BOARD OF TRUSTEES

Wednesday, 15 July 2020, at 4.00 pm
By Microsoft Teams conference call

MINUTES

PRESENT
The Baroness Amos of Brondesbury
Jane Andrewartha
Professor Michael Arthur
Stella Beaumont
Abdul Bhanji
Philip Clark
Sir Richard Dearlove (Chair)
Professor Paul Layzell
Kieran Murphy
Andrew Ratcliffe
Professor Stuart Reid
Malcolm Roberts
Mark Storey
Professor Wendy Thomson
Rosalyn Wilton (Deputy Chair)

APOLOGIES
Professor Edward Byrne
Andrew Halper

IN ATTENDANCE
Dr Ghazwa Alwani-Starr (Pro Vice-Chancellor (Strategy, Planning and Partnerships) and Director of Property and Facilities Management)
Chris Cobb (Pro Vice-Chancellor (Operations) and Deputy Chief Executive)
Lizzy Conder (Director of Finance (Investment and Risk Strategy))
Damaris Currie (Central Secretariat)
Rosalind Frendo (Director of Compliance and Secretary to the Board)
Robin Geller (Governance Consultant) (BTMM 5053-59 only)
Karen Kröger (Director of Finance (Planning and Operational Strategy))
Mark Newton (Managing Director, CoSector) (BTMM 5074-75 only)
John G Stewart (Director of Legal Services) (except for BTMM 5086-88)
Professor Mary Stiasny (Pro Vice-Chancellor (International) and Chief Executive of University of London Worldwide)
Mike Winter (Director of Global Engagement, University of London Worldwide) (BTMM 5089-92 only)
Welcome and Tributes

5023 The Chair welcomed members and paid tribute to the following who were attending their final meeting of the Board.

Baroness Valerie Amos

5024 Baroness Amos would step down as Director of SOAS University of London (SOAS) at the end of July 2020 and also, therefore, from the Board of Trustees. Baroness Amos had served on the Board since August 2019 and had been a member of the Collegiate Council since September 2015. Her wider contributions to the sector included the landmark report on closing the attainment gap for Black, Asian and Minority Ethnic (BAME) students. The Chair thanked Baroness Amos for her contribution to the work of the Board and wished her well in her new role as Master of University College, Oxford.

Rosalind Frendo

5025 Rosalind Frendo, Director of Compliance and Secretary to the Board, would retire from the University on 16 July 2020, having worked at the University for 30 years. She had been an invaluable source of knowledge and advice to staff, board and committee members. On behalf of the Board, the Chair thanked Ros for the enormous contribution that she had made to the University and, in particular, for the guidance and support that she had provided to Trustees.

Minutes of Previous Meetings

Minutes of the Meeting Held on 20 May 2020

5026 The Board confirmed the minutes of the meeting held on 20 May 2020.

Minutes of the Extraordinary Meeting held on 10 June 2020

5027 The Board confirmed the minutes of the extraordinary meeting held on 10 June 2020.

Update on Post-COVID Planning

5028 The Pro Vice-Chancellor (Operations) continued to lead the University’s business continuity processes in relation to the COVID-19 pandemic. It was reported that the University had opened some buildings for limited usage to help students to complete their studies and to enable some end of year processes to be fulfilled. The Vice-Chancellor reported on preparations for the eventual return of staff to the office following lockdown and noted that careful consideration was being given to their varying needs.

5029 The University’s ‘Safe to Stay’ programme had been launched to provide reassurance to students and their families about the steps taken to provide safe student accommodation and support to those staying in the Intercollegiate Halls of Residence. Members were informed also of the recent video message from the Mayor of London providing reassurance to
international students that London remained open and welcoming to students from around the world.

5030 The Pro Vice-Chancellor (Strategy, Planning and Partnerships) reported that significant numbers of students had accepted offers of University accommodation; and the University was preparing for their arrival in the autumn term, building on the experience it had gained over recent months. Members noted that UCAS was reporting promising levels of acceptances of undergraduate and postgraduate offers in Member Institutions, although the true picture would not be known until students commenced study in the autumn term.

