MINUTES OF THE PROCEEDINGS

at the

First Meeting of the

COUNCIL

of the

IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

The First Meeting of the Council was held in the Council Room, 170 Queen’s Gate at 10:00 a.m. on Friday, 13th July 2007, when there were present:

The Lord Kerr of Kinlochard (Chairman), Mrs. P. Couttie, Sir Peter Gershon, Mr. B. Gidoomal, Dr. G.G. Gray, Ms. C. Griffiths, Professor Dame Julia Higgins, Professor R.I. Kitney, Dr. M.P. Knight, Professor Sir Peter Knight, Mr. J. Newsum, Professor S.K. Smith, Dr. D.J. Wilbraham, the Baroness Wilcox, the Rector, the Deputy Rector and the President of the Imperial College Union, together with the Clerk to the Court and Council.

Apologies: Professor D.K.H. Begg and Ms. K. Owen.

In attendance: The President Elect of the Imperial College Union and the Assistant Clerk to the Court and Council.

WELCOME

The Chairman welcomed Mr. Stephen Brown, the President Elect of the Imperial College Union, to his first meeting of the Council as an observer.

MINUTES

Council – 23rd March 2007

1. The Minutes of the Forty-ninth Meeting of the Council, held on 23rd March 2007, were taken as read, confirmed and signed.

MATTERS ARISING

2. There were no matters arising from the Minutes of the last Meeting.

CHAIRMAN’S BUSINESS

3. The Chairman reminded Governors that this was an historic occasion as it was the first meeting of the Council since Imperial College had gained its new status as an independent university. He went on to congratulate the Rector on the organisation of the events on 9th July to celebrate both the College’s Centenary and its newly gained independence from the University of London, at which Her Majesty The Queen had opened the Institute of Biomedical Engineering; Her Majesty had presented the new
Charter to the College; and Her Majesty and His Royal Highness the Duke of Edinburgh had taken part in a graduation ceremony at which Imperial’s first honorary degrees had been awarded. It had been, he said, an excellent way to celebrate the Centenary and had demonstrated all that was good about Imperial. The Rector thanked the Chairman and said that congratulations were especially due to the team in the College’s Communications Division which had worked so hard to ensure that this event and all the other Centenary celebrations had been so successful.

Appointment of the Next Rector

4. Moving on, the Chairman thanked members for approving the appointment of Sir Roy Anderson as the next Rector of Imperial College out of committee. Although he would have preferred the Council to have had an opportunity to debate the Search Committee’s recommendation, members had previously agreed that it was important for the appointment to be confirmed before the College’s Centenary; this timetable had made it necessary for the final decision to be made by correspondence. However, it was clear from subsequent comments he had received that the appointment had been welcomed both within and outside the College. The Chairman then thanked his fellow Council members on the Search Committee, Dr. Gray, Sir Peter Gershon, Baroness Wilcox and Professor Kitney as well as the other members of the Search Committee, Professor Sir Ara Darzi and Lord Rees, for their contribution.

Resolved: That the appointment of Sir Roy Anderson as Rector of the College from the summer of 2008, in succession to Sir Richard Sykes, be ratified.

To Ratify the Approval of the Eastside Project by Chairman’s Action (Paper A)

5. The Chairman then introduced Paper A, confirming that, although he had had to approve the commencement of the Eastside Project by Chairman’s action, this had been uncontentious, as the Council had previously approved the Project in principle at the same cost.

Resolved: That the approval by Chairman’s Action of the Eastside Project at a total project cost of £64M be ratified.

RECTOR’S BUSINESS

Staff Matters (Paper B)

6. The Rector formally presented Paper B, which was received for information.

Oral Report by the Rector

7. Opening his Report, the Rector congratulated Professor Sir Ara Darzi, Head of the Division of Surgery, Oncology, Reproductive Biology and Anaesthetics, on his appointment as Parliamentary Under-Secretary in the Department of Health. Professor Sir Ara Darzi, who would now be joining the House of Lords, intended to continue his work at the College for two days a week. This was a great personal achievement for Sir Ara and recognised his pre-eminent status within the medical profession. It was also a positive step for the College, particularly as it was likely that there would be a strong synergy between his review of healthcare in London and
Imperial's development of the first Academic Health Sciences Centre in the UK. The Chairman also congratulated Professor Sir Ara Darzi on this appointment and said that he hoped he would enjoy his new responsibilities in the House of Lords. Baroness Wilcox asked if Sir Ara would remain as a College employee or if he would now be employed by the Department of Health or by the Government. The Rector confirmed that he would continue as a College employee, but was being seconded to the Government for the period of his appointment as a Minister.

The Rector then congratulated Professor Peter Barnes, Professor Sir Ravinder Maini, Professor David Wark and Professor Anthony Kinloch on their election as Fellows of the Royal Society. These elections brought the total number of Royal Society Fellows at Imperial up to 65. He also congratulated Professor Nigel Brandon and Professor Chris Toumazou, who had both been awarded the prestigious Royal Academy of Engineering Silver Award for their outstanding personal contributions to British engineering.

Moving on, the Rector noted that this had been a record year for academic promotions within the College. However, despite the large number of promotions (147), the quality of the candidates remained as high as ever and it was encouraging that initiatives which the College had recently taken in this area appeared to have resulted in an increase in applications from female academics. He then reminded members that the College, uniquely in the HE sector, negotiated its own pay with its recognised trades' unions, seeking always to equal or exceed the level of national award. This year a high level of national award - 3% in August with a further 3% in May - had given the College little room for manoeuvre, although some additional improvements to some scale points had been achieved. However, the most notable concession this year was a £100 Centenary Award to be paid to all members of staff in July to coincide with the Centenary celebrations.

Turning to other recent developments and achievements, the Rector was pleased to report that a new £4.5M National Research Centre had been announced. This would bring together academic and clinical researchers at the St Mary’s Hospital and Hammersmith Hospitals NHS Trusts and at the College. The Centre would trial new approaches and technologies to reduce human error and improve patient care. At the same time GlaxoSmithKline’s (GSK) new Clinical Imaging Centre (CIC) at the Burlington Danes site had been officially opened by the Right Honourable Alistair Darling MP, Secretary of State for Trade and Industry. The CIC was a unique joint venture undertaken by GSK, Imperial and the Medical Research Council and was the largest new imaging centre in Europe dedicated to the development and application of imaging techniques for clinical research. The new Centre represented an investment of over £50M and was a pioneering collaboration between industry, academia and the public sector. The Royal College of Art and Imperial had also agreed a strategic partnership for the creation of a world-class £5.8M multi-disciplinary centre called Design-London at RCA-Imperial. Its purpose would be to bring together the disciplines of design, engineering, technology and business to address the challenges of future innovation. Finally, the Rector reported that HRH The Duke of York had recently visited the College to learn about innovation and advances in science. HRH had visited the Imperial Incubator (the home of 15 technology-based spin-out companies) and deltaDOT, a life science company, and had later moved on to the Institute of Biomedical Engineering and the Department of Civil and Environmental Engineering, where he had looked at the Hydrodynamics Laboratory.
Wye Distance Learning Programme

11. The Rector reminded the Council that one of the consequences of the College's decision to leave the University of London was that Imperial would no longer be able to deliver the Distance Learning Programme it had inherited from Wye College. The courses run from Wye were for master's level degrees centred on agricultural economics and sustainable and rural development, especially in relation to developing economies. Students on these courses were registered as external students of the University rather than as students of the College and were examined across the world in locations arranged by the University. However, distance learning was not, he said, part of the College's core mission. Consequently it had been agreed with the University that Imperial would not run these courses itself in future, but would instead seek another University of London institution that could take on the role of 'lead college' for the University. He was pleased to say that an agreement had now been reached with the School of Oriental and African Studies (SOAS), which had an extensive distance learning portfolio and for whom the Wye courses would make a natural fit. SOAS would now run these courses for the University. The Tanaka Business School also ran a separate distance learning MBA through the University's external system. This course would not be transferring out of the College. Instead, for the next few years it would continue to be offered by the College, though at a significantly higher fee, and with the award an Imperial, rather than a University of London, degree.

College Centenary

12. Concluding his Report, the Rector remarked on the major events commemorating the College's Centenary, the highlights of which had been the Royal Visit at the beginning of the week and the Staff Party on 11th July. These included:

   a. The official launch of ‘The History of Imperial College London 1907-2007’, written by Senior Research Investigator, Dr Hannah Gay.

   b. A special Centenary talk on ‘Rules for Important Science’, which had been given by Nobel laureate, Dr. James Watson. Dr. Watson, together with the late Francis Crick, had successfully proposed the double helical structure for DNA. For his talk Dr. Watson had been joined by author and journalist, Dr. Matt Ridley, who had published a biography of Francis Crick in 2006.

   c. As the Chairman had already mentioned, the College’s Centenary had been celebrated on Monday 9th July with a ceremony in the presence of Her Majesty The Queen and His Royal Highness The Duke of Edinburgh. In addition to presenting the new Charter to the College, Her Majesty had also unveiled a Centenary plaque at the foot of the statue of Queen Victoria in the College’s main entrance. It had been, he said, a wonderful and historic event for Imperial.

   d. Finally, the celebrations had continued with a Centenary Staff Party on 11th July which had been attended by over 4,000 members of staff. The Party had taken place on the South Kensington Campus, but had been attended by staff from all the campuses. Food, drinks and entertainment had been provided, with many staff staying until the end of the Party and beyond. All had agreed that it had been a hugely successful event.

13. The Chairman thanked the Rector for his Report and said he was particularly pleased that the issue of the Distance Learning Programme at Wye had now been satisfactorily resolved. He also commended the History of the College to members.
The President of the Imperial College Union, Mr. John Collins, remarked that the Union’s annual Ball had also been designated as a Centenary event this year and had attracted twice the normal number of students. Furthermore, it had raised over £10,000 which would go towards helping students.

Report on the Academic Health Sciences Centre

14. The Council received a presentation on progress towards the proposed Academic Health Sciences Centre (AHSC) from the Principal of the Faculty of Medicine, Professor Smith. A copy of the Presentation is attached at Annex A to these Minutes.

15. During his presentation, Professor Smith emphasised that the public consultation exercise was progressing well and had already resulted in wide support for the College’s proposals, including support from all the main political parties. Progress towards the merger of the St Mary’s and Hammersmith Hospitals NHS Trusts was now well advanced. Although the title of the new Trust had still to be agreed, it was likely that this would be the Imperial College Healthcare Trust. Once created, it would have an annual budget of £765M per annum and would be the largest NHS Trust in the country. Following the completion of the consultation phase, a formal submission for the establishment of the new Trust would be made to the Secretary of State for Health in August and it was hoped that the new Trust and AHSC would be established on 1st October 2007. It was currently intended that an application for Foundation Trust status would follow in 2008-09. Closing his presentation, Professor Smith remarked that several other universities were now following the College’s lead and were looking to establish their own AHSCs with similar relationships with their local NHS Trusts.

16. Mr. Gidoomal welcomed progress with the College’s plans, but asked whether the AHSC represented a financial risk for the College. Professor Smith replied that the new Trust would be a part of the NHS and accordingly would be answerable to the Secretary of State for Health for its finances. Although the College’s Faculty of Medicine would contribute resources to the AHSC, the College would not be liable for any deficits that the Trust might incur. However, he commented that at present the two Trusts had a combined forecast deficit of just £700K on a combined budget of over £700M, which was remarkably low for NHS Trusts.

Report on the Faculty of Engineering

17. The Principal of the Faculty of Engineering, Professor Dame Julia Higgins, gave an oral report on recent developments in her Faculty. The first Teaching Excellence in Engineering Education Awards had recently been made. These Awards, which were worth £10,000 each, were intended to recognise teachers who had made a broad and deep impact by systematically enhancing the quality of the engineering learning experience at the College. The first three Awards had been given to Dr. Anthony Field, Professor John Cosgrave and to the Constructionarium team. Dame Julia said that all the recipients had produced outstanding work, but it was particularly pleasing that the other six short-listed candidates had also all demonstrated excellent work which showed the very high standards present across the Faculty.

18. She then reported that the joint Nanotechnology Centre with University College London had held a Strategic Away Day at which Imperial College had been particularly well represented. As the Centre was physically located at University College London, there was a danger that it could be seen as a UCL Centre rather
than a joint venture. The strong showing by Imperial academics would have helped to counter any such impression.

19. Moving on, Dame Julia said that Professor Kitney and Professor Paul Freemont, from the Division of Molecular BioSciences in the Faculty of Medicine, had together mounted an exhibit entitled "Building Living Machines with BioBricks - the Promise of Synthetic Biology" at the Royal Society's Summer Science Exhibition. The exhibit had explored the future of engineering devices, systems and materials made from bacteria; the joint project on which the exhibit was based was a collaborative development between the Department of Bioengineering and the Division of Molecular BioSciences as part of an international effort including Imperial, MIT, Cambridge, and ETH Zurich. Professor Guang-Zhong Yang and his team from the Computing Department, together with Dr Omer Aziz and Professor Sir Ara Darzi from Medicine, had also provided an exhibit on "Body Sensor Networks" at the Exhibition. Their exhibit concerned the development of miniature computers to permit detailed and quantitative analysis of fitness and health. This work was being done in collaboration with UK Sport and the University of Bath. Professor Kitney agreed that Imperial had been well represented at the Exhibition with three exhibits in total. He noted, in particular, that visitors to the Exhibition had been especially impressed at the ease with which Imperial was able to develop multi-disciplinary projects such as these.

20. Dame Julia then reported that a new Centre for Pervasive Sensing had just been launched with a grant from the Faculty Research Committee. The Centre would be chaired by Professor Guang-Zhong Yang and reflected Imperial’s established track record in pervasive sensing, as well as its research activities spanning a range of disciplines including well-being, healthcare, sports, civil engineering infrastructure, smart dwellings, environment and transport. The Centre would bring together researchers within the College to integrate the identification of needs and the development of platform technologies in pervasive sensing.

21. Concluding her Report, Dame Julia said that the new Principal of the Faculty of Engineering, Professor John Wood CBE, would join the College in the late Summer. He would, she said, be taking over a Faculty that was in good health and which could look forward to a strong and successful future.

Report on the Faculty of Natural Sciences

22. The Principal of the Faculty of Natural Sciences, Professor Sir Peter Knight, then gave an oral report on recent developments in his Faculty. The Grantham Institute for Climate Change, which he had reported on at the previous Meeting, was progressing very well and he hoped that the appointment of the Institute’s Director would be confirmed soon. The Faculty was also establishing a new Institute of Biofuels, the Porter Institute, which stemmed from the College’s work in preparing its bid for the BP Biofuels initiative earlier in the year. The new Institute would be led by Professor Richard Templer, the present Head of the Department of Chemistry.

23. Sir Peter went on to congratulate the Faculty’s new Fellow of the Royal Society, Professor David Wark, and said that the Faculty had also been particularly successful in attracting Royal Society Merit Awards for its staff. To date, all of the bids it had put forward for these Awards had been successful. Next, he reminded members that a member of the Faculty, Professor Jim Virdee, was leading the Large Hadron Collider (LHC) experiment at CERN. In March, during a pressure test involving one of the LHC’s inner triplet magnet assemblies, a cryogenic magnet support had broken. Repairing the broken magnet and reinforcing the eight identical
copies used by the LHC had caused a postponement of the planned startup date until May 2008. Concluding his Report, Sir Peter said that plans for the Hydrodynamics Institute were also progressing well. Once agreed, this would enhance considerably the College’s ability to conduct research into Shock Physics.

FINANCE MANAGEMENT REPORT (PAPER C)

24. Introducing Paper C, the Chief Operating Officer, Dr. Martin Knight, said that the main issue to highlight was that of increasing income across the College, with research income rising in Natural Sciences and Engineering as well as in Medicine. There had also been another big increase in student fee income this year, maintaining the consistent growth seen in the previous five years. There was one large exceptional item to report - the sale of 47, Prince’s Gate for £7.6M. All of this was very positive and it was likely that it would provide the College with a year-end surplus of £11.6M. However, there was one area of concern, which was the College’s cash-flow forecasting. Although the year-end net debt position was likely to be £47M, which was much better than originally predicted, the fact that this was so out of kilter with the initial forecasts suggested that there was more work still to be done in understanding the College’s cash-flow to ensure that more accurate forecasts could be produced. Because money had often been tight in the past, there was a culture in the academic community of squirreling money away and he suspected that this was contributing to the difficulties in predicting the College’s final cash position.

COLLEGE BUDGET FOR 2007/08 (PAPER D)

25. By way of introducing Paper D, Dr. Knight gave the Council a presentation on the proposed Budget for 2007/08, a copy of which is attached at Annex B. He noted, in particular, that the College’s income was due to rise to £552M, that research income would continue to increase and would reach £247M, with the contribution to overheads also rising, and that student fees were also predicted to increase to £88M. Whereas the College had initially forecast a budget deficit for this year, it was predicting a surplus of £3.2M for next year. This was, he said, a more challenging budget than before, in part because of the need to achieve a surplus, but also because some of the income targets, such as that for student fees, had been set less conservatively than in the past. However, he was confident that the College would meet the targets set in the Budget.

26. Dr. Wilbraham said that the statements regarding the decommissioning of the Reactor appeared to be less reassuring than in previous years. If the College had to pay the full costs of decommissioning, this would represent a significant liability for it. He therefore asked Dr. Knight to comment on the likelihood that the Nuclear Decommissioning Authority (NDA) would contribute to these decommissioning costs. Dr. Knight replied that the College had been led to believe that, by April of this year, the NDA would agree to meet these costs. However, when the time came, other calls on the NDA’s budget had meant that it had been unable to do so. The NDA was now indicating that it hoped to be able to fund the decommissioning project from April 2008. However, the fact that expectations of funding had already been disappointed once was reflected in the more cautious statements now made in the College Budget.
27. Mr. Gidoomal referred back to Dr. Knight’s earlier comments on the disparity between the forecast and actual cash positions and asked what the auditors’ view of this was. Dr. Knight replied that the issue had been discussed with the Audit Committee, which shared his concern over this gap between forecasts and reality. The Finance Division was working to understand the underlying reasons for these discrepancies and thus improve the accuracy of the forecasts in the future.

28. Ms. Couttie noted that some of the capital projects had overspent. She asked if they were being managed appropriately. Dr. Knight said that the management of capital projects was now much better than it had been in the past. The College now appointed external professional project managers for all its major projects and these were now very well managed. As an example he cited the Southside Project, which was managed by Arups. This £54M building was being delivered on time and to budget. Smaller scale projects were managed in-house either by the College’s own project managers or by senior College staff with project management expertise. Furthermore, all College staff who were managing projects now underwent appropriate training in Prince II project management techniques. Dr. Knight also pointed out that all projects were scrutinised by the Portfolio Review Board, which ensured that they were being properly controlled and that the overall budget envelope was not exceeded. On this last aspect the Deputy Rector commented that smaller projects had previously been reported en masse and so individual variances against budget had not been as obvious as they were now. The Portfolio Review Board had introduced more detailed reporting of individual projects and had also put an end to the earlier practice of viring funds between projects and thereby subsidising overspends on some projects from underspends on others. As a result all projects were now being subjected to tighter control than before.

29. The Chairman agreed that the Portfolio Review Board’s approach was correct, but asked whether the overall programme was too large for the College to manage effectively. The Deputy Rector acknowledged that the capital programme was considerable. However, he said, there were a number of drivers, including the need to take up any opportunities for external funding. One of the Portfolio Review Board’s prime responsibilities was to ensure that a balance was struck between the College’s ambitions, the available opportunities for additional funding, and the College’s capability to take up those opportunities and also meet academics’ aspirations. The programme also had to be seen in context of the College’s mid- to long-term development plans; in particular, the development of the South-East Quadrant of the South Kensington Campus would form a major part of the capital programme for the next ten years.

30. Ms. Couttie noted that the programme was dependent on a number of factors, including the College’s cash-flow projections. She asked if it would still be affordable if a pessimistic view was taken of some or all of these factors. Dr. Knight confirmed that, even if the College performed less well than was forecast, the programme should still be achievable.

31. Mr Newsum remarked that Support Service costs were budgeted to rise by 4% and asked if the College could reduce this. Dr. Knight replied that the bulk of Support Service expenditure came from Facilities Management and included major items such as utilities’ costs. The College had done much to control these in the past year and now had a much better understanding of its cost base, which would allow further savings to be made. However, the College’s turnover had increased significantly in the last five years (from £300M to over £500M) and it would have been difficult to sustain this level of growth without also increasing the cost base. Even so new buildings, like that at Burlington Danes, had been incorporated into the College estate without a concomitant increase in infrastructure costs.
Dr. Gray asked whether the College would be able to reduce Research Work-in-Progress (WIP) further. Dr. Knight replied that the management of this area had previously been a central responsibility, but was now being devolved to the Faculties. This should help to tighten the control of WIP since the same people responsible for managing the research contracts would also be responsible for WIP.

