

Council

Minutes

20 November 2018

Present: Mr M Draper (Chair)
Mr A Bicknell
Mr D Carter
Professor J Friedland
Professor S Harding
Professor J Higham (Principal)
Mr Josh Joshi
Mrs G Norton
Dr A O'Brien
Mr D Reid
Ms S Rimmer
Professor J Saffell
Ms C Swarbrick
Mr E Wooldridge
Dr S Jackson

In attendance: Ms N Arnold, Director of Finance
Mr D Bannister, Director of Estates and Facilities
Ms S Marshall, Deputy Director of GLAS
Mr P Ratcliffe, Chief Operating Officer
Ms S Trubshaw, Clerk to Council & Director of GLAS
Ms J Winters, Acting Director of Human Resources

Apologies for absence were received from Professor D Bowman, Mr O Hajazi, Dr J Hammond, Mr K Morrison and Professor S Spier

27. Remarks from the Chair

Reported:

That the Chair noted that the SU Constitution was currently under review. The SU President was aware that Council had asked for regular updates on progress.

The Chair also thanked members of Council, in particular Ms Sue Rimmer, Deputy Chair of Council, for their assistance with student appeals arising from the various student procedures. This assistance was greatly appreciated by the Chair.

28. Minutes

Received and considered:

Minutes of the Meeting held on 16 October 2018.

Paper Council/2/A

29. Matters arising from the Minutes

(i) Minute 15: Health and Safety

Reported:

That, at the last meeting of Council, held on 16 October 2018, a further report on the HSE Inspection had been requested. Since the inspection, SGUL had not

heard from the HSE, so it was not yet clear whether SGUL would receive advice, an improvement notice, or a more serious notification.

It was noted that an action plan had been developed to address the issues raised by the Inspector in their oral report following the inspection. Additionally, SGUL was also reviewing the operation of the Safety, Health and Environment (SHE) Office to ensure that it was fit for purpose and had the appropriate structure in place. A Health and Safety Audit had also been undertaken as part of the Internal Audit Plan in 2016-2017 on Health and Safety and Waste Management, which had also flagged up a number of issues with the operation of the office at that time.

Action: Director of Estates/Chief Operating Officer

(ii) Minute 16: Estates Report

Received:

A report with regard to the removal of the cladding from Horton Halls.

Reported:

That it was noted that UMAL, SGUL's insurers had requested that the cladding be removed from Horton Halls. It had been felt that there was a lack of understanding by UMAL and as a result there had been further discussions between SGUL and UMAL regarding the procedures and systems that would be put in place within Horton Halls, which did not include removal of the cladding. On the basis of these discussions, UMAL had provided written confirmation that they would continue to provide insurance cover based on SGUL's proposals. In addition to the procedures and systems currently in place, SGUL would also carry out alteration works to increase the number of exits to Blocks C and D.

Action: Director of Estates

Paper Council/2/B

30. Principal's Report

Received:

A report from the Principal.

Brexit

Leaving the EU would have an impact on recruitment of staff and students, the continuation of EU research funding, and on student exchange programmes such as ERASMUS. It was difficult to plan for these situations at this stage without knowing the details of the withdrawal agreement.

Student Finance

The rumoured proposals for the reduction in student fees, or changes to the student fee regime were difficult to assess, until more details were known. It was felt that there would not be any decisions until the outcome of the Augar Review of post-18 education had been completed.

Paper Council/2/C

31. University Title

Received and considered:

The Special Resolution circulated to members of Council at least 21 days in advance of the meeting in accordance with the Scheme and Statutes.

Reported:

That currently SGUL was a college of the University of London. The University of London (UoL) was sponsoring legislation to allow the colleges within the UoL to become universities in their own right, in other words to be permitted to hold University Title. The legislation was currently working its way through parliament, and it was hoped that it would receive Royal Assent before the end of the calendar year. If so SGUL, and the other colleges, who were applying for University Title, wanted to be in a position to complete the application process as quickly as possible following the University of London Bill becoming law. To this end, SGUL had revised its Scheme and Statutes to accommodate the changes required as part of the process, and had also taken the opportunity to make some minor administrative amendments at the same time. It was noted that advice had been received from the Privy Council with regard to the amendments.

