

(M11/136-M11/247)

Royal Holloway
University of London

COUNCIL

Minutes of the meeting of the Council held on 29 June 2011

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| Present: | Mr Andy Alway Mr Paul Blagbrough Sir Andrew Burns Professor Clare Bradley Professor Mary Fowler Mrs Esther Horwood Dr Jackie Hunter | Mrs Margaret Jack Professor Paul Layzell Mr Jeremy McIlroy Miss Rachel Pearson Mr Bob Potts Mr Iain Ross Mr David Spence |
| Apologies: | Mr David Beever Mr Stephen Cooksey Mr Jude Dave Mr Gurpreet Dehal Mr Andrew Martin | Cllr Hugh Meares Mr Mark Newlands Mrs Sarah Tyacke Professor Johannes Zanker |
| In attendance: | Professor Philip Beesley Mr Stephen Bland Ms Helen Coleman Professor Rosemary Deem Mr Simon Higman Ms Susan Kay Professor Rob Kemp Professor Katie Normington Mr Graeme Robinson Professor Geoff Ward | Dean of Science Director of Facilities Management Director of Communications and External Relations Dean of History and Social Sciences Registrar and Director of Operations Director of Strategic Development Deputy Principal Dean of Arts Director of Finance Vice Principal (Planning and Resources) |
| With: | Miss Katie Kerr Miss Clare Munton | College Secretary and Head of Governance Governance Assistant |
| Observers: | Mrs Hilary Baker Professor Duska Rosenberg | Governance Assistant UCU observer |

FORMAL BUSINESS

1. MEMBERSHIP

The Council noted that this was the last meeting for Miss Rachel Pearson who would complete her period of office as President of the Students' Union at the end of July 2011. 11/136

The Council also noted that this would have been the final meeting for the following members, who were not present: 11/137

Mr Jayjit (Jude) Dave, elected student representative, who would complete his period of office as Student Union Chair at the end of July 2011. 11/138

Mr Andrew Martin, who had served on the Council as a member elected by the non academic teaching staff since 16 October 2008. Mr Martin, who had sent apologies for the meeting, was thanked by the Chair on behalf of the Council for his contribution to its work and also for his work as Acting College Secretary following the departure of Mrs Carol Burns and prior to the appointment of Miss Katie Kerr. Mr Martin was retiring from the College due to ill health. 11/139

Mr David Beever whose term of office was finishing on 31 July 2011. Mr Beever had served on the Council since 1 October 1995 (from 3 February 1998 as the Lord President of the Privy Council's nominee), and had been Vice Chair of the Council since 1 February 2005. In addition to his contribution to the work of the Council, Mr Beever had been an extremely active member on several College committees including the Nominations and Honorary Awards Committee, the Council Executive, the Investment Sub Committee and the Finance Committee, of which he was Chair from 16 December 1997 until 30 September 2004. 11/140

It was noted that Dr Emmett Sullivan had resigned from the Council with immediate effect for personal reasons. Dr Sullivan had served on Council as a member elected by the non academic staff since 1 January 2010 and had previously attends many Council meetings as a union observer. 11/141

2. CONFLICT OF INTEREST

It was noted that one member acted as an Equal Opportunities officer for the UCU. 11/142

It was noted that one member was a representative of UNITE. 11/143

3. MINUTES

The minutes of the previous meeting, (M11/65-M11-135) held on 13 April 2011 were confirmed as an accurate record of the meeting. The minutes, along with the minutes from the meeting held on 26 January 2011, were to be sealed and sent to the Privy Council. 11/144

4 MATTERS ARISING FROM THE MINUTES

There were no matters arising from the minutes, not elsewhere on the agenda, from the meeting held on 13 April 2011. 11/145

5 UNSTARRING OF ITEMS

The following items were unstarred for further discussion during the meeting 11/146

CL/11/48 – unconfirmed minutes of the Estates Committee meeting, held on 5 May 2011 11/147

CL/11/50 – unconfirmed minutes of the Nominations and Honorary Awards Committee meeting, held on 19 May 2011 11/148

