



**UNIVERSITY
OF LONDON**

BOARD OF TRUSTEES

Wednesday, 15 July 2015, at 4.00 pm
Wolfson Room I, Institute of Historical Research, Senate House

MINUTES

PRESENT

Ms Stella Beaumont
Mr David Beever
Mr Abdul Bhanji
Ms Emma Burns
Sir Richard Dearlove (Chair)

Mr Steven Fogel
Mr Edward Hartill
Mr Gerard Lemos
Mrs Suzanne McCarthy
Professor Sir Adrian Smith

APOLOGIES

Professor Simon Gaskell
Professor David Latchman

Professor Paul Layzell
Professor Stuart Reid

IN ATTENDANCE

Ms Maureen Boylan
Mr Martin Burchett
Mr Philip Clark
Mr Chris Cobb
Miss Damaris Currie
Mr Kim Frost

Professor Lawrence Goldman*
Mr Andrew Murphy
Mr Malcolm Roberts
Mr John Stewart
Dr Mary Stiasny+
Professor Paul Webley

* present for BTM 2982 only

+ present for BTMM 2982-3019

Welcome and Presentation

2982 The Chair welcomed Mr Philip Clark and Mr Malcolm Roberts who would commence their terms as Trustees on 1 August 2015, and were attending the meeting as observers. The meeting commenced with a Presentation on the Institute of Historical Research (IHR) by the Director of the IHR, Professor Lawrence Goldman.

Minutes of the Meeting Held on 27 May 2015

2983 The Board confirmed the minutes of the meeting held on 27 May 2015 subject to the following amendment: the replacement of the word 'defer' in BTM 2930 with 'consider deferring'.

Matters Arising

2984 It was noted that all matters arising from the previous meeting were covered elsewhere on the agenda.

Vice-Chancellor's Report

2985 The Vice-Chancellor introduced his report (BT888) and drew attention to the awards made in the Queen's Birthday Honours. Members joined the Vice-Chancellor in congratulating the University Secretary on her award of an MBE. Members were also pleased to note that Professor Linda Newson had received an OBE.

Heythrop College

2986 The Board had previously received, *via* email, the statement issued by the Principal of Heythrop College, on behalf of its Governing Body, announcing that Heythrop would cease to exist in its current form as a constituent College of the University, in 2018, although its mission and work would continue. The Vice-Chancellor reported that appropriate arrangements for those undertaking University of London degree programmes were being put into place to ensure the quality of the student experience through the transition. Discussions with King's College London were taking place on the future of the University of London International Academy (UoLIA) Bachelor of Divinity programme.

Senate House Library (SHL)

2987 The Vice-Chancellor was pleased to report that the Deputy Vice-Chancellor had agreed to chair a group established by the Collegiate Council to review the financial sustainability of the SHL, with a view to establishing a long-term solution to create a stable planning environment for the Library and its users.

Warburg Institute

2988 The Board noted that, since its previous meeting, when it had agreed to amend the terms of the Management Agreement with the Warburg Institute, arrangements to withdraw from the appeal procedure had made good progress. The terms of the Consent Order to withdraw from the process had been agreed by all parties including the Treasury Solicitor. The Board was informed that, by entering into the Consent Order, the Attorney General had formally accepted the status of the Management Agreement in defining the working relationship between the University and the Warburg Institute.

2989 The revised Management Agreement would be signed by the original signatories and the in-coming Director of the Institute. The Consent Order would be lodged and become effective once the necessary court process had taken place.

2990 The Board expressed its gratitude to all concerned for the successful resolution of the issues relating to the Warburg Institute and thanked the University Secretary, in particular, for all her work on the matter.

University of London Institute in Paris (ULIP) Conference

2991 The Board noted the update in the report on the recent conference on graphic novels and bande dessinée which had been hosted by ULIP. The Vice-

Chancellor updated members on the decision to withdraw panels on Charlie Hebdo from the conference. He reported that the University had initially agreed to the panels taking place, but that they had subsequently been withdrawn in the light of the British Council's concerns about the risk to the building at a time when it would be used by young learners, and a lack of a viable alternative location at short notice. This decision had provoked a strong reaction from one of the panelists who had organised a social media campaign, and an orchestrated series of communications from UK and French academics. Although the panels had been withdrawn, the subject matter of the conference had been wide-ranging and an online discussion of Charlie Hebdo had been included. The Board was informed that the conference had been successful, with the organisers reporting a constructive and enjoyable event with a high degree of positive feedback from participants. The University had liaised closely with the British Council throughout.

