MINUTES OF THE PROCEEDINGS
at the
Fortieth Meeting of the
COUNCIL
of the
IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

The Fortieth Meeting of the Council was held in the Council Room, 170, Queen's Gate at 10:30 a.m. on 11th February 2005, when there were present:

The Lord Kerr of Kinlochard (Chairman), Mr. G. Able, Professor J.N.B. Bell, Dr. E. Buttle, Sir Peter Gershon, Mr. B. Gidoomal, Dr. G.G. Gray, Professor D. Griffiths, Mr. D.P. Hearn, Professor Dame Julia Higgins, Professor S.P.F. Hughes, Dr. J. King, Professor G.H.C. New, Mr. J. Newsum, Professor R.D. Rawlings, Mr. A.D. Roche, Dame Rosemary Spencer, Dr. C.L. Vaughan, Dr. D.J. Wilbraham, Sir Peter Williams, the Rector, the Deputy Rector and the President of the ICU, together with the Clerk to the Court and Council.

In attendance: The Academic Registrar, the Chief Finance Officer, the Director of Estates, the Director of Human Resources, the Director of ICT, the Director of Project Management & Communications, the Director of Strategy & Planning, the Pro-Rector for Development & Corporate Affairs, the Imperial College Union Observer and the Assistant Clerk to the Court and Council.

Apologies: Professor M. Green, Professor C. Kennard, Dr. B.G. Smith and Professor S.K. Smith.

INTRODUCTION

The Chairman, the Lord Kerr of Kinlochard, whose first meeting of the Council this was, thanked the Council for the honour it had done him in appointing him as Chairman. It was, he said, a great privilege to be associated with Imperial College, an institution which had a great respect for its past and for its tradition of academic excellence, whilst at the same time looking forward to the future. The Chairman then thanked Dr. Buttle for her hard work on behalf of the College during the nine months in which she had been the acting Chairman. In particular, the Chairman thanked her for conducting the review of the Council’s governance arrangements, a review which would culminate in the creation of a new, slimmed-down Council on 12th February. The Chairman said he was sure that the conclusions she and the Council had reached were correct and that the changes now being implemented would allow the College to move forward and face its challenges in the coming years.

CONGRATULATIONS

On behalf of the Council the Chairman congratulated Professor John Lawton, who had been made KBE in the New Year’s Honours List, and Professor John Burland, who had been made CBE.
MINUTES
Council – 10th December 2004

1. The Minutes of the Thirty-ninth Meeting of the Council, held on 10th December 2004, were taken as read, confirmed and signed.

MATTERS ARISING

Faculty of Life Sciences’ Restructuring (Minute 6)

2. The Deputy Rector, Professor Sir Leszek Borysiewicz, reported that the restructuring of the Faculty of Life Sciences was proceeding satisfactorily and that it currently appeared that it would be possible to resolve matters without the need for compulsory measures.

Paddington Waterside Project (Minute 7)

3. The Deputy Rector reported that the Paddington Waterside proposals were still being considered by the Department of Health, although they had recently been given extra momentum by the positive involvement of Westminster City Council. The Project was, he said, probably unique in that it had now garnered the full support of all the participating Primary Care Trusts and all of the local MPs. The Mayor of London was also supporting the scheme. The Deputy Rector then remarked that the Project had been discussed in the House of Commons on the previous evening. During the debate the Minister for Health had commented positively on Imperial's involvement in the Project, but had made it clear that the scheme as a whole was now being reviewed to ensure that it provided value for money. The Minister had also made the important statement that, regardless of the developments at Paddington, Harefield was unlikely to be the site of any future development for the NHS.

4. Mr. Gidoomal asked if these recent developments made it more likely that the Project would succeed. The Deputy Rector said that it was not certain that the scheme would proceed, given the scale of costs involved and recent doubts within the Treasury about the efficacy of PFI schemes. However, there was a need for national centres of excellence such as that proposed at Paddington and, he said, Imperial remained fully committed to the Project and believed that it represented the best solution for concentrating heart and lung specialisms in London. If the scheme was approved, it would provide Imperial with a superb facility.

Tuition Fees and the College Bursary Scheme (Minute 37)

5. The Academic Registrar, Mr. McClure, reminded the Council that, for the College to charge full fees to students from 2006, it would have to lodge an Access Agreement with the Office of Fair Access (OFFA). The Management Board had approved the College’s proposed Access Agreement in December and it had been submitted to OFFA by the deadline of 4th January 2005. The College was now in discussion with OFFA over some of the details of the Agreement. Mr. McClure said that he hoped these discussions would be resolved shortly and that the finalised Agreement could be presented to the Council for information at its next meeting on 1st April.
CHAIRMAN’S BUSINESS

Transition to the Restructured Council (Paper A)

6. The Clerk introduced Paper A and reminded Governors that the transitional arrangements set out in the Paper were the same as those that had been agreed by the Council in October 2004. He was pleased to report that the Privy Council had accepted all of the Council’s proposals and had approved the changes to the Statutes without amendment. The new, smaller Council would therefore come into being on the ‘Effective Date’, which would be 12th February 2005. The Clerk then reminded the Council that the transitional arrangements provided for certain members of the Council to be transferred onto the new body. These were the ex officio members and the three lay members appointed by the Court. As previously agreed, the five senior staff members would be the four Faculty Principals and the Chief Finance Officer, while the elected staff member would be one of the Deans. With regard to this last, the Clerk reported that the Deans had agreed that the first member of the new Council would be Professor Richard Kitney, the Dean for the Faculty of Engineering.

REPORT BY THE REMUNERATION & NOMINATIONS COMMITTEE (PAPER B)

7. The Clerk then introduced Paper B and said that the Remuneration & Nominations Committee had met on 17th January to review a number of issues, the most important of which was to consider which members should be appointed to the vacancies for co-opted external members on the new Council. In doing so, the Committee had agreed to apply the “first in, first out” principle, but had accepted that, in certain cases this should be overridden by operational considerations. Thus it was that the Committee was recommending that Mr. Hearn be appointed to the new Council in order that he could complete the year as the Chairman of the Audit Committee. Similarly, it was recommended that Mr. Roche be asked to join the Audit Committee and, exceptionally, to remain on the Council for a further year after the end of his current term of office because of his health and safety expertise. Finally, he said that the Committee had also been mindful of the need to achieve a reasonable gender and ethnic minority balance on the new Council.

8. Expanding on this last point, the Chairman said that the Committee had recognised that one defect in its proposals to the Council was that the future gender balance of the Council was unsatisfactory. However, he hoped that this would only be a short term issue and he assured members that the Committee would try to address this imbalance at the earliest opportunity. The Chairman went on to say that he was sorry that the application of the “first in first out” rule meant that some very valuable members would be leaving the Council early. On balance, though, he felt that this was the right approach to determining the membership of the new Council.

9. The President of the Imperial College Union, Mr. Arif, said he was concerned that the Chairman’s statements regarding the gender and ethnic balance of the Council might be construed as supportive of positive discrimination. He thought it was important that members of the Council should be appointed on merit, regardless of their gender or ethnic background. The Chairman agreed and confirmed that that was the case. However, the College also had a responsibility to seek nominations from as wide a group of people as possible.
Resolved: (i) That on the formation of the restructured Council the following should be co-opted as members of it:

a. Sir Peter Gershon
b. Mr Ram Gidoomal
c. Mr Jeremy Newsum

(ii) That Mr Donald Hearn should:

a. Be co-opted as a member of the restructured Council on its formation.
b. Remain a member of the Council and Chairman of the Audit Committee until 31 December 2005.

(iii) That Dr George Gray should:

a. Be co-opted as a member of the restructured Council on its formation.
b. Be appointed as a member of the Audit Committee.
c. Assume the chairmanship of that Committee in succession to Mr Hearn with effect from 1 January 2006.

(iv) That Mr Tony Roche should:

a. Be appointed as a member of the Audit Committee.
b. Exceptionally remain a member of the Council for a further year after the completion of his present term of office on 30 September 2005.

PROPOSED AMENDMENTS TO COLLEGE REGULATIONS (PAPER I)

10. As the majority of the proposed amendments to College Regulations were consequential from the changes to the Statutes and the reduction in size of the Council, the Chairman suggested that this item be considered at this point in the Meeting. Introducing Paper I, the Clerk said that, although most of the changes were required to reflect the constitutional changes previously agreed by the Council, the opportunity had been taken also to review the Regulations more generally. A number of other, minor housekeeping changes were therefore being proposed.

11. The Chairman noted that the procedures for the election of staff members to the Court set out in Regulation A3 stated the voting figures should not be published. He asked why this was and stated his view that, unless there was a good reason to withhold these figures, as a matter of principle the voting results should be published. The Clerk suggested that one reason might be that the complexity of results under the single transferable vote system meant that publication of the figures was not straightforward; however, he agreed that it should be possible to provide a suitable explanation to accompany the figures in the future. It was therefore agreed to delete
the sentence “The voting figures shall not be published” from the end of Paragraph 8.e. in Regulation A3.

Resolved: That, subject to the incorporation of the further amendment to Regulation A3 noted above, the amendments to College Regulations A1, A2, A3, A4, A5, A6, A7, A8, A9, A11 and A12, as set out in Paper I, be approved.

RECTOR’S BUSINESS

Staff Matters (Paper C)

12. The Rector formally presented Paper C, which was received for information.

Oral Reports

13. The Rector reminded the Council that one of the College’s major projects was the restructuring of its research administration. A significant part of this was the implementation of a new IT system, Oracle Grants. This system had just ‘gone live’ and was operating successfully thus far. The implementation of this system was, he said, crucial for the College, particularly with the advent of full economic costing for research. He reminded the Council that, from September 2005, the Research Councils would provide 80% of the full costs of the research they funded, but the College would only be able to reap the benefit of this if it had good systems in place to demonstrate what these costs were. This had been a very complex implementation because Oracle Grants had to interface with almost all of the College’s other IT systems and the Rector particularly thanked the staff in Research Services and in the Information and Communications Technology Division for their hard work in making the implementation successful.

14. Moving on, the Rector said that Full Economic Costing (FEC) would also send important signals to industry. At present industrial sponsors would only pay overheads at the same rate as the Research Councils. The Councils were now being required to increase their rates and would eventually move to 100% recovery. It should therefore be possible to use this change to persuade industrial sponsors to increase their rates and eventually to get them also to pay 100% of the costs of research. To this end, he said, Imperial was in discussion with Oxford, Cambridge and UCL about how to approach the main industrial sponsors on this issue.

15. The Rector then reported that the Government had recently announced the next round of Strategic Research Infrastructure Funding (SRIF). The top four research universities (that is, Cambridge, Oxford, Imperial and UCL) had each received in excess of £70M, while the newly merged Manchester University and UMIST had received about £60M. This clearly showed the continued concentration of research funding in just a few, internationally regarded institutions.

16. Continuing, the Rector said that the Quality Assurance Agency would be conducting an Institutional Audit of the College this year. The College had already submitted a self-assessment document to the Agency and a visit was being arranged for later in the year, when the Agency would look in detail at the College’s arrangements for ensuring the quality of its courses. In relation to this, the Rector noted that the Students’ Union had also submitted an assessment document to the Agency as part of the Audit process and he thanked the Union in particular for the high quality of the
submission it had made.

17. Turning to the College’s spin-out companies, the Rector noted that Ceres Power had recently been successfully floated on the stock exchange with a value in excess of £60M. This was excellent news for the staff concerned and also for the College, as it had been able to capitalise on its earlier investments in the Company.

18. Finally, the Rector reported that two Imperial students were planning to ski to the South Pole. In the previous year the same two students had skied across Greenland and they were now planning a much more ambitious project. The College’s Exploration Board had agreed to donate £15K towards the expedition and one of the students was also in receipt of a Winston Churchill scholarship. If they were successful, this would be a major achievement and one that would reflect well on the College.

SENATE REPORT (PAPER D)

19. Introducing Paper D, the Rector drew members’ attention to two items in particular. First, he noted that the Senate had decided to suspend specified undergraduate courses at the Wye Campus for the October 2005 entry onwards. Second, the Faculty of Medicine had decided in future to use the Biomedical Admissions Test (BMAT) as an additional test for applicants for undergraduate medicine. This test was already used by Oxford and Cambridge and was required because of the very large numbers of highly-qualified applicants received by the College each year for a limited number of spaces in medicine.

20. Professor Bell welcomed the Senate’s support for more resources to be provided for the Careers Service as this was a vital service for graduating students.

SOUTHSIDE HALL OF RESIDENCE PROJECT (PAPER E)

21. Before inviting the Director of Estates to present Paper E, the Chairman suggested that, given the brevity of the paperwork provided, Mr. Brooks Wilson should seek to address the following questions in his presentation: How certain were the estimated project costs? How firm was the proposed timetable? And what was the optimum development method?

22. The Rector then reminded the Council that Imperial was a residential university and, as such, should provide good quality student accommodation close to its main campus. The Southside Hall, which housed just under 400 students, had been built in the 1960s and was now in a seriously dilapidated state. In his view, the College had either to close the Hall down and mothball it, or to knock it down and replace it with modern accommodation. As the first was not a serious option, the College had no choice but to replace the Hall. The Chairman agreed and said that the only issue to be considered by the Council was how to replace the building.

23. Introducing Paper E, the Director of Estates, Mr. Brooks Wilson, said that it was intended to supplement the presentation he had made at the end of the previous Council meeting in December 2004. At that stage, it had not been possible to ask the Council to approve the Project as planning consent was still being sought from Westminster City Council. He was therefore pleased to report that, at its meeting on 20 January 2005 Westminster City Council had resolved to grant planning permission subject to certain conditions to be met by the College. In particular, the resolution
had been subject to Imperial entering into a legal agreement under Section 106 of the Town & Country Planning Act 1990. The Section 106 conditions for Southside required the College to address some design issues, to make commitments about the management of the new hall of residence once it was operational and to implement a code of practice for the building’s construction. Mr. Brooks Wilson said that these conditions were not insurmountable and should not affect the overall Project cost. He then expanded on his reasons for believing this was so.

24. He stressed that the Project Team was supported by a fourteen-strong, well-respected professional team including the architects, Kohn Pederson Fox, quantity surveyors, Gleeds, structural engineers, Adams Kara Taylor, project management, Arup, and planning consultants, Gerald Eve. Furthermore, in developing the Project, the College had paid particular attention to risk assessment and management. In 2004 the Project’s quantity surveyors, Gleeds, had prepared a risk analysis report following a series of risk workshops it had conducted with the Project Team. As part of this process the Team had considered the various construction risks associated with the Project and had identified that Section 106 requirements arising from the Planning Application might cause additional costs. A sum of £500K had therefore been included in the Project cost estimates to take account of this potential risk. In fact, £2.2M of the overall budget had been specifically assigned to take account of various risk factors. All of the conditions the College was now required to meet, Mr. Brooks Wilson said, were either covered by the existing budget or were cost-neutral. Furthermore, none of the 30 additional conditions suggested by the Knightsbridge Association would present the College with any particular difficulties.

25. Turning to the Project timetable, Mr. Brooks Wilson said that it was expected that the planning process would be concluded by April, with demolition planned to commence in July. Although this appeared to be extremely tight, he thought that it was achievable. The College was already in consultation with the organizations required to give formal approval, such as English Heritage and the Mayor for London. In most cases the College had already obtained approval in principle from these bodies, subject to Westminster City Council granting planning permission, which it had now done. In these cases therefore, the receipt of formal approval should be relatively quick. The Estates Division was already in discussion with Westminster City Council about the legal agreement required for Section 106 and Mr. Brooks Wilson expected that these discussions would be concluded by the end of March. He anticipated that all the planning issues would be concluded before the beginning of May. He noted that the College had already expended £3.3M on this Project and that the biggest risk associated with this expenditure had been the possible failure to obtain planning permission. As permission had now been granted, this particular risk had to a large extent been ameliorated.

26. Mr. Brooks Wilson then said that the College had decided to tender for contractors through the European Journal – even though it did not have to do so – in order to ensure that it obtained value for money. He reminded the Council that this was a relatively straightforward building as, unlike most of the College’s other projects, it did not contain any laboratories or major mechanical plant. Although the unit cost per room was high, this was due to the standard of accommodation to be supplied, and to the additional requirement that the College provide high quality buildings in a conservation area. Contractors were being asked to provide a fixed-price quote for the building and the College was also proposing to impose significant financial penalties for late completion.

27. Mr. Brooks Wilson went on to say that various options for funding the Project, including PFI, joint ventures and side-by-side arrangements, had been considered.
In reviewing these options, the overriding principles were that the College should retain:

a. Its freehold of the Property.
b. Control over the completed building and the rental costs for students.
c. All of the available accommodation in the completed building for its own use.
d. Control of the development process.

28. Mr. Brooks Wilson went on to say that CBRE, on behalf of the College, had evaluated nine external funding and joint venture proposals and had concluded that none of these provided more competitive market finance terms than the College would be able to attract itself. Furthermore, all of these proposals would have involved the College in relinquishing the freehold on the building and thereby losing an unacceptable degree of control, or using part of the property to provide private flats at commercial rates. The College's view was that, as the main aim was to provide good quality student accommodation as close to the campus as possible, it should not give up the freehold and all of the available space should be used for student accommodation. Consequently, the only option that did not derogate these principles was for the College to fund the Project from its own resources.

29. Mr. Newsum, the Chairman of the College's Property Advisory Committee, said that initially the Committee's members had all been sceptical about the College managing and funding a project of this size itself. However, after considering the proposals in detail and reviewing the other options, the Committee was now satisfied that this was the best option for the College. Timing was critical to the success of the Project. If the College was able to obtain a fixed-price contract with financial penalties for late delivery, this would, he suggested, remove some of the management complexities and he was satisfied that the Estates Division would be able to successfully project manage a contract of this sort. The only remaining issue then was whether the Project could be funded by the College.

30. The Chief Finance Officer, Dr. Knight, said that, if the College funded the Project itself, by October 2007 the College would have a very valuable asset of which it had complete ownership. Any other funding route would mean the College losing control of that asset. As he believed that the College should retain control of its prime assets and as the Estates Division had, in past two years, demonstrated its ability to deliver projects on time and to budget, he agreed that the recommended option was correct. Furthermore, the Project had, for the last two years, been included in the College's income and expenditure forecasts and its cash-flow projections. This showed that the College had the financial capacity to fund the Project itself.