CL/11/51 – unconfirmed minutes of the Remuneration Committee meeting, held on 10 June 2011 11/149

CL/11/53 – Schedule of Delegation 11/150

CL/11/54 – Conflict of Interest Policy 11/151

CL/11/55 – Gifts and Hospitality Policy 11/152

PART A: MAJOR ITEMS OF BUSINESS

6 PRINCIPAL'S REPORT

The Council received the Principal's Report (CL/11/32). 11/153

The College had received a positive outcome from the QAA Institutional Audit team in May 2011. The Audit team concluded that confidence could be placed in Royal Holloway's current and likely future management of the academic standards of its awards and quality of learning opportunities available to students. It was noted that the results from the Audit were essential to providing assurance to students, which was considered especially important in light of increased focus on the student experience. 11/154

The Council noted that the Government's Higher Education White Paper was now due in late June/early July 2011. The paper was expected to set out proposals for universities to improve their financial sustainability, to place more emphasis on the student experience and to open up competition from Further Education Colleges and private providers by removing barriers to entry. 11/155

The College had been asked by the Office of Fair Access (OFFA) to revise its spend on access and commit to higher targets for widening student access. Revised proposals had been submitted to OFFA in response and a formal announcement from OFFA on fee levels and access agreements was expected in July 2011. 11/156

The College was seeking to grow and diversify its income by pursuing opportunities with third party providers, including a foundation programme operating on campus with Study Group and off campus learning in collaboration with Kaplan Asia Pacific, which would enable the College to deliver some of its Management programmes in Singapore. 11/157

The Princess Royal had visited the College on 27 June 2011 as part of the celebrations to mark the 125 year anniversary of the founding of the College and the 25 year anniversary of the merger with Bedford College. The Chair of Council thanked the Principal and College staff for their hard work in making the visit such a success. 11/158

The Council received an update on Professorial Banding. The initial banding process was complete and the College had started to address appeals. Cases were currently being heard informally but would progress to formal if not resolved. An interim review of the banding process was planned following the completion of the informal appeal stage. 11/159

It was noted that the Council had received a letter from the Principal which summarised the outcomes of the equal pay tribunal. The Council were reassured that College pay policies and equal opportunities matters relating to pay and reward were to be reviewed regularly by the Remuneration Committee. 11/160

The Council thanked Ms Susan Kay, Director of Strategic Development, for her contribution to the work of the College and wished her well in her new role at City University. The College had started the process for seeking her successor. 11/161

7 STUDENTS' UNION

The Council received the Students' Union Annual Report 2010-11 (CL/11/33) from the President of the Students' Union. 11/162

The President thanked all College staff and members of Council who had assisted the Sabbatical Officers and Students' Union throughout the year. 11/163

The President described the year as challenging but exciting and successful. Notable highlights were identified as the 1.2m reconfiguration of the Students' Union main building; registration as an official charity in accordance with the terms of the Charities Act 2006 and the appointment of a Board of Trustees; the success of the Institutional Audit and in particular the praise received from the QAA for the Student Written Submission; and the greater involvement of the Students' Union in the course representation system. 11/164

The Council also received a Student Activities Cross Campus video presentation, which demonstrated the vast range of activities offered by the Students' Union. 11/165

The Council and Principal recorded formal thanks to the President and Sabbatical Team for their hard work over the year. 11/166

8 FINANCIAL MATTERS

8.1 Financial Outturn

The Council received a summary of the estimated financial outturn for 2010-11 (CL/11/34). 11/167

The Council noted that the forecast for 2010-11 was for a surplus of £4.6m which was £2.1m above budget. The variance included an unused provision for restructuring costs and a higher than budget surplus for the RCS account. Shortfalls in income from HEFCE grants and tuition fees were projected to be offset from favourable expenditure variances. The Council were informed that there had been an overspend on legal costs resulting from one off cases but that under normal circumstances it would be possible to manage legal fees within the budget. 11/168

The Council were informed that the unused restructuring provision from 2010-11 would need to be carried forward to 2011-12 and 2012-13. 11/169

8.2 Financial Plan

The Council received the College's Financial Plan for the next five years (CL/11/35). The Plan reflected the aims of the Manifesto. 11/170