Sir Peter Gershon reminded members that, in previous years, the long-term maintenance backlog had been a cause for concern. He asked if the proposed Budget would further reduce this. Dr. Knight’s response was that the large number of new builds and refurbishment projects across the College in the last few years had reduced this to a large extent. The situation had been further helped by improvements in the planning of maintenance expenditure and a better understanding of refurbishment opportunities. As an example, he cited the Huxley Building, which it had been thought would have to be replaced. It was now clear that the building was essentially sound and that it could therefore be refurbished rather than rebuilt.

Sir Peter Gershon then remarked that the Budget did not include consolidated figures for Imperial Innovations, even though its accounts would have to be incorporated into the College’s own. Dr. Knight replied that the establishment of Imperial Innovations as a separate company had made the process of incorporating its accounts much more complicated. This was because Innovations’ accounts had to meet IRFS accounting standards, which in some cases contradicted the SORP standards that the College’s own accounts had to meet. This meant that the contradictory elements of the IRFS standards had to be stripped out before Innovations’ figures could be brought into the College’s accounts. He added that the Innovations Board had to be responsible for approving its own budget; neither the College nor the Council could play any part in this. Sir Peter accepted this, but said that nevertheless, once consolidated, Innovations’ figures would have an impact on the College’s own year-end result and, if Innovations was to be forecasting a significant deficit, this must have a corresponding impact on the College’s financial planning. It would therefore be important for the Council to understand the likely effect of Innovations’ forecasts on the College’s Budget.

The Chairman agreed with this last point, while also agreeing with Dr. Knight that the Council had no role in the approval of Innovations’ budget, which was the responsibility of its own Board. He asked Dr. Knight to ensure that, when the College’s Budget was presented for approval in future years, the Council was made aware of Innovations’ budget and its likely impact on the College’s outturn. Dr. Knight agreed and reported that Imperial Innovations was likely to make a deficit of about £2M in the coming year.

Resolved: That the College Budget for 2007/08, as set out in Paper D, be approved.

PROPOSAL TO ESTABLISH A SEPARATE AND APPROPRIATE GOVERNANCE FRAMEWORK FOR THE COLLEGE FUND (PAPER E)

Dr. Knight introduced Paper E and reminded members that they had approved the basic elements of the College Fund in principle in March, and had asked him to develop a full governance structure for the Fund by the present Meeting. Accordingly, a small internal working group had explored the practical implementation of the Fund in detail. Members of the Group had also visited Yale and Columbia Universities in the USA to examine best practice at those institutions. Although the five core principles agreed by the Council had all been enacted, the
Group now proposed a few changes to the initial structure as a result of its own deliberations and of experience elsewhere. These were as follows:

a. The Group had re-examined the definition of non-core assets. It had become clear that there were some important assets that, while not core to the academic mission of the College, should nonetheless not be available for disposal without the explicit consent of the Council. Examples were the buildings on and around the South Kensington Campus and the College-held shares in Imperial Innovations. It was therefore proposed that there should be additional restrictions on the sale of these few strategic assets.

b. With regard to the Unit Structure, which had to appeal to academics in order to encourage them to invest in the Fund, the advice from Yale and Columbia was that a simple structure was best. The Unit Structure had therefore been revised to provide just two types of unit. Furthermore, it had also been agreed that Unit Holders should not be individual academics, as it had to be recognised that all money in the Fund was College money. Therefore there would be only three types of Unit Holder - the Rector, Faculties and Departments/Divisions.

c. Finally, because of the special considerations surrounding the College’s holding of Innovations’ shares, it was proposed that these should be held outside the normal Unit Structure so as not to unduly affect the performance of other College Fund units.

37. Turning to the membership of the College Fund Board, Dr. Knight recommended that, in addition to Mr. Stewart Newton, who was proposed as its first Chairman, Mr. David Miles, the Managing Director and Chief UK Economist at Morgan Stanley, should join the Board as one of the two non-executive directors. The second non-executive would be appointed once the Board had been established. Finally, Dr. Knight added that the Central Secretariat and the College’s legal advisors had confirmed that the Council had the power to regulate the Fund in the manner proposed and that the establishment of the Fund was consistent with the College’s charitable status.

38. The Chairman thanked Dr. Knight for his introduction and agreed that the Working Group had done what the Council had required at the last Meeting. He suggested that, because of the need to ensure a quorum, the second non-executive director should be identified and appointed as soon as possible. In his view the key issues for the Council were the proposed Investment Objective, the governance structure of the Fund, as set out in the proposed Ordinance F2, the decision to hold Innovations’ shares outside the main body of the Fund, and the appointment of the proposed Board members. On this last point, he believed it was right that Mr. Newton should join the Council in due course, but that the other non-executive members should not be Governors, in order to emphasise the Fund Management’s independence from the rest of the College. Finally, he queried the valuations placed on some of the College’s property assets and suggested that these should be independently verified.

39. Dr. Knight said that all assets remained as College assets, whether or not they were held in the Fund. Consequently, he felt that there would be little benefit to either the College or the Fund Board in revaluing any particular assets. The College had not previously obtained external valuations of particular properties; those contained in the Paper were based on a number of factors including market value, the current state of repair and any planning restrictions on the use of the property. Mr. Newsum supported the Chairman and said that the College should ensure that it was able to satisfy its auditors that the valuations were soundly based. He suggested that, as
the College would shortly be appointing a new Property Advisor, this person could be asked to review the valuations. The Chairman said that, while it was not an issue of fundamental importance, baseline valuations should be justifiable, if the Fund’s performance was to be properly assessed. Using the new Property Advisor would be an acceptable solution.

40. Sir Peter Gershon then noted that the Paper proposed that the College Fund Board should be empowered to “give guarantees and indemnities in the College’s name without limit”. He was concerned that such a power could result in the College taking on considerable liabilities without the Council having been informed, particularly if these guarantees related to environmental liabilities from the sale of property. Dr. Knight replied that the Board would only be able to act within the constraints set by the Council and that, as the assets remained as College assets, environmental or other liabilities would still be College liabilities whether the particular asset was sold by the College or by the Fund. However, he agreed to review this particular provision, consider whether any additional controls were required, and present a Paper on this specific issue at the next Council Meeting.

Resolved:  
(i) That Ordinances F1 and F2, as set out in Paper E be approved. 
(ii) That the proposed amendments to Ordinances A2 and A4, as set out in Paper E, be approved. 
(iii) That the Investment Policy of the College, as set out in Paper E, be approved. 
(iv) That the Investment Objective for the College Fund to deliver a total return of 4% above the Retail Price Index per annum measured over a three year period be approved. 
(v) That the Financial Regulations for the College Fund Board, as set out in Paper E, be approved. 
(vi) That the College Fund Board Regulation establishing the Scheme Particulars for the Unit Structure, as set out in Paper E, be approved. 
(vii) That the transfer of Non-Core Assets, as set out in Annex A to Paper E, including the restrictions on the shareholding in Imperial Innovations Limited and the freeholds in Prince’s Gardens that have been identified as Strategic Assets, be ratified. 
(viii) That the appointment of Mr Stewart Newton as Chairman of the College Fund Board be approved. 
(ix) That the appointment of Mr David Miles as a Non-Executive Director of the College Fund Board be approved.
MAJOR BUILDING PROJECTS (PAPER F)

41. Dr. Knight presented Paper F, which was received for information.

ENVIRONMENTAL MEASURES UPDATE (PAPER G)

42. Dr. Knight presented Paper G, which detailed the measures being taken by the College to address the increasing demands on businesses that they operate in an environmentally responsible and sustainable manner.

43. The Chairman thanked Dr. Knight for the interesting Report, but noted that, at the previous Council Meeting, Mr. Gidoomal had asked if there was a clear process in the College for driving progress on environmental issues similar to that already in place to ensure that equality and diversity issues were being addressed. Although the Report showed what the College was doing, it did not address the process point raised by Mr. Gidoomal. He therefore asked that a Paper on this particular issue be brought to the Council at its next Meeting.

MINUTES OF THE SENATE (PAPER H)

44. The Rector presented Paper H, which was received for information.

THE BOLOGNA PROCESS (PAPER I)

45. The Deputy Rector introduced Paper I, which was intended primarily for members’ information.

46. The Chairman asked if the Bologna process represented a real threat to the College’s activities. The Deputy Rector replied that the main issue for UK universities was whether the 75 credit unit limit for a calendar year could be lifted to 90 units so as to accommodate the majority of 12-month UK Master’s courses. At present, Oxford and Cambridge had decided not to be a part of the group pressing for this change. If the UK was unsuccessful in raising the limit, the College would be faced with a choice of either following Oxford and Cambridge and ignoring the Bologna rules, or adapting its courses to fit the agreed model. The danger in ignoring Bologna was that, at some time in the future, European funding could be made contingent on compliance with the set credit structure. Furthermore, as it was likely that other countries outside the EU would adopt the Bologna structures, failure to do so might make the College’s courses less internationally competitive. Finally, some courses might lose their recognition from the relevant professional bodies. However, the Deputy Rector said, these potential consequences were some way in the future; at present it was hoped that a reasonable compromise could be reached which would provide the proper recognition for UK courses.

DISABILITY EQUALITY SCHEME (PAPER J)

47. The Clerk introduced Paper J, noting that the proposed Disability Equality Scheme had been recommended for approval by the Management Board.

48. Mr. Gidoomal welcomed the introduction of the Scheme, but asked how complaints might be handled. The Rector said that the College had a Disabilities Officer who was very good at liaising with students and ensuring that their needs were
understood and could be met by the College. He suggested that she would normally be the first port of call for anyone with a complaint under the Scheme. Mr. Gidoomal thanked him for this explanation and suggested that this process could be brought out more clearly in the published Scheme. Subject to the incorporation of an appropriate amendment to clarify the complaints procedure, the Council agreed to approve the Scheme.

Resolved: That, subject to the incorporation of the amendments agreed above, the Disability Equality Scheme, as set out in Paper J, be approved.

PROPOSED AMENDMENTS TO THE IMPERIAL COLLEGE UNION’S CONSTITUTION (PAPER K)

49. Introducing Paper K, the Imperial College Union President, Mr. Collins, said that it covered a very big change to the Union’s governance structure. This had been necessitated by the Charities Act 2006, which removed students’ unions’ exempt charity status and required that they should register as individual charities in their own right. Although it was arguable that the Imperial College Union might not have to register as it was legally part of the College, both the Union and the College agreed that it would be anomalous for it not to do so. In order to meet the requirements of Charity Law, which it would now have to do, the Union would be appointing a new Trustee Board as its governing body in place of its former governing body, the Union Council (a committee of fifty elected students). The latter would still be responsible for passing Union policies, a role that suited its democratic structure, while the Trustee Board, which would include lay members with appropriate expertise, would be responsible for governance matters. Only a handful of other students’ unions had been able to introduce this sort of structure, although a number of others were considering it. Making the necessary changes to the Constitution had been an arduous process, but he believed that this would be a major step forward for the Union.

50. Mr Collins went on to say that, due to an unfortunate misunderstanding, the version of the Constitution circulated to members with the Papers contained a small number of inaccuracies and that a note had been tabled for members detailing the particular amendments required to the circulated papers. He confirmed that he and the Head of the Central Secretariat had reviewed the Constitution and had agreed the following amendments to Annex A of Paper K:

a. Paragraph 2, which currently stated “The Union is an unincorporated educational charity, which is a part of Imperial College” should instead state:

“The Union is an unincorporated educational charity, which the College Statutes state “shall for all purposes be treated solely as an integral part of the University”.”

b. Paragraph 107, which currently stated “The relationship between the Union and Imperial College is defined in the Code of Practice under the Education Act 1994, which is an Ordinance of the College, approved by the Imperial College Council”, should instead state:

“Under the Education Act 1994, the relationship between the Union and Imperial College is defined in the Code of Practice, which is a College Ordinance. Those matters set out in the Education Act 1994 are to be approved by the Imperial College Council after due consultation with the Union. All other matters set out in the Code of Practice are to be agreed
between the College and the Union."

c. The Union Constitution and Regulations had previously been subdivided into separate Parts, which had made it easier to read. These had been accidentally removed and it was proposed that they should be reinstated.

51. Finally, Mr. Collins thanked Mr. Gidoomal for agreeing to be the first Chairman of the Trustee Board.

52. The Chairman thanked Mr. Collins for all the work he had undertaken during the year to revise the Constitution so extensively and commended it to members as an excellent document, which would stand the Union in good stead. He too thanked Mr. Gidoomal for agreeing to be the first Chairman of the Trustee Board.

Resolved: That, subject to the incorporation of the amendments noted above, the Imperial College Union’s Constitution, as set out in Paper K, be approved.

CODE OF PRACTICE UNDER THE EDUCATION ACT 1994 (PAPER L)

53. The Clerk introduced Paper L, saying that the Council was required under the Education 1994 to approve a Code of Practice which set out how it would regulate the activities of the Union. In addition, the proposed Code of Practice set down a number of other operational agreements between the College Management and the Union. The Union had been consulted on the terms of the Code of Practice and had agreed them at its last Union Council Meeting.

54. Ms. Griffiths noted that it was intended that Service Level Agreements (SLAs) for the provision of Finance, HR and ICT support to the Union would be appended to the Code of Practice. She suggested that a similar SLA for the support provided by the Safety Department should also be added as this would help to signal the importance of health and safety. The Clerk explained that the inclusion of the SLAs for Finance, HR and ICT was intended to mirror the way in which these support services were provided to the Faculties, the details of which were set out in similar SLAs. The Safety Department did not, at present, have an agreed SLA with the Faculties and so one had not been proposed for the Union. The Safety Department also differed from the other Support Service Divisions in that those Divisions carried out work on behalf of the Faculties with which they had SLAs. Although the Safety Department provided advice and guidance to all parts of the College, it was not responsible for health and safety at the College, this being the responsibility of each Faculty, Department and Division and of each individual in them, as well as, in this case, of the Imperial College Union. However, the Clerk agreed to discuss this with the Safety Director and the Union President and consider whether an SLA covering health and safety should be added to the Code of Practice.

55. The Imperial College Union President, Mr. Collins, said that the Union took its health and safety responsibilities seriously and stressed that, because of the nature of some of the activities undertaken by the Union’s clubs and societies, there were a number of students within the Union with significant expertise in health and safety. This was not the case when dealing with financial and HR matters, which was why the Union needed additional support in these areas.

56. Sir Peter Gershon noted that the Code of Practice included an appendix on dealing with cases of alleged defamation. He said that if a charity published defamatory material it could jeopardise its charitable status. In this context, he asked whether
the appended Code of Practice on Defamation was robust enough. Mr. Collins said that this Code was a new addition and had caused some concern for the Union media such as Felix, since some students were worried that it would impinge upon their freedom to publish controversial or embarrassing stories. A balance needed to be struck between protecting the Union and the College and ensuring that Union media were free to raise important questions. Despite this controversy, however, the Code been passed after much discussion by the Union Council. Mr. Gidoomal said that the Union had agreed a transition period next year, before the full Trustee Board was appointed, so as to obtain a better understanding of the Trustees’ powers and responsibilities and that this was precisely the sort of issue that the interim Trustee Board would need to consider.

Resolved: That the Code of Practice under the Education Act 1994, as set out in Paper L, be approved.

IMPERIAL COLLEGE UNION DISCIPLINARY POLICY (PAPER M)

57. Mr. Collins presented Paper M and said that the Union had updated and revised its Disciplinary Policy, which was one of the Union’s governance documents that had to be approved by the Council.

Resolved: That the Imperial College Union’s Disciplinary Policy, as set out in Paper M, be approved.

ANNUAL REPORT OF THE IMPERIAL COLLEGE UNION (PAPER N)

58. Mr. Collins presented Paper N, the Annual Report of the Imperial College Union.

59. Ms. Griffiths remarked that the Report stated that student representatives had “identified inconsistencies in the College’s degree classifications awards between Departments” and asked what had been the issue and how it had been resolved. The Deputy Rector explained that the Union had highlighted the fact that a small number of departments appeared to give fewer first and upper second class degrees than the rest of the College. Although all degree classifications were moderated by internal and external examiners, this was a subject-specific moderation to ensure consistency in the subject across the sector. It was much harder to ensure similar consistency between different subjects. This issue had been considered at length by the Senate in February, when it had decided that a target of 70% as a combined percentage of first and upper second class degrees awarded should be implemented across all of the Faculties, and that departments should review their marking schemes, ensuring that the full range of marks was used. The Chairman suggested that members interested in this issue should review the Minutes of the Senate Meeting held on 21st February, which contained a full record of the Senate’s deliberations.

REPORT ON COMMERCIALISATION ACTIVITIES (PAPER O)

60. Dr. Knight introduced Paper O, which was received for information.

61. Dr. Knight then reminded members that the Council had previously determined that the College’s holdings in Imperial Innovations should not be allowed to fall below 50%. At present, the College held 59% of the Company’s equity. Dr. Knight then confirmed that the Council would be comfortable with a slight reduction in this holding
to approximately 52%.

62. Mr. Newsum thanked Dr. Knight for the Report, but asked if the Pro-Rector for Development and Corporate Affairs, Dr. Tidu Maini, could be invited to a future Council Meeting to discuss the College’s development work. This was agreed.

**IMPERIAL COLLEGE BANKING ARRANGEMENTS – POOLING OF COLLEGE AND SUBSIDIARY COMPANY BANK ACCOUNTS (PAPER P)**

63. Dr. Knight introduced Paper P, saying that, although this was largely a matter of how the College and its subsidiary companies’ accounts were managed, the College’s bankers required that it be subject to formal resolution by the Council.

Resolved:  

(i) That, after due consideration of all the circumstances and on being satisfied that it is for the benefit of the College and in the interests of the College for the purpose of carrying on its business to accept the Multi-Currency Overdraft Facility (the “Facility”), as set out in the Paper entitled *Imperial College Banking Arrangements Pooling of College and Subsidiary Company Bank Accounts*, the Director of Finance and the Head of Tax and Treasury be authorised to sign the Facility.

(ii) That, after due consideration of all the circumstances and on being satisfied that it is for the benefit of the College and in the interests of the College for the purpose of carrying on its business to create a guarantee (the “Guarantee”) to secure all the liabilities of the other companies recited in the definition of ‘Companies’ on the first page of the Guarantee to National Westminster Bank Plc, as set out in the Paper entitled *Imperial College Banking Arrangements Pooling of College and Subsidiary Company Bank Accounts*, the Director of Finance and the College Secretary be authorised to sign the Guarantee.

(iii) That, after due consideration of all the circumstances and on being satisfied that it is for the benefit of the College and in the interests of the College for the purpose of carrying on its business, the Director of Finance be authorised to request that any other wholly owned subsidiary of the College should join the group arrangements and become a party to the Guarantee by signing the Notice from the Parent Company attached at Annexure 1 of the Guarantee, as set out in the Paper entitled *Imperial College Banking Arrangements Pooling of College and Subsidiary Company Bank Accounts*.

**WYE COLLEGE FOUNDATION TRUST FINANCIAL STATEMENTS (PAPER Q)**

64. The Clerk presented Paper Q and reminded members that, as the Council acted as the Trustees of the Wye College Foundation Trust, they had to approve the Trust’s accounts for the year ended 31 July 2006.
Resolved: (i) That the Financial Statements of the Wye College Foundation Trust for the year ended 31 July 2006, as set out in Paper Q, be approved.

(ii) That the contents of the Letter of Representation in respect of the audit of the Wye College Foundation Trust, as set out in Paper Q, be agreed.

HEFCE ASSESSMENT OF INSTITUTIONAL RISK (PAPER R)

65. The Clerk presented Paper R, which was received for information.

CLERK’S BUSINESS

Proposed Amendments to Ordinance D6: The Definition, Election and Responsibilities of Deans (Paper S)

66. Introducing Paper S, the Clerk said that, in view of the increasing amount of work required of them, the Management Board had decided to increase the number of Deans from 6 to 7 and to reinstate the position of “Senior Dean” to provide for this increase. These changes were reflected in the proposed amendments to Ordinance D6.

Resolved: That the proposed amendments to Ordinance D6: The Definition, Election and Responsibilities of the Deans, as set out in Paper S, be approved.

Members of Advisory Boards and the Data Protection Act (Paper T)

67. The Clerk presented Paper T, which was received for information.

Date and Venue for the Next Council Meeting

68. The Clerk reminded members that the Council’s next Meeting, to be held on 14th September 2007, would also form part of its annual Away Day. This would be held at the St. Mary’s Campus. A programme for the day would be circulated nearer to the Meeting, but he warned members that parking would be difficult at the St. Mary’s Campus and said that some members might prefer to use public transport or park at the South Kensington Campus and use alternative transport from there, which the College could arrange.

ANY OTHER BUSINESS

Valete

69. The Chairman said that this would be Professor Dame Julia Higgins’ and Mr. John Collins’ last Council Meeting. He paid tribute to the contribution both had made to the College and to the work of the Council and, on behalf of the Council, thanked them both.
Science and technology: research by discipline

Source: The scientific impact of nations, Sir David King, OST 2004
Deaths before age 75 that are potentially preventable with timely / appropriate medical care

Deaths per 100,000 population*

* Countries’ age-standardized death rates, ages 0–74, includes ischemic heart disease.

