

M16/130-M16/192

Minutes of the meeting held on Wednesday 6 July 2016 immediately following the meeting of FEF Trustees at 5.00pm in room MX034

Present:	Mr Stephen Cox (Chair) Professor Sarah Ansari Mr Paul Blagbrough Mr John Brannan Ms Nayab Cheema Mr Dave Cobb Mr Gurpreet Dehal Ms Ann Ewing Mrs Margaret Jack Ms Denise Keable	Ms Sarah King Professor Paul Layzell Mr Jeremy McIlroy Mr Gerry O'Hagan Mr Nick Perryman Professor Liz Schafer Mrs Chris Shoukry Mr David Spence Ms Colette Wilson Mr Iain Ross
Apologies:	Professor David Gilbert Mrs Christine Goodyear	Mr Majid Hawa Mr Mark Newlands Mr Matthew Siely
In attendance:	Mr Stephen Avery Professor Rosemary Deem Ms Marie Ennis Professor Rob Kemp Professor Katie Normington Professor Bob O'Keefe Mr Tom Flynn Ms Brianna Middleton	Chief Financial Officer Vice Principal (Education) and Dean of Doctoral School Director of Communications and External Relations Deputy Principal (Planning, Resources and Partnerships) Vice Principal and Dean of Arts and Social Science Vice Principal and Dean of External Engagement/Management & Economics CEO Students' Union (Part) President (Societies and Media) (Part)
With:	Mr Simon Higman Mrs Pauline Martin Mr Doug German	Registrar and Secretary Executive Officer for Council, Minutes Secondary Minutes

FORMAL BUSINESS

1. NOTED the membership of Council (CE/16/32) members attending their last meeting: 16/130
- Nayab Cheema, SU President 2015/16
 - Matt Siely, elected by the student body 2015/16.
 - Dave Cobb, non-academic member of staff at the end of the first term of office.
 - Mr John Brannan, non –academic member of staff, at the end of the second term of office and having first been appointed to Council in December 2006.
 - Mr Paul Blagbrough, independent member of Council since 2006 and a member of Finance and Research Ethics Committees at the end of the second term of office.

The Chair thanked them for their substantial contribution to Council and the College and wished them well for the future.

2. **MINUTES**

- AGREED with one change to M16/112 the minutes of the meeting held on 11 May 2016 (M16/72-16/131
M16/129) and NOTED the signed extract from the minutes confirming the second resolution of
the Statutes for Privy Council.
- 3. MATTERS ARISING FROM THE MINUTES**
- NOTED the appointment of the Secretary to Council, Dr David Ashton from the University of 16/132
Surrey, with effect from 26 September 2016 and formally taking over formal responsibility on
10 October 2016. The full title of the post was Chief Operating Officer and Secretary to Council.
- NOTED that the Statutes were with the Privy Council for formal approval and two issues had 16/133
been raised and addressed:
- That Council terms of office, two terms of five year each, were longer than the current
norm in the sector of three terms of three years or two terms of four years. The
response that this allowed these external members to become experienced and make
valuable contributions was accepted and the terms of office will remain at two terms of
five years.
 - A minor amendment, in line with Charity Commission guidance, to include a definition
of a meeting that would read "In this [constitution] the expression 'meeting' includes,
except where inconsistent with any legal obligation:
 - a physical meeting
 - [a video conference, an internet video facility or similar electronic method
allowing simultaneous visual and audio participation], and
 - [telephone conferencing]"
- APPROVED the amendment to include the definition of a meeting. 16/134
- NOTED with reference to M16/88/89 that the University of London was progressing with a 16/135
private bill to change its membership rules that would enable the Colleges of the University to
apply for University title in their own right. Academic Board had been consulted and were
supportive.
- REQUIRED a proposal would be brought to the October meeting of Council. 16/136
- 4. REGISTER OF INTEREST**
- NOTED that Professor Liz Schafer, Equalities Officer of the UCU, and Mr John Brannan, 16/137
committee member and senior representative of the GMB Union, were involved in the
negotiations of the Redundancy Policy (Item 16.1) and the Capability Policy (Item 16.2).
- 5. UNSTARRING OF ITEMS**
- None 16/138
- PART A: MAJOR ITEMS OF BUSINESS**
- 6. STUDENTS UNION**
- 6.1** NOTED the annual report of Students' Union activities (CL/16/33). 16/139
- 6.1a** RECEIVED the Students' Union Constitution and NOTED the consultation with students 16/140
undertaken in the development process. The Constitution increased the membership of the
Board of Trustees and an invitation would be made to independent members of Council for
nominations.

