



**UNIVERSITY  
OF LONDON**

## **BOARD OF TRUSTEES**

Monday, 27 November 2017, at 4.00 pm  
Court Room, Senate House

### **MINUTES**

#### **PRESENT**

Jane Andrewartha	Patrick Loughrey
Professor Michael Arthur	Kieran Murphy
Stella Beaumont	Andrew Ratcliffe
Emma Burns	Professor Stuart Reid
Professor Edward Byrne	Malcolm Roberts
Philip Clark	Professor Sir Adrian Smith
Sir Richard Dearlove (Chair)	Mark Storey
Andrew Halper	Rosalyn Wilton
Professor Paul Layzell	

#### **IN ATTENDANCE**

Bill Abraham (Director of Development)\*  
Dr Ghazwa Alwani-Starr (Director of Property and Facilities Management)  
Chris Cobb (Pro Vice-Chancellor (Operations) and Chief Operating Officer)  
Damaris Currie (Central Secretariat)  
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 the International Programmes)

\* present from BTMM 4007 to 4013

#### **Minutes of the Meeting Held on 18 October 2017**

3959 The Board confirmed the minutes of the meeting held on 18 October 2017.

#### **Matters Arising**

3960 There were no updates to report; matters arising from the previous meeting were covered elsewhere on the agenda.

## **Vice-Chancellor's Report**

3961 The Vice-Chancellor presented his report (BT1163, Confidential) to the Board and members noted the updates provided therein. Further to the information provided in the report, the following matters were highlighted.

### *Governance Update*

3962 The University of London Bill was in the latter stages of the House of Lords procedures. It would then need to pass through the various stages in the House of Commons before Royal Assent could be granted.

### *Higher Education Funding Council for England (HEFCE) Assurance Review*

3963 The Board noted that the quinquennial HEFCE Assurance Review was due to be conducted during the 2017-18 session and that it had been agreed with HEFCE that the assurance review team would visit the University in May 2018. More information about the visit would follow in due course.

### *Office for Students (OfS) Consultation*

3964 The University had received a government consultation document, circulated to all higher education institutions (HEIs), which set out the context for the creation of the OfS and the proposed new approach to regulation in higher education. The draft University response would be considered by the Vice-Chancellor's Executive Group in December 2017 and would then be circulated to the Board prior to its submission, the deadline for which was 22 December 2017.

*BTM 3965 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

### *Other Matters*

3966 The Board noted the updates on the recent Bloomsbury and Being Human Festivals, both of which had been very successful. The Vice-Chancellor reported that the Being Human Festival continued to widen its reach and had this year encompassed over 300 free events across the UK, as well as international activities in Singapore, Paris, Melbourne and Rome.

3967 Members noted the list of the Vice-Chancellor's meetings, speaking engagements and other activities since 18 October 2017 (Appendix BT1163A). The Vice-Chancellor highlighted a meeting with Michael Hayman, MBE, Co-Founder of Seven Hills, who had chaired GradVenture, a pitching competition for student and graduate entrepreneurs from the University of London, which had taken place in Senate House on 16 November 2017. The competition had been very successful and the University was keen to embed this type of activity in its programme of events on an ongoing basis.

### **Annual Report of the Audit and Risk Assurance Committee (ARAC) to the Board of Trustees and the Accountable Officer for 2016-17**

3968 The Board considered the Annual Report of the ARAC for 2016-17 (BT1164), including:

- (i) Terms of Reference and Constitution of the ARAC (Appendix BT1164A).
- (ii) Uniac Annual Internal Audit Opinion for 2016-17 (Appendix BT1164B).
- (iii) Value for Money (VFM) and Corporate Performance Annual Report for 2016-17 (Appendix BT1164C, Confidential).

3969 The Chair of the ARAC, Andrew Ratcliffe, explained that the Annual Report followed the format adopted in previous years, with the addition of a section at the beginning which highlighted several key issues for the University. These were as follows: Finance Process Improvement and Planning (FPIP) and evidence of continuing improvement in the quality of finance processes; Information and Communications Technology (ICT) security and the General Data Protection Regulation (GDPR), including continued development of ICT security policies and procedures and active preparation for the introduction of GDPR; and CoSector, where the Committee would continue to monitor progress and risks during 2017-18.

