

# Council

22 February 2024

15.00-16.30

International Building Room 244



## Actions

Action	Minute ref.	Responsible	Date
<b>Student numbers:</b> A full written report on student numbers and current applications to be shared with Council and to include two to three year trends on numbers of students and the timing of applications.	24/27	MFlws	Completed 13 March 2024
<b>Management Accounts:</b> Council to receive the most recent accounts after they have been received by Executive Board.	24/28	MW/RB	16 May 2024
<b>Council Vacancy:</b> Following the meeting, it was agreed by Chair's action, to circulate to Council for approval a proposal to appoint a co-opted committee member to fill the vacancy arising on 19 March 2024.	24/46	AB	Completed 19 March 2024
<b>Student Wellbeing:</b> A report to Council at the meeting of 4 July 2024.	23/285	NB	Council 04 July 2024
<b>Council committee structure:</b> for further discussion by circulation with feedback to Council via Strategy & Governance Committee.	23/332	AB	In progress
<b>Freedom of Speech:</b> The Chair of Council to formally write to the SU Board of Trustees, on confirmation of the OfS Condition of Registration for Freedom of Speech.	23/100	DMH	In progress
<b>Risk Register:</b> to schedule Strategy & Governance Committee to receive the institutional risk register twice per year, for an indication of the direction of travel to be included on the register for risks outside of tolerance and report to ARCC on these risks and their return to appetite.	23/292	MW/AW	S&G: 18 April 2024
<b>Council Recruitment:</b> to provide information to members regarding the skills required and the process. To review and if possible tighten, the recruitment timescales.	23/336	AB	In progress

<b>UKVI:</b> Report will be provided to Council. (Originally due from UKVI end September 2023 —University still waiting)	23/219	Secretariat	16 May 2024
<b>NSS:</b> SER then Council to receive an update on progress of the NSS.	23/234	Secretariat	16 May 2024
<b>Study Group:</b> Update Council about changes for the 2024/25 recruitment round.	23/216	TB	Verbal Update 22 February 2024
<b>Rankings and Reputation:</b> The subject of February Council briefing, with Environmental Sustainability deferred to 16 May 2024.	23/220	Secretariat	5.15pm 22 February 2024
<b>Freedom of Speech:</b> Council to review the work being undertaken to ensure that real openness in debate is being supported and the Code of Practice and processes are in place and implemented.	23/102	JS/AB	Update 15 February 2024

**Action from current meeting**

**Action completed since last meeting.**

## Approvals

Approved at this meeting	Minute ref.	Responsible	Date
APPROVED the Annual Investment Report, for publication.	24/39	MW	22 February 2024
APPROVED a second Special Resolution to amend the Statutes; that in accordance with section 7 of the Royal Holloway and Bedford New College Act 1985 Council agrees that the University Statutes be amended as outlined in the attached amended Statutes.	24/41	AB	22 February 2024
NOTED approval by circulation on 14 December 2023 of a proposal for the award of an Honorary degree of the University of London to Professor Jennifer Thomas.	24/48	AB	22 February 2024
NOTED approval by circulation on 14 December 2023 of draft Financial statements for the year to 31 July 2023.	24/48	MW	22 February 2024
APPROVED the annual appointment of the external auditor, KPMG.	24/49	MW	22 February 2024
APPROVED the Financial Regulations.	24/50	MW	22 February 2024

# Council

22 February 2024

15:00 – 16:30

International Building Room 244



M24/01 – 24/63

## Minutes

<b>Present:</b>	Dame Margaret Hodge (Chair of Council)	Gerry O'Hagan
	Ann Ewing (Vice Chair of Council)	Nick Perryman (Vice Chair of Council) (MS Teams)
	Dr Donna Brown	Professor Julie Sanders (Vice-Chancellor and Principal)
	Professor Michael Farthing	Sharanya Sivarajah
	Professor Bob Fitzgerald	David Walker (MS Teams)
	Sarah Honeycombe	David Williams (MS Teams)
	Hannah Hockin	Ian Wilson (MS Teams)
	Sarah King	
<b>Apologies:</b>	Dame Sally Dicketts	Balram Veliath
	HHJ Khatun Sapnara	
<b>In attendance:</b>	Professor Tracy Bhamra	Provost and Pro-Vice-Chancellor (Global)
	Dr Nick Barratt	Executive Director of Student Journey
	Professor Mark Fellowes	Pro-Vice-Chancellor (Academic Strategy, Planning & Resources)
	Mary White	Chief Financial Officer
<b>Secretary:</b>	Andrew Boggs	University Secretary
<b>Clerk:</b>	Pauline Martin	Executive Officer for Council (Minutes)
<b>Observer:</b>	Rikke Jensen	UCU

### 1. WELCOME

The Chair welcomed everyone to the meeting and thanked members for agreeing to the earlier start for this meeting.