31. Sir Peter Gershon expressed his disappointment that a significant amount of additional information was being presented to the Council orally, when it could, and should, have been included in the Paper circulated to members before the Meeting. Although he thought the current proposal was correct, he was concerned that the presentation of this much additional information with little or no time to consider its implications might compromise members' ability to exercise their responsibilities as Governors. As it would have been difficult to make an informed decision on this Project on the basis of the information provided in the Paper alone, Sir Peter Gershon said it was an important principle that the Council should in future be provided with this level of detailed information before its meetings.
32. The Chairman agreed that Governors should be given all the information they required in order to make sound and well-informed judgements and also so that these reasons could be written into the formal record of the Council’s decisions. However, on this occasion he did not believe that it would be in the College’s best interests to delay a decision on the Project. Having heard the detailed report from the Director of Estates, as well as the additional comments from Mr. Newsum and Dr. Knight, both of whom had had the opportunity to scrutinise the Project in detail, he believed that the Council was now in a position to make a decision on whether to give its approval.

33. Mr. Gidoomal acknowledged that some of the additional information required by the Governors had been included in the presentation made to the Council at its December Meeting. However, this was a major decision for the Council and he agreed that extra details should have been included in the Paper under discussion. In particular, he would have liked to have seen an assessment of the risks and opportunities this Project presented to the College. Mr. Newsum also agreed that more information should be provided to the Council in future. He said that the risks associated with this Project were not insignificant, but the Property Advisory Committee was satisfied that these risks had been properly considered and were covered by the Project budget. To provide additional comfort to the Council, he offered any members who wanted to inspect the full documentation the opportunity to do so with him and the Director of Estates after the Meeting.

34. Mr. Able suggested that, although he believed the College should proceed with this Project, the length of time between the presentation in December, when no decision was taken, and today’s meeting, when a decision was required, had not helped. Mr. Able then asked if the Knightsbridge Association’s conditions were binding on the College. Mr. Brooks Wilson said that their suggested conditions were not binding, but that the College had to consult and reach agreement with Westminster City Council on how it would address the Knightsbridge Association’s concerns.

35. Bringing the discussion to a conclusion, the Chairman reminded members that Mr. Newsum and the Director of Estates had offered to go through the detailed figures with any member who wished to do so. He reiterated that the Project’s timetable was very tight and he did not believe it would be in the College’s interests to defer the decision on it. While the Council would have preferred to be provided with rather more written advance information, the detailed oral presentation by the Director of Estates had remedied the deficiency, and had evoked no opposition to the recommendation that the Project should be approved.

Resolved: That the Southside Hall of Residence Project, as set out in Paper E, be approved with a total further Project cost of £50.6M.

PRIVATE PLACEMENT OF SHARES IN IMPERIAL INNOVATIONS LIMITED (PAPER F)

36. Before inviting the Chief Finance Officer to present Paper F, the Chairman said that Dr. Knight had asked him to clarify two points for members. First, he said, Dr. Knight wished to declare a personal interest in the proposal. As the Chairman of Imperial Innovations Limited (“Innovations”) he was one of the people who would benefit from the proposed remuneration scheme. The Chairman had reviewed the details of the Scheme and they were spelt out in the full documentation available for members’ inspection in the Office of the Clerk. Second, the eventual outcome of the proposals before the Council was likely to be an Initial Public Offering (IPO) in two to three years’ time. Although this would be a successful outcome for both Innovations and
the College, clearly a different situation would obtain after the IPO when the College might no longer have a controlling interest in the Company. Dr. Knight recognised that at that stage it would no longer be appropriate for the College’s Chief Finance Officer also to be the Chairman of Innovations, and would stand down as Innovations’ Chairman. Innovations’ financial advisors, Cazenove, had already been informed of this.

37. Dr. Knight then introduced Paper E and went through the Paper in considerable detail, highlighting in particular that the proposal was in line with the College’s financial strategy to optimize the value of its non-core assets to provide it with freely disposable capital, which could be deployed to the benefit of the academic mission. Moreover, if approved, in the short term the proposal would provide Innovations with at least £10M to invest in future developments; it would also provide Imperial with £10M and would remove from its operating budget the need to commit £2M annually to funding Innovations.

38. Sir Peter Williams welcomed the proposals. He had, he said, been involved with Oxford University’s spin-out companies for fourteen years. The companies there had provided the University with substantial benefits, albeit on an ad hoc basis. Some four years ago, Oxford had been approached by Beeson Gregory with a proposal to exploit the future intellectual property (IP) produced by a single department, Chemistry, for a period of fifteen years. At the time, Sir Peter had opposed the proposal because he believed that negotiating a deal covering just one aspect of the University’s IP in this way would inevitably diminish the value of its remaining portfolio. He felt that his concerns had been confirmed by subsequent events as Oxford had lost control of this primary asset for fifteen years. The proposal now before the Council was very different from that which had been agreed by Oxford and would, he thought, provide the College with better protection for its IP and the optimisation of its value to the College. Although any privatisation had risks, even if Innovations was successfully floated in three years’ time as expected, Imperial would retain control over this process, rather than an external venture capital company being in control and taking the lion’s share of the upside, as had happened at Oxford. For this reason, he supported these proposals.

39. Dr. Wilbraham said that he too supported the proposals as presented, especially as this would provide Innovations with the ability to raise its own finances. However, at the moment Innovations provided considerable support for fledgling companies within the College, support that was vital if they were to develop and thrive. He thought that, as Innovations became more commercially oriented, this relationship could change and it was possible that it might pay more attention to exploiting existing companies rather than nurturing younger ones. He suggested that the College would need to ensure that this changing relationship did not affect its ability to continue to generate new IP and new spin-out ventures.

40. Mr. Able also expressed his strong support for the proposals. However, he suggested that, given Dr. Knight’s acknowledged interest in Innovations, it would have been preferable if either Dr. Maini or the Rector had presented them to the Council. The Chairman said that this suggestion should be borne in mind if and when similar proposals were put to the Council in the future.

41. Dr. Buttle said that the proposals were in keeping with the College’s aim to capitalise on its non-core assets, but she believed that a weakness was the reliance that had to be placed on academics recognising that they would still benefit from exploiting their IP through Innovations even when it was no longer wholly owned by the College. It would be detrimental if they believed that Innovations was simply one of a number of
companies through which they would be able to exploit their IP. The continuing link with the College would therefore be vital to the future success of both Innovations and Imperial.

42. Mr. Hearn asked what the implications of these proposals were for the College’s previous IP agreement with Fleming Family & Partners and Gordon House. He also noted that one of the stated reasons for this initiative was to provide Innovations with access to investment funds. He asked why the College itself could not use its existing endowment funds to invest in Innovations and its spin-out companies. Finally, he asked if Dr. Maini was also included in the incentive scheme, as it was unusual in his experience for College members to be incentivised in this way. The Rector explained that Dr. Maini was a non-executive director on the Innovations Board, would not benefit from the incentive scheme and therefore did not have a declarable interest in these proposals. With regard to Dr. Knight’s interest, the Rector said that, although unusual in the UK, this sort of incentive scheme was quite common in US universities. The Rector also confirmed that the benefits in question would be scrutinised by the College’s Remuneration Committee in the same way as benefits for other members of staff.

43. Sir Peter Gershon said that he, too, supported the proposals; however, he suggested that, when the point was reached that Imperial no longer had a controlling stake in the Company, there might then be a reputational risk for the College in that Innovations would still be trading with Imperial’s name at a time when the College had no control over its actions. For that reason he suggested that the proposal should then come back to the Council for consideration. The Chairman said that it would be right to recognise from the outset that the process now being considered by the Council would lead logically and inexorably to an IPO, but he agreed that the Council should, at that point, address the issue of nomenclature as part of its approval process.

44. Dr. Gray also expressed his strong support for the proposals, but asked what action would be open to Imperial if it was dissatisfied with the Company's handling of IP after the IPO. Dr. Knight said that, if the College was not satisfied with how Innovations was exploiting the IP in an individual case, it retained the right to take the IP back and exploit it itself. Similarly, if Innovations chose not to exploit a piece of IP, the College could make other arrangements to exploit that IP itself. Finally, he reminded Governors that the College also retained a negative control over the Company. Although it could not coerce Innovations into taking a particular course of action, it could stop it taking action which it deemed detrimental to the College. He considered therefore that the College had sufficient control to safeguard its interests.

45. The Rector said that IP was the College’s biggest asset and it had to be used effectively if the College was going to build a significant endowment which would give it freedom of action. Once this endowment was greater than £100M, it would provide Imperial with considerable scope for reinvestment in its facilities and research. This was already understood within College as revenue from IP had previously been re-invested in this way. As an example he cited the money that had come from the agreement with Fleming Family & Partners. This had been distributed to the Faculties and Departments to allow them to invest in research and encourage the establishment of new spin-out companies. Turning to the point raised by Mr. Hearn, the Rector said that the College’s current endowment of £45M was made up of a multitude of donations for such purposes as the endowment of chairs, bursaries and prizes. It was therefore fully committed and could not be used to fund this type of investment in the College. Furthermore, he said, the return from investment in research and spin-out companies could take 5 – 15 years to come to fruition. The
College could not risk tying its funds down for this length of time.

46. Dr. Knight said that the previous agreement with Fleming Family & Partners and Gordon House had been extremely beneficial to the College, not only because of the funding it had supplied, but more importantly, because of the expertise and advice Flemings had given to Innovations. The current proposals built upon the previous agreement. Indeed, Fleming Family & Partners and Gordon House would retain a stake in Innovations and their expertise would still be available to Innovations staff. He then explained that, in conjunction with the proposed Private Placing, arrangements were being entered into in relation to the Imperial FF&P Gordon House LLP (the "LLP") whereby Innovations would acquire from the College its 7.5% interest in the LLP and from FF&P IC 2002 LLP and Gordon House Investor LLP (the "Fleming LLPs") their combined 30% interest in the LLP. As part of these arrangements, a cash payment would be made by the College to the Fleming LLPs and new shares in Innovations would be issued to the Fleming LLPs, some of which would be placed in the Private Placing by Cazenove & Co. Ltd.

47. Turning to Dr. Wilbraham's point about developing new companies, Dr. Knight said that it was crucial for the success of Innovations that new IP continued to be generated. It was therefore in its best interests as a commercial enterprise to nurture and support new and fledgling companies spun-out by the College. The Rector concurred with this, but said that, even if Innovations eventually moved away from that position, it was in the College's interest to continue to spin out companies. If Innovations did not provide this early support, Imperial would have to set up its own structure to provide such first stage assistance. Dr. Maini also agreed, noting that the Tanaka Business School already played a key role in training and developing directors for the spin-out companies and providing additional support, particularly in the early stages of these companies' development.

Resolved: (i) That the Private Placing, as set out in Paper F, be approved and that the College proceed with the same.

(ii) In particular but without prejudice to the generality of the foregoing:

a. That the College proceed with the sale of part of its holding of existing ordinary shares in the capital of Innovations; and

b. That Innovations proceed with the issue of new ordinary shares in the capital of Innovations;

c. In each case for cash to institutional and other investors pursuant to the Private Placing.

FINANCE MANAGEMENT REPORT (PAPER G)

48. Dr. Knight presented Paper G and said that it represented a first step in the redesign of the Finance Management Report. It was intended that eventually this should be a medium for providing important management information, rather than simply a record of historical data. He expected this process to be complete by the year end, with the new style reports being introduced at the beginning of the next academic year.
49. Turning to the Report itself, Dr. Knight reminded the Council that the College was seeking to improve its management of research accounts through the restructuring of Research Services and the introduction of new software, Oracle Grants and InfoEd. As the Rector had noted earlier, the first phase of Oracle Grants had now been implemented successfully. However, this had introduced a further delay in preparing invoices for research sponsors. It was estimated that this would add about £10M to the figure for unbilled research, which at £38M was itself already too high. The Finance Division was now addressing this matter as a priority. Dr. Knight went on to say that the introduction of Oracle Grants and the other changes being made to research administration were also crucial for the introduction of FEC for research projects. As well as providing significant additional income for the College, FEC would also require a fundamental change in the way the College managed its financial resources in the future. Concluding his Report, Dr. Knight remarked that it was likely that the College’s contributions to the SAUL Pension Scheme would have to increase by 2.5%.

50. Mr. Gidoomal noted that £39.2M came from overseas student fees and asked whether there were any risks associated with this, particularly with regard to collection and students not taking up their places. He also asked for more information on the proposed increase in pension contributions and asked if this presented a risk for the College’s future financial position.

51. The Director of Human Resources, Mr. Gosling, said that the College was part of two pension schemes, the Universities Superannuation Scheme (USS) and the SAUL scheme. Most College staff were in USS, which was in a healthy position and presented no immediate risks for the College. The SAUL scheme was offered primarily to clerical staff and, although a good scheme with relatively healthy finances, demographic changes in the higher education sector meant that the SAUL Trustees were reviewing its position and were likely to request an increase of 2.5% from its contributing Colleges. The increase was a concern and Mr. Gosling said that he and Dr. Knight were considering other options as a result.

52. The Academic Registrar, Mr. McClure, said that overseas student numbers had increased by 10% over the past year and now accounted for 26% of the College’s student body. The College required guarantees from these students about the payment of fees and, in some cases, non-refundable deposits. The College was also conservative when budgeting for overseas student income and he therefore felt that this income was reasonably secure.

RESTRUCTURING OF THE DIVISIONS OF NEUROSCIENCES & MENTAL HEALTH AND MEDICINE WITHIN THE FACULTY OF MEDICINE (PAPER H)

53. In the absence of the Principal of the Faculty of Medicine, the Deputy Rector, Professor Sir Leszek Borysiewicz, introduced Paper H. These two medical Divisions were both projecting financial deficits and it was clear that they would need to be restructured if these were to be addressed. It was hoped in both cases that the necessary restructuring could be achieved by voluntary means; however, it was possible that compulsion might be required if the proposed changes could not be implemented voluntarily. The Council was therefore being asked to put the necessary arrangements in place should compulsory measures be required.

Resolved: (i) That, in pursuance of Paragraph 10(2) of the Appendix to the Statutes, this Council considers that it is desirable that there should be a reduction in the academic staff of the Divisions of Neuroscience &
Mental Health and Medicine within the Faculty of Medicine.

(ii) That the Chairman and the Rector be authorised to make appropriate arrangements to nominate the panels from which the Chairman and members of any body required to be established under the terms of the Appendix to the College’s Statutes may be drawn in accordance with the procedure agreed by the former Governing Body at its Meeting on 24 June 1993, as amended by the Council at its Meeting on 17 December 1999.

(iii) That the Chairman be granted delegated authority to give due consideration on behalf of the Council to the outcome of the consultation period ending on 29 April 2005 and any further measures taken by the Faculty of Medicine, as set out in Paragraph 21 of Paper H.

(iv) That, having done so, the Chairman be granted delegated authority to make on behalf of the Council appropriate arrangements, if necessary, to appoint a Redundancy Committee in accordance with the terms of the Appendix to the College’s Statutes and the procedure agreed by the former Governing Body at its Meeting on 24 June 1993, as amended by the Council at its Meeting on 17 December 1999.

(v) That the Chairman be granted delegated authority on behalf of the Council to authorise, if necessary, any such Redundancy Committee to commence its work in accordance with the provisions of Paragraph 11(1) of the Appendix to the Statutes.

CLERK’S BUSINESS

Office of the Independent Adjudicator (Paper J)

54. Introducing Paper J, the Academic Registrar, Mr. McClure, said that all higher education institutions were now required to use the Office of the Independent Adjudicator (OIA) as an independent, external body to which appeals against College decisions could be made. Although such appeals concerning the College had previously been made to the Visitor, this role had now been transferred formally to the OIA. As a result of this change, various amendments were now required to College Regulations.

Resolved: That the amendments to the “Policy and Procedures for the Investigation of Allegations of Scientific Misconduct”, the “Procedures for Dealing with Student Disciplinary Offences”, the “Procedure for Dealing with Complaints by Students”, the “Procedure for the Assessment of Fitness to Practise Medicine” and “Student Withdrawals and Appeals – Procedure for Dealing with Cases of Unsatisfactory Academic Progress”, as set out in Paper J, be approved.

Dates of Council Meetings (Paper K)

55. The Clerk introduced Paper K and noted that, as agreed in October 2004, from next year the Council would move to four meetings each year, the first of which would be an awayday which would concentrate on strategic matters.
Resolved: That the dates for Council Meetings for the years 2005-06 to 2007-08, as set out in Paper K, be approved.

NEXT MEETING

56. The Council noted that its next Meeting would be held on 1st April 2005 and would be followed by the annual Meeting of the Court.

ANY OTHER BUSINESS

Fitness to Practice

57. The Clerk advised the Council that a case had arisen in the Faculty of Medicine which fell to be heard under the College’s Procedures for the Assessment of Fitness to Practice Medicine. Under these procedures, the case would be considered by the Fitness to Practice Medicine Panel, which included a lay member to be appointed by the Council. The Clerk said that Ms. C.L. Chothia, a member of the Court and a former President of the Students’ Union, had agreed to act in this capacity.

Resolved: That Ms. C.L. Chothia be appointed as the lay member of the Fitness to Practice Medicine Panel in accordance with the College’s Procedures for the Assessment of Fitness to Practice Medicine.

Valete

58. The Chairman noted that this was the last meeting of the Council in its current form and, on behalf of the Council, he thanked the following retiring members for the significant contributions they had made to the College and to the work of the Council:

Dr Bruce Gordon Smith.
Dame Rosemary Spencer.
Dr Caroline Vaughan.
Sir Peter Williams.
Professor Malcolm Green.
Professor Rees Rawlings.
Professor Dame Julia Higgins.
Professor Dot Griffiths.
Professor Sean Hughes.
Professor Chris Kennard.
Professor Nigel Bell.
Professor Geoff New.
Final Meeting of the Council.