5031 The Board was updated on the 2020 Student Support Appeal, which had run over two weeks as a digital fundraising campaign. Gifts had been received from alumni living in 31 countries, helping to raise over £20k.

5032 The University had contributed to the London Higher ‘COVID-19 Secure Charter’, which set out ten key principles that London Higher Education Institutions (HEIs) were working on, together with examples of practical implementation of safety measures.

Finance

Report from the Finance Committee

5033 The Chair of the Finance Committee, Rosalyn Wilton, introduced a report on the meeting of the Finance Committee held on 2 July 2020 (BT1450, Confidential), highlighting the following, in particular.

Proposed University Budget for 2020-21 and Future Year Forecasts to 2024-25

BTMM 5034-35 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

5036 The Committee had been content with the proposed University budget and had recommended it to the Board for approval

Merchant Services Contract Award

5037 The Chair of the Finance Committee reported on the Committee’s consideration of a report on the proposed award of the Merchant Services Contract (see also BTMM 5093-94 below). At the Committee’s request, additional due diligence had been conducted with respect to the regulatory framework and compliance of the suppliers.

Contract with the London School of Economics and Political Science (LSE) for the Economics, Management, Finance and Social Sciences (EMFSS) Programme

Information at BTM 5038 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

5038 The Committee had considered and endorsed the work by the University to agree the contract with the LSE for the EMFSS Programme for onward
transmission to the Board. The Board noted that UoLW had a longstanding partnership with LSE in terms of programme delivery. The Pro Vice-Chancellor (International) highlighted the importance of the ten-year agreement, [   ], for the benefit of both institutions (see also BTMM 5045-46 below).

Proposed Scheme of Delegation for 2020-21

5039 The Committee had considered the proposed Scheme of Delegation for 2020-21 (see also BTMM 5095-97 below), noting the reduction of duplication across committees and revised levels of authorisations.

Proposed University Budget for 2020-21 and Future Year Forecasts to 2024-25

5040 The Board considered a report (BT1451, Confidential) on the proposed University Budget for 2020-21 and the future year forecasts to 2024-25, including:
   (i) Financial Projections to 2024-25 (Confidential Appendix BT1451A)
   (ii) Covenant testing (Confidential Appendix BT1451B)
   (iii) Details of the Federal Subscription and Member Institution Charges for 2020-21 (Confidential Appendix BT1451C)

5041 The Board noted the earlier update on the Finance Committee’s scrutiny of the budget (BTMM 5034-36 above refer). The budget had been prepared in the context of both the negative financial impact of the Covid-19 pandemic and the development of the new University Strategy. It therefore incorporated a combination of strategic and tactical actions to drive financial recovery and to position the University to deliver the strategic objectives. Members were content to approve the proposed budget, as presented.

5042 AGREED
   (i) The Board approved the University Budget for 2020-21, noting that the budget would be reviewed in October 2020, when there would be more certainty about income drivers.
   (ii) The Board approved the Federal Subscription and Member Institution Charges for 2020-21.

Finance Report

5043 The Board considered a report on the Management Accounts for the 10 months to 31 May 2020 (BT1452, Confidential and Confidential Appendix BT1452A), noting the significant negative impact of the COVID-19 pandemic on both the operating result for the 10-month period covered by the report and also on the full-year forecast for 2019-20. Some of the impact after 10 months related to the student examinations being held later in the year due to the pandemic, and most of this would be rectified by year-end on 31 July 2020. Members noted that the forecast position at the end of the 2019-20 session fell between the mid-case and worst-case scenarios previously outlined in a report presented to the Board in March 2020 (BTMM 4919-27 refer).

5044 Members noted the update on the cash position and that a reduction in cash due to the negative financial impact of the COVID-19 pandemic had been
offset by the monies drawn down following the successful securing of bank financing through National Westminster Bank Plc and the Coronavirus Large Business Interruption Loan Scheme.

