



BOARD OF TRUSTEES

Wednesday, 16 March 2016, at 4.00 pm
Court Room, Senate House

MINUTES

PRESENT

Ms Stella Beaumont	Professor Paul Layzell
Mr Abdul Bhanji (Chair)	Mr Gerard Lemos
Ms Emma Burns	Mrs Suzanne McCarthy
Mr Philip Clark	Professor Stuart Reid
Mr Steven Fogel	Mr Malcolm Roberts
Professor Simon Gaskell	Professor Sir Adrian Smith
Professor David Latchman	Mrs Rosalyn Wilton

APOLOGIES

Sir Richard Dearlove	Mr Mark Storey
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IN ATTENDANCE

Mr Bill Abraham (Director of Development)*
Ms Maureen Boylan (University Secretary)
Mr Martin Burchett (Director of Capital Projects)
Mr Chris Cobb (Pro Vice-Chancellor (Operations) and Chief Operating Officer)
Miss Damaris Currie (Central Secretariat)
Mr Kim Frost (Director of Human Resources)
Professor Roger Kain (Pro Vice-Chancellor (Research) and Dean and Chief Executive of the School of Advanced Study)
Mr Andrew Murphy (Chief Financial Officer)
Mr Karl Newton (Head of Development Operations)*
Mr John G Stewart (Director of Legal Services)
Dr Mary Stiasny (Pro Vice-Chancellor (International) and Chief Executive of the International Programmes)
Ms Sally Townsend (Interim Chief Executive Officer of CoSector)+
Mr Paul Wilkinson (Director of Property and Facilities Management)

* present for BTMM 3283-3292
+ present for BTMM 3293-3305

Tribute to Professor Paul Webley, Deputy Vice-Chancellor

3283 The Chair paid tribute to Professor Paul Webley, Deputy Vice-Chancellor, who had sadly passed away on 2 March 2016. Professor Webley had made an immense contribution to the University over many years. He would be greatly missed as both a colleague and a friend.

Welcome

- 3284 The Chair welcomed Mrs Rosalyn Wilton to her first meeting.
- 3285 It was noted that, as Sir Richard Dearlove had sent apologies due to another commitment, the Deputy Chair, Mr Abdul Bhanji, would be chairing the meeting.

Presentation

- 3286 The Chair welcomed the Director of Development and Head of Development Operations to the meeting.
- 3287 The Director of Development delivered a presentation on the work of the Development Office, during the course of which he highlighted the three development-related items due for consideration by the Board later in the meeting (see BTMM 3329-32 below). He reported that, in its first 12 months, the Development Office had focused on establishing the foundations for a sustainable fundraising programme. The team was now moving into an early operational phase; the key activities being pursued were listed within the progress report provided for members (Appendix BT978A – see BTM 3329 below). The work was concerned not only with fundraising, but was also about engaging with a wide range of people, including alumni of the University, friends of the University, and Trustees.
- 3288 Members noted the installation of a Customer Relationship Management (CRM) database system, which had been populated with over a million records. The related online services, including alumni webpages, event registration and merchant systems for online payments and donations, were scheduled to go live on 22 March 2016. The Director of Development stressed that, in taking forward its work, the Development Office was very aware that it must not conflict or cause confusion with the work of College alumni associations.
- 3289 The Director of Development highlighted work to update the Donation Acceptance Policy, provided for members' consideration at BT979. A comment was raised about strengthening one aspect of the policy; this would be addressed later in the meeting, under the relevant item (see BTMM 3330-31 below).
- 3290 Members' attention was drawn to the donations received in 2015-16, and listed in Document BT980 (Confidential) (see BTM 3332 below). It was noted that, in the current financial year, £811k had been received by the end of February 2016, and that this total was likely to rise above £1M by the end of the financial year. The Director of Development reported that the Development Office had been involved in securing at least half of the monies received.
- 3291 Members welcomed the work being taken forward by the Development Office and the progress made. They commented on the Board's responsibilities in the area of donations and noted that, as part of the establishment of the governance structures required for the development operation, a formal code

of fundraising practice was being developed. It was reported that the University would work with the Council for Advancement and Support of Education (CASE), as appropriate, in taking this work forward.