Council

- 6.2** NOTED the presentation of the Students' Union strategy and the Chair thanked Nayab Cheema, SU President, Brianna Middleton-Macpherson, Co-President (Societies and Media), and Tom Flynn, Chief Executive SURHUL, for their excellent presentation. 16/141
- 7. PRINCIPAL'S REPORT**
- RECEIVED a report from the Principal (CL/16/34) focussed on the College's strategic plan, adopted by Council in 2013. The report set out the key issues that impact the plan, along with general progress and matters of interest to Council members. 16/142
- NOTED the impact of the EU referendum and the higher education environment and that a review of Brexit contingency plans had been started. The most immediate threat was to EU student recruitment over this summer and communicating with current and prospective students to provide reassurance had been a priority. Concerns about exchange rate volatility from international students beyond the EU were leading to the development of, schemes to provide greater certainty by locking in favourable exchange rates. 16/143
- NOTED that in view of the changing priorities for the College a review of the senior management structure and main management committees had been commissioned and undertaken by PA Consulting. NOTED the key principles recommended in the report and that the report would form the basis of detailed discussions around possible role changes. Council would be asked to formally approve changes to the management structure in due course. 16/144
- NOTED the tabled paper of additional strategic risks being considered for inclusion in the College Strategic Risk Register that would be received by Council at the November meeting. Three risks were identified: the risk of Brexit, uncertainty around the new regulatory framework and HR operations. 16/145
- AGREED that Council should participate in the London Higher Board Apprentice initiative aimed at tackling the lack of diversity on governing bodies and would involve an apprentice, selected by the proper due process, attending Council meetings and shadowing an independent member for a year. 16/146
- 8. LEAGUE TABLES**
- NOTED the report of league table analysis (CL/16/35) and it was a real concern that, whilst some of the College's metric scores were improving, those of our competitors were improving faster resulting in a fall in the College rankings. A management working group had been set up to investigate how to improve league table performance and it was also noted that further changes would result from the introduction of the Teaching Excellence framework (TEF). 16/147
- DISCUSSED the growth in "Good Honours" across the sector and assessment allowing this to be achieved alongside concern for grade inflation. There was a need for some fundamental change to address the issues, an evaluation of where College wanted to be and how much it would cost to get there, to develop a strategic response and clearly understand the levers that affect the results. 16/148
- REQUIRED an update report at the October meeting and a full report for the November meeting. 16/149
- 9. COLLEGE STRATEGY**
- RECEIVED an update on the College Strategy (CL/16/36) in light of significant recent changes to the HE environment. Five areas of institutional challenge and response were identified. 16/150