24/01

## **APOLOGIES**

- NOTED apologies received from Dame Sally Dicketts and Khatun Sapnara who were unable to attend at the start time and, from Balram Veliath. 24/02
- NOTED that this was the last meeting for Nick Perryman whose second, and final, term office would end on 18<sup>th</sup> March 2024. Nick was thanked for his support and work as Vice Chair of Council and on numerous committees. 24/03
- NOTED that Simon Davis, elected Professional Services staff member of Council had left the University. Letters of thanks for his service on Council had been sent by the Vice-Chancellor and Principal, the Chair of Council and Vice Chair of Council, Nick Perryman. Strategy & Governance Committee would discuss the timing of an election at its next meeting. 24/04
- NOTED that this was the last meeting for Mary White, CFO, who was joining Portsmouth University. Council thanked Mary for her hard work over the last four years. 24/05
- 2. DECLARATION OF INTERESTS**
- There were no declarations of interest in agenda items. 24/06
- 3. MINUTES OF THE PREVIOUS MEETING**
- APPROVED minutes of the meeting held on 23 November 2023 (M23/266-23/353). 24/07
- 4. MATTERS ARISING**
- NOTED matters arising, not covered elsewhere on the agenda. 24/08
- The OfS was now consulting on how it will regulate Students' Unions under the Freedom of Speech Act, so the Chair of Council would write to the SU Board of trustees (minute reference 23/100).
  - The report of the audit review by UKVI had still not been received (minute reference 23/219) but the University's licence had been renewed until 2034.
- 5. REPORT OF DECISIONS TAKEN BY THE CHAIR OF COUNCIL**
- There were none. 24/09
- 6. UN-STARRING OF ITEMS**
- No items were unstarred for discussion. 24/10

## MAJOR BUSINESS

### 7. VICE-CHANCELLOR AND PRINCIPAL'S UPDATE

RECEIVED a report from the Vice-Chancellor and Principal which noted the research and educational achievements of staff and students at the end of 2023. 24/11

NOTED the continuing challenge from RAAC in the Bourne building which has been ongoing for nine months compounding issues of long-term deterioration. Changes identified in the most recent survey and water ingress required more proactive responses with respect to business continuity. There was no high risk health and safety issue but colleague and student experience were a serious concern and clear communication about the steps being proposed would be shared. A full report would be discussed at the next ARCC meeting. 24/12

NOTED the deferral of the next REF for one year to 2029 to give institutions more time to prepare, following the announcement of major changes to the outline proposal in December 2023. 24/13

NOTED that research planning conversations were underway in the institution as part of the 2024/25 planning round. 24/14

NOTED the Bedford 175 years anniversary events arranged in partnership with the Bedford Society. The Vice-Chancellor and Principal and the Chair of Council were actively involved. 24/15

NOTED ongoing concern that the government's policies on students and dependants will negatively impact international student recruitment and create the impression of a hostile UK environment. Royal Holloway continued to focus on providing an outstanding student experience to current students and on 7 February 2024 Executive Board agreed to sign up without delay to the UK University Agent Quality Framework pledge. The pledge provides clarity to both prospective students and agents on the expectations and responsibilities of agents operating on behalf of the institution. 24/16

NOTED the report of UG and PGT student recruitment, also addressed in item 8. 24/17

NOTED the University continued to monitor ongoing developments in Palestine and Israel, working with the Students' Union and making joint statements about respecting fellow members of our community. 24/17

NOTED that the University continued to contribute to and work with the Council for At-Risk Academics (CARA) and currently had six at-risk academics working with us. 24/18

### 8. STUDENT NUMBERS

RECEIVED a verbal update in addition to the update in the Vice-Chancellor and Principal's report. A full report of the final February 2024 count and the current position regarding applications for 2024/25 would be circulated separately. 24/19

