul style="list-style-type: none"> <li>• The possibility to leave the University of London should it ever be needed.</li> <li>• For Council to have the capacity for two Vice Chairs.</li> <li>• The possibility for the College to have its own Pro-Vice Chancellor as an honorary position should it be required.</li> </ul> <p>It was anticipated that a draft Scheme would be brought to the February meeting of Council and time would be allowed for consultation with Academic Board and College Unions.</p>	16/302
	DISCUSSED the quality of legal advice provided by the initial firm and future legal advisers.	16/303
6.2	NOTED the outcomes of the consultation process (CL/16/77) undertaken for the Private Bill.	16/304

7.	<b>STRATEGY DAY</b>	
	Summary of the key outcomes of the Strategy day and future actions addressed under item 11.1.	16/305
8.	<b>PRINCIPAL'S REPORT</b>	
8.1	RECEIVED at the Strategy day meeting a presentation "Understanding our challenges and refocussing our strategic plan" which reported on the strategic positioning of the College with regard to research and teaching, the estate and infrastructure and financial stability and considered the options for future growth in student numbers and the key opportunities and challenges for the College.	16/306
	NOTED the presentation identified the principal actions for research and teaching and learning that would improve their strategic positioning. There would also be a focus on specific departments to address aspects of performance that impact student experience as well as a general aim of decluttering departmental business to allow Heads of Departments to focus on academic performance.	16/307
	NOTED the opportunities and challenges in developing the estate and the infrastructure and the development of a long term estate strategy.	16/308
	NOTED some financial comparisons of the College vs the sector and the future demands on capital from the estates development programme, investment in new systems and from the academic sector in term of the REF, TEF and scholarships.	16/309
	NOTED the actions being taken to achieve the student number growth plan, understanding the challenges and developing recruitment activities.	16/310
	CONSIDERED at the Strategy day meeting alternative options for future growth.	16/311
8.2	RECEIVED a report on student admissions for 2016/17 (CL/16/78) and NOTED that although student numbers were still provisional it seemed likely that tuition fee income would be broadly in line with budget. Distribution between categories varied with shortfalls in Overseas Undergraduate and Overseas Post Graduate Taught categories offset by exceeding targets in recruitment of Home EU Undergraduate and Home EU Post Graduate Taught students.	16/312
8.3	NOTED the update (CL/16/79) on the name for the Library (L&SSC) and the consultation campaign held during the autumn term 2016/17 involving students, staff, alumni, and prospective students at Open days. The consultation achieved an 8% response rate from current students which was deemed to be good.	16/313
	AGREED, in line with the outcome of the consultation, the preferred name for the L&SSC building to be named after Emily Wilding Davison and the student residences to be named after the second most popular choice George Eliot. College would also look to recognise the contribution of Sarah Parker Remond and Hilda Martindale to the life and history of the College at a suitable opportunity.	16/314
8.4	NOTED the update on major projects (CL/16/80).	16/315
8.5	Report on the changes to the senior management structure taken as the first item (CL/16/81).	16/316
9.	<b>BREXIT</b>	

	NOTED the priorities needed to be addressed by government during the negotiation for withdrawal from the European Union in order to safeguard UK Higher Education (CL/16/82) and the actions to be taken within the College to support staff and students.	16/317
10.	<b>THE SCIENCE BUILDING</b>	
	NOTED the investment case for the Science Building (CL/16/83) which proposed the overall cost of the building as £22.906k (including infrastructure work £3,500k) which was in accordance with the endorsement of affordability agreed by Finance Committee. The project received £5m grant funding from HEFCE primarily expended, in accordance with HEFCE's requirements, on essential infrastructure upgrade. Additional funding of £17,581k was required to complete the project.	16/318
	NOTED that the Capital Projects Assurance Committee (CPAC) had scrutinised the investment case set out in the cost consultant's report and recommended the project to Council as value for money. CPAC confirmed that governance procedures had been followed in the development and management of the project and considered that management recommendations were appropriate.	16/319
	NOTED that CPAC discussed the flexibility of the building's design in consideration of alternative uses and it was NOTED that the building design included a 250 seat lecture theatre and rooms that would be available for general use across the College as well as open plan offices that would be fully flexible for other disciplines.	16/320
	APPROVED the project investment case with a maximum cost of £22,906k.	16/321
11.	<b>MONITORING IMPLEMENTATION OF THE COLLEGE STRATEGY</b>	
11.1	NOTED the annual performance and accountability review (CL/16/84) that provided an update on the actions taken in response to the 2013 Council Planning letter. The report included a summary of progress, a report against relevant KPI's and relevant metrics and residual risk for the three priorities included in the 2013 Council Planning Letter:	16/322
	<ul style="list-style-type: none"> <li>• Sustained growth in student numbers.</li> <li>• Delivery of the Capital Development Plan.</li> <li>• Preparation for REF 2020.</li> </ul>	
	NOTED that whilst the undergraduate recruitment for September 2016 entry was successful in achieving the overall targets the market for undergraduate students was increasingly challenging. The undergraduate market continued to be a priority area for improvement of recruitment activities through major work on the website, promotional materials and engagement with schools and prospective students. Alternative recruitment arenas were also being considered such as the opportunity provided by the apparent upturn in the postgraduate market resulting from the introduction of loans for postgraduate courses.	16/323
11.2	RECEIVED a report of progress of the key performance indicators aligned to the themes in the College Strategy (CL/16/85). An analysis of the current performance towards the 2020 target was provided.	16/324
	NOTED that out of 21 KPI's, 10 were rated amber, 7 green and 4 red. Those rated as red related to student entry tariffs, employability measures and research grant income.	16/325
11.3	RECEIVED the College Strategic Risk Register (CL/16/86) which included revised scores, approved by Audit and Compliance Committee, and a revision to the Cybersecurity risk in light of the recent nil assurance. Three additional risks relating to Brexit, TEF and the	16/326

