

# Council

## Minutes

5 February 2019

Present: Mr M Draper (Chair)  
Mr A Bicknell  
Professor D Bowman  
Professor J Friedland  
Dr John Hammond  
Professor J Higham (Principal)  
Mr M Hijazi  
Mr J Joshi  
Mr K Morrison  
Mrs G Norton  
Dr A O'Brien  
Mr D Reid  
Ms S Rimmer  
Professor J Saffell  
Professor S Spier  
Ms C Swarbrick  
Mr E Wooldridge

In attendance: Ms N Arnold, Director of Finance  
Professor D Baines, Chair of the Safety Management Committee  
Mr D Bannister, Director of Estates and Facilities  
Ms J Bond, Head of Widening Participation  
Dr R MacLachlan, Associate Dean for Access and Participation  
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, Director of Human Resources

Apologies for absence were received from Mr David Carter, Professor Sian Harding, Dr Sally Jackson and Mrs Gillian Norton.

### 42. Mills & Reeve Seminar

Received:

A presentation from Mills & Reeve on legal matters.

Reported:

### Legal and regulatory framework

- o **SGUL** is an 'exempt' charity, subject to charity law.
- o **Council:**
  - has general responsibility for the administration of the School, for the planning of its work and for the management of its resources
  - Council members are the charity trustees
- o **The Office for Students:**
  - is the 'Principal Regulator' for charity law compliance
  - is the regulatory body for institutions on the Register of English Higher Education Providers under the Higher Education & Research Act 2017
  - is the monitoring authority for Relevant Higher Education Bodies for the Prevent duty under the Counter-Terrorism & Security Act 2015

MILLS & REEVE

## Duties of charity trustees

- ensure carrying out charitable purposes for the public benefit
- comply with governing documents and the law
- act in charity's best interests
- manage resources responsibly
- act with reasonable skill and care
- ensure the charity is accountable

MILLS & REEVE

## Charity Commission guidance Managing a charity's finances CC12

- Effective financial management and control, including
  - recognise when the charity is in financial difficulty
  - review sources of income and planned expenditure
  - review risks and reserves
  - review banking covenants
  - consider options inc. merger or restructuring of activities
  - seek professional advice

MILLS & REEVE

## Office for Students

- Sector level regulation
- Access and participation plans
- Regulation of individual providers
- Conditions of registration
- Public interest governance principles
- Freedom of expression

MILLS & REEVE

## Reportable events

"A reportable event is any event or circumstance that, in the judgment of the OfS, materially affects or could materially affect the provider's legal form or business model, and/or its willingness or ability to comply with its conditions of registration."

- must be reported to OfS – condition F3(i)
- examples – paragraph 494 regulatory framework

MILLS & REEVE

The following points were noted:

- (a) That all independent members of Council were required to be 'fit and proper' persons as a condition of registration

(b) That providers were required to ensure 'Freedom of Expression'.

**43. Declarations of interest**

Reported:

There were no declarations of interest.

**44. Remarks from the Chair**

Reported:

That if there were any suggestions of items for discussion at the meeting of Council on 12 March 2019 they should be sent to the Chair and/or Clerk to Council.

**45. Minutes**

Received and approved:

The minutes of the Meeting held on 20 November 2018.

Reported:

That Dr Rima Makarem was present for the meeting on 20 November 2018.

**Paper Council/3/A**

**46. Matters arising from the Minutes not on the agenda**

(i) Minute 15: Health and Safety Executive

Received and considered:

A report on the Health and Safety Executive (HSE) inspection.

Reported:

That the report had been reviewed by the Executive Board on 29 January 2019. Members of the Executive Board had acknowledged the seriousness of the issues highlighted in the report and the important role of senior managers in addressing issues of Health, Safety and Environment awareness and compliance within SGUL.

It was noted that the Research Committee would be involved in developing a structure for undertaking more regular and effective laboratory checks at a local level. There was a need to ensure that Health and Safety became the responsibility of everyone not just the Safety, Health and Environment Team, and to ensure all necessary training was provided and undertaken.

Additionally it was noted that Professor Deborah Baines, Chair of the Safety Management Committee, had met with Ms Sue Rimmer, Independent Member of Council, regarding Health and Safety reporting to Council. Where possible, suggestions would be fed into the next report to Council on 12 March 2019.

