Minutes of the Meeting Held on 21 March 2018

4144 The Board confirmed the minutes of the meeting held on 21 March 2018.
Business Conducted by Correspondence since the Previous Meeting

4145 The Board noted the update on the award of an Honorary Fellowship, which had been agreed by the Board by correspondence (BT1221, Confidential).

Matters Arising

4146 The Board received updates on matters arising from its previous meeting as follows:
(i) At the Board’s previous meeting, members had received an update on the process to appoint a new University Secretary and Secretary to the Board. The Pro Vice-Chancellor (Operations) reported that, further to points raised at the Board’s Away Day about the compliance regime now in place for higher education institutions, some adjustments had been made to the role with the agreement of the Chair of the Board. The redefined post had been renamed as the ‘Director of Compliance and Secretary to the Board’ and the recruitment process was underway.

(ii) A one-page overview of the University’s investments, requested by the Board at its previous meeting, would be presented to the Board at its July 2018 meeting.

Vice-Chancellor’s Report

4147 The Board noted the updates within the Vice-Chancellor’s Report (BT1222, Confidential), including the list of his main activities and meetings since the Board’s previous meeting (Appendix BT1222B). The Vice-Chancellor highlighted the following.

University of London Bill

4148 Following a successful return visit to the Unopposed Bills Committee, the University of London Bill had passed its third reading in the House of Lords on 3 May 2018; a date for its second reading in the House of Commons was awaited.

Protests and Occupations at the University and at Some Member Institutions

4149 Further to the student occupation at Senate House which had commenced on 19 March 2018 and continued until 28 March 2018, the Board was informed that there had been five further attempts by students to occupy Senate House.

BTM 4150 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Heythrop College

4151 Heythrop College was due for operational closure by January 2019. The College would vacate the Kensington site by 31 October 2018 and plans were
in place for the final legal and governance steps towards closure. Members noted the update on the measures that had been put in place for any students who remained on course after the closure.

4152 The Vice-Chancellor also reported that officers were working with Heythrop to ensure that Heythrop had taken care of all outstanding financial and other liabilities.

Appointment of the Senate House Librarian

4153 As notified to the Board by correspondence, Dr Nick Barratt had been appointed as Senate House Librarian and had taken up the role on 9 April 2018.

Retirement of the Director of the Institute of Advanced Legal Studies (IALS) and Pro Dean of Libraries for the School of Advanced Study (SAS)

4154 Jules Winterton, the Director of IALS and Pro-Dean of Libraries for SAS, would be retiring from his role in autumn 2018. The Vice-Chancellor reported that Jules Winterton had spent 27 years at IALS, first as the Librarian, and then combining the roles of the Director and the Librarian, and that he would be much missed. The process to appoint his successor had begun and members would be updated on further developments as soon as practicable.

Honorary Professor of the Purpose Economy

4155 At its meeting on 4 May 2018, the Collegiate Council had approved the conferral on Michael Hayman of the title of the University of London Honorary Professor of the Purpose Economy within SAS, for a period of five years. The Board noted the details of the role as provided in the report.

Leading Women Celebrations

4156 Members noted a detailed update on Leading Women (Appendix BT1222A).

Appointment of Vice-Chancellor

4157 The Pro Vice-Chancellor (Operations) updated the Board on the appointment process for the next Vice-Chancellor. Informal meetings with potential candidates for the interim position had taken place on 22 May 2018. Formal interviews would take place shortly.

4158 Odgers Berndtson had been selected to assist the University in filling the permanent Vice-Chancellor position. Factors in the selection of Odgers Berndtson had included its international reach and its positive record in relation to diversity. Longlisting for the role would occur in the early summer, with shortlisting scheduled to take place in September 2018. It was anticipated that interviews would be held in October 2018.
Reflections from the Joint Board of Trustees/Collegiate Council Discussion

4159 The Pro Vice-Chancellor (Operations) highlighted some of the key themes that had emerged from the joint Board of Trustees and Collegiate Council discussion on 19 April 2018. The discussion had covered a range of topics around changing perceptions of higher education, including: media coverage; the impact of tuition fees; marketisation; issues related to salaries and Vice-Chancellors’ pay; and concerns regarding regional inequality. There had been detailed discussion on the role that the University could play within London and more widely in terms of influencing and contributing to future debates and discussions within and about the sector.