The 2011-12 budget showed a overall deficit of 1.3m, after restructuring costs. The Council were informed that 2011-12 was a transitional year with cuts to HEFCE funding but no extra fee income and, because of this, they were asked to considered the 2011-12 budget in the context of the medium term forecast. It was expected that, providing the College maintained its current levels of student numbers, surpluses of around 3-4% would be achieved between 2012 and 2016. Although HEFCE had removed its guidance on surpluses, the Council noted that it was essential for the College to achieve a minimum 3% for reinvestment back into the capital plan. 11/171

The Council noted the main risks and uncertainties to the financial forecast surplus. 11/172

The Council 11/173

APPROVED

the Financial Plan on the proviso that it would be considered again at the Council's extended meeting in November.

- The Council received a paper on potential amendments to the academic portfolio (CL/11/36). In order to meet the aims of the Manifesto and secure the financial viability of Royal Holloway, the College needed to be able to protect and invest in core strengths in teaching and research by increasing efficiency and income and offering better value for money. The Manifesto contained a set of criteria, agreed by Academic Board at its meeting on 16 March 2011, which had been applied to each academic department. Council were informed that, following this exercise, the College proposed to restructure some departments to improve their academic and financial performance. 11/174
- The Council received a detailed summary of the proposed Faculty and Academic Unit restructuring (CL/11/37a). Those departments affected were the School of Modern Languages, Literatures and Culture, the Departments of Classics and Philosophy, and Computer Science. In addition HEA funding had been withdrawn from the English Subject Centre. 11/175
- Following consideration of the proposals in CL/11/37a, the Council were asked to vote on the Resolutions contained in CL/11/37, which included approval to set up a Redundancy Committee should it be needed. Council were informed that there would need to be a period of consultation with staff prior to instigating a Redundancy Committee and it was hoped that, as part of the consultations, alternative solutions to compulsory redundancies could be found. Council noted that the legal advice received by the College advised the Council to authorise the appointment of a Redundancy Committee before the consultation period could begin. 11/176
- Some concern was raised over whether there would be adequate and extensive consultation with staff. The Council were assured that the College planned to start a 90 day period of consultation with Heads of Departments, individuals and campus unions to try to find solutions which sought to achieve the aims of the Manifesto whilst avoiding redundancies. It was noted, however, that the consultation exercise would also need to discuss the possibility of compulsory redundancies. 11/177
- The Council voted on the proposals for restructuring and 11/178
- APPROVED
- the appointment of a Redundancy Committee, should it be required.
- The names of the members appointed to the Redundancy Committee were to be agreed by the Council by circulation. 11/179
- The final decision in respect of recommendations to Council was to remain with the Redundancy Committee but the day to day matters would be delegated to a management sub group. 11/180

The Council received reassurance that, in accordance with the College's legal obligations, the Redundancy Committee and Redundancy Sub-Group were required to explore and consult with appropriate representatives of the affected employees to find ways to try to avoid compulsory redundancy, to reduce numbers of employees dismissed and to mitigate the consequences of the dismissals. Affected staff were to be contacted following the Council meeting. 11/181

8.3 Proposed Revenue and Capital Budget 2011-12

The Council received the proposed revenue and capital budgets 2011-12 (CL/11/38), which they were asked to consider in the context of the Financial Plan (CL/11/35). 11/182

It was again noted that for 2011-12 there was an overall budgeted deficit of 1.3m after a restructuring provision of 2m. The main account revenue budget 2011-12 was expected to be in deficit primarily because of cuts in HEFCE funding ahead of the higher fees from 2012-13. In addition it was noted that the implementation of Professorial Banding had added to ongoing pay costs. 11/183

The RCS account was budgeted to make a surplus of £1.8m, in line with the latest estimated outturn for 2010-11. 11/184

The Capital budget 2011-12 proposed an allocation of £8.4m for regular annual capital expenditure requirements. Overall sums had been allocated under major headings and the Council were asked to delegate authority to the Executive to allocate the sums to individual projects once the work programmes had been identified. In addition to the annual projects, the capital plan identified major projects which would require individual approval in accordance with the governance framework for capital expenditure (as discussed in CL/11/39). 11/185

The Council 11/186

APPROVED

the revenue and capital budgets 2011-12 and

AGREED

to authorise the Executive to allocate the £8.4m capital budget to detailed programmes of work once they had been identified. The Executive were asked to report back to the Finance Committee on these allocations.