See Technical Appendix for list of conditions considered amenable to health care in the analysis.


Source: Commonwealth Fund National Scorecard on U.S. Health System Performance, 2006

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English University-Teaching and non-University hospitals’ HSMRs compared (baseline fixed year 2005-6) – based on Recent Association of UK University Hospitals
**Recap - Creating an AHSC**

- In hospitals where research and education are undertaken, patient outcomes are better
- An NHS Academic Foundation Trust (under Section 34) sponsored by Imperial
- First organisation of its kind in the UK, formally bringing together the delivery of clinical services, teaching, education and research through a new governance structure

**Progress to Date: Public Consultation and SoS Submission**

- Public Consultation (day 74 of 91) - 73% of total (and 83% of staff) respondents are in favour of the AHSC
- Cross party political support
- AHSC intranet launched (including a discussion board and more regular updates)
- Steve Smith has met with Lord Hunt (June 2007)
- It is hoped that submission to the SoS will be under the name *Imperial College London Healthcare NHS Trust*. Resolution on title awaited
Progress to Date: Business Planning and Development

- Largest NHS Trust in UK (£765m); assets of £713m
- Capital investment plan of £134m over three years
- Reviewing Trusts’ clinical governance process and will adopt the best agreed
- Maintain separate 2007/08 SLAs
- Standardise on one procurement solution
- Savings from two Boards to one, but current Trust plans require £33m savings in 2008/09

Progress to Date: Human Resources

- Mark Davies appointed interim CE of HHNT from 1\textsuperscript{st} July 2007 and interim CE at St Mary’s from 1\textsuperscript{st} September 2007
- Facilitated discussions
- Senior staff away-day held on 10\textsuperscript{th} July 2007
- Need to design new care pathways and integrated processes (e.g. infection control) – healthcare network
Progress to Date: Governance and Exec Recruitment

• Draft governance structure developed, to go to JSC for approval 23rd July 2007

• Integration across Trust and Faculty wherever possible

• Once structure finalised, job descriptions for Executive Directors (EDs) to be written and posts advertised

• JSC (18.06.07) agreed recruitment process for NEDs – shadow board

• ED recruitment procedure agreed (pending legal report)

Key Steps

• Public consultation until 31st July 2007

• Develop business plan with PCTs, reflecting NWL review and SHA’s Healthcare for London

• Submission to Secretary of State in August 2007

• New Trust and AHSC on 1st October 2007

• Application for FT status in 2008/09 (Section 34 NHS Act 2006)
Highlights

• Total income rises by 8% to £552m
• Research income rises by 17% to £247m
• Contribution to Overheads rises by 26% to £43m
• HEFCE grant rises by 7% to £165m
• Student Fee income rises by 17% to £88m
• Faculties breakeven except for Tanaka Business School
• Cost control at the centre – Support Services including Commercial Services increase held at 2.7%
• £5m increase in unallocated costs primarily due to depreciation
• College operating surplus of £3.2m
• Large capital expenditure programme of £147m (£90m College funded)
• Central Academic Investments: £8.0m
**College Income**

CAGR of 7.4%

![College Income Chart](image)

**Research Income**

![Research Income Chart](image)

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<th>2007/08 Budget</th>
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Fixed Assets at 31 July

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Capital Expenditure

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| Year       | 2001/02 | 2002/03 | 2003/04 | 2004/05 | 2005/06 | 2006/07 | 2007/08 |

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Capital Expenditure
- Budget compared to 3 Year Plan

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<td><strong>The three year plan</strong></td>
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<td>101.1</td>
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| College Capital      | 10.8    |         |         | (11)          

Risks
- Historically tend to beat budget – more aggressive student fees approach
- Terms of trade on research grants
- Political changes
- Utility prices
- Size of Capital Expenditure programme
- Reactor decommissioning
- Impact of AHSC on Faculty of Medicine
- Quality of key support staff

Upsides
- High order book
- Operational issues – more student fee income; continued central cost control; Faculty staff costs; WIP management
- Wye costs at £1.4m may be pessimistic
- Capital Expenditure Programme may not be capable of being implemented
1. At its Meeting on 24 November 2006, the Council considered a Report on the proposed Eastside Project and resolved ‘that the development of the Eastside Project at a cost estimated to be between £62.84 and £64.04M be approved in principle’. It was anticipated at the time that a further paper would be presented to the Council in due course seeking formal approval for the commencement of the construction phase of the Project.

2. At its Meeting on 25 May 2007 the Management Board considered a Paper on the Eastside Project which provided an update on progress and also sought approval for the Project to proceed at a total project cost of £64M. A copy of the Management Board Paper is attached at Annex A for members’ information.

3. As can be seen from the attached Paper, the start of the construction phase had already been delayed by the need to obtain planning consent from the local authority for the alterations to the original Eastside building plans in order to create a greater number of single units (to meet the increasing expectation of students for single rooms rather than sharing in twins). Although this consent was granted under delegated powers by Westminster’s Director of Planning and City Development on 29 May 2007, the Management Board agreed that any further delays in starting the Project could have a serious impact on the College’s ability to complete the Project on time and to budget. It was therefore decided to ask the Chairman to consider approving the start of the Project by Chairman’s action, rather than wait until this Meeting of the Council.

4. The Chairman considered the attached Paper and agreed that, as the Council had already approved the Project in principle and as the overall project cost was within the cost estimates already approved by the Council, it was reasonable to approve the Project by Chairman’s Action. This he duly did on 30 May 2007.

5. The Council is now asked to consider and, if it sees fit, to ratify the approval of the Eastside Project by Chairman’s Action.

K.A.M.
Annex A

PRINCE'S GARDENS
PROPOSED EASTSIDE DEVELOPMENT FOR STUDENT ACCOMMODATION

A Paper by the Chief Operating Officer

PURPOSE

1. At its Meeting on 24 November 2006, the Council resolved ‘that the development of the Eastside Project at a cost estimated to be between £62.84 and £64.04M be approved in principle’. It was also agreed that a further paper would be presented to the Council to seek approval for the construction phase of the Project.

2. The purpose of this Paper is to update the Management Board on progress since November 2006 and to seek approval for the Project to proceed at a total cost to the College of £64M.

BACKGROUND/ WHY DO NOW?

3. The Council has agreed that Imperial is a residential university and, as such, should provide good quality student accommodation close to its main Campus. The College’s Residences Strategy, presented in November 2006, analysed the demand for bed spaces required to meet the College’s guarantee to first year undergraduates of accommodation in hall and made an assessment of the availability of beds given the current and future known housing stock, assuming that new Eastside beds are available by October 2009 (see Appendix 1).

4. As highlighted in November 2006 it is proposed that the Eastside development should take place and should follow on immediately from the Southside completion, for the following main reasons:

   a. To improve student facilities, replacing the tired Linstead facility.
   b. To increase the number of en suite rooms.
   c. To improve vacation lettings income. (A Business case is attached at Appendix 2).
   d. To improve land use; the Tennis Courts will be built on.
   e. To increase the number of student beds nearer to the main Campus.
   f. To achieve a reduction in Long Term Maintenance Liability of £6.5M p.a. and annual running costs.
   g. To make more beds available before the reduction in intercollegiate halls bed spaces takes full effect, following the College’s withdrawal from the University of London.
   h. To increase certainty regarding the provision of alternative accommodation as lease extensions on the Unite Halls have been negotiated through to 2009.
i. To retain the Southside Project and Construction teams, thereby reducing the project management risk.

j. To take advantage of support for a 2007 start date by the Knightsbridge Association.

5. Specifically on costs, starting the Eastside Project in 2007 has a number of benefits. Delaying construction till 2010 or 2013 would, it is estimated, increase costs by 33% or 52% respectively due to the compound effect of building cost inflation running ahead of general inflation over the periods in question. In addition, the capital cost saving from using the Southside team to move immediately on to build Eastside is estimated at £6M. The business plan put forward in November 2006, identifying a 28 year payback period if the project is started in 2007 and a 30 year payback if delayed to 2013, still holds good.

6. The financial benefits of the proposal have been based on benchmarking the tender to the successful original Southside tender which Laing O’Rourke won by a considerable margin. (Council members may remember that the main contract estimates were reduced by over £3M following the building contractor’s bid). More specific cost benefits are projected for Eastside including:

   a. A potential design fee saving of at least £80K by utilising sub-contractor design.

   b. A potential further saving of £130K offered if the existing concrete can be used as a piling mat (dependant on asbestos survey).

7. Eastside is essentially a repeat of Southside other than in the ground, where Southside was able to reuse existing foundations, whilst Eastside will need additional ground work to prepare new foundations. Further, whilst Southside was let as 3 separate contracts (demolition, main build and ground floor fit out), the main contractor has now established with the College a track record such that Eastside will now be let as one contract, reducing the programme risk for the College. This will have the additional merit of increased design certainty of a proven excellent build quality.

PLANNING UPDATE

8. The original planning permission granted in 2005 for the Prince’s Gardens development, including both Southside and Eastside, expires in June 2010. However it was agreed at the Council meeting in November 2006 that the College should proceed with an application for planning permission to alter the proposed Eastside building, to create a greater number of single units (to meet the increasing expectation of students for single rooms rather than sharing in twins).

9. Westminster Council and the Residents’ Association were both positive about the proposed changes and there were no serious planning or neighbour impediments foreseen; an application together with the necessary sunlight and daylight report and design and access statement was submitted on 15 December 2006 to Westminster Local Authority for planning permission to make alterations during the course of construction.

10. The consultation period lasted until 6 April and the College was fortunate to receive supporting comments from the Knightsbridge Association who wrote on 19 March as follows to the Local Authority:
“We welcome these changes. The number of students … will be reduced and the distance between the rear of the building and the houses in Ennismore Gardens Mews will be slightly increased … We also welcome modifications to the rear elevation which as a result of the division of each ‘unit’ into 7 bays (as opposed to 6 in the consented scheme) will be more domestic in scale.”

11. Copies of this supporting letter were also forwarded to the relevant Local Authority Councillors.

12. The planning application for alterations during construction is going to the relevant decision-making authority, we understand, on Tuesday 29 May. A verbal update will be given at the Board Meeting. This is the same Committee which approved the original Prince’s Gardens planning application in 2005.

PROJECT UPDATE

13. The Project Programme remains at 2 years, with completion set for 31 August 2009 assuming an immediate start after planning consent. This remains a tight programme although placing one contract will help to mitigate some programme risk.

14. The original plan presented in November 2006 included rehousing the nursery from Northside into the ground floor of Eastside. This plan has been revisited to provide a small shop, enable 2 student common rooms which were previously located on the lower ground floor to move up to the ground floor, and provide for an additional 25 student bedrooms (30 bed spaces). Initial advice is that this change does not require planning permission. The additional rooms created equate to the number lost in Northside from leaving the nursery in situ and therefore the changes do not affect the College’s overall bedspace capacity (see Appendix 1). In fact, the overall benefit is increased income from modern bed spaces, all in one building.

15. All options within Prince’s Gardens and Imperial College Road have been considered for the location of the contractors’ accommodation for Eastside. Unfortunately it has not been possible, without adding either significant cost or temporary planning risk to the Project, to locate a suitable site other than constructing a gantry over Watt’s Way in front of Southside. However, it is proposed to provide netting with a photographic image to lessen the impact.

COST UPDATE

16. The Management Board has already approved £3.6M to date for the design development of the Project to planning permission in May 2007 and the diversion of a mains sewer so that the enabling works for the main contract can proceed immediately after planning consent.

17. A total Project cost of £65M was included in the 3 year plan and capital affordability analysis which was presented to Management Board and Council in March 2007.

18. Total Project cost includes not only build and fit-out costs, but also all decant and recant costs, the net cost of providing alternative accommodation during the build period and the loss of the operating surplus of Linstead Hall.
19. The tender process to date has been as follows:

a. The design was issued to Laing O’Rourke (LOR) in February 2007 at Stage ‘D’ for a first stage tender. This was returned by LOR on 27 February 2007 and was assessed to be on target for the cost plan.

b. Further design work to take the project to Stage ‘E’ continued and was issued to LOR in April 2007.

c. Gleeds, the College’s quantity surveyor, have worked on the figures since the Stage ‘D’ return and have secured firm costings from provisional sums as of 11 May 2007, transforming estimates into ‘not to be exceeded’ sums, thus giving security of cost.

d. The cost range advised to Council in November 2006 was between £62.84M and £64.04M.

20. Since that time two significant issues have influenced the costs pushing the final cost plan to the upper end, these being:

a. A significant 1.5m rise in the water table from the original bore holes to the latest survey results. This has led to changes to the proposed temporary works and permanent design to ensure the basement is watertight and free of damp and the garden area is drained naturally.

b. The taken opportunity to create a further 30 bed spaces.

21. The final total Project cost plan, which includes a 5% construction contingency, is £63,859k. The programmes have remained the same as at Stage ‘D’ tender with completion in August 2009.

22. The Project will be overseen, as in the case of Southside, by a Steering Group where all contingency expenditure is scrutinised and under very tight control by the Imperial Projects Team.

23. The original Eastside scheme developed in 2005/06 included £250K in the budget for potential rights of light compensation payments to occupants of certain Ennismore Gardens Mews houses which had reduced daylight and sunlight as a consequence of the Eastside building on the tennis courts. However, new advice from rights of light and legal advisers has indicated that recent court cases involving rights of light matters have led to increasing opportunities for adjacent owners to obtain injunctions or claim higher levels of compensation than have been previously the case.

24. In the light of the above, and since the contingency is at the lower end of the typical range together with the additional ground water risk, we would request that the upper end of the anticipated range i.e. £64M be approved to provide a marginally greater scope for contingency on the Project.

25. The full cost analysis is set out in Appendix 2.

COST COMPARISON

26. The cost comparisons for Eastside and Southside are:
Southside  |  Eastside
--- | ---
£K per Bedspace | 129 | 150
£K per Room | 164 | 159

27. Eastside has been designed to include a far higher number of single rooms than Southside to meet the expectations of students. As such the build cost for Eastside is higher when assessed as a cost per bedspace. However, when individual room costs are compared, it can be seen that Eastside provides greater value for money. The detailed costs supporting this analysis are shown in Appendix 4.

THE PROJECT PROGRAMME

28. Detailed costings have been established as noted above. Once planning consent has been obtained for the proposed building, it is proposed, with Council approval, to proceed with the letting of the contract to LOR. The timetable to complete by 31 August 2009 in time for students to occupy for the start of the 2009/10 academic year is, as experience on Southside has shown, very tight. Mobilisation for the demolition phase needs to start immediately to meet this timetable. The contract needs therefore to be let as soon as possible. The Project programme as set out in Appendix 3 illustrates this point.

DECISIONS REQUIRED

29. The Management Board is asked to recommend that the Council approve the development of Eastside on a 2 year programme to be ready to accept students in October 2009 for the 2009/2010 academic year at a total project cost of £64.04M.

M.P.K.

Appendices: (1)

Appendix 1 Residences’ Strategy
Appendix 2 Cost statement
Appendix 3 Eastside Master Programme
Appendix 4 Southside & Eastside VFM Analysis

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1. The Appendices have not been included with these Minutes.
PAPER B

STAFF MATTERS FOR THE PERIOD 1 FEBRUARY – 31 MAY 2007

A Note by the Rector

HONOURS AND AWARDS

Professor Georgina Mace OBE FRS has been awarded the CBE in recognition of her 'services to Environmental Science' in HM The Queen’s Birthday Honours List.

Emeritus Professor Sir Ravinder Maini, Professor Peter Barnes, Professor David Wark and Professor Anthony Kinloch have all been elected as Fellows of the Royal Society. This brings the number of Royal Society Fellows at Imperial up to 65.

APPOINTMENT OF THE NEXT RECTOR

Professor Sir Roy ANDERSON, currently Chief Scientific Adviser to the UK Ministry of Defence, will succeed Sir Richard Sykes to become the 14th Rector of Imperial College London, in the Summer of 2008.

HEAD OF THE DEPARTMENT OF BIOENGINEERING

Professor Ross ETHIER, currently Director of the Institute of Biomaterials and Biomedical Engineering at the University of Toronto, has been appointed to the posts of Chair in Bioengineering and Head of the Department of Bioengineering in the Faculty of Engineering, in succession to Professor Chris Hankin, with effect from 1 August 2007.

HEAD OF THE DEPARTMENT OF CHEMISTRY

Professor Thomas WELTON, currently Professor of Sustainable Chemistry and Director of Undergraduate Studies in the Department of Chemistry, has accepted the appointment of Head of the Department of Chemistry, in succession to Professor Richard Templer, with effect from 1 August 2007.

HEAD OF THE DEPARTMENT OF IMMUNOLOGY

Professor Guido FRANZOSO, currently Associate Professor at the Ben May Institute for Cancer Research, the Committee on Immunology, the Committee on Cancer Biology, University of Chicago, has been appointed to the posts of Chair in Immunology and Head of the Department of Immunology at the Hammersmith Campus, in succession to Professor Christopher Rudd, with effect from 1 June 2007.

HEAD OF THE DEPARTMENT OF MECHANICAL ENGINEERING

Professor Tony KINLOCH, FCGI, FREng, FRS, currently Chair of the Mechanics of Materials Research Group in Mechanical Engineering, Faculty of Engineering, Imperial College, has accepted the appointment of Head of the Department of Mechanical
Engineering, in succession to Professor Nick Cumpsty FREng, with effect from 1 October 2007.

HEAD OF THE DIVISION OF INVESTIGATIVE SCIENCE

Professor Martin WILKINS, currently Professor of Clinical Pharmacology and Head of the Section of Experimental Medicine and Toxicology in the Division of Medicine, has been appointed to the post of Head of the Division of Investigative Science, in succession to Professor Steve Bloom, with effect from 1 August 2007.

CHANGE IN TITLE FOR THE STRATEGY AND PLANNING DIVISION

With effect from 1 January 2008, the Strategy and Planning Division will be re-named the Planning Division.

DIRECTOR OF PLANNING

Ms Michelle COUPLAND, currently Head of Strategy and Planning, Imperial College, has accepted the appointment of Director of Planning in the Planning Division, in succession to Dr Rodney Eastwood, with effect from 1 January 2008.

CO-DIRECTOR OF THE LONDON CENTRE FOR NANOTECHNOLOGY

Dr David McCOMB, currently Reader in Materials Characterisation, Imperial College, has accepted the appointment of Co-Director of the London Centre for Nanotechnology (LCN), in succession to Professor Tim Jones, with effect from 1 April 2007 for a period of three years.

CHAIRS/ READERS

Professor Robert BROWN, currently Director of Laboratory Research, Centre for Oncology and Applied Pharmacology, University of Glasgow, has been appointed to the post of Chair in Translational Oncology, in the Faculty of Medicine, with effect from 1 July 2007.

Dr Laurent CALVET, previously Deloitte Associate Professor of Finance, HEC School of Management (France) and National Bureau of Economic Research (USA) has been appointed to the post of Chair in Finance in the Tanaka Business School, with effect from 1 April 2007.

Professor Bart CLARYSSE, currently Chair in Innovation and Technology Transfer, in the Entrepreneurship Department, Nottingham University Business School, has been appointed to the post of Chair in Entrepreneurship, in the Tanaka Business School, with effect from 1 July 2007.

Professor Alain FILLOUX, currently CRNS Research Director (French National Centre for Scientific Research), has been appointed to the post of Chair in Molecular Biology, Division of Cellular and Molecular Biology, in the Faculty of Natural Sciences, with effect from 1 September 2007.
Dr Gerard GEORGE, currently Associate Professor of Entrepreneurship at the London Business School, has been appointed to the post of Chair in Innovation and Entrepreneurship in the Tanaka Business School, with effect from 1 August 2007.

Dr Amihay HANANY, currently Associate Professor at the Centre for Theoretical Physics, MIT, has been appointed to the post of Reader in Theoretical Physics in the Department of Physics, with effect from 1 September 2007.

Dr Peter David HAYNES, currently Royal Society University Research Fellow in Physics Cavendish Laboratory, University of Cambridge, has been appointed to the post of Reader in Materials and Physics, Faculties of Engineering and Natural Sciences, with effect from 1 June 2007.

Dr Salim Iqbal KHAKOO, currently Wellcome Trust Senior Clinical Fellow at the University of Southampton and Consultant Hepatologist at Southampton General Hospital, has been appointed to the post of Chair (Clinical) in Hepatology, in the Division of Medicine based at the St. Mary’s Campus, with effect from 1 June 2007.

Professor Robert KRAMS, currently Associate Professor, Department of Biomedical Engineering, Thoraxcenter, has accepted the position of Chair in Bioengineering, Department of Bioengineering, with effect from 1 May 2007.

Dr Edward Lam Shan LEEN, currently Consultant Radiologist, Royal Infirmary, Glasgow, and Honorary Senior Lecturer, University of Glasgow, has been appointed to the post of Chair (Clinical) in Radiology (Ultrasound), Division of Clinical Sciences, Hammersmith Campus, with effect from 31 August 2007.