University Federal Subscription and Member Institution Charges for 2018-19

4160 The Board considered a report (BT1223) on the proposed Federal Subscription and Member Institution Charges for 2018-19, including:
(i) Federal Subscription and Member Institution Charges for 2018-19 – Summary (Confidential Appendix BT1223A).
(ii) Federal Subscription and Member Institution Charges for 2018-19 – Details (Confidential Appendix BT1223B).
(iii) Ordinance 10 – Funding Federal Activities (Appendix BT1223C).

4161 The Board noted that the Collegiate Council had considered the proposed Subscription and Charges at its meeting on 4 May 2018 and had recommended them to the Board for approval.

4162 The Chief Financial Officer explained that it was possible that the final settlement of the Universities Superannuation Scheme (USS) pension valuation in June 2018 might require a material increase in employer USS pension contributions. This would increase the Senate House Library (SHL) staff cost inflator and lead to an increase in the proposed SHL subscription. The Board was asked to give delegated authority to the Deputy Vice-Chancellor to approve, on its behalf, a revision to the proposed 2018-19 SHL subscription that reflected the revised staff cost inflation, should this situation arise.

4163 **AGREED**
(i) To approve the proposed Federal Subscription and Member Institution Charges for 2018-19.

(ii) To delegate authority to the Deputy Vice-Chancellor to approve, on the Board’s behalf, a revision to the proposed 2018-19 SHL subscription that reflected the revised staff cost inflation, should this be required further to the final settlement of the USS pension valuation in June 2018.

Finance Report

4164 The Board received a report on the management accounts for the eight months to 31 March 2018 (BT1224 and Appendix BT1224A, both Confidential) and noted the current financial position and the Quarter 2
forecast. Members noted also the recurring funding allocation for 2018-19. With the establishment of the Office for Students (OfS), responsibility for funding SAS had passed from the Higher Education Funding Council for England (HEFCE) to Research England, although there would be a small element of funding that would be provided by the OfS; this related to a disabled students’ premium and funding for students attending courses in London. There was some uncertainty around the funding for future years; the University had been informed that Research England would be undertaking a review of future funding for SAS, with the Department for Business, Energy and Industrial Strategy (BEIS) and Department for Education providing joint oversight.

4165 The Chief Financial Officer updated the Board on progress with regard to the proposed budget for 2018-19, which was being drawn up alongside the business plan for the four-year period 2018-19 to 2021-22. The budget would be presented to the Board’s July 2018 meeting. Initial departmental submissions had been received and improvements were being sought through a mixture of revenue enhancement, cost reduction and investment reduction or delay.

4166 Members noted the financial risks associated with a potential increase in USS pension contributions. This matter was being considered as part of the budgeting process. The Chief Financial Officer reported that the Joint Expert Panel that was tasked with examining the valuation of the USS aimed to submit its report to Universities UK and the University and College Union (UCU) in September 2018.

Review of Facilities Management (FM) Contracted Services

4167 A representative from The Russell Partnership joined the meeting for the item.

4168 The Board considered a report which set out the FM Steering Group’s recommendation arising from its review of the University’s FM contracted services (BT1225, Confidential), including the report from The Russell Partnership entitled “Strategic Review of Outsourced Contractual Provision of Services, University of London, May 2018” (Appendix BT1225A, Confidential).

4169 The Director of Property and FM outlined the process of the review, highlighting the detailed evaluation of the five current contracts that had been undertaken by The Russell Partnership. It was noted that the Russell Partnership had been appointed due to its independence in relation to the review and also for the benefit of its experience in this area.

