

Council

22 November 2019



M19/334 – M19/419

Minutes

Present:

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| Dame Margaret Hodge (Chair) | Ms Sarah King |
| Ms Ann Ewing (Vice Chair) | Professor Paul Layzell |
| Mr Alistair Buchanan | Mr Jeremy McIlroy |
| Mr Hammad Chaudhry | Mr Gerry O'Hagan |
| Professor Michael Farthing | Mr Jack O'Neil |
| Professor Bob Fitzgerald | Mr Peter Saraga |
| Mr John Gregory | Mrs Chris Shoukry |
| Mrs Christine Goodyear | Mr Nick Perryman |
| Mrs Tina Harris | Mr David Walker |
| Mrs Margaret Jack | Mr David Williams |
| Ms Denise Keable | Ms Colette Wilson |

Secretary: Mrs Elaina Moss, Director of Governance and Legal Services and Secretary to Council

In attendance:

- Dr David Ashton, Deputy Principal (Operations)
- Professor Ken Badcock, Senior Vice Principal (Academic Strategy, Partnerships and Resources)
- Mr Andrew Jefferson, Interim CFO
- Professor James Knowles, Senior Vice Principal (Education)
- Professor Katie Normington, Senior Vice Principal (Academic)
- Mrs Pauline Martin, Executive Officer for Council, Minutes
- Mr Rob Cutting, Administration Assistant, Secondary Minutes
- Ms Jacqui Chard, Governance Assistant

- 1. Apologies**
Apologies received from Professor Sarah Ansari, Mrs Hazel Jessop and Professor Elizabeth Schafer M19/334
- 2. Declaration of interests**
None M19/335
- 3. AGREED** the minutes of the previous meeting held on 9 October 2019 (M19/258-M19/333) M19/336

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| 4. | Matters arising | |
| | NOTED the delay of the report of the Gender Pay Gap now expected to be presented at the February 2020 meeting. | M19/337 |
| 5. | Un-starring of items | |
| | None. | M19/338 |

Major Business

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| 6. | Strategy | |
| 6.1 | AGREED the draft steer from Council for the development of the new College Strategy following the discussions at the Council Strategy day meeting on 21 November 2019. | M19/339 |

"The Founder believes that the education of women should not be exclusively regulated by the tradition and method of former ages; but that it should be founded on those studies and sciences which the experience of modern times has shown to be the most valuable, and the best adapted to meet the intellectual and social requirements of the students."

Thomas Holloway's Deed of Foundation, 1883

The Development of a new College Strategy

- *Inspired by our history, we will celebrate and build on our dual excellence in "Education and Research for the public good" and our highly-ranked community for students and staff.*
- *The new strategy should give particular emphasis to*
 - *modernising our Education and Student Experience in light of demographic changes and the rapid transformation of the job market, challenging attainment gaps, and the potential for innovation.*
 - *establishing the intent and infrastructure to substantially increase the outcomes from Challenge-Led Research and Knowledge Exchange, drawing on our strengths in investigator-led Research.*
- *The success of the new strategy will be enabled by*
 - *a substantial increase in scale and reach, facilitated by growing our traditional student base, developing our online capability to deliver an excellent education, and entering into new partnership arrangements.*
 - *an agile, open and outward looking culture, with a particular emphasis on partnering.*
 - *new thinking on the staff environment, Equality, Diversity and Inclusion, and Environmental Sustainability.*

College Council
Cumberland Lodge, 22nd November, 2019

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| 6.2 | RECEIVED a paper proposing the process for the development of the new College strategy (CL/19/80). Following the steer from Council a Green paper would be the basis for consultation with staff, consideration of choices and alternatives, to a draft and sign off of the final strategy. Council and Council Executive would continue to be involved throughout this process. | M19/340 |
| | CONSIDERED approaches to continuing the dialogue, that analysis of the positives and negatives of each strategic option would be required and this would be an iterative process. | M19/341 |
| | NOTED that it was important to identify where staff could be engaged and contribute to the strategy, where the contribution would be meaningful, realistic and appropriate and to achieve staff buy in to the final strategy. | M19/342 |
| | AGREED to hold an extended Council meeting in February and to consider a similar arrangement for the May meeting for consideration of the strategy. Final sign off of the strategy would be at the July Council meeting in preparation for implementation in 2020/21. | M19/343 |
| | NOTED Council's role in monitoring delivery of the strategy and the need to involve Council in the development of new relevant KPIs. | M19/344 |