Professor Antonio MELLO, currently Professor of Finance at the University of Wisconsin, Madison, USA, has been appointed to the post of Professor of Finance in the Tanaka Business School, with effect from 1 September 2007.

Professor Geraldine Anne THOMAS, currently Chair in Molecular Oncology, University of Wales, has been appointed to the post of Chair in Molecular Pathology, Division of Investigative Science, based at the Hammersmith Campus, with effect from 1 March 2008.

Professor Nina THORNHILL, currently Professor in the Department of Electronic and Electrical Engineering at University College London, has been appointed to the post of Chair in Process Automation, Department of Chemical Engineering, with effect from 1 May 2007.

VISITING PROFESSORS/ READERS

Dr Ben BUSSEY, previously at the Johns Hopkins University Applied Physics Laboratory, Laurel, MD, USA, has been offered an association with the College as Visiting Reader in the Department of Earth Science and Engineering, with effect from 1 March 2007 for a period of one year.

Professor Hugh CROCKARD, currently National Director, Modernising Medical Careers, Department of Health, Professor of Surgical Neurology at the National Hospital for Neurology and Neurosurgery London (UCLH Trust) and Professor of Surgical Neurology, University of Western Australia, has been offered an association with the College as Visiting Professor in the Division of Surgery, Oncology, Reproductive Biology and Anaesthetics, with effect from 1 May 2007 for a period of one year.
Dr Letizia FORONI, has been offered an association with the College as Visiting Professor in the Division of Investigative Science with effect from 20 April 2007 for a period of three years.

Professor Brian GAZZARD, currently Professor of HIV Medicine and Consultant Physician and Research Director HIV/ GUM at the Chelsea and Westminster Hospital, has been offered an association with the College as Visiting Professor in the Division of Medicine, with effect from 1 April 2007 for a period of three years.

Professor Felicity GUILD, currently Professor of Composite Materials, Queen Mary College, University of London, has accepted an association with the College as Visiting Professor in the Department of Mechanical Engineering, with effect from 1 June 2007 for a period of five years.

Dr John MORTON, currently Chief Executive Officer at the Engineering and Technology Board, has accepted an association with the College as Visiting Professor in the Department of Aeronautics, with effect from 1 May 2007 until 30 September 2008.

Dr Sara RUSSELL, currently Head of the Division of Meteoritics and Cosmic Mineralogy at the Natural History Museum, has accepted an association with the College as Visiting Professor in the Department of Earth Science and Engineering with effect from 1 March 2007 for a period of one year.

Dr David SLAVIN, currently Executive Director, Business Innovation Unit PGRD, Pfizer Inc., has been offered an association with the College as Visiting Professor in the Institute of Biomedical Engineering, with effect from 1 June 2007 for a period of three years.

Dr Paul TAYLOR, currently Reader at the University of Warwick, has accepted an association with the College as Visiting Professor in the Department of Chemical Engineering, with effect from 1 April 2007 for a period of two years.

RESIGNATIONS

Professor Claudio ALBANESE, has resigned from his post as Chair in Mathematical Finance in the Department of Mathematics with effect from 4 April 2007.

Professor Christopher HIGGINS, has resigned from his posts as Director of CSC and Head of the Division of Clinical Sciences, with effect from 15 April 2007, to take up an appointment as Vice-Chancellor of the University of Durham.

Mr Simon HIGMAN, has resigned from his post as Faculty Operating Officer in the Faculty of Natural Sciences, with effect from 31 May 2007, to take up an appointment as Registrar and Chief Operating Officer at the University of Southampton.

Professor Timothy JONES, has resigned from his post as Professor of Electronic Materials in the Department of Chemistry, with effect from 31 March 2007, to take up an appointment as Chair of Chemistry at the University of Warwick.

Dr Alistair MATHIE, has resigned from his post as Reader in Molecular Neuroscience in the Division of Cell and Molecular Biology, with effect from 31 March 2007, to take up an appointment as Professor of Cell Biology and Pharmacology in the Medway School of Pharmacy at the University of Kent.
The positive financial position that has been reported over the last few months has now been reflected in an update to the year-end forecast, with the operating performance improved from a breakeven position to a £4M surplus against a budget deficit of £7.8M. The specific changes to the forecast reflect higher academic fees and the release of the central Full Economic Costing (FEC) contingency that is no longer needed. However, it should be noted that no increase in the Reactor decommissioning provision costs have been included; this will be required if the College does not secure firmer assurances from the Nuclear Decommissioning Authority (NDA) than we currently have that they will take over the decommissioning costs. Further the exceptional profit from the sale of 47, Prince’s Gate will be £7.6M, which will bring the overall forecast surplus to £11.6M, against which will be set the College’s share of Innovations’ forecast.

Turning to the details, Research income is now forecast to grow by 10% over last year and be some £11.4M better than budget. This performance owes most to the growth in research income in Engineering, up 16% on the year. Importantly, the contribution to overheads will be £34.4M, an increase of 22% over last year, and a reflection of the FEC impact. The forecast for Academic Fee income has been increased to £80M, £4.5M better than budget, recognising the trend in the year to date position.

In the Faculties, staff costs will be £5M under budget, offset by higher non-staff cost expenditure, reflecting the not altogether satisfactory management trend to use underspends on staff costs to fund equipment purchases in the later part of the financial year. Tight cost control management continues in Support Services which remains on target to meet budget. The favourable performance in Commercial Services is to be substantially given back, with quieter trading conditions in June and July and the inclusion of restructuring costs to be finalised by the year end.

On the balance sheet, invoiced debtors are below £30M for the first time with significantly lower research debtors partially offset by increased student debt. In this context, it has been agreed that from next year the credit control responsibility for chasing student debt will be with Finance from the time the academic fee invoice is issued, rather than with the Registry for the first two terms of the academic year. Work in Progress (WIP), however, continues to increase, now up to £42.7M, which is some £10M higher than May last year, with the increase being all within Medicine. This is not satisfactory, even if this is offset by a corresponding increase in payments in advance (PIA). As we move into the new financial year, Faculty Operating Officers and Faculty Finance Officers will be taking on the explicit responsibility for WIP and PIA management; importantly, they must have the tools and information needed to enable their better management of this important area.

On cash, we have further improved the year-end net debt position to £47M, reflecting the improved trading position of the College, the sale of 47 Prince’s Gate, and some slippage of capital expenditure into 2007/08. We are taking advantage of rising interest rates, where we are able to earn interest at nearly 0.5% higher than our cost of borrowing; a £1M improvement in our net interest charge for the year is now forecast. During this month we have increased the hedge on the South African rand to cover virtually all of the currently committed exposure.

Lessons learned from this year’s out-performance are being carried forward into the budget discussions, in particular in the areas of staff recruitment, equipment purchases, cash flow projections and WIP management.

M.P.K.

* The Finance Management Report Booklet is not included with these Minutes.
THE HIGHLIGHTS IN THE I&E

1. The highlights are:
   a. Total income rises by 8% to £552M.
   b. Research income rises by 17% to £247M.
   c. Contribution to overheads rises by 26% to £43M.
   d. The HEFCE grant rises by 7% to £165M.
   e. Student fee income rises by 17% to £88M.
   f. A surplus of £3.2M.

2. As with last year, the College income continues to grow very satisfactorily; and it should be remembered that these growth figures come on top of a sustained growth over a period of 5 years. In 2002, total income was £381M.

3. Last year, a £7.8M deficit was budgeted, although the outturn is likely to be a satisfactory, if small, surplus. This year, the budget is for a small surplus. Two specific reasons for this turnaround are:
   a. For several years, the College has consistently under-budgeted for student fee income and a more realistic approach has been taken this year. The 17% student fee income rise over last year’s budget, to £88M, is only a 10% rise over the forecast outturn.
   b. The 26% rise in the contribution to overheads to £43M is principally because of the increase in Full Economic Costing (FEC) grants. Our fears regarding our ability to win Research Council awards in an FEC based world have proved so far to be groundless. It is interesting to note that the relative share of total contribution to overheads is almost equal across the three Faculties.

FACULTIES

4. As with last year, all Faculties have a break even budget (page 7), save for the Business School, for exactly the same reasons as last year, to reflect the “delay” factor inherent in the Vote Formula. It should be noted that the Faculty of Natural Sciences budget no longer includes any costs associated with Wye, these having been stripped out into the Centre (page 9). But these breakeven budgets are set in the context of a significant increase in the level of activity across the College, with static student numbers, a 4% increase in FTE staff numbers, and an 11% increase in research staff costs.

* The College Budget Booklet is not included with these Minutes.
CENTRAL ADMINISTRATION COSTS

5. Central Administration costs have gone up to £22M (page 10), a 10% rise against last year’s budget. Of this, the largest element relates to the costs of the Library (£0.6M), which have now been separately identified (page 10). A significant part of the 10% increase relates to academically driven decisions, e.g. provision of scholarships.

6. For the Support Services element, including Commercial Services, the budgeted net cost increase is only 2.7%, i.e. a below inflation rate of increase. The shape of total Support Services expenditure (page 10) remains as before, dominated by the costs of managing a complex and growing Estate. It should be noted here that utility prices, which have been such a feature of variable performance in recent years, have already been fixed for 2007/08.

UNALLOCATED COSTS

7. Unallocated costs have risen by £5.2M to £49.5M (page 11), the largest element in this increase being the £35.4M depreciation charge, which is rising as a direct reflection of growth in the Capital Expenditure Programme (page 13).

8. There are 2 specific points worth noting in this element of the budget:

   a. £7.9M is budgeted to be spent on Academic Investments (page 9). This is a healthy sign. Investing for the future, in such College driven developments as the Drug Discovery Institute and the Porter Institute, is important evidence of the independent momentum of the College. In some ways, these investments can be regarded as the College’s utilisation of FEC money;

   b. Historically, equipment purchases in Faculties have been charged to Faculties’ I&E budgets, with capitalisation decisions and depreciation charges taken at the Centre under unallocated costs. It is an open question as to whether this approach should continue in the light of the Research Councils’ view that, in an FEC world, they should not be responsible for the replacement of equipment. Over the course of 2007/08 a study will be carried out on whether a different approach should take place - one which requires Faculties to budget for equipment purchases, leaving them also with the relevant depreciation charge.

   c. **College Fund.** The I&E budget for the College Fund is separately identified (page 12). Pursuant to Paper E the Council will, in future, have visibility of this budget and the actual performance against it.

THE CAPITAL EXPENDITURE BUDGET

9. Gratifyingly, the Capital Expenditure budget for the year 2007/08 is remarkably similar to the figures set out in the 3 Year Plan released in February 2007. Capital Expenditure is set to be £147M, of which the College spend is £90M, and of which £97M and £48M respectively is approved and committed (page 13). The biggest variable factor is likely to be the progress made on the Hammersmith Campus and in the College Fund Development Programme. It is noteworthy that with the Project Review Board now in full operation, a greater degree of stability has come into the Capital Expenditure Programme from year to year. It is also noteworthy that the Capital Expenditure Programme is now at a record high. Control of this level of expenditure remains a priority. The growth in the level of
Fixed Assets in the Balance Sheet is a reminder of the significant commitment the College has made in recent years to the upgrading of its infrastructure.

CASH

10. It has been recognised that the College has not been as strong as wished in forecasting cash flow. The closing net debt position for 2006/07 was budgeted at £110M and the current forecast at 31 July 2007 is £42M (page 5). To rectify this variability, attention needs to be paid to the Capital Expenditure payment flows; the management of research Work in Progress (WIP); and the terms of trade under which the College operates, including grants and student fees. To address these issues two specific steps have been taken: the finance team in charge of capital projects has been completely overhauled and the responsibility for managing Research WIP has been devolved to the Faculties.

11. The net cash position is budgeted to move from £42M to £105M (page 5). The gross debt of the College will rise by £50M to £173M (page 4) as the second European Investment Bank (EIB) facility is drawn down in May 2008, as previously noted. The College’s exposure to worldwide interest rates rises will be mitigated by the fixed rates held on £100M of the gross debt.

RISK ANALYSIS

12. In last year’s budget report, a risk analysis was prepared which identified a number of areas of uncertainty, balanced by elements of upside potential. In the event, the risks were managed appropriately or did not materialise, and a number of the upsides did occur. The result was an out-performance on income, expenditure and cash. How far does the proposed budget for 2007/08 represent a robust proposal, where the upsides are likely to be outweighed by the downsides?

13. The downsides are analysed as follows:

a. The College has consistently under-budgeted for student fees; a more aggressive approach has been taken for 2007/08. This may prove fragile if overseas student numbers fall.

b. The Terms of Trade on research grants may move against the College, adversely affecting the cash flow benefits of a growing figure for payments in advance. Overseas grants represent the biggest risk here.

c. With a change in Prime Minister and likely changes in the Cabinet, possibly in the Department of Health; with new heads in two Research Councils; and an unfinished Comprehensive Spending Review, the prospect of uncertainty in Government spending decision-making is higher than in recent years.

d. Utility prices have retreated from the highs of 2005/06; and whilst the greater proportion of anticipated utility requirements has been bought forward to produce greater certainty of cost, at the margin the College remains at risk of price spikes in an uncertain “energy world”.

e. The size of the Capital Expenditure Programme represents a management, and therefore a cost, risk in its own right. Controlling total expenditure of £147M, of which College spend is £90M is a significant undertaking. The tightness of the Eastside Project timetable exacerbates this risk.
f. The burden of the Reactor decommissioning may not be taken off the College by the DTI through the Nuclear Decommissioning Agency (NDA). We have been let down once; we may be again. This is a not insubstantial cost risk (c. £30M).

g. The Faculty of Medicine contributes 50% of the research income of the College; if it sneezes, the College catches cold. There is a risk that the effort involved in the creation of the Academic Health Sciences Centre may divert attention from the more mundane task of day-to-day management of the College's largest Faculty.

h. The quality of the key support staff, in finance and in more general administrative roles, has been improved in recent years, to the specific financial benefit to the College. But the introduction of bright, higher quality staff brings its own risk: without proper personnel management, the best will leave – and the College has lost four of its best support staff executives in the last year. This is a risk that needs to be managed carefully.

14. Upsides to counter these risks do exist:

a. The order book is high (page 8), at 88% of budgeted research income. Success may breed success, particularly in industry arising grants.

b. Student fee income may yet again surprise on the upside, notwithstanding the increased budget.

c. Central Administration costs (page 10) may be held lower than the 7% budgeted increase.

d. The Wye costs, at £1.4M, may prove pessimistic.

e. The 11% staff cost increase in the Faculties may not materialise.

f. The sheer scale of the Capital Expenditure Programme may not be capable of being implemented, either because of internal or external decision-making.

15. From the above analysis, it would seem reasonable to conclude that there are more tangible, realisable downsides than upsides. To this extent, the budget is a more challenging one than that for 2006/07, where actions had to be taken to deliver the deficit, whereas in the 2007/08 Budget proposed, actions will have to be taken to achieve a surplus - a more taxing challenge. Nevertheless, the management task remains the same: to take advantage of the strong performance platform created in the College, whilst at the same time maintaining vigilance over an inevitably growing cost base. The evidence of 2006/07 suggests that this will be achieved through the 2007/08 Budget.

M.P.K.
BACKGROUND

1. Council members will recall that they approved the principles behind the establishment of a College Fund at their last meeting in March. The purpose of this Paper is to update the Council on steps taken since March to enable the principles to be translated into reality for the establishment of the College Fund as from 1 August 2007; to confirm the regulatory and accounting implications; and to present the amendments to the existing governing documents of the College required to make the College Fund Board operational. As this paper deals with governance issues across the entirety of the Imperial College structure, the word ‘College’ is used to refer to Imperial College as a whole and ‘University’ is used to mean the operational University as managed by the Rector.

PRINCIPLES

2. The key principles established in the February Paper to Council were:

   a. **Overarching Principle.** That a separately constituted College Fund be established to manage the College’s Non-Core Assets – *i.e.* assets that can *in extremis* be sold for cash without detriment to the academic mission.

   b. **Regulation of the College Fund.** That decisions made by the College Fund Board in relation to the purchase and sale of such Non-Core Assets as an investment activity are materially different from the operational decisions facing the University.

   c. **Investment Policy and Objective.** That the key issue for the Council and the University in considering the management of such Non-Core assets should be the establishment of an Investment Policy. In setting this there needs to be consideration of the cash needs of the University, the Council’s appetite for risk and a realistic assessment of the market over the medium term - balanced against the drive to build up the endowment capital of the College. Out of the Investment Policy will emerge the Investment Objective – being the specific investment return target for the College Fund.

   d. **Delegated Authority.** That the College Fund should have a Board, led by an external Non-Executive Chairman who is also a member of the Council, to which Council should delegate all the powers it needs to deliver the Investment Objective.

   e. **Unit Structure.** That the College Fund needs to be structured to recognise the various interests involved in procuring funds held for multiple purposes. This should be enshrined within Unit types that will be formally defined as part of the implementation process.

PRACTICE

3. To put these principles into effect a working group has reviewed the practical implications of the new structure both internally with the Central Secretariat and Finance Division and externally with best practice exemplars (Yale and Columbia), as well as with the College’s lawyers and
Higher Education governance specialists, (Mills & Reeve) and the College’s auditors (PricewaterhouseCoopers). As a result of these reviews, the following tasks were carried out:

- **a.** Consideration of the definition and process for the identification of the Non-Core Assets over which the College Fund Board should have control (established by way of a new Ordinance F2 attached in Annex C, page C1-9);
- **b.** Production and fine-tuning of a framework that makes the activities of the Fund transparent and attractive to the academic community it is ultimately there to support – *i.e.* the Unit structure (set out in the new Council Regulation attached in Annex C, page C1-16);
- **c.** Creation of specific Financial Regulations tailored to the needs of the College Fund Board as the delegatee of Council authority (set out in the new Council Regulation attached in Annex C, page C1-11);
- **d.** Production of clear terms of reference for the new College Fund Board (established by way of a new Ordinance F1 attached in Annex C, page C1-6);
- **e.** Production of the Investment Policy for the College (established by way of a new Council Regulations attached at Annex C, page C1-15); and
- **f.** Identification of candidates and selection of a proposed nominee for the position of Chairman of the College Fund Board, further details of which are attached at Annex D

**NON-CORE ASSETS**

4. The definition of Non-Core Assets has been a fundamental aspect of establishing the College Fund and can be succinctly stated as “Assets that can, *in extremis*, be sold for cash without detriment to the academic mission”. In practice, the transfer of such assets to the Fund is an effective disposal by the University, as once transferred, there is, *a priori*, no limitation on the College Fund Board’s authority to sell them. Therefore it is vital that the University’s own regulations are complied with in making the transfer. The proposed procedure (set out in the new Ordinance F2 at Annex C) therefore places ultimate authority with the Council to ratify the transfers proposed by the Rector on the one hand and the College Fund Board on the other hand, noting that no formal sale of such assets can be made prior to that ratification process.

**STRATEGIC ASSETS**

5. The process also recognises that in certain limited circumstances the Council will recognise the Non-Core characteristics of an asset, but will wish to impose certain limitations on the Fund Board’s authority to deal in them, such limitations only being capable of being lifted by a decision of Council. Thus the concept of Strategic Assets has been included so that the College can still ensure the assets are managed on a commercially focused investment basis, but that the College’s long term interest in the asset is protected. Initially, the holding in Imperial Innovations (where a sale down below 50% could have an impact on the College) and the freehold assets on the Main Island and Prince’s Gardens sites at South Kensington (where the marriage value between the College’s core activities and the location of these buildings have values beyond what the market will recognise) have been identified as Strategic Assets.

6. Set out at Annex A are details of the Non-Core Assets that have already been identified for transfer, together with the effective dates of transfer, transfer values, and details of the restrictions imposed on those Non-Core Assets deemed to be Strategic Assets as well as details of Non-Core Assets agreed for future transfer to the College Fund with the agreed transfer dates and transfer values.
INVESTMENT POLICY

7. As a result of the College’s charitable status, the Council is required to establish formally a broad Investment Policy to govern the investment activities undertaken by the College. Such a policy needs to have regard for a balance between volatility and return and establish a reasonable Investment Objective (i.e. an absolute financial target) and within this objective, a distribution target (i.e. what should be distributed to the University on an annualised basis). The proposed Investment Policy, which can only be changed by Council (and which is set out as a new Council Regulation in Annex C), ensures that the College Fund Board is then given full discretion to determine the asset allocation policy they deem suitable to achieve the Investment Objective so those best placed to act are given both responsibility and authority. As noted, the College Fund Board will also keep the Investment Policy and the Investment Objective under review and will make proposals to the Council where any revision is deemed appropriate.

FINANCIAL REGULATION

8. Under the existing Regulations, the Council has reserved the powers to deal in any assets with a value of greater than £5m and specifically retains authority to approve capital expenditure above this level. Due to the specific nature of the College Fund Board’s investment activities, it is necessary to carve out the areas where the Board needs a different basis of control and authority from that provided for the University. It should be stressed that the Board remains subject to the College’s core Regulations to ensure that there is no impact on the College’s corporate tax planning and treasury management approach. The carve out is therefore restricted to an extension of the College Fund’s delegated powers in relation to its property portfolio (captured by a refinement of Ordinance A4 (Delegation of the Powers of the Council) set out in Annex C), and specific Financial Regulations that focus on investment decisions - permitting more flexibility for the reallocation of asset classes. It should also be stressed that the College Fund Board remains subject to the scrutiny of Internal Audit and the Audit Committee of the College.