**Action/Chief Operating Officer/Chair of SMC/Institute Directors**

**Paper Council/3/B**

(ii) Minute 37: Deferments of Periodic Review

Reported:

That the deferment of a number of periodic reviews had been the result of external circumstances and had not been the result of a lack of resources.

**47. Report from the Principal**

Received:

A report from the Principal.

Reported:

**Review of Post-18 Education and Funding**

That the Government had commissioned a Review of Post-18 Education and Funding. The review was being chaired by Philip Augur, a leading author and former non-executive Director of the Department for Education. It was noted that there were a number of rumours regarding the recommendations that might be made by the review, this included the suggestion that fees might be reduced to £6,500 to £7,500 with supplements for more expensive programmes. However no funds had been identified to pay the supplements. HEIs were already at a disadvantage as fees had not increased with inflation, so a further reduction in fees, would potentially create a difficult financial picture for most HE providers. It was noted that any recommendation for a reduction in fees would require parliamentary approval

**Brexit**

That key areas of immediate impact of Brexit for SGUL were around staff (both SGUL and NHS) and research grants. EU Staff were being encouraged to register, and SGUL had offered to pay the fee, until this was recently abolished by the Prime Minister. Scenario planning was also taking place in the area of research grants, as anecdotally it appeared that UK PIs were already being asked to relinquish leadership roles on current EU grants.

**Paper Council/3/C**

**48. Report from the Students' Union**

Received:

A report from the Students' Union President.

Reported:

That, in particular, the Students' Union (SU) President noted the appointment to the new permanent support roles, which it was hoped would help with consistency of management within the SU, given that the sabbatical officers changed annually. In addition the President noted that the work that was currently being undertaken would provide an updated core structure, which would allow for an improved handover between sabbaticals. It was noted that compared to other SUs, there were fewer permanent staff within the SU, so the additional posts would be of great benefit.

**Paper Council/3/D**

**49. Council Appointments**

Reported:

That following the Nominations and Honorary Awards Committee meeting on 12 December 2018 the following appointments were recommended for approval:

(a) The reappointment of the following Council Members:

- Mr David Carter
- Professor Sian Harding
- Dr Sally Jackson
- Mr Ewart Wooldridge

Mr Anthony Bicknell and Ms Rima Makarem would be standing down at the end of their current term on 30 September 2019. A recruitment process would be undertaken to fill the vacancies.

- (b) The appointment of Mr Josh Joshi as Treasurer and Chair of the Finance Committee.
- (c) The appointment of Mr David Carter to the new role of Council Student Ambassador.
- (d) The confirmation of the following Honorary Awards:

**Honorary Degrees**

- Suzanne Rastrick, Chief Allied Health Professions Officer, NHS England
- Professor Helen Stokes-Lampard, Chair, Royal College of General Practitioners

**Honorary Fellowship**

- Professor John Camm, Emeritus Professor of Clinical Cardiology

**Agreed:**

- (i) That the appointments (a) – (c) as set out above were approved.
- (ii) That the confirmation of Honorary Awards (d) as set out above were approved.

**50. Effectiveness Review of Council**

Received and considered:

A report from the Chair of Council, in response to the Effectiveness Review of Council.

Reported:

That the following points were noted:

- (a) That it was noted there was an appetite for discussing more strategic matters and the Chair noted that he would be happy to discuss ideas for the next meeting and the Away Day and for any other future meetings.
- (b) That the proposal that papers should have an Executive Summary was endorsed, as this directed focus and indicated the most important matters for consideration by Council.
- (c) That the proposal for a Finance and General Purposes Committee was noted, but there was some concern that matters which were of concern to Council would be, and were being, directed to the Finance Committee.
- (d) That noting point (c) above it had been agreed that there would be a Finance Report to Council, similar to the report provided by Audit Committee. The report should flag up the matters of strategic interest and any issues of concern to be considered by Council.
- (e) That the Finance Committee had a schedule of business and it was suggested that this should be circulated to Council at the start of the session for information.
- (f) That with regard to the issue of 'Dual Assurance', the Chair had indicated his reservations in the paper. The Chair noted that the Executive had been good at drawing on the skills of Council for particular projects and that this would continue, but consideration had to be given to the maintaining the distinction between executive and non-executive responsibilities.
- (g) That the Chair had spent 'A day as a student' and other members of Council expressed an interest in also doing the same. Council members were invited to

contact Professor Jane Saffell, Deputy Principal (Education) to make arrangements.

