

M20/13 – M20/84

Minutes

Present:	Dame Margaret Hodge (Chair)	Professor Paul Layzell
	Ms Ann Ewing (Vice Chair)	Mr Jeremy McIlroy
	Professor Sarah Ansari	Mr Gerry O'Hagan
	Mr Hammad Chaudhry	Mr Jack O'Neil
	Professor Bob Fitzgerald	Professor Elizabeth Schafer
	Mr John Gregory	Mrs Chris Shoukry
	Mrs Christine Goodyear	Mr Nick Perryman
	Ms Denise Keable	Mr David Walker
	Ms Sarah King	Mr David Williams
		Ms Colette Wilson
Secretary:	Mrs Elaine Moss, Director of Governance & Legal Services and Secretary to Council	
In attendance:	Mr Nigel Alcock, interim Chief Financial Officer	
	Dr David Ashton, Deputy Principal (Operations)	
	Professor Ken Badcock, Senior Vice Principal (Academic Strategy, Partnerships and Resources)	
	Mr Mike Berry, Director of Estates, for item 9	
	Mr Christopher Cipkin, Director of Library and Learning Support, for item 13	
	Professor Paul Hogg, Vice-Principal for Innovation and Regional Affairs, for item 9	
	Professor James Knowles, Senior Vice Principal (Education)	
	Mr Mike Pearson, Head of Knowledge Exchange and Enterprise, for item 9	
	Mr Aaron Porter, Associate Director (Governance), AdvanceHE, for item 7	
	Mrs Pauline Martin, Executive Officer for Council, Minutes	
	Mr Rob Cutting, Administration Assistant, Secondary Minutes	
Observer	Professor Mandy Merck (UCU)	

1. Apologies

Apologies Received from Michael Farthing, Tina Harris, Margaret Jack, Hazel Jessop, Nick Perryman and Peter Saraga. M20/13

2. Membership

NOTED the resignation of Mr Alistair Buchanan, independent member of Council received on 13 January 2020, due to time constraints following an overseas appointment. M20/14

	NOTED the intention to recruit for a Chair of Finance due to the end of Mr Jeremy McIlroy's final term of office on Council on 31 July 2020. Ms Colette Wilson had also given notice of her intention to step down from Council and as Chair of Audit & Compliance Committee at the end of this academic year. An Executive Search firm would be engaged for both positions with the campaign to run concurrently. Recruitment should be completed by the end of this academic year.	M20/15
3.	Declaration of interests	
	None.	M20/16
4.	Minutes of the Previous meetings	
	RECEIVED the minutes of the meeting held on 22 November 2019 (M19/334-M19/419)	M20/17
	AGREED that the Director of Governance and Legal Services and Secretary to Council would provide advice to Council on the definition of an OfS Reportable Event and that this advice would be provided at the next meeting.	M20/18
	AGREED with regard to item 8.1 the Office for Students (M19/353-M19/357) that Council's Academic Quality Assurance Committee should agree the annual update report required by the OfS under its enhanced monitoring before the report is submitted and report to Council.	M20/19
	REQUIRED an amendment to minute M19/359 to acknowledge that the annual payment of regulatory fees to the QAA in July 2019 was not received on time notwithstanding the payment was made by the College on the date it was due to be received.	M20/20
	AGREED that with regard to the outstanding audit recommendations relating to data protection and information security (M19/374) the Chair of Audit and Compliance Committee (ACC) would report to Council regarding IT risk and Cyber Security following receipt and consideration of an audit report on these matters at the June meeting of ACC.	M20/21
	AGREED minutes to be signed when the amendment had been approved by the Chair of Council	M20/22
	RECEIVED the minutes of the Special Meeting held on 8 January 2020 (M20/01-M20/12)	M20/23
	DISCUSSED that item 3.3 on the agenda for the 8 January meeting, To receive an update on the next stage of the Capital Programme, was not discussed at the meeting due to insufficient time.	M20/24
	AGREED the minutes of the Special Meeting 8 January 2020.	M20/25
5.	Matters arising	
	NOTED that the independent consultant's report of the Gender Pay Gap was not included on this agenda and that rather than bring that report to Council for discussion it was AGREED to set up a working group Chaired by the Vice Chair of Council Ann Ewing, to understand the issues, consider the actions that may be taken and propose an action based set of recommendations with clear accountabilities.	M20/26
	Membership would include:	M20/27
	Independent members of Council	
	Ann Ewing, Chair (Vice Chair of Council)	
	Gerry O'Hagan (Chair of Council Academic Quality Assurance Committee)	
	Christine Goodyear (Chair of Equality & Diversity Committee)	
	Sarah King (Independent Council member and member of College Research & Ethics Committee)	
	Tina Harris (Independent member, member of ACC)	