59. The Chairman went on to say that, as the last meeting of the Council in its current form, this Meeting marked the end of an era. Although the Council was itself a relatively new creation, Governors’ responses to Dr. Buttle’s recent review had shown that they all believed it was time to move on and to reflect the new challenges facing Imperial with a smaller, more business-like governing body. Given the enormous changes the College had seen in the last ten years, he said, it was surprising to reflect that, before 1998, the College’s Governing Body had consisted of as many as 55 members. Indeed, at that time the College had only been able to manage its business through the medium of an ‘Executive Committee’ (essentially a smaller subset of the Governing Body), whose meetings alternated with the larger, formal body. In 1998, when the College merged with the former medical schools, the opportunity had been taken to review the governance structures. As members knew, this had resulted in the creation of the Court and of a Council with a reduced membership of 32. Although that had been just seven years ago, the higher education environment and the College had changed significantly and what was seen as appropriate then, now seemed less than optimally effective. He was sure that the Council’s decision further to reduce its membership to 19, and to clarify the division between governance and management, was correct and that this would enable the College to take full advantage of the opportunities open to it as it developed and moved forward.

60. The Chairman then said that, even to him as an outside observer, it was clear that the College had taken huge steps since 1998 and had consolidated its position as one of the foremost universities in the world. Much of this had been driven by the Rector and by the staff of the College. But, by any measure, he said, the Council had more than played its part and he therefore took this opportunity to thank the retiring members in particular for the very substantial contributions they had made to the College during their time as Governors.
INTRODUCTION

1. At its Meeting on 15 October 2004, the Council approved the recommendations of the Acting Chairman’s review of its governance arrangements, the main one being that the Council should be reduced in size from 32 members to 19. The proposed composition of the restructured Council was set out in draft amendments to the College Statutes as shown at Annex A.

THE APPROVAL PROCESS AND THE EFFECTIVE DATE

2. Although the Council approved these changes in October, they could only take effect once they had been formally approved by the Privy Council. As the date of such approval was outside the College’s control, the amendments to the Statutes included a proposal that the changes would actually come into force on an “Effective Date”, which would be agreed by the College in consultation with the Privy Council Office. This would allow the College a measure of flexibility in planning the transition to the new Council membership.

3. The College’s proposed amendments to the Statutes were approved without alteration by an Order in Council issued on 10th January. This made it possible for the Effective Date to be set as Saturday, 12 February, the day after the present Meeting of the Council.

TRANSITIONAL ARRANGEMENTS

4. The Transitional Arrangements for moving from the present Council to the new structure are set out in a new Appendix 3 to the Statutes. On the Effective Date, all existing Governors cease to be members of the Council, except for the following who all automatically become members of the new Council as shown at Annex A:

   a. The ex officio members (that is, the Rector, the Deputy Rector and the President of the Imperial College Union).

   b. The Chairman and Deputy Chairman (The Lord Kerr and Dr Eileen Buttle).

   c. The external members nominated by the Court from amongst its appointed members (Mr Graham Able, Mr Tony Roche and Dr David Wilbraham).

5. Subject to the Council’s agreement to the proposed amendments to Regulations A4 and A6 later in this Meeting (at Agenda Item 12.1), the five senior staff members will comprise the four Faculty Principals and the College’s Chief Finance Officer, while the elected member of staff will be one of the Deans.

6. This leaves five vacancies for external members, who will be formally co-opted by the new Council at its first meeting on 1 April 2005. At a meeting on 17 January 2005 the Remuneration and Nominations Committee considered potential candidates for these
vacancies and its recommendations for individuals to fill them are contained in the Committee's Report at Agenda Item 4.

K.A.M.
## COMPOSITION OF THE FUTURE COUNCIL

<table>
<thead>
<tr>
<th>Membership</th>
<th>Name</th>
<th>Remarks</th>
</tr>
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<tbody>
<tr>
<td><strong>Chairman</strong></td>
<td>Lord Kerr of Kinlochard</td>
<td></td>
</tr>
<tr>
<td><strong>3 External Members</strong>&lt;br&gt;nominated by the Court&lt;br&gt;from amongst its&lt;br&gt;Appointed Members</td>
<td>Mr G. Able&lt;br&gt;Mr A.D. Roche&lt;br&gt;Mr D.J. Wilbraham</td>
<td></td>
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<tr>
<td><strong>6 External Members,</strong>&lt;br&gt;co-opted by the Council</td>
<td>Deputy Chairman&lt;br&gt;Dr Eileen Buttle&lt;br&gt;Vacancy&lt;br&gt;Vacancy&lt;br&gt;Vacancy&lt;br&gt;Vacancy</td>
<td></td>
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<tr>
<td><strong>Ex Officio</strong></td>
<td>Rector&lt;br&gt;Sir Richard Sykes&lt;br&gt;Deputy Rector&lt;br&gt;Professor Sir Leszek Borysiewicz&lt;br&gt;The President of the Imperial College Union&lt;br&gt;Mr M. Arif</td>
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<tr>
<td><strong>5 Members appointed</strong>&lt;br&gt;from the senior staff of&lt;br&gt;the College in a manner to be&lt;br&gt;prescribed by&lt;br&gt;Regulation so as to&lt;br&gt;reflect the breadth of&lt;br&gt;disciplines and&lt;br&gt;executive responsibility&lt;br&gt;within the College</td>
<td>Principal, Faculty of Engineering&lt;br&gt;Principal, Faculty of Life Sciences&lt;br&gt;Principal, Faculty of Medicine&lt;br&gt;Principal, Faculty of Physical Sciences&lt;br&gt;Chief Finance Officer&lt;br&gt;Dr J.E. King&lt;br&gt;Vacancy&lt;br&gt;Professor S.K. Smith&lt;br&gt;Professor M. Duff from 1 May 05&lt;br&gt;Dr M.P. Knight</td>
<td>Membership subject to the Council’s approval of the proposed amendments to Regulation A4</td>
</tr>
<tr>
<td><strong>1 Elected Member</strong>&lt;br&gt;elected by and from&lt;br&gt;among the full-time&lt;br&gt;academic staff in a manner to be&lt;br&gt;prescribed by&lt;br&gt;Regulation</td>
<td>Dean&lt;br&gt;Professor R.I. Kitney</td>
<td>Subject to the Council’s approval of the proposed amendments to Regulation A6</td>
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A Report by the Chairman

1. The Remuneration & Nominations Committee held its first meeting on 17 January 2005 to consider recommendations to fill the vacancies on the future restructured Council, on the Court and on the Audit Committee.

THE COUNCIL

2. The Committee first considered the five vacancies for co-opted external members on the new Council. It adopted the principle that, in order to maintain a natural and healthy process of change, those who had served longest on the present Council should be least eligible to be co-opted to the future one. It agreed that it was important that such change should take place and that no Governor should feel in any way slighted if, as a result of changing circumstances, he or she was invited to step down before completing two terms of office in order to make way for others with different experience or expertise.

3. The Committee, however, recognised that the ‘first in, first out’ principle could not be applied rigidly since there were other criteria which had to be considered. For example, there was the requirement that the Chairman and three members of the Audit Committee must be external members of the Council and the need to provide continuity in the membership of that Committee. In short, the ‘first in, first out’ principle could not be absolute, but must be open to modification by certain pragmatic considerations, such as the Audit requirement and the ability of particular individuals to attend and contribute to meetings.

4. Bearing these points in mind, the Committee concluded that it was desirable that Mr Donald Hearn should be asked if he would be willing to continue as Chairman of the Audit Committee, at least until the accounts for the present financial year had been audited and approved. The Committee also reluctantly came to the view that, although he was one of those who had most recently joined the Council, Sir Peter Williams should not be co-opted to the future Council. This was because his other commitments made it impossible for him to attend all Council Meetings. Sir Peter had made it clear that this would be the case when he was first invited to become a Governor, but his contribution was considered so valuable that his inability to attend every meeting had been accepted. In future, with a much smaller Council, an ability to attend regularly assumed a rather greater importance. There did not seem to be any way round the problem, short of moving Council meetings to another day in the week.

5. The Committee also recognised that the composition of the new Council should properly reflect the ethnic and gender balance of the College. It was not obvious how this could be improved in the short term while ensuring that the Council had the range of skills and experience it required. However, members agreed to initiate a search for suitable individuals who could be recommended to the Council as future Governors when vacancies occurred.
6. **Recommendation.** Concluding this part of their discussion, the Committee agreed to recommend to the Council that the following should be co-opted as members of the new body:

   a. Sir Peter Gershon
   b. Mr Ram Gidoomal
   c. Dr George Gray
   d. Mr Donald Hearn
   e. Mr Jeremy Newsum

**THE COURT**

7. The Committee discussed the existing vacancies on the Court. It agreed that it would be particularly important to identify high quality candidates to fill the two vacancies for Crown appointees since these would form part of the pool from which successors to Mr Able, Mr Roche and Dr Wilbraham would be drawn when the time came for them to stand down from the Council. The search for these individuals would form part of the process already mentioned at Paragraph 5 above and for the time being no recommendations to fill the vacancies should be made.

8. There were ten vacancies for other appointed Court members, but the Committee noted that the majority of these had occurred because certain appointing bodies consistently failed to nominate representatives to the Court. The Committee agreed that there was little purpose in expending staff effort on such cases.

9. Turning to the composition and future of the Court, the Committee recognised that these were issues which had been deliberately omitted from Dr Buttle’s review of governance in order not to delay the restructuring of the Council. They therefore constituted unfinished business to which the new Council might wish to turn in due course.

**THE AUDIT COMMITTEE**

10. Following Dr Buttle’s review of governance the Council agreed that the Audit Committee’s terms of reference should be amended to include, first, the consideration of the management of Health and Safety within the College and, second, the requirement that its membership should be drawn from the external members of the Council, rather than from the Court as before. This latter change had resulted in the creation of two vacancies on the Committee.

11. The Nominations Committee concluded that at least one of these vacancies should be filled by a person with experience in health and safety management, the obvious candidate being Mr Tony Roche, the former Chairman of the Council’s Health and Safety Audit Committee. The Committee, however, noted that his current term of office as a member of the Council expires on 30 September 2005. Members therefore felt that, if the Council accepted his nomination, it might wish to make use in his case of the latitude within the College’s Statutes to extend a Governor’s term of office in exceptional circumstances.
12. The Nominations Committee also came to the view that, if its recommendations for the composition of the new Council at Paragraph 6 above were accepted, the best candidate to fill the other vacancy on the Audit Committee and to take over from Mr Hearn as its Chairman would be Dr Gray.

13. **Recommendation.** The Committee agreed to recommend to the Council that:

a. Mr Roche should:

   (1) Be appointed as a member of the Audit Committee.

   (2) Exceptionally remain a member of the Council for a further year after the completion of his present term of office on 30 September 2005. (1)

b. Dr Gray should be appointed as a member of the Audit Committee and that he should be nominated to assume the chairmanship of that Committee in succession to Mr Hearn with effect from 1 January 2006. (2)(3)

**DECISION REQUIRED**

14. The Council is invited to consider and, if thought fit, approve the recommendations at Paragraphs 6 and 13 above.

J.O.K.

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1. Mr Roche has informally indicated that, if the Council so wishes, he would be willing to serve as a member of the Audit Committee and for an additional year as Governor.

2. Mr Hearn has informally indicated that, if the Council so wishes, he would be willing to continue as a member of the Council and as Chairman of the Audit Committee until the end of this calendar year.

3. Dr Gray has informally indicated that, if the Council so wishes, he would be willing to serve as a member of the Audit Committee and in due course as its Chairman.
NEW YEAR HONOURS

Professor John Lawton, Visiting Professor in the Department of Biological Sciences, was awarded KBE.

Professor John Burland, Emeritus Professor of Soil Mechanics, was awarded CBE.

FACULTY OF MEDICINE REORGANISATION

Change of Name for the Division of Neuroscience & Psychological Medicine.

The Division of Neuroscience & Psychological Medicine is to be renamed as the Division of Neuroscience & Mental Health with immediate effect. The term Neuroscience and Mental Health reflects more accurately the work of the Division and thus sends appropriate signals both internally and externally. It is also more in line with the nomenclature used by major funders both nationally and internationally.

Reorganisation and Formation of a New Division.

The Faculty's Divisional structure will be reorganised with effect from 1st August 2005. The Division of Paediatrics, Obstetrics & Gynaecology will be disbanded, and its constituent parts split between the Divisions of Medicine and a new Division based on the existing Division of Surgery, Anaesthetics & Intensive Care. Following extensive consultation with the staff involved in the newly forming Division, it has been agreed that the most appropriate name for this new Division is the Division of Surgery, Oncology, Reproduction and Anaesthetics. Whilst strategically driven, these changes are seen as managerial changes, to ensure effective support of the Divisions and their research themes. They are not expected to result in any staff restructuring except in those groups which are already under review for restructuring.

FACULTY OF LIFE SCIENCES - HEADS OF DIVISION

The following have been appointed as Heads of the new Divisions in the Faculty of Life Sciences with effect from 1 January 2005:

Professor John COUCHMAN, Professor of Cell Biology, as Head of the Division of Biomedical Sciences.

Professor Paul FREEMONT, Professor of Structural Biology, as Head of the Division of Molecular Biosciences.
Professor Charles GODFRAY, Professor of Evolutionary Biology, as Head of the Division of Biology.

Professor Murray SELKIRK, Professor of Biochemical Parasitology, as Head of the Division of Cell and Molecular Biology.

These appointments are in addition to that previously announced of Professor Jeff WAAGE as Head of the Division of Environmental Sciences. These five Divisions will now constitute the Faculty of Life Sciences.

PROFESSORS

Professor Nicholas Alexander CUMPSTY FREng, currently Chief Technologist at Rolls-Royce, UK, and previously Professor of Aerothermal Technology at the University of Cambridge, has been appointed to the Chair in Mechanical Engineering in the Department of Mechanical Engineering with effect from 1 February 2005.

READERS

Dr Martyn Gordon BOUTELLE, previously Reader in Biomedical Analysis in the Department of Chemistry at King’s College London, has been appointed as Reader in Biomedical Sensors Engineering in the Department of Bioengineering with effect from 1 December 2004.

Dr Andrew Christopher George PORTER, previously MRC Career Scientist and Head of Gene Targeting Group and Honorary Reader in the MRC Clinical Sciences Centre, Hammersmith Hospital, has been appointed as Reader in Haematology in the Division of Investigative Sciences with effect from 1 December 2004.

VISITING PROFESSORS

Professor John BESSANT, Professor of Innovation Management in the School of Management at Cranfield University, has accepted association as Visiting Professor in the Tanaka Business School with effect from 1 October 2004 for a period of three years.

Dr Chas BOUNTRA, Vice President and Head of Biology at GlaxoSmithKline Research and Development, has accepted appointment as Visiting Professor in the Division of Neurosciences and Psychological Medicine with effect from 1 January 2005 for a period of three years.

Professor Sir Alfred CUSCHIERI FMedSci, Professor of Surgery and Surgical Technology at the Scuola Superiior Sant’Anna di Studi e di Perfezionamento, Pisa, Italy, has accepted association at the College as Visiting Professor in the Division of Surgery, Anaesthetics and Intensive Care with effect from 1 January 2005 for a period of three years.

Dr Chris ELLIOT FREng, Visiting Professor of the Principles of Engineering Design at the University of Bristol, has accepted association with the College as Visiting Professor in the Department of Environmental Science and Technology with effect from 1 November 2004 for a period of three years.
Professor Tor Sverre LANDE, Professor in Microelectronics at the University of Oslo, has accepted appointment as Visiting Professor in the Institute of Biomedical Engineering with effect from 1 December 2004 for a period of three years.

Dr Gordon MACKERRON, Associate Director at National Economic Research Associates (NERA) in Energy Practice, has accepted association with the College as Visiting Professor in the Department of Environmental Science and Technology with effect from 1 November 2004 for a period of three years.

Dr Christopher RAWLINGS, Head of Informatics at Rothamsted Research, Herts., has accepted association as Visiting Professor in the Department of Computing with effect from 1 October 2004 for a period of three years.

Professor Sandra VANDERMERWE, previously Professor of Management in the Tanaka Business School, has accepted association with the College as Visiting Professor in the Business School with effect from 1 January 2005 for a period of three years.

CONFERMENT OF TITLE
The following has been conferred the title of Professor with effect from 1 October 2004:

Professor Nick CHESHIRE, Professor of Vascular Surgery in the Division of Surgery, Anaesthetics and Intensive Care.

The following has been conferred the title of Reader with effect from 1 October 2004:

Dr Timothy COULSON, Reader in Population Biology in the Department of Biological Sciences.

R.B.S.
1. The Minutes of the meetings of the Senate held on 3 November 2004 and 8 December 2004 are attached. The following points are drawn to the attention of the Council for information.

2. **Minute 718 – Suspension of Undergraduate Courses at Wye.** The Senate approved the recommendation of the Science Studies Committee that recruitment onto, and advertisement of, the specified undergraduate courses at Wye would be suspended for the October 2005 entry onwards, and until further notice.

3. **Minute 724 – Careers Advisers Committee.** The Senate supported the recommendation that more resources were needed to meet the student demands for the Careers Service. The pressure was partly due to the increase in the numbers of international and overseas students in the College since 2000/01 and because of various new initiatives that were being undertaken. An additional adviser would improve the situation.

4. **Minute 727 – Overseas Research Students Award Scheme 2004.** The Senate noted that the College had submitted its quota of 71 applications and had been allocated 53 awards. Against an overall success rate in the competition of 65%, the College had this year increased its success rate to 75%, a marked improvement over last year (60%).

5. **Minute 738 - Adjunct Professorships.** The Senate agreed that, subject to consultation with the University of London, the title ‘Adjunct Professor’ be approved, as proposed by the Principal of the Tanaka Business School.

6. **Minute 742 – Institutional Audit.** The Senate received the draft Self-evaluation Document (SED), which had been prepared by the Institutional Audit Task Force for the QAA Institutional Audit visit on 6-10 June 2005. The SED would be the starting point of the judgement by the QAA and a good SED, that is, one that was both accurate and evaluative, would increase the chance of a successful audit. Members of the Senate were invited to submit comments on the draft SED to the Task Force. The Senate authorised the Chairman’s Action Committee to approve the final version for submission to QAA by 31 January 2005.

7. **Minute 743 – Personal Tutor and Senior Tutor Guidance.** The Senate approved recommendations from the Quality and Academic Review Committee for guidance on the role of the Personal Tutor and a job description for the role of Senior Tutor.

8. **Minutes 745 and 746 – New Undergraduate Degrees in Biomedical Science.** The Senate approved recommendations from the Medical Studies Committee and the Science Studies Committee for the establishment of new BSc and MSci degrees in Biomedical Science. The new degrees will be offered by the Faculty of Life Sciences.