- REQUIRED further work to provide more detail to identify what would be different as a result of the planned actions and the timescales involved and provide a clear vision for the future of the College. 16/151
- 10. THE HIGHER EDUCATION WHITE PAPER AND TEACHING EXCELLENCE FRAMEWORK**
- RECEIVED a summary of the key areas of the Higher Education White Paper and an overview of the Teaching Assessment Framework (CL/16/37). An initial assessment was provided of Royal Holloway's performance against the TEF core metrics in addition to an outline of preparations for Royal Holloway's TEF submission in Autumn 2016 16/152
- REQUIRED that as a result of the white paper and draft bill Council would have responsibility for the oversight of the quality of teaching and research. A small working group led by Co-Chairs David Spence and David Gilbert would consider how to approach the governance of this area and would report with proposals to Council in the Autumn. 16/153
- 11. THE ESTATES PROGRAMME**
- 11.1** NOTED the update on major projects (CL/16/38) and that the Boiler House and Founder's Entrance projects were underway. Infrastructure work for the Science Building project had been nearly completed and the design for the building had moved forwards, detailed plans had been submitted to Runnymede Borough Council for approval. It was expected that the detailed investment case for the building would come to CPAC and Council for approval in the autumn 16/154
- 11.2** NOTED the completion of the purchase of the 14.5 acre site Rusham Park (CL/16/39) adjacent to the College campus for £20m excluding VAT. In line with the conditions of sale, the majority of the Rusham Park campus would be leased back to P&G for up to 5 years and the remainder would be leased to Coty for up to 3 years. The combined annual rental for the two lease agreements was £1.28 million. Royal Holloway would be responsible as landlord for managing the estate and the facilities within the common areas of the site with all costs met by the tenants. An external management company was in process of being procured to provide the services from September 2016 and a staff member was being appointed to act as the point of liaison. Once P&G and Coty leave the site it would be the intention to seek replacement tenants. 16/155
- NOTED that the purchase of Rusham Park was a strategic long term investment for future custodians of the College to evolve its use. The immediate focus for the development of the estate is in line with the current Master Plan approved by Runnymede Borough Council. In light of the intention not to occupy Rusham Park for the foreseeable future, HMRC have been informed of the opt to tax in order to recover £4m VAT on the initial purchase of the site and the VAT on the service charge arrangements from tenants. 16/156
- 12. BUILDING NAMING**
- AGREED the shortlist of approved names for the Library and Student Services Building (CL/16/40). A recommendation would be presented to Council at the November meeting following consultation with students, staff and alumni during the autumn 2016 term. 16/157
- 13. FINANCE**
- 13.1** RECEIVED the Financial Plan update including the forecast 2015/16, College budget 2016/17, and the five year financial plan to 2020/21 (CL/16/41) 16/158

Council

- NOTED that the papers had been prepared on the assumption of a referendum vote to “remain” in the European Union and the implications of the “leave” outcome on the financial plan would require further consideration. The papers had been thoroughly scrutinised and recommended to Council by the Finance Committee. 16/159
- NOTED the financial KPI’s in the context of the sector and the 2015/16 forecast surplus in the range of £7.5m -£11.0m. The forecast surplus for the year was £8.7m whereas the year to date surplus at the end of period 9 was £7.2m. Extrapolating forward would indicate a surplus for the year of £9.6m but in the final quarter there were other factors to take into consideration which informed the present forecast. 16/160
- NOTED the budget surplus for 2016/17 was £5.0m compared to the 2015/16 forecast of £8.7m and the summary of income and expenditure for 2016/17. Income was £168.4m, an increase of £5.5m (+3.4%) whilst expenditure was rising by £9.4m (6.1%) to £163.7m reducing the surplus by £3.7m. 16/161
- NOTED that the HEFCE forecast would be submitted for the first time in accordance with FRS102 and this required that the 2014/15 figures and forecast for subsequent years be restated. Finalisation of the HEFCE return (due end July) was work in progress and it was AGREED to delegate to Finance Committee responsibility to sign off the final five year plan for submission to HEFCE. 16/162
- 13.2** APPROVED the new accounting policies for FRS102 (CL/16/42) recommended to Council by the Finance and Audit and Compliance Committees. 16/163
- 13.3** APPROVED the Financial Regulations (CL/16/43) subject to amendment of the College Secretary to reflect the new title and to sequential numbering of paragraphs in the document. 16/164
- 14. ACADEMIC MATTERS**
- 14.1** APPROVED the change of name (CL/16/44) of the Department of Drama and Theatre to the “Department of Drama, Theatre and Dance” in order to accurately represent the department’s expertise to potential students, competitors, and other external parties. NOTED the amendment to the Academic Structure as referenced in Council Standing Orders. 16/165
- 14.2** APPROVED the membership of Academic Board under the new Statutes (CL/16/45) 16/166
- 15. GOVERNANCE**
- 15.1** RECEIVED a paper considering the recruitment of the next Chair of Council and the role descriptions of Chair and Vice Chair (CL/16/46). The Vice Chair, Iain Ross, would retire at the end of the term of office on 31 July 2017 and the Chair of Council on 21 November 2018. 16/167
- AGREED to proceed first to appoint a Vice Chair in a process that would be led by the Chair of Council who would seek expressions of interest from members of Council. A small selection team would be set up and a nomination would be brought to Council early in 2016/17. Consideration of the respective roles of the Chair and Vice Chair of Council would follow the selection of the Vice Chair. 16/168
- 15.2** APPROVED appointments of independent members to Council and Committees (CL/16/47): 16/169
- David Williams, currently a co-opted member of the Finance Committee, appointed to a first term of office from 1 August 2016- 31 July 2021.
 - Majid Hawa reappointed to Council on 1 August 2016 for a second term of office ending 31 July 2021.