College Members

Katie Normington, Deputy Principal (Academic)

Juliet John, Head of School of Humanities

Ellie Rayner, Head of Organisational Development

In attendance (as required)

Duncan Brown, Consultant, The Institute for Employment Studies

AGREED the working group would report to the May meeting of Council. M20/28

6. Un-starring of items

None. M20/29

Main Business

7. Effectiveness Review

RECEIVED the report (CL/20/01) of the Council Effectiveness Review, conducted by AdvanceHE, which noted 22 recommendations for change which could lead to improved effectiveness. M20/30

DISCUSSED M20/31

- The challenges of achieving an appropriately diverse Council body
- The challenges around streamlined processes and the proactive delegation of work to committees
- The role of staff members elected to Council and the difference between representing staff (being a delegate) vs being a representative as a member of staff
- The potential merits and implications of electing members of staff to Council.

AGREED for Council Executive to consider the recommendations of the report and propose the recommendations in time for these to be discussed in meetings with Council members for decisions to be taken by Council at the May meeting. M20/32

8. Governance

RECEIVED the report (CL/20/02) of the Secretary to Council. M20/33

NOTED the regulatory landscape and the OfS conditions of registration for which Council, or Council committees, were responsible for ensuring compliance, and that the Principal was the Accountable Officer. M20/34

NOTED that the College had met the initial OfS conditions of registration and work continued to ensure that the ongoing conditions of registration continued to be met by way of a management document which mapped the seven areas of conditions through to Council or Committees, notably: M20/35

Condition A: Access and participation for students from all backgrounds. The College Executive Board to have management responsibility and AGREED that Council Academic Quality Assurance Committee would provide assurance rather than Audit & Compliance Committee.

Condition B: Quality, reliable standards and positive outcomes for all students. The College Quality Assurance and Standards Committee to have management responsibility and Council Academic Quality Assurance Committee to provide assurance.

Condition C: Protecting the interests of all students. The College Executive Board to have management responsibility and Audit & Compliance Committee to provide assurance.

- Condition D: Financial Sustainability. The College Budget and Capital Planning Committee to have management responsibility and Council Finance Committee to provide assurance
- Condition E: Good governance. Council is responsible.
- Condition F: Information for students. The College Executive Board to have management responsibility and Audit & Compliance Committee to provide assurance.
- Condition G: Accountability for fees and funding. The College the College Budget and Capital Planning Committee to have management responsibility and Council Finance Committee to provide assurance.

AGREED, with one change to Condition A, the listed Council committees, or Council itself, would be responsible for providing assurance of continuing compliance. M20/36

9. The Enterprise Centre

RECEIVED a revised case for the Enterprise Centre. The revised case reflected the views of Council expressed at the special meeting of Council on 8 January 2020 and this had also been reviewed by Finance Committee at its meeting on 13 February 2020. The revised case addressed the fit with the Estates Masterplan, considered other options to deliver the outcomes, detailed partnering possibilities that were being investigated and noted that an MOU had been signed with an interested party. The financial implications had been tested and the budget re-worked to include a Director to lead the Centre. M20/37

DISCUSSED that Finance Committee had NOTED the assumptions in the financial model and had deemed these to be reasonable, that the project was fully funded as demonstrated by the cash flow projections and that loan and borrowing covenants should not be breached. On this basis Finance Committee advised Council the case was affordable and consistent with the capital funding programme agreed by Council. M20/38

NOTED inter alia the context for the building: M20/39

- Knowledge Exchange was anticipated to be a key aspect of the new College strategy.
- The building would help to enhance the College's established reputation in cyber security and enable the growth of research and development with local industry.
- UK replacement funding for the potential loss of EU research funding (c £3m p.a) was likely to prioritise university /industrial collaborative R&D work.
- The first KEF results (due in May 2020) would be linked to subsequent years' HEIF funding and a poor result in May 2020 would put at risk £700k annual HEIF funding.