9. **Minute 749 – Additional Testing for Entry to Undergraduate Medicine.** The Senate noted that the Recruitment and Admission Policy Committee had approved a request from the School of Medicine to use the Biomedical Admissions test (BMAT) as an additional
assessment test for interview selection prior to entry to the MBBS/BSc degree from the 2006 entry cohort. This measure was being reluctantly introduced because of the increasing numbers of applicants to the medical degree who were attaining the minimum entry requirements.

R.B.S.
INTRODUCTION

1. Members will recall from the presentation at the Council Meeting on 10 December 2004 that, because the Southside Hall of Residence is no longer fit for purpose, the College is proposing to demolish it and replace it with a modern building. Although the Southside Hall is grade II listed, the College has secured informal confirmation that English Heritage will not oppose it being de-listed. At the time of the last Meeting, planning permission was still being sought from Westminster City Council (WCC) for the College’s proposals for the replacement building. As the Planning Application was not due to be heard by WCC until 20 January 2005, Governors agreed to defer approval for the Project to be progressed until WCC’s decision was known, while recognising that even then planning permission would still be dependent on successful negotiation of further statutory hurdles.

2. The purpose of this Paper is to update the Council on the outcome of the WCC Planning Committee’s meeting, and to seek formal approval for the Project now to be progressed.

PLANNING CONSENT

3. As noted above, the College’s Planning Application was considered by WCC on 20 January 2005, when the Planning Committee resolved to grant consent to the College. This was subject to detailed conditions relating to the design of the building and the improvements to be made to the Gardens, including:

   a. The relocation of kitchens from the south elevation to the north elevation of the building.
   b. The production of a Residences Management Plan.
   c. The Mews houses to be occupied by senior academic staff rather than students.
   d. A hoarding licence (Southside of Mews).
   e. The relocation of the waste compactor.

4. There are also a number of further issues raised by the Knightsbridge Association, which the Local Authority have asked the College to consider including: capping the number of bed spaces, restricting the uses for outside term time, restricting users of the bar, minimising noise and disturbance by both contractors and students, and restricting the working hours of contractors.

5. The College believes that none of these conditions are insuperable and meetings have been set up with the WCC to discuss how they would be implemented in detail. It is therefore anticipated that the approvals outlined below will be forthcoming and that demolition will be able to commence in July 2005 as planned.
NEXT STEPS AND FURTHER APPROVALS

6. Although WCC has resolved to grant consent, a number of other approvals are required before the College can complete this Project. These, and the other main steps required, are as follows: (1)

   a. Application to the Mayor of London from WCC on 28 January 2005 for his 'non-refusal'.

   b. English Heritage to give formal approval.(*)

   c. English Heritage to inform the Department of Culture, Media and Sport of its approval.(*)

   d. The Department of Culture, Media and Sport to inform the Government Office for London.(*)

   e. The Government Office for London to inform the Office of the Deputy Prime Minister, which is responsible for giving formal approval that the listed consent can be granted.(*)

   f. Formal approval including the resolution of conditionality is expected from WCC on 10 March.

   g. Demolition is due to commence in July 2005.

   h. Completion is planned for September 2007, with the Building ready for students to take up residence by October 2007.

PROJECT COST

7. The total project cost, including the cost of complying with the WCC’s conditions and including current expenditure items, is £54.1M. As reported at the last Council Meeting, the capital element to be funded is £51.5M. A breakdown of these capital costs is set out in Annex A.

8. On the basis of currently available figures, the economic value of the contemplated building is estimated at £38M, i.e. there is an apparent gap of £13.5M in capital cost vs. capital value. The reasons for this gap are:

   a. WCC requirements re Princes Gardens: £3.82M

   b. English Heritage ‘listable’ elements: £1.8M

   c. Conservation areas additional planning costs: £1.0M

   d. Additional project specific requirements: £3.7M
      (over and above benchmarks)

1. There are no formal or regulatory time limits on the decisions which are marked with an asterisk (*) and lobbying by College may well be required to expedite them.
e. Additional Site Condition costs: £3.1M
f. Additional costs – new legislation: £0.08M

9. However, the economic value of the building has been calculated on the basis of the income being generated from student residence rates in the current Hall of Residence. Three issues need to be considered in this regard:

a. The current rental rates in part reflect Southside’s present, unsatisfactory condition. The rates to be charged in the replacement Hall should reflect the considerable improvement in the quality of accommodation offered.

b. The College needs to address the optimisation of income generation from good quality “rooms to let” in any event, both in the context of overseas student charges and vacation use.

c. There ought to be a clear long-term downside value protection inherent in putting up a new, high quality building in Knightsbridge.

10. Whilst these three points can be taken positively into consideration by the College, any external parties that might be approached to fund the Project would not attribute anything like the same hard value increases to them that the College would. This would be reflected in any pricing proposals they might put to College, with an adverse cost to the College when compared to what College could arrange on its own. This has become clear in discussions with third-party funders and the College’s advisers.

FUNDING

11. Given this, the opinions of the College’s advisory team and the College’s Estates and Finance Divisions are that the College should fund the Project on its own balance sheet, rather than seeking to get outside financiers to take on the project risk and project liability.

12. The College will clearly then be taking the risk of managing another major building project. Whilst this can be mitigated to some extent by contractual structures and pricing arrangements, the risks remain. Recent experience suggests that the College Estates management has achieved project and cost control. Furthermore, once the building is completed under College control, Imperial will retain complete flexibility in addressing the three value issues raised above.

13. It should also be noted that all of the College’s recent cash flow projections have included an assumption that the College will fund the Southside Project itself. This confirms that the Project can, on present estimates, be funded within the College’s existing borrowing facilities.

DECISION REQUIRED

14. The Council has previously approved expenditure on the Southside Project of up to £3.5M. Of this, some £3.3M was taken to the I & E account last year. Therefore, the Council is now asked to consider and, if it sees fit, formally approve the Project at a total maximum further cost of £50.6M.

M.P.K
D.C.B.W.
Annex A

SOUTHSIDE HALL OF RESIDENCE – PROJECT CAPITAL COSTS

£

BUILDING COSTS – SOUTHSIDE ONLY

Construction 30,565,000
Phasing adjustments 1,530,000
Fees & Legals 6,065,000
Client Contingencies 2,065,000
VAT on Construction & Phasing 1,760,000
Tender & Construction Inflation 3,570,000
FF&E 925,000

Total Scheme Cost 46,480,000

PRINCE’S GARDENS PROJECT ABNORMALS

Adjustments for: £ % of total cost
English Heritage(to meet planning requirements) 1,845,000 6.1%
Additional Planning costs (conservation area) 1,090,000 3.6%
Additional project specific requirements 3,720,000 12.4%
(over & above benchmarked schemes)
Additional site conditions costs 3,165,000 10.5%
Additional cost for new legislation 80,000 0.3%

TOTALS 9,900,000 32.9%

PRINCE’S GARDENS RESTORATION: OVERALL TOTAL PROJECT COSTS

<table>
<thead>
<tr>
<th>Total costs</th>
<th>Source</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total scheme cost (incl FF&amp;E) 46,480,000</td>
<td>Gleeds</td>
</tr>
<tr>
<td>Temp Accommodation cost 1,410,000</td>
<td>Arup</td>
</tr>
<tr>
<td>Decanting 1,190,000</td>
<td>Imperial</td>
</tr>
<tr>
<td>Internal – maintenance 91,000</td>
<td>Imperial</td>
</tr>
<tr>
<td>Commercial area fit-out 2,180,000</td>
<td>Gleeds</td>
</tr>
<tr>
<td>Maintaining Linstead services 70,000</td>
<td>Arup</td>
</tr>
<tr>
<td>Letting fees/Inducements 100,000</td>
<td>CBRE</td>
</tr>
</tbody>
</table>

Overall Project Cost 51,521,000
PAPER F

PRIVATE PLACEMENT OF SHARES IN
IMPERIAL COLLEGE INNOVATIONS LIMITED

A Note by the Clerk

1. Following a recommendation by the Management Board in December 2004, the College is proposing to effect a private placing of ordinary shares in the capital of Imperial College Innovations Limited ("Innovations") to institutional and certain other investors (the "Private Placing"). The Private Placing will involve both the sale by the College of existing shares in Innovations and the issue by Innovations of new shares. The Private Placing will be arranged by Cazenove & Co. Ltd. as agent of Innovations and the College.

2. In connection with this proposal, the following are attached:
   a. A paper prepared by the Chief Finance Officer setting out the background to, and reasons for, the Private Placing (Annex A).
   b. A memorandum prepared by Ashurst highlighting the key terms of the principal agreements to be entered into by the College in connection with the Private Placing (Annex B, see note below).
   c. A paper prepared by PricewaterhouseCoopers, and endorsed by Cazenove & Co Ltd., regarding the share incentive plan proposed to be put in place for the management and staff of Innovations in conjunction with the Private Placing (Annex C, see note below).
   d. An extract from the Information Memorandum prepared in connection with the Private Placing comprising the key highlights, the executive summary and the risk factors (Annex D, see note below).

3. The Council is therefore asked to consider and, if it sees fit, approve the College’s proposal to proceed with the Private Placing of shares in Imperial College Innovations Limited.

4. Those members who wish to review the full documentation should note that complete copies of all of the documents listed below will be available for inspection at my office from Monday 7 February until the Council meeting. I would appreciate it if anyone who wishes to take the opportunity to review these documents would contact me in advance to make suitable arrangements:
   - The Technology Pipeline Agreement.
   - The Relationship Agreement.
   - The Placing Agreement.
   - The Services Agreement.
   - The Heads of Terms for the Lease Agreement.
• The Asset Transfer Agreement.
• The Information Memorandum.
• The new Articles of Association.

Annexes
Annexes B, C and D have not been included with these Minutes as they are commercial in confidence.

K.A.M.
PRIVATE PLACEMENT OF SHARES IN
IMPERIAL COLLEGE INNOVATIONS LIMITED

A Paper by the Chief Finance Officer

INTRODUCTION

1. A key plank in the College’s Financial Strategy is to optimise the management of non-core assets in order to deliver freely disposable capital for the future development of the College. Within this context, this Paper sets out the way forward for explicitly delivering against this objective in the case of Imperial College Innovations Limited (Innovations).

BACKGROUND

2. Innovations is the College’s technology transfer organisation. It was established as a subsidiary company of the College, under the name Impel, in 1987 with the objective of developing and exploiting the College’s commercially viable Intellectual Property (IP). The nature of the activity required that a subsidiary company vehicle was used, in order to protect the College’s charitable status, but the nature of the relationship was such that it effectively operated as an internal department of the College.

3. Following the merger with the Medical Schools in 1997 the Company was renamed Imperial College Innovations and incorporated the technology transfer operations from across all the areas of the College. Since this time Innovations has developed its areas of activity so that it now has a staff complement of 32, has a reliable and growing level of recurrent revenue from licensing and has spun-out 57 new companies on the back of IP generated within the College.

4. In order to analyse the future potential of the Company in line with the objective of achieving the optimal management of non-core assets, the College appointed Dr. Martin Knight as Chairman of Innovations in 2003 to review Innovations’ progress to date and develop a way forward for the mutual benefit of the College and Innovations.

THE 2004 REVIEW

5. As noted, by 2003 Innovations had significantly increased its activity and had made good progress towards achieving the College’s objectives. But, a review of the management and operational processes in place identified that this activity lacked clear direction and order. Following from this review, regular monthly board disciplines have been imposed, the portfolio of assets held by Innovations are now subjected to quarterly review, and strict authority limits and accountabilities have been introduced across the organisation. This has ensured that Innovations has clear direction and the capacity to operate effectively. But, it was concluded, such operational improvements were necessary, but not sufficient, to address fully the fundamental issues facing Innovations as it sought to fulfil its potential for the College:
a. Due to the development and nature of its activity, Innovations is operating on a loss-making basis. This has grown to the order of £2M a year which has to be borne in the College’s consolidated results.

b. Innovations has suffered from a high level of staff turnover during its most recent developmental stage – resulting in a lack of consistency in its approach and thus in its results.

c. As a result of the underwriting provided by the College, control has been managed via financial restrictions through the imposition of the ‘Planning Round’ on the budget of Innovations. This has developed a cost-driven approach which has restricted Innovations’ ability to exploit optimally investment opportunities when they have arisen.

d. Innovations has had to rely solely upon the equity generated through the initial assignment of IP into spin-out ventures. Inevitably this has led to a significant dilution of Innovations’ interest in such spin-outs as they go through subsequent funding rounds. The College has not had the free capital available to enable Innovations to protect its interest by direct investment, and the policy of gift-aiding all profitable realisations (which have totalled £22M over the last five years) from Innovations over to the College as and when they arise has precluded Innovations from investing directly itself. Value has therefore been foregone.

6. The review therefore highlighted that more radical changes were required in order to take Innovations onto its next stage of development and growth. To take this forward the following key objectives were identified:

a. Innovations needed to become a business-driven rather than a cost-driven operation.

b. A source of capital funding was required to enable Innovations to protect its positions in spin-out ventures through direct investment.

c. A recruitment and retention policy needed to be developed to attract and keep the best staff to manage and operate Innovations.

d. The structure of the College’s interest in Innovations, and the business plan for Innovations, needed to be revised to reduce, and ultimately remove, the losses from the College’s own consolidated accounts.

7. However, it was fully recognised that the nature of the business was such that these objectives had to be achieved within a framework that at least maintains the current level of academic incentive to promote the commercial exploitation of IP developed in the College; that ensured the College’s underlying integrity as a world leading academic institution was protected; and also achieved the core objective set out at the beginning of this Paper: to deliver freely disposable capital for the College itself.

**THE DETAILED STRUCTURE**

Paragraphs 8 – 11 have been omitted from these Minutes as they are commercial in confidence.
THE RISKS

12. Inevitably a change in structure and relationship will result in new and different risks for the College to manage. The key risks can be summarised as follows:

a. The potential loss of control over the exploitation of College IP.
b. The failure of the College to develop internal IP management skills and thus to meet its responsibilities to Innovation under the TPA.
c. The effect of a loss of direct control over Innovations post the share placing.
d. The potential for a more commercial approach to impact upon the service element of the relationship between Innovations, the College and the wider academic community.
e. The effect on the perception of existing and potential College research funders and partners.
f. The failure of Innovations to deliver the objectives the revised structure is designed to promote.

13. The College is acutely aware of the risks set out above, and has endeavoured to minimise the potential impact of these risks through the negotiation of appropriate commercial arms-length agreements with Innovations. Furthermore, the Management Board has identified the need to establish internal management processes to deal with the future management of IP and the relationship with Innovations.

THE BENEFITS

14. In tandem with the assessment of the risks above, it must be recognised that there are also the following anticipated benefits:

a. The College will continue to benefit directly from a significant share of revenue derived from the exploitation process – as noted, this revenue stream will ensure that there is no detrimental effect on specific departments and academics involved on a case by case basis.
b. The College will receive both a significant capital receipt and will retain a valuable stake in the post-placement company – these assets will be a crucial catalyst for the establishment of an Endowment Fund that can deliver the freely disposable capital required by the College.
c. Subject to the reasonable limitations imposed by the Relationship Agreement the College will continue to be the key decision maker during the critical next phase in Innovations development.
d. The commitment to the development of Innovations demonstrated by this revised structure, and the management incentive scheme will promote employee stability.
e. The challenging hurdle rate established under the incentive scheme will encourage management efficiency and drive.
f. The new structure will reduce the College subsidy to and investment burden from Innovations in the short term and should remove it entirely over the medium term.

g. The structure does not preclude the College from entering into funding which requires exploitation by non-Imperial parties – thus there should be no detrimental effect going forward on the College’s ability to secure research funding.

h. This action will underline the College’s commitment to take forward the objectives set out by the Government, and clearly articulated in the Lambert Report, fully to develop opportunities to increase third stream funding.

i. In simple financial terms the College will book a profit of c.£10M in the year, and have an increase in its underlying asset value of c.£75M.

CONCLUSION

15. The proposed private placement and revised relationship with Innovations will continue to provide the recurrent income to incentivise departments and academics to exploit valuable College IP, whilst also providing the structural and financial framework for Innovations to develop into a truly commercial and successful technology transfer organisation. Through its continued shareholding in Innovations, the College will be in a position to crystallise a significant amount of freely disposable capital, and thus achieve the strategic intent of fully exploiting its non-core asset base.

NEXT STEPS

16. In order to achieve the targeted end of February date for completion of the private placement the following steps are required:

a. Approval by Council to the resolution set out on the Note to this Paper.

b. Circulation of the Information Memorandum and presentations to select potential investors during February.

c. Conditional entry into the core agreements set out in Annex B.

d. Conditional agreement to the revised relationship with FF&P.

e. Implementation, throughout the transitional period, of the revised management and operational procedures to fully mitigate the risks identified in this Paper.

17. Council are therefore asked to give their formal approval to the Resolution as set out in the Note to this Paper.

M.P.K.
PAPER G

FINANCE MANAGEMENT REPORT
for the five months ended 31st December 2005

A Note by the Chief Finance Officer

GENERAL

1. The financial reporting format is undergoing a revamp to make it less of an analysis of historical financial detail and more of a management tool. The style of this Report is a first step in this direction. (1)

2. Operating activities are still forecast to generate a deficit of £4.7M for the year to 31.7.05. The improvement of £1.8M against the previous forecast is wholly down to a £2M increase in Student Fees to £56.4M. Of this total, the overseas student element is £39.2M (70%). The major adverse variance is the projected £5M shortfall against budget of the Engineering Faculty's research income. The original figure is now regarded as over optimistic; the forecast, it should be noted, still represents a 5% increase on last year.

3. Two major systems projects continue to consume a great deal of time and energy:
   a. The introduction of the Oracle Grants System has needed very careful management of significant resource in people and money. It is, however, no coincidence that unbilled research costs have risen markedly, both absolutely (£10M) and as a percentage of an average research spend (70% +). It is likely, and now forecast, that in the period immediately following the implementation of Oracle Grants, the College’s cash position will be adversely affected by as much as a further £10M. Steps are in hand to correct this adverse swing in cash flow before the year end.
   b. The programme to address the introduction of Full Economic Costing is in hand. Financially, there are two issues of key importance: to ensure that the costing, and therefore the pricing, of grant applications is optimally carried out; and to arrange that the financial management of FEC grants ensures that the element of an FEC grant which is to represent the “infrastructure charge” is not lost in current expenditure. The treatment of an interim “advance” from Research Councils of £7.2M for the phasing in of FEC is the first test of the new regime that will have to be introduced.