Members Completing their Terms of Office on the Board

2992 The Vice-Chancellor expressed his gratitude, on behalf of the Executive, to the two Trustees whose terms of office would end on 31 July 2015, Mr Edward Hartill and Mr David Beever, for their considerable contributions to the University. More detailed tributes would be paid later in the meeting.

Main Activities and Meetings

2993 Members noted the list of the Vice-Chancellor's main activities and meetings since 27 May 2015 (Appendix BT888A).

Application to Join the University of London Federation

2994 The Board received a report on the Application from City University London ('City') to join the University of London Federation (BT889, Confidential), including the following attachments:

- (i) Strategic Policy, Criteria and Process for Institutions Seeking to Join the University as a New College (Appendix BT889A).
- (ii) Membership of the Working Group and List of Documentation received from City in Support of its Application (Appendix BT889B).
- (iii) Report of the Working Group to the Collegiate Council (Appendix BT889C, Confidential).
- (iv) Aspects of Conditions of Entry (Appendix BT889D, Confidential).
- (v) Extract from the draft Minutes of the Collegiate Council meeting on 3 July 2015 (Appendix BT889E, Confidential).

2995 The University Secretary described the process undertaken by the group, the extent and nature of the consultations, management of feedback, the interactions with City colleagues and the issues addressed in the Group's successive meetings. She drew attention to the Working Group's report to the Collegiate Council which provided details of the Group's views and

findings. The Board was informed that the majority of the Working Group members had supported the application from City; one member had expressed a different view as detailed in the report.

- 2996 The University Secretary informed members that considerable detail on the academic debate around City's proposal could be found in the Working Group's Report and the draft minutes of the Collegiate Council's discussion; Ms Stella Beaumont, who had served as the independent Trustee on the Working Group, would summarise some of the other aspects of the proposal for the Board.
- 2997 Ms Beaumont informed members that City had committed to a new Strategy less than three years previously, and that the intervening period had seen significant progress across a number of areas. On the subject of student recruitment, she commented on the institution's commitment to widening participation, highlighting the diversity of its student population and the admission of students from lower socio-economic backgrounds. The past three years had seen an increase in the number of students receiving higher degree classifications, and employment statistics were good.

BTM 2998 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

- 2999 Ms Beaumont informed the Board that City had invested significantly in its estate and enjoyed first class facilities. She highlighted recent development projects, including a new sport and fitness centre.
- 3000 Ms Beaumont reported that the Working Group had considered City's governance arrangements and had been satisfied that a robust governance framework and supporting structure were in place. In summary, she suggested that members should feel confident in the aspects of City's application that she had highlighted and that the institution had much to offer the Federation.
- 3001 Members discussed some of the other positive aspects of City's offering highlighted in the Working Group's report. Members noted, in particular, the high level of its professional education portfolio, including courses in law, business, journalism and optometry. The Board noted the potential for new programme development with UoLIA, for example, in journalism, aspects of which might lend itself to delivery by distance learning.
- 3002 The Board discussed City's connections with the Lord Mayor's Office and the City of London and the opportunities for development and closer ties that these would bring to the University. Members welcomed the potential benefits of these connections.
- 3003 The Board was reminded that City had applied to join the Federation in 2010, but had withdrawn its application at that time, so that the institution, and its newly-appointed Vice-Chancellor, could progress and implement its research and academic quality strategy. Members noted the Working Group's findings in relation to research provision at City. The Group had concluded that the quality of City's research had improved, but had not increased at a higher rate

than that of other institutions. It was noted that a member of the Board who had been unable to attend the meeting had wished the Board to be clear about these findings, and about where City's strengths lay. Another member stressed the importance of recognising the distinct value also in scholarship delivered through practical means, as, for example, with City's professional education portfolio.