**Contract with the LSE in respect of the EMFSS Programmes**

5045 The Board considered a report on the proposed agreement of a contract with the LSE for the EMFSS Programme (BT1453, Confidential and Confidential Appendix BT1453A). As reported earlier in the meeting (BTM 5038 refers), the Finance Committee had endorsed the work to date at its meeting on 2 July 2020 and recommended the proposal to the Board for approval. The Board supported the proposal, noting the strategic importance of the agreement.

5046 **AGREED**

The Board approved that the University enter into an Agreement with the LSE for the EMFSS Programmes on the terms detailed at Appendix BT1453A, subject to any final amendments approved by the Vice-Chancellor.

**Agreement with Coursera to develop a suite of [ ] programmes with Royal Holloway, University of London (RHUL)**

*Information at BTM 5047 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

5047 The Pro Vice-Chancellor (International) presented a report detailing progress regarding an agreement with Coursera Inc. and RHUL in respect of a suite of [ ] programmes (BT1454, Confidential and Confidential Appendix BT1454A). The shape of the prospective deal had been articulated in a Term Sheet signed earlier in the week with a view to more detailed modelling being progressed and a formal agreement being finalised, details of which would be presented to the Finance Committee and the Board in due course. The Finance Committee had received details of the project at its meeting on 2 July 2020 and had supported work undertaken to date.

**University of London Worldwide Strategic Partnership with Birkbeck, University of London (Birkbeck)**

*Information at BTM 5048 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

5048 The Board considered a report on work with regard to the UoLW Strategic Partnership with Birkbeck (BT1455 Confidential and Confidential Appendix BT1455A). The Pro Vice-Chancellor (International) reported that UoLW had identified the development of deeper, broader relationships with several Member Institutions as a strategic priority. [ ]

5049 The Board welcomed progress to date, noting the potential for similar conversations with other Member Institutions.
Clubs and Societies

5050 It was noted that there was no paper for this item (BT1456 had been withdrawn) and that the item would instead be covered under the Vice-Chancellor’s Report (BTM 5062 below refers).

Progress on the Development of the University Strategy 2020-25

5051 The Board received an update on the development of the University Strategy (BT1457, Confidential), including a copy of the Vice-Chancellor’s Update on the Strategy presented to the Collegiate Council in May 2020 (Confidential Appendix BT1457B). Members noted the latest draft of the Strategic Objectives and Actions 2020–2025 (Confidential Appendix BT1457A). Work to articulate the strategic outcomes, the associated plans for delivery and the reporting framework continued. The Vice-Chancellor was keen to enable the Board to have additional input in the process and would ensure there was dedicated time for extended discussion on the Strategy in the autumn term 2020.

5052 It was commented that the draft strategic objectives had a different focus from those associated with the previous University Strategic Plan and that careful consideration would need to be given to the allocation of resources to the various areas of University activity in order to support, and ensure the successful delivery of, the new Strategy.

Governance Review

5053 Robin Geller, the consultant who had conducted the independent review of governance, joined the meeting for the item.

5054 The Board considered a report on the Review of University Governance (BT1458). The Chair of the Board, who had also chaired the Governance Review Steering Group, thanked Robin Geller for the work that she had undertaken and for the Final Report of the Review (Appendix BT1458A). The recommendations in the report sought to provide a simplified, more efficient, governance structure that would meet the University’s needs and facilitate delivery of the new University Strategy.

5055 The Vice-Chancellor reported that the Collegiate Council had expressed support for the recommendations and direction of travel at its recent meeting. In view of the considerable work required to implement the proposals, it was the intention that the introduction of the various elements of the revised governance structure would be staggered to provide an efficient and manageable process of implementation.

5056 Members noted that the review process had included an extensive desk review, a range of interviews that had included Board members, and a survey of members of the Collegiate Council. Robin Geller reported that there had been support for significant changes to the governance structure and consensus around the proposed direction of travel. In the light of this consensus and the Collegiate Council’s support for the proposals, it had been agreed to submit the Final Report to the Board for approval.
5057 Members noted the key recommendations arising from the review, in particular the proposed merging of the Boards of the Central Academic Bodies and the Senate House Library (SHL) Board into a single body providing academic oversight to all University of London activities, provisionally titled the ‘Academic Board’. It was noted that a significant amount of work would be required to take this proposal forward and to devise a suitable sub-structure.