3970 In response to a question regarding preparation for GDPR, the Board was informed that an update on progress was scheduled for presentation to the next meeting of the ARAC. The Pro Vice-Chancellor (Operations) expressed his confidence in the work being undertaken in relation to GDPR, highlighting the expertise of key staff who were involved in the preparations (see also BTM 4011 below).

3971 **AGREED**

The Board approved the ARAC's annual report for inclusion with the University's Annual Accountability Return to HEFCE.

### **University Financial Statements for 2016-17**

3972 The Board considered the University Financial Statements for 2016-17 (Appendix BT1165A) and an accompanying report (BT1165, Confidential). Also appended to the report were the following documents:

- (i) Report from the External Auditors (Appendix BT1165B).
- (ii) Letter of Representation to the External Auditors (Appendix BT1165C).
- (iii) Letter of Comfort in respect of CoSector Limited (Appendix BT1165D).

3973 The Chief Financial Officer reported that the Financial Statements were in line with the draft financial performance for the year as presented to the Board's previous meeting. The reported net operating deficit in the University's management accounts for 2016-17 was £3.9M, which compared to a budgeted deficit of £3.5M. Members noted that, as a result of the adoption of Financial Reporting Standard (FRS) 102, a number of adjustments were required for the external Financial Statements that were not reflected in the

University management accounts; details of these had been provided in the report. The Board was informed of some minor amendments to page 51 of the Financial Statements, made after their circulation to the Board, to correct two cross references to the notes.

- 3974 The Chief Financial Officer highlighted the Strategic Report within the Financial Statements which provided a commentary on the University's activities and financial highlights during the year.
- 3975 The Chair of the ARAC reported that the Committee had received the Financial Statements and the External Auditors' Report at its recent meeting. Having scrutinised the documents in detail, the Committee had been content to recommend, to the Board, the adoption and subsequent transmission to HEFCE of the Financial Statements.
- 3976 Responding to a query from the Board, the Chief Financial Officer confirmed that work would be undertaken in the spring 2018 term in relation to detailed scenario planning and financial projections. It was noted that this exercise was particularly important in a period of changing market conditions. It would also be undertaken in the context of the University moving towards the end of the period covered by the existing Strategic Plan (2014-2019) and considering the longer-term financial picture as it developed the next Plan.
- 3977 **AGREED**
- (i) The Board approved the University's Financial Statements for 2016-17 (Appendix BT1165A).
  - (ii) The Board authorised the Chair of the Board of Trustees, the Vice-Chancellor and the Chief Financial Officer to sign on its behalf:
    - (a) the balance sheet;
    - (b) the representation letter to the External Auditors (Appendix BT1165C); and
    - (c) the letter of comfort in respect of CoSector Limited (Appendix BT1165D).

### **Financial Commentary 2016-17**

3978 The Chief Financial Officer presented the financial commentary (BT1166, Confidential) for inclusion in the Annual Accountability Return to HEFCE.

3979 **AGREED**

The Board approved the proposed financial commentary for submission to HEFCE.

### **Academic Quality Assurance Annual Report**

3980 The University Secretary presented an annual report on Academic Quality Assurance (BT1167). This responded to the HEFCE requirement for each HEI governing body to submit an annual assurance statement reflecting the governing body's oversight of the academic governance arrangements in place for the preceding year. Members noted that, in line with the process agreed the previous year, the report set out the assurances of the Boards of

the University's three Central Academic Bodies: the University of London International Academy (UoLIA); the School of Advanced Study (SAS); and the University of London Institute in Paris (ULIP). Having considered the report and the assurances provided, the Board was content to approve the submission of the assurance statement to HEFCE.

3981 **AGREED**

The Board approved the submission of the assurance statement to HEFCE (as set out at paragraph 23 of Document BT1167).

**Annual Assurance Return**

3982 The Board considered a report on the proposed Annual Assurance Return to HEFCE for the year ended 31 July 2017 (BT1168).

3983 **AGREED**

The Board approved that the Vice-Chancellor should sign the Annual Assurance Return included within Document BT1168, as the University's 'accountable officer', and on behalf of the Trustees.