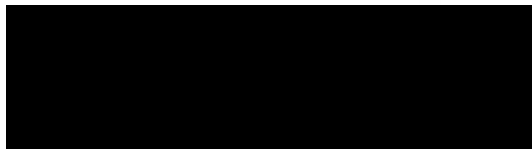
- **Finance Committee:** 16/170
David Williams, currently a co-opted member of the committee since 9 January 2015, appointed as a full member of the Finance Committee to a first term of office that will end on 30 September 2017
 - **Audit & Compliance Committee:**
Colette Wilson appointed to replace David Spence as Chair of Audit and Compliance with effect from 1 October 2016.
Gerry O'Hagan appointed to the committee with effect from 1 October 2016 and the first term of office ending 30 September 2019.
Majid Hawa reappointed for a second term of office ending 30 September 2019.
 - **Council Executive:**
Colette Wilson to become an ex officio member as Chair of Audit and Compliance Committee from 1 October 2016
The committee will have one vacancy from 1 October 2016.
 - **Equality & Diversity:**
Christine Goodyear reappointed as Chair of the committee to a second term ending 30 September 2019.
 - **Health & Safety:**
Gurpreet Dehal reappointed to the Committee to a second term ending 30 September 2019.
 - **Research Ethics Committee:**
One vacancy from 1 August 2016 resulting from the retirement of Paul Blagbrough.
- 15.3** NOTED the outcome of staff elections (CL/14/48) and, as only one nomination had been received following the call for nominations, APPROVED the appointment of Denise Keable, elected to a casual vacancy from 2 October 2015, to a first term of office from 1 October 2016 ending 30 September 2019 as a non –academic staff member of Council. 16/171
- NOTED that under the new Statutes the position on Council of the academic staff member elected by Academic Board would become one elected by all Academic teaching staff. As an exceptional arrangement and not wishing to pre-empt the introduction of new Statutes it would not be possible to conduct an election in time for the first meeting of the academic year and it was therefore agreed that David Gilbert may continue for one or two meetings of the next year. 16/172
- 16. POLICIES**
- RECEIVED further to the May meeting, two of the five policies being developed alongside Statute 9. Following negotiations with the three College recognised Trade Unions these policies had been drafted and approved by all three campus unions and by the College Executive at PRC. 16/173
- 16.1** APPROVED the Redundancy Policy (CL/16/49) and REQUIRED clarification on the specific provision in the policy regarding re-employment of an individual after being made redundant. 16/174
- 16.2** APPROVED the Capability Policy (CL/16/50) 16/175
- NOTED following approval of the above two policies, the Ill Health Policy was the last of the five policies outstanding. Campus Unions had agreed that the implementation of new Statutes could proceed without this being formally in place. 16/176
- 16.3** APPROVED the Conflict of Interest Policy (CL/16/51) subject to reconsidering the exemptions. NOTED the extended number of people now covered by the policy 16/177

