

M18/87-M18/131

Minutes of the meeting of Council held on Wednesday 25 April 2018 at 5pm in the Large Board Room

Present:	Mr Stephen Cox (Chair) Professor Sarah Ansari Ms Natasha Barrett Ms Ann Ewing Dr Bob Fitzgerald Mrs Christine Goodyear Mr John Gregory Ms Tina Harris Mrs Margaret Jack Ms Denise Keable	Ms Sarah King Professor Paul Layzell Mr Jeremy McIlroy Mr Gerry O'Hagan Mr Nick Perryman Professor Liz Schafer Mr David Spence Mr David Williams Ms Colette Wilson
Apologies:	Ms Chris Shoukry	Ms Emilie Ancelin
In attendance:	Professor Katie Normington Mr Stephen Avery Ms Gill Hemus	Senior Vice-Principal Chief Financial Officer Director of Human Resources (part)
With:	Dr David Ashton Mrs Pauline Martin Mr Doug German	Chief Operating Officer and Secretary to Council Executive Officer for Council, Minutes Executive Policy Assistant, Secondary Minutes

FORMAL BUSINESS

- 1. MINUTES**
APPROVED the minutes of the meeting held on 21 February 2018 (M18/06-M18/86). M18/87
- 2. MATTERS ARISING FROM THE MINUTES**
NOTED an update on room voids for 2018/19 which anticipated full occupancy in George Elliott Halls and across the estate with a further waiting list of year 2 and 'year 3 applicants. Careful management of the allocation of rooms would ensure sufficient availability for clearing applicants where the availability of campus accommodation was a big incentive to acceptance of a place. M18/88

NOTED that with regard to Procure to Pay (M18/37), and the question raised at the last meeting by the Chair of Audit & Compliance Committee, a lot of progress had been made with changing staff working methods to raising purchase orders in advance of purchasing. This would also be a requirement of the new Agresso system. M18/89
- 3. REGISTER OF INTEREST**
NOTED members were invited to indicate if they had a conflict of interest, not previously declared, with an item on this agenda. There were none. M18/90
- 4. UNSTARRING OF ITEMS**
None M18/91

PART A: MAJOR ITEMS OF BUSINESS

5. **SPECIAL RESOLUTION**

RECEIVED the special resolution as circulated to Council 14 days in advance that "In accordance with section 7 of the Royal Holloway and Bedford New College Act 1985 Council agrees that, subject to any alterations that the Privy Council may require, the College Statutes be amended as outlined in this paper." M18/92

NOTED that the minutes of the previous meeting of Council, 21 February 2018, recorded the recruitment process for a new Chair conducted by the Search Working Group in collaboration with Perret Laver. Also NOTED was the agreement made at the special meeting of Council held on 18 January to proceed with the recommended candidate, to the principle of offering an honorarium and to seek the permission of the Privy Council to amend the College Statutes and gain permission of the Charity Commission to pay the Chair. Discussions had been held with the selected candidate, who had agreed that the name could go forward. Council had NOTED the process that was required to be completed to amend the Statute. (M18/16-M18/23) M18/93

NOTED that the Chair of Council thanked the Search Working Group, and especially the Vice Chair of Council who chaired the Group, for their hard work in the recruitment process. The Chair of Council advised of his personal concerns about the intention to change the Statute to allow the College to pay the Chair in future noting the tradition of voluntary service among Council members. The Chair of Council asked for it to be NOTED that his intention was to vote against the change to the Statute. M18/94

NOTED that following the decision of Council at the February meeting the Secretary to Council had pursued the agreed position to seek to change the Statute that would allow the College to remunerate the Chair of Council. The current position was: M18/95

- HEFCE, confirmation received that the amendment would probably not be opposed if recommended by the Charity Commission.
- OfS, informal contact had determined OfS deemed its involvement necessary.
- University of London, had advised the matter was not one on which it needed to opine and there was therefore no opposition.
- Privy Council, informal conversations received informal advice that they would not object to changing the Statute but would refer first to the Charity Commission.
- Charity Commission, had responded that whilst their consent was not required to change the Statutes, further information would be required before it would sanction a payment. This took the form of seven questions which included the duties to be carried out by the Chair, the review mechanisms in place to monitor performance of the Chair and identifying and informing of any risks in making the payment and how the Chair would be managed.