4170 The Board was updated on staff input to the review. The outcomes of the surveys of contracted and University staff were included within The Russell Partnership report. The Board was also informed that the two recognised Trade Unions, UNISON and the University and College Union (UCU), had worked with the University on the Review as members of the Steering Group. The Director of Property and FM reported that UNISON and UCU were of the united view that FM services should be in-sourced, with support from specialist contracts remaining in place, recognising that a period of transition
would be required to enable effective implementation. They had not concurred with the conclusions in The Russell Partnership report.

4171 The Director of Property and FM suggested that the Steering Group’s recommendations should be considered in the context of the University’s strategic objectives and highlighted three key strategic initiatives for Property and FM that were planned in support of the wider University Strategy:

(i) The development of a Residential Student Life programme.

(ii) The development of Senate House both as an academic hub and as a high-profile venue in central London for conferences, events and private functions.

(iii) Further to the occupations of Senate House and an internal audit by UNIAC, an urgent review of security arrangements to put in place a modern and fit-for-purpose security solution.

4172 Members noted that, according to the Russell Partnership report, a fully insourced service with specialist contracts remaining in place would result in a £3M increase in recurrent annual cost. The Steering Group had not considered this to be affordable and had, therefore, recommended the development of an efficient provision model in which in-house services were supported by contracts designed to provide both the specialist services and the flexibility necessary to respond to the University’s needs.

4173 The Pro Vice-Chancellor (Operations), who had chaired the Steering Group, outlined some of the work undertaken by the Property and FM Department and The Russell Partnership, including the latter’s consideration of a range of models of in-housed provision and a mixed economy. He highlighted a number of logistical issues to be considered in transitioning to any new arrangements, including: the change in pay structure for the contracted staff; the need for additional management provision for services brought in-house; additional health and safety training; and the need to enable time for staff to transition to the new arrangements.

4174 The representative from The Russell Partnership reported that The Russell Partnership had approached its review of the existing contracts in the context of the University Strategy, and the desire to deliver first-class facilities with a robust commercial approach. Its consideration of the current contracts had focussed on performance and compliance. Highlighting the findings of this work, the representative from The Russell Partnership stated his view that there was scope for additional value for money to be found from the existing contracts through enhanced contract management, and that it had not recommended a change to a full in-house model from a commercial perspective, due to the increased costs for the University. The Russell Partnership’s conclusions were set out within its report.

4175 The Board discussed the respective benefits of in-house and outsourced FM service provision in detail. During a thorough consideration of the Steering Group’s report and its recommendation, the Board covered a wide range of matters, including:
(i) The outcomes of the surveys of contracted and University staff and the views that had been expressed.

(ii) The importance of ensuring that, if adopted by the Board, the recommendations should be progressed in a way that does not negatively impact, but instead supports the academic mission and functions of the University.

(iii) The need to end the current use of zero-hours contracts where these existed and the potential to work with contractors to enhance the working conditions for contracted staff.

(iv) Concerns about the potential negative financial implications for contracted staff who currently worked at an hourly rate of pay if they were to be transitioned to a University contract with fixed hours, and the need to consider issues of equality and diversity in relation to these staff.

(v) The need to invest in the management of any change to a new model of service delivery, and to provide sufficient support, training and communications during the transitional phase.

(vi) Significant concerns regarding the costs of bringing services in-house, both in relation to the impact on other services and in the context of a difficult and uncertain financial outlook for higher education institutions generally.

(vii) The need for more information on plans, costs and the timetable for implementation as well as plans for mitigating the impact on the University’s core activities and services, in particular protecting the University’s academic mission. The requirement also for these plans to demonstrate the benefits of the changes to staff and the University.

(viii) Potential implications of the issues under consideration being raised at the Member Institutions.

(ix) The need for clear communications to staff and the wider public in respect of the Board’s decision.

(x) The need for a phased approach to any in-housing of services.

4176 In the light of the matters raised during the Board’s discussion, there was some reservation about the benefits to the University of a move to an in-house model, and the associated costs and potential impact on the University’s core objectives.

4177 The Board expressed scepticism that services would perform better if they were in-house or that contracted employees would be better-off, particularly when the implications of reduced hours and consolidation of employment contracts were fully explained.
4178 The Board raised significant concerns over the additional costs of bringing services in-house and the impact on the University’s academic mission.