3292 A 'Case for Support' was also in development, which would summarise the identity of the University, initial fundraising priorities, and their anticipated impact. The Development Office was keen to work with the Board, and welcomed input and suggestions from Trustees as its work progressed. The Director of Development was also happy to meet individually with Trustees. The Board was keen to support the Development Office in its work and members indicated that they wished to be kept informed of the potential initiatives and projects where funding would be directed.

Minutes of the Meeting Held on 27 January 2016

3293 The Board confirmed the minutes of the meeting held on 27 January 2016.

Matters Arising

3294 Members noted that matters arising from the Board's previous meeting were covered elsewhere on the agenda.

Vice-Chancellor's Report

BTM 3295 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

3296 The Board congratulated the Vice-Chancellor on the news, provided in the government budget announcement earlier that day, that he would be leading a review later in 2016, into mathematics education for 16 to 18-year-olds.

Vice-Chancellor's Main Activities and Meetings

3297 The Vice-Chancellor highlighted the list of his main activities and meetings since the Board's previous meeting on 27 January 2016 (Appendix BT973A).

CoSector Business Plan

3298 The Interim Chief Executive Officer (CEO) for CoSector introduced the CoSector Business Plan (BT974 and Appendix BT974A, both Confidential). Since the draft version had been presented in January 2016, the Plan had been amended to include further information on market research and updated financial information. The financial projections now reflected the revised forecast for Year Zero (2015-16) and the proposed budget for 2016-17, resulting in an improvement in the Year Zero outturn and an increase in the forecast deficit for Year One (2016-17); details were provided in the covering report. It was noted that further reports would be presented to the Board in due course with additional detail on financial projections, and also indicating which work would be conducted through CoSector Limited and which through the University.

- 3299 The Interim CEO reported on work to rationalise the business with a view to establishing a culture within CoSector which would enable the development of strong new customer-focused products and services. New ideas for products would be assessed by means of a rigorous governance process and investigated through user research. Strong project governance would also be required to ensure delivery against targets. The Board's attention was drawn to work, outlined in the report, on potential collaborative working or partnership working with a number of organisations.
- 3300 Questions were raised about how success would be defined and the many areas of activity monitored effectively. The Interim CEO reported that Key Performance Indicators (KPIs) had been drafted and that more work on the KPIs and the associated timelines would be taken forward once the Business Plan had been formally approved. Project plans for areas of work were in place as were plans for investment areas. A project plan for the transformation programme had recently been presented to the CoSector Limited Board of Directors. The Interim CEO also met regularly with the Pro Vice-Chancellor (Operations) and the Chief Financial Officer to review progress.
- 3301 In response to comments about the volume and wide ranging nature of the work to be managed, the Interim CEO assured the Board of measures in place to manage risks in this regard, including: a strong management team; close engagement with the teams undertaking each area of work; and the division of projects into smaller pieces of work assigned to named managers.

BTM 3302 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

- 3303 Members were informed of the commitment of staff to CoSector and to making it a success. The Board noted that acknowledgement of staff achievement could take different forms, and the Interim CEO reported that recent meetings with staff at all levels had identified a common aspiration among the workforce for increased development opportunities and thought was being given to how these might best be provided.
- 3304 At its previous meeting, members had agreed that the Board should receive regular progress reports on CoSector. A query was raised about the form the reports would take and it was suggested that the Board might receive summaries of meetings of the CoSector Limited Board of Directors. Information on the proposed form of future progress reports would be presented for consideration by the Board of Trustees at its next meeting.
- 3305 **AGREED**
- (i) That the Board approved the CoSector Business Plan.
 - (ii) That information on the proposed form of future progress reports would be presented to the Board's May 2016 meeting.
 - (iii) That further thought would be given to mechanisms for rewarding success.

Estates Issues

Stratford Student Accommodation Development

BTMM 3306-11 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Bloomsbury Development Opportunities

BTMM 3312-17 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Stewart House – Health Education England

BTMM 3318-20 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Estates Matters

3321 The Director of Capital Projects presented a report (BT977, Confidential) on a number of estates-related matters, and members noted the updates on: the Garden Halls and SOAS North Block projects; the Egham Book Depository; the Master Plan; Programme Beveridge; and the FM15 Mobilisation.

