

Council

28 February 2019



M19/01-M19/77

Minutes

Present:	Dame Margaret Hodge (Chair)	Ms Denise Keable
	Ms Ann Ewing (Vice Chair)	Ms Sarah King
	Professor Sarah Ansari	Professor Paul Layzell
	Mr Alistair Buchanan	Professor Elizabeth Schafer
	Professor Bob Fitzgerald	Mr David Spence
	Mrs Christine Goodyear	Mr David Williams
	Mrs Tina Harris	Ms Colette Wilson
	Mrs Hazel Jessop	Ms Willow Wong
	Mr Clem Jones	
Apologies	Mr John Gregory	Mr Jeremy McIlroy
	Mrs Margaret Jack	Mr Gerry O'Hagan
	Mr Nick Perryman	Mrs Chris Shoukry
Secretary:	Mrs Elaina Moss, Director of Governance and Legal Services and Secretary to Council	
In attendance:	Dr David Ashton, Deputy Principal (Operations)	
	Mr Stephen Avery, Chief Financial Officer	
	Professor Ken Badcock, Senior Vice Principal (Strategy, Partnerships and Resources)	
	Professor Katie Normington, Senior Vice Principal (Academic)	
	Mrs Pauline Martin, Executive Officer for Council, Minutes	
	Mr Rob Cutting, Administration Assistant, Secondary Minutes	

		Minute Ref.
1.	Apologies RECEIVED from: Mr John Gregory, Mrs Margaret Jack, Mr Jeremy McIlroy and Mr Gerry O'Hagan also from Mrs Chris Shoukry and Mr Nick Perryman who were unable to join by conference call due to failure of the connection.	M19/01
2.	Declaration of interests Members were invited to indicate if they had a conflict of interest, not previously declared, with an item on this agenda. There were none.	M19/02
3.	Minutes of the previous meeting AGREED the minutes of the meeting held on 22 November 2018 (M18/237-M18/297).	M19/03
4.	Matters arising NOTED that the Vice Chair of Council, Ann Ewing, would have lead responsibility for Council's oversight of the Change programme. NOTED that the proposal for the review of Council effectiveness would be brought to the May meeting. NOTED that an update of compliance with GDPR would be provided in due course following completion of the gap analysis.	M19/04 M19/05 M19/06
5.	Un-starring of items Item 19.1 the annual report of formal student complaints. REQUIRED, for the May meeting, an update addressing the reasons for the length of time taken to handle formal complaints.	M19/07

Major Business

6.	Summary of Strategy Day Thinking RECEIVED a paper summarising the key outcomes of the Strategy day meeting (CL/19/01). NOTED the priority themes emerging from the November 2018 meeting and that Council and Council Executive would continue to be involved in the development of the post 2020 Strategy along with the wider academic community.	M19/08 M19/09
7.	Principal's Update RECEIVED the Principal's report to Council (CL/19/02) NOTING the impact on the College of changes underway in the HE sector which included the delay in the outcome of the Augar Review, the current TEF and the start of the independent review of the TEF and that the HE sector continued to suffer from a significant amount of negative press coverage.	M19/10