4179 The Board was content to support the Steering Group’s recommendation contingent on seeing more detailed plans and costs, which would deliver benefits to both staff and the University, together with plans for mitigating the impact on academic activities and student-facing services. The Board would like the University Management to expedite the process to reduce the risk of further industrial actions as far as possible and to ensure the University is not distracted or hindered from furthering its core academic mission.

4180 **AGREED**

To develop an efficient provision model in which in-house services are supported by contracts designed to provide both the specialist services and the flexibility required to respond to the University’s varying needs, contingent on seeing more detailed plans and costs, which would deliver benefits to both staff and the University, together with plans for mitigating the impact on academic activities and student-facing services.

**Draft Proposal on Partner Institutions of the University of London**

4181 The Board considered a proposal on Partner Institutions of the University of London (BT1226, Confidential), including a Draft Policy, Criteria and Process for Organisations Invited by the University of London to Become Partner Institutions (Appendix BT1226A, Confidential). The Board noted the Pro Vice-Chancellor (Operations) had a conflict of interest with a potential partner institution. The Vice-Chancellor also had the same conflict of interest.

4182 The Pro Vice-Chancellor (Operations) reminded members that, at the Board’s Away Day on 21 March 2018, he had highlighted an emerging proposal to establish formal relationships with a select number of institutions that (a) could demonstrate both the ability to enhance the University’s portfolio of services for Member Institutions and (b) shared the aims and aspirations of the University. A proposal had subsequently been discussed at the Collegiate Council meeting on 4 May 2018, in the context of the galleries, libraries, archives, and museums (GLAMs) sector, as well as accommodation providers. The Collegiate Council had been content that a proposal on the criteria and title for the admission of accommodation providers could be developed for consideration, with more information to be provided on the benefits and risks of the proposal, but had suggested that more time should be taken to consider these matters with regard to the GLAMs. Taking into account the views expressed, a revised draft protocol (Appendix BT1226A, Confidential) had been circulated to the Collegiate Council to seek its endorsement.

4183 The Pro Vice-Chancellor (Operations) confirmed that the new type of partnership with the University would not be an alternative route to joining the University of London federation as a Member Institution. An organisation could only become a Partner Institution of the University by invitation from the Board of Trustees. Further to the Collegiate Council’s discussions, and to provide additional assurance, informal approaches to potential partners would only be made with the consent of the Collegiate Council in the first instance.
4184 The Board discussed the proposal in detail. While some support was expressed for the proposed way forward, members also commented on potential risks associated with the arrangements and suggested that a cautious approach should be adopted to proceeding with the proposals. It was suggested that more information on the benefits to the University of the arrangements would be helpful.

4185 A question was raised regarding the fee arrangement for Partner Institutions. The Pro Vice-Chancellor (Operations) explained that the annual fee payable would be determined in relation to the respective benefits of the relationship to the University and to the Partner Institution, on a case-by-case basis, and would be approved by the Board of Trustees. Partner Institutions would also be charged for any access granted to the services of the University.

4186 The Board was content to approve the proposal but felt that, before invitations to putative Partners were sent, detailed justification of the reasons and benefits would be required. The Pro Vice-Chancellor (Operations) would consider how best to proceed, taking account of the views of Collegiate Council and those expressed by the Board.

4187 **AGREED**
The Board approved the proposal relating to Partner Institutions of the University of London and looked forward to future discussion on prospective partners.

**Estates Matters**

*Estates Matters*

*BTM 4188 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

4189 The Director of Property and FM also highlighted the launch of the Mapping Higher Education Estates for Regeneration Partnerships to be held at City Hall London on 19 June 2018; Board members had been invited to attend the event. The University had made a significant contribution to this project to develop an interactive, online, open-source map of the higher education estates across London.