*BTM 5058 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

5059 AGREED
The Board approved the Final Report of the Review (Appendix BT1458A) and the recommendations set out in the Final Report.

**Vice-Chancellor’s Report**

5060 The Board noted the Vice-Chancellor’s Report (BT1459, Confidential), including the update on the Vice-Chancellor’s Main Activities and Meetings (Appendix BT1459A). Further to the updates in the report, the following matters were highlighted.

**University Budget**

*BTM 5061 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

**Clubs and Societies**

5062 The Vice-Chancellor reported on the Collegiate Council’s consideration, at its recent meeting, of a proposal that clubs and societies (excluding the University of London Boat Club) operated through Student Central be transferred to the Students’ Unions of Member Institutions, or, failing that, be dissolved. A range of views had been expressed by members of the Collegiate Council during a detailed discussion, and it had been agreed to postpone a decision on the future of the clubs and societies until December 2020. A working group, chaired by Professor Stuart Reid, would be considering the matter further. The Board would be updated in due course.

**Advisory Group on Tackling Racial Harassment**

5063 Members noted the update in relation to the Advisory Group on Tackling Racial Harassment in Higher Education, on which the Vice-Chancellor served. The Vice-Chancellor highlighted the University’s desire to contribute to the ongoing and urgent actions to address racism in Higher Education and beyond and that this matter was high on the agenda of VCEG. In this context, the University was undertaking work to ensure that it was fully aware of the nature of its legacies and that these were managed appropriately and with sensitivity.
School of Advanced Study (SAS)

5064 A positive inaugural meeting of the Research England Advisory Group (REAG) had taken place on 13 June 2020. There had been useful discussion on SAS's plans for the future and on its national role in respect of the arts and humanities. The REAG would next meet in November 2020.

5065 The Vice-Chancellor highlighted the development of the new five-year strategic plan for SAS. SAS was considering how best to realign its operations and activities to support delivery of the new University Strategy and SAS strategic plan.

SHL

Information at BTM 5066 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

5066 The Vice-Chancellor highlighted the update on a recent review of SHL, the report of which would be available shortly [ ]. The Board would be updated in due course.

Staffing Changes

5067 As reported previously (BTM 5025 above refers), Rosalind Frendo, Director of Compliance and Secretary to the Board, would retire from the University on 16 July 2020, having worked at the University for 30 years.

5068 The Board noted also that Chris Cobb, Pro Vice-Chancellor (Operations) would be leaving the University at the end of October 2020. There would be an opportunity in the autumn term to acknowledge the considerable contributions that he had made to the University.

Report from the Estates Committee

5069 The Board received a report from the Estates Committee (BT1460, Confidential), which had met on 22 June 2020, including, at Appendix BT1460A, the University of London Annual Sustainability Report 2018-19.

5070 The Chair of the Estates Committee, Philip Clark, highlighted the extensive work undertaken by staff in relation to the planning associated with the continuity of services further to the COVID-19 pandemic and plans for the return of staff and students to University buildings. He also highlighted the role of the Estates Committee in assisting the University in its planning for the short, medium and longer term. The Committee’s future discussions would include consideration of how the University might reconfigure its property assets to support the University in the coming years. The Pro Vice-Chancellor (Strategy, Planning and Partnerships) acknowledged the helpful support, suggestions and advice provided by the Committee.

Information at BTM 5071 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.
The Pro Vice-Chancellor (Strategy, Planning and Partnerships) reported that the University was seeking approval to progress some essential works which had not previously been taken forward due to the freeze on capital spend. These related to a number of projects, details of which had been presented to the Board on previous occasions: Nutford House and Seymour Place (stock condition and improvement works); Fire Doors; Dilke House; and the Institute of Advanced Legal Studies Phase 2. The Board was content to delegate authority to the Chairs of the Finance and Estates Committees to approve the release of expenditure in relation to these works.

BTM 5072 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

AGREED
The Board delegated authority to the Chair of the Finance Committee and the Chair of the Estates Committee to approve the release of capital expenditure for essential works in respect of a number of estates projects (see BTM 5071 above).