- 3004 The Vice-Chancellor reported on the Collegiate Council's discussion of the application at its meeting on 1 May 2015, and members noted the draft minute of the Collegiate Council's deliberations. The Collegiate Council had recommended that City be admitted as a College of the University, with no Collegiate Council members opposing the proposal.
- 3005 The Board noted some of the benefits for City in joining the Federation, including opportunities arising from the federal University's reputation and brand as well as the potential for City to become involved in the International Programmes, something which would benefit the University as a whole.
- 3006 In response to a query about any potential overlap between the Cass Business School and the London Business School (LBS), the Board was informed that the LBS concentrated on postgraduate study whereas the Cass Business School also offered undergraduate courses. It was confirmed that the LBS had not raised any objections to City's proposed admission.
- 3007 The Chief Financial Officer highlighted Appendix BT889D - Aspects of Conditions of Entry, and the intention to phase in City's access to some University services. Members noted also the potential changes to City's name and to senior officers' titles should it be admitted as a College of the University.
- 3008 In response to a query about any risks to the University arising from the admission of City, members were informed that consideration had been given to whether there were any risks that would need to be added to the Strategic Risk Register; the conclusion had been that there were not.
- 3009 Having considered City's application, members expressed their strong support for City's admission to the University. In welcoming the benefits to the University of City's admission, members also highlighted the positive message it conveyed about the value of being a part of the Federation. The Board was updated on the proposed communications strategy to be adopted following its decision.
- 3010 **AGREED**
To approve the recommendation of the Collegiate Council that City be admitted as a College of the University, at a date to be confirmed in 2016.

BTMM 3011-19 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Proposed Changes to Statutes

3020 The Board received a report (BT890) on proposed amendments to the University Statutes. It considered the amendments and resolved unanimously, for the second time, to approve the changes in accordance with the requirements of the University of London Act.

3021 **AGREED**

That the Board resolved to amend the Statutes as set out in Appendix BT890A.

Proposed University Budget for 2015-16 and Future Year Forecasts

3022 The Chief Financial Officer introduced the report (BT891, Confidential) on the proposed budget for 2015-16. He informed members that the University was proposing a deficit budget of £3.9M in 2015-16 as it continued to invest in line with the 2014-19 University Strategy. The Chief Financial Officer reported that the University was proposing investment of over £8M in the 2015-16 year across most areas of its operations. He highlighted the following aspects of the budget, more information on which was provided in the report:

- (i) That 2015-16 would be the second year of the investment in the School of Advanced Study (SAS) that had been approved by the Board of Trustees in 2013-14. The investment, alongside structural ongoing annual support, would see a financial contribution to SAS of *circa* £3.6M.
- (ii) The investment requested by the SHL to support increased collection development, plus additional staffing to be offset by increased non-College income. As a result, the financial contribution of the University, excluding SAS and UoLIA service payments, would increase to £2.2M. The Chief Financial Officer informed the Board that Colleges provided £2.3M of annual funding to the Library through the College Charge. Members noted that a review of the long-term financial sustainability of SHL would take place during 2015-16.
- (iii) Seed corn funding which the University proposed to provide to cover the setup of CoSector to the end of 2015 when the detailed business case and investment proposal would be produced.
- (iv) Investment in Student Central. Its current financial position reflected a number of issues affecting the business since its move to the University, including: a reduction in recoverable VAT; the withdrawal of the College grant; the introduction of the London Living Wage; and a planned increase in building maintenance. A business plan for Student Central was under development and a reducing deficit was planned in future years in anticipation of this.

- (v) Planned investment in the recently established Development Office.
- (vi) The establishment of a new ICT department, in the light of the development of CoSector, which would focus on strategic development and the University's use of IT systems and services.

3023 The Chief Financial Officer drew attention to paragraph 7 of his report which provided information on how the University planned to move back into surplus.