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| 7. | Principal's Update | |
| | RECEIVED a report (CL/19/81) from the Principal. | M19/344 |
| | NOTED The publication of a UUK general election "policy call" setting out 5 priorities for higher education. A common theme of both Labour and Conservative parties was the commitment to spend 2.4% of GDP on research and development which, if enacted, presented a challenge to the sector in terms of research capacity. | M19/345 |
| | NOTED challenges presented by the OfS and that dialogue between the OfS and UUK seemed not to have resolved the issues. | M19/346 |
| | NOTED that UCU had declared a trade dispute, and strike action and action short of a strike following ballots of members on the recent pay settlement for the sector (+1.8%) and implementation of USS 'Option 3' (where employer contributions will rise to 21.1% and employees contributions will rise to 9.6%). Casualisation, workload and the gender pay gap were also local issues and there was concern for the likely impact on students and staff affected by the disruption. | M19/347 |
| | NOTED the Equality and Human Rights Commission report of findings into racial harassment in higher education. NOTED that micro-aggression was a fact of life for some members of the College community and was more difficult to address. Where this occurred in the local community it was the responsibility of the police to take action and that the College should encourage the police to do more. College was introducing Active Bystander training to raise awareness and address harassment, and working with the Students' Union which was active in this area. | M19/348 |
| | NOTED that Undergraduate applications, particularly Home Undergraduate applications, were currently down compared to last year, and ahead of declines across the sector. Postgraduate taught applications and offers were currently running at a higher level than previously. | M19/349 |
| | NOTED ongoing recruitment for CIO and Director of HR and thanks extended to Mr Andrew Jefferson, Interim CFO, who would be leaving the College at the end of term. | M19/350 |
| | DISCUSSED approaches to recruit to meet the full spectrum of responsibilities of the position of Director of HR. | M19/351 |
| | ACTIONS Council to receive: | M19/352 |
| | <ul style="list-style-type: none"> • a report on racial harassment to the May meeting of Council • a report to ensure Council understands its statutory and other responsibilities to the OfS • a report addressing student recruitment to the February meeting, to department level. | |
| 8. | The Office for Students | |
| 8.1 | RECEIVED the OfS decision and approval letter (CL/19/82) for the Access and Participation Plan 2020/21 - 2024/25. | M19/353 |