CoSector Progress Report

Information at BTM 5074 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

The Managing Director of CoSector (Managing Director) joined the meeting to present a progress report on CoSector (BT1461, Confidential). He reported on the significant financial challenges for CoSector associated with COVID-19.

More positively, despite the significant financial and operational challenges of the lockdown, CoSector teams had functioned well. The Managing Director highlighted, in particular, the digital businesses response to customers’ requirements for increased capacity and demand for virtual learning environments (VLEs) and for moving these to the cloud to enhance performance and resilience. CoSector had also worked closely with customers to enable them to deliver assessments and examinations digitally. CoSector would continue to focus on these areas moving forward.

Strategic Risk Register

The Board considered the updated Strategic Risk Register (BT1462 and Appendix BT1462A Confidential), which had been considered and recommended by the Audit and Risk Assurance Committee (ARAC). The updated Register reflected the negative impact of the COVID-19 pandemic and the emerging University Strategy for 2020-25. Members noted that the revised format included a score for all risks after planned mitigations, to indicate the expected impact of current and planned actions on the risk rating.

AGREED
The Board approved the revised Strategic Risk Register.
Office for Students (OfS) Conditions of Registration.

Information at BTM 5078 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

5078 The Board considered a report (BT1463) on the ARAC’s review of the assurances of the University’s compliance with the OfS Conditions of Registration. Appended to the report was the regular update on communications between the University and the OfS (Confidential Appendix BT1463A). The Finance Director (Investment and Risk) highlighted that this included a note of a meeting between the University and the OfS on 22 May 2020 on a wide range of matters [ ].

5079 AGREED
The Board confirmed that it was content with the assurances set out in the report.

Access and Participation Statement and Student Protection Plan for 2020-21

5080 There was no report for this item (Document BT1464 had been withdrawn). Work to update the Access and Participation Statement and the Student Protection Plan for 2020-21 was ongoing.

5081 AGREED
The Board delegated authority to the Vice-Chancellor to approve the updated versions of the Access and Participation Statement and the Student Protection Plan for 2020-21. The approved documents would be provided to the Board for information once available.

Board and Committee Memberships

Membership of the Board of Trustees

5082 The Board considered a report (BT1465) on the Nominations Committee’s recommendations for the reappointment of independent members of the Board.

5083 AGREED
The Board approved the reappointment of: (i) Jane Andrewartha; (ii) Andrew Halper; (iii) Kieran Murphy; (iv) Mark Storey; and (v) Rosalyn Wilton as independent members of the Board of Trustees for a final period of office of four years to 31 July 2024.

Memberships of Committees of the Board of Trustees for 2020-21

5084 The Board considered a report (BT1466) on the Nominations Committee’s recommendations for appointments and reappointments to committees for the 2020-21 session. It was noted that the Committee would give further consideration to committee memberships as the governance review recommendations were implemented and the revised structure took shape.
AGREED

(i) The Board approved the recommended appointments and reappointments as set out in the report, all with effect from 1 August 2020 (appointments were for four years unless indicated otherwise in the report).

(ii) The Board approved amendments to Ordinance 6 and Ordinance 11 to reflect proposed changes to the constitutions of a number of committees as set out in the report.

(iii) The Board authorised the Vice-Chancellor to approve, on its behalf, appointments to the vacancies that remained, or which arose during the year ahead, at the appropriate time.

Secretary to the Board of Trustees

John Stewart, Director of Legal Services, left the meeting for the duration of the item.

The Board considered a report on the appointment of the Secretary to the Board of Trustees (BT1467, including a copy of the Curriculum Vitae for John Stewart at Confidential Appendix BT1467A). The Board noted that John Stewart would take on the role of University Secretary in addition to his responsibilities as Director of Legal, upon the forthcoming retirement of Rosalind Frendo as Director of Compliance and Secretary to the Board (BTMM 5025 and 5067 above refer). The Board noted John Stewart’s considerable experience in relation to legal and governance matters and supported the proposal that he be appointed as Secretary to the Board.