	DISCUSSED challenges with the implementation of the new CRM recruitment system replacing the old system, RH Direct. Difficulties connecting at the start of the cycle had led to a backlog in turnaround times for applicants. Every effort was put into increasing the processing speed and additional staff were redeployed and working over the Christmas break. Applications are being processed at 1250 per week (an increase of 25% on the same time last year). The surge in UG applications up to the UCAS deadline at the end of January was being addressed with as many people deployed to processing the last minute applications.	24/20
	DISCUSSED the concerns of the admission tutors about this year's UG applications issue. The lessons learned process was already underway and considering future mitigating actions. Communications with staff were being held through the staff open meeting, the weekly newsletter and School Executive meetings.	24/21
	NOTED the introduction of the Student Recruitment Planning Group and school aligned teams. The group would include admissions, tutors and marketing people working in an integrated way to share and address problems in the recruitment and application process as they arise.	24/22
	NOTED that it was vital for the system to be operating fully for clearing.	24/23
	DISCUSSED PGT and PGR international applications were showing a reduction in numbers from Pakistan, India and Nigeria. This was due to UK Government policy changes for families and dependants and the general increase in visa costs. As a consequence of these changes, the UK was not currently perceived as welcoming to international students compared to other countries.	24/24
	DISCUSSED applications from China were currently stable, our rankings and league table positions needed to improve as China only funded students at the top 200 ranked universities.	24/25
	DISCUSSED applications from Study Group were acceptable noting that it was still early in their student application cycle and the relationship was still evolving in working together.	24/26
	AGREED to circulate the full written report on student numbers and current applications to Council and to include two to three year trends on numbers of students and the timing of applications.	24/27
<b>9.</b>	<b>FINANCE</b>	
9.1	NOTED and DISCUSSED the current year financial report for November 2023. AGREED that in future Council would receive the most recent accounts after they have been received by Executive Board.	24/28
	NOTED the current end of year forecast, assuming all continued on the current path, was for a surplus of £2.5m, with a few areas needing to take action to address current overspends.	24/29
	NOTED that should a decant of the Bourne Building be necessary in 2023/24 there may be an impact on revenue and capital in this budget, otherwise Bourne expenditure would fall into 2024/25.	24/30

	NOTED the March meeting of Finance Committee would receive three scenarios three for the 2024/25 budget and an indicative five year forecast for consideration.	24/31
	DISCUSSED the main areas of concern for this year's budget was for commercial activity on campus with evidence of the impact of cost of living on student and staff spending, particularly daytime spending which was 20% lower than budget. Student nighttime outlets were currently less adversely affected.	24/32
	DISCUSSED a focus on reducing duplication in the campus offering and work with the Students' Union to understand what students now want when they are on campus and to reaffirm with students the value of being on campus.	24/33
9.2	RECEIVED the Annual Investment Report for the academic year 2022/23.	24/34
	NOTED, following the review of the University's Statement of Investment Policy, the disinvestment from all endowment investments in fossil fuel companies in recognition of our commitment to environmental sustainability, social justice and addressing the climate emergency. There are also exclusions on armaments, gambling, adult entertainment, and tobacco.	24/35
	NOTED the external advisors review of the investment strategy and endowment performance informed the policy and changed the risk strategy, aiming to increase potential returns which have been seen in the last quarter of 2022/23.	24/36
	DISCUSSED that the University's investment decisions are taken for the long term, using professional advice and with the option to move elsewhere if performance was not acceptable.	24/37
	DISCUSSED trade-offs and balance between social good, risk and the responsibility to stakeholders for making the right decision to achieve the target investment performance.	24/38
	APPROVED the Annual Investment Report, for publication.	24/39
<b>10.</b>	<b>RH2030s STRATEGY</b>	
	RECEIVED a verbal update on the progress with development of the RH2030s strategy which was approaching the end of the cycle of broad consultation. Next steps would be developing the story of where we are, reflection on what is missing and the move from the broad view to an emerging strategy.	24/40
	DISCUSSED that it was important to align the current numerous different messages into one message that was consistent and understandable.	24/41
<b>11.</b>	<b>SPECIAL RESOLUTION</b>	
	NOTED the meeting was quorate for the second Special Resolution to amend the Statutes, following the first special resolution resolved at the meeting of 23 November 2023 (minute reference 23/327-23/329).	24/41
	RECEIVED changes to Statutes to update nomenclature of some roles in the governance framework, approved in principle by Privy Council.	24/41