UNIT STRUCTURE

9. The Unit structure is critical to the success of the Fund in the longer term. Discussions with Yale made it clear that this structure, which makes a clear distinction between the responsibility for investment management and responsibility for the application of the distributed funds, has been fundamental to the phenomenal growth of their endowment. Meetings with the College’s academic community also indicated that they felt this was an essential element to ensure that there is an overarching framework within which both the College Fund and the University must operate and thus protect the sanctity of Unitholder’s rights to funds.

10. Following the review by Mills & Reeve, it was decided that the best model to use for this purpose was an internal ‘Unit Trust’ style scheme. In simple terms, a Unit structure ensures that the Non-Core Assets are commingled into a single managed portfolio, so that when a Unitholder participates in the College Fund they will be guaranteed the same returns on investment as all other Unitholders. On the quarterly trading dates, the total Unit portfolio will be valued to set the Unit price. At the same point any Non-Core Assets identified for transfer will be given a value (the transfer value) and this will therefore entitle the transferor to the commensurate number of new Units. This is detailed in the Scheme Particulars (as set out in Annex C) - the document that sets out the parameters within which the Fund must operate in finer detail, including the commitment to make valuations available on a regular basis and to hold an annual Unitholders meeting where the Fund can be held to account directly by those whose funds it manages. Therefore these Scheme Particulars have been drafted as a Council policy, with changes only possible with future Council approval. To give an idea of the initial position of the Units, an assessment of values as at 31 May 2007 forecasts that there will be just over 1.9 million £50 Units in issue, giving a total Unit Portfolio
11. Discussions with Yale identified that in certain circumstances assets are acquired that are not, by their nature immediately suitable to be subsumed into the commingled Unit structure due to specific circumstances that restricted their ultimate liquidity. In the case of the College, only Strategic Assets fall into this category - i.e. the shareholding in Imperial Innovations and the freehold property assets on the Princes Gardens and Main Island sites. In the case of the latter, the restriction is limited to sale of freeholds – giving the College Fund sufficient latitude to develop out the properties with a pure investment focus. However, in the case of Imperial Innovations, there is a significant restriction on liquidity as no sales of shares that would reduce the College’s holding below 50% can be made without prior Council approval. Therefore, on an exceptional basis, it is recommended that the shareholding in Imperial Innovations is held outside the commingled Unit structure until such time as the strategic restriction on sale is lifted by Council.

12. A key message from Yale was that the Unit structure should be kept as simple as possible and therefore, under the proposed unit structure, only two types of Unit will be offered:

- **Income Units** where capital must be maintained in perpetuity and the Unitholder has a simple entitlement to the annual distribution;

- **Redeemable Units** that provide an annual income, but where capital can be redeemed on a quarterly basis at the discretion of the Unitholder.

13. The relationship between the College Fund and the Unitholders can be characterised in terms of a trustee and a beneficiary. In these circumstances the beneficiary, i.e. the Unitholder, must ensure that the funds distributed are applied only to activities within the University. The Rector will have a role in determining who should act as the Unitholder where new gifts and assets are transferred into the Fund, and Unitholders will only be appointed at the level of College, Faculty or Department to avoid an excessive proliferation of accounts within the College. The decisions on the application of distributed funds will lie with the Rector on Units held by the College, the Faculty Principals for Units held by a Faculty and Heads of Department/Division for the Units held by a Department/Division. It should be noted that there are already a series of de facto Unitholders in place, as per the schedule set out in Annex B, by virtue of the historical treatment of Trust and Endowment funds and the decision to identify clearly the assets behind these funds as Non-Core Assets under the new structure.

**REGULATORY IMPLICATIONS**

14. The Working Group has liaised with Mills & Reeve, the College’s solicitors and recognised experts in the field of Higher Education governance, and with the Central Secretariat to produce updated documentation to achieve the principles and practical requirements set out above. The legal review confirmed that no changes are required to the Charter and Statutes as approved by the Privy Council. All the amendments set out in this Paper are therefore entirely within the existing authority of the Council and are encapsulated in the Ordinances and Regulations set out at Annex C. Only the Ordinances that have been revised or created have been included with this Paper, but details of the Charter, Statutes and Full Ordinances are available from the Clerk to the Court and Council on request.

15. The newly created positions on the College Fund Board need to have full authority to act and advise on behalf of the College, and must be subject to the regulations of the College. To achieve this they need to be including as “Members of the University” through a simple revision to Ordinance A2 (Membership of the University).
COLLEGE FUND BOARD

16. The full constitution and terms of reference for the College Fund Board have been set out in the new Ordinance F1 (Terms of Reference for the College Fund Board), but the main contents are as follows:

17. **Membership.** As agreed at the last Council meeting the Rector and the Chief Operating Officer will sit on the College Fund Board *ex officio* to ensure there is a representative voice for the University. The other positions that need to be filled to complete the membership are:

   a. **The Chairman.** Discussions have been held with Mr Stewart Newton and he has indicated that he would be willing to commit to this role. A short biography is set out at Annex D. The Council are therefore asked to appoint him formally to this role from 1 August 2007 as well as inviting him to become a member of the Council in succession to Dr David Wilbraham with effect from 1 October 2007.

   b. **A Non-Executive Director.** It is proposed that Mr David Miles be appointed as a Non-Executive Director. He is a visiting member of the Business School and has served on the Investment Committee of the College for 2 years. As Chief Economist for Morgan Stanley he has unrivalled access to economic data and is himself a major contributor to UK economic policy through his relationship with both government and the Bank of England. The Council are therefore asked to approve the proposed appointment of Mr David Miles as a Non-Executive Director for the College Fund Board.

   c. **A Second Non-Executive Director.** The appointment of a second Non-Executive Director is on hold pending the formal acceptance of Stewart Newton to act as the Chairman. It should be noted that a second Non-Executive Director is not required to make the College Fund Board quorate and so this will not preclude the Board from undertaking its functions. The Council will be advised as soon as possible when the second candidate is confirmed.

   d. **Chief Executive Officer.** The final position on the Board is that of Chief Executive Officer. This role is currently being undertaken by the College’s Investment Director (John Anderson) and it is proposed that this arrangement should continue during the development stages of the Fund.

18. **Operation.** The Board will meet on a quarterly basis in order to:

   a. Review the Investment Objective and consider an appropriate Asset Allocation Policy.

   b. Review the assets of the University and identify any assets that could be deemed Non-Core for recommendation to the Rector concerning the transfer of such assets.

   c. Monitor the performance of the College Fund against the Investment Objective.

   d. Approve a report on its activities for each meeting of the Council, and, in conjunction with the University, approve a three year plan and budget for submission to the Council at the same meeting at which the consolidated plan and budget for the College is presented.

LEGAL OPINION

19. Following the review, Mills & Reeve were asked to confirm that: there is no conflict with the overarching Charter and Statutes; that the delegated authority to the College Fund Board provides sufficient scope for active management whilst maintaining the fiduciary responsibility of the Council; and that the nature of the delegation is sufficient to give the College Fund Board freedom
of action to deliver the Investment Objective. Mills & Reeve’s confirmation of this position is set out in the letter at Annex E.

ACCOUNTING CONSEQUENCES

20. In tandem with the review of the governance documents the Finance Division has undertaken an analysis of the accounting consequences of the decision to establish an independent College Fund Board. In essence, this will have no significant impact on the consolidated financial position of the College, and this was an important consideration in electing to pursue an option that splits out responsibility for Investment Activity, but that falls short of establishing a new legal entity for the Fund. The only change of note is the introduction of Investment Assets as a concept within the Financial Accounts. This means that where property assets are both Non-Core and let to third parties on an arm’s length basis they will be held in the College’s consolidate balance sheet at market value, whereas currently they are held at book value. This is beneficial to the Fund as it reduces the discrepancy between the Fund’s market value and the value of the assets as reported in the Financial Accounts. Furthermore there is no depreciation on Investment Assets as they are revalued on a regular basis in line with the market.

21. The Financial Reporting will include a Finance Management Report for the Fund and a Finance Management Report for the University, with a consolidated statement of Income and Expenditure, Balance Sheet and cashflow.

22. A detailed note setting out the practical accounting issues in relation to the establishment and running of the College Fund has been prepared by the Finance Division with input from the auditors, PricewaterhouseCoopers. PricewaterhouseCoopers have reviewed the proposed changes as part of the Audit Plan that was presented to the Audit Committee on 13 June 2007 and a summary of their findings in relation to the College Fund is set out in Annex F. No fundamental problems with the proposed structure were highlighted as a result of this assessment and the Finance Division have confirmed that they have adequate controls in place to handle all of the other potential issues highlighted.

RECOMMENDATION

23. In order to make the College Fund effective from the new financial year (1 August 2007), the Council is asked to consider and, if it sees fit, to:

   a. Create the College Fund and establish the process for the transfer of Non-Core Assets by adopting the new Ordinances F1 and F2;

   b. Recognise the status of the College Fund Board within the College’s overall governance structure by approving the proposed amendments to Ordinances A2 and A4;

   c. Approve the Investment Policy of the College that establishes the broad framework in which the College Fund Board must operate without placing undue restrictions on its ability to act;

   d. Approve the Investment Objective to deliver a total return of 4% above the Retail Price Index per annum measured over a three year period;

   e. Give specific authority to the College Fund Board by approving the Financial Regulations for the College Fund Board;

   f. Approve the operational details of the Fund through a Regulation to establish the Scheme Particulars for the Unit structure;
g. Ratify the transfer of Non-Core Assets as set out in Annex A to this Paper including the restrictions on the shareholding in Imperial Innovations Limited and the freeholds in Princes Gardens that have been identified as Strategic Assets;

h. Appoint Mr Stewart Newton as Chairman of the College Fund Board;

i. Approve the appointment of Mr David Miles as a Non-Executive Director of the College Fund Board;

M.P.K.

**Annexes**

Annex A: Non-Core Assets *
Annex B: College Fund Proposed Unitholders *
Annex C: Amendments Required to the University’s Ordinances and Regulations
Annex D: Stewart Newton’s CV *

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* The Confidential Annexes are not included with these Minutes. 
1. This document sets out the effect on, and proposed changes to, the College’s Ordinances (as currently drafted to take effect on 8 July 2007) and three new Regulations of the Council that are required in order to reflect the establishment and operation of the College Fund Board as an entity that will have direct responsibility for managing the Non-Core Assets of the College (as defined in the proposed new Ordinance F2).

2. Where a change to the original text of an Ordinance or a new Regulation is proposed, a copy of the updated document is attached at Appendix 1. Full copies of the College’s Charter, Statutes, Ordinances and Regulations as well as track-changed versions of the amended Ordinances are available from the Clerk to the Court and Council on request.

3. **Ordinance A2 (Membership of the University).** The external members of the College Fund Board will clearly have a very important role in the management of the College’s non-core assets and it is suggested that they should be accorded the same recognition as that given to members of the Court and Council, and should be bound by the regulations of the College. It is therefore proposed that the members of the College Fund Board should be added to the list of persons who are listed under Clause 1 as Members of the University. For similar reasons, it is also proposed to add external members of the College’s Advisory Boards to this list.

4. **Ordinance A4 (Delegation of the Powers of the Council).**
   a. At present Council approval is required for the purchase or disposals of assets, land and buildings exceeding £5M. This requirement is felt not to be appropriate in relation to the Non-Core Assets held in the College Fund as they will be held purely for investment purposes.
   b. It is further proposed that the appointment of the Chairman of the College Fund Board and the approval of the Investment Policy should be added as issues that cannot be delegated without a specific Council resolution.
   c. Finally, it is proposed that the paragraph relating to Project Approvals is not relevant to the activities of the College Fund Board, which should be free to take such actions as it sees fit in relation to the Non-Core Assets, provided that any projects considered by the College Fund Board involve only Non-Core Assets. Where a project includes, or has a significant impact on, any College assets, the project will still require Council approval in relation to the affect on those assets.

5. **Ordinance A5 (Declaration of Members Interests).** Although no changes are proposed to this Ordinance, it should be noted that it will apply equally to the College Fund Board.

6. **Ordinance A6 (Custody and Use of the Common Seal).** Although no changes are proposed to this Ordinance, it should be noted that, under the proposed governance structure, four out of the six members of the College Fund Board will be entitled to sign against the College Seal. These are:
   a. The Chairman of the College Fund Board (as a member of Council).
   b. The Rector and Chief Operating Officer (as members of Council).
c. The Chief Executive Officer of the College Fund (as a College Officer under Ordinance D3 below).

6. **Ordinance A9 (Terms of Reference for Committees of the Council).** Although no changes are proposed to this Ordinance, it should be noted that it is intended that the Remuneration and Nominations Committee should review and approve annually the salary of the Chief Executive Officer of the College Fund. The Remuneration and Nominations Committee will be asked to do this under Clause 2 of its Terms of Reference under which it is empowered to review the salaries and emoluments of such senior staff who may, from time to time, be agreed by the Committee.

7. **Ordinance A10 (Standing Orders for the Council, the Court and the Senate and for Committees of the Council and the Senate).** Although no changes are proposed to this Ordinance, it should be noted that, with the exception of the paragraph dealing with the quorum, these Standing Orders will apply equally to the College Fund Board.

8. **Ordinance D3 (Officers of the University).** It is proposed that the Chief Executive Officer of the College Fund should be recognised by the Council as an Officer of the University. This entitles him to sign against the College seal.

9. **Ordinance F1 (Terms of Reference of the College Fund Board).** This is a new Ordinance, which is intended to formally establish the College Fund Board and to set out its Terms of Reference and constitution.

10. **Ordinance F2 (Procedures for Identification and Transfer of Non-Core Assets).** This is a second new Ordinance that contains the definition of Non-Core Assets and Strategic Assets, and sets out the procedure for their formal transfer to the College Fund.

11. **College Fund Finance Regulations.** This is a new Regulation of the Council under which certain parts the College Finance Regulations, which apply to all parts of the University, will be amended in relation to actions of the College Fund Board. The key changes to note are:

   a. Subject to the approval of the Chief Operating Officer, the College Fund Board will have the power to establish subsidiary companies, which will be governed by the same regulations as the College Fund.

   b. The College Fund Board may give guarantees and indemnities in the College's name without limit.

   c. The College Fund Board is authorised to write off bad debts if it judges them to be irrecoverable.

   d. The College Fund Board is authorised to purchase or dispose of any assets held within the College Fund without the need for Council approval.

12. **College Fund Investment Policy.** This is a new Regulation of Council setting out the Investment Powers of the College Fund Board, the additional restriction in relation to Strategic Assets, the Investment Objective and the need for the College Fund Board to produce an Asset Allocation Policy.

13. **College Fund Unit Structure.** This is a new Regulation of Council setting out the key requirements of the Unit Structure to be established by the College Fund Board.
INDEX OF AMENDED AND NEW ORDINANCES AND REGULATIONS

A. GOVERNANCE
   A2. Membership of the University
   A4. Delegation of Powers of the Council

D. STAFF
   D3. Officers of the University

F. COLLEGE FUND
   F1. Terms of Reference for the College Fund Board
   F2. Procedures for Identification and Transfer of Non-Core Assets

COUNCIL REGULATIONS
   A. College Fund Finance Regulations
   B. College Fund Investment Policy
   C. College Fund Scheme Rules
ORDINANCE A2

MEMBERSHIP OF THE UNIVERSITY

1. The following persons shall be Members of the University:

   The Members of the Court;
   The Members of the Council;
   The Members of the College Fund Board;
   The Members of College Advisory Boards;
   The Fellows;
   The Staff employed by the University;
   The Students of the University.

2. In addition to those categories of person designated as Members of the University, the Council may grant membership of the University to other persons or categories of persons.

3. Proposals for such additional membership may be made to the Council provided that:

   a. Any such proposal is 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.

4. 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 University.

5. The Council shall have power, at the request of a member, to release that person from membership of the University, subject to the agreement of that person to continue to observe the Charter, Statutes, Ordinances and Regulations of the University.
ORDINANCE A4

DELEGATION OF POWERS OF THE COUNCIL

GENERAL

1. The delegation of Powers of the Council is defined in Statute 3(6) of the University's Statutes as follows:

“The Council may delegate any of its functions, powers and duties (other than its power to make Ordinances) to committees appointed by it, its officers, other entities (comprising its own officers or members or otherwise) or individuals, and such committees, individuals or entities may further delegate unless the Council has provided to the contrary.”

2. Pursuant to Statute 3(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 University’s Strategic Plan.
b. Final approval of the University’s Annual Budget.
c. Final approval of the University’s audited Annual Financial Statements.
d. Final approval of purchases or disposals of assets, land or buildings exceeding £5M in value other than Non-Core Assets held within the College Fund.
e. Final approval, prior to drawdown, of any borrowing facility exceeding £5M.
f. Final approval of the University’s Investment Policy.
g. The appointment of the Rector.
h. The appointment of the Chairman of the College Fund Board;
i. The appointment of the Clerk to the Council and of the College Secretary.

PROJECT APPROVALS - NON-CORE ASSETS HELD WITHIN THE COLLEGE FUND

3. Subject to Paragraph 4 below and to any conditions imposed by the Council in relation to Strategic Assets, final approval for those projects dealing exclusively with Non-Core Assets held within the College Fund shall be delegated to the College Fund Board.

4. Where a project involves both non-core and other College assets, the project will be subject to the project approval requirements set out in Paragraphs 6 – 9 below in respect of other College assets.

OTHER PROJECT APPROVALS

5. Final approval for those projects with a total value of less than £1M shall be delegated to the Rector, as advised by the Management Board.
6. Final approval for those projects with a value of less than £5M, which have been included in the University’s Capital Investment Plan and which have been approved in principle by the Council, shall be delegated to the Rector, as advised by the Management Board.

7. 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.

8. 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

9. Pursuant to Statute 3(6) the Chairman shall have delegated powers to act on the Council’s behalf between its scheduled Meetings 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.

10. 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 Chairman shall have delegated authority to take action on the Council’s 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.

11. 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 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 University.

12. 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 which shall give its formal endorsement or otherwise to the action.
ORDINANCE D3

OFFICERS OF THE UNIVERSITY

1. In accordance with Statute 8, the Rector, the Deputy Rector, the Pro-Rectors, the Clerk to the Council and the College Secretary are *ex officio* officers of the University.

2. In accordance with Statute 8(6), the Rector may recommend to the Council any other senior academic or non-academic member of staff of the University to be designated as an Officer of the University (hereinafter called a “College Officer”). Such recommendations would normally include the Chief Operating Officer and the Directors of the Support Services, including but not limited to estates, finance, human resources and information and communication technologies, the Director of Strategy and Planning, the Academic Registrar and the Principals of the Faculties and of the Business School.

3. Any person designated as a College Officer by the Council shall only retain that title for so long as they hold the appointment in which they were initially so designated or until the Council withdraws the designation.

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

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

   - The Rector
   - The Deputy Rector
   - The Clerk to the Council
   - The College Secretary
   - The Pro-Rectors
   - The Principals of the Faculties
   - The Principal of the Business School
   - The Deans of the Faculties as defined in Ordinance D6
   - The Director of Strategy and Planning
   - The Chief Operating Officer
   - The Chief Executive Officer of the College Fund
   - The Director of Finance
   - The Director of Human Resources
   - The Director of Information and Communication Technologies
   - The Director of Estates Project Management
   - The Director of Facilities Management
   - The Director of Property Management
   - The Academic Registrar
   - The Assistant Clerk to the Court and Council
ORDINANCE F1

TERMS OF REFERENCE FOR THE COLLEGE FUND BOARD

1. Pursuant to Clause 5(f) of the Royal Charter, the University, subject to the Charter and Statutes, has the power to invest any monies in the hands of the University and available for investment in accordance with the relevant law and the Statutes.

2. Furthermore, pursuant to Statue 3, subject to the Charter and Statutes the Council shall exercise all the powers of the University and may delegate any of its functions, powers and duties to committees appointed by it, its officers, other entities or individuals and such committees, entities or individuals may further delegate unless the Council has provided to the contrary.

3. In Ordinance F2, the Council has approved a process for the identification of assets and monies that are available for investment (“Non-Core Assets”) and for their transfer to the College Fund.