DISCUSSED the factors which pointed in favour of and against remuneration for the position of Chair of Council, including: M18/96

- the increasingly onerous nature of the role
- practice at other Universities
- practice across other not for profit sectors
- any positional value of remuneration or non-remuneration of the post of Chair.

CONSIDERED the proposal to amend the Interpretation of "Independent Member" in Statute 1 by removing "*or remunerated*" such that this would read "means a member of Council who shall not be employed by the College nor be a registered student of the College during their terms of office". M18/97

Council

NOTED that this change would enable Council to remunerate independent members other than the Chair of Council. Council did not wish this to be the case and therefore AGREED that it should add a clear reference to the Chair of Council by adding "subject to Statute 3.14" and retain "or remunerated" to read: M18/98

"Independent Member" means, subject to Statute 3.14, a member who shall not be employed or remunerated by the College nor be a registered student of the College during their terms of office.

AGREED, unanimously, that Council would proceed to put the first step of a special resolution to the meeting with the amendments to the Statute as proposed at this meeting. . M18/99

CONSIDERED to put the special resolution as amended. M18/100

CONSIDERED a first special resolution that in accordance with section 7 of the Royal Holloway and Bedford New College Act 1985 Council agrees that, subject to any alterations that the Privy Council may require, the College Statutes be amended. M18/101

To amend Statute 1, Interpretation, to read:

"Independent Member" means, subject to Statute 3.14, a member who shall not be employed or remunerated by the College nor be a registered student of the College during their terms of office.

And to amend Statute 3.14 as in the paper CL/18/26 and to read: M18/102

"The Chair may receive reasonable remuneration from the College for acting as Chair, provided that such payment is approved by a Resolution of Council"

AGREED the first special resolution with 14 votes in favour, 3 against and 2 abstentions. M18/103

6. PRINCIPAL'S REPORT

6.1 RECEIVED a report from the Principal (CL/18/27). M18/104

NOTED improvement in the College ranking in the Complete University Guide from 35th to 28th. M18/105

NOTED that following 14 days of strike action Universities UK and UCU had agreed to undertake joint work on the valuation that underpins the proposed changes to USS. It would be necessary for the panel to report in sufficient time for a way forward for USS reform to be agreed in time for implementation from 1 April 2019 if the scheme was to avoid the imposition of substantial increased costs on employers and scheme members. M18/106

NOTED that measures were in place to mitigate the impact of the recent industrial action by making available funding against incurred costs for students where lectures were cancelled at short notice. M18/107

NOTED the sector continued to face many external challenges. These challenges include the government's review of the funding of tertiary education, the consequence of Brexit, a change in the sector's regulator from HEFCE to OfS, increased transparency in the cost and value of our universities and the need to improve national productivity and social mobility. At the same time, within the College, there were a number internal challenges which included managing our cost base against available income, maintaining levels of investment to deliver excellence, reaffirming our common purpose and goals, and effective and inclusive decision making. These and other M18/108

issues would be addressed in a new strategy to succeed the current 2013-2020 plan and Council would be consulted first and through a series of small group discussions.

NOTED that the College faced a challenging period ahead which would impact on our financial position whilst continuing to seek to be able to finance the aspirations for the institution. M18/109

NOTED that undergraduate student recruitment showed a 2% increase year on year (YoY) with an additional 200+ students already placing College as their first choice (2018, 2000 in total compared to 2017, 1760, the equivalent of a 24.1% conversion rate (22.7%, 2017)) M18/110

CONSIDERED how to discuss at Council meetings: management and staff relations; staff retention and the impact on student experience alongside the other strategic and risk factors often considered at Council. NOTED that "how we organise ourselves" would form part of the strategy review underway. M18/111

6.2 RECEIVED an update on the Gender Pay Gap Report 2018 (published for the first time on 7 March 2018), analysis of the current position and a report of the actions being taken to reduce the gap for future years (CL/18/28). M18/112

NOTED that Royal Holloway had one of the higher pay gaps in the sector with the mean gender pay gap of 27.2% and a median gender pay gap of 33.8%. The Universities and Colleges Employers Association (UCEA) provided mean and median information on 6 April based on information published by 129 HEIs. This showed a mean gap based on mean hourly pay of 15% and a median gap based on median hourly pay of 16% across the sector. M18/113

NOTED that a key issue was considered to be the large number of casual workers, which included students, and that more men than women were in the more highly paid positions. This included, in the senior lecturer grades, a large number of men with long service who were consequently higher up the pay grade scales. M18/114