- (h) That attention was drawn to the Advance HE Programme of Events, and Council Members were invited to contact the Clerk to Council if they wished to attend an event or course. Members were asked to provide feedback to Council if they attended an event or course.

**Agreed:**

That action would be taken in accordance with the foregoing report.

**Action: Chair/Clerk to Council/Deputy Principal (Education)**

**Paper Council/3/E**

**51. Access and Participation Plan**

Received:

- (1) A Presentation from Jess Bond, Head of Widening Participation and Dr Rosie MacLachlan, Associate Dean for Access and Participation

Reported:

- (a) That previously Higher Education Providers who wished to charge a higher fee rate for undergraduate programmes were required to submit annual Access Agreement plans and monitoring returns to the Office for Fair Access (OFFA) for approval. Since April 2018, OFFA's responsibilities had been taken over by the Office for Students (OfS). The SGUL 2017-2018 Access Agreement annual monitoring return (**Paper F**) had been approved by the Principal as the Accountable Officer and returned to the OfS by the deadline of 23 January 2019. It was expected that SGUL would be notified of the outcome by March/April 2019.
- (b) That following the submission and approval of SGUL's application for Registration with the OfS, SGUL had been notified that under Condition A1: Access and Participation Plan it would be subject to enhanced monitoring. SGUL had recognised that its performance in a number of areas of access and participation had fallen short in recent years, both against sector-wide expectations, and against SGUL's own targets. Failure to meet the targets agreed with OfS had now been identified as a significant risk for SGUL.
- (c) That as a result of this risk a number of actions had been identified to mitigate the risk, including the establishment of an Access and Participation Group (APSG), chaired by the Chief Operating Officer. The APSG had developed an action plan for 2018-2019 to assist SGUL in meeting its commitments, and to oversee a project to develop a new long-term strategy for access and participation. This work would inform the development of the new Access and Participation Plan.
- (d) That it was now required, under the Conditions of Registration, that the Governing body should approve the Access and Participation Plan for submission to OfS. The deadline for the 2019 submission was 31 May 2019. It was noted in order to accommodate approval of the Access and Participation Plan by Council, an extra-ordinary meeting would need to be held during the Away Day on 17 May 2019.
- (e) That it was hoped that the new approach to Access and Participation would eventually lift the enhanced monitoring condition noted at (b) above. The guidance had not yet been published for the submission of the Access and Participation Plan, but was expected at the end of February. Current work was being undertaken on the basis of assumptions at this stage. It was expected that there would be set targets to meet, and that HEIs would be able to add their own targets.

- (f) That it was also planned to provide Council with regular monitoring reports throughout the year on progress against targets. Currently consideration was being given to a KPI for Council to assist with the monitoring. It was noted that providing a single KPI to cover Access and Participation was challenging and there were a number of potential options.
- (g) That the current options were:
  - (1) Remove the KPI, as Access and Participation was now a condition of Registration
  - (2) A KPI linked to ensure SGUL met all the Access and Participation targets
  - (3) A KPI on a specific ethnicity attainment gap e.g. BAME vs white students on classified degrees
- (h) That it was suggested that Council should give further consideration to the KPI, when there was clearer picture on targets and data.
- (i) That Council members thanked the Head of Widening Participation and, Associate Dean for Access and Participation for the presentation, which had provided the context for the submission, and the future requirements for an Access and Participation Plan.

**Agreed:**

- (i) That further consideration would be given to the KPI by Council once the data was available
- (ii) That an Extraordinary Meeting of Council would be held on 17 May 2019 at the Council Away Day to approve the Access and Participation Plan.

**Presentation**

- (2) A copy of the Access and Participation return to OfS for 2017-2018.

**Action: Head of Widening Participation/Associate Dean for Access and Participation**

**Paper Council/3/F**

**52. Prevent**

Received and noted:

A paper from the Chief Operating Officer following the receipt of the Prevent Review Meeting: Monitoring Outcome.

Reported:

That there had been a good outcome following the Pilot Prevent Review Meeting in November 2018, with the OfS confirming in its report that SGUL has 'due regard' for the Prevent Duty. It was noted that as a result of taking part in the pilot SGUL would be exempt from the first programme of Prevent Review Meetings commencing in February 2019.