- 16.4 APPROVED the addendum to the Data Protection Policy (CL/16/52 regarding the responsibilities of Council members. 16/178

PART B: ITEMS FOR REPORT AND FORMAL APPROVAL

17. **ANNOUNCEMENTS**
None 16/179
18. **REPORT OF DECISIONS TAKEN BY THE CHAIRMAN**
None 16/180
19. **REPORT OF DECISIONS TAKEN BY CIRCULATION**
None 16/181
20. **PREVENT DUTY**
NOTED the outcome of Prevent Duty monitoring by HEFCE (CL/16/53) 16/182
21. **ACADEMIC BOARD**
NOTED the minutes of Academic Board meetings: 15 December 2015 and 16 March 2016. (CL/16/54) 16/183
22. **HILDA MARTINDALE TRUST**
NOTED the annual report from the Trust (CL/16/55) 16/184
23. **HONORARY FELLOWSHIPS**
NOTED the award of Honorary Fellowships on 19 May 2016 to: 16/185
- Professor Michael Walker
 - Professor Jacky Bratton
 - Mr Adrian Waddingham
 - Mrs Lavinia Sealy
24. **INSURANCE RENEWAL**
NOTED members were asked to advise Secretariat by email of any circumstance which might give rise to a claim against the University or any Officer, Member of the University Court, Senate, Board or Management, or any employee or their predecessor which have not already been notified to the Insurer or that might otherwise effect the Insurer's consideration of this Insurance. (CL/16/56) 16/186
25. **NOTED RECEIPT OF THE FOLLOWING MINUTES (CL/16/57)** 16/187
Health & Safety 8 June 2016
Equality & Diversity meeting of 21 June 2016
Council Executive 27 April 2016
Finance Committee 9 June 2016
Council Executive 22 June 2016 (in production)
Audit & Compliance Committee 4 July 2016 (in production)
26. **NOTED THE FOLLOWING COMMITTEES HAVE NOT MET SINCE THE LAST MEETING OF COUNCIL** 16/188
Remuneration Committee (met Wednesday 6 July 2016)

- 27. SEALING OF DOCUMENTS** 16/189
22 June 2016: Agreement for sale and leaseback relating to Egham Campus, Rusham Park, Whitehall Lane, Egham. Volume 1 of 8
22 June 2016: Runnymede Borough Council and RHBNC and National Westminster Bank Plc. Deed of variation under section 106A of the Town and Country Planning Act 1990 (as amended) relating to land at THBNC, Egham Hill, Egham, Surrey.
27 June 2016 Land Registry transfer of whole of registered title for land at Rusham Park, Whitehall Lane, Egham. Title number SY676303.
27 June 2016: Lease relating to P&G1 buildings at Egham Campus, Rusham Park, Whitehall Lane, Egham. Volume 1 of 4.
27 June 2016: Lease relating to P&G2 buildings at Egham Campus, Rusham Park, Whitehall Lane, Egham. Volume 1 of 3.
27 June 2016: Asbestos Covenant relating to Egham Campus, Rusham Park, Whitehall Lane, Egham.
27 June 2016: Deed of assignment relating to construction documents held in respect of Egham Campus, Rusham Park, Whitehall Lane, Egham.
- 28. OTHER BUSINESS** 16/190
None
- 29. RESERVED AREA OF BUSINESS** 16/191
A separate agenda.
- 30. DATE OF THE NEXT MEETING** 16/192
Wednesday 5 October 2016 at 5.00pm in the room tbc, Preceded by Council Induction at 2pm



Mr Stephen Cox *CVO*
Chair of Council

Date 31-Aug-2016