4. Pursuant to Statute 3 and subject to this Ordinance F1, the Council hereby delegates authority to the College Fund Board to:

   a. Manage the Non-Core Assets that have been transferred to the College Fund as it sees fit, including placing monies on deposit with any bank or licensed deposit taker or by investing in such stocks, funds, shares, securities and other investments (including land and any tenure or any interest therein) of whatsoever nature and wheresoever and whether involving liability or not, as the College Fund Board shall, in its absolute discretion, think fit.

   b. Appoint (and in a like manner revoke or vary the terms of such appointment) any person or persons including a company or firm to act as investment advisers or investment managers and to permit any monies, investments or other property belonging to or in the hands of the University to be registered or held in the name of any nominee or nominees within the United Kingdom on behalf of the University without being liable for any loss occasioned thereby in each case subject to such conditions and upon such terms (including the payment of remuneration) as shall from time to time be agreed in writing between the College Fund Board and such person or persons as aforesaid.

   c. Establish sub-committees and advisory committees and to receive reports from such of these committees as it sees fit;

   d. Further delegate its authority to individuals, organisations or committees as it sees fit.

5. **Investment and Distribution.**

   a. To manage the Non-Core Assets within the terms of the investment policy as determined by the College Fund Board and approved by Council from time to time (the “Investment Policy”);
b. Subject to Paragraph 5.a. above, to manage the Non-Core Assets in a manner that is appropriate to achieve the investment and distribution objective determined by the College Fund Board and approved by the Council from time to time (the “Investment Objective”);

c. To make a regular distribution from the Non-Core Assets to the College in line with the Investment Objective;

6. **Unit Structure.** To establish, operate and maintain a unit structure within the College Fund;

7. **Monitoring and Reporting.**

   a. To monitor the performance of the College Fund and to provide a report on its activities (including a financial report and a list of all the newly identified Non-Core Assets) to each meeting of the Council;

   b. To review the Investment Objective set by the Council and to make recommendations for variations to the Council as required but at least once every three years;

   c. To submit an annual report to the Council on its activities for the year;

   d. To submit a College Fund three year plan (including a Strategic Plan) and budget to the Council at the same meeting at which the University’s three year plan and budget are submitted by the Rector.

   e. To support the consolidation of the College Fund’s three year plan and budget into the University’s three year plan for submission to the Council by the Rector.

8. **Other.**

   a. To review the assets of the College on a regular basis in order to identify additional assets that could potentially be designated as Non-Core Assets;

   b. To appoint a Chief Executive Officer to undertake such duties as are necessary to ensure the efficient management of the Non-Core Assets;

**CONSTITUTION**

9. **Members.**

   a. A Chairman to be appointed by the Council. The Chairman of the College Fund Board shall be an external member of the Council.

   b. Two external members to be appointed by the Council, who are not members of the Council or persons holding honorary status in the University as defined by Ordinance, or students of the University, or employees of the University and who shall have recent and relevant expertise and experience to assist the Board in fulfilling its obligations to the Council.

   c. The Rector of the College *ex officio*;
d. The Chief Operating Officer of the College *ex officio*;

e. The Chief Executive Officer of the Fund to be appointed by the other members of the College Fund Board.

10. **In Attendance.** The College Fund Board shall have the power to invite such others persons to attend its meetings as it sees fit from time to time.

11. **Secretary.** The Secretary of the College Fund Board shall be appointed by the Clerk to the Court and Council.

**MEETINGS**

12. The Board shall meet quarterly and may meet more often as it sees fit.

**QUORUM**

13. The quorum for the College Fund Board shall be the Chairman, one external member, either the Rector or the Chief Operating Officer, and the Chief Executive Officer. Paragraph 9 of Ordinance A10 shall not apply to the College Fund Board.

**STANDING ORDERS**

14. Except where otherwise stated in this Ordinance, the Declaration of Members’ Interests (Ordinance A5) and the Standing Orders for the Council, the Court and the Senate and for Committees of the Council and the Senate (Ordinance A10) shall apply to the College Fund Board.
ORDINANCE F2

PROCEDURE FOR THE IDENTIFICATION AND TRANSFER OF NON-CORE ASSETS

1. Non-Core Assets are:
   a. Assets required to support specific donations and gifts where the Council acts in the capacity of trustee, and
   b. Any asset that is legally and beneficially owned by the College where:
      (1) The asset is not required for the core academic mission of the College; and
      (2) The asset is not required to provide services ancillary to the core academic mission; and
      (3) In extremis, the asset could be sold or otherwise disposed of solely for investment purposes without detriment to the academic mission of the College; and
      (4) There is no other reason that the asset should not be considered to be a Non-Core Asset; and
   c. Strategic Assets (as defined below).

2. Strategic Assets are assets which satisfy the definition of Non-Core Assets and which are:
   a. The freehold interest in real property located at the South Kensington Campus Island Site or the Prince’s Gardens Estate; or
   b. Shares in Imperial Innovations Limited; or
   c. Other Non-Core Assets which on their transfer to the College Fund the Council shall deem to be Strategic Assets.

3. The College Fund Board shall set quarterly dates on which additional Non-Core Assets can be transferred into the College Fund.

4. Where an asset has been identified as a potential Non-Core Asset, the College Fund Board and the Rector will take steps to agree:
   a. Whether the asset falls within the definition of a Non-Core Asset and the definition of a Strategic Asset; and
   b. The value of the asset on transfer; and
   c. The College Department/ Division that will be nominated as the Unitholder on transfer.
5. Where the College Fund Board and the Rector agree the issues set out in Paragraph 4 above the asset shall be formally transferred into the College Fund at the next available transfer date.

6. Where the College Fund Board and the Rector disagree on any or all of the issues in Clause 4 above, the parties will take steps to resolve the issue by negotiation. If the parties remain unable to agree, the parties will make a joint application to the Council, whose decision will be final.

7. A schedule of all the assets which have been designated by the College Fund Board and the Rector as Non-Core Assets since the previous Council meeting will be submitted to each meeting of the Council. The Council shall be asked to ratify the decision to class the assets as Non-Core Assets and to consider whether any assets should be classed as Strategic Assets.

8. Where the Council does not ratify the decision to class the assets as Non-Core Assets, the transfer will be reversed with effect from the relevant Transfer Date.

9. Where the Council decides that a Non-Core Asset satisfies the definition of a Strategic Asset, the Council must consider whether the value of the asset should be reduced to take account of the impairment caused by the additional restrictions imposed on Strategic Assets.

10. No interest in any property asset may be disposed of by the Fund prior to the formal ratification of the transfer by the Council.
COUNCIL REGULATION A

COLLEGE FUND FINANCIAL REGULATIONS

Pursuant to Ordinances C1 and F2

DEFINITIONS

1. In this document:
   a. The “Board” means the Board of the College Fund, as constituted under Ordinance F1.
   b. The “Director of Finance” means the Director of Finance of the University, who reports to the Chief Operating Officer.
   c. The “Fund Regulations” means these College Fund Financial Regulations as approved and amended by Council from time to time.

PREAMBLE

2. The Fund Regulations have been made by the Council of the University pursuant to Statute 3(5)(f) under which the Council is obliged to make such Ordinances, Regulations and decisions as are necessary to ensure the efficient management and good conduct of all aspects of the affairs of the University (including its finances and property). The Fund Regulations may only be amended by a decision of the Council.

3. The Fund Regulations set out additional provisions regarding the financial authority and responsibility delegated to the College Fund Board in respect of the assets that have been transferred to the College Fund under the procedure set out in Ordinance F2.

4. For the avoidance of doubt, the College Ordinances and the College Financial Regulations apply to the activities of the College Fund Board except that in the event of any discrepancy between the Financial Regulations of the College and the Fund Regulations, the Fund Regulations shall have precedence. In the event of any discrepancy between the Fund Regulations and the College Ordinances, the College Ordinances shall have precedence.

LEGAL STATUS

5. The legal name of the University is "The Imperial College of Science, Technology and Medicine." The College Fund has no independent existence as a legal entity separate from the University, though it is acceptable to use its name on letter headings etc., providing that the College’s full legal name appears somewhere on any document which seeks to establish a contractual relationship with an outside party.

SUBSIDIARY COMPANIES

6. Subject to the approval of the Chief Operating Officer, the Board shall have the authority to establish subsidiary or related companies (the shares of which shall be owned by the University) in order to undertake commercial activities in relation to assets within the College Fund (the “Fund Subsidiaries”).
7. The Financial Regulations of the College, as amended by these Fund Regulations, shall apply to the financial affairs of the Fund Subsidiaries, except where special arrangements have been agreed by the College’s Audit Committee.

8. The directors of the Fund Subsidiaries shall be nominated by the Board and approved by the Council (who may remove such directors) and shall act for such periods as the Board may determine. Where the College has the right to nominate a director to the board of any Fund Subsidiary, such director shall be appointed by the Board.

9. The College’s representative at shareholder meetings shall be nominated by the Board and approved by the Council and shall exercise voting powers in accordance with directions given by the Board.

10. All Fund Subsidiaries must provide the Director of Finance with such budgetary and other financial information concerning the conduct of their business as he may from time to time require.

BUDGET HOLDERS

11. The Board is responsible, under powers devolved directly from the Council, for all income and expenditure relating to assets held within the College Fund and may transfer funds freely within the area of their budgetary responsibility, provided that the overall integrity of their financial control is maintained.

THREE YEAR PLAN

12. The Board is responsible for reporting to the Council on the College Fund’s three year plan (including a Strategic plan) and its implications for the College’s financial well-being.

BUDGETS AND ALLOCATION OF RESOURCES

13. The Board is responsible for long and short-term planning and allocation of resources within the College Fund and shall submit a budget to the Council at the same meeting at which the budget in respect of the rest of the University is submitted by the Rector.

14. It is the duty of the Chairman of the Board to report to the Council any material variations to the expected outcome of the budget which come to his notice during the course of the year, and if necessary seek sanction for any additional expenditure.

BORROWING AND SECURITY FOR BORROWING

15. The College Fund Board is authorised to exercise borrowing power on behalf of the College only where the proposed borrowing has been approved by the Council as part of the annual budget. Council approval is required for the exercise of any borrowing powers if the arrangement of such a facility would cause the College’s total borrowing from all sources to be increased by over £5 million. In addition, the College Fund Board is required to liaise with the Director of Finance, or in his absence the College Secretary, in order to ensure that they exercise this authority in a way that is efficient and appropriate for the University as a whole.

16. Any borrowing that has been exercised by the Board and which is not repayable within 3 months of draw-down shall be reported by the Chairman of the Board to the next available meeting of the Council.
17. The Board is authorised to give guarantees and indemnities in the College’s name (but not, for the avoidance of doubt, to grant any other form of security) to bankers or other institutions and may delegate this authority as it sees fit provided this authority may only be further delegated in the case of any guarantee or indemnity which exceeds £5 million in value, if:

   a. External insurance has been effected to fully protect the University’s exposure; or
   
   b. The guarantee or indemnity will be given in favour of another part of the University Group (e.g. parent company guarantees).

18. Where the Board has given any guarantees or indemnities as set out in clause 17 above, the Board must notify the Director of Finance as soon as possible.

**WRITE-OFF OF BAD DEBTS**

19. Debts owing to the University in respect of assets held within the College Fund may be written off by the Board if the Board judges them to be irrecoverable.

20. A summary of debts written off by the Board shall be presented annually to the Audit Committee.

**INVESTMENTS**

21. The Board is responsible to the Council for assets held within the College Fund.

22. The Board is responsible for maintaining records of transactions, ensuring safe custody of documents and reporting performance in relation to assets held within the College Fund Board.

23. The Board may delegate the management of assets held within the College Fund (including short-term investments) subject to the Investment Policy, and the Scheme Rules.

**OVERSEAS CONTRACTS**

24. The Board is not required to refer proposals for the supply of services outside the UK to the Director of Finance before the contract is signed.

**LEGAL DOCUMENTS AND INDEMNITIES**

25. The College Fund Board is required to establish a policy for the delegation of authority for the signing of documents on behalf of the College Fund Board.

26. Subject to other limitations contained in the College Ordinances or Fund Regulations, the Board may sign disclaimers, forms of indemnity or other documents having the effect of transferring legal liabilities to the College as it sees fit.

**LAND AND BUILDINGS**

27. Subject to the provisions relating to Strategic Assets as defined in Ordinance F2, the Board is authorised to purchase or dispose of any assets held within the College Fund (including any land or buildings) without limit.

28. Lettings of residential or commercial property assets within the College Fund may be arranged in a manner and on terms decided by the College Fund Board from time to time, provided that lettings to employees of the College or any subsidiary company must be reported to the Remuneration and Nominations Committee where the letting is otherwise than on arm’s length terms.
COUNCIL REGULATION B

COLLEGE FUND INVESTMENT POLICY

Pursuant to Ordinances C1 and F1

INVESTMENT POWERS

1. Under the terms of Ordinance F1, the Council has delegated authority to manage Non-Core Assets to the College Fund Board subject to the applicable law and to the terms of this Investment Policy.

INVESTMENT OBJECTIVE

2. The Council will establish an Investment Objective which shall set out the target total return against which the performance of the College Fund Board shall be measured and the distribution that the College Fund Board must make to the College on an annual basis as a percentage of the net asset value of the College Fund.

ASSET ALLOCATION POLICY

3. The College Fund Board must have regard to the need to maintain a diversified portfolio and to balance the level of volatility and return in the light of the Investment Objective. The College Fund Board shall therefore establish an Asset Allocation Policy to determine the acceptable level of exposure to specific classes of assets in reference to standard investment criteria. The College Fund Board shall review the policy, and monitor the portfolio of Non-Core Assets held from time to time against that Policy.
COUNCIL REGULATION C

COLLEGE FUND SCHEME RULES

Pursuant to Ordinances C1 and F1

1. This document constitutes Scheme Rules relating to the Imperial College Fund Scheme (the “Scheme”).

2. The Scheme is an internal management tool to support the administration of assets in the College Fund. The assets in the College Fund are all Non-Core Assets which are and remain the property of the College, which have been invested in order to ensure a combination of capital growth and income.

3. The Scheme is designed to encourage the growth of the College Fund through the provision of a transparent, reliable structure which will enable members of the College staff to keep track of the value of investments in the College Fund and will inform decision-making.

4. Units in the Scheme are allocated to Departments or Faculties of the College or to the College itself and may not be owned by third parties outside the College.

5. The Scheme may be terminated or the terms of the Scheme varied at any time by a decision of the Council. On termination of the Scheme for any reason, all of the assets will remain the property of Imperial College.

6. The Scheme does not constitute a collective investment scheme as it is not open to any third party investors. It is therefore not governed or regulated by the Financial Services Authority.

1 August 2007
THE MANAGER

1. The management of the College Fund has been delegated by the Council to the College Fund Board, which is established pursuant to Ordinance F1 and comprises:

- The Chairman
- One or two non-executive members selected for their relevant expertise
- The Rector of the College
- The Chief Operating Officer of the College
- The Chief Executive Officer of the Fund, appointed by the other members of the College Fund Board.

CONSTITUTION OF THE COLLEGE FUND

2. The College Fund is an internal management tool in relation to assets held by Imperial College of Science, Technology and Medicine and has no separate legal identity independent of the College.

INVESTMENT POWERS, OBJECTIVES AND POLICY

3. The College Fund Board is authorised by the Council to manage the Non-Core Assets of the College in line with the Investment Policy determined by the Council from time to time.

4. The Investment Objective for the College Fund shall be set by the Council and may be amended from time to time. As at August 2007 it is to deliver a total return on average of 4% per annum above the Retail Prices Index measure of inflation (as published by the Office of National Statistics from time to time), over a three year rolling period.

5. Details of the Investment Policy and Investment Objective will be published by the College Fund Board from time to time and are available from the College Fund secretary.

BORROWING

6. The Council has authorised the College Fund Board to borrow money on behalf of the College only where the proposed borrowing has been approved by the Council as part of the annual budget.

BASE CURRENCY

7. The base currency of the College Fund is pounds sterling of the United Kingdom.

UNITS IN THE COLLEGE FUND

8. Two categories of unit are available in the College Fund. These are:

- Income Units, which shall be maintained in perpetuity and shall entitle the Unitholder to an annual distribution in line with the Investment Objective determined by Council from time to time. Details of how the annual return is calculated will be published by the College Fund Board.
Redeemable Units, which shall be redeemable in line with the redemption policy set out below and shall also entitle Unitholders to the annual distribution determined by Council.

ISSUE OF UNITS IN THE COLLEGE FUND AND AUTHORITY OF UNITHOLDERS

9. Units will be issued by the College Fund in return for any assets (including cash) that have been identified as Non-Core Assets and which are transferred to the College Fund on one of the trading days pursuant to the process set out in Ordinance F2.

10. As part of this transfer process, the Rector and the College Fund Board will agree details of the category of unit to be issued, the value of the assets being transferred and the Unitholder in respect of those units to be issued in respect of the assets.

11. In usual circumstances, Unitholders will be College Departments/Divisions, acting through the Head of Department/Division.

12. In the event that a Unitholder contact ceases to be employed by the College, they must notify the College Fund Board as soon as possible.

13. Subject to other restrictions in this Scheme, the terms of any relevant gift or grant and any other legal restrictions, the Unitholder has the authority to use the distribution received in respect of his units, and (in respect of Redeemable Units) to redeem his units and to use the proceeds, as he sees fit. For the avoidance of doubt, the Unitholder will remain subject to the College Finance Regulations.

REGISTER OF UNITHOLDERS AND REPORTING

14. The secretary of the College Fund will maintain a register of the nominated Unitholders of units in the College Fund. No certificates will be issued in respect of Unitholdings in the College Fund and the information on the Register will be final evidence of a holding.

15. All Unitholders will receive quarterly statements setting out the number and type of units that they hold in the College Fund and the current value of those units. A copy of this information will also be sent to the relevant Faculty Finance Officer.

ISSUE AND REDEMPTION OF UNITS

16. The Fund will offer quarterly trading days on which units can be issued and redeemed, details of which will be published by the College Fund Board. Additional trading days for the issue and/or redemption of units may be offered as the College Fund Board sees fit.

17. The College Fund Board may set limits on the minimum value of transactions that can be accepted both for the issue and redemption of units, although a Unitholder cannot be prohibited from redeeming all of his remaining units due to these limits.

18. Applications for the issue or redemption of units must be made on the standard form published by the College Fund Board and must reach the Secretary of the College Fund at least five working days prior to the trading day. Applications received after this time will not be processed until the next trading day.

19. The unit applicable price for the issue and redemption of units will be calculated by reference to the value of the College Fund on the last day of the preceding month and the issue and redemption prices will be available from the Secretary of the College Fund from 10.00am on
each trading day. Unitholders are entitled to cancel their application to issue or redeem units at any time until 4.00pm on each trading day.

20. A contract note detailing the transaction will be sent to the Unitholder as soon as possible after the transaction has been completed.

21. The College Fund Board may set a notice period for the redemption of units in the Fund as it sees fit. Details of the notice periods in respect of redemptions will be published by the College Fund Board. Applications for redemption which have not been previously notified in accordance with the relevant notice periods may not be processed.

DISTRIBUTION OF THE RETURN ON INVESTMENT

22. Distributions will be made automatically on a quarterly basis. Unitholders who do not wish to receive this distribution must notify the Secretary of the College Fund using the standard form. Where a notification has been made in advance, the distribution will not be made but will be automatically used to purchase more units in the College Fund on their behalf on that trading day. Distributions from Income Units can be used only to purchase additional Income Units.

23. To the extent that any Income Units or Redeemable Units have been acquired with third party funds with specific restrictions on the usage of such Funds, the Unitholder must make an annual statement of adherence to those restrictions in the form set out on the College Fund website. In the event that such a statement has not been received within 30 days of the end of the year (i.e. 31 August), distributions to the Unitholder will cease, and be held on account for the Unitholder until such a statement has been received. The College Fund reserves the right to audit statements of adherence on an ad hoc basis.

MINIMUM HOLDINGS

24. The minimum holding in the College Fund depends on the type of units held and may be set by the College Fund Board at its discretion.

VALUATION

25. The property held by the College Fund will be valued for the purpose of determining prices at which units can be purchased or redeemed at the close of business on the last day of the month preceding the trading days. Interim valuations will be posted on the College Fund website at the end of every month.

26. Information about the source of the valuation will be available on the College Fund website.

CHARGES AND EXPENSES

27. There is no charge for the issue or redemption of units.

MEETINGS OF THE HOLDERS

28. The College Fund Board will convene an annual meeting of the Unitholders within 5 months of the College’s year end and may convene such further meetings as it sees fit. For the avoidance of doubt, such meetings are for information only and Unitholders will not be entitled to vote on issues relating to the management of the College Fund.

AMENDMENT/ WINDING UP OF THE COLLEGE FUND

29. The Scheme can only be amended or wound up by a resolution of Council. Any winding up will be in such a manner as the Council shall determine and all of the assets forming part of the Scheme will continue to be owned and managed by the College.
MAJOR BUILDING PROJECTS REPORT

A Note by the Director of Building Projects and the Director of Project Management

1. Council members will have noted in the Budget Paper the sections relating to approved, planned and pipeline projects of a major nature. An update on the approved projects follows together with brief highlights on imminent and planned or pipeline projects.

APPROVED PROJECTS

2. **Southside (£51M)**. The Project is still on time and on budget and is heading towards completion on 31 August this year. The first furniture deliveries took place on time, starting in the week commencing 25 June and the Project remains on budget. Ground floor concession areas (Doctors, Dentist and Student Social Space) will be handed over at the end of September/beginning of October, with timings aimed at minimal disruption at the start of term. £8.1M of spend will take place in the 2007/08 Financial Year. The re-landscaped Prince’s Gardens have been handed over to the College early to allow usage for the Staff Party and other events. Neighbours continue to be supportive.