	NOTED the appointment of 5 of the 6 Heads of School who were now fully engaged in the academic restructuring aspect of the Change Programme. The Head of School of Life Sciences and the Environment was to be filled by external recruitment. A suitable time for Council members to meet the Heads of School would be arranged in due course.	M19/11
	NOTED that this was the fourth year of the current TEF and the College currently held a silver TEF award. Under the proposed 2020 scheme for subject level TEF, and with our current metrics, it was anticipated that College would be rated Silver/Gold borderline, with a written submission then being influential in the designation of the final award. A TEF Steering Group had been set up to prepare mock submission exercises with departments ahead of the Spring 2020 submission.	M19/12
	NOTED Council's ambition to achieve a gold award in the subject TEF and REQUIRED an indication of the anticipated timeframe to emerge as Gold in more than 5 subjects in due course, noting that the rules of subject TEF had not yet been confirmed.	M19/13
	NOTED the ongoing consultation with the USS Trustee through UUK relating to the 2018 valuation and the introduction of contingency contribution arrangements. AGREED to circulate the draft response to the Chair of Finance Committee.	M19/14
	CONSIDERED the outcome of the biennial staff survey and DISCUSSED that "well-being" should include both staff and students to demonstrate that both are included and valued. The Vice Chair of Council would be asked to review the disaggregated survey data and report via Council Executive to Council.	M19/15
8.	TEF Consultation	
8.1	APPROVED the institutional response to the consultation on the future development of the TEF (CL/19/13) which incorporated responses from members of the Academic Quality Assurance Committee.	M19/16
8.2	APPROVED Royal Holloway's inclusion in the S10 group of Universities response to the TEF consultation (CL/19/14) which had been encouraged by Dame Shirley Pearce, the independent TEF reviewer.	M19/17
9.	The Charity Scheme and University Title	
	RECEIVED an update on progress (CL/19/04) with the Charity Scheme and the next steps regarding the award of University title.	M19/18
	NOTED that College had recently received a response to the draft Scheme from the Charity Commission which included comments on the initial draft. The Department for Digital, Culture, Media and Sport would receive a copy of the Commission's comments and a request to confirm the parliamentary timetable for consideration of the Scheme. There had been no advice on the next steps for the Charity Scheme and further advice was being sought from external legal advisors.	M19/19
	NOTED the next steps regarding the joint application for university title which was being coordinated by the University of London.	M19/20
	NOTED the suggestion that the College Statutes could be amended to make reference to university status provided the wording did not contradict the Act and that this process could run concurrently to both the Scheme and the university title applications.	M19/21

	CONSIDERED an amendment to the definition of the College currently given in Statute 1: Interpretation:	M19/22
	<ul style="list-style-type: none"> • from the current definition: "College" means Royal Holloway and Bedford New College • to the proposed definition: "College" means Royal Holloway and Bedford New College, a higher education institution which holds university status. 	
	NOTED the definition provided in the Act " <i>the College</i> " means the Royal Holloway and Bedford New College incorporated by this Act" did not appear to contradict the proposed new definition in the Statute.	M19/23
	NOTED the process to amend the Statutes and the indicative timetable and that consideration should be given to identifying any further revisions to the Statutes that could be made without causing any additional delay.	M19/24
	APPROVED the proposed change to the College Statutes to facilitate the application for university title.	M19/25
10.	Finance	
	RECEIVED an update in the current year forecasts at December 2018 (CL/19/07).	M19/26
	NOTED the operating surplus was £1.5m, £0.7m higher than the year to date budget surplus of £0.8m.	M19/27
	NOTED forecast operating deficit before other gains and losses as at December 2018 for 2018/19 was £2.4m (deficit of 1.3% of income). This was £1.4m better than the budget deficit of £3.8m (2.1% deficit of income). The decision not to proceed with a student residence transaction resulted in a £2.0m net income improvement.	M19/28
	NOTED provision had been made for a potential legal claim.	M19/29
	DISCUSSED the cash flow forecast and the levers of control which were available and NOTED that the College was not overcommitted. Current work was aimed at creating affordable investment capacity in order to release capital for investment in the estate and infrastructure and to improve cash flow. Options to refinance existing debt were being investigated in order to achieve savings on rates being charged.	M19/30
	NOTED the current year forecast.	M19/31
10.1	RECEIVED an update on options for the forward financial plan	M19/32
10.1.1	RECEIVED a report explaining the link between the financial plan funding and the High Level Estate Development Programme and need for capital funding (CL/19/08).	M19/33
	NOTED the previous agreement at the Council Strategy Day to continue to grow in size and to invest in the estate and infrastructure in order to improve competitive advantage. This required the creation of investment capacity which would be achieved through improving the College financial surplus and securing more cost effective borrowing as well as increasing residential capacity and leveraging value from part of the residential College estate.	M19/34
10.1.2	RECEIVED a report of financial plan funding (CL/19/08.1) aimed at creating investment capacity by a private placement transaction to refinance existing debt and settle related swaps over a 30 year period. Due to the timescale with which final decisions would be required to be taken it was proposed to establish an oversight group, with closely defined terms of reference, to provide oversight of the transaction. The proposal followed successful soft market testing in January 2019 which indicated that there would be a market for a private placement and a narrower competitive process was proposed with some of the soft market test participants.	M19/35