**Paper Council/3/G**

**Governance**

**53. University Title**

Received:

A report on progress towards University Title.

Reported:

That since the meeting of Council on 20 November 2018, the Member Institutes seeking University Title had been notified that the Department for Education (DfE) required a name-change stakeholder consultation to be conducted even though none of the Member Institutes were changing their names at this stage. The consultation documents had been drafted by the University of London and agreed with DfE. The consultation document had been published on the web-site on 4 February 2019, and the consultation letters had been sent out on the same day. The consultation was open until 4 March 2019.

It was noted that the amendments to the Scheme and Statutes agreed by Council at its meeting on 22 November 2018, would be submitted to the Privy Council, the University of London and OfS, once the consultation closed in March. SGUL also had to provide up to date OIA data for 2018 by 31 March 2019 to OfS.

**Action: Clerk to Council**

**Paper Council/3/H**

## Reports

### 54. Finance Report

Received and considered:

- (i) A report from the Finance Committee meeting held on 23 January 2019.

The following points were noted:

- (a) That Finance Committee had reviewed the 2017-2018 TRAC and TRAC-Teaching returns and had approved them for submission to the Office for Students.
- (b) That a report on current and potential commercial activity had been received by the Committee. It was noted that SGUL was earning significant income from a wide range of activities, which was commended by the Finance Committee.
- (c) That a report on the improvements being made to Professional Services had been considered. It had been noted that the successful restructuring of student recruitment and admissions had had an overall positive impact on applications which were currently higher than at the same point last year. Further restructuring was taking place in Finance and Digital Services with both savings and improvements in service anticipated.
- (d) That the management accounts and updated forecast for the period to 30 December 2018 (**Paper J**) were reviewed. The updated forecast was an operating surplus of £772k for the year, being an improvement of £140k over the budgeted operating surplus of £632k. The current year to date surplus was £1,456k due to seasonal variations. It was noted that the operational result did not include unrealised losses on the investment portfolio, which stood at £891k for the year to date.
- (e) That the Joint Strategic Executive Committee (JSEC) which oversees the relationship with Kingston University had agreed that FHSCE should move to a contribution model which would enable financial performance to be measured in the same way as the other Institutes. These changes would be reflected in a revised agreement between the two institutions in due course.
- (f) That the Estates capital programme, including the masterplan was currently on track and on budget. The issue of cladding had also been noted in relation to a recommendation by UMAL, SGUL's insurers, that the cladding should be removed from Horton Halls. Despite approval of



SGUL's improved fire safety precautions negating the requirement to remove the cladding, UMAL appeared unwilling to remove the recommendation from their report. Further representations would be made to UMAL on this matter. The Committee had also received a paper on business rates. It had been noted that changes to the use of space between SGUL and SGFT had resulted in potential uncertainty over the characterisation of the shared space in respect of business rates payable by SGUL and SGFT. SGUL's Internal Auditors had been asked to undertake a review to provide clarity on this matter.

- (g) That the SGUL Students' Union (SU) were forecasting a loss of £984 due to additional costs relating to maternity costs and recruitment of cover for the SU Chief Operating Officer.

**Paper Council/3/I**

- (ii) The Finance Report to December 2018.

**Paper Council/3/J**

**Action: Director of Finance/Director of Estates**

## **55. Human Resources**

Received and considered:

A report from the Director of Human Resources.

Reported:

That the following points were noted:

- (a) That the report on the mentoring programme in relation to Diversity and Inclusion was noted. However, it was suggested that as well as mentoring that consideration should be given to creating a more inclusive environment for BAME staff.
- (b) It was noted that SGUL was currently reviewing the Race Equality Charter Mark and had considered the first steps to achieving the Charter Mark. This included progression and providing opportunities for development, and there were a number of initiatives in train to do this, such as the Thrive programme and other wider initiatives.
- (c) That the inclusion of data was welcomed by Council, who suggested some form of benchmarking would also be helpful. It was noted that trend data would build up over time. It was also noted that staff turnover was currently 18%, but this included 6% of staff who had come to the end of their contracts. The underlying rate of 12% was not considered to be exceptional.
- (d) That it was noted that the data did not include FHSCE staff, whose contracts were managed by KU. It was suggested that it would be helpful to have similar data from KU on FHSCE staff for future reports.