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| | <p>NOTED the OfS approval was received with a requirement for enhanced monitoring in order for the OfS to understand progress with delivery of some specific measures. 77 other institutions received the same requirement. Enhanced monitoring was around three measures:</p> <ul style="list-style-type: none"> • the review of our contextual offer scheme • the evaluation framework, and • the targeting and promotion of progression activities to encourage engagement amongst black students. | M19/354 |
| | <p>The OfS required an update in January 2021 and it was anticipated that impact reports would be required to be submitted annually in January following the end of the relevant academic year.</p> | |
| | <p>NOTED Access and Participation targets for inclusion in the new College Strategy would be considered separately to those presented to OfS.</p> | M19/355 |
| | <p>AGREED to consider the criteria that should be adopted as the appropriate measure of underrepresentation and deprivation in the Access and Participation area of the new College strategy following the discussion of the suitability for the College of the two different measures POLAR4 and IMD, for the College.</p> | M19/356 |
| | <p>APPROVED the OfS' provisional decision on the Access and Participation Plan (APP) 2020/21 - 2024/25.</p> | M19/357 |
| 8.2 | <p>RECEIVED OfS communication, which had been sent to over 250 institutions, regarding a late payment of regulatory fees to the QAA (the Designated Quality Body (DQB)) for the OfS) (CL/19/83).</p> | M19/358 |
| | <p>NOTED that the invoice was sent on the due date, 10 July 2019, therefore the QAA received payment two days later once bank transmission time was taken into account.</p> | M19/359 |
| | <p>DISCUSSED the reasons for the failure to achieve regulatory deadlines was due to the weekly payment run process put in place in December 2017 which paid invoices due up to the date of the weekly run and those falling due two working days subsequently.</p> | M19/360 |
| | <p>NOTED that the payment run policy had been changed in light of this issue and now looked forward to pay invoices due and those due up to eight days hence. This meant that, allowing for the two days transmission period, all invoices would be paid by the due date, so long as invoices were approved within the system, by the wider College community, in a timely manner. Payment terms for OfS and QAA had also been changed from 30 days to the next payment run as a belt and braces approach.</p> | M19/361 |
| | <p>NOTED responsibility for approval of these invoices sat with Governance and Legal Services and a diary reminder will be put in place to ensure that invoices were received and approved in a timely manner.</p> | M19/362 |
| | <p>NOTED that setting up of these payments on a direct debit basis was also being investigated.</p> | M19/363 |
| | <p>NOTED that all other regulatory fees, including to the OfS and HESA, had been paid within the due date.</p> | M19/364 |

9. **Key Performance Indicators**
- RECEIVED a monitoring report of the key performance indicators for the College Strategy 2012 - 2020 (CL/19/84) M19/365
- NOTED College performance against a summary of 24 KPIs and CONSIDERED the requirements for future reporting with regard to: M19/366
- The relevance of KPIs changes over time
 - The detail of what to measure and report under a KPI needs to change to recognise different situations
 - Reporting should not wait for the introduction of the new strategy
 - Regular reporting at each meeting and to build in an annual review ensuring that it addresses relevant key measures and those no longer relevant are removed.
- AGREED to work on identifying relevant KPIs to monitor improvement and, in future, report progress with KPIs at every Council meeting. M19/367
- AGREED, for the next meeting, to provide another KPI report which would include, under People and Culture, the numbers of Staff day's sickness to replace the PDR completion rates no longer considered relevant. Also, to report under Research only the four star outputs. M19/368
10. **Financial Performance 2019/20**
- NOTED the update (CL/19/85) of in year financial performance based on the November student count, anticipated residence income and an update to the projected cash position. M19/369
- NOTED that although the total student population was expected to be in line with budget, a shortfall in tuition income of £0.8m to £1.2m was anticipated due to under recruitment of overseas post graduate taught students. Provision was made in the budget for the financial impact of not achieving student number targets and the overall budget and cash predictions were not expected to be impacted by the tuition fee shortfall. The position would be reviewed in December on receipt of the final student count. M19/370

Regulatory and Compliance

11. **Audit & Compliance Committee**
- RECEIVED the annual report (CL/19/86) from the Audit & Compliance Committee for submission to the OfS. The annual report of the Audit & Compliance Committee provided assurance over the regularity and propriety of public funding and over the adequacy and effectiveness of arrangements for risk management, control and governance, economy, efficiency and effectiveness (VFM) and management and quality assurance of data submitted to HESA, SLC, the OfS, Research England and other bodies. M19/371
- NOTED a number of follow up actions for 2019/20 relating to good governance, managing risks and ensuring controls were operating and reflected the need to keep up with the pace of developments in the sector. Actions for the committee included the effectiveness of the College Internal Audit arrangements and of information security and compliance with GDPR. M19/372