Following the achievement of University Title, there would be a number of other issues to consider in the future, including remaining within UoL, and also possibly changing the name of the Institution.

Council was asked to vote on two sets of amendments, those that were required for the acquisition of University Title, and those that were required for other purposes. It was noted that the quorum required for passing a Special Resolution, as currently set out in the Standing Orders of Council, had been met, namely at least nine members of Council were in attendance, of which five were independent members.

The Special Resolutions:

ST GEORGE'S, UNIVERSITY OF LONDON
("SGUL")

SPECIAL RESOLUTIONS

1. THAT the Scheme and Statutes of SGUL be amended by adopting and incorporating the changes shown in blue type in the proposed version of the Scheme and Statutes circulated with the notice of Special Resolution.
2. THAT, subject to and conditional upon:
 - (1) the legislation allowing SGUL to acquire university title in a form reasonably acceptable to the Council of SGUL having received Royal Assent;
 - (2) all necessary approvals from the Collegiate Council of the University of London having been obtained to allow SGUL to acquire university title;
 - (3) all necessary approvals from the Privy Council and/or the Department for Education having been obtained to allow SGUL to acquire university title;
 - (4) such amendments as may, in the reasonable opinion of the Chair of Council, be necessary to facilitate the satisfaction of conditions (1) to (3) above; and

provided that each of the conditions set out in paragraphs (1) – (4) above shall have been satisfied by no later than 31 December 2019,

the Scheme and Statutes of SGUL be further amended by adopting and incorporating the changes shown in red type in the proposed version of the Scheme and Statutes circulated with the notice of Special Resolution.

25 October 2018

Agreed:

That the Special Resolutions were approved, subject to the conditions set out above.

Action: Clerk to Council & Director of GLAS/Deputy Director of GLAS

Paper Council/2/D

32. Effectiveness Review of Council

Received and considered:

A report following the effectiveness review conducted by Ms Maureen Boylan.

Reported:

That Ms Maureen Boylan thanked Council members for engaging with the effectiveness review of Council. It was noted that all independent members of Council had responded to the questionnaire and it had been thoughtfully completed. This had been followed up by one to one meetings, together with a desk-top review of the Council minutes. The Chair noted that a key point emanating from the report was the enthusiasm of Council members to be more involved with SGUL.

The following points were noted:

- (a) That the Finance Committee had recently undertaken a review of its own effectiveness. The Effectiveness Review had noted that the scope of the Finance Committee was quite broad, and as well as reviewing financial issues it had been receiving detailed reports on matters that underpinned the figures, which had helped to understand the finances of SGUL more fully. It was suggested that some of this work might be of interest to Council. It was felt that additional reporting from Finance Committee would be helpful when it informed any strategic decisions considered by Council, but repeating the FC agenda at Council should be avoided.
- (b) That the recommendation on 'light touch dual assurance' was noted. However, it was felt that boundaries around non-executive and executive roles would need to be discussed in order to take this recommendation forward. On the other hand there were opportunities for Council members to be more involved with projects within SGUL, where their expertise was valued.
- (c) That HEIs, like most public sector organisations were subject to a high level of compliance, with considerable responsibility falling on the shoulders of governing bodies. However, it was suggested that more discussion on strategy issues would be welcome at Council meetings, and more contribution from the Finance Committee, with its background knowledge and understanding of issues would be helpful to other members of Council.
- (d) That it was not always possible to devote every meeting to strategy. It was noted that once the strategic plan had been agreed for any organisation for a particular timescale, further discussions were often difficult to generate, until the next iteration of the plan was required.
- (e) That it was suggested more time could be given to discussing the 'Student Experience'
- (f) That it had been suggested that a new Council committee should be created which reviewed commercial matters, but this would require further attendance by Council members. Alternatively it was suggested that the Finance Committee could become the 'Finance and General Purposes Committee', for example which would give it a broader remit. The other committees of Council were prescribed either by OfS or by the CUC Governance Code of Practice.
- (g) That it was noted that the Audit Committee remit ranged across all areas of SGUL as a result of the Internal Audit programme, which conducted six or seven in-depth reviews each year. In addition the Audit Committee received the Strategic Risk Register which also presented a useful picture with regard to the activity within SGUL.