Cartwright Garden Halls Redevelopment Project

3322 The Director of Capital Projects reported that work on the Garden Halls project was progressing satisfactorily. Adjustments were being made to the timetable to address a reported delay in the programme, and Brookfield Multiplex had confirmed that the September 2016 completion date was safe.

Egham Book Depository

3323 The Board noted the update on the Book Depository. Members encouraged officers to continue discussions to facilitate a solution as soon as possible. It was noted that the University was exploring different options including the use of space owned by the British Library.

Master Plan

3324 The Master Plan had been formally presented to Camden's Development Forum in the Chancellor's Hall in Senate House on the evening of 27 January 2016, and the Director of Capital Projects reported that the meeting had gone well. The University had to make a second presentation of the Plan, this time to Camden Councillors; a date for the presentation was awaited.

FM15 Mobilisation

3325 Further to the Board's approval, at its previous meeting, of the award of new FM contracts, work was progressing well towards mobilisation on 28 March 2016. Individual meetings with the new providers had taken place as well as useful and constructive meetings with all contractors present.

Senate House Tower

- 3326 The Pro Vice-Chancellor (Operations) reported that, during discussions with Colleges on Bloomsbury development opportunities (see BTMM 3312-17 above), an idea had emerged regarding the possible use of the Senate House Tower to house College Special Collections. This option would have the benefits of releasing space in College buildings and also requiring only limited refurbishment. The idea would be considered further by a small working group, the membership of which would include a number of College librarians.

Senate House Library (SHL)

- 3327 Members noted that discussions regarding the sustainability of the SHL were being progressed, and that a new Chair would be identified to take forward the work of the Collegiate Council's SHL Sustainability Working Group (which had previously been chaired by Professor Webley).

BTM 3328 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Fundraising/Development

Development Office – Update

- 3329 The Board noted a report on the work of the Development Office (BT978 and Appendix BT978A), key points of which had been covered in the presentation by the Director of Development at the start of the meeting (see BTMM 3287-88 above).

Donation Acceptance Policy

- 3330 The Board received a report (BT979) on the proposed amendment of the 'Policy for the Acceptance by the University of Gifts and Donations', approved by the Board in March 2012. The Board considered the proposed Policy, which was set out within the report, noting the intention to rename it the 'Donation Acceptance Policy'. In line with comments earlier in the meeting (see BTM 3289 above), the Board discussed clause 15 of the draft Policy which included the wording 'where there is any reason...to believe that it would be prudent for the Vice-Chancellor to consider a potential donation...'. It was suggested that this clause should be strengthened to indicate that, in the circumstances indicated, the Vice-Chancellor *should* be asked to consider the potential donation.

3331 **AGREED**

That the Board approved the Donation Acceptance Policy, subject to the amendment of paragraph 15 in the light of the Board's comments (at BTM 3330 above).

Acceptance of Donations and Bequests

3332 The Board noted a report (BT980, Confidential) on the gifts, donations and bequests made to University Departments and Activities since March 2015 (see also BTM 3290 above).

Prevent Duty Update

3333 The Board considered a report on monitoring arrangements in relation to the Prevent Duty (BT981). The University Secretary reminded members that universities were required to comply with sector-specific statutory requirements which addressed the Prevent Duty responsibilities under the following headings:

- (i) External speakers and events
- (ii) Risk assessment and action planning
- (iii) Staff training
- (iv) Welfare and pastoral care/chaplaincy support
- (v) IT policies
- (vi) Student Unions and societies.

3334 As reported to the Board's previous meeting, a Preliminary Self-assessment of Institutional Compliance had been submitted to the Higher Education Funding Council for England (HEFCE) in January 2016. Documentation evidencing compliance on the required areas (listed at BTM 3333 above) would be submitted to HEFCE by 1 April 2016 following its approval by the Vice-Chancellor. The Board would receive a copy of the submission in due course.

3335 The University Secretary reported that a forthcoming induction session for new Trustees in April 2016 would include a section on the Prevent Duty. Training could also be arranged for Trustees who were not present at the session, as required. Moving forward, the Board would receive progress reports in relation to the Prevent Duty at approximately six-monthly intervals.