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| | NOTED that with regard to risk management there was no formal record of risk management retained. However, the Committee was confident that the key strategic risks have been flagged and addressed based on the discussions and papers received by the Audit and Compliance Committee, other Council Committees and at Council. The new formalised Risk Management Framework had been reviewed by the Audit and Compliance Committee and would prompt discussions about risk appetite. | M19/373 |
| | DISCUSSED that with regard to data protection and information security there remained 8 priority 1 and 2 actions from the audit that were overdue by at least one year. | M19/374 |
| | NOTED that a lot of work had been addressed in this area, which had focussed on policy and process and included work to improve cyber security awareness across the College. The appointment of a new Head of Cyber Security and a new audit, scheduled to be carried out by Deloitte's cyber security specialists early in 2020, would establish a new set of benchmarks for future priorities. The report would be received by Audit & Compliance Committee. | M19/375 |
| | NOTED the report of a cyber incident which led to a data breach, to the Information Commissioner's Office (ICO) and to the OfS. The College was now formally under investigation by ICO as it had requested more information to be provided. Both the cyber incident and the ICO investigation had been reported to the OfS. The breach was the result of a phishing email gaining access to students' email addresses and had affected a number of other HE institutions. | M19/376 |
| | DISCUSSED the number of students impacted and the support being provided, including to any overseas students whose Tier 4 immigration status could be affected. | M19/377 |
| | ACTION for Council to receive assurance of information security issues and to be made aware of any issues arising in a timely manner. The Audit and Compliance Committee to receive a report of the ICO investigation and of reports to the OfS. Audit and Compliance Committee to report to Council. | M19/378 |
| | APPROVED submission of the Audit & Compliance Committee annual report to the Office for Students. | M19/379 |
| 12. | Finance | |
| 12.1 | RECEIVED the Financial Statements 2018/19 (CL/19/87). The Financial Statements have been audited by BDO who would give an unqualified audit opinion subject to a signed Letter of Representation and completion of a post balance sheet review. The Financial statements were reviewed by the Finance Committee and Audit & Compliance Committee and recommended to Council for signature along with the Letter of Representation. | M19/380 |
| | DISCUSSED that the finances were consistent with in, and end of year reporting, and included: <ul style="list-style-type: none"> • a £30m deficit due to staff costs - pension provision of £30m • a charge of £10m interest and finance costs which includes the costs of £7.5m of swap break costs following refinancing of legacy debt • an increase in creditors falling due after more than one year increased by £24m to £140m as a result of the refinancing • Cash and investments increase by £18m as a result of the refinancing. | M19/381 |
| | APPROVED the Financial Statements and Letter of Representation. | M19/382 |

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| 12.2 | RECEIVED and APPROVED the financial commentary for submission to the OfS (CL/19/88) noting the change in reporting requirements to include more scenario planning and sensitivity analysis an information regarding debt covenants. | M19/383 |
| 12.3 | RECEIVED the College Statement of Investment Policy (SIP) (CL/19/89) and the Investment Strategy recommended by the Investment Sub Committee. The Strategy proposed withdrawal of College endowment funds from Aberdeen Standard Investments (currently 52% holding) and the movement of the full College endowment portfolio, primarily made up of the Founder's Endowment Funds, to Rathbone. Rathbone would utilise Rathbone "Greenbank" to fulfil the College's Environmental, Social and Governance obligations. | M19/384 |
| | DISCUSSED the future reliance on one fund management company, a matter which had been considered by the Sub Committee with Mercers as part of the external review. Rathbone's good understanding of the College needs and size of the portfolio of funds were factors in the decision making. It was confirmed the College would continue to seek periodic external reviews of investment performance. | M19/385 |
| | APPROVED the College's Statement of Investment Policy (SIP) and the investment strategy recommended by the Investment Sub Committee. | M19/386 |
| 13. | Annual Reports | |
| 13.1 | RECEIVED the report (CL/19/90) from the Council Academic Quality Assurance Committee which addressed the quality assessment review of 2018/19 and the Annual Accountability Statement. | M19/387 |
| | NOTED the background and changes to the assurances required since introduction by HEFCE in 2015/16. HEFCE was formally replaced by the OfS in January 2018 and between January 2018 and 31 July 2019 the OfS had been operating in a transitional phase. At this time, confirmation from the OfS of the external reporting requirements remained outstanding. During this period the College continued to improve the efficiency and effectiveness of its Quality Assurance Programme. | M19/388 |
| | NOTED the work of the Council Academic Quality Assurance Committee and reviews of College processes undertaken by members and comments arising from those reviews. | M19/389 |
| | NOTED that the academic expectations and outcomes for students were appropriate and that the Committee was supportive of the significant changes in quality assurance processes that were being introduced to create more agile and streamlined processes with an increasing emphasis on quality improvement rather than quality control and earlier intervention under the leadership of the Directors of Education in the new school structure. | M19/390 |
| | AGREED that Council had received satisfactory assurance in relation to the quality of academic provision and the standards of awards made by the College and that Council confirm to the OfS that College was compliant with the OfS requirements on this. | M19/391 |
| 13.2 | RECEIVED the report (CL/19/91) of Compliance with the Prevent Duty for the 2018/19 academic year. The report explained the organisation structure and policies that supported, and would ensure continuing compliance with, the Prevent Duty. The report included an accountability statement and an outcome-based data return for submission to the OfS. | M19/392 |
| | NOTED that this was the fourth annual report of assurance of compliance with the Prevent Duty and, since the last report 2017/18, College had not been required to report any serious Prevent-related incidents or significant changes to policies to the Prevent team at OfS. | M19/393 |