- APPROVED a second Special Resolution to amend the Statutes; that in accordance with section 7 of the Royal Holloway and Bedford New College Act 1985 Council agrees that the University Statutes be amended as outlined in the attached amended Statutes. 24/41
- 12. UNIVERSITY SECRETARY'S UPDATE**
- 12.1 NOTED the regulatory and legislative update including a report on the first stage of OfS consultation on the Higher Education (Freedom of Speech) Act (2023). 24/42
- NOTED the significant implications for students and staff of the regulation arising from the *Higher Education (Freedom of Speech) Act (2023)* which would require considerable monitoring and reporting of staff on in-class exchanges, invited speakers, and course content, in addition to extracurricular events, and OfS fines for incidents where an institution is deemed to not have met expectations. There will be similar impacts on the Students' Union and constituent student societies. 24/43
- NOTED the update on continuing Government concern for reports of antisemitism on university campuses, renewal of the University's UKVI licence and continuing delays with the OfS's full implementation of Data Futures, now delayed by three years. 24/44
- 12.2 NOTED the update on Council recruitment for 2024/25 including the schedule for selection and appointment of Independent members. 24/45
- NOTED the vacancy arising on 18 March 2024 with the end of Nick Perryman's term of office. Following the meeting the Chair AGREED to make a proposal to Council to appoint a co-opted committee member, an appointment already discussed by Strategy and Governance Committee on 18 January 2024. Council would be consulted for approval by circulation with the aim of filling the vacancy as it arises from 19 March 2024. 24/46

## STARRED ITEMS FOR REPORT AND FORMAL APPROVAL

- 13.\* REPORTABLE EVENTS**
- NOTED there were no reports of any reportable event under OfS condition 3(i) at this meeting. 24/47

<b>14.*</b>	<b>REPORT OF DECISIONS AGREED BY CIRCULATION</b>	
	NOTED:	24/48
	<ul style="list-style-type: none"> <li>• Circulation of a paper on 13 December 2023 seeking members' approval of a proposal, supported by Academic Board, for the award of an Honorary degree of the University of London to Professor Jennifer Thomas. Responses supporting the proposal were received from the majority of Council members and approved on 14 December 2023.</li> <li>• Circulation of a paper on 14 December 2023 seeking members' approval of draft Financial statements for the year to 31 July 2023. Responses supporting the proposal were received from the majority of Council members and approved on 14 December 2023.</li> </ul>	
<b>15.*</b>	<b>EXTERNAL AUDITOR APPOINTMENT</b>	
	APPROVED the annual appointment of the external auditor, KPMG.	24/49
<b>16.*</b>	<b>FINANCIAL REGULATIONS</b>	
	APPROVED the Financial Regulations.	24/50
<b>17.*</b>	<b>SEALING OF DOCUMENTS</b>	
	NOTED the university seal had not been applied since 31 July 2023.	24/51

**OTHER MATTERS**

<b>18.</b>	<b>COMMITTEE REPORTS</b>	
	NOTED reports from the following Chairs of Council Committees where items were not addressed in the meeting:	24/52
	<b>Remuneration Committee</b>	24/53
	The Chair of Council effectiveness review was being well supported by members, with discussions being held or still available with the Vice Chairs on MS Teams through to 8 March 2024. A report would feedback to the Chair and to Council in due course.	
	<b>Students Education and Research Committee</b>	24/54
	The Meeting of 6 December 2023 received:	
	<ul style="list-style-type: none"> <li>• A useful briefing on international student recruitment.</li> <li>• A report on development of the Education Strategy and the evolving thinking.</li> <li>• An update on the progress of the Assessment Futures project.</li> <li>• Assurance reports on quality and standards in the Principal External Examiners report and the University Degree Outcomes Report.</li> <li>• An update on research income and was expecting a long term discussion on the rethink of the Research Strategy from the bottom up.</li> </ul>	

## **Strategy & Governance Committee**

24/55

The meeting of 18 January 2024:

- London Expansion, there would be a continuing conversation with University of London about space and establishing longer term commitments for the use of University of London space. The current focus is on consolidating on the existing offering with the intention of developing a longer term growth plan.
- The Bourne Building, challenges with RAAC. Work was now underway on establishing the options and long term plan for the building as a priority, and once addressed will allow discussion about future space usage and development of a new Estate Masterplan.
- Residential development plans currently on hold for evaluation of all the options.