BTM 3024 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

3025 Members noted that the Property and Facilities Management Department was predicting a smaller surplus for 2015-16 than for the current year. This was partly because an increase in conferencing income and a net increase in student rents would be offset by reduced summer letting income, as some Halls undergoing condition survey work would be unavailable for some of the summer period. The Chief Financial Officer explained that the development of the Master Plan would shape plans for the Bloomsbury estate and that the potential associated projects had not been included in the capital plan at this time.

3026 The Chief Financial Officer was commended on a thorough, comprehensive report. A query was raised about whether the factors contributing to Student Central's current financial position would continue. The Chief Financial Officer replied that while the effects of a reduction in recoverable VAT, the withdrawal of the College grant and the introduction of the London Living Wage would be ongoing, building maintenance expenses would reduce in due course. The Pro Vice-Chancellor (Operations) reported that Student Central was considering various options to increase footfall, including looking beyond the federal University to a broader clientele.

3027 The Board noted the level of philanthropic income projected to be achieved by the Development Office as its operations matured, and asked how confident the University was that these projections could be realised. The Pro Vice-Chancellor (Operations) reported that the Director of Development was comfortable with the forecasts which were based upon the experience of development offices within the federal University. Further to a question about the policy in relation to philanthropic income and the SAS Institutes, the Pro Vice-Chancellor (Operations) informed members that it was envisaged that the Development Office would support areas across the University, including providing philanthropic income for the Institutes.

3028 In response to a question about the ambition of the University's plans and the associated budget, the Chief Financial Officer stated that officers believed the proposed budget struck the correct balance between ambition and prudence. It was noted also that it reflected the approved University Strategy. The Vice-Chancellor reminded members of the recent and ambitious review of the International Academy and its methods of programme delivery, the results of which were reflected in the strategy for the International Programmes moving forward and in the 2015-16 budget.

- 3029 The Board was informed that work was taking place to ensure the University was organisationally agile and that, as organisational change progressed, there would be opportunities for efficiency gains. The Chief Financial Officer assured that Board that the University would continue to keep the forecast investment returns under review and, should they not materialise as planned, would take appropriate steps to ensure a position of ongoing financial sustainability.
- 3030 The Board also received and approved the Financial Forecast Return and Commentary at Appendix BT891A (Confidential), a revised version of which, incorporating a minor typographical amendment, had been tabled for members.
- 3031 **AGREED**
- (i) To approve the University Budget for 2015-16.
 - (ii) To approve the Higher Education Funding Council for England (HEFCE) Financial Forecast return to be submitted at the end of July 2015.

Finance Report

- 3032 The Board received and noted a report on the Management Accounts to 30 April 2015 (BT892 and Appendix BT892A, both Confidential).

Financial Regulations – Supporting Scheme of Delegation

- 3033 The Chief Financial Officer presented a report (BT893) on the proposed new Scheme of Delegation in support of the Financial Regulations, a copy of which was provided at Appendix BT893A. The proposed substantive changes from the current Scheme of Delegation were highlighted in the report. Members noted that the updated Scheme, which aligned with the new Financial Regulations, incorporated the financial- and estates-related delegations currently set out in Ordinance 6, Annex 2. As a consequence, and subject to the approval of the new Scheme, the Board was being asked to approve the removal of the relevant clauses from Ordinance 6, Annex 2.
- 3034 The Board was informed that the draft Scheme of Delegation had been scrutinised by the Audit and Risk Assurance Committee at its meeting on 17 June 2015. Subject to a small number of textual clarifications, the Committee had recommended the new Scheme to the Board of Trustees for approval.
- 3035 The Chief Financial Officer proposed that a change be made to the guidance at the beginning of the new Scheme to enable delegation to take place in particular circumstances to ensure that operations could proceed smoothly in the event of an officer named within the Scheme being unavailable. The Board agreed that the final wording of the amended text should be approved by Chair's Action on its behalf. The revised version would be circulated to members in due course.

3036 **AGREED**

- (i) To approve the new Scheme of Delegation, subject to an amendment to the guidance, to be approved by Chair's Action, to enable delegation to take place in particular circumstances.
- (ii) To approve the removal of the finance- and estates-related clauses in Ordinance 6, Annex 2.

