



**UNIVERSITY
OF LONDON**

BOARD OF TRUSTEES

Wednesday, 21 March 2018, at 2.50 pm
Churchill Room, Goodenough College,
Mecklenburgh Square, London WC1N 2AB

MINUTES

PRESENT

Jane Andrewartha	Kieran Murphy
Stella Beaumont	Andrew Ratcliffe
Emma Burns	Malcolm Roberts
Sir Richard Dearlove (Chair)	Professor Sir Adrian Smith
Andrew Halper	Mark Storey

APOLOGIES

Professor Michael Arthur	Patrick Loughrey
Professor Edward Byrne	Professor Stuart Reid
Philip Clark	Rosalyn Wilton
Professor Paul Layzell	

IN ATTENDANCE

Dr Ghazwa Alwani-Starr (Director of Property and Facilities Management)
Chris Cobb (Pro Vice-Chancellor (Operations) and Chief Operating Officer)
Damaris Currie (Central Secretariat)
Rosalind Frendo (Deputy University Secretary)
Kim Frost (University Secretary)
Andrew Murphy (Chief Financial Officer)
Professor Rick Rylance (Pro Vice-Chancellor (Research) and Dean and Chief Executive of the School of Advanced Study)
John G Stewart (Director of Legal Services)
Dr Mary Stiasny (Pro Vice-Chancellor (International) and Chief Executive of University of London Worldwide)

Minutes of the Meeting Held on 31 January 2018

4104 The Board confirmed the minutes of the meeting held on 31 January 2018.

Matters Arising

4105 The Board noted the updates in the Matters Arising report (BT1208) on the contract for University of London Worldwide Marketing Services and the process for the appointment of the next University Secretary.

Vice-Chancellor's Report

- 4106 The Board noted the updates within the Vice-Chancellor's Report (BT1209, Confidential), including the list of his main activities and meetings since the Board's previous meeting (Appendix BT1209A). The Vice-Chancellor reported that he had written to Lady Sutherland to offer his condolences on behalf of the University, further to the news that Lord Sutherland, who had been Vice-Chancellor of the University of London from 1990 to 1994, had passed away on 29 January 2018.

Appointment of Vice-Chancellor

- 4107 The University Secretary presented an update on the process to appoint the next Vice-Chancellor (BT1210, Confidential). Under the process set out within Ordinance 13 *The Vice-Chancellor* (Appendix BT1210A), a Joint Appointments Committee (JAC) of the Board and the Collegiate Council would be established to make a recommendation to the Board. The Board agreed the membership of the JAC as proposed, noting that the JAC would cover the appointment of both the interim and the permanent Vice-Chancellors:

The Chair of the Board: Sir Richard Dearlove

Two independent members of the Board, appointed by the Board: Jane Andrewartha and Kieran Murphy

Two members of the Collegiate Council appointed by the Collegiate Council: the Collegiate Council had appointed Professor Michael Arthur and Professor Deborah Swallow.

- 4108 The Board reiterated its support for the establishment of an Advisory Group to the JAC to gather views and undertake initial work on behalf of the JAC. The Advisory Group would work solely on the appointment of the permanent Vice-Chancellor. The Board considered and approved the membership of the Advisory Group as follows: Professor David Latchman, the Master of Birkbeck, University of London and a former trustee (Chair); Stella Beaumont; Andrew Halper; and Rosalyn Wilton.
- 4109 The Board agreed the proposed process for the advertisement of the interim post, as detailed in the report, as well as the text for the advertisement (Appendix BT1210C, Confidential). Members confirmed that they were content with the timetable for the appointments to both the interim and permanent posts (Appendix BT1210D, Confidential). The job description for the permanent post would be provided to the Board in due course.
- 4110 The University Secretary outlined the proposal to use an executive search firm as was common practice for roles at this level. He commented that it should not be necessary to pay a large amount for this service. It was noted that, although the executive search firm would not be asked to extend its search internationally, care would be taken to ensure that the process of advertisement reached an international audience.

4111 Members noted the recruitment pack used for the previous recruitment exercise for the Vice-Chancellor in 2011-12 which had been provided for the Board's information (Appendix BT1210B); an updated pack would be prepared for the permanent post.

4112 **AGREED**

The Board approved:

- (i) the process and the timetable for the appointment of the interim and permanent Vice-Chancellors;
- (ii) the memberships of the JAC and the Advisory Group as proposed (see BTMM 4107 and 4108 above); and
- (iii) the draft advertisement for the interim role.