Agreed:

- (i) That the Chair of Council would review the Report on Council Effectiveness, taking on board the comments from Council and including consideration of the balance of the agenda between strategy and compliance.
- (ii) That the Chair would present a report to the meeting of Council on 5 February 2019 for further discussion.

Paper Council/2/E

33. Committees of Council

Considered:

- (a) The terms of reference of the Nominations and Honorary Awards Committee.

Paper Council/2/F

- (b) Minor amendments to the Terms of Reference on Audit Committee and Finance Committee, following the recent meetings on 6 November 2019 and 30 October 2019 respectively.

Agreed:

- (i) That the terms of reference for the Nominations and Honorary Awards Committee were approved.
- (ii) That the minor amendments to the Terms of Reference of the Audit Committee and the Finance Committee were approved.

Paper Council/2/G

34. Council and Committee Membership

Considered:

- (i) The appointment of the following members of Council to **Audit Committee** (retrospectively) for a second term of three years from 1 October 2017 to 30 September 2020:

- Ms Catherine Swarbrick
- Ms Sue Rimmer

- (ii) The appointment of an external member of the **Audit Committee** for a second term of one year from 1 October 2018 to 30 September 2019:

- Mr Jack Foster

- (iii) Noted:

That the Terms of Office for Mr Josh Joshi and Mr Damian Reid would run from 1 February 2018 to 30 September 2021, and not until February 2021 as originally reported in the minutes of the meeting of Council held on 6 February 2018. The minutes had been amended to reflect the correct period of office.

Agreed:

That the appointments set out at (i) and (ii) above were approved.

Action: Clerk to Council

35. Audit Committee Report

Received:

A report from the Chair of the Audit Committee of the meeting held on 6 November 2018.

Reported:

- (i) That the Audit Committee had received an anonymised report on cases that had been raised under the Public Disclosure and Whistleblowing Policy. It was noted that in future only the Chair would receive the full report in order to ensure complete anonymity of people raising issues under the Policy. If there were any significant issues these would be reported to the Audit Committee for further discussion and any onward reporting.
- (ii) That the Audit Committee had reviewed the following reports which were required as part of the Annual Accountability:

Annual Accountability Return	Received and recommended for approval
Financial Statements	✓
Audit Findings report from the External Auditors	✓
Audit Committee Annual Report	✓
Letter of Representation	✓

The reports had been recommended for approval by Council. It was noted that the Audit Committee when reviewing the Financial Statements, in particular considered the Auditors' formal opinion, the statement of members responsibilities and the statement of internal control, in accordance with the Office for Students' Accounts Directions.

- (iii) That the Audit Committee had noted the following risks raised under Horizon Scanning, identified by the Risk, Audit and Efficiency Committee:
- USS – potential increase in employer and employee contributions
 - Pay increase dispute with unions and strike action
 - Review of teaching funding methodology (August 2019)
 - Postgraduate NSS
 - Brexit

Paper Council/2/H

36. Finance Committee Report

Reported:

That it was noted in the Letter of Representation (Paper U) there was reference to the Letter of Engagement. It was explained that this was a detailed letter produced by the External Auditors with regard to the provision of External Audit services. There did not appear to be anything in the letter that was not included in the OfS *Terms and conditions of funding for higher education institutions*, and in particular Annex C: Audit Code of Practice. The Audit Committee had received the OfS document: *Terms and conditions of funding*, and had reviewed the Audit Code of Practice in detail, and it remained unchanged from the previous version produced by HEFCE. It was further noted that the Letter of Engagement was a standard letter that Grant Thornton issued to all of its HE clients.

Agreed:

That the Audit Committee would review the Terms of Engagement Letter at its meeting on 13 February 2019.

Action: Clerk to Council

Annual Accountability Return

37. Annual Accountability Return

Received:

- (a) The Annual Accountability Return Guidance from Office for Students (OfS). Paper Council/2/I
- (b) The Annual Accountability Return Approval timetable. Paper Council/2/J
- (c) The Annual Accountability Assurance Framework. Paper Council/2/K

Finance

(i) Annual Financial Statements (Annual Accountability Return)

Reported:

That there was a move towards more integrated reporting within the Financial Statements together with a change of style. It was hoped that the latter would allow the document to be used as a PR and marketing tool.