8.4 Project Governance

The College's Committee review, undertaken in the first half of 2011, had identified a need for a more business focussed approach to major projects and a need to ensure that the Council was provided with assurance on the development and implementation of major projects. 11/187

The Council received a Project Governance Framework (CL/11/39) which addressed these issues. The framework proposed that a member of the Council should be included at the Gateway 3 review stage of all major projects. It was noted that not all Council members had previous experience of estates related issues and that it would be prudent for the Nominations Committee to carry out a skills audit so that specialist training could be offered where appropriate. 11/188

The Council 11/189

APPROVED

the Major Project Governance Framework.

8.5 Treasury Management

The Council received a paper detailing amendments to the Treasury Management Policy (CL/11/40). 11/190

The existing Treasury Management Policy required four criteria to be considered prior to placement of funds with a counterparty. This had proved to be restrictive and resulted in the majority of cash being invested in Money Market Funds at a lower rate of returns than deposits held with counterparties. At its meeting on 19 May 2011, the Finance Committee agreed to recommend to Council that the criteria for investment decisions be reduced to two – consideration of long and short term rating only. 11/191

The Council 11/192

AGREED

the proposed amendment to the Treasury Management Policy.

It was noted that the Finance Committee was considering the outsourcing of treasury management to specialists and that recommendations on suitable treasury managers would be submitted to Council later in the year. 11/193

8.6 Financial Regulations

The Council received a paper which outlined a proposal from the Finance Committee that the Committee should accept responsibility for amendments to Financial Regulations. A report detailing any amendments would be submitted to Council annually. 11/194

The Council 11/195

APPROVED

the delegation of amendments to the Financial Regulations to the Finance Committee.

9 GOVERNANCE

9.1 Committees Review

The Council received a paper detailing proposals for amendments to the Committee structure (CL/11/42). 11/196

The Council noted that the College's internal committees had been reviewed in line with the manifesto commitment 'to ensure good governance and management structures enable responsive decision making'. The proposed amendments to the management and academic committees had been reviewed and approved by the Academic Board at its meeting on 3 June 2011. Council members were informed that more detailed terms of reference for new college committees were available from the College Secretary's Office. 11/197

The most significant changes to Council committees were to Council Executive, which would take on responsibility for strategic planning, nominations and Council effectiveness; Nominations Committee which would consider lay appointments to Council only; and Remuneration Committee which would consider all areas of pay policy and procedure including equal pay issues and meet a minimum of twice year. 11/198

It was proposed that an Equality and Diversity Committee, with lay membership, was formed to provide assurance to Council on equality matters (excluding equal pay which would be considered by Remuneration Committee), and approve the College's equality strategy. It was intended that the Equality Steering Group would report into this Committee. 11/199

The following committees were to be disbanded; Human Resources and Equal Opportunities, Strategic Policy, Estates and Risk Management Steering Group. 11/200

The Council 11/201

APPROVED

the proposed changes to the Committee structure.

9.2 The Royal Holloway and Bedford New College Trust

The Council received a paper on the delegations of responsibility of the Royal Holloway and Bedford New College Trust (CL/11/53). 11/202

The Council was trustee to the Royal Holloway and Bedford New Trust but was entitled to delegate some of its powers. At its meeting on 26 January 2011 the Council agreed that recommendations for the delegations of the Trust should be considered and then recommended to Council by the Academic Awards Group. 11/203

The Council 11/204

APPROVED

the delegations of responsibility of the Royal Holloway and Bedford New Trust as set out in CL/11/53. It was also

AGREED

that an annual report from the Trust would be submitted to Council at its June meeting.