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| | CONSIDERED the number of student wellbeing and welfare cases discussed in weekly cause for concern meetings over the reporting period, NOTING the College reputation for providing a supportive, inclusive and healthy environment for students. The total of 202 cases discussed reflected those cases that were considered as posing a medium or high risk to themselves or others primarily from mental health issues or illness and not linked to Prevent considerations. There had been one case where advice had been sought from Prevent partners and this was not progressed after initial review. | M19/394 |
| | NOTED that no event or speakers required assessment or approval under the Freedom of Speech and External Speakers Guidelines and this was considered to be due to strong procedures and closes working relations between the Students' Union and management. | M19/395 |
| 13.3 | RECEIVED the report (CL/19/92) on the work of the Equality & Diversity Committee | M19/396 |
| | NOTED the value of the experience brought to the Committee from the external co-opted member, Dr Katie Perry, appointed on 1 August 2018 and the work of the Committee, and the College achievements as a result of work undertaken, in 2018/19. This included: | M19/397 |
| | <ul style="list-style-type: none"> • Renewal of the institutional Athena SWAN award and SWAN awards to a number of Departments; • Launch of the transgender awareness training module on Moodle; • Establishment of a Working Group on the Gender Pay Gap and work commenced to address the gap; • Establishment of a Working Group on Sexual Misconduct; • The high level of work undertaken to make a submission for the Race Equality Charter resulting in the College being one of only 12 institutions to receive a bronze award; • Implementation of the Student Success Project which aims to address low BME student achievement at a module and department level; • Implementation of the Mandala Programme which supports BME staff development and career progression. | |
| | NOTED that the Committee continued to investigate a number of issues with regard to BAME staff and students. | M19/398 |
| Governance | | |
| 14. | RECEIVED the report (CL/19/93) of the Secretary to Council | M19/399 |
| | NOTED that slow progress continued to be made with the Charity Scheme and the application for University title by the members of the University of London. | M19/400 |
| | NOTED the ongoing work on the Council Effectiveness Review and the Steering Group (Dame Margaret Hodge, Ann Ewing, Gerry O'Hagan, Colette Wilson and Elaina Moss) which had received an update on progress from AdvanceHE on Tuesday 5 November 2019. The group is expecting to receive high level findings for discussion at their next meeting on 9 December 2019 with the final report due to be delivered to Council at its meeting on 20 February 2020. | M19/401 |
| | NOTED Regulatory Advice (RA) from the OfS received on 15 October 2019 regarding Monitoring and Intervention (RA 15) and Reportable Events (RA16). | M19/402 |
| | NOTED that the Secretary to Council was preparing some advice regarding what the College should consider to be a reportable event which would be provided for Council's approval at its February meeting. | M19/403 |