**Prevent Duty: Annual Report**

3984 The Board considered an annual report on the University's continuing implementation and embedding of policies and actions as required by the statutory Prevent Duty (BT1169).

3985 The Board noted that the annual reporting requirement in compliance with the Prevent Duty had commenced in 2016. The University Secretary reported that, following the first year of the exercise, 15 HEI providers had been required to submit additional evidence to demonstrate due regard to the Prevent Duty; HEFCE had been satisfied with the submissions of the other providers, including that of the University.

3986 It was noted that, during 2016-17, a number of bookings with the University for external speakers had been referred for further scrutiny as detailed in the report. None had required referral to the highest levels of scrutiny and approval, and none had been deemed a cause for concern under the Prevent Duty.

3987 **AGREED**

The Board approved the annual submission to HEFCE in respect of the Prevent Duty and authorised the Chair and the Vice-Chancellor to sign the Assurance Statement contained in the annual submission.

**Proposed Rebranding for the University of London International Programmes**

3988 The Pro Vice-Chancellor (International) presented a report on the proposed rebranding of the International Programmes and UoLIA (BT1170, Confidential). The Board was informed of the extensive research and consultation that had been undertaken in relation to the proposal, which had encompassed Member Institutions, Overseas Teaching Institutions, UoLIA staff and students of the International Programmes. The rebranding proposal

had also been considered and recommended by the Board of UoLIA and the Collegiate Council.

3989 The changes sought to clarify the relationship of UoLIA and the academic programmes to the University of London. Under the new arrangements, it was proposed that UoLIA change its name to University of London Worldwide, that the International Programmes would be referred to as University of London programmes, and that Teaching Institutions would be known as University of London Recognised Teaching Centres. The Board was content with the proposals.

3990 **AGREED**

- (i) The Board approved the proposed rebranding of the International Programmes and UoLIA as detailed in the report.
- (ii) The Board approved the proposed amendments to the Ordinances, namely:
  - (a) the amendments to Ordinance 14 *Students* as detailed in paragraphs 16 and 17 of the report; and
  - (b) other amendments, to be made as required throughout the Ordinances, to reflect the change in name of UoLIA and the International Programmes.

## **Estates Matters**

### ***Report from the Estates Committee***

*BTM 3991 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

#### *Estate Strategy*

3992 The Board was informed that the process to update the Estate Strategy would commence early in calendar year 2018 and would be aligned with development of the next University Strategic Plan. The Estate Strategy would be a key topic of discussion at the Estates Committee's Away Day on 22 February 2018. Work was in progress to develop the objectives associated with the Strategy under a number of key areas, as outlined in the report. Should members identify additional themes for consideration in the development of the Estate Strategy, they were invited to contact the Director of Property and Facilities Management (FM) with the details.

#### *Framework Agreement for the Provision of Asbestos Consultancy Services*

3993 The Board noted the update on the framework agreement for the provision of asbestos consultancy services at the University (Appendix BT1171A, Confidential). The preparatory work being undertaken in relation to the agreement should conclude shortly and, as it was planned to award a contract before the end of 2017, the Estates Committee and the Board would be contacted in the forthcoming weeks, with a view to seeking approval for the award by correspondence. The Board was content with this approach.

### *FM Services Review*

3994 The Board noted the update on the FM services review. The Director of Property and FM reported that the Russell Partnership, which had significant experience of this kind of exercise, had been appointed to assist the University in the review process. As part of the review, surveys would be circulated to contracted staff and to University staff to seek their views and input.

### *Accommodation Working Group (AWG)*

3995 The Deputy Vice-Chancellor, who chaired the AWG, reported that the group's first meeting, held on 2 November 2017, had provided a good basis for the work that the Group was to undertake. It was anticipated that two further meetings would be held with a view to the AWG's findings and recommendations then being considered, as agreed, by the Estates Committee and the Collegiate Council for onward transmission to the Board of Trustees.

### *Major Capital Projects Programme*

3996 Members noted the update on the Major Capital Projects programme. In response to a query regarding the status of planned and preventative maintenance, the Director of Property and FM reported that an ongoing programme of structured maintenance was in place and being progressed; however, she was keen for the programme to be more clearly defined and documented, and work to address this was being taken forward.