abolition of HEFCE and RCUK were added following consideration of the Register by the College Planning and Resources Committee.

APPROVED and REQUIRED that the Strategic Risk Register be updated in light of the discussions of the review of the College Strategy at the Strategy Day meeting and presented to Council in due course. 16/327

11.4 RECEIVED details of planned actions and investments against the priorities set by Council in its Planning letter of November 2015 that would be implemented by the College during the academic year 2016/17 (CL/16/87). 16/328

NOTED the priorities Council requested that College focuses on during the 2016/17 academic year: 16/329

1. Sustained growth in student numbers to meet the target of 10,500 by 2020.
2. Implementation of the Teaching Excellence Framework.
3. Preparation for REF 2020.
4. Improvements in graduate employability.
5. Maintaining the momentum of the estates programme.
6. Improvements to student administration systems.

DISCUSSED the challenge of balancing the target of increasing student numbers and maintaining or improving quality of intake and tariffs in a changing recruitment market where students are becoming increasingly adept at managing the system. NOTED that nationally only 26% of students achieve the school's predicted grade according to UCAS data. 16/330

## 12. REVIEW OF THE COLLEGE STRATEGY

12.1 NOTED the key messages from the review of the strategy and the actions to achieve the aims (CL/16/88). Council members were invited to reflect on the proposed revised strategy and feedback comments through the Secretariat. 16/331

12.2 RECEIVED the priorities for the Council Planning Letter for 2017/18 (CL/16/89). The priorities are aimed at strengthening institutional stability: 16/332

1. Articulate the College's compelling proposition around teaching, student experience and research to grow its reputation and maintain the conditions for ongoing success.
2. Continue to deliver College student number growth plans introducing pathway flexibility and choice.
3. Ensure greater consistency in performance across the academic performance of College so as to positively impact league tables.
4. Implement other recommendations to improve league table position with a particular focus on employability outcomes.
5. Maintain institutional 'Silver' in TEF and aim for 'Gold,' by delivering real improvements in teaching as reflected in TEF core metrics, and prepare for subject level TEF assessment.
6. Establish an effective leadership structure including clear ownership and delivery of key metrics such as NSS.
7. Respond to the changing position of EU students and staff post-Brexit.
8. Demonstrate progress towards exceeding the achievements of REF 2014 in the next research excellence framework, focusing in particular on the impact of our research.

	REQUIRED that priority 2 should include "continue to deliver College student number growth plans and maintain quality..." and priority 5 should delete "real" and that the ultimate goal should be to achieve Gold standard in the TEF.	16/333
	AGREED the priorities for 2017/18 with the above changes.	16/334
13.	<b>ANNUAL REPORT FROM THE AUDIT AND COMPLIANCE COMMITTEE</b>	
13.1	RECEIVED the report for 2015/16 of the Audit and Compliance Committee (CL/16/90) which included the Internal Auditor's Annual Report (appendix 1), the External Auditor's Report (appendix 2) and the Value for Money Report (appendix 3). These reports would be submitted to HEFCE along with the Designated Officer's annual assurance return (Annexe A) and the signed audited financial statements and results.	16/335
	NOTED that at its meeting on 7 November 2016 the Audit and Compliance Committee received appropriate assurance and evidence that the College had complied with the HEFCE financial memorandum and the Charity Commission requirements.	16/336
	NOTED that the internal audit report summarised the level of assurance on 12 audits conducted during 2015/16 of which 58% received assurance of "good or "substantial". Five audits received limited and one nil assurance and it was NOTED that in respect of these limited and nil assurance reports the Internal Auditor reported that College had provided a robust response to the recommendations raised.	16/337
	NOTED that the audit of the financial statements encompassed the Founder's Endowment Fund and Royal Holloway Enterprise and received a satisfactory report from the external auditors BDO.	16/338
	APPROVED the report of the Audit and Compliance Committee for 2015/16 for submission to HEFCE.	16/339
13.2	RECEIVED a report in response to the nil assurance Internal Audit report on Cyber Security (CL/16/91) and NOTED the detailed plan of action included in the report which included an 18-20 month programme of work to remedy the weaknesses highlighted in two external audits carried out by Deloitte: the Data Protection and Security Audit and the Cyber Security Audit.	16/340
	NOTED that the progress of the work would be monitored by an oversight group led by the Chief Operating Officer. The action plan identified that the majority of the headline risks would be addressed within 12 months, during phases 1 and 2, and there was sufficient resource in place to complete phase 1. Further resourcing would be addressed based on evaluation of progress. On completion of the action plan ongoing sustainability would be assured in the long term by the Strategic IT Board.	16/341
14.	<b>FINANCIAL MATTERS</b>	
	<b>Financial Statements 2015/16</b> This item taken before item 13	
14.1	RECEIVED the annual accounts (CL/16/92) reviewed by the Finance and the Audit and Compliance Committees and audited by BDO. The financial statements were recommended to Council for signature together with the letter of representation.	16/342
	NOTED that the end of year results (£8.9M) were slightly ahead of that forecasted in July (£8.7m). This was the first year of application of the new HE SORP that applied FRS102 to the accounts of Higher education institutions and resulted in some presentational changes and less predictability as noted in note 29 to the accounts.	16/343