NOTED that work was being undertaken, by Governance and Legal Services, and Strategic Planning and Change, to map the OfS Conditions of Registration to Senior Responsible Officers within the College, in order that Council could receive assurance of College compliance. M19/404

Starred items for Report and Formal Approval

15. **Reportable Events**
NOTED in item 11 M19/405
16. **Report of Decisions Taken by the Chair of the Governing body**
None M19/406
17. **Report Of Decisions Taken by Circulation**
None M19/407
18. **Modern Slavery Statement**
APPROVED the Modern Slavery Statement (CL/19/94) M19/408
19. **Treasury Management Policy**
CONSIDERED and APPROVED the Treasury Management Policy (CL/19/95) M19/409
20. **Committee terms of reference**
APPROVED revised terms of reference (CL/19/96) for the Health, Safety and Wellbeing Assurance Committee M19/410
21. **Honorary Awards**
RECEIVED a paper (CL/19/97) on the honorary awards for 2021 M19/411
NOTED the call for nominations for honorary awards for 2021 M19/412
22. **Academic Matters**
- 22.1 RECEIVED minutes (CL/19/98) of the Academic Board meeting 5 June 2019 M19/413
- 22.2 RECEIVED the Academic Board Annual Report 2018/19 (CL/19/99) M19/414
23. **RECEIVED the following Minutes (CL/19/100)**
Audit & Compliance Committee 16 September 2019 M19/415
Council Executive 19 September 2019
Remuneration Committee 19 September 2019
Health, Safety and Well Being Assurance Committee 26 September 2019
Finance Committee 26 September 2019
Equality & Diversity Committee 16 October 2019
Council Executive 31 October 2019
Finance Committee 31 October 2019 (Minutes not yet available)
Audit & Compliance Committee 11 November 2019 (Minutes not yet available)
NOTED the following Committees have not met since the last Meeting Of Council
Principal's Pay Committee M19/416
24. **Sealing Of Documents**

30 October 2019: Royal Holloway and Bedford New College to Bright Horizons Family Solutions Limited. Lease of business premises at The Orchard Cottage, Royal Holloway and Bedford New College, South Road, Egham, Surrey

M19/417

30 October 2019: Royal Holloway and Bedford New College and Morgan Sindall Construction & Infrastructure LTD, Pre-Construction Services Agreement in relation to Harvest Road Car Park

30 October 2019: Royal Holloway and Bedford New College and Landworth Electronics Limited. Deed of Warranty relating to McCrea Building: Strip out, alterations, and re-fit lower ground, ground and first floors, including M & E services

30 October 2019: Royal Holloway and Bedford New College to Bright Horizons Family Solutions Limited. Licence for alterations relating to The Orchard Cottage, Royal Holloway and Bedford New College, South Road, Egham, Surrey

11 November 2019: Rent Deposit Deed Relating To The Ground Floor Restaurant Premises a "The Hub", Royal Holloway University, Egham Hill, Egham, Surrey, TW20 0EX, between Royal Holloway and Bedford New College and Kimiko Ltd.

11 November 2019: Lease Relating To The Ground Floor Restaurant Premises a "The Hub", Royal Holloway University, Egham Hill, Egham, Surrey, TW20 0EX, between Royal Holloway and Bedford New College and Kimiko Ltd.

11 November 2019: Licence For Alterations (Minor Works) Relating To The Ground Floor Restaurant Premises a "The Hub", Royal Holloway University, Egham Hill, Egham, Surrey, TW20 0EX, between Royal Holloway and Bedford New College and Kimiko Ltd.

Other Matters

25. **Other Business**

None.

M19/418

26. **NOTED the Dates of next Council meetings**

Thursday 20 February 2020 5.15pm (Agreed at this meeting to be rescheduled to a 1pm start)

M19/419

Thursday 07 May 2020 5.15pm Shilling Lecture Theatre
Council and FEF Trustees Meeting (to be considered to be rescheduled to a 1pm start)

Thursday 02 July 2020 5.15pm, location TBC



Dame Margaret Hodge DBE MP
Chair of Council

Date 21 February 2020