*16.20 Dame Margaret Hodge left the meeting and the Vice Chair, Ann Ewing chaired the meeting from this point.*

24/56

## **Finance Committee**

At its meeting on 18 January the Committee:

24/57

- Agreed the University annual investment report (as previously reported)
- Requested a discussion of financial scenarios for 2024/25, and indicative 5-year forecast.
- Received and discussed the annual report of the Students' Union (discussions points already noted). No serious concerns noted.
- Conducted a 'deep dive' into the University Transparent Approach to Costing (TRAC) reporting to understand how it may be used as a comparative tool.
- Other items already noted earlier in the meeting under item 9.

## **Audit, Risk and Compliance Committee**

In the absence of the Chair, it was reported at the 7 February ARCC meeting:

24/58

- Considered the risk register in detail, requesting information on timeframes how risks currently out of appetite will be brought into appetite, including timeframes.
- Received the annual health and safety report, focussing on work relating to the Bourne Building. The committee requested, and received, additional information on business continuity planning.
- Recommended updates to the Financial Regulations and the appointment of the external auditors.

## People Committee

24/59

At its meeting on 8 February the Committee:

- Reviewed the People and Culture Survey, unpacking the root causes of bullying and harassment and the resultant increase in grievance and disciplinary hearings. Noting that independent members had an important role in these proceedings and a programme of briefings was being offered to support members knowledge of the process.
- Discussed the Values Work and embedding the values across the University. The independent members were supportive of this work and would be very happy to help by invitation from the Executive team.
- Received an update on Academic Freedom and the Higher Education Freedom of Speech Act 2023.
- Received the Annual Workforce Report and discussed the growth in headcount and noted that the University continued to have a higher proportion of Professors in comparison with the HE sector.

### 19. ANNOUNCEMENTS

None

24/60

### 20. OTHER BUSINESS

NOTED the briefing on Environmental Sustainability at 15.00 on Thursday 16 May 2024, prior to the next meeting of Council.

24/61


### 21. DATES OF NEXT COUNCIL MEETINGS

Meetings are on campus unless indicated otherwise:

24/62

- Thursday 16 May 2024, currently 17:00-19:00 and briefing session: Environmental Sustainability 15.00-16.30.
- Thursday 4 July 2024, 17:00-19:00 and Briefing session: The Drones 15.00-16.30
- Thursday 3 October 2024 17:00-19:00 and Briefing session: CoStar 15:00-16:30
- Wednesday 20 November 2024, circa 09.30 Council Strategy day, Residential at Cumberland Lodge
- Thursday 21 November 2024, Cumberland Lodge, Strategy morning and Council meeting ending after lunch circa 13.00.

<b>THE EXHIBITION BOOK</b> The following minutes were provided in the Exhibition Book as a separate document and NOTED.		24/63
<b>EB1</b>	<b>MINUTES OF COUNCIL COMMITTEE MEETINGS</b> <i>Minutes designated "unsigned" are those not yet signed off by the Committee but approved by the Committee Chair.</i>	
	Students, Education and Research Committee 11 October 2023	
	People, Staff Development, Reward and Wellbeing Committee 2 November 2023	
	Strategy & Governance Committee 2 November 2023	
	Finance Committee 9 November 2023	
	Audit, Risk and Compliance Committee 13 November 2023 ( <i>not yet available</i> )	
	Students, Education and Research Committee 6 December 2023 ( <i>not yet available</i> )	
	Strategy & Governance Committee 18 January 2024 ( <i>not yet available</i> )	
	Finance Committee 18 January 2024 ( <i>not yet available</i> )	
	Audit, Risk and Compliance Committee 7 February 2024 ( <i>not yet available</i> )	
	People, Staff Development, Reward and Wellbeing Committee 8 February 2024 ( <i>not yet available</i> )	
	<b>The following Committees have not met since the last meeting of Council</b>	
	Remuneration Committee (next meeting 18 April 2024)	
	<b>EB2</b>	<b>MINUTES OF ACADEMIC BOARD</b>
	Final Minutes of the meeting <ul style="list-style-type: none"> <li>18 October 2023</li> </ul>	

	
<p>Dame Margaret Hodge DBE MP Chair of Council</p>	<p>Date 16 May 2024</p>