University of London Bill

4113 The Board noted the update on the University of London Bill (BT1211). At the House of Lords Unopposed Bills Committee (UBC) meeting on 6 February 2018, the Chair of the Committee had determined that he wished to see additional evidence to support the University's testimony about the extent of consultations undertaken. This information had subsequently been provided and the Bill had been considered at the second meeting of the UBC on 19 March 2018, when two amendments to the Bill had been agreed. These restored the need for two-thirds of Board members to approve amendments to the University Statutes, and required the Trade Unions to be consulted on any amendments to the Statutes that concerned matters of employment. The Bill would now proceed to its third reading in the House of Lords before progressing to the House of Commons.

4114 Members noted that it was unlikely to be possible to complete the applications from Member Institutions for university title in the 2017-18 academic year. Consultations were taking place with the Member Institutions about the best means of proceeding.

BTMM 4115-4119 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Review of Facilities Management (FM) Services

4120 Members noted that the papers for the meeting had not included Document BT1213 as originally intended and that the Board would instead receive an oral report. The Director of Property and FM updated the Board on the review of the University's hard and soft FM services. At the previous meeting, the Board had approved the Steering Group's recommendation that two options – in-house provision; and a hybrid approach – should be considered further. Since that meeting, significant work had been undertaken to break down the detailed costs of the constituent elements of the various FM contracts. The surveys of contracted staff and of staff employed by the University had also concluded.

4121 The Board was informed that the timetable for completion of the Steering Group's work had been adjusted due to the large amount of information that

had required collation and analysis, as well as the impact of the strike by the University and College Union (UCU), which had prevented the Steering Group from meeting regularly in recent weeks. In consultation with UCU and Unison, the Steering Group had agreed to postpone delivery of the recommendations on the two options until the May 2018 meeting of the Board.

- 4122 The Director of Property and FM reported that the Steering Group would be considering the qualitative and quantitative aspects of the various contracts in its analysis, which would cover, among other things: cost of service; risks to the University; feedback received through the survey of University-employed staff; and the outcomes of the survey of contracted staff. The Steering Group would assess the merits of a wide range of options falling within the parameters of complete in-house provision and a hybrid approach.

Estates Matters

Report from the Estates Committee

- 4123 The Board considered a report on the outcomes of the Estates Committee's Away Day on 22 February 2018 (BT1214, Confidential). The Pro Vice-Chancellor (Operations) reported on a discussion at the Away Day on the resourcing of estates projects. The Committee had concluded that there was sufficient resourcing to deliver the present Capital Programme; however, it had noted that there was less scope for opportunistic projects.
- 4124 A key area of discussion at the Away Day concerned options to address the needs of Member Institutions for teaching space, including the potential for intercollegiate building or space projects. The Committee had noted several possible near-term redevelopment opportunities where properties would become available to the University when current lease arrangements expired, such as Lillian Penson Hall, Bonham Carter House and Warwickshire House. Consideration would need to be given to whether these continued to be used for accommodation or were redeveloped for other uses. It was noted that there was a clear need for additional good quality, affordable, student housing within London. On this matter, the Board noted that the work of the Accommodation Working Group was ongoing and that a progress report would be presented to the Board's May 2018 meeting.
- 4125 The Board noted the Committee's discussions on potential sources of income, both in relation to lease arrangements and other means of income generation. The Pro Vice-Chancellor (Operations) reported that the Estates Committee had concluded its Away Day with thoughts on the long-term options for the University Estate and on the work to develop an updated Estate Strategy beyond 2019-20. In this context, a member of the Board highlighted the benefit of having a clear framework to structure and clarify the University's future priorities for the Estate and thereby to inform decision making.

