

Council

18 November 2021



Actions

Action	Minute ref.	Responsible	Date
Inclusion KPI's: Students, Education and Research Committee to receive a report on the interventions and actions to address the Inclusion, Black and White gap.	21/280	JK	To SER
Risk Appetite: Council to consider and agree a shared understanding of the risk appetite at a future meeting.	21/292	MW	July 2022
SU to return to a later meeting to give an update on digital learning	21/213	SU	May 2022
Racism and harassment: to provide further updates on the progress with the development of an inclusive College culture with zero tolerance of racism.	21/85	JH-E	May 2022
Audit Risk and Compliance Committee: Audit Committee to provide a report to Council addressing the risks around technology and cyber security.	21/39	BV	May 2022

Action from current meeting

~~Action completed since last meeting~~

Council

18 November 2021

11.00-12.30 at Cumberland Lodge



M21/257-M21/320

Minutes

Present:	Dame Margaret Hodge (Chair)	Ms Sarah King
	Dr Donna Brown	Professor Paul Layzell
	Mr Simon Davis	Mr Gerry O'Hagan
	Ms Ann Ewing (Vice Chair)	Mr Nick Perryman (Vice Chair)
	Professor Michael Farthing	Mr David Walker
	Mrs Christine Goodyear	Ms Henriette Warwick
	Mr John Gregory	Mr David Williams
	Ms Maia Jarvis	Mr Ian Wilson
Apologies	Professor Bob Fitzgerald	Mr Balram Veliath
	Mrs Chris Shoukry	Mr Peter Saraga (Co-opted)
Secretary:	Dr David Ashton	Deputy Principal (Operations) and Secretary to Council
In attendance:	Professor Ken Badcock	Deputy Principal (Academic) and Senior Vice Principal (Academic Strategy & Research)
	Professor Tracy Bhamra	Senior Vice Principal (Student and Staff Experience)
	Professor James Knowles	Senior Vice Principal (Education)
	Mrs Mary White	Chief Financial Officer
Observers:	Mr Martin Albrecht	UCU Observer
Clerk:	Mrs Hazel Jessop	Deputy Secretary to Council (Secondary minutes)
	Mrs Pauline Martin	Executive Officer for Council, Minutes

1. WELCOME AND APOLOGIES

NOTED apologies received from Professor Bob Fitzgerald, Mr Peter Saraga, Mrs Chris Shoukry and Mr Balram Veliath. Mr Simon Davis, elected professional services, staff member of Council was welcomed to his first meeting. 21/257

2. DECLARATION OF INTERESTS

There were no declarations of interest for agenda items. 21/258

3. MINUTES OF THE PREVIOUS MEETING

	APPROVED the actions and minutes of the meeting held on 7 October 2021 (M21/201 – 21/256)	21/259
4.	MATTERS ARISING	
	There were no matters arising.	21/260
5.	UN-STARRING OF ITEMS	
	No items were unstarred.	21/261
 MAJOR BUSINESS		
6.	PRINCIPAL'S UPDATE	
	NOTED the report from the Principal which addressed changes in the higher education environment, NOTING,	21/262
	<ul style="list-style-type: none"> • The appointment of the new Secretary of State for Education and the change in approach to policy implementation • The ongoing consultation on the Comprehensive Spending Review for Education. • The anticipated announcement of the appointment of a new OfS Director, likely to be the head of a large Academy Trust. 	
	NOTED the emerging change in style and approach and change in priorities, which were consistent with the College Strategic plan focus on London, employability and progression:	21/263
	<ul style="list-style-type: none"> • Changing priorities for access and participation and the role played by universities. The expectation of high quality participation, ensuring that those who start a degree course are able to complete it, which is seen as an issue particularly for lower tariff institutions • An emphasis on achieving a positive impact on the institution's local community from widening access. 	
	NOTED the College Strategic plan was consistent with the emerging priorities in research and innovation, the commitment of £22bn in science funding in the Autumn Statement which may be aligned to the levelling up agenda with a white paper expected in December.	21/264
	NOTED the UCU trade dispute with 3 days of strike action and action short of a strike from 1 December 2021.	21/265
7.	COLLEGE STRATEGY	
7.1	RECEIVED the PWC due diligence report for the proposed merger with St George's, University of London and the progress of the project was DISCUSSED.	21/266
	AGREED to proceed at a pace that meets the needs of both parties and to continue Council's discussion at the meeting scheduled for Tuesday 14 December 2021.	21/267
7.2	NOTED the Annual Report on Pillar 3 Implementation – Challenge-Led Research NOTING the steps to implement Pillar 3 of the three year strategic plan with the goal of achieving an uplift in research income and impact from research.	21/268
	NOTED progress underway in establishing the organisation for research, reviewing HR processes relevant to research and increasing engagement with funding bodies.	21/269