4. The establishment of the Endowment Fund moves closer to reality, with the realisation of the Ceres Power shares, the release of 52, Exhibition Road into vacant possession and the proposed realisation of £10M net from the sale of shares in Innovations (see separate Paper).

5. The prospect of an increase in Pension Contributions to the Saul Scheme is increasing. Recent indications are for a College increase of 2.5%, from August 2006, which translates into a £0.9M extra cost p.a. The pensions time bomb is ticking. It should be noted that in 2003/04Cambridge University made a £12.1M lump-sum payment to its contributory pension scheme to reduce the scheme deficit for past services.

1 The Finance Management Report Booklet is not included with these Minutes
6. In the light of recent comment and publicity, set out below is a quick and dirty like for like comparison of the College’s performance against that of UCL and Cambridge for 2003/04. The Oxford results are not available but the recent press reports indicate that it generated an operating deficit of £20M in 2003/04.

<table>
<thead>
<tr>
<th></th>
<th>UCL</th>
<th>CAMBRIDGE</th>
<th>IMPERIAL COLLEGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Turnover</td>
<td>£489.8M</td>
<td>£492.4M*</td>
<td>£434.4M</td>
</tr>
<tr>
<td>Research Income</td>
<td>£161.9M</td>
<td>£176.3M</td>
<td>£171.9M</td>
</tr>
<tr>
<td>Overseas Student Fees</td>
<td>£35.2M</td>
<td>£24.6M</td>
<td>£34.4M</td>
</tr>
<tr>
<td>Operating Surplus/(Deficit)</td>
<td>£3.9M</td>
<td>(£19.7M)*</td>
<td>(£0.5M)</td>
</tr>
<tr>
<td>Capex of which Buildings</td>
<td>£78.3M</td>
<td>£111.0M</td>
<td>£78.3M</td>
</tr>
<tr>
<td>Endowment and Investment Income</td>
<td>£5.8M</td>
<td>£30.0M</td>
<td>£2.8M</td>
</tr>
<tr>
<td>Endowment Assets</td>
<td>£77.6M</td>
<td>£469.5M</td>
<td>£41.5M</td>
</tr>
</tbody>
</table>

*excluding CUP, profit from sale of properties (£2.8M) and Examination and assessment services (£150.4M t/o, £6.4M profit)

**SPECIFIC ITEMS**

7. **Faculties’ Operating Results** The year to date result is a near break even position, with some offsetting variances across the Faculties. The full year forecast remains unchanged at a £3.3M net deficit for all Faculties.

8. **Research Income**. Year to date research income is £65.6M, £5.6M (8%) below budget and £1.1M (1.5%) lower than last year. The full year forecast remains unchanged at £170.8M, some £4.5M below budget but 1% higher than last year.

9. **Central Support Services**. Actual expenditure in the year to date totalled £32.4M, some £1.3M below budget. The full year forecast is unchanged at £76.1M.

10. **College Corporate Costs**. The full year forecast has been increased by £0.6M mainly to include an unbudgeted spend of £0.8M relating to the FEC Project, including consultancy and backfill costs. However, additional income which is due to be received from the Research Councils for the 2004/05 transitional year has not yet been included as it is not yet clear how much will be reflected in the I/E.
11. **Capital Expenditure.** Year to date actual expenditure, including projects under £1.0M, totalled £23.3M of which £18.7M relates to projects principally funded by external sponsors and £4.6M to those fully funded by the College. The main projects amongst these were:

<table>
<thead>
<tr>
<th>Project</th>
<th>Spend in year (£)</th>
<th>Spend to date (£)</th>
<th>Forecast completion (£)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Burlington Danes</td>
<td>4.8</td>
<td>12.1</td>
<td>55.1</td>
</tr>
<tr>
<td>Magnetic Resonance Equipment</td>
<td>1.0</td>
<td>1.0</td>
<td>2.7</td>
</tr>
<tr>
<td>Haematology Research Labs</td>
<td>2.6</td>
<td>2.9</td>
<td>3.0</td>
</tr>
<tr>
<td>Materials &amp; Earth Sciences Refurb</td>
<td>2.3</td>
<td>2.6</td>
<td>7.0</td>
</tr>
<tr>
<td>Sports Centre and Flats</td>
<td>2.8</td>
<td>5.5</td>
<td>17.7</td>
</tr>
<tr>
<td>Southside – Planning and Design</td>
<td>0.6</td>
<td>3.9</td>
<td>4.0</td>
</tr>
</tbody>
</table>

12. The total spend over five months of £23.3M reflects an average of £4.6M per month. The spend rate will probably increase during the year, but it is now most unlikely that it will reach the budgeted £100M in the year. A revised phasing of capital expenditure is accordingly being undertaken. Since none of the major projects is delayed, it would seem that the budgeted expenditure profile was over-cautious.

13. **Working Capital / Cash.**

a. Net borrowings (borrowings less cash on deposit) at 31st December 2004 were £26.9M (£50M borrowed less £23.1M on deposit), broadly as expected.

b. Invoiced debtors totalled £58.4M at 31 December 2004, which compares with £57.5M a year ago. Within this apparently modest change there are large noteworthy swings:

   - Research debt is down from £36.2M a year ago to £31.7M.
   - Student fee debt is up from £14.8M a year ago to £23.5M. The reason for this is that, following implementation of the new Oracle Student System certain difficulties were encountered and, in a catching up process, many billings were made later than they were in the previous year.

c. The net cash borrowings chart now takes into account the projected delay in billings due to the implementation of the Oracle Grants system (see Paragraph 3.a above).

M.P.K.
AIM

1. The Council is asked to consider the proposed restructuring of two Divisions of the Faculty of Medicine and the desirability of a reduction in the academic staff of these Divisions, if necessary by means of compulsory redundancies.

BACKGROUND

2. The Faculty of Medicine is engaged in an ongoing process of reviewing its organisational structure to ensure best fit with its academic strategy, with a firm focus on ensuring it delivers a balanced or surplus budget year-on-year to create a sound basis for future strategic development. In support of these objectives, it was agreed as part of the 2004-05 Planning Round that the Faculty could not sustain any plan that would result in a deficit from any of its Divisions (whether existing or predicted).

3. In line with this agreement, the Faculty has examined the structure of the small number of its Divisions with significant predicted deficits to determine:

   a. Whether an alternative alignment of research groupings within the Divisions might better respond to financial and strategic requirements, and

   b. Whether it may be necessary (where Divisions have reviewed their structure in line with strategic aims, but continue to have projected in-year deficits from 2004-05 onwards) to engage in a formal restructuring process to ensure that those Divisions have the financial stability to fulfil their academic mission.

4. As a result of this ongoing review of the Faculty’s structures, the Faculty has now determined that restructuring programmes should be undertaken in the Division of Neuroscience & Mental Health and the Division of Medicine. The rationale behind these restructurings are set out in Paragraphs 6 to 10 below.

5. At its meeting on 21 January 2005, the Management Board considered these proposals and agreed that these Divisions within the Faculty of Medicine should be restructured.

DIVISION OF NEUROSCIENCE AND MENTAL HEALTH (NMH)

6. NMH was restructured in 1999-2000 as part of the major Faculty restructuring exercise at that time. It has since made substantial savings in non-salary expenditure and made appointments only in key strategic areas. Despite these measures, the Division made an actual loss of £647K in 2003-04 and will continue to face an in-year deficit through to 2007-08 and beyond if no remedial action is taken.

7. NMH comprises six academic departments. Since developing its financial plan, the Division has streamlined its research strategy and plans to concentrate its efforts into five
research themes. Using the selection criteria outlined below the Division expects that the continued employment of a total of 9 academic staff will be affected by these proposals. There are also possible implications for a small number of support staff.

DIVISION OF MEDICINE

8. Unlike NMH, the Division of Medicine did not restructure as part of the major ICSM restructuring exercise in 1999-2000. In recent years the Division has taken steps to closely monitor expenditure, ensuring that appointments are made only in key strategic areas appropriate to the Faculty's agreed themes. Significant efforts have also been made to increase graduate students and research income and reduce non-staff expenditure and staffing costs through natural wastage. However, in spite of these efforts the Division made an actual loss of £712K in 2003-04 and will continue to face an in-year deficit through to 2007-08 and beyond if no remedial action is taken.

9. The organisational structure of the Division has remained largely unchanged since its creation in 1997. In order to begin to address its deficit and re-focus its research aims, within the Division there has been a change from four departments to six sections in line with the Faculty of Medicine research strategy.

10. As with NMH, the change in structure does not, in itself, generate sufficient income or savings to meet the financial deficit. The Division must therefore also look to reduce staff numbers. Using the selection criteria outlined below the Division expects that the continued employment of a total of 8 academic and a further 6 support staff will be affected by these proposals.

SELECTION CRITERIA FOR STAFF AT RISK OF REDUNDANCY

11. In both Divisions it is necessary to reduce the number of academic and support staff, if the current and projected deficits are to be reduced. It is proposed that the selection of those at risk of redundancy in both Divisions will follow the principles already established in the Life Sciences restructuring programme.

12. **Academic Staff.** Where academic staff are at risk of redundancy, the Faculty of Medicine will explore the possibility of transfer to NHS funding if this is appropriate. If this is not feasible, and for all other staff, the Faculty proposes to offer voluntary severance terms to reduce staff numbers. In order to meet the requirements of 5* research activity, the terms will be offered to those whose academic profile is at the lower end of the performance range after assessment of teaching, research income, publications and supervision of PhD students. In the event that these staff do not agree severance terms, in order to make the required savings, the Council is asked to approve the convening of a Redundancy Committee to implement compulsory redundancies. Any compulsory redundancies would be on statutory redundancy payment terms only.

13. **Support Staff.**

a. Rationalisation of support staff is likely to be in two phases. The first phase will identify those at risk of redundancy on the basis that the area they support has or will cease to exist. The second phase will identify further reductions that may be possible through increased efficiency of operation once the academic structure has been confirmed.
b. The Faculty again proposes to offer voluntary terms to the support staff at risk of redundancy, with compulsory redundancy an option that will follow if required. Consistent with the academic approach, the Faculty will seek to retain the support staff with the most appropriate skills and experience to support the academic mission.

IMPACT ON TEACHING

14. The Faculty recognises the potential impact of staff losses upon its teaching. However, a recent teaching audit has revealed that the contribution of a number of research-active academic staff to the teaching programme is below the recommended Faculty minimum. The Divisions will therefore take steps to ensure that those whose contributions to teaching are presently below agreed levels will be required to increase their teaching load to agreed levels to compensate for the loss through the restructuring exercises.

SUMMARY OF COST IMPLICATIONS

15. If the above proposals are implemented in full, the Faculty estimate the financial cost of restructuring to be as follows:

- Estimated restructure costs NPM academic staff = £525K
- NPM support staff = £50K
- Estimated restructure costs Division of Medicine academic staff = £483K
- Division of Medicine support staff = £105K

16. The Faculty is seeking financial support from the College to fund restructuring costs for 2005-06 via a bid for further SIF funding.

THE STATUTORY POSITION

17. Procedures for Academic Redundancies.

a. Although it is hoped that it will be possible to achieve the necessary reductions in staff costs in these two Divisions of the Faculty of Medicine by voluntary means, the Management Board is concerned that there may be a need to consider compulsory measures. Where academic staff are concerned, the procedures in such a situation are given in the Appendix to the College’s Statutes on the Discipline, Grievance and Dismissal Procedures for Academic Staff, an extract from which is given at Annex A.

b. Under these procedures, the Council is required to set up a Redundancy Committee, should it decide that “it is desirable that there should be a reduction in the academic staff-

   (a) of the College as a whole; or

   (b) of any school, department, centre or other similar area of the College by way of redundancy.”
c. The Council is therefore asked to consider whether it is desirable that there should be a reduction in the academic staff of the Divisions of Neuroscience & Mental Health and Medicine within the Faculty of Medicine.

18. **The Redundancy Committee.**

a. The purpose of a Redundancy Committee is:

   “(a) to select and recommend the requisite members of academic staff for dismissal by reason of redundancy; and

   (b) to report their recommendations to [the Council]”

b. As a preliminary to this, the Committee will need to confirm that alternative measures have been considered which might eliminate or reduce the need for compulsory redundancies and to assure itself that due consideration has been given to:

   (1) Suggestions made by the relevant trades' unions concerning the proposals.

   (2) The longer term implications of the plan, especially the overall impact on the Divisions, the Faculty of Medicine and the College as a whole.

**THE PROPOSED WAY FORWARD**

19. If the Council decides that it is desirable that there should be a reduction in the academic staff of the Divisions of Neuroscience & Mental Health and Medicine within the Faculty of Medicine (Paragraph 17.b above), it is proposed that Governors should authorise the Chairman of the Council on their behalf:

   a. To give due consideration to the outcome of the collective consultation period ending on 29 April 2005 and any further measures taken by the Principal of the Faculty of Medicine to eliminate or reduce the need for compulsory redundancies.

   b. Having done so, to make, if necessary, the appropriate arrangements to appoint a Redundancy Committee.

20. Such a decision would recognise:

   a. The harmful effects of continuing uncertainty.

   b. The Management Board’s concern that the Faculty may not be able to achieve the necessary changes without some compulsory redundancies.

   c. That the Council had set in train the measures necessary for such compulsory redundancies, should they prove necessary.

21. It is further proposed that a Redundancy Committee should, if needed, actively start its selection process no later than the end of May 2005. By that time it is anticipated that:

   a. The Management Board will have confirmed to the Chairman of the Council that senior representatives of the Faculty of Medicine and the Human Resources Division have met the trades' unions and reported on:
(1) The progress made towards avoiding or reducing the number of likely compulsory redundancies.

(2) The proposed organisational structure for the two Divisions concerned - their staffing structures and costs.

(3) The outcome of meetings held with the academic staff of the Divisions to explore ways of avoiding or reducing the need for compulsory redundancies.

b. The Chairman of the Redundancy Committee will have confirmed to the Chairman of the Council that all the preliminaries have been completed and that the Committee has the information and framework it needs to begin undertaking its statutory functions.

S.K.S.

Annexes:

A. Extract from the Appendix to the Statutes
EXTRACT FROM THE APPENDIX TO THE STATUTES

“PART 1: CONSTRUCTION, APPLICATION AND INTERPRETATION

Construction

1. This Appendix and any Regulations made under it shall be construed in every case to give effect to the following guiding principles, that is to say -

   (1) to ensure that academic staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges;

   (2) to enable the College to provide education, promote learning and engage in research efficiently and economically; and

   (3) to apply the principles of justice and fairness.

Reasonableness of Decisions

2. No provision in Part II or Part III shall enable the body or person having the duty to reach a decision under the relevant Part to dismiss any member of the academic staff unless the reason for that member’s dismissal may in the circumstances (including the size and administrative resources of the College) reasonably be treated as a sufficient reason for dismissal.

Application

3. (1) This Appendix shall apply -

   (a) to Professors, Readers, Senior Lecturers and Lecturers employed by the College who have successfully completed any relevant probationary period; 

   (b) to any other senior academic-related staff in research grades designated by the Council for the purpose of this Appendix; and 

   (c) to the Rector to the extent and in the manner set out in the Annex to this Appendix.

   (2) In this Appendix any reference to “academic staff” is a reference to persons to whom this Appendix applies.

Interpretation

Meaning of “Dismissal”

4. In this Appendix “dismiss” and “dismissal” mean dismissal of a member of the academic staff and -

   (1) include remove or, as the case may be, removal from office; and
(2) in relation to employment under a contract, shall be construed in accordance with section 95 of the Employment Rights Act 1996.

**Meaning of “Good Cause”**

5. (1) For the purposes of this Appendix (and the Annex thereto) “good cause” in relation to the dismissal or removal from office or place of a member of the academic staff, being in any case a reason which is related to conduct or to capability or qualifications for performing work of the kind which the member of the academic staff concerned was appointed or employed to do, means -

(a) conviction for an offence which may be deemed by a Tribunal appointed under Part III to be such as to render the person convicted unfit for the execution of the duties of the office or employment as a member of the academic staff; or

(b) conduct of an immoral, scandalous or disgraceful nature incompatible with the duties of the office or employment; or

(c) conduct constituting failure or persistent refusal or neglect or inability to perform the duties or comply with the conditions of office; or

(d) physical or mental incapacity established under Part IV.

(2) In this paragraph -

(a) “capability”, in relation to such a member, means capability assessed by reference to skill, aptitude, health or any other physical or mental quality; and

(b) “qualifications”, in relation to such a member, means any degree, diploma or other academic, technical or professional qualification relevant to the office or position held by that member.

**Meaning of “Redundancy”**

6. For the purposes of this Appendix dismissal shall be taken to be a dismissal by reason of redundancy if it is attributable wholly or mainly to -

(1) the fact that the College has ceased, or intends to cease, to carry on the activity for the purposes of which the member of the academic staff concerned was appointed or employed by the College, or has ceased, or intends to cease, to carry on that activity in the place in which the member concerned worked; or

(2) the fact that the requirements of that activity for members of the academic staff to carry out work of a particular kind, or for members of the academic staff to carry out work of a particular kind in that place, have ceased or diminished or are expected to cease or diminish.

**Incidental, Supplementary and Transitional Matters**

7. (1) In any case of conflict, the provisions of this Appendix shall prevail over any other Statute and the provisions of any Regulation made under this Appendix shall prevail over those of any other Regulations:
Provided that Part III of, and the Annex to, this Appendix shall not apply in relation to anything done or omitted to be done before 31 March 1993.

(2) Nothing in any appointment made, or contract entered into, shall be construed as over-riding or excluding any provision made by this Appendix concerning the dismissal of a member of the academic staff by reason of redundancy or for good cause:

Provided that nothing in this sub-paragraph shall prevent waivers made under section 197 of the Employment Rights Act 1996 from having effect.

(3) Nothing in any Statute or Regulation made by virtue of the Charter shall enable the Council to delegate their power to reach a decision under paragraph 10 (2) of this Appendix.

(4) Nothing in any Statute or Regulation shall authorise or require any person to sit as a member of any Committee, Tribunal or body appointed under this Appendix or to be present when any such Committee, Tribunal or body is meeting to arrive at its decision or for the purpose of discussing any point of procedure.