3. **Eastside (£64M)**. Planning permission has been granted for the modified east elevation that results from the increased provision of single bedrooms. Enabling works are progressing well; Laing O’Rourke has been appointed and will take site possession on 2 July when the strip out of Linstead Hall commences. This will be followed by demolition at the end of September. The diversion of the sewer is progressing to plan, involving hand-dug tunnelling under Prince’s Gardens. The tunnelling works are due for completion in October. Current assumptions are that £18.9M will be spent in the 2007/08 year.

4. **Library Building**. Phase 1b (£4.6M), involving improvement of the internal climate, is now progressing, having been delayed by an initial rejection to planning on the proposed solar shading. The shading will now be subject to a separate application, allowing progression of the remainder of the scheme to provide mechanical cooling of the space. Phase 2 (£6.25M), the redevelopment of the ground floor to provide new study and learning space, is in design and piling works have commenced. The most disruptive elements are being carried out over the summer vacation, including re-routing of the access for students. £6.9M will be spent in the year 2007/08.

5. **Sherfield Building (£9M)**. The infilling of the light wells on Levels 3 and 4 will enable the College to co-locate Support Services and to free up space around the College for academic use. This is still on track for occupation in November. An initial refurbishment and move of the Registry has taken place successfully. £2.6M will be spent in 2007/08.

6. **Mechanical Engineering Refurbishment**. The vision to refurbish the Mechanical Engineering Building complex is being crystallised and is referred to under pipeline projects. An essential enabling step is the moving of heavy engineering equipment from the annex building facing Exhibition Road to allow for demolition of this structure. Work on this element is under way.

7. **Huxley Lecture Theatre Refurbishment**. This Project is progressing and has now been subsumed into a major programme of work designed to upgrade the whole building and confer a future life of several decades. The broader programme is described below under Planned Projects.

8. **Replacement of Plant**. This Project aims to replace plant such as lifts, calorifers, pumps, etc. which are beyond their economic life. It is on target for time and expenditure.
9. **Burlington Danes (£56M)**. Completion of initial phase. GSK officially opened the Imaging Centre on 13 June and final snagging issues are being closed out. It is anticipated that the West Building will be demonstrated for Home Office validation in August. The Project remains on budget.

10. **Commonwealth Building (£17M)**. Earlier SRIF funded projects have upgraded some elements of this ten storey building. Under the SRIF 3 Programme the remainder of the Building, including new services infrastructure with individual floor dedicated plant platforms, will be installed. The Programme includes Levels 10, 8, 7, 5, 2, 1, G and elements of the basement. This will provide laboratories and support space to enable Block L to be decanted and includes a bio-repository facility. Currently works are under way on Levels 10, 8, 2 and the basement and the Programme is scheduled for completion next March. It is currently on target and on budget.

11. **Wolfson Education Centre (£5.4M) and Imaging Centre (£5.5M)**. The upgrading of the Education Centre will facilitate the teaching of postgraduate medicine, with an intake due in Autumn 2008. The Project is currently out to tender and due back at the beginning of July.

12. **Burlington Danes Fit-out of Imperial College Labs**. The £7.4M fit-out of the upper stack of the building is progressing on site for occupation at the beginning of 2008.

13. **Royal School of Mines (RSM) (£21M)**. The phased series of projects in this SRIF3 funded Programme will complete the refurbishment of the RSM building and its connections through to the newly refurbished Bessemer Building. The Earth Sciences Project (£2M gross) is now completed and the Bio-Engineering Project (£10M gross), due for completion next March, is progressing well.

14. **Capital Expenditure on Approved Projects**. An extract from the College Budget for 2006/07 summarising capital expenditure on approved projects is at Annex A.

**PLANNED AND PIPELINE PROJECTS**

15. **Huxley Building**. The Huxley Building to the west of the South Kensington Campus, houses Computing, Maths, Physics, ICT and Life Science Departments. The condition of the Building is generally poor, although some parts have been refurbished in recent years to a reasonable standard. The programme of works to upgrade it has now been authorised with an initial £265,000 approved for a detailed feasibility design study; this phase will take three months. In the meantime the toilets and lecture theatre refurbishment elements of the Project are progressing. In addition, the Instrumentation Laboratories are being refurbished (£4.1M) as part of the SRIF 3 Programme. The Capital Plan assumes £20.5M will be spent in addition to approved elements over 6 years starting Summer 2007 with £3.5M spent in 2007/08.

16. **Blocks L and J (£120M)**. The academic strategy for L and J Blocks on the Hammersmith Campus is under development and a number of options for their use are being considered. Block L is owned by the College; Block J is owned by the Hammersmith Hospital NHS Trust. An outline building design has been completed for Block L and this has approval in principle by the Council but GLA are deliberating on energy proposals. It is not anticipated that any further design work will take place until the decant and usage strategies are finalised. It has been assumed that the Trust will contribute £40M and the College £80M. The College has already secured £20M of external funding from the Wellcome Trust and the MRC towards its £80M cost. An additional £5M is included to cover a potential power supply issue at Hammersmith. 2007/08 spend is assumed at £1M to cover design fees with a start on site Autumn 2008.

17. **St Mary’s Campus Triangle Site Rejuvenation (£30M)**. The Royal College of General Practitioners wishes to relocate to new premises (c. 700sq.m) either near Kings Cross or Paddington Basin. Imperial College Faculty of Medicine wishes to expand its activity at Paddington to create a new facility for non-communicable diseases of c. 5000sq.m. The MRC
wishes to create a new Clinical Trials Evaluation Unit of c. 3000sq.m. A Trust-owned triangular shape building is being considered to create a shared facility to house these activities. The Capital Plan assumes external funding, yet to be secured, but, if the Project is progressed, additional College funds will be required. A strategic review of this option is being held. The College is also conducting a feasibility study to install a DEFRA Category 4 Laboratory on this Campus to allow work on important infectious diseases such as avian influenza.

18. **Scheme for the Upgrading and Consolidation of Engineering and Other Departments on the South-East Quadrant of the Campus.**

   a. Foster and Partners have been asked to present concepts for a major scheme which would bring together Mechanical Engineering, Aeronautics and Civil Engineering in a new, much improved complex of buildings on the South-East part of the South Kensington Campus.

   b. The Academic and Programme Boards, together with specific work streams, have been working on the briefing and development viability aspects of the Project. The aim is to achieve a strategic brief and a clearer understanding of the full development potential and alignment with the academic aspirations by October 2007. The first priority is to co-locate Mechanical and Aeronautical Engineering centred on Exhibition Road.

19. **Capital Expenditure on Planned and Pipeline Projects.** An extract from the College Budget for 2006/07 summarising capital expenditure on planned and pipeline projects is at Annex B.

S.H  
C.M.T.  

 Council  
13th July 2007
# Capital Expenditure – Summary (Buildings)

## Approved Projects - £’000

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## Capital Expenditure – Summary (Buildings)

### Planned Projects, not yet approved

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ENVIRONMENTAL MEASURES UPDATE
A Note by the Director of Facilities Management

BACKGROUND

1. There are many targets and drivers being put in place by governments and organisations to address the increasing demand to carry out our businesses and operations in a responsible and sustainable manner. These range from international agreements, such as the Kyoto Protocol, through to national targets and local requirements which Imperial College will need to respond to and implement.

2. The UK Government has identified four priorities for immediate action:
   a. Sustainable consumption and production.
   b. Climate change and energy.
   c. Natural resource protection and environmental enhancement.
   d. Sustainable communities.

3. Imperial College operates and maintains one of the most densely populated Higher Education estates in the UK and the Estates Group in Support Services are extremely mindful of and committed to the environmental impact of these assets.

IMPLEMENTATION

4. Although research inevitably demands a high level of energy supply, the College is taking ongoing steps towards reducing energy consumption, as well as making greater use of clean and renewable energies. It currently stands 28th among UK Universities for the percentage of energy derived from renewable sources and is 9th best in the sector for waste mass recycled. In recognising the dilemma of facilitating this energy intensive research and wishing to reduce energy consumption, the College has an energy management programme in place to maximise efficiency and over £5M has been spent over the past few years in reducing energy use.

EXAMPLES OF WORK

5. Over the last couple of years Imperial College Estates Group has translated these four priorities into meaningful points of action in order to improve the sustainability credentials of the College’s operations. Much of this work is behind the scenes and not ‘glamorous’ in nature. However savings in operational costs, CO2 emissions and waste, together with improvements in reliability of service has resulted. Below are some examples of the work that the Estates Group has initiated in this regard:

6. **Upgrade of Steam Plant and Pipe Work Insulation (c. £2.5M)**. A major upgrade of the heat transfer plant has commenced at the South Kensington Campus. In addition, the majority of the existing insulation on the heat distribution pipe work will be replaced. Both
these measures will significantly increase the energy efficiency of the system by reducing system losses and release further capacity in the existing, central heat generation plant. This, in turn, will reduce the requirement for additional heating generation capacity in the future.

7. **Combined Heat and Power Plant (CHP) (c. £6M).**

   a. Central Government and the GLA have set ambitious targets for installed Combined Heat and Power (CHP) capacity and local electrical generation to avoid the massive losses associated with power stations and national distribution. In general mains electricity represents less than 20% of the energy input whereas a CHP system can provide up to 80% of the energy in heat and electrical power.

   b. The College has contributed to this target by operating its own, substantial CHP plant with the capability to generate up to 10.0 Megawatts of electricity, while using the waste heat from the machines to provide heating and hot water for the South Kensington Campus.

8. **Cooling Infrastructure (c. £2.2M).** Most cooling systems in large building complexes comprise an evolving collection of small, independent direct expansion cooling units which have been installed as cooling has been required. These are not only unsightly, particularly on elegant buildings, but are not an efficient or economical solution for long term operation. In order to address this, a number of major cooling infrastructure projects have been completed which have replaced the multiple small systems with more efficient chilled water systems served from high efficiency central chillers; two typical installations are RSM / Bessemer and Blackett. This reduces energy consumption, as a centrally based system works on a better Co-efficient of Performance and allows a greater diversity to be applied to the installed plant. This, in turn, provides greater flexibility for future loads and development.

9. **Absorption Chillers (c. £1.5M).** Three absorption chillers have been installed on the South Kensington Campus over the last few years. These operate on a principle of converting heat into cooling allowing some of the heat generated by the CHP unit in the Summer to be used to cool buildings. This allows more capacity for CHP to operate in the Summer, increasing its economic operation.

10. **Renewable Energies.** Consideration is being given on a number of current projects to methods of providing a proportion of the energy demands from on-site renewable sources. Primarily this is focusing on the use of borehole water for cooling and/or heating and bio-fuels. An example is the use of deep underground aquifers for cooling in the new Block L in Hammersmith.

11. **Metering (c. £1.5M).** Mechanical, electrical, and utility metering is currently being installed for all utilities to identify the energy/utility consumption and costs by building at the South Kensington Campus. This will give the College half hourly data to monitor/target buildings’ energy and water consumption/costs. This Project is being carried out as a joint venture with the Natural History Museum, Science Museum and Royal Albert Hall. The high quality information this gives will allow scrutiny of utility use to highlight unusual consumption and to focus energy reduction projects accurately.

12. **Recycling.** We have introduced a recycling scheme which is currently focused on paper, cardboard, glass, drinks cans and plastic bottles. It is proposed to extend the range of recycling in accordance with the Waste Electrical and Electronic Equipment (WEEE) Directive to be introduced from the 1st August to cover items such as IT and telecommunications equipment, lighting equipment, electrical and electronic equipment etc.
13. **Main Building Entrance (c. £0.34M).** It was noted that for much of the day both sets of doors were open for long periods allowing cold air to blow through the atrium and entrance. Consideration was given to reducing the opening time for the doors and increasing the heating levels but these measures made little or no improvement and would have been wasteful. To tackle the issue at source, revolving doors were installed at the front and rear of the building. In addition to saving significant heating energy, this has dramatically reduced the rate of air infiltration and improved the environmental conditions.

14. **Operating Voltage.** On the South Kensington Campus the College owns and operates the electrical distribution system and is in a position to apply a 5% operating voltage reduction and still remain within the band permitted under the harmonised European standard. A study conducted over a period of a year has concluded that a voltage reduction of this order can yield substantial energy savings with no impact on the College’s activities. Accordingly, a programme of controlled reductions is planned to commence within the next few weeks.

15. **Technical Statements.** The College has prepared Technical Policy Statements (TPSs) on a number of relevant topics to set out its technical requirements in relation to its built estate and to provide guidance on the College’s expectations in a number of specific energy related areas to design team, project managers and contractors. These include:

   b. Cooling systems, chilled water application strategy.
   c. Energy conscious lighting strategy.
   e. Building Energy Performance Benchmarks – to be applied at design stage.
   g. Building Log books.

**FUTURE WORK**

16. Estates has shown its commitment to the sustainable operation of the College’s buildings and services. In order to further improve this, the Department has initiated the following work:

   a. Updating Energy Policy and Strategy (in line with the changing requirements and aspiration of the College).
   b. Consideration of participation in Emissions Trading Scheme.
   c. Accessing the viability of procuring green energy suppliers, such as renewable electricity for 2008.
   d. Energy awareness campaigns.
**CONCLUSION**

17. In the longer term, given the rising demand for attention to green/ sustainability issues, Estates are striving to be ahead in these issues and incorporate relevant measures in order to play its part in safeguarding the long term value of the property assets and the wider use of our finite resources.

18. In summary, the further aims of the Estates Group can be summarised in the following key objectives:


b. Employ “People Solutions” to develop a culture of energy awareness and accountability across Imperial and to engage the initiative and enthusiasm of users of the College’s estate in developing energy performance improvements.

c. Maximising the energy performance of the estate through exemplary designs and operations requiring high standards and best practices in both minor and major built estates projects.

d. Efficient management of energy generation and consumption in the estate.

e. Provide procurement, policies and procedures which integrate energy and emissions reduction into the supply chain management of purchasing and generation of energy across the College’s estate and its users.

N.R.
The Minutes of the meetings of the Senate held on 2 May and 13 June 2007 are attached. (*) The following points are drawn to the attention of the Council.

MEETING OF 2 MAY 2007

2. **Minutes 1007, 1008 and 1009 – Reviews of Research Training in the Departments of Computing and Mechanical Engineering and in the Division of the NHLI.** The Senate received overall positive reports from the Quality and Academic Review Committee on research training in the Departments of Computing and Mechanical Engineering and in the Division of the NHLI, and asked the Departments/Division to report back to it in twelve months’ time on action taken in response to the reports.

3. **Minute 1010 – Timing of the MPhil to PhD Transfer Examination.** The Senate approved a proposal that the lower time limit for the MPhil to PhD transfer examination be reduced from twelve to nine months. It was noted that the lower limit would make it more possible for weaker students to attempt to remedy their work or to withdraw before the Research Councils’ cut off date of 12 months, after which time withdrawing students were regarded as non-submitters.

4. **Minute 1016 – Bologna Task Force.** The Senate approved recommendations from the Bologna Task Force aimed at achieving compliance with the Bologna process for the College’s degree programmes by 2010.

5. **Minute 1017 and 1018 – Academic Regulations and Examination Regulations.** The Senate authorised the Chairman to act on its behalf to approve revised Academic Regulations and Examination Regulations with effect from the date of the College’s secession from the University of London.

6. **Minute 1019 – Research Degree Submission Rate Report.** The Senate received an updated report on the results of a survey of research degrees submission rates as at April 2006, which had first been reported to it at its meeting on 13 December 2006. The Senate was pleased to note that the rates had improved from 64% to 68%. Please also note minute 1044 of the Meeting on 13 June.

MEETING OF 13 JUNE 2007

7. **Minute 1032 – Matters Arising (Humanities Programme).**

   a. The Senate had noted concerns raised by the Science Studies Committee report to the 2 May Meeting with regard to the provision of Level 1 languages courses by the Humanities Programme. These related to whether a Level 1 language course taken in the third or fourth year of study could be considered as meeting the learning outcomes of an Honours or Master’s level course. The Head of the

* The Senate Minutes are not included with these Minutes.
Humanities Programme provided a report to the June meeting in which he detailed the variation of practice across departments as to when Humanities Programme courses could be taken as part of the degree programme and the subsequent difficulty for the Programme to standardise provision of languages courses.

b. The Senate agreed to invite the Head of the Humanities Programme to draw up proposals for further consideration by the Quality and Academic Review Committee (QARC) of a more standard approach across Colleges as to when students could take Level 1 languages courses.

8. **Minute 1034 – Pro Rector (Educational Quality)'s Business.**

a. The Senate received the College’s draft institutional audit mid-cycle follow up report to the Quality Assurance Agency (QAA). The mid-cycle Report was a recent requirement by the QAA so there was no past experience and only limited guidelines as to what was required.

b. The mid-cycle Report must reach the QAA by 30 June 2007 and the Pro-Rector (Educational Quality) invited members of the Senate to direct any suggestions in respect of the report to him by 23 June 2007.

9. **Minute 1035 – Review of Undergraduate Teaching in the Department of Civil and Environmental Engineering.**

a. The Senate approved a report from the QARC on undergraduate teaching in the Department of Civil and Environmental Engineering. The Senate was pleased to note that the assessors had found the overall standard of undergraduate teaching in the Department to be excellent.

b. The QARC had identified the Constructionarium, which allowed students to deal with all aspects of the contracting industry, as an example of best practice in the teaching of design and wished to draw this to the attention of the rest of the College.

10. **Minute 1036 – Report by the Quality and Academic Review Committee.**

a. **Double Degrees and Joint Degrees in Research.**

(1) The Senate approved a proposal from the Pro-Rector (Postgraduates and International Affairs) for the establishment of double degrees or joint degrees in research with premier universities and institutions and guidelines for their approval and implementation.

(2) The Senate was further informed that, in order to ensure that they were of the highest standing, all proposed double or joint degrees in research would be considered by the relevant Graduate School in accordance with the draft Guidelines for Double (and Joint) Degrees at PhD Level and successful proposals approved by the Senate.

b. **Award of Merit for Master’s Degree Programmes.**

(1) The Senate was informed by QARC that the Graduate Schools, at the Committee’s request, had considered a proposal from the Students’ Union for an award of Merit to be introduced for Master’s degree programmes. While both of the Graduate Schools supported the proposal in principle they differed widely in the range of marks which they thought should constitute the
classification; the Graduate School for Life Sciences and Medicine (GSLSM) supporting a range between 60% and 69.9% while the Graduate School for Engineering and Physical Sciences (GSEPS) was of the view that a range of 65% to 69.9% was more appropriate. As the views of the Graduate Schools were irreconcilable, QARC had invited the Senate to comment as to whether a classification of Merit should be introduced for Master’s degree programmes and, if so, the range of marks which should constitute Merit.

(2) The Senate approved the introduction of a classification of Merit for Master’s degrees and determined that Merit could be awarded to students obtaining marks between 60% and 69.9% in all elements of the examination.

11. **Minute 1037 – Report by the Engineering Studies Committee - Re-entry Provision for Undergraduate Students**

   a. The Senate agreed that a recommendation from the Engineering Studies Committee that the Academic Regulations be revised, with effect from the 2007/2008 session so as to permit students in the Faculty of Engineering one opportunity only to re-sit a failed examination be endorsed. No changes would be made in respect of the supplementary qualifying tests which students could still be permitted to take on two occasions.

   b. The recommendation had arisen out of a review of the existing regulations for re-entry, in part prompted by criticism from external examiners and a professional engineering accrediting body, that two attempts at Special Qualifying Tests, and two re-sit opportunities were overgenerous and not in the best interests of the students.

12. **Minute 1044 – Research Degree Submission Rates Report**. The Senate received the survey of research degree submission rates for full-time students commencing their study between 1 February 2002 and 31 January 2003 and due to submit in 2006. The Senate was pleased note that the rates had improved from 68% in the 2005 survey to 73%, only 2% below the target of 75% set by the Board of Studies in October 1995.

V.McC.
PAPER I

THE BOLOGNA PROCESS

A Note by the Pro-Rector (Postgraduate and International Affairs)

BACKGROUND

1. The Bologna Process is a European initiative to bring about transparency and harmonisation of higher education across Europe, and has the collective authority of the Higher Education Ministers of 46 signatory European countries including all 27 members of the EU. It formally involves the establishment of a European Higher Education Area (EHEA) by 2010 in which all degrees offered share a number of common features – with the aim of enhancing the mobility and employability of students, and the transparency and competitiveness of European higher education.