Appointment of Trustees

3336 The Board received a report (BT982) on the recent deliberations of the Nominations Committee. As agreed at its previous meeting, the Board had considered the recommendations of the Nominations Committee by correspondence, and agreed the appointments of the following new Trustees; all appointments were to 31 July 2020 in the first instance:

- (i) Ms Jane Andrewartha from 1 August 2016
- (ii) Mr Andrew Halper from 1 August 2016
- (iii) Mr Kieran Murphy from 1 August 2016
- (iv) Mr Mark Storey from 1 February 2016
- (v) Mrs Rosalyn Wilton from 1 February 2016

3337 The Nominations Committee had also considered medium-term succession planning and the current needs of the Board. It had recommended that both Mr Abdul Bhanji and Ms Emma Burns be reappointed for a further year to 31 July 2017. The Board was informed that Mr Bhanji would have served,

exceptionally, for nine years by that time, and it was being proposed that he should also continue as Deputy Chair for this further year. Members were informed that the Chair of the Board, Sir Richard Dearlove, supported Mr Bhanji's reappointment to 31 July 2017 to provide continuity, as well as support to him as Chair, during a period which would see a number of changes in the Board's membership. The Board was informed that, in addition to the planned retirements at the end of the session, Mr Lemos would also be retiring from the Board due to forthcoming work commitments.

3338 AGREED

- (i) To approve the reappointment of Ms Emma Burns to the Board for a further year to 31 July 2017.
- (ii) To approve the reappointment of Mr Abdul Bhanji to the Board for a further year to 31 July 2017 and his reappointment as Deputy Chair for the 2016-17 session.

Review of Effectiveness

3339 The University Secretary presented a report (BT983) on the recent effectiveness review. Subsequent to the Board's previous meeting, the University had engaged Jane Hopkinson to undertake a light-touch review of the Board's effectiveness. Her report was provided within Document BT983 for members' initial consideration. A copy of the Effectiveness Review Questionnaire (Appendix BT983A) had also been provided. The Board noted that a version of the questionnaire, with slight amendments appropriate to its audience, had also been sent to each member of the Directorate and others who interacted frequently with the Board. An analysis of the Executive's responses to the questionnaire was appended to the report (Appendix BT983B).

3340 AGREED

That the content, themes and recommendations from the report should be analysed further by University officers for a more detailed discussion by the Board in May or July 2016.

Catering Contract Renewal

BTMM 3341-43 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Finance Report

3344 The Board considered the Finance Report (BT985, Confidential), attached to which were:

- (i) Finance Report – January 2016, which included the January 2016 management accounts and commentary (Appendix BT985A, Confidential).
- (ii) The Quarter 2 (Q2) Report (Appendix BT985B, Confidential).

BTM 3345 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Update on Strategic Risks

3346 The Board received a report on Strategic Risks (BT986, Confidential), and noted the updates in relation to Risk 1 (potential government cuts to higher education funding) and Risk 2 (on the sustainability of the SHL). In relation to Risk 2, it was noted that the work of the Collegiate Council SHL Financial Sustainability Working Group was ongoing (see also BTM 3327 above), and that, in line with the requirements of the budgetary cycle, it was proposed to recommend to the Collegiate Council that the existing funding arrangements should continue for a further year to enable the Working Group to complete its work and to make recommendations.

BTMM 3347-48 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Amendments to Ordinances

3349 The Board considered a report on proposed amendments to Ordinances 6 and 25 (BT987).

3350 **AGREED**

To approve the amendments to Ordinances 6 and 25, as set out in Document BT987.

Unconfirmed Minutes of the Collegiate Council Meeting on 11 December 2015

3351 The Board noted the Unconfirmed Minutes of the Collegiate Council meeting held on 11 December 2015 (BT988, Confidential).

Action Taken Under Delegated Authority

3352 The Board noted action taken under delegated authority, as set out in Document BT989 (Confidential).

Dates of Future Meetings

3353 Members noted the dates of future meetings of the Board as follows (all meetings to commence at 4.00 pm):

2015-16

Wednesday, 18 May 2016

Wednesday, 13 July 2016

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