**Council**

	NOTED that Council accepted the judgements in applying the accounting policies and key sources of estimation APPROVED the signing of the financial statements and the letter of representation.	16/344
14.2	RECEIVED the annual sustainability assurance report (CL/16/93), part of the HEFCE annual accountability returns, which showed the current strong financial position of the College.	16/345
14.3	NOTED the oral report that current restrictions on the investment policy included only aerospace and defence stocks. Work on an ethical investment policy was ongoing and would primarily be the responsibility of the FEF Trustees. A formal report would be presented in due course.	16/346
14.4	NOTED that the current external audit contract would expire in May 2017 and Council APPROVED the formal tender process to allow the contract to be awarded in the required timescale (CL/16/94).	16/347
	AGREED that Council would confirm the appointment of the firm by circulation anticipated to be between the February and May Council meetings in order to allow the successful firm to prepare for the 2017 audit.	16/348
15.	<b>EQUALITY &amp; DIVERSITY</b>	
15.1	NOTED the annual report of the Equality and Diversity Committee (CL/16/95)	16/349
15.2	NOTED the report monitoring progress with the implementation of the Equality and Diversity Action Plan (CL/16/96)	16/350
16.	<b>HEALTH &amp; SAFETY COMMITTEE</b>	
	NOTED the annual report from the Health & Safety Committee (CL/16/97)	16/351


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

17.	<b>ANNOUNCEMENTS</b> None	16/352
18.	<b>REPORT OF DECISIONS TAKEN BY THE CHAIRMAN</b> None	16/353
19.	<b>REPORT OF DECISIONS TAKEN BY CIRCULATION</b> None	16/354
20.	<b>GOVERNANCE</b>	
20.1	NOTED the completion of the Statutes review process (CL/16/98)	16/355
20.2	AGREED revised Terms of Reference of the Council Executive Committee (CL/16/99)	16/356
20.3	AGREED revised Terms of Reference of the Health and Safety Assurance Committee (CL/16/100)	16/357
21.	<b>RECEIVED THE FOLLOWING MINUTES (CL/16/101)</b> Academic Quality Assurance Committee 29 September 2016 Equality & Diversity Committee 3 October 2016 Health & Safety Committee 11 October 2016 Council Executive 26 October 2016 (Minutes not yet available) Remuneration Committee 26 October 2016 (Minutes not yet available)	16/358



Finance Committee 27 October 2016 (Minutes not yet available)  
Academic Quality Assurance Committee 1 November 2016 (Minutes not yet available)  
Audit & Compliance Committee 7 November 2016 (Minutes not yet available)  
Capital Projects Assurance Committee 9 November 2016 (Minutes not yet available)

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| 22. | <p><b>NOTED THE SEALING OF DOCUMENTS</b></p> <p>3 October 2016: Consultants warranty to employer relating to RHUL Science Centre between Stride Treglown Ltd, RHNBC and Wilmott Dixon Construction Ltd.</p> <p>3 October 2016: Consultants warranty to employer relating to RHUL Science Centre between Hampson Barron Smith Ltd, RHNBC and Wilmott Dixon Construction Ltd.</p> <p>3 October 2016: Consultants warranty to employer relating to RHUL Science Centre between Thomasons Ltd, RHNBC and Wilmott Dixon Construction Ltd.</p> <p>21 October 2016: Agreement between the College and Geoffrey Osborne Ltd for the provision of HV/IT infrastructure works</p> <p>21 October 2016: Consultant warranty relating to the Library and Student Services Centre between the College and Ramboll UK Ltd</p> <p>21 October 2016: Consultant warranty relating to the Library and Student Services Centre between the College and Associated Architects Ltd</p> <p>21 October 2016: Consultant warranty relating to the Library and Student Services Centre between the College and Plincke Landscapes Ltd</p> | 16/359 |
| 23. | <p><b>OTHER BUSINESS</b></p> <p>None</p>  | 16/360 |
| 24. | <p><b>RESERVED AREA OF BUSINESS</b></p> <p>None</p>   | 16/361 |
| 25. | <p><b>DATE OF THE NEXT MEETING</b></p> <p>Wednesday 22 February 2016 at 5pm in the Windsor Building rooms 1-02/1-03</p>   | 16/362 |

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