	NOTED that the private placement was for £60m which would enable College to refinance £36 m existing legacy bank debt and provide additional investment capacity of £24m .It was NOTED that the acquisition of Rusham Park accounted for £20m cash spent.	M19/36
	AGREED to pursue a private placement and establish the oversight group, to be chaired by the Chair of Finance Committee, with the terms of reference as proposed and membership to be agreed with the Chair of Council.	M19/37
	AGREED to approve the Executive to complete a private placement transaction of £60m to refinance existing debt and settle related swaps over a term of 30 years, at rates expected in the range of 3.2-3.5% by following a narrower competitive process	M19/38
10.1.3	RECEIVED a report on the High-Level Estate Development Programme and Capital Funding (CL/19/08.2) aimed at releasing capital in the residential estate through a “residences transaction” to exploit other land banks and deliver capital receipts on the back of new residences.	M19/39
	NOTED that Finance Committee considered future capital funding and the development of Rusham Park and agreed to recommend to Council that the College commence identification and appointment of a partner for a residences transaction to pursue Phases 1 and 2 of the proposed 3 stage process. Each phase would be subject to a further Council decision to proceed, supported by detailed work on options appraisal, stress testing and risk analysis.	M19/40
	NOTED that since the approval of the Estates Masterplan a number of issues had emerged and work was underway to revise the masterplan and extensions were required to include Rusham Park and the Kingswood residences.	M19/41
	NOTED demand for student accommodation was high, the local area had a limited housing market and the availability of good quality student accommodation was key to achieving the student growth plans	M19/42
	AGREED to proceed with the preparatory steps of a residence transaction and to establish the oversight group as recommended by Finance Committee.	M19/43
11.	The Change Programme	
	RECEIVED an oral update on progress with the Change Programme.	M19/44
	NOTED that the academic restructure to create six schools was progressing and would encourage interdisciplinary work in research and in the development of new programmes. This required academic engagement to develop a new culture around academic working, the development of academic endeavour and research and teaching.	M19/45
	NOTED the change in administrative support, the merging of the local administration into school hubs, was at a challenging point in the process and that good communication was of primary importance.	M19/46
	DISCUSSED that some staff felt that student facing resource was being reduced and that the focus was on reducing costs rather than consideration of the needs of staff and students. The offer for voluntary severance to academic staff and the decision that administration staff would receive statutory redundancy was questioned.	M19/47
	DISCUSSED that the primary focus of the administrative reorganisation was to support the new school structure and to improve the student experience as a result of greater administrative consistency. With some work moving from departments to the centre it was anticipated that the reduction in administration staff would be only 8fte. The Heads of Schools were being fully involved in shaping the development of school administration.	M19/48

	NOTED that continuing good communications were required to ensure that the Change Programme was accepted and that benefits of the change would be realised. Improved ways of working in academia and in administrative support would enhance the student experience and ultimately improve the sustainability of the College in a competitive HE environment.	M19/49
	REQUIRED the Vice Chair of Council to provide oversight lead of the Change Programme on behalf of Council.	M19/50
12.	Research Excellence Framework	
	RECEIVED an update on preparation for REF 2021 (CL/19/05). The results of the REF feed into all but one of the league tables and determine the amount of quality related research funding that the College received each year, currently £12m.	M19/51
	NOTED an operational budget and staff posts were approved in 2018 to support preparations and, in addition to College Executive, the College REF Steering Group reviewed the preparations. The College internal auditors, Deloitte, would also conduct a review which was due to report in June 2019.	M19/52
	NOTED the changes to the rules for REF 2021, the investment and the preparations which started in 2018. The College ambition was to achieve a similar outcome to performance at the last REF with the overall target to be in the top 25-30 of similar universities.	M19/53
	CONSIDERED that the College ambition should be to at least return to the 2008 position and that Council would be involved in the discussion of the strategy for the REF following 2021.	M19/54
13.	Performance Indicators and Benchmarking	
	RECEIVED draft proposals for a performance indicator and benchmarking pack (CL/19/03).	M19/55
	NOTED the progress in developing performance indicators and benchmark data and that the document was not yet fully populated. Members were encouraged to consider the detail and suggest changes and additions.	M19/56
14.	Student recruitment	
	RECEIVED a report on student admissions for 2019/20 (CL/19/06) NOTING that undergraduate applications were 10% higher than last year and postgraduate taught applications 15% higher than last year. The next key date was in May when applicants would confirm 1 st and 2 nd choice of institution. Recruitment now focussed on converting as many applicants as possible to placing College as their first choice.	M19/57
	CONSIDERED reasons for the increase in applications included improvements in the estate, notably the EWD building, improvements to the recruitment function and the performance of the team, well organised department visits, development of the web site and social media campaigns.	M19/58