Commercial Shared Services – CoSector Limited

3037 The Board considered a report on developments with regard to CoSector (BT894, Confidential). The Board noted the proposals in the report regarding the employment of staff and also that the University and CoSector would be part of the same VAT group from 1 August 2015.

3038 **AGREED**

To delegate authority to the Vice-Chancellor to take all actions required to start the operation of CoSector to employ staff from 1 August 2015.

Student Accommodation Opportunity - Stratford

BTMM 3039-41 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Guilford Place Disused Public Conveniences

3042 The Board received a report (BT896, Confidential) on the options for the future of the disused, below-ground public conveniences at Guilford Place, for which the University was the freeholder.

3043 **AGREED**

To delegate authority to the Estates Sub-group to consider the future of these premises and make a recommendation to the Board of Trustees.

Estates Matters

3044 The Board received a report on several Estates-related matters (BT897, Confidential) including updates on: Programme Beveridge, the Master Plan, the Cartwright Gardens Redevelopment, the Senate House North Block, the Book Depository at Egham and the Holocaust Commission. A copy of an update on the Bloomsbury Precinct Master Plan provided to the Colleges in June 2015 had been made available to members on the University's online repository, Quorum (Appendix BT897A).

Dilke House

3045 The Director of Capital Projects updated members on progress regarding Dilke House. At the time of the Board's previous meeting, Heads of Terms had been agreed by the University and the Union of Shop, Distributive and Allied Workers (USDAW), in respect of the latter's long leasehold interest in Dilke House, and a draft lease exchanged. The Board had delegated

approval of the final terms of the purchase of the leasehold interest to the Estates Sub-group. The Director of Capital Projects informed the Board that the Estates Sub-group had since approved the final terms and the University had completed the purchase of the long leasehold interest in the building from USDAW.

BTM 3046 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Cartwright Garden Halls Redevelopment Project

BTMM 3047-48 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

30 Torrington Square

People Strategy – Progress Report

3049 The Board received an update on progress in achieving the targets of the University's People Strategy (BT898). The Director of Human Resources (HR) highlighted the recent biennial Equal Pay Review, the headline figures of which showed a significant improvement in the gender pay gap which now stood at 6.4% and was well below the sector average in London of 15.2%.

3050 The Board noted that unconscious bias training had taken place for SAS and HR with other Departments to follow. The HR Department would be following up on, and identifying, common themes from Departmental action plans.

3051 More information was sought on the value of the salary sacrifice scheme which had been introduced for staff, covering a wide range of benefits. The Director of HR reported that the scheme had proved very popular and had saved staff *circa* £24k on purchases to date. The University had also seen a reduction of *circa* £7k in National Insurance (NI) contributions. The proportion of University staff that had registered with the scheme was higher than for most other participating organisations. The Director of HR reported that the administration required for the scheme was minimal and more than covered by the saving in NI contributions.

Catering Contract

BTMM 3052-55 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Strategic Risk Register – July 2015

3056 The Board received a report (BT900) on the updated Strategic Risk Register (Appendix BT900A, Confidential).

3057 **AGREED**

To approve the updated Strategic Risk Register.

Prevent Duty Assurance

- 3058 The University Secretary presented a report on the University's obligations under the Counter-Terrorism and Security Act 2015 (BT901). Under the Act, universities were 'specified authorities' and subject to statutory guidance published in March 2015 on the duty to give due regard to prevent people being radicalised and then drawn into terrorism: 'the Prevent duty'. It was noted that, although the Prevent duty had been generally implemented from 1 July 2015 for many sectors, including local government and further education, this was not the case for higher education where additional statutory guidance was still awaited.
- 3059 The University Secretary assured the Board of the work that was underway, including: on the risk assessment required under the legislation, across those parts of the University that were impacted by it; the identification of existing policies, processes and procedures that could fit the requirements or be adapted if necessary; any gaps that might require new policies; and potential training requirements. A further report would be made to the Board in the autumn term.