	NOTED that the initial step of all catalysts being operational had been achieved with good leadership and good staff engagement. Efforts had been focussed on redirecting and aligning support staff to the catalysts in order to capitalise on the opportunities.	21/270
	NOTED that increasing bid and partnerships was aimed and a goal of winning three £1m+ grants per year consistently, compared to the two per year historically achieved.	21/271
	NOTED strong early performance in turning partnerships into strategic partners and positioning for bids, exploiting opportunities from catalysts by developing networks and building capability for partnering connected with academic activities.	21/272
	DISCUSSED that there was strong early activity and AGREED that a good framework was in place but there was still a need to build more momentum, with strong leadership and by sufficient resources were available.	21/273
	DISCUSSED whether more resources were needed, for example from the private sector, to help build capability in the catalysts and start to deliver impact, was insufficient bid resource limiting the submission of bids?	21/274
	NOTED there was a framework now in place to achieve the goal and key priorities would be fully supported for example the niche already in Quantum.	21/275
7.3	RECEIVED an oral update report of the Environmental Sustainability Strategy, NOTING, that a meeting had been held with the three members of Council and progress was being made.	21/276
	NOTED that Finance Committee would receive the detailed costings before the Strategy is considered again at the February meeting of Council.	21/277
7.4	NOTED the KPI monitoring report and that the first significant update of these KPI's would be made in December 2021. Comments on the format of the report were noted for future consideration.	21/278
	DISCUSSED the inclusion KPI's with particular reference to lack of movement in the Inclusion, Black and White gap.	21/279
	NOTED that a priority project was underway already investigating Black and White gap, reasons for the lack of movement and possible interventions to address it. Reports on the actions would be made to Council via the Students, Education and Research Committee.	21/280
8.	REGULATORY and COMPLIANCE	
8.1	Prevent Duty	
	RECEIVED the annual report on compliance with the Prevent Duty, and data return, for the annual accountability statement to the Office for Students and NOTED that there were no reported cases in the previous twelve months.	21/281
	NOTED that training is provided to student facing staff in the Academy and Professional Services and 100 staff had received training or refreshed training during the year.	21/282
	APPROVED the annual report on compliance with the Prevent Duty and AGREED the signing of the Annual Accountability Statement for return to the OfS	21/283
8.2	Audit, Risk & Compliance Committee	

	RECEIVED the annual report from the committee covering the period 1 August 2020 to 31 July 2021 and including scrutiny of the Financial Statements in November 2021.	21/284
	NOTED that, at its meeting on 8 November 2021, the committee discussed a letter from the external auditor regarding one outstanding audit issue. This was now resolved and with written confirmation received from the external auditor.	21/285
	NOTED that the internal auditor was able to provide reasonable assurance that the College had an adequate and effective system of governance and internal control for the year ending 31 July 2021, except for in areas where Limited Assurance was provided. The internal auditor provided limited assurance that the College had an adequate and effective system of risk management.	21/286
	NOTED that there were three limited assurance reports out of seven internal audit assignments and a process was in place to focus on the completion of outstanding actions on the risk management audit, which would be embedded in the annual planning process.	21/287
	NOTED the co-option to the committee of a cyber-security specialist who was working with the CIO to progress actions in the Cyber Security – Office 365 internal audit report.	21/288
	NOTED that tendering for the external and internal audit contracts would be held this year.	21/289
	DISCUSSED the limited assurance on the risk management framework and that ARCC would continue to monitor progress on outstanding actions with a view to moving to reasonable assurance for the next annual report to Council.	21/290
	NOTED the limited assurance on the internal audit report on health & safety was an area of concern and was due to resourcing and staff turnover. The risk assessment and action management plan for legionella, which became overdue in September 2021, had been satisfactorily completed and was in process of being written up.	21/291
	REQUIRED for Council to consider and agree a shared understanding of the risk appetite at a future meeting.	21/292
9.	FINANCE	
9.1	RECEIVED the 2021/22 College budget and the changes from the interim budget. The final budget was recommended to Council for approval by the Finance Committee following its review at the meeting on 28 October 2021.	21/293
	DISCUSSED the assumption of staff vacancy savings of 3% (£1.0m) for professional services and NOTED that this related to savings made through natural staff turnover throughout the year and represented a natural delay in replacement of staff. NOTED that turnover savings had been 6% and were now reduced to 3% in the budget.	21/294
	NOTED that following the vacation of Rusham Park by all tenants the site no longer fitted the accounting definition of investment property and was revalued as land and buildings at 31 December 2020 on an existing use basis.	21/295
	NOTED Chair's action taken for the demolition of the Rusham Park site as agreed by Council at the July 2021 meeting (M21/171- 21/172). The final cost at £3m + vat was below the £5m agreed for Chair's action.	21/296