AGREED

(i) The Board approved the appointment of John Stewart as Secretary to the Board with effect from 17 July 2020.

(ii) In the light of the appointment, the Board authorised that appropriate amendments be made throughout the Ordinances to reflect the changes in roles and job titles.

Digital Advertising Services Contract

Mike Winter, Director of Global Engagement, UoLW, joined the meeting for the item.

The Board considered a proposal for the award of a contract for the provision of Digital Advertising Services (BT1468, Confidential). Appended to the report were:

(i) University of London Digital Advertising Services – Guidance Notes (Confidential Appendix BT1468A)

(ii) University of London Digital Advertising Services – Invitation to Tender Pack - Specification (Confidential Appendix BT1468B)

Members noted that the proposal had been scrutinised in detail by the Finance Committee and, at its request, additional due diligence had been undertaken in advance of the Board meeting. The Pro Vice-Chancellor (Strategy, Planning and Partnerships) reported that, while UoLW would be the primary user of the services provided under the contract, they would be of
value to departments across the University. The Director of Global Engagement, UoLW highlighted the main components of the tender process that had been undertaken in relation to the contract. He highlighted also the ability for proposed annual expenditure to be flexed and tailored according to internal users’ needs.

*Information at BTM 5092 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

5092 **AGREED**
The Board approved the selection of [ ] the University’s preferred provider and, subject to agreement of finalised contract terms, that [the preferred provider] be awarded the contract for the provision of Digital Advertising Services to commence on 17 July 2020 for two years, with two optional extensions of one year, up to a maximum of two years, subject to performance and budget.

**Merchant Services Contract Award**

5093 The Board considered a report on the proposed Merchant Services Contract Award (BT1469, Confidential and Confidential Appendix BT1469A). Members noted that additional due diligence had been conducted with respect to the regulatory framework and compliance of the suppliers, further to a request from the Finance Committee.

*Information at BTM 5094 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.*

5094 **AGREED**
The Board approved the award of Merchant Services Lot 1 to [one provider] and Lot 2 to [a second provider], subject to satisfactory completion of contract terms and conditions.

**Financial Regulations and the Amended Scheme of Delegation for 2020-21**

5095 The Board considered a report on the updating of the Financial Regulations and the Scheme of Delegation for 2020-21 (BT1470), including:

(i) the updated Financial Regulations (Appendix BT1470A); and
(ii) the updated Scheme of Delegation (Appendix BT1470B).

5096 It was noted that the Scheme of Delegation had been revised significantly and now took a more simplified form.

5097 **AGREED**

(ii) The Board authorised that appropriate amendments be made to Ordinance 1 to enable delegation of sale, buying and exchange of property in line with the revised Scheme of Delegation.

**Review of Standing Delegated Functions**

5098 The Board considered a report (BT1471) on its standing delegated functions.
5099 **AGREED**
The Board confirmed that it remained content with the standing functions that it had delegated to:
(i) its committees; and
(ii) members of the University’s staff.

**Business Transacted Since the Previous Meeting**

5100 The Board noted a report providing details of two matters transacted under delegated authority that were not reported elsewhere on the agenda (BT1472). These matters concerned proposed amendments to RHUL Statutes and an appointment to the governing body of Dame Alice Owens School Foundation Advisory Committee.

**Minutes of the Collegiate Council Meeting on 1 May 2020**

5101 The Board noted the confirmed minutes of the Collegiate Council meeting held on 1 May 2020 (BT1473, Confidential).

**Dates of Future Meetings**

5102 The Board noted the dates of future meetings as follows (all to commence at 4.00 pm):

2020-21:
Wednesday, 14 October 2020
Wednesday, 25 November 2020
Wednesday, 27 January 2021
Wednesday, 24 March 2021
Wednesday, 19 May 2021
Wednesday, 14 July 2021

**Any Other Business**

5103 The Vice-Chancellor informed the Board that the University was in the process of recruiting a Chief Financial Officer as an important addition to the senior management team. This matter had been discussed at a recent meeting of the Remuneration Committee. The Board was informed that two independent members of the Board would serve on the interview panel: Andrew Ratcliffe and Rosalyn Wilton.