Report from the Audit and Risk Assurance Committee

- 3060 The Board considered a report from the Audit and Risk Assurance Committee on matters discussed at its meeting on 17 June 2015 (BT902, Confidential).
- 3061 **AGREED**
- (i) To reappoint Deloitte LLP as the University's External Auditors and to approve the proposed external audit fee.
 - (ii) To approve that the University should continue as a member of the Uniac Consortium, and that a full market test/competitive tender should be undertaken in the summer term 2017, that is, seven years after Uniac's initial appointment and in line with good sector practice outlined in the HEFCE Audit Code.

Membership of the Board of Trustees

- 3062 The Board considered a report on membership-related matters (BT903).
- 3063 **AGREED**
To reappoint Mr Abdul Bhanji as Deputy Chair for the 2015-16 session.

Membership of Committees of the Board of Trustees

- 3064 The Board considered proposals for the memberships of a number of its committees, which were set out in Document BT904. Members noted one update to the proposals in the report: it was now intended that the Estates Sub-group have four independent members, rather than three; Mr Malcolm Roberts was proposed as the additional member.

3065 **AGREED**

- (i) To approve the appointments to the committees as set out in the report.
- (ii) To approve the revised constitution and membership of the Estates Sub-group (including the amendment detailed at BTM 3064 above).
- (iii) To authorise the Vice-Chancellor to approve, on behalf of the Board of Trustees, appointments to outstanding vacancies at the appropriate time (including the appointment of any members of the Board to serve on boards of the Collegiate Council should such vacancies arise).

University of London Union (ULU) Financial Statements 2013-14

3066 The Board received the ULU Financial Statements for 2013-14 (BT905 and Appendix BT905A).

Minutes of the Collegiate Council Meeting on 1 May 2015

3067 The Board noted the confirmed Minutes of the Collegiate Council meeting held on 1 May 2015 (BT906, Confidential).

Queen's Birthday Honours

3068 The Board noted a report on awards in the 2015 Queen's Birthday Honours List (BT907).

Action Taken Under Delegated Authority

3069 Members noted the action taken under delegated authority set out in Document BT908.

Sealings

3070 Members noted a report by the Vice-Chancellor on the sealing of documents (BT909).

Dates of Future Meetings

3071 Members noted the dates of future meetings of the Board as follows (all meetings to commence at 4.00 pm):

2015-16

Wednesday, 14 October 2015

Wednesday, 25 November 2015¹

Wednesday, 27 January 2016

Wednesday, 16 March 2016

Wednesday, 18 May 2016

Wednesday, 13 July 2016

¹ It was subsequently confirmed that the meeting on 25 November 2015 would commence at 3.00pm, due to the Foundation Day ceremony which would take place on the same evening.

2016-17

Wednesday, 19 October 2016
Wednesday, 30 November 2016
Wednesday, 25 January 2017
Wednesday, 29 March 2017
Wednesday, 24 May 2017
Wednesday, 19 July 2017

Tributes to the Members completing their Terms of Office on the Board

3072 Mr Beever and Mr Hartill would complete their terms of office on the Board of Trustees at the end of July 2015. The Chair thanked both members on behalf of the Board for their contribution to the work of the Board and the University.

David Beever

3073 The Chair informed members that Mr Beever had been a member of the Board since August 2010. He had also been Chair of the Investments Committee for the same period, during which time he had overseen a change in investment strategy for the Unified Trust Fund. Mr Beever had also served on the Remuneration Committee since 2011. Members noted Mr Beever's contribution to a number of key Estates Projects, during his time as a member of the Estates Sub-group. The University was grateful, in particular, for the advice he had provided in relation to the financial arrangements for the Cartwright Garden Halls Redevelopment Project.

Edward Hartill

3074 The Board noted that Mr Hartill had been an independent member of the Board since its establishment in August 2008, and prior to that had served on the University Council. He had also served as Chair of the Safety Committee since December 2009, as Nominated Acting Chair of the Estates Sub-group during 2014-15, and was a longstanding member of the Investments Committee.

3075 The Chair stated that Mr Hartill's expertise had been of great benefit to the University over many years; he had contributed to a variety of Estates Projects, providing advice and serving on and chairing working groups, and had been extremely generous with his time. The University was very grateful that Mr Hartill had kindly agreed to remain on the Estates Sub-group and that the University would, therefore, continue to benefit from his experience and expertise.