Report from the Investments Committee

BTM 4126 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

- 4127 The Board considered the revised Statement of Investment Policy ('Statement') (Appendix BT1215A and Annex BT1215A/1, both confidential), which detailed the key outcomes from the triennial review. Members noted that the section on environmental, social and governance (ESG) issues had been maintained within the Statement, including the exclusions in relation to tobacco. The Committee had noted the importance of ESG matters alongside the need to maintain effective practical and operational management of the investment portfolio. The Board was reminded that a survey of Member Institutions' investment policies had been undertaken as part of the review, from which the observed themes were similar to those identified during the previous survey undertaken in 2014, although a few Member Institutions had introduced some fossil fuel restrictions. The Board was informed that additional comfort in this area derived from the detailed reports received from the investment managers which specifically covered ESG matters.
- 4128 The Board noted the contents of Mercer's Suitability Letter (Appendix BT1215B, Confidential) confirming its assessment of the University's investment management structure as being appropriate and suitable for the University's requirements, given the size of the proposed allocation relative to the total assets of the University.
- 4129 The Chair suggested that the Board would benefit from a one-page overview at its next meeting covering total funds invested and annual return, and giving an update on the amount of monies drawn down and spent. The full costs of operating the Unified Trust Fund (UTF) should also be provided. The Chief Financial Officer agreed to provide this information. He highlighted some of the recent work undertaken by the Trust Funds Committee to help ensure that Member Institutions were utilising the allocations available to them.
- 4130 **AGREED**
- (i) The Board approved the University's revised Statement of Investment Policy (Appendix BT1215A, Confidential) and the Appendix to the Statement of Investment Policy (Annex BT1215A/1, Confidential).
 - (ii) The Board agreed that the Chief Financial Officer would provide an overview of investment performance and related costs and expenses at the next meeting, as detailed at BTM 4129 above.

Strategic Risk Register

- 4131 The Board considered the revised Strategic Risk Register (BT1216 and Appendix BT1216A, Confidential).
- 4132 The Chair of the Audit and Risk Assurance Committee, Andrew Ratcliffe, highlighted the key changes since the previous version of the Strategic Risk Register had been presented to the Board. Risk reductions were

recommended in relation to estates management and cyber-security, with an increased score proposed for the risk on external regulation. A new risk relating to the review of FM services had been added to the Register. Members noted that the risk on estates management was likely to be re-worded and re-scored later in 2018, further to the outcomes of the Estates Committee Away Day and the budget process and plans for 2018-19. The Board was informed that more detailed work on the risks in relation to cyber-security would be conducted during the year.

4133 The Board was content with the revised iteration of the Strategic Risk Register. It was suggested that consideration should be given to whether any amendment of the Register was required in reference to the forthcoming period of change that would arise from the departure of the current Vice-Chancellor later in the year, the appointment of an interim Vice-Chancellor and the appointment of a permanent successor.

4134 **AGREED**

- (i) The Board approved the revised Strategic Risk Register.
- (ii) The Board agreed that consideration should be given to whether any amendment of the Strategic Risk Register was required in reference to the period of change that would arise from the departure of the current Vice-Chancellor.

Finance Report

4135 The Board considered the management accounts for the six months to 31 January 2018 (BT1217 and Appendix BT1217A, both Confidential), together with the mid-year forecast (Appendix BT1217B, Confidential), and members noted the current financial position.

4136 The Chief Financial Officer presented the Transparent Approach to Costing for Teaching (TRAC T) Return for 2016-17 (Appendix BT1217C, Confidential).

4137 **AGREED**

The Board approved, and authorised the Vice-Chancellor to sign, the 2016-17 TRAC T Return.

Senate House Library – Contracts for Books, Serials, Periodicals and Associated Services

4138 The Board considered a proposal for the award of three contracts under London Universities Purchasing Consortium frameworks for books, serials, periodicals and associated services (BT1218 and Appendices BT1218A and BT1218B, all confidential).

BTM 4139 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Minutes of the Collegiate Council Meeting on 8 December 2017

4140 The Board noted the confirmed minutes of the Collegiate Council meeting held on 8 December 2017 (BT1219, Confidential).

Action Taken Under Delegated Authority

4141 The Board noted a report on the lease of space to UCL at The Garden Halls, 31 Leigh Street, action which had been taken under delegated authority (BT1220, Confidential).

Dates of Future Meetings

4142 The Board noted the dates of future meetings as follows (all meetings were scheduled to commence at 4.00 pm):

2017-18

Wednesday, 23 May 2018

Wednesday, 18 July 2018

2018-19

Wednesday, 17 October 2018

Wednesday, 28 November 2018

Wednesday, 30 January 2019

Wednesday, 27 March 2019

Wednesday, 22 May 2019

Wednesday, 17 July 2019

2019-20

Wednesday, 16 October 2019

Wednesday, 27 November 2019

Wednesday, 29 January 2020

Wednesday, 25 March 2020

Wednesday, 20 May 2020

Wednesday, 15 July 2020

Any Other Business

Occupation within Senate House

4143 The Director of Property and FM informed the Board of an ongoing student occupation of parts of Senate House. Steps were being taken to ensure the health and safety of the students involved in the occupation, staff and other users of the building. Security personnel were positioned in the areas that were occupied by the protestors.