	NOTED completion of the USS valuation and the £50m liability in the final budget will be £90-£100m in this year's accounts on the basis of the College commitment to contributing to the USS recovery plan.	21/297
	APPROVED the final 2021/22 College budget.	21/298
9.2	RECEIVED the going concern assessment, key assumptions, key financial sustainability risks and mitigations. Council is required to evaluate and agree, at the time of signing the financial accounts, a statement that the College is able to continue as a going concern for at least 12 months from the date of signature of the financial statements.	21/299
	NOTED that the 2020/21 College consolidated financial statements had received an unqualified audit opinion from the external auditors, BDO, and were also reviewed by the Finance Committee at its meeting on 28 October 2021 and by Audit, Risk and Compliance Committee on 8 November 2021. No significant matters had arisen subsequent to those meetings.	21/300
	AGREED that the statement "there are no material uncertainties that may cast significant doubt about the College's ability to continue as a going concern" should be included in the Representation Letter from Council to the College Auditors and signed by the Chair of Council.	21/301
9.3	RECEIVED the consolidated Financial Statements 2021/21 audited by BDO and which received unqualified audit opinion.	21/302
	NOTED the financial statements were considered at meetings of Finance Committee and Audit, Risk and Compliance Committee. Both committees recommended them to Council for approval and signing, along with the letter of representation.	21/303
	NOTED the financial statements of Royal Holloway Enterprise Ltd (RHE Ltd) which ceased trading on 31 July 2019.	21/304
	APPROVED for signature the financial statements and letter of representation.	21/305
9.4	NOTED the current year financial report to the end of September 2021 which showed an £18.7m operating deficit compared to a £21.2m operating deficit interim budget to date.	21/306
10.	HONORARY AWARDS	
	APPROVED a recommendation from the Strategy & Governance Committee for the award in 2022 of: <ul style="list-style-type: none"> • honorary degrees of the University of London, and • honorary fellowships of the College 	21/307
	NOTED that the names of the individuals proposed for an award were confidential.	21/308

STARRED ITEMS FOR REPORT AND FORMAL APPROVAL

11.* REPORTABLE EVENTS

NOTED report of the possible SGUL merger to the OfS, a reportable event under OfS condition 3(i)

12.* REPORT OF DECISIONS TAKEN BY THE CHAIR OF THE GOVERNING BODY

	There were none.	21/310
13.*	ASSURANCE	
13.1*	Students Education and Research Committee	
	NOTED the College Annual Quality and Standards report 2020/21 and assurance from SER that College is meeting ongoing OfS conditions of registration with regard to quality assurance of degrees awarded in 2020.	21/311
13.2*	Remuneration Committee	
	NOTED the annual report of the committee providing assurance that the committee has discharged its responsibilities as required by the CUC Higher Education Remuneration Code.	21/312
13.3*	Modern Slavery Statement	
	APPROVED the annual Modern Slavery Statement.	21/313
14.*	ACADEMIC MATTERS	
14.1*	NOTED the Annual report of Academic Board.	21/314
14.2*	APPROVED the Academic Structure 2021/22 and AGREED the update to be made to Council Standing Orders at November 2021.	21/315
15.*	SEALING OF DOCUMENTS	
	29 September 2021: Licence to Underlet, Wellington Pub Co. Plc to RHBNC and Henriette Warwick and Maia Jarvis being trustees of the Student's Union Royal Holloway, University of London.	21/316
	29 September 2021: Under lease of business premises known as the Monkey's Forehead Public House, Egham Hill, Egham, Surrey, between RHBNC and Henriette Warwick and Maia Jarvis, trustees of the Student's Union, Royal Holloway, University of London.	21/317

OTHER MATTERS

16.	OTHER BUSINESS	
17.	Dates of next Council meetings	21/318
	Council meetings for the remainder of the academic year are being planned to be held on Campus, location tbc	
	<ul style="list-style-type: none"> • 17 February 2022, 17:00 • 5 May 2022, 17:00 • 7 July 2022, 17:00 	

THE EXHIBITION BOOK

NOTED the following minutes provided in the Exhibition Book as a separate document:

EB1	ACADEMIC BOARD	
	Final minutes of the meeting 29 June 2021	21/319
EB2	MINUTES OF COUNCIL COMMITTEE MEETINGS	21/320
	Audit, Risk & Compliance Committee 6 September 2021	
	Finance Committee 14 September 2021	

Students, Education and Research Committee 5 October 2021 (*not yet available*)

Strategy & Governance Committee 21 October 2021 (*not yet available*)

People, Staff Development, Reward and Wellbeing Committee 28 October 2021
(*not yet available*)

Finance Committee 28 October 2021 (*not yet available*)

Audit, Risk & Compliance Committee 8 November 2021 (*not yet available*)

The following Committees have not met since the last meeting of Council

Remuneration Committee and Principal's Pay Committee (next meeting 28 April
2022)



Dame Margaret Hodge DBE MP
Chair of Council

Date: 17 February 2022