CONSIDERED the proposed action plan and that there was a significant opportunity to improve the position, considering targets for promotion and actions with the aim of encouraging women to put themselves forward. M18/115

REQUIRED to set achievable targets and timescales to reduce the gender pay gap to under 5% and to provide an update of the action plan to Council at the July meeting. M18/116

7. **STUDENT CONDUCT REGULATIONS**

CONSIDERED the role of Council in the disciplinary process and APPROVED the Student Conduct Regulations (CL/18/29) 2018 which removed Council's responsibility at the appeal stage of the internal College disciplinary procedures. M18/117

8. **THE OFFICE FOR STUDENTS**

APPROVED the registration documents for the Office for Students (CL/18/30). M18/118

9. **AUDIT**

RECEIVED an oral report on the outcome of the internal audit tender process from the Chair of the Audit & Compliance Committee. M18/119

NOTED that that the procurement process followed had been the Government model for an institution of this size and type. The moderation meeting had completed its work and the contract would be awarded in May 2018. M18/120

PART B: ITEMS FOR REPORT AND FORMAL APPROVAL

10. * **ANNOUNCEMENTS**
None M18/121
11. * **REPORT OF DECISIONS TAKEN BY THE CHAIRMAN**
None M18/122
12. * **REPORT OF DECISIONS TAKEN BY CIRCULATION**
None M18/123
13. * **PREVENT DUTY**
NOTED the outcome of Prevent Duty annual reporting (CL/18/31). M18/124
14. * **POLICIES**
APPROVED the revised Student Complaints Policy (CL/18/32). M18/125
15. * **ESTATES PROJECTS**
NOTED the update on estates projects (CL/18/33). M18/126
16. * **RECEIVED THE FOLLOWING MINUTES (CL/18/34)** M18/127
Health & Safety Assurance Committee 2 October 2017
Equality & Diversity Committee 19 October 2017
Council Executive Committee 30 January 2018
Audit & Compliance Committee 5 February 2018
Finance Committee 8 February 2018
Capital Projects Assurance Committee 8 February 2018
Health & Safety Assurance Committee 7 March 2018 (minutes not yet available)
Finance Committee 22 March 2018 (minutes not yet available)
Equality & Diversity 23 April 2018 (minutes not yet available)
Council Executive Committee 25 April 2018 (minutes not yet available)
Remuneration Committee 25 April 2018 (minutes not yet available)
17. **NOTED THAT THE FOLLOWING COMMITTEES HAVE NOT MET SINCE THE LAST MEETING OF COUNCIL** M18/128
Council Academic Quality Assurance Committee
Capital Projects Assurance Committee
Audit & Compliance Committee
18. * **SEALING OF DOCUMENTS** M18/129
5 March 2018: Deed of Warranty relating to the new Electronic Engineering Building at Royal Holloway's Campus, Egham, Surrey. Between RHBNC and Piggott and Whitfield Ltd.
8 March 2018: Intermediate Building Contract with Contractor's design in relation to refurbishment and conversion of Founder's Library x2
15 March 2018: Rusham Car Park works 2018, JCT Contract x2
19. **OTHER BUSINESS**
NOTED that Council would in future receive minutes of the Joint Negotiating Committee. M18/130

20. **DATE OF THE NEXT MEETING**

Wednesday 6 June 2018 Special Resolution meeting midday followed by a buffet lunch.

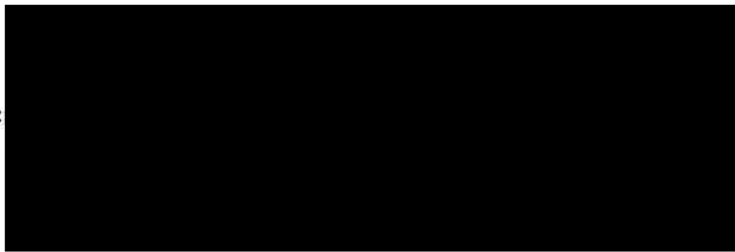
M18/131

Wednesday 4 July 2018:

2-3pm A briefing from Professor Binna Kandola on "Unconscious Bias" followed by a tour of the Science Building.

Council meeting at 5pm.

Signed:



Mr Stephen Cox CVO
Chair of Council

Date

4/July/2018