(5) Any reference in this Appendix to the University, to the Vice-Chancellor of the University or to Professors and Readers of the University is a reference to the University of London, or to the Vice-Chancellor or Professors and Readers of the University of London as the case may be.

(6) No instrument which would have the effect of modifying the provisions in this Appendix shall have that effect unless it has been approved by the Privy Council.

(7) In this Appendix references to numbered Parts, paragraphs, and sub-paragraphs are references to Parts, paragraphs, and sub-paragraphs so numbered in this Appendix

**PART II: REDUNDANCY**

Purpose of Part II

8. This Part enables the Council, as the appropriate body, to dismiss any member of the academic staff by reason of redundancy.

Exclusion from Part II of persons appointed or promoted before 20th November 1987

9. (1) Nothing in this Part shall prejudice, alter or affect any rights, powers or duties of the College or apply in relation to a person unless -

(a) that person’s appointment is made, or contract of employment is entered into, on or after 20th November 1987; or

(b) that person is promoted on or after that date.

(2) For the purposes of this paragraph in relation to a person, a reference to an appointment made or a contract entered into on or after 20th November 1987 or
to promotion on or after that date shall be construed in accordance with subsections (3) to (6) of section 204 of the Education Reform Act 1988.

The Appropriate Body

10. (1) The Council shall be the appropriate body for the purposes of this Part.

(2) This paragraph applies where the appropriate body has decided that it is desirable that there should be a reduction in the academic staff -

(a) of the College as a whole; or
(b) of any school, department, centre or other similar area of the College

by way of redundancy.

11. (1) Where the appropriate body has reached a decision under paragraph 10 (2) it shall appoint a Redundancy Committee to be constituted in accordance with sub-paragraph (3) of this paragraph to give effect to its decision by such date as it may specify and for that purpose -

(a) to select and recommend the requisite members of the academic staff for dismissal by reason of redundancy; and
(b) to report their recommendations to the appropriate body.

(2) The appropriate body shall either approve any selection recommendation made under sub-paragraph (1), or shall remit it to the Redundancy Committee for further consideration in accordance with its further directions.

(3) A Redundancy Committee appointed by the appropriate body shall comprise -

(a) a Chairman; and
(b) two members of the Council, not being persons employed by the College; and
(c) two members of the academic staff.

Notices of Intended Dismissal

12. (1) Where the appropriate body has approved a selection recommendation made under paragraph 11(1) it may authorise an officer of the College as its delegate to dismiss any member of the academic staff so selected.

(2) Each member of the academic staff selected shall be given separate notice of the selection approved by the appropriate body.

(3) Each separate notice shall sufficiently identify the circumstances which have satisfied the appropriate body that the intended dismissal is reasonable and in particular shall include -

(a) a summary of the action taken by the appropriate body under this Part;
(b) an account of the selection processes used by the Redundancy Committee;
(c) a reference to the rights of the person notified to appeal against the notice and to the time within which any such appeal is to be lodged under Part V (Appeals); and

(d) a statement as to when the intended dismissal is to take effect.”
INTRODUCTION

1. At its meeting on 15 October 2004 the Council approved the recommendations arising from the Chairman's Review of Governance. As members are aware, the main recommendations included the reduction of the Council’s membership from 31 to 19 and the disbanding of all but two of the Council’s Committees, these being the Audit Committee and a combined Remuneration & Nominations Committee. The changes to the Council’s membership had to be reflected in amendments to the College’s Statutes, which had then to be proposed to the Privy Council for approval. The changes to the Committee structure, however, were solely a matter for the Council and these were therefore implemented during the Winter Term.

2. As is reported elsewhere in the Papers for this Meeting, the Privy Council has now approved the proposed changes to the College’s Statutes and it has been agreed that the “effective date” – the day on which the old Council is disbanded and the new one takes effect – will be 12 February 2005.

3. The way in which members are appointed to the Council and the way in which the Council conducts much of its business are defined in College Regulations. The changes approved by the Council in October must therefore be reflected in amendments to these Regulations to take effect at the same time as the new, smaller Council comes into being. As a number of Regulations must be amended to take account of the changes to governance, the opportunity has been taken to bring the Regulations into a common format and also to propose several other minor changes.

THE REGULATIONS

4. The Regulations for which amendments are proposed are as follows:


b. Regulation A2 - Custody and Use of the Common Seal.

c. Regulation A3 - Appointment, Election and Co-Option of Members of the Court.

d. Regulation A4 - Appointment, Election and Co-Option of Members of the Council.

e. Regulation A5 - Appointment, Election and Co-Option of Members of the Senate.

f. Regulation A6 - The Definition, Election and Responsibilities of the Deans.
g. Regulation A7 - Committees of the Council and Senate - Membership, Terms of Reference and Standing Orders.

h. Regulation A8 - Officers of the College.

i. Regulation A9 - Procedures for the Award of Fellowships, Honorary Degrees and Associateships.


k. Regulation A12 - Confidentiality and the Declaration of Members’ Interests.

5. Copies of each of these Regulations showing the proposed changes are attached to this Paper as Annexes A – K. No amendments are proposed to Regulation A10 - Duties and Responsibilities of the Rector. The reasons for the proposed amendments to each Regulation are set out below.

REGULATION A1 - MEMBERSHIP OF THE COLLEGE

6. The only substantive change to this Regulation is the substitution of “the Management Board” for “the Management and Planning Group” to reflect the new committee structure in the College.

REGULATION A2 - CUSTODY AND USE OF THE COMMON SEAL

7. Following discussions with the College’s legal advisors substantial changes to this Regulation are proposed. The main changes are as follows:

   a. The term “Common Seal” is now used consistently throughout. (The correct legal term is “Common Seal” and the previous references to “Common Seal”, “Corporate Seal” and “College Seal” were potentially confusing).

   b. A clearer definition of the types of instrument to which the Common Seal should be attached has been provided and the redundant reference to transferring British Ships removed.

   c. Authority for the use of the Seal has been extended to include the Clerk. As the Seal is used several times a week, this is a pragmatic decision and better reflects current practice.

   d. Similarly, the Regulation concerning the Sealing Register has been amended to reflect current practice.

REGULATION A3 - APPOINTMENT, ELECTION AND CO-OPTION OF MEMBERS OF THE COURT

8. A few minor amendments are proposed in line with the amendments to the Statutes and internal changes within the College.
a. The use of the terms “Pro-Rectors” and “Vice-Principals” are now consistent with their use in the Statutes.

b. Departmental names have been removed from the definition of the elected staff constituencies in favour of the Faculty titles. Departmental names are subject to change on a fairly regular basis (for example, the names of Departments/Divisions in the Faculties of Life Sciences and Medicine are in the process of changing). The revised wording will remove the need to approve amendments to this Regulation each time a departmental name is changed.

c. The definition of “Academic-Related Staff” has been amended to take account of the regrading exercise the College undertook last year. (The ALC grades have now largely been replaced by the new Professional Services, Operational Services and Research Assistant Grades set out in the Regulation).

REGULATION A4 - APPOINTMENT, ELECTION AND CO-OPTION OF MEMBERS OF THE COUNCIL

9. Substantial changes are required to this Regulation to reflect the new structure of the Council, particularly in respect of the senior staff and elected staff members of the Council. As the Council will recall, the requirements for these categories of membership are set out in the new Statutes as follows:

“5 Members appointed from the senior staff of the College in a manner to be prescribed by Regulation, so as to reflect the breadth of disciplines and executive responsibility within the College.

1 Elected Member, elected by and from among the full-time academic staff in a manner to be prescribed by Regulation.”

10. It is proposed that the five senior staff members should be the four Faculty Principals and the Chief Finance Officer since these appointments would ensure that the breadth of disciplines and executive responsibility within the College was properly reflected on the Council. It is also proposed that the elected staff member should be appointed from amongst the Deans, all of whom are elected by the academic members of their respective constituencies, enjoy the confidence of their colleagues and may therefore be expected to act as a conduit for academic opinion which complements that coming through the management structure. Finally, it is proposed that the Dean serving on the Council will serve for one year, but may be reappointed at the conclusion of this term of office.

REGULATION A5 - APPOINTMENT, ELECTION AND CO-OPTION OF MEMBERS OF THE SENATE

11. No substantive amendments are proposed to this Regulation, the only changes being some minor housekeeping changes, and to remove a specific reference to Article 17.3. of the Imperial College Union’s Constitution. The reference is no longer correct and, as members will be well aware, the Constitution is subject to frequent revision by the Union.
12. This Regulation was last revised in December 2001 when the Deans’ appointments were aligned with the new Faculty structure. At that time it was decided that there should be five Deans; two representing the Faculty of Medicine, two representing the Faculty of Engineering and one jointly representing the Faculties of Life Sciences and Physical Sciences. Transitional arrangements were also approved at that time to effect the transfer of the then current Deans of the Royal College of Sciences, the City & Guilds College and the Royal School of Mines to the new posts of Deans of the Faculty of Engineering and the Dean of the Faculties of Life Sciences and Physical Sciences.

13. Since December 2001, it has become apparent that the Deans’ workload has been increasing and that there is a clear need for an additional appointment to share their responsibilities. At the same time, further consideration has been given to the best fit of the Deans with the Faculties so as to ensure that all academic staff are represented by an appropriately elected Dean.

14. A question has also arisen regarding the electoral constituencies for these posts. The current Regulation states that the term “constituency” refers to the Faculties of Engineering, Life Sciences, Physical Sciences and Medicine”. This definition would appear to exclude those academic staff outside the Faculty structure from taking part in elections.

15. Proposed Changes.

a. The Management Board has considered a number of options for the alignment of the Deans with the Faculties and, at its meeting on 21 January 2005, it concluded that there should be a single elected Dean for each of the Faculties of Engineering, Life Sciences and Physical Sciences, with the Faculty of Medicine retaining its two Deans.

b. In order to provide for the appointment of a sixth Dean, the Management Board also agreed that, at the conclusion of their term of office, the Deans of the Faculties of Engineering, Life Sciences and Physical Sciences should serve an additional term of one year as a “Supernumerary Dean”. The terms of office of these Deans would be co-ordinated so as to provide for only one Supernumerary Dean in each academic year.

c. Finally, the Management Board confirmed that staff in the Tanaka Business School and IC-Park should be included in the constituency of the Dean of the Faculty of Engineering, and that staff in the Centre for the History of Science, Technology and Medicine, the Humanities Programme and the Institute of Mathematical Sciences should be included in the constituency of the Dean of the Faculty of Physical Sciences. This alignment is consistent with the constituencies for academic staff elections to the Court.

16. Regulation 6 - the Procedures for the Definition and Election of Deans - has been amended in line with the Management Board’s proposals. At the same time, an attempt has been made to clarify the election arrangements by including an extended definition of the constituencies for the election of Deans. Furthermore, because the existing Deans have been assigned to the Faculties in accordance with the present Regulation, there is also a need for new transitional arrangements to effect the change to the new structure.
REGULATION A7 - COMMITTEES OF THE COUNCIL AND SENATE - MEMBERSHIP, TERMS OF REFERENCE AND STANDING ORDERS

17. As a result of the general review of these Regulations, in addition to some minor ‘housekeeping’ amendments, it is proposed to include an additional section in Regulation 7 concerning “attendance at meetings”. This is intended to clarify the role of substitutes at meetings as well as that of the College Officers “in attendance” at meetings of the Council and Senate and their Committees.

REGULATION A8 - OFFICERS OF THE COLLEGE

18. Some minor changes are proposed to reflect the current job titles of various College Officers.

REGULATION A9 - PROCEDURES FOR THE AWARD OF FELLOWSHIPS, HONORARY DEGREES AND ASSOCIATESHIPS

19. Some minor changes are proposed as a result of the general review of Regulations.

REGULATION A11 - RESERVED AREAS OF BUSINESS AND THE DELEGATION OF POWERS OF THE COUNCIL

20. Members will recall that, at its meeting in December 2003, the Council agreed to increase the threshold above which all purchases, disposals or projects are required to have the prior approval of the Council from £1M to £5M. Responsibility for approving all projects with a total cost less than £5M and which had been included in the College’s Capital Investment Plan and therefore approved in principle by the Council was delegated to the Rector as advised by the Management Board.

21. At the same time, it was recognised that there would be occasions when capital expenditure requirements would arise outside the approved Capital Investment Plan. The Council therefore agreed to give delegated authority to its Finance Committee to approve expenditure in excess of £1M where such expenditure was required for the development work on a project to be carried out prior to its inclusion in the next approved edition of the Capital Investment Plan. Where such expenditure was in excess of £5M Council approval would still have to be sought.

22. However, in October 2004, the Council agreed to disband the Finance Committee. The operational aspects of its work have been delegated to the Rector with the Council taking on responsibility for considering strategic finance issues. The disbanding of the Finance Committee means that the delegations agreed by the Council in December 2003 will now have to be reconsidered.

23. As the Council’s decision to disband the Finance Committee was predicated on the clear devolution of its operational responsibilities to the Rector and the Management Board, it is proposed that the levels of authority previously delegated to the Finance Committee should now be transferred to the Rector and the Management Board. These proposed delegations have therefore been set out in a new section on Project Approvals in Regulation A11.
24. Some minor changes are proposed as a result of the general review of Regulations.

APPROVAL

25. The Council is asked to consider and, if it sees fit, approve the proposed amendments to College Regulations A1, A2, A3, A4, A5, A6, A7, A8, A9, A11 and A12 as set out in Annexes A – K of this Paper.

K.A.M.
REGULATION A1

MEMBERSHIP OF THE COLLEGE

Regulation made by the Council of the College pursuant to Statute 2(2)

1. In addition to those categories of person designated Members of the College in Statute 2(1), the Council may grant membership of the College to other persons or categories of persons.

2. Proposals for such additional membership may be made to the Council provided that:
   a. Any such proposals are made in writing with supporting justification to the Clerk to the Council.
   b. The Clerk to the Council seeks the views of the Senate and the Management Board, as appropriate, before laying the proposal before the Council for its consideration.

3. The Clerk to the Council shall maintain a formal record of all decisions of the Council on such proposals for the conferment of the status of Membership of the College.
IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

REGULATION A2

CORPORATE CUSTODY AND USE OF THE COMMON SEAL OF THE COLLEGE

Regulation made by the Council of the College pursuant to Article 11 of the College’s Charter

1. In accordance with Article 11 of the Charter, the Council shall have the custody and sole use of the Common Seal of the College.

2. It shall be the responsibility of the Clerk to the Council to keep secure the Corporate Common Seal of the College.

2. The circumstances under which the seal may be used is determined by common law and statutory provisions relating to the execution of legal documents. The main categories are: (a) conveyance of land or an interest in land (such as lease or mortgage) exceeding three years, (b) contracts where there is no valid consideration (such as a Deed of Covenant or Deed of Gift), (c) transfer of a British ship. In addition, any contract where it is desired to extend the normal limitation period from six to twelve years needs to be executed under seal. This applies mainly to building contracts.

3. The Common Seal shall be used only to seal documents upon which the Seal is required by law or by accepted custom and usage. Within these terms, the following uses of the Common Seal are authorised:

   a. Degree, Diploma and Other Certificates.
   
   b. Legal Contracts.
   
   c. Conveyances.

4. The Common Seal shall be affixed only pursuant to a resolution of the Council or of the Senate or by authority of the Chairman of the Council. The Clerk may also authorise the affixing of the Seal to documents listed in Paragraph 3 above, save in cases of urgency when it may be authorised by two members of the Council, one of whom shall be the Rector or, in his absence, the Deputy Rector.

5. Every instrument to which the Common Seal of the College is affixed shall be signed by any two members of the Council, except co-opted members, and the President of the Imperial College Union, or by the Clerk to the Council, the Assistant Clerk or any two of the principal College Officers previously authorised by the Council in pursuance of Regulation A8.
6. A Sealing Register shall be kept in which by the Clerk, in which shall be entered the date of each occasion on which the Common Seal of the College is affixed, and the nature of the instrument. The and the names of the members of the Council or other College Officers who sign the instrument shall also sign the Sealing Register.

7. The Corporate Common Seal of the Imperial College of Science, Technology and Medicine shall be that approved by the Governing Body of the College on 12 May 1989, a reduced size facsimile impression of which is affixed below.
APPOINTMENT, ELECTION AND CO-OPTION OF MEMBERS OF THE COURT

Regulation made by the Council of the College pursuant to Statutes 1 and 3

1. For the purposes of this Regulation, the following shall be the meaning of the terms used and procedures to be adopted for the appointment, election and co-option of members of the Court.

EX OFFICIO STAFF MEMBERS

2. “Pro-Rectors” shall mean any such person appointed by the Rector to this position who is not also the Deputy Rector; “Principals” shall mean the Principals of the Faculties; “Vice-Vice-Principals” shall mean the Vice-Vice-Principals of the Faculties; “Deans” shall mean the Deans elected in accordance with Regulation A6.

APPOINTED MEMBERS

3. Appointed members of the Court shall be those nominated by the Appointing Bodies listed in Statute 3.1.(b) and approved by the Council.

4. In the list of Appointing Bodies in Statute 3.1.(b):

   a. “One person each by the Local Authority in the areas in which the College has a main site location”, shall be interpreted as one representative from each of the Local Authorities in whose boroughs the South Kensington, St. Mary’s, Royal Brompton, Hammersmith, Charing Cross, Silwood Park and Wye campuses are situate.

   b. “Three members of the Commons House of Parliament for the relevant parliamentary constituencies”, shall be interpreted as three members from among those members of the Commons House of Parliament with constituencies in which the South Kensington, St. Mary’s, Royal Brompton, Hammersmith, Charing Cross, Silwood Park and Wye campuses are situate.

   c. “Six-Eight appointed by the Imperial College Union” shall be six-eight persons nominated by the Imperial College Union Council in accordance with any such policy established for that purpose as determined by Article 17.3 of the Imperial College Union Constitution.
5. In the event of a vacancy occurring among members appointed on the nomination of one of the bodies listed in Statute 3(1)(b), that Appointing Body shall be invited by the Clerk to the Court to nominate another person for appointment to the Court. The nomination shall be drawn to the attention of the Court at its next ordinary meeting and, if it is acceptable to the Court, the appointment shall be confirmed.