AGREED to expedite the appointment of an appropriately experienced Director who would play an important role in ensuring the success of the project and that members, Peter Saraga, Ann Ewing and the Chair of Council would be involved in the selection process. M20/40

AGREED that Council Executive would monitor the progress of the project, in the context of the strategy, agreeing appropriate KPI's for regular reporting and, with the Chair of Finance Committee as a member, Council Executive would also monitor costs and income against the assumptions in the financial modelling. M20/41

CONSIDERED and APPROVED the investment case for the Enterprise Centre. M20/42

10. Principal's Update

10.1 RECEIVED a report (CL/20/04) from the Principal M20/43

NOTED: M20/44

- Ministerial changes in the new government and the visit to the College in January of the former Universities Minister Rt Hon. Chris Skidmore.
- The UCU trade dispute and the letter to staff forwarded to members noting that the valuation methodology was central to the dispute and joint working between

	<p>the UCU and UUK was working well in seeking to address the issue. The impact of strike action on students would be closely monitored and students facing hardship would be supported.</p> <ul style="list-style-type: none"> • A report of the action taken to date in response to, students potentially affected by Covid-19 (Coronavirus) and scenario planning for possible future eventualities, including the risk of a reduction in 2020/21 student intake from China, reported by the Deputy Principal (Operations). • An update on progress with the development of an educational presence in Slough, working with Slough Borough Council and the potential for encouraging stronger relationships with local business leading to new contracts and further knowledge exchange. • Anticipated limitations of the HESA data collection for graduate employability due to the amount collected being below the benchmark set due to poor participation rates by graduates. 	
10.2	<p>NOTED the UUK report (CL/20/05) of Hate crime in HE and the College response that reporting mechanisms would be in place later this year.</p> <p>AGREED that Health, Safety and Wellbeing Committee would in future monitor the College's response to harassment, sexual violence and hate crime matters and would report as required to Council.</p>	<p>M20/45</p> <p>M20/46</p>
11.	<p>Performance Indicators</p> <p>RECEIVED Key Performance Indicators (CL/20/06) of current institutional performance.</p> <p>DISCUSSED the development of relevant KPI's to monitor progress of the new strategy and how to ensure their timely introduction.</p> <p>AGREED that a small group of members would work on developing KPI's to monitor progress of the new strategy and would bring proposed KPI's to the next Council and that the KPIs may need to be amended when the next strategy is agreed. Group members would include David Walker, Colette Wilson and Jeremy McIlroy working with Ken Badcock.</p>	<p>M20/47</p> <p>M20/48</p> <p>M20/49</p>
12.	<p>The Environment</p> <p>RECEIVED a paper (CL/20/07) on the UCU and RHSU Climate Emergency motions with a request for the College to declare a Climate Emergency and to commit to a target to achieve net zero carbon emissions by 2040.</p> <p>DISCUSSED that the implications and the feasibility of the actions that would be required needed to be identified. It was NOTED that the report from Brite Green would make recommendations that College would consider in developing an operational plan to improve environmental sustainability and to set an achievable target.</p> <p>AGREED in principle to declare a Climate Emergency and for Council to receive a report of the issues and the actions required (date to be confirmed). With thanks to Liz Schafer for highlighting the importance of the climate emergency to Council.</p>	<p>M20/50</p> <p>M20/51</p> <p>M20/52</p>
13.	<p>Student Recruitment</p> <p>RECEIVED the update of student applications for 2020/21 admission (CL/20/08)</p> <p>NOTED that Undergraduate (FTE) applications were 6% higher than last year and excluding Foundation year applications up by 4%. Offers made were down by 2% and unconditional firm offers down by 39% due to the change in procedure.</p> <p>NOTED that Post graduate taught (FTE) applications were up 32% compared to last year and offers made up by 42%, with unconditional firm offers up by 67%.</p>	<p>M20/53</p> <p>M20/54</p> <p>M20/55</p>

14. Strategy	NOTED the actions on an interim international plan and the possible elements of an International Strategy (CL/20/09).	M20/56
	AGREED that the Executive team would report back to Council with clear numbers and targets so that Council could consider the proposals in the context of the strategy	M20/57
	DISCUSSED the balance between; the impact of travel on carbon footprint; the need to increase/ensure financial sustainability and the importance of global relationships (which would be enhanced by the international strategy).	M20/58
15. Finance	RECEIVED a report on the current year financial report (CL/20/10).	M20/59
	NOTED the 2019 /20 budget surplus of £3.3m before provisions and other gains and losses. The present forecast was for a surplus before provisions, restructuring and other gains and losses of approximately £4.0m, £0.7m higher than the budget surplus largely due to funding body grant income and research grant and contract income.	M20/60
	NOTED that capital expenditure was forecast to be £28.3m, £3.4m lower than the budget of £31.7m. NOTED that the forecast included £13.2m uncommitted capital expenditure.	M20/61
	NOTED that based on current forecast assumption the end of year cash balance was expected to be £35.6m.	M20/62
16. External Audit	RECEIVED the annual review (CL/20/11) of the contract for external audit.	M20/63
	NOTED that the appointment of the external auditor, BDO, was for a fixed term of three years with an option to extend annually for two years in total subject to annual review.	M20/64
	APPROVED the reappointment of the external auditor for the year ending 31 July 2020.	M20/65
17. Arts Council Accreditation	RECEIVED the associated policies and Forward Plan for the application to the Arts Council for Museum Accreditation (CL/20/13).	M20/66
	NOTED that the 22 November 2019 meeting of the Founder's Endowment Fund trustees received a report (FEF/19/11) of the benefits of applying for accreditation and agreed (M19/45) to proceed with the application for Museum accreditation and that FEFSC would review, and recommend for Council approval, the associated policies and documentation as required by the process.	M20/67
	NOTED that the FEFSC had received and reviewed the associated policies and documentation by circulation and recommended them to Council for approval.	M20/68
	NOTED that other policies address management and operational matters, and these in addition to the Forward Plan had been agreed through the management governance structures.	M20/69
	AGREED that external auditors would check continuing compliance and this would be reported to the Audit and Compliance Committee.	M20/70