Approved for submission to OfS:

The Financial Statements for the year ended 31 July 2018.

Paper Council/2/L
Previously Circulated

(ii) Commentary: explanation of significant variances for 2017-2018 between the current and July 2017 submissions. (Annual Accountability Return)

Reported:

That variances between the forecasts and the actual outturn, and any reasons for these variances were noted.

Approved for submission to OfS:

The Commentary explaining significant variances for 2017-2018 between the current and July 2018 submissions.

Paper Council/2/M

Audit

(iii) External Auditors' Report (Annual Accountability Return)

Reported:

That at the time of publication there had been some outstanding items noted within the Audit Findings Report. It was noted that Grant Thornton had reported that they had only lately received a response from BDO (the Kingston University Auditors) regarding the Faculty of Health, Social Care and Education. The Audit Findings report had been discussed in detail at the Audit Committee meeting on 6 November 2018. It was noted that a letter from Mills & Reeve had now been received about matters of legal liability in relation to the potential for claims for compensation from international students. On Page 14 of the report it was noted that there was a £600k credit balance on the student debtor accounts. It was reported that this was the result of international students paying their fees in advance, as this resulted in a 1% discount. It was noted that the reference to a US Federal Loans Review on Page 16, was in relation to US students who wished to access federal loans, and was not a US loan taken out by SGUL.

Approved for submission to OfS:

The Audit Findings Report issued by the External Auditors in respect of the Financial Statements for 2017-18, subject to the satisfactory conclusion of the outstanding matters noted in the report.

Paper Council/2/N

(iv) Internal Auditors' Annual Report (Annual Accountability Return)

Reported:

That it was noted that there were only two overdue recommendations in 2017-2018 at the time of writing the report, both were low priority and had subsequently been cleared to the satisfaction of the Internal Auditors. This was an improvement on previous years, and as a result the Internal Auditors had not qualified their opinion as they had done previously, with regard to the outstanding recommendations.

Approved for submission to OfS:

The Internal Auditors' Annual Report for 2018-18.

Paper Council/2/O

(v) Annual Report from the Audit Committee (Annual Accountability Return)

Reported:

That Council were referred to Page 9 of the Audit Committee Annual Report and to the Opinion of the Audit Committee. It was noted that the Audit Committee based its opinion on the outcome of the Audit Findings Report and the Internal Audit Annual Report, as well as work undertaken during the year.

Approved for submission to OfS:

The Annual Report of the Audit Committee for 2017-18.

Paper Council/2/P

Annual Assurance Return

(vi) Research Integrity Annual Statement 2018

Received:

The Research Integrity Annual Statement 2018 as required in support of the Annual Assurance Return. (Part 1)

Reported:

It was noted that there was no prescription for the Research Integrity Annual Statement, of any guidance on the content.

Agreed:

That the Annual Statement on Research Integrity 2018 was approved.

Paper Council/2/Q

(vii) Academic Quality

Received:

A report and accompanying action plan relating to the continuous improvement of the student academic experience and student outcomes. (Part 2)

Reported:

That the Deputy Principal (Institutional Affairs) and the Director of Quality and Partnerships were thanked for their interesting report. It was noted on Page 12 of the report that a number of period reviews had been deferred from the previous years. There was concern that this had been a result of capacity issues and it was noted that an additional member of staff had been appointed to the Quality and Partnerships Team, however it was not clear that capacity had been the reason for the deferments.

A query was raised with regard to 'grade inflation' and it was noted that this was a metric in the Teaching Excellence Framework, and it was being monitored across the sector. Additionally, the Director of Planning regularly analysed the data and the matter kept under review.

.Paper Council/2/R

(viii) Annual Assurance Return - Annex B (Annual Accountability Return)

Received:

Annex B- Annual Assurance Return.

Approved for submission to OfS:

That on the basis of the Assurance Framework and on the reports received above, Council approved the submission of the Annual Assurance Return to OfS by the Accountable Officer.