ELECTED MEMBERS OF STAFF

6. **Members of the Academic Staff**

   a. Persons elected by the academic staff of the College from among their number to be members of the Court shall be members of, be elected by, and shall represent the interests of the Engineering, Science and Medical staff of the College in accordance with Statute 3(1)(c).

   b. Engineering staff shall comprise those academic staff employed in the Faculty of Engineering, that is the Departments of Aeronautics, Bioengineering, Chemical Engineering and Chemical Technology, Civil and Environmental Engineering, Computing, Earth Science and Engineering, Electrical and Electronic Engineering, Materials and Mechanical Engineering, and in the Management–Tanaka Business School and IC-Parc.

   c. Science staff shall comprise those academic staff employed in the Faculties of Life Sciences and Physical Sciences, that is the Departments of Agricultural Sciences, Biological Sciences, Environmental Science and Technology, Chemistry, Mathematics, Physics and the Centre for the History of Science, Technology and Medicine and in the Humanities Programme.

   d. Medical staff shall comprise those academic staff employed in the Faculty of Medicine.

   e. In the event of any uncertainty or dispute, the Rector shall have the authority to determine to which category a member of staff shall be deemed to be associated for the purpose of these elections.

   f. Academic staff entitled to vote for representatives of their academic grouping to be members of the Court shall be those academic staff who are full-time employees of the College with the status of Professors, Readers, Senior Lecturers and Lecturers but excluding Probationary and Temporary Lecturers.

7. **Members of the Non-Academic-Related Staff**

   a. Persons elected by the non-academic-related staff of the College from among their number to be members of the Court to represent the interests of the non-academic-related staff of the College shall be interpreted as persons employed full-time by the College on ALC Grades 3—6, ORS Grades 3—5 and RAII—RAIV in the Professional Services, Technical Services on Grades and Operational Services Families and Research Assistants inclusive, in accordance with Statute 3(1)(c).
8. **Election of Staff Members**

a. No later than the end of the Spring Term in the session preceding that in which vacancies occur, the Clerk to the Court shall invite nominations for election to the Court by notice in writing to all members of the academic and *non-academic-related* staff in the relevant groups. Each person nominated for election to the Court from the engineering, science and medical groupings of the academic staff or from the *non-academic-related* staff shall be nominated by two members of the same staff grouping, and nominations must reach the Clerk to the Court in writing by the closing date given in the notice, which shall be not less than three weeks from the date of that notice. The person nominated must countersign the nomination paper to indicate that he or she is prepared to stand for election.

b. If only sufficient nominations are received to fill the vacant places on the Court, those nominated will be declared elected without a ballot.

c. If insufficient nominations are received, those nominated will be declared elected without a ballot and the remaining place or places shall remain vacant for a further year, when at which point the Clerk to the Court will invite nominations in accordance with paragraph 3(3)(a)8.a. of this Regulation.

d. If more nominations are received for any one group than there are vacancies, a postal ballot will be held for that group. The voting paper shall include in each case only the candidate’s name and full-time appointment in the College (that is without civil honours, academic and professional qualifications or part-time College appointments), together with the names of the proposer and seconder. Appended to the ballot paper will be a brief *curriculum vitae* in respect of each candidate. Completed ballot papers must be returned to the Clerk to the Court by the closing date stated in the notice of ballot, which shall be not less than three weeks from the date of that notice. The persons to be elected shall be determined by the operation of the single transferable vote system.

e. As soon as possible after the closing date for the receipt of ballot papers, the Clerk to the Court shall inform the candidates, their proposers and seconders of the result which shall also be announced at the next ordinary meeting of the Council and in a College Notice to be issued thereafter. The voting figures shall not be published.

9. **Casual Vacancies.** In the event of a vacancy occurring amongst the elected staff members before the end of the elected period of a member of the academic or academic-related staff, the Clerk to the Council shall arrange for an election forthwith to fill that vacancy for the remainder of the period of office outstanding. Any such person elected to fill a casual vacancy shall be eligible for election for two further periods of membership of the Court on completion of the term of office for which he or she was originally elected in accordance with Statute 3(2)(be).
CO-OPTED MEMBERS

10. Persons eligible to be co-opted on the recommendation of the Council to be members of the Court in pursuance of Statute 3(1)(d) shall be persons possessing such expertise as may be required by the Court to enable it to carry out its functions, together with any person co-opted to a committee of the Council who is not already an appointed or elected member of the Court.

QUORACY OF THE COURT

11. The Court shall be deemed to be quorate when at least 50 members are present, in which appointed and co-opted members shall form a majority.

[Approved 27.03.98]
[Last amended 09.10.98]
[Revised: 14 December 2001]
IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

REGULATION A4

NOMINATION, ELECTION AND CO-OPTION OF MEMBERS OF THE COUNCIL

Regulation made by the Council of the College pursuant to Statutes 1 and 4

REPRESENTATIVES OF THE EX OFFICIO MEMBERS OF THE COURT

1. The six members of the Council representing the Pro Rectors, Deans, Principals, Vice Principals and equivalent persons appointed from the senior staff of the College under the terms of Statute 4(1)(a) shall be selected by the Nominations Committee so as to provide a balanced reflection of the breadth of disciplines in the College.

MEMBERS NOMINATED BY THE COURT

2. The Court shall be invited to nominate from among their number three external members, as defined in Statute 1(1)(d), to fill the vacancies for members of the Council in accordance with Statute 4(1)(a).

EXTERNAL MEMBERS

3. External members co-opted to the Council in accordance with Statute 4(1)(a), shall be as defined in Statute 1(1)(d) and shall be co-opted from those persons who are members of the Court in the capacity of Appointed or Co-opted members.

CASUAL VACANCIES

4. In the event of a vacancy occurring on the Council before the end of the period of nomination of an Appointed Member or the period of co-option of an External Member, the Clerk to the Council will arrange for a nomination or co-option to fill that vacancy for the remainder of the period of office. Any person nominated or co-opted to fill such a casual vacancy shall be eligible for two further periods of membership of the Council in accordance with Statute 4(2)(bc).
ELECTED STAFF MEMBERS

The election of full-time academic staff to the Council shall be by ballot of eligible staff in the engineering, medical and science constituencies, as defined in Regulation A3, paragraph 3(1), from representatives of those constituencies already elected to the Court. The election process will follow any election which may be required to first fill a vacancy in any one constituency for a representative on the Court in accordance with Regulation A3, paragraph 3(3). The ballot to fill either one or both of the vacancies on the Council for a particular constituency shall be by means of a straight majority of those voting.

5. The Elected Staff Member shall be chosen annually by and from among the Deans elected by the academic staff in accordance with Regulation A6 at the beginning of each academic year. The Dean chosen as the elected staff member shall serve in this capacity for one year, but shall be eligible for re-appointment.

[Approved 27.03.98][Last amended 13.11.98]
IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

REGULATION A5

PROCEDURES FOR THE APPOINTMENT, ELECTION AND CO-OPTION OF MEMBERS OF THE SENATE

Regulation made by the Council of the College pursuant to Statute 5

1. For the purposes of this Regulation, the following shall be the meaning of the terms used and procedures to be adopted for the appointment, election and co-option of members of the Senate.

1——EX OFFICIO STAFF MEMBERS

2. The definitions of offices used in this Regulation shall be as set out in Regulation A3, Paragraph 42.

2——APPOINTED MEMBERS

3. Appointed members of the Senate shall be those nominated by the Appointing Bodies listed in Statute 5(1)(b), (c) and (d).

4. No later than 1 March in any year that a Science or Engineering vacancy is due to occur the Secretary to the Senate shall invite the Heads of the Departments/Divisions in the Faculties of Engineering, Life Sciences and Physical Sciences to nominate from their own number up to five Heads for appointment to the Senate. In the event that more nominations are received than the number of vacancies expected, an election will be held in accordance with the procedures outlined in Paragraph 2(6) below.

5. No later than 1 March in any year that a medical vacancy is due to occur, the Secretary to the Senate shall invite the Heads of the Faculty of Medicine Divisions to nominate from their own number up to two Heads for appointment to the Senate. In the event that more nominations are received than the number of vacancies expected, an election will be held in accordance with the procedures outlined in Paragraph 2(6) below.

6. The Secretary to the Senate shall invite the Chairmen of the Engineering Studies Committee, the Medical Studies Committee and the Science Studies Committee each to nominate members of the full-time academic staff to fill any vacancies expected to occur for appointment to the Senate. The process for nomination shall be for each Committee to determine. The Chairmen of the Committees shall notify the Secretary to the Senate of their nominations no later than 31 May in any year that the vacancies are expected.
7. In the list of Nominating Bodies in Statute 5(1) the “Three students of the College” shall be the President of the Imperial College Union and two registered students nominated by the Imperial College Union Council in accordance with any such policy established for that purpose as determined by Article 17.3 of the Imperial College Union’s Constitution.

8. In the event that an election is required to determine nominations for the appointment of Heads of Science and Engineering Departments/ Divisions or Heads of Faculty of Medicine Divisions to the Senate the Secretary shall hold a postal ballot for the group concerned. Ballot papers must reach the Secretary to the Senate by the closing date stated in the notice of ballot, which shall be not less than two weeks from the date of that notice. The persons to be elected shall be determined by a simple majority of those voting.

3——ELECTED MEMBERS OF ACADEMIC STAFF

9. For the purposes of these Regulations, the term “academic staff” shall be as defined in Regulation A3, Paragraph 3(1)(f).

10. No later than 1 June in any year that a vacancy for an elected academic staff member is due to occur the Secretary to the Senate shall invite nominations for election to the Senate by notice in writing to members of the academic staff. Each person nominated for election to the Senate from the academic staff shall be nominated by two members of the academic staff and nominations must reach the Secretary to the Senate in writing by the closing date given in the notice, which shall be not less than two weeks from the date of that notice. The person nominated must countersign the nomination paper to indicate that he or she is prepared to stand for election.

11. If only sufficient nominations are received to fill the expected vacant places on the Senate, those nominated will be declared elected without a ballot.

12. If insufficient nominations are received, those nominated will be declared elected without a ballot and the remaining place or places shall be filled by co-option at the next following meeting of the Senate.

13. If more nominations are received than there are vacancies, a postal ballot will be held. Ballot papers must reach the Secretary to the Senate by the closing date stated in the notice of ballot, which shall be not less than three weeks from the date of that notice. The persons to be elected shall be determined by the operation of the single transferable vote system in such a way as to ensure that not more than two Professors are elected at any one time to fill the six places allocated in accordance with Statute 5(1)(e).

14. As soon as possible after the closing date for the receipt of ballot papers, the candidates shall be informed of the result which shall also be sent to Heads of Departments and Divisions for display locally, and shall be reported in the IC Reporter.
4——CO-OPTED MEMBERS

15. In any year that a vacancy is due to occur for a co-opted member on the Senate, the Rector will propose that the Senate approve the co-option of such additional members of the full-time academic staff nominated by him to fill these expected vacancies, always ensuring that academic interests are widely represented.

5——CASUAL VACANCIES

16. In the event of a vacancy occurring before the end of the appointed or elected period of a member of the Senate, the Secretary to the Senate shall arrange for an appointment or election forthwith to fill that vacancy for the remainder of the period of office outstanding in accordance with the procedures outlined above. Any such person appointed or elected to fill a casual vacancy shall be eligible for re-appointment or re-election for each of two periods of membership of the Senate following the completion of the period of membership for which he or she was first appointed or elected, in accordance with Statute 5(2)(c).

MEETINGS OF THE SENATE

17. The Senate shall meet at least three times during the academic year. One meeting shall normally be held in each term. Additional meetings shall be called as required by the Chairman or at the written request of no fewer than one-third of the members.

18. The Senate shall be deemed to be quorate when one-third of the nominated, elected and co-opted members are present.

[Approved 27.03.98]
[Revised: 14 December 2001]
IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

REGULATION A6

THE DEFINITION, ELECTION AND RESPONSIBILITIES OF DEANS

Regulation made by the Council of the College pursuant to Statute 1(2)

1. This Regulation applies to the Deans of the Faculties of Engineering, Life Sciences, Physical Sciences and Medicine and the Supernumerary Dean, but excluding the ‘Campus Deans’.

In the following text, the term “constituency” refers to the Faculties of Engineering, Life Sciences, Physical Sciences and Medicine.

INTRODUCTION

2. Deans are full-time Professors of the College who, having been elected by the senior academic members of their constituency, enjoy the confidence of their colleagues and may therefore be expected to act as a conduit for academic opinion which complements that coming through the normal management structure.

3. Deans are not members of ‘line management’ and do not, for example, stand between the Rector, the Principals of the Faculties and Heads of Department or Heads of Division. Thus Deans have an essentially non-executive role as spokesmen or spokeswomen and advisors, although a number of specific administrative responsibilities are also assigned to them.

4. Subject to the transitional arrangements there will be two elected Deans for each of the Faculties of Engineering, a single elected Dean for the Faculties of Life Sciences and Physical Sciences together, and two elected Deans for the Faculty of Medicine, one being a clinical Professor and one being a non-clinical Professor.

5. In order that all of the Deans’ duties can be carried out effectively, in any one year there will normally be six Deans in the College; the five elected Deans, and a Supernumerary Dean, who will be the Dean of the Faculty of Engineering, Life Sciences or Physical Sciences whose term of office as an elected Dean expired at the end of the previous year.
CONSTITUENCIES

6. The Constituency for the election of the Dean for the Faculty of Engineering shall comprise the Faculty of Engineering, the Tanaka Business School and IC-Parc.

7. The Constituency for the election of the Dean for the Faculty of Life Sciences shall comprise the Faculty of Life Sciences.

8. The Constituency for the election of the Dean for the Faculty of Physical Sciences shall comprise the Faculty of Physical Sciences, the Centre for the History of Science, Technology and Medicine, the Humanities Programme and the Institute of Mathematical Sciences.

9. The Constituency for the election of the Deans for the Faculty of Medicine shall comprise the Faculty of Medicine.

ELECTION OF DEANS

10. Deans shall be elected by the full-time Professors, Readers and Senior Lecturers of their respective constituencies. In the case of the Faculty of Medicine, a Vice-Principal will be eligible to vote whether or not the holder of the office is a full-time Professor, Reader or Senior Lecturer of the College.

11. Deans shall normally serve for a period of three years commencing on 1 September. A former Dean is eligible for re-election after one period out of office except that, where an outgoing Dean has served for less than one half of the normal period of three years having been elected to complete a term of office relinquished early by another Dean, he/she is eligible for the ensuing period of office.

12. Following the expiry of their terms of office, the Deans of the Faculties of Engineering, Life Sciences and Physical Sciences will each serve as the Supernumerary Dean for one further year. To ensure that the total number of Deans in any one year is six, the terms of office of the Deans of the Faculties of Engineering, Life Sciences and Physical Sciences will be co-ordinated, and if necessary adjusted, so that one Dean’s term of office expires each year.

13. A Dean may not hold office concurrently as Pro-Pro-Rector, Principal, Head of Department or Division, Deputy Principal or Vice-Principal.

14. The election for a Dean shall be conducted by the Director of Human Resources during the second term of the final year of office of the retiring Dean. Notice of election is given to the Senate at its Spring Term meeting when the date by which nominations are required is announced. The Director of Human Resources issues a letter to the electorate on the day following the Senate Meeting giving notice of the election and the date by which nominations must be received.

15. Each candidate shall be proposed and seconded by members of the relevant electorate constituency who must first obtain the consent of the nominee. If there is more than one nomination, voting shall be by secret ballot using official voting slips and envelopes issued
by, and for return to, the Director of Human Resources. Each elector is allowed to vote for one candidate only. The Director of Human Resources shall declare the result on the basis of the number of votes cast and announce it on the first working day following the closing date.

16. In the event of a tie, the Director of Human Resources shall:

   a. Ascertain whether one or other of the candidates wishes to withdraw;

   b. If not, conduct a second election amongst the same electorateconstituency, with only those who have tied being included as candidates;

17. In the event of a second tie, the Director of Human Resources will conduct a second ballot amongst the Pro-Pro-Rectors and the existing Deans only.

18. If a casual vacancy occurs, the Director of Human Resources shall proceed to hold an election as soon as practicable. The incoming Dean will then complete the term of office of the retiring Dean and may be subsequently eligible for election for a further term of three years (see Paragraph 11. above).

SPECIFIC DUTIES OF ALL DEANS

19. Deans have specific roles, which are recorded in College policy documents.

COMMITTEE MEMBERSHIP

20. Deans are ex officio members of the Court, the Senateand the Academic Promotions Committee and the Fellowships Sub-Committee of the Council—and attend Heads of Department/ Division meetings. A Dean is also eligible for nomination to be a representative of the Pro-Rectors, Principals, Deans and Vice-Principals on the CouncilIndividual—and Deans may also be co-opted on to other committees.

21. Deans, except those of the Faculty of Medicine, are ex officio members of the Graduate Studies Committees. The appropriate Deans chairs the Engineering Studies, Medical Studies and Science Studies and the Faculty Post-Graduate Ccommittees.

22. One of the Deans will also serve as the Elected Staff Member of the Council. The Dean serving in this capacity will be chosen annually by and from among the Deans at the beginning of each academic year. The Dean chosen as the Elected Staff Member of the Council shall serve in this capacity for one year, but will be eligible for re-appointment.

OTHER MATTERS

23. In accordance with their role as stated in Paragraph 2. above, Deans may be asked, by the Rector, from time to time to sit on, or chair, committees or working parties and to undertake other ad hoc tasks.
TRANSITIONAL ARRANGEMENTS

24. These Regulations shall take effect from 1 January 2002/12 February 2005.

25. The person who immediately before 1 January 2002/12 February 2005 was elected as Dean of the Royal College of Science shall be deemed to have become the Dean of the Faculties of Life Sciences and Physical Sciences shall continue in this capacity until his current term of office expires. On the expiry of this term of office, elections will be held for the appointment of separate Deans for the Faculty of Physical Sciences and for the Faculty of Life Sciences.

26. The persons who immediately before 1 January 2002/12 February 2005 were elected as the Deans of the Royal School of Mines and the City & Guilds College Faculty of Engineering shall be deemed to have become the Deans of the Faculty of Engineering continue as the Dean of the Faculty of Engineering until their current term of office expires.

27. Those persons who immediately before 1 January 2002/12 February 2005 were elected as Deans of the Imperial College School Faculty of Medicine shall be deemed to have become the Deans of the Faculty of Medicine until their current terms of office expires.