- I. Document 1: Statement of Purpose
- II. Document 2: Collection Development Policy (see Appendix 2)
- III. Document 3: Documentation Policy
- IV. Document 4: Collections Care and Conservation Policy
- V. Document 5: Access Policy
- VI. Document 6: Forward Plan

Starred items for Report and Formal Approval

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| 18. Reportable Events | None | M20/72 |
| 19. Report of Decisions Taken by the Chair of the Governing body | None | M20/73 |
| 20. Report Of Decisions Taken by Circulation | None | M20/74 |
| 21. Annual Reports | | |
| 22.1 | NOTED the report (CL/20/14) of student formal complaints for 2019. | M20/75 |
| 22.2 | NOTED the report (CL/20/15) of major student misconduct disciplinary hearings for the 2019 calendar year. | M20/76 |
| 22. Academic Board | | |
| | NOTED the minutes (CL/20/16) of the meeting 23 October 2019 | M20/77 |
| 23. JNCC Meetings | | |
| | NOTED the Minutes (CL/20/17) of the Joint Negotiating and Consultative Committee (UCU) 17 October 2019 | M20/78 |
| | NOTED the Minutes (CL/20/17) of the Joint Negotiating and Consultative Committee (UCU) 8 July 2019 | M20/79 |
| | NOTED the Minutes (CL/20/17) of the Joint Negotiating and Consultative Committee (GMB & UNITE) 8 July 2019 | M20/80 |
| 24. NOTED the following Minutes (CL/20/18) | | M20/81 |
| | Council Academic Quality Assurance Committee 17 September 2019 | |
| | Capital Projects Assurance Committee 1 October 2019 | |
| | Finance Committee 31 October 2019 (Minutes not yet available) | |
| | Audit & Compliance Committee 11 November 2019 | |
| | Finance Committee 8 January 2020 (Minutes not yet available) | |
| | Council Executive 30 January 2020 (Minutes not yet available) | |
| | Audit & Compliance Committee 3 February 2020 (Minutes not yet available) | |

Health, Safety and Well Being Assurance Committee 11 February 2020 (Minutes not yet available)

Finance Committee 13 February 2020 (Minutes not yet available)

Council Academic Quality Assurance Committee 13 February 2020 (Minutes not yet available)

25. NOTED the following Committees have not met since the last Meeting Of Council M20/82

Remuneration Committee

Principal's Pay Committee

Equality & Diversity Committee

26. Sealing Of Documents M20/83

22 November 2019: Certificate for the award of an honorary degree of Doctor of Science honoris causa of the University of London to Anna Jones on 17 December 2019

8 January 2020: (1) AIB Group (UK) P.L.C. (2) Royal Holloway and Bedford New College Deed of Release of Covenants

8 January 2020: Contract documents for Founder's Dishwasher replacement at Founder's – Egham Hill Campus between Royal Holloway and Bedford New College and Hallmark Kitchens LTD

8 January 2020: MWD 2016 Minor Works Building Contract with contractor's design between Royal Holloway and Bedford New College and Hallmark Kitchens LTD

Other Matters

27. Other Business

None

28. RECEIVED the Dates of next Council meetings M20/84

Thursday 07 May 2020 5.15pm Herringham Room with a pre-meeting Strategy session workshop at 1pm followed by the Council meeting at 5.15pm.

Thursday 02 July 2020 5.15pm Herringham Room with a pre meeting briefing on Rusham Park at 4.00pm, details tbc



Dame Margaret Hodge DBE MP
Chair of Council

Date