Paper Council/2/S

38. Prevent

Reported:

That the OfS no longer required a narrative report as part of the annual prevent monitoring requirements. Instead the OfS required a brief data return and accountability statement, signed by the Chair of Council. The report was intended to provide Council with the necessary assurance to confirm the accountability statement.

It was noted that in 2017-2018 two cases had been referred to the Prevent Lead under the Prevent Policy, and both cases had been reviewed. No concerns about the students had been flagged as an outcome of the review. It was noted that eleven speakers had been approved under the 'Events and External Speaker and Visitor Policy' which were not education or research events.

Agreed:

That the Prevent Accountability and Data Return was approved for submission to OfS.

Paper Council/2/T

39. Letter of Representation

Received:

The Letter of Representation to be sent to the External Auditors on behalf of Council.

Reported:

That the letter of Representation was largely the same as the previous year with the exception of two paragraphs namely on Page 2 Paragraph (vii) and Paragraph (xii). It was noted that there was some overlap between paragraphs and that Paragraph (vii) asked for certain confirmations in relation to pensions.

It was further noted that the Finance Committee had reviewed the pension schemes as far as possible using the BUFDG model for making assumptions. A separate note on the pension schemes had been included in the Financial Statements. In relation to fraud, it was confirmed that there had been no cases of fraud identified and reported in 2017-2018, and all information with regard to fraud had been disclosed. It was noted that the Audit Committee had also considered the Letter of Representation in some detail, following a review by both the Finance Director and the Chair of Council prior to its meeting.

Agreed:

The Letter of Representation to be sent to the External Auditors on behalf of Council was approved.

Paper Council/2/U

40. Value for Money

Received:

The Value for Money Annual Report

Reported:

That the OfS no longer required a Value for Money (VfM) return as part of the Annual Accountability Return. However, it was felt that it was both good practice and good internal governance to produce a report on activity relation to VfM relating to the previous academic year, at the same time as the other annual reports noted above. The report covered the following areas:

- Workforce Developments
- Governance, Policy and Process Reviews
- Education
- Research
- Estates
- Technological Developments
- Financial Performance and Procurement
- Internal Audit
- Value for Money 2018-2019
- Extracts from the Planning Round Documents for 2018-2019

Council members noted the report and felt that it was comprehensive covering a wide range of activity. The report had also been reviewed by the Audit Committee. It was suggested that the inclusion of comparator information would be helpful in considering VfM, although it was noted that SGUL did not have any direct comparators, as it was the only stand-alone undergraduate and postgraduate healthcare sciences higher education institution in the UK. It was suggested that the addition of some numeric data would also be helpful to Council in a future report.

Paper Council/2/V

Matters for Report

41. Finance Committee Minutes

Received:

The minutes of the meeting of Finance Committee held on 31 October 2018.

Paper Council/2/W

42. Chair's Action and Student Cases

Reported:

- i) A Student Appeals Committee had been convened to consider an appeal against the decision of a Discretionary Panel to terminate the registration of a student enrolled on the MBBS programme: The Committee upheld the appeal and determined the student should be permitted a third and final attempt at the assessment;
- ii) One student appeal had been referred to the Chair of Council who determined a Student Appeals Committee should be convened to consider the appeal against the decision of the Discretionary Panel. A second case has been referred to the Deputy Chair (acting on behalf of the Chair);
- iii) A Fitness to Study and Practise Hearing Committee had been convened to consider the case of a student enrolled on the MSc Physician Associate programme and it had been determined that the student should repeat the second year of the programme under specified conditions;
- iv) A student on the BSc Biomedical Science Programme had been considered under the Student Disciplinary Procedure. The student received a formal written admonishment for breaching SGUL regulations on misconduct and a formal written warning.

43. HEFCE and other External Consultations and Submissions

Received:

A report on HEFCE and other external consultations and submissions.

Paper Council/2/X

44. Any Other Business

45. Dates of Meetings

All meetings commence at 2.00 pm in H2.5 and H2.6

Tuesday 5 February 2019

Tuesday 12 March 2019

Friday 3 May 2019 Away Day

Tuesday 2 July 2019

Tuesday 15 October 2019

Tuesday 19 November 2019

ST/18 January 2019