*BTMM 3997-98 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

### ***Institute of Advanced Legal Studies (IALS) Refurbishment Project***

3999 The Board considered a proposal for the refurbishment of IALS (BT1172, Confidential). In June 2017, the Vice-Chancellor's Executive Group (VCEG) had approved a programme of capital projects which included three distinct projects: the IALS Refurbishment Project, and the refurbishments of The Warburg Institute and the Egham Book Depository.

*BTMM 4000-01 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

### **4002 AGREED**

The Board approved the proposed IALS Refurbishment Project as detailed in Document BT1172 (Confidential).

### **Strategic Risks**

4003 The Board received an update on Strategic Risks (BT1173, Confidential). Further to the discussion at the Board's previous meeting about whether Risk 1, which related to progress in addressing estates-related issues, was scored

too highly (BTMM 3943-44 refer), the ARAC had decided to review the scoring of the risk at its February 2018 meeting. At that meeting, consideration would also be given to the potential impact on the University of the forthcoming changes to the regulatory regime arising from the creation of the new OfS and the introduction of the Teaching Excellence Framework (TEF). In the meantime, and as agreed by the Board at its previous meeting, the University would continue to engage with the Department for Education to emphasise the University's unique situation with respect to the TEF.

### **Annual Status Report on the Exercise of Staffing Functions**

- 4004 The University Secretary presented the Annual Status Report on the exercise of Staffing Functions (BT1174) in accordance with the requirements of Ordinance 6 Annex 2 on standing functions delegated to the Board.
- 4005 The Board noted that the University had conducted its first Gender Pay Gap analysis in accordance with the recently introduced statutory reporting requirements in this area; more information on the findings of the exercise would be presented to the Board at its meeting in January 2018.
- 4006 The University Secretary reported that the Remuneration Committee had met earlier on 27 November 2017, when it had recommended that an amendment be made to the constitution of the Committee. The Board was content to receive a report on the proposed amendment at its next meeting.

### **Development Office Update on Activity to End of Financial Year 2016-17 and Targets for 2017-18**

- 4007 The Board received a report from the Director of Development on progress made by the Development Office during 2016-17 and fundraising objectives for 2017-18 (BT1175 and Appendix BT1175A, both Confidential). During 2016-17 a significant amount of work had been undertaken to establish new processes to support and drive philanthropic activity, including work in relation to the central alumni Customer Relationship Management (CRM) system, and to identify prospective donors. The establishment of a regular giving programme was a key area of work and the Development Office was working closely with colleagues in the Department of Finance and Planning to enable donations to be made through a direct debit facility.
- 4008 The Director of Development highlighted the range of activities and events organised and attended by the Development Office, both in the UK and internationally, to engage with alumni and friends around the world. He emphasised the importance of the support that the Development Office had received, in relation to these activities, from the Chair of the Board of Trustees, the Vice-Chancellor, and from other colleagues, including their attendance at a number of key events.
- 4009 Details of the wide range of activity undertaken during 2016-17 had been published in the first 'Donor Report', entitled *The Effect of Giving*, to highlight the achievements of the past year. It was noted that, for clarity, reports on the work of the Development Office should separately identify monies secured through fundraising and those from gifts received via legacies.

- 4010 The Board noted the objectives of the Development Office for 2017-18, as outlined in the report. The Director of Development stated that a key priority would be the fundraising activity to secure philanthropic income for the IALS refurbishment project (see BTM 4000 above).
- 4011 Members noted the recent media interest in, and comment on, wealth screening. It was confirmed that the University of London had not been mentioned in the recent press coverage, although a number of Member Institutions had been cited. The Director of Development provided assurance to the Board about the due care taken by the Development Office in its activities and on the regard paid to data protection requirements. In connection with this, he highlighted well-advanced preparations for the GDPR (see also BTM 3970 above), including an associated workshop which had been hosted by the University and run by staff from the Development Office with the University's Data Protection and Information Compliance Manager, and to which all Member Institutions had been invited.
- 4012 Declaring an interest, as he had recently joined the board of trustees of the Council for Advancement and Support of Education (Europe)(CASE Europe), Professor Michael Arthur queried whether the University was a member of CASE Europe. The Director of Development confirmed that the University was a member and that, for the first time in 2016, it had participated in the Ross-CASE Survey. The survey measured the philanthropic performance of UK HEIs and further education institutions and had provided the University with useful benchmarking information.
- 4013 The Director of Development commented on the role of the Ethical Acceptance of Donations Committee, established by the Board with effect from August 2017, in overseeing areas of potential reputational risk in relation to prospective donors. Further to a suggestion from a member of the Board, the Director of Development undertook to investigate potential sources of external expertise which could provide further information on prospective donations to safeguard, for example, against risks in relation to fraud or money laundering.