**Action: Director of Human Resources**

**Paper Council/3/K**

## **56. Estates Report**

Received and considered:

A report from the Director of Estates and Facilities.

Reported:

That Professional Services staff had been relocated from the Ground Floor of Hunter Wing and work had commenced on the new lecture theatre. Work would start on Level 6 on 18 February 2019. A Task and Finish Group had been established to consider the design and technical requirements of the teaching spaces on Levels 4 and 5. Additionally an

asbestos survey had been carried out and it had identified asbestos in the ventilation ducts. This would not hold up the current building work.

Paper Council/3/L

**57. Senate Report**

Received and considered:

A report of the meeting of Senate held on 8 November 2018.

Reported:

That the REF Code of Practice for the Research Excellence Framework was being prepared. Opportunities would be provided for staff to comment on the draft Code of Practice and the submission criteria, prior to its finalisation and approval by Senate in June. A new REF KPI had been developed and would be provided for review by Council at the meeting on 12 March 2019.

It was suggested that the Senate Report should include more information on quality matters. It was noted that Council received detailed reports at the November meeting as part of the Annual Accountability Return, supplemented by termly reports from Senate on academic matters, and one-off reports such as that provided by Professor Jane Saffell, Deputy Principal (Education) on the Teaching Excellence Framework. In order to aid Council's understanding of academic quality issues it was suggested that this might be a topic for discussion at the Council Away Day.

**Action: Deputy Principal (Institutional Affairs) – quality issues/Clerk to Senate – Senate Report/Clerk to Council – Away Day Agenda**

Paper Council/3/M

## Matters for Report

**58. Chair's Action**

Reported:

That four cases relating to the *Procedure for Consideration of a Final Discretionary Attempt at an Assessment* had been considered by Sue Rimmer, Deputy Chair of Council, on behalf of the Chair of Council. The Deputy Chair of Council upheld three cases, two of which were referred back to the Discretionary Panel, and the students were permitted a final attempt at their assessments. The third case was referred to a Student Appeal's Committee. The fourth case was turned down and the student has been referred to the Office of the Independent Adjudicator.

That Ms Catherine Swarbrick, on behalf of the Chair of Council, had reviewed a case under the *Procedure for Extending Periods of Registration*. The student was, exceptionally, given leave to appeal against the decision of the Extension of Registration Panel, even though the decision was in the student's favour. The student's appeal has not been upheld and the student has been referred to the Office of the Independent Adjudicator.

**59. HEFCE Letters and Consultations and other External Consultations for Information**

Received:

A report on HEFCE letters and consultations and other external consultations, with responses to date.

Paper Council/3/N

**60. Minutes of Meetings**

Committee	Date of Meeting	
Audit Committee	6 November 2018	s.trubshaw@sgul.ac.uk
Risk Management & Efficiency Committee	30 January 2019	s.durkin@sgul.ac.uk
Finance Committee	23 January 2019	s.marshall@sgul.ac.uk

Committee	Date of Meeting	
Executive Board	29 January 2019	s.marshall@sgul.ac.uk
Senate	8 November 2018	s.marshall@sgul.ac.uk

**61. Any other business**

**Resignation**

Reported:

That Professor Iain McPhee, Dean for International Education, had recently resigned. Council thanked Professor McPhee for all of his work on International matters, and for his detailed reports to Council over the years, and wished him every success in his new role.

**62. Dates of meetings 2019**

All meetings take place in H2.5 and H2.6, Level 2 Hunter Wing at 2.00 pm

Tuesday 12 March 2019  
*Friday 17 May 2019 Away Day*  
 Tuesday 2 July 2019  
 Tuesday 15 October 2019  
 Tuesday 19 November 2019

<b>Proposed Dates for 2019-2020 and 2020-2021 – to be confirmed</b>
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Tuesday 4 February 2020  
 Tuesday 17 March 2020  
**Friday 22 May 2020 (change)**  
 Tuesday 30 June 2020

Tuesday 20 October 2020  
 Tuesday 24 November 2020  
 Tuesday 9 February 2021  
 Tuesday 16 March 2021  
 Friday 5 May 2021  
 Tuesday 29 June 2021

ST/12 February 2019