Starred items for Report and Formal Approval

15.	Reportable Events	
	NOTED that there were no reports of any reportable event under OfS condition F3(i)	M19/59

16.	Report Of Decisions Taken By The Chairman None	M19/60
17.	Report Of Decisions Taken By Circulation None	M19/61
18.	Council Approved Policies APPROVED the following policies recommended by Audit & Compliance Committee (CL/19/09); <ul style="list-style-type: none"> • Anti-Money laundering • Counter fraud • Anti-Bribery • Whistle blowing • Criminal Finances Act Policy 	M19/62
19.	Equality & Diversity Committee	
19.1	NOTED the annual report of the Equality & Diversity Committee deferred to a subsequent meeting.	M19/63
19.2	APPROVED the Equality Scheme 2018-2021 (CL/19/10)	M19/64
20.	Annual Reports	
20.1	RECEIVED and UNSTARRED the annual report of student formal complaints (CL/19/11)	M19/65
20.2	NOTED the annual report of major student misconduct hearings (CL/19/12)	M19/66
21.	Terms of Reference APPROVED revised terms of reference for the following Council Committees (CL/19/13) <ul style="list-style-type: none"> • Equality and Diversity Committee • Finance Committee • Investment Sub-Committee 	M19/67
22	Committee appointments NOTED Council committee appointments made by Council Executive (CL/19/14)	M19/68
23.	JNCC Meetings	
23.1	NOTED minutes of GMB & UNITE Joint Negotiation and Consultation Committee, 17 May 2018 (CL/19/15)	M19/69
23.2	NOTED minutes of UCU Joint Negotiation And Consultation Committee, 17 May 2018 (CL/19/15)	M19/70
24.	Academic Board	

- NOTED minutes of the meeting 24 October 2018 (CL/19/16) M19/71
25. **NOTED the following Minutes (CL/19/17)** M19/72
- Health, Safety and Well Being Committee 3 October 2018
- Equality & Diversity 17 October 2018
- Finance Committee 30 October 2018
- Capital Projects Assurance Committee 30 October 2018 (not yet available)
- Academic Quality Assurance Committee 1 November 2018
- Council Executive 1 November 2018
- Audit & Compliance Committee 5 November 2018
- Finance Committee 17 December 2018
- Council Executive 31 January 2019 (not yet available)
- Finance Committee 31 January 2019 (not yet available)
- Academic Quality Assurance Committee 5 February 2019 (not yet available)
- Health, Safety and Well Being Committee 13 February 2019 (not yet available)
26. **NOTED the following Committees Have Not Met Since The Last Meeting Of Council** M19/73
- Capital Projects Assurance Committee (next meeting tbc)
- Remuneration Committee (next meeting 4 April 2019)
27. **Sealing Of Documents** M19/74
- 23 November 2018: Honorary Degree certificates for presentation at winter graduation ceremonies, 18/19 December for:
- Dame Angela Strank DBE (x2)
 - Vice Admiral Ben Key CBE (x2)
 - Professor Dame Ann Dowling OM DBE (x2)
- 3 December 2018: Agreement between RHBNC and Thames Water Utilities Ltd in relation to the sewers at Royal Holloway (x2)
- 3 December 2018: Appointment of M & E Clerk of works in relation to the refurbishment of the Bedford Library and McCrea building (Mr Cove) (x2)
- 3 December 2018: Appointment as Clerk of works in relation to the refurbishment of the Bedford Library and McCrea building (Mr Fielder) (x2)

Other matters

28. **Other Business**
- None M19/75
29. **Date of next meeting**

Thursday 2 May 2019 5.00pm Shilling Lecture Theatre
Pre-meeting Briefing: School of Management 4.00-4.45pm in the Events Space, ground
floor Emily Wilding Davison Building

M19/76

Thursday 4 July 2019 5.00pm Shilling Lecture Theatre
Pre-meeting Briefing Citizenship and Civic Duty 4.00-4.45pm in the Events Space,
ground floor Emily Wilding Davison Building

M19/77



Dame Margaret Hodge DBE MP
Chair of Council

Date 2 May 2019