4190 Members noted also the update on recent lease agreements provided in the report.

**Estates Matters – Capital Projects**

4191 The Board considered a report (BT1228, Confidential) on two capital projects: the Halls Stock Condition Improvement Works; and the Asbestos Framework Agreement. The Director of Property and FM outlined the two projects and explained that, due to the need to progress the works over the summer 2018, delegated authority was sought from the Board to enable the required approvals to be sought at the appropriate time.
4192 The Board noted that the Business Case (Appendix BT1228A, Confidential) presented in relation to the Stock Condition Works for a number of student residences covered Phase 1 only. A separate Business Case for Phase 2 would be presented in due course.

4193 Members noted the update on the proposed Asbestos Consultancy Framework. This followed the Board’s approval, in December 2017, of the appointment of Lucion Environmental Services to provide asbestos management services for the University. A framework of contractors was to be established to undertake the removal and/or remediation of asbestos-containing materials, as required, to enable the University to meet its statutory duties with regard to the management of asbestos on the Estate.

Information at BTM 4194 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

4194 AGREED
   (i) The Board approved the Business Case (Appendix BT1228A, Confidential), in principle, for Phase 1 - Summer 2018 Stock Condition Improvement works for College Hall, Connaught Hall, International Hall and Nutford House up to an estimated project cost of [    ], and delegated authority to the Estates Committee to approve the final project costs and contract award.
   
   (ii) The Board delegated authority to the Chair of the Estates Committee to consider and approve, if content, the Asbestos Framework Agreement, to commence in June 2018 for an initial period of three years with a possible two year extension subject to satisfactory performance. There was an estimated expenditure of [    ] over the five-year period.

Strategic Risks

4195 The Board considered an update on Strategic Risks (BT1229, Confidential). There were no ‘red’ risks on the Strategic Risk Register at this time. Members noted the updates on areas of interest in relation to the Risk Register. One member asked that consideration be given to whether pensions should be a separate risk on the Strategic Risk Register. The Board was informed that this would be one of a range of matters that the University would consider in setting the budget and planning for future years, and which would inform the revised Strategic Risk Register which would be presented for consideration in October 2018.

CoSector Progress Report

4196 The Managing Director of CoSector joined the meeting and introduced a progress report on CoSector (BT1230 and Appendix BT1230A, both confidential). Following a positive start to the financial year, there had been a reduction in revenue and a plateauing of net income; however, the financial reports for April 2018 were showing some improvement and CoSector remained on track to achieve its financial target for 2017-18. Detailed investigations were underway to understand fully the reasons for the
fluctuation in net revenue. Members noted the update on a range of factors that had had a negative impact on operational capacity in March 2018.

4197 The Board noted the commercial update within the report and was updated on sales opportunities, including recent contract renewals and an agreement with Blackboard to sell its accessibility software to Co-Sector’s Virtual Learning Environment customers. Commenting on progress with regard to CoSector’s growth strategy, the Managing Director of CoSector drew the Board’s attention to the various work streams outlined within the report.

4198 The Board was informed that the expertise and advice provided by two recently appointed external members of the CoSector Advisory Board were proving highly beneficial.

4199 The Board commended the Managing Director on the continued progress of CoSector.

Outcomes of Assurance Returns and Assurance Review

4200 The Board considered a report (BT1231) on the outcomes of HEFCE’s Annual Reviews on Institutional Risk and the Prevent Duty, which had been undertaken prior to the establishment of the OfS, and the outcome of the Five-yearly Assurance Review. Appended to the report were letters from the Chief Executive of HEFCE regarding: the Annual Assessment of Institutional Risk (Appendix BT1231A); and the Annual Monitoring of the University’s regard for the Prevent Duty (Appendix BT1231B).

Assurance Returns

4201 The Deputy University Secretary reported that, further to its assessment of the University based on the 2016-17 annual accountability returns submitted on 1 December 2017, HEFCE had concluded that the University was “not at higher risk”. Corrective actions were being taken as necessary in response to the comments in the letter from the Chief Executive of HEFCE.

4202 HEFCE’s annual assessment of the University’s Prevent Duty arrangements had concluded that the University had demonstrated sufficient evidence of due regard to the Prevent Duty.