## **Finance Report**

- 4014 The Board received and noted the management accounts for the three months ended 31 October 2017 and commentary (BT1176 and BT1176A, both Confidential). The Chief Financial Officer reported that the first round submission of the Quarter 1 forecast was currently being reviewed; initial indications were that, in most areas, the forecast was broadly in line with the full-year budget.

## **Anti-Slavery and Human Trafficking Statement 2016-2017**

- 4015 The Board received a report on the proposed Anti-Slavery and Human Trafficking Statement for 2016-17 (BT1177). The Chief Financial Officer reported that the Statement before the Board (Appendix BT1177A) built upon the version approved in November 2016. He drew attention to the key

changes, including the addition of sections on achievements in 2016-17 and plans for the coming year.

4016 **AGREED**

The Board approved the Anti-Slavery and Human Trafficking Statement 2016-2017.

**Proposed Amendments to Ordinances**

4017 The Board considered a report on proposed amendments to the Ordinances (BT1178), including an updated version of Ordinance 8 *Registration and Declaration of Interests* (Appendix BT1178A). The report also suggested that authority be delegated to the Vice-Chancellor to approve the various changes to the Ordinances that would be required in due course to align with the new University Statutes and University of London Act, subject to the successful progress of the University of London Bill through the Houses of Parliament.

4018 **AGREED**

- (i) The Board approved the proposed amendments to Ordinance 8 (as detailed in Appendix BT1178A).
- (ii) The Board delegated authority to the Vice-Chancellor to approve amendments to the Ordinances at the appropriate time, to align with the new University Statutes and University of London Act.

**Report from the Investments Committee: Unified Trust Fund (UTF) Annual Report and Financial Statements for 2016-17**

4019 The Board noted a report (BT1179) on the UTF Annual Report and Financial Statements for 2016-17, incorporating:

- (i) The University of London–UTF Letter of Representation (Appendix BT1179A).
- (ii) The UTF Annual Report and Financial Statements for the year ended 31 July 2017 (Appendix BT1179B) (approved by the Investments Committee, by correspondence, subsequent to the circulation of papers to the Board).

**Trust Funds Committee Annual Report 2016-17**

4020 The Board noted the annual report of the Trust Funds Committee for 2016-17 (BT1180).

**Annual Report of the Safety Committee for 2016-17**

4021 The Board noted the Annual Report of the Safety Committee for 2016-17 (BT1181).

**Annual Accounts of the University of London Institute in Paris Students' Union**

4022 The Board received a report (BT1182) on the Annual Accounts of the ULIP Students' Union for 2016-17, which had been considered and approved by the Board of ULIP at its meeting on 16 November 2017, for onward submission to

the Board of Trustees. The Board noted the Annual Accounts, as set out in Appendix BT1182A.

### **Unconfirmed Minutes of the Collegiate Council meeting on 6 October 2017**

4023 The Board noted the Unconfirmed Minutes of the Collegiate Council Meeting held on 6 October 2017 (BT1183, Confidential).

### **Action Taken Under Delegated Authority**

4024 The Board noted a report on an action taken under delegated authority (BT1184).

### **Dates of Future Meetings**

4025 The Board noted the dates of future meetings as follows (all meetings were scheduled to commence at 4.00 pm unless otherwise indicated):

#### **2017-18**

Wednesday, 31 January 2018

Wednesday, 21 March 2018 - Board of Trustees Away Day. Timings would be confirmed in due course

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