10 USE OF DEGREE AWARDING POWERS

The Manifesto set out a commitment to developing collaborative working and diversifying income streams and the College had started discussions with potential partners who were interested in offering degree programmes validated, but not taught, by Royal Holloway. The Council received a copy of the College's application to the University of London Council for permission to exercise the College's degree awarding powers to award Royal Holloway degrees to students graduating from such programmes (CL/11/44). 11/205

The Council were informed that it was a lengthy process to seek University of London approval for validation of externally taught programmes and that invoking the College's own degree awarding powers would make the process quicker and therefore more attractive to potential providers. Such flexibility would enable the College to take advantage of opportunities that offered the best return and best fit with its academic objectives. 11/206

The Council noted that the College intended to continue to award University of London degrees to students studying programmes delivered by Royal Holloway. 11/207

The Council 11/208

APPROVED

the application to the University of London for permission to exercise the College's degree awarding powers to students graduating from programmes validated, but not delivered, by Royal Holloway.

11 UPDATE ON APPOINTMENT OF CHAIR OF COUNCIL

A paper was TABLED at the meeting to provide an update on the appointment on the Chair of Council (CL/11/58). 11/209

The Selection Committee for the Chair of Council position, appointed by the Nominations and Honorary Awards Committee, had completed its extensive search and made its recommendation to the Committee. 11/210

The Nominations and Honorary Awards Committee invited the Council to appoint Mr Stephen Cox as a lay member of Council with effect from 1 August 2011 and then further recommended that he be elected as Chair of Council to succeed Sir Andrew Burns. Mr Cox was considered to be an excellent candidate with the right skills to meet the needs of the institution at this time. As the meeting did not have a quorum of two thirds of the membership of Council required by Statute 4.1 for the election of a Chair, the election was postponed until 5 October 2011, when it was hoped that there would be a full quorum. 11/211

It was noted that the Selection Committee had also made a recommendation to the Nomination and Honorary Awards Committee that Sir Andrew's term of office as Chairman should be extended until 31 December 2011 to allow for a period of overlap and induction for the incoming Chair. A final recommendation on the extension would be submitted to Council for approval at its meeting on 5 October 2011. 11/212

The Council 11/213

APPROVED

the appointment of Mr Stephen Cox as a lay member of Council with effect from 1 August 2011.

12 ELECTION OF A VICE CHAIR OF COUNCIL

The Council received a recommendation from the Nominations and Honorary Awards Committee inviting them to elect Mr Bob Potts as Vice Chair of the Council (CL/11/45) on 5 October when it was hoped there would be a full quorum. 11/214

PART B: ITEMS FOR REPORT AND FORMAL APPROVAL

13* ANNOUNCEMENTS

The Council noted that Professor Francis Robinson CBE had been appointed Deputy Lieutenant of Surrey by the current Lord Lieutenant of Surrey, Sarah Goad, in recognition of his work professionally and in the community. 11/215

The Council noted that Archbishop Rowan Williams, The Most Reverend and Right Honourable the Lord Archbishop of Canterbury had agreed to deliver the eighth Magna Carta Lecture of the series on Friday 15 June 2012. The 2011 lecture had been delivered on 16 June by The Right Honourable Lady Justice Arden DBE, Visitor to the College. 11/216

14* REPORT OF DECISIONS TAKEN BY THE CHAIRMAN

The Council noted that no decisions had been taken by the Chairman since the last meeting. 11/217

15* REPORT OF DECISIONS TAKEN BY CIRCULATION

The Council noted that no decisions had been taken by circulation since the last meeting. 11/218

16* ACADEMIC BOARD

The Council received the confirmed minutes of the Academic Board meeting held on 16 March 2011. 11/219

The Council received the unconfirmed minutes of the Academic Board meeting held on 1 June 2011. 11/220

17* AUDIT & COMPLIANCE COMMITTEE

To note that no meetings of the Audit & Compliance Committee had taken place since 9 March 2011. The minutes from the meeting scheduled to take place on 20 July 2011 would be available at the Council meeting on 5 October 2011. 11/221

18 ESTATES COMMITTEE

The Council received the unconfirmed minutes of the meeting of the Estates Committee held on 5 May 2011. 11/222