Assurance Review

4203 The five-yearly assurance review of the University had taken place on 16 May 2018, when an Assurance Consultant from the OfS had visited the University. It was noted that the review had been arranged six months prior to the establishment of OfS and had been conducted in line with the HEFCE Memorandum of Assurance and Accountability. The Consultant’s feedback at the conclusion of the review was that HEFCE/OfS could place reliance on the annual assurances and the accountability arrangements at the University. The report from the review, which the University was due to receive within the following two weeks, would be presented to the Board at its next meeting. The Chair expressed his gratitude for the significant work undertaken by staff in preparation for the review.
Confirmation of Registration with the OfS

4204 The Deputy University Secretary reported that the University had submitted its application for registration with the OfS by 23 May 2018, the deadline specified by the OfS for providers wishing to admit students to programmes at the start of the 2019-20 session. The documentation provided to the OfS would be made available to the Board. It was noted that, until such time as the result of its application was known, the University was required to declare in its correspondence with students that the outcome of the application was awaited.

BTMM 4205-06 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Amendments to Ordinances

4207 The Board considered a report (BT1232) on amendments to Ordinances 7 and 8 that were proposed in line with ongoing work to ensure that the University’s policies and practices clearly reflected the University’s commitment to dignity and respect. Details of the proposed revision of Ordinance 7 Committees of the Board of Trustees and of the Collegiate Council had been provided within the report and at Appendix BT1232A. It was also proposed that paragraph 10.2 of Ordinance 8 Registration and Declaration of Interests (Appendix BT1232B) would be updated to mirror the new Relationships Code of Conduct, the latest version of which had been provided for members’ information (Appendix BT1232C).

4208 AGREED
(i) To approve the proposed amendment to Ordinance 7 as set out in paragraph 4.1 of the report.
(ii) To approve the amendment of Ordinance 8, paragraph 10.2, to mirror the new Relationships Code of Conduct, once finalised.

Minutes of the Collegiate Council Meeting on 16 February 2018

4209 The Board noted the confirmed minutes of the Collegiate Council meeting held on 16 February 2018 (BT1233, Confidential).

Acceptance of Donations and Bequests

4210 The Board noted a report on gifts, donations and bequests made to University departments and activities in the first half of the 2017-18 financial year (BT1234, Confidential).

Action Taken Under Delegated Authority

4211 The Board noted a report on action taken under delegated authority in relation to: the University’s nominees on the Council of the Royal College of Veterinary Surgeons; and the approval of amendments to Ordinances to
reflect the change in the higher education regulator from HEFCE to OfS (BT1235, Confidential).

**Dates of Future Meetings**

4212 The Board noted the dates of future meetings as follows (all meetings were scheduled to commence at 4.00 pm):

2017-18
Wednesday, 18 July 2018

2018-19
Wednesday, 17 October 2018  
Wednesday, 28 November 2018  
Wednesday, 30 January 2019  
Wednesday, 27 March 2019\(^1\)  
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**

*Tribute to the University Secretary, Kim Frost*

4213 The Chair reported that the University Secretary, Kim Frost, would be retiring from the University before the next meeting of the Board. Kim had spent over 15 years at the University, initially as Director of Personnel, subsequently becoming the Director of Human Resources (HR). He had been appointed as the University Secretary (and continued as Director of HR) in January 2017. The Chair highlighted a range of the many successful initiatives and developments which Kim Frost had overseen during his time at the University.

4214 The Board noted that Kim’s oversight of Programme Beveridge had been vital to the success of the project, which had resulted in a transformed working environment for staff and the release of previously occupied space for teaching and research.

4215 He had also been committed to the wider HE sector, serving as a member of the Executive of Universities Human Resources, including two years as its Chair.

4216 The Chair expressed his gratitude for Kim’s immense contribution to the University, highlighting also the advice and support that Kim had provided to

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\(^1\) Post-meeting note: the March 2019 meeting was subsequently rescheduled to take place on Thursday, 21 March 2019.
him personally. The Vice-Chancellor and the Pro Vice-Chancellor (Operations) added their thanks, stressing Kim’s loyalty and commitment to the University over many years, and commenting that he would be greatly missed.