2. The Bologna Process defines 3 cycles of higher education: bachelors, masters and doctoral. A key aspect of enabling student mobility is the establishment of a system of credits, used for recognition and accumulation – which is intended to reflect learning outcomes – the European Credit Transfer System (ECTS (1)). It is used by most European countries. The Framework for Qualifications of the EHEA that was adopted at Bergen (2005) gives typical credit ranges of 180-240 ECTS and 90-120 ECTS for the 1st (bachelors) and 2nd (masters) cycles, respectively; for the latter, a minimum of 60 must be at second cycle level. There is no credit range for the 3rd cycle. At present it is generally assumed (within continental Europe) that 60 ECTS can be accumulated in an academic year, and 75 in a calendar year; this is currently under review by the European Commission, and the UK is pushing (but against widespread opposition) for the 75 limit to be lifted to 90 to accommodate the majority of current 12-month UK Masters courses.

3. Overall, the Bologna process has initiated a substantial reform process in most continental European countries, which in many cases had to change their entire, traditional degree structure. As the UK system already had a 3 cycle structure, fewer changes are necessary; there is therefore little understanding about our reluctance to make what are seen by continental colleagues as ‘small’ changes.

4. Although a European initiative, the effect of Bologna will not be confined to Europe, as educational providers in other regions such as Asia and Australia and increasingly North and South America, are taking it into consideration. It is therefore important that UK Higher Education Institutions are players in this harmonisation process, and are aligned to Bologna. However, as a highly diverse sector of autonomous bodies, a single national position is hard to achieve. It is therefore important that top institutions such as Imperial take the lead. Failure to do so could put not only the College, but also, very importantly, our students at a disadvantage.

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1. The European Credit Transfer and Accumulation System (ECTS) was introduced in 1989 within the framework of Erasmus, now part of the Socrates Programme. Originally set up as a credit transfer system, it is now developing into an accumulation system, in line with the Bologna Declaration in 1999. From the EU Socrates website, “ECTS is a student-centred system based on the student workload required to achieve the objectives of a programme, objectives preferably specified in terms of the learning outcomes and competences to be acquired”. The accepted range of hours/ECTS is between 25-30.
STEPS TAKEN BY IMPERIAL COLLEGE

5. Senate agreed in June 2004 that the College’s education programmes should be Bologna compatible. The Bologna Task Force was subsequently established to take the process forward. During 2006, the Task Force (chaired by the Pro-Rector (Postgraduate and International Affairs)) conducted a detailed survey of all bachelors, integrated masters (four academic years integrating bachelors and masters) and 12-month free-standing masters courses.

6. In April 2007 the Senate endorsed the Bologna Task Force’s study which showed that with few exceptions the College’s courses at undergraduate and free-standing masters level are already Bologna compatible. This analysis was done on the basis that a bachelors degree should have 180 ECTS, a free standing masters 90 ECTS. For integrated masters, those that are taught over four academic years accrue only 240 ECTS, while many, particularly in engineering, already contain additional work outside term-time and reach the norm of 270. Discussions are in progress concerning the desirability of increasing the length of all such integrated courses to bring them up to 270 (and hence recognition at masters level). For the very small minority of course organisers who had problems in assigning appropriate ECTS to their courses, discussions are ongoing and have made excellent progress.

7. Senate agreed that all College courses should be Bologna compatible by 2008/09 entry. For those which are already compatible, from 2007/08 onwards ECTS values will appear on student mark sheets and will be clearly stated in the Course Specifications and the Diploma Supplement. Information on Bologna compatibility will appear on the College’s website and in prospectuses, and all future taught programmes will be designed to be Bologna compatible.

FUTURE ISSUES AND LOBBYING

8. The Bologna Task Force has continued to lobby the British Government by meeting representatives of the DfES and sending written evidence to the Education and Skills Select Committee. At the meeting of the Select Committee on 31 January 2007, the Higher Education Minister, Bill Rammell MP, reassuringly echoed the College’s approach. The Pro-Rector (Postgraduate and International Affairs) and the Director of the International Office continue to be in close contact with DfES, including those senior staff who represent the UK on the Bologna Follow Up Group (BFUG), and the College contributed a case study to the UK Government’s Bologna booklet that was prepared for the May Ministerial Conference in London. The Pro-Rector and the Director of the International Office have also met with senior colleagues at the European Commission (DG Education and Culture) and UKRep.

9. The Pro-Rector (Postgraduate and International Affairs) and Bologna Task Force colleagues are also in liaison with like-minded universities in the G5 and Russell Group and are in close contact with the Universities UK Europe Unit and the UK Council for Graduate Education.

10. There is a possibility that the 75 ECTS per calendar year will not be increased to 90 ECTS. However, informal feedback from a stakeholders’ meeting on this issue that took place in Brussels on 26th June 2007 indicates that our lobbying has had some impact and that a more flexible solution may emerge. Moreover, discussions with colleagues in the European HE sector indicate that, even if the ‘75 rule’ is not changed, this should not be a problem for top institutions such as Imperial. It is important therefore that we help to drive this process by making a clear statement on our position concerning Bologna and communicate it to the relevant institutions in the UK and our partners in Europe. This is
currently being drafted. An additional statement for circulation to all academic staff is also in preparation to ensure full briefing within College.

11. The recent Bologna summit in London has reaffirmed the importance of the Bologna process beyond 2010. It will increasingly pay attention to the doctoral cycle and quality assurance in a European wide framework. The Pro-Rector (Postgraduate and International Affairs), the International Office and other relevant members of the College are monitoring and contributing to these developments to ensure that the College’s interests are taken into consideration. The Pro-Rector has been invited by the European Universities Association to help establish a European Council for Doctoral Training; this will provide key input for the College to ensure doctoral training remains research focussed with associated transferable skills training, but free of credit ratings.

M.A.R.
1. Following the audit in 2002 of equality and diversity in the College, the Equal Opportunities and Diversity Committee identified the need to develop and implement a disability policy as a major priority. A specialist Disability Equality Sub-Committee was therefore established at the beginning of 2003 and, with input from disabled staff, student representatives and a specialist disability consultant, as well as from formal committees, such as the Admissions Policy Committee, Student Welfare Committees, the Estates Projects Committees, and the Health and Safety Committee, it has drawn up a Disability Equality Scheme, a copy of which is attached at Annex A.

2. The Management Board approved the attached Disability Equality Scheme in February 2007. The Council is now invited to consider and, if it sees fit, approve the Scheme.

D.B.
Foreword by the Rector

At Imperial College London we are fully committed to ensuring that our equal opportunities policies and processes are practised throughout College. We want all staff and students to develop to their full potential, and we are committed to fostering and maintaining an environment where everyone can work and study in an exciting, challenging and nurturing environment.

We recognise that to maintain our global reputation for excellence we must continue attracting and retaining staff and students from the most diverse population.

The College therefore welcomes the opportunity to extend our work on disabilities by taking a proactive approach to promoting equality for disabled people. In response to the Disability Discrimination Act 2005 statutory and general duties, the College has produced our Disability Equality Scheme. This Scheme will enable us to ensure that our educational provision, services, and policy implementation, continue to meet the needs of all our disabled students, staff, and stakeholders.

Along with Council members and the senior management team, I wholeheartedly endorse our Disability Equality Scheme. Faculty Principals, Deans, Heads of Departments/Divisions, and all those in leadership and managerial positions have a particular responsibility to ensure fair and professional implementation of our Equal Opportunity policies and procedures. Leaders and Managers are encouraged to act as champions, taking action to promote an environment free from all forms of disability and other discrimination, and to participate in activities aimed at celebrating diversity.

Sir Richard Sykes
Rector
November 2006
Summary

Our DES will help us to promote an increasingly positive and inclusive working and studying environment for disabled staff and students.

We seek and encourage involvement from disabled staff and students so that they are engaged in identifying barriers, setting priorities, assisting planning activity, and influencing progress.

Introduction and Vision

1. Imperial College London values diversity and is committed to equality of opportunity. We develop our overall strategic plan within the remit of our Mission Statement as follows:

_Imperial College London embodies and delivers world-class scholarship, education and research in science, engineering and medicine, with particular regard to their application in industry, commerce and healthcare. We foster interdisciplinary working within the College and collaborate widely externally._

2. Consistently rated in the top three UK university institutions, Imperial College is a world leading science-based university. Our reputation for excellence in teaching and research attracts over 11,000 students and 6,000 staff from all over the world.

3. The College has a clear vision of its purpose and its Strategic Intent, and has identified five key themes:
   - To remain amongst the top tier of scientific, engineering and medical research and teaching institutions in the world;
   - To harness the quality and breadth of our research capability, across multiple disciplines, to address major challenges;
   - To develop our range of academic activities to reflect the changing needs of society, industry, commerce and healthcare;
   - To continue to attract and develop the most able students and staff worldwide;
   - To communicate widely the significance of science in general and the purpose and benefits of our activities in particular.

The College's Disability Equality Scheme and Aims

4. The Disability Discrimination Act 2005 requires us to have a DES which has due regard to both the General (see Appendix C) and Specific Duties. We must comply with these legal requirements while also striving to become a model of good practice.

5. The aim of our DES is to continue to build disability equality into all relevant aspects and functions of our work. It addresses how we can minimise and eradicate negative experiences that disabled staff and students might encounter. Our scheme is both a strategy and a plan of action, which identifies what we want to achieve and how we intend to get there.

6. Our DES has been written for the following people so that they are aware of our activities, aspirations and accountabilities:
   - Current and prospective staff and students
   - The families of current and prospective students
   - Visitors to, and those who have with formal associations with, the College
   - Organisations and groups within our local communities
   - Organisations with which we deal on day-to-day business
   - Funding bodies
7. Working to fulfil our strategic intent and goals, the College has achieved wide recognition and understanding of the business case for equality and diversity. This includes taking a proactive approach to ensure that staff are fully equipped to comply with equality and to integrate equality and diversity fully into the day-to-day running of the College. For example, in learning and teaching, Human Resources (HR), communications, marketing, widening participation, student services, building and estates, design and maintenance.

Context – Defining Disability

8. The Disability Discrimination Act 1995 defines disability as a “physical or mental impairment which has a substantial and long term adverse effect on his or her ability to carry out normal day-to-day activities (see Appendix A for more detail). The 2005 legislation moves this medical definition on and highlights that “the poverty, disadvantage and social exclusion experienced by many disabled people is not the inevitable result of their impairments or medical conditions, but rather stems from attitudinal and environmental barriers”. This is known as the “social model” of disability and Imperial, by committing itself to this model, can put its legal duties into practice.

9. The Social Model will enable Imperial to achieve equality for disabled people by:
   - Designing accessible buildings
   - Producing information in different ways/formats to meet specific needs
   - Challenging stereotypes and assumptions
   - Ending segregated services
   - Enabling disabled people to do as much as possible for themselves
   - Working to eliminate all forms of discrimination
   - Enabling all staff and students to access opportunities and fulfil their potential

Resourcing the DES

10. Our Action Plans will be implemented, for the most part, using current resources but augmented where necessary. Existing support mechanisms for disabilities include the following:

   - A full-time dedicated Disabilities Officer
   - A full-time Equal Opportunities and Diversity Consultant whose remit includes disabilities
   - A part-time Equal Opportunities & Diversity Adviser whose remit includes disabilities
   - 18 Departmental Disability Liaison Officers
   - A Disability Equality Sub-Committee
   - A Disabilities Access Working Group
   - An Equal Opportunities & Diversity Committee (Rector’s committee)
   - An Harassment Support Network
   - Students’ Union Advisory Services
   - Student Counselling Service
   - Health Centre and Occupational Health Unit
   - Care First (the employees’ assistance scheme)
   - Chaplaincy
   - Careers Advice Services
   - Specialist Trainers/Consultants

11. The College acknowledges that in order to ensure the elimination of unlawful discrimination and to be fully inclusive, disabled stakeholders must be involved in all aspects of the design, implementation, and evaluation of the Disability Equality Scheme. To this end, all diversity groups
(see Diversity Chart Appendix B) are engaged in policy and procedural reviews, setting priority action plans, communications, and proactively participating in regular reports.

12. TOR (terms of reference) of the Disability Equality Sub-Committee are available on the web (see attached as Appendix D).

**Senior Management Involvement and Commitment**

13. The College’s Council, the Rector and his senior management team (the Management Board) are committed to ensuring that disability equality is not reliant on a few individuals but part of the College’s everyday business.

14. The College’s senior management champion for disability matters is the Director of HR.

15. The senior management lead for the DES’s implementation is the Chair of the Equality Opportunities and Diversity Committee.

**Responsibility for Implementation of the DES**

16. The “implementation responsibility tree” is as follows:

- The Council and the Management Board are responsible for ensuring that the College meets the requirements of the General and Specific duties.
- The Disability Equality Sub-Committee and the Equal Opportunities and Diversity Committee have responsibility for monitoring progress on the DES generally, and in relation to the Action Plans.
- The Director of HR has responsibility for ensuring best practise employment for disabled staff and providing all staff with relevant updates/training so that they can fulfil their responsibilities.
- Principals and Heads of Department / Division are responsible for the “local” learning and teaching environment.
- The Pro Rector, Educational Quality, is responsible for the training provision for academic and support staff so that they are responsive to the learning and teaching needs of disabled students.
- The Pro Rector, Educational Quality, is responsible for the dedicated student support service provided by the Disabilities Officer.
- Those with managerial responsibility are required to understand the effect and implications of the College’s policies and procedures, taking appropriate action if needed.

- All staff and students have a responsibility to promote disability equality and help eradicate disability discrimination by understanding, and acting upon, the College’s policies and procedures.

**Preparation of, and the Involvement of Disabled People in, our DES**

17. In 2002, a College-wide audit was undertaken that asked all staff for views on equality and diversity at Imperial. Both in the pre-audit focus groups and in response to the anonymous questionnaire, the College’s attitudes to disabled people, and its lack of disability policy were severely criticised. The most important priority identified by the Rector’s Equal Opportunities and Diversity Committee was to raise awareness of disability issues throughout the College and to develop and implement a disability policy.
18. A specialist Disability Equality Sub-Committee was established at the beginning of 2003 and our DES was prepared by this group. Membership comprises disabled staff, student representatives, staff with specific departmental/divisional responsibility for disability matters and input also includes specialist advice from a disability consultant. We have ensured that disabled people have contributed to the drawing up of this scheme. The sub-committee’s remit is outlined in Appendix D.

19. The Departmental Disabilities Liaison Officers (members of the above sub-committee) act as a conduit to the College Disability Service ensuring the effective flow of information regarding students with disabilities and their support needs. Their duties are wide-ranging and cover everyone in the department/division, e.g. other academics, support staff and students. Whilst not exhaustive, some of the duties include the following:

- Supporting students from the beginning of their studies to the end, covering all sites
- Supporting academic and other support staff
- Liaising with residences including Hall Wardens
- Advising vulnerable students on every aspect of living and working
- Advising on special examination arrangements
- Advising academics and other staff on specific disabilities and how they impact on students

20. The College is clear that the involvement of disabled people has, and has to continue to be, active and influential. While those with professional responsibility for disability, or those with close relationships with disabled people, have a key role to play, it is disabled people who experience the barriers that are faced on a day-to-day basis. Disabled people, too, are best placed to articulate what needs to be done to remove these barriers and promote equality.

21. We readily acknowledge that, to date, we have to assume that only these people with a declared disability have participated because we do not otherwise. As the rate of declared disability is very small involvement, therefore, has been correspondingly small. Our section on Data Monitoring and Collection considers how we will address this issue. We also recognise that we have to involve a cross section of disabled people with different impairments, as well as other indications of diversity, including age, gender, ethnic origin, sexual orientation, religious belief etc because experiences of disability can be very different.

Implementing Disability Equality – Specific Highlights

22. A comprehensive disability equality training programme has been embedded into the overall Staff Development Programme. This is to ensure proper policy implementation, increase greater understanding and knowledge of disability issues, and organisational and individual roles and responsibilities.

23. Alongside policy development and training provision, another Disability Working Group was in existence from 2002 – 2005 to comply specifically with the (then) SENDA section of the DDA 1995. This group was responsible for targeted training provision for front line services, such as, Registry, Communications, Security, Health & Safety, Tutors, Catering, Residences, and the Students’ Union Advisory Officers.

24. Together with the raft of training, the College provides specialist in-house lectures and talks on a range of learning difficulties, including dyslexia and dyspraxia, Asperger Syndrome, autism, and other mental health issues. The College regularly commissions experts to deliver and participate in these sessions.

25. Plans for new buildings and refurbishments are considered with accessibility as a major priority and significant physical accessibility improvements have been made over recent years. Appropriate resources will continue to be made available to ensure that priorities are met.
Further Professional Development and Support

26. Raising awareness of disability equality matters and promoting related good practice in learning and teaching are integral to CASLAT (Certificate of Advanced Study in Learning and Teaching) and SLTP (Supported Learning and Teaching Programme), the Centre for Educational Development’s (CED) two in-depth training programmes for staff.

27. Disabilities, along with matters of inclusiveness and diversity, are also addressed in the CED workshops: ‘Designing for Learning’ and ‘Becoming a Personal Tutor’. It is a requirement that new lecturers must attend these workshops to complete their probation. Additionally, CED makes available information and suggestions about disability matters in learning and teaching through its website:
http://www3.imperial.ac.uk/edudev/teachingandlearningresources/disabilitysupport

28. Additionally, the College provides online information supported literacy training in the classroom, to allow disabled students to learn at their own pace when using information and knowledge databases and sources.

29. Our Graduate Schools support a wide range of workshops and courses for postgraduate research students, with issues relating to disability and wider social awareness being addressed. Some examples include giving attention to visual, auditory and other information assimilation issues. Residential research skills development courses, attended by first-year PhD students, give opportunities to reflect on differing perspectives, inhibitions, interactional styles, personalities, cultural backgrounds, and disabilities.

30. In all courses, including residential courses, students with disabilities are suitably accommodated, and given the opportunity to request that any specific requirements they may have are met. In the past, this has resulted in the preparation of modified/additional course materials, and the adjustment of certain group activities to ensure the involvement of all participants. Furthermore, all course and workshop venues are chosen for accessibility.

31. The College, in liaison with Student Services, has also developed its own publicity materials to advertise support and provision, e.g. leaflets listing various facilities and support contact details for students. All materials are published on the web.

32. We provide dedicated ICT support in the form of a Web Accessibility Officer and Desktop Support providers. These support staff review our web sites on a regular basis to ensure compliance and offer advice on content, procedures, etc. Additionally, desktop support provides advice to individuals with disabilities who may need special hardware or software.

33. Our central libraries provide a comprehensive service to disabled users, with hearing loops at all service points and training rooms, a quiet room, large screen monitors, mind-mapping software, voice-to-text and screen-reading software, colour paper and overlays, accessible keyboards, book fetching and a scanning text book service for visually impaired students and staff.

34. The College’s Harassment and Bullying Policy for staff is inclusive of disability and provides a channel for addressing any complaint. There is a network of professionally trained Harassment Support Contacts to provide guidance in addition to the support provided by HR, Occupational Health, the unions and the College’s Employee Assistance Scheme. Students are able to approach the Disabilities Officer, the College and local tutors, the student counselling service, the Students’ Union Welfare Adviser and the Departmental Disability Liaison Officers for advice and guidance should they wish to discuss, and deal with, specific issues.
Links and Partnerships with Other Bodies

35. The College’s purchasing section ensures that the College meets its legal requirements to make sure that suppliers of goods and services comply with equalities legislation. Similarly, our aim is to ensure that we only do business with organisations that take equal opportunities seriously and that any partners or external organisations are fully signed up to equal opportunities principles.

Data Collection and Monitoring

36. The College recognises that, at present, there is wide-spread under-recording of disabilities by both staff and students. We acknowledge that there are sensitivities about declaration and also that some people may have hidden impairments and often may not consider themselves to be disabled. In order to increase declaration and active participation by those with disabilities, we need to increase the level of trust and belief in the seriousness of our actions and aspirations. We will do this by:

- Listening actively
- Encouraging participation and involvement in all aspects of the College’s life and work
- Promoting positive attitudes
- Taking action to eliminate discrimination
- Providing specific support for different disabilities
- Encouraging disabled staff and students to undertake high profile roles
- Provide more favourable treatment to achieve equality in line with legislation
- Being awarded the Two Ticks Disability Symbol for employment

37. Employment monitoring takes place regularly for recruitment, staff development, retention, promotions, grievances, disciplinaries, redundancies and dismissals, along with admissions, withdrawals, success rates, and student complaints.

38. Employment (staff) data is collected by Human Resources, analysed by the Equalities and Diversity team with input from members of the Disability Equalities Sub-Committee, and annually reported to the Equal Opportunities and Diversity Committee and Management Board. Student-related data is collected by Registry and analysed by the Disabilities Officer and academic quality committees including that responsible for admissions.

39. At November 2006, of a total of 6,265 staff, 1.0% (63) have declared a disability. The declared disabilities for staff are dyslexia, mental health issues, or hidden disabilities.

40. Registry collects and analyses student disability data. For the 2005/06 academic year, of 12,297 full time and part-time undergraduates and postgraduates, 1.9% (236) of students have declared a disability.

Impact Assessments

41. We will undertake Impact Assessments to assess the impact, or likely impact, of policies and procedures to ensure we do not inadvertently disadvantage disabled people. It is also likely that the Impact Assessments will provide valuable information to help us to promote equality