It was noted that minute number EC/11/119 was unclear and should be referred back to the Committee for clarification. 11/223

19* FINANCE COMMITTEE

The Council received the unconfirmed minutes of the meeting of the Finance Committee held on 19 May 2011. 11/224

20* HUMAN RESOURCES & EQUAL OPPORTUNITIES COMMITTEE

The Council noted that no meetings had taken place since 19 May 2010. 11/225

21 NOMINATIONS & HONORARY AWARDS COMMITTEE

The Council received the unconfirmed minutes of the meeting of the Nominations & Honorary Awards Committee held on 19 May 2011. 11/226

Some concern was raised over minute number NHA/11/71, which discussed the difficulties faced in finding female nominees to sit upon Student Discipline Committees. This was also an issue with Statute 25 Committees. The Council were assured by the Senior Management Team that the situation was being addressed. 11/227

22 REMUNERATION COMMITTEE

The Council received the unconfirmed minutes of the meeting of the Remuneration Committee held on 10 June 2011. 11/228

The Council noted that the College had introduced an Institutional Statement on Discrimination which was now issued for all College meetings where staff decisions were being considered. The statement was to be revised further before the next meeting of the Remuneration Committee on 13 September 2011. 11/229

23* STRATEGIC POLICY COMMITTEE

The Council noted that no meetings of the Strategic Policy Committee had taken place since 18 February 2011. 11/230

24* COUNCIL EXECUTIVE

The Council noted that the meeting of the Council Executive scheduled for 18 May 2011 was cancelled. An informal meeting took place on 19 May 2011. 11/231

25* PRINCIPAL'S OVERSEAS TRAVEL EXPENSES

The Council noted the Principal's Overseas Travel expenses for 2010-11. 11/232

26 SCHEDULE OF DELEGATION

The Council noted and 11/233

APPROVED

amendments to the Schedule of Delegation as agreed by the Audit & Compliance Committee at its meeting on 5 December 2010.

It was clarified that responsibility for the Principal's remuneration had always been under the remit of the Remuneration Committee. 11/234

27* CONFLICT OF INTEREST POLICY

The Council received a revised Conflict of Interest Policy, previously approved by the Nominations and Honorary Awards Committee at its meeting on 17 February 2011. 11/235

The policy had been revised to include clearer guidance for Chairs of Committees and Council and additional questions in the appendix for individuals to use to help them identify conflicts. 11/236

The Council 11/237

APPROVED

a revised Conflict of Interest Policy.

28 GIFTS AND HOSPITALITY POLICY

The Council received an updated Gifts and Hospitality Policy (CL/11/55). The policy had recently been revised to take into consideration changes to the Financial Regulations, the College's Anti Fraud Policy and the imminent introduction of the Anti-Bribery legislation. 11/238

Concern was also raised over possible gender discrimination as a result of paragraph 2.1.5, which discouraged the acceptance of hospitality for family members. It was also suggested that clauses 2 and 3.1 needed further clarification. 11/239

The Council decided that the issues should be discussed by the Audit and Compliance Committee at its meeting on 20 July 2011. 11/240

28* STUDENT DISCIPLINARY COMMITTEE 2010-11

The Council noted that the Student Disciplinary Committee had not met during the 2010-11 academic year. 11/241

29* COMPLETION OF PROCEDURES LETTERS

The Council noted that 92 Completion of Procedures letters had been issued during the 2010-11 academic year. Completion of Procedures letters were issued to students at the end of the College's complaints and appeals procedures. 11/242

30* SEALING OF DOCUMENTS

The Council noted that the following documents have been sealed since the last meeting 11/243

- JCT Minor Works Contract – Runnymede Halls Boiler replacement 11/244
- JCT Intermediate Building Contract – Fire Alarm Installation upgrade 11/245
- JCT Intermediate Building Contract – Fiscal and Main Building Metering Project 11/246

32* DATE OF THE NEXT MEETING

The Council noted that the date of the next meeting was 5 October 2011 at 5pm in MX034. 11/247

Miss Clare Munton
Governance Assistant
September 2011