28. In order to co-ordinate the terms of office of the Deans of the Faculties of Engineering, Life Sciences and Physical Sciences in accordance with the provisions of Paragraph 12 above, the first Dean of the Faculty of Life Sciences elected after the expiry of the term of office of the Dean of the Faculties of Life Sciences and Physical Sciences will serve for a term of office of two years only. Subsequent Deans of the Faculty of Life Sciences will serve for a period of three years in accordance with Paragraph 11 above.
1. **MEMBERSHIP AND TERMS OF REFERENCE**

1. The membership, terms of reference and frequency of meetings of the Court, Council and Senate shall be as determined in the Statutes. The membership, terms of reference, frequency of meetings of the committees of the Council and Senate shall be as approved by the Council or Senate respectively and shall be published annually in the College Calendar.

2. **CHAIRMANSHIP AND VICE-CHAIRMANSHIP OF COMMITTEES**

2. Except where otherwise stated in the Statutes or Regulations, the Chairman and Vice-Chairman of all Standing Committees and other committees of the Council shall be appointed by the Council.

3. Except where otherwise stated in the Statutes or Regulations, the Chairman and Vice-Chairman of all Standing Committees and other committees of the Senate shall be appointed by the Senate.

4. The Chairman and Vice-Chairman of any other sub-committees or ad hoc committees shall normally be appointed by the parent committee.

5. Except where otherwise stated in the Statutes or Regulations, the period of office of the Chairman of every committee shall be determined by the parent committee.

3. **COMMITTEE SCHEDULING**

6. The dates of meetings of the Court, Council, Senate and all Standing Committees of the Council and Senate for the year ahead shall be published prior to the commencement of the academic year.

7. The dates of sub-committees of the Council and the Senate shall normally be notified at least fourteen days in advance.

8. In every instance it shall be the responsibility of the Secretary of each committee to inform members of the dates, times and venues of meetings.
4. **QUORUM**

9. *Except where otherwise stipulated,* the quorum for each Committee of the Council and Senate shall be one-third of the membership of those Committees or otherwise as determined by the Council or the Senate, as appropriate.

5. **STANDING ORDERS**

Standing Orders for all committees of the Council and Senate are given below:

10. Notification of the date, time and venue of each meeting and the Agenda and papers for each meeting of a committee shall be sent by the Secretary to every member not less than seven days before each meeting.

11. A special meeting of a committee may be convened by the Chairman, or by the Secretary on receipt of a written request signed by no fewer than one-third of the members of the committee. The meeting shall be held within a minimum of ten days and a maximum of 21 days from the date of receipt of the request by the Secretary. The Secretary shall notify all members of the date, time and venue of any special meeting. No business shall be transacted at a special meeting of any committee except that for which it has been convened.

12. The Agenda for a meeting of a committee may include items marked with an asterisk, which will signify that the item(s) so marked will be expected to pass without discussion. Not less than 24 hours before the start of the meeting any member may request that the asterisk be removed, thereby permitting discussion of the item.

13. In exceptional circumstances Supplementary Agenda items may be taken with the approval of the Chairman.

14. Agendas and papers for, and Minutes of, any meeting relating to Reserved Areas of Business as defined in Statute 6 shall be recorded separately in a confidential minute and circulated only to those members of the meeting entitled to receive them.

15. **Attendance at Meetings.**

a. Only duly appointed members are entitled to attend meetings. Substitutes will not normally be permitted. In exceptional circumstances and with the prior agreement of the Committee’s Chairman a substitute may be permitted to attend a meeting, but will not be permitted to vote and may only contribute to a committee’s deliberations when invited to do so by the Chairman.

b. A committee’s terms of reference may provide for College Officers to attend meetings. The Chairman may also permit other officers to attend individual meetings where they are required to provide advice or guidance to the Committee. Officers in
attendance will not be permitted to vote and may only contribute to a committee’s deliberations when invited to do so by the Chairman.

c. Any member who is absent from committee meetings for twelve consecutive calendar months shall cease to be a member unless the Committee decide otherwise.

16. **Order and Conduct of Debate.**

   a. Any *formal* proposal or recommendation which appears on the Agenda *Paper* or in a *report-paper* submitted to the meeting shall be put to the meeting for resolution.

   b. No proposal or motion proposed during the course of a meeting shall be put to the meeting for resolution without the approval of the Chairman.

   c. When an amendment to a proposal or motion has been moved and seconded, no further amendment shall be moved until the first amendment has been carried or defeated. If an amendment is carried, the proposal or motion as amended shall be considered in place of the original proposal or motion and shall become the proposal or motion to which any further amendments may be moved.

17. **Voting.**

   a. Voting at meetings shall normally be by show of hands of those present. The votes of the majority shall decide. When equal numbers of votes are cast, the Chairman shall have a casting vote.

   b. If a count takes place, the number of votes cast shall be recorded in the Minutes of the meeting.

18. **Minutes.**

   a. Minutes of every meeting shall be kept by the Secretary, who shall be responsible for maintaining a *Master-master File* of all Minutes and Papers and subsequently archiving them.

   b. The Secretary shall circulate the unconfirmed Minutes to all members as soon as reasonably practical after each meeting.

   c. The Minutes of each meeting shall, after confirmation, be signed by the Chairman at the succeeding meeting.

19. A Committee may, at an ordinary meeting, suspend or amend a Standing Order, provided that the suspension or amendment does not conflict with the Statutes or Regulations, and that suspension or amendment is approved by two-thirds of those members present and voting.
1. In addition to those persons identified in Statutes 8(1), 8(2), 8(4) and 8(5), the Council is given powers under Statute 8(3) to designate other persons as College Officers.

2. The Rector may recommend to the Council any senior academic or academic-related member of staff of the College to be designated as a College Officer. Such recommendations would normally include the Directors of Estates, Finance, Human Resources and Strategy and Planning, the Academic Registrar and the Principals of the Faculties.

3. Any person designated as a College Officer by the Council in accordance with Statute 8(3) shall only retain that title for so long as they held the appointment in which they were initially so designated.

4. Except in so far as a person is an ex officio member of the Court in accordance with Statute 3(1)(a), or a member of the Council in accordance with Statute 4(1)(a), persons designated College Officers in accordance with Statute 8(3) may not be nominated for election to the Court or the Council.

5. The Officers of the College, appointed by the Council as such, shall be:

   In accordance with Statute 8(1)
   The Rector

   In accordance with Statute 8(2)
   The Deputy Rector
   The Pro-Rectors

   In accordance with Statute 8(3)
   The Principals of the Faculties
   The Deans of the Faculties as defined in Regulation A6
   The Director of Strategy and Planning and Information
   The Director of Chief Finance Officer
   The Director of Finance
The Director of Human Resources
The Director of Estates
The Director of Strategy Development
The Director of Information and Communication Technologies (ICT)
The Director of Research Support and Development
The Academic Registrar
The Assistant Clerk to the Court and Council

In accordance with Statute 8(4)

The Clerk to the Court and Council

In accordance with Statute 8(5)

The College Secretary

Approved by the Council 22 October 1999
[Revised: 14 December 2001]
IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

REGULATION A9

PROCEDURES FOR THE AWARD OF FELLOWSHIPS, HONORARY DEGREES AND ASSOCIATESHIPS

This Regulation is made by the Council of the College pursuant to Statute 12

1. FELLOWSHIPS AND HONORARY DEGREES

1. Fellowships of the Imperial College or Honorary Degrees may be awarded:

   a. To members or former members of the Court, the Governing Body of the College or of the previous Governing Body, to former members of staff or to former students of the Imperial College of Science, Technology and Medicine, who may be deemed eligible by reason of their outstanding achievements or of exceptional services rendered to the College;

   b. To other persons not members of the College who are of outstanding distinction in appropriate fields and whom the College wishes to honour.

2. In the criteria for Fellowship or an Honorary Degree:

   a. “Achievement” should mean truly outstanding and “services” to the College truly exceptional;

   b. Former staff (who are not former students) should be selected mainly from those who have retired as Professors of eminence in their fields and especially those who have rendered special service to the College as Deans, Heads of Departments, etc.

3. A person who on his retirement was a member of the staff of the College should not be considered for election to Fellowship or an Honorary Degree until one calendar year has elapsed since his retirement or since his appointment as Senior Research Fellow of the College.

2. ASSOCIATESHIPS

4. Associateships of the Imperial College of Science, Technology and Medicine may be awarded:

   a. To such persons who have been members of the staff for a substantial period or who have retired from membership of the staff in any grade or category.
b. To such former students or to such other persons not whether members of the College or not, as may be deemed eligible by reason of their having rendered exceptional service to the College or having otherwise done something outstanding to enhance the reputation of the College.
RESERVED AREAS OF BUSINESS
AND THE DELEGATION OF POWERS OF THE COUNCIL

Regulation made by the Council of the College pursuant to Statutes 4(6) and 6

1. RESERVED AREAS OF BUSINESS

1. The Reserved Areas of Business are defined in Statute 6 of the College’s Statutes, as follows:

“Student members of the Court, the Council and the Senate and of their Committees and of such other committees or bodies of the College as may from time to time be established shall not be entitled to participate in the consideration of reserved areas of business. Reserved areas of business shall be appointment, re-appointment, promotion and any other matter affecting individual members of staff; the admission, re-admission and academic assessment of individual students; the appointment of examiners for individual students; the consideration of courses of study for individual students, including research projects; and discussion of the award of grants, scholarships and prizes for individuals. It shall be for the relevant Chairman to decide in any case of doubt whether a matter is one to which this Statute applies, and that decision shall be final. In respect of any item of business to which this Statute does apply, papers for consideration at meetings of any such bodies and minutes and other records relating to such matters shall not at any time be available to a student member.”

2. DELEGATION OF POWERS OF THE COUNCIL

2. The delegation of Powers of the Council is defined in Statute 4(6) of the College's Statutes as follows:

“The Council may delegate any of its functions, powers and duties (other than its power to make Regulations) to committees appointed by it or to its officers as it sees fit, and such committees and individuals may further delegate unless the Council has provided to the contrary.”

3. Pursuant to Statute 4(6), the Council has determined that the following matters may not be delegated to its committees or its officers except by resolution of the Council:
a. Final approval of the College Strategic Plan.

b. Final approval of the College’s Annual Budget.

c. Final approval of the audited Annual Financial Statements.

d. Final approval of purchases or disposals of assets, land or buildings exceeding £5M in value.

e. Final approval of any borrowing facility that would cause the College’s total borrowing from all sources to exceed £5M.

f. The appointment of the Rector.

g. The recommendation to the Court for the appointment of the Chairman, and Deputy Chairman, and Honorary Treasurer.

h. The appointment of the Clerk to the Court and Council and of the College Secretary.

**PROJECT APPROVALS**

4. The Council has decided that final approval for those projects with a value of less than £5M, which have been included in the Capital Investment Plan and approved in principle by the Council shall be delegated to the Rector, as advised by the Management Board.

5. The Council has also decided that the Rector, as advised by the Management Board, shall have delegated authority to approve expenditure in excess of £1M, but less than £5M, where such expenditure is required for development work on a project to be carried out prior to its inclusion in the Capital Investment Plan.

6. Furthermore the Council has decided that, for those projects with a total cost in excess of £5M which have been included in the Capital Investment Plan and which have been formally approved by the Council, the Rector, as advised by the Management Board, shall have delegated authority to approve subsequent variations to the total cost of the project, provided that the variation does not exceed 10% of the total project cost (regardless of whether this variation is the result of a single increase or of the aggregation of two or more smaller increases). This delegation of approval only applies to project changes and does not apply to variations between a project’s initial cost estimates and the receipt of firm tenders.

**CHAIRMAN’S ACTION**

7. Pursuant to Statute 4(6) the Council has determined that the Chairman shall have delegated powers to act on its behalf between scheduled Meetings of the Council on:

   a. Items of routine business that would not normally merit discussion at a meeting of the Council;
b. Matters relating to the implementation of policies that have already been approved by the Council.

8. Where an issue arises which, in the view of the Chairman, is too urgent and important for consideration to be deferred until the next scheduled Meeting of the Council, the Council has determined that the Chairman shall have delegated authority to take action on its behalf. Such action may, at the discretion of the Chairman, take the form of:

a. Calling a Special Meeting of the Council;

b. Consulting with the Members of the Council by correspondence;

c. Taking Chairman’s action.

9. In all cases, the Chairman will exercise great care before taking action on behalf of the Council, and will consult with the Clerk to the Court and Council on the most appropriate course of action. Chairman’s action on matters of importance will be taken only where delaying a decision would disadvantage the College.

10. Where the Chairman has exercised his delegated authority to act on behalf of the Council, a written report on the action taken will be made to the next scheduled Meeting of the Council.

Approved by the Council 14 February 2003
CONFIDENTIALITY

1. The Minutes of the Council will be made available to staff and students of the College after they have been confirmed by the Council and signed by the Chairman.

2. Papers presented at meetings of the Council remain confidential to members of the Council until they are published in the Minutes of the Council.

3. Subject to the above, members of the Council may discuss items on the agenda of a Council Meeting with non-members in a general way and on a confidential basis prior to that meeting.

DISCLOSURE DECLARATION OF MEMBERS’ INTERESTS

4. Members of Council and/or of Council Committees and senior administrative officers of the College are required to make an annual Declaration of Interests with respect to their own financial and non-financial interests and those of their close family, spouse or partner. A nil return should be made where appropriate. Any subsequent material changes to the information supplied should be notified to the College Secretary/Clerk to the Court and Council as soon as they occur.

5. The Register of Interests will be held in the College Secretary’s Clerk’s Office and may be consulted by prior arrangement.

6. Any member who believes that he or she may have a direct or indirect personal or financial interest in any matter under discussion at a meeting of the Court, Council or of a Council Committee shall state that interest at the earliest opportunity, normally to the Chairman or to the Clerk or Secretary prior to the meeting or, if necessary, at the appropriate point during the meeting, whether or not such interests have been recorded in the Register of Interests. Such declarations shall be recorded in the Minutes.

7. Members declaring an interest should withdraw from the meeting when the relevant business is reached unless the Chairman invites them to stay. If members are invited to stay...
in the meeting, they may contribute to the discussion but are not entitled to vote unless the Chairman indicates otherwise. A member shall not be precluded from participating in discussion of any item of business solely because he or she is an employee or student of the College; nor shall the restriction on involvement in matters of personal financial interest *per se* prevent any member from considering and voting on proposals to insure the Council and its members against any liabilities which it or they might incur.

8. Members should decline to participate in any Committee or working party or other body where there is a possibility that a conflict of interest may arise on a regular basis.
INTRODUCTION

1. The recommendation that students in higher education institutions should be able to appeal to an independent body was first made in May 1996 in the ‘Second Report of the Committee on Standards in Public Life’, chaired by Lord Nolan. Subsequently, the government announced its intention to establish an independent adjudicator for higher education in the White Paper of January 2003, ‘The Future of Higher Education’.

2. The Office of the Independent Adjudicator (OIA) commenced a voluntary complaints scheme on 29 March 2004 and the College was one of a hundred higher education institutions to participate in this. Following the transition period, as of 1 January 2005 all higher education institutions in England and Wales are required to comply with the Rules of the Scheme, which are attached at Annex A.

THE COLLEGE’S RESPONSE

3. Under the new Rules, the College is obliged to issue a letter (‘Completion of Procedures Letter’) to any student who has exhausted the College’s internal complaints procedures. If the student is still dissatisfied, he/she may then take the complaint (assuming it is among those covered by the Scheme, as clarified in Paragraphs 2 and 3 of Annex A) to the Office of the Independent Adjudicator within three months of the date upon which the internal complaints procedures were exhausted.

4. It should be noted that, until 1 January 2005, student complaints were dealt with under the jurisdiction of the College’s Visitor, Her Majesty the Queen acting through the President of the Privy Council. With the establishment of the Office of the Independent Adjudicator, this role has been removed from the Visitor’s jurisdiction.

5. In the guidance to higher education institutions about the student complaints scheme, it is stated that “all HEIs must ensure that students have reasonable access to the OIA. This means that internal complaints procedures must clearly explain how and when students can bring a complaint to the OIA”. At present, a number of the College’s procedures include the following statement regarding a student’s Visitorial rights, which is now out of date:

“If, having exhausted the College’s internal appeals structure, the student is still dissatisfied, the student may petition the College’s Visitor. Under the 1998 Charter of Imperial College, Article 22, a student may appeal to the College’s Visitor who is Her Majesty the Queen acting through the President of the Privy Council. Information on how to petition is available at www.privycouncil.gov.uk/output/Page48.asp or by contacting the Privy Council Office.”

6. It is proposed therefore that the above paragraph be replaced with the following statement in the relevant College procedures:

“Once a student has completed the College’s internal appeals or complaints procedures, the College will issue the student with a Completion of Procedures Letter. If the student is still dissatisfied, the student may direct their complaint to the
Office of the Independent Adjudicator within three months of the date on which the Completion of Procedures Letter was issued. Information on the complaints covered by the Office of the Independent Adjudicator and the review procedures is available at http://www.oriahe.org.uk/docs/OIA_New_Rules.pdf.”

7. The Council is asked to consider and, if it sees fit, approve the above amendment at the appropriate point in the following procedures:


b. Procedures for Dealing with Student Disciplinary Offences.

c. Procedure for Dealing with Complaints by Students.

d. Procedure for the Assessment of Fitness to Practise Medicine.

e. Student Withdrawals and Appeals – Procedure for Dealing with Cases of Unsatisfactory Academic Progress.

F.V.M.
1. At its February Meeting each year the Council agrees the dates of its meetings and of those of the Court for the following academic and financial year. During the review of governance conducted by the Deputy Chairman, Dr Eileen Buttle, several members commented that, given their many other commitments, a single year’s forecast was insufficient and they requested that the dates of Council and Court meetings be set much further in advance.

2. I therefore attach at Annex A proposed dates for meetings of the Court and Council for the academic years 2005-06 to 2008-09. These conform with the Council’s decision to move to just four meetings a year with an away day to be held at the beginning of each year.

3. I would ask the Council to:

   a. Consider and, if it sees fit, approve the proposed dates for Council meetings for the years 2005-06 to 2007-08 and to agree the dates in principle for 2008-09.

   b. Agree that from 2005-06 the procedure should be that at its third Meeting each year the dates of Meetings for the next three years are reviewed and those for a fourth year agreed in principle.

K.A.M.
### PROPOSED DATES FOR COUNCIL MEETINGS 2005 – 2009

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<tr>
<th>Month</th>
<th>2005-06</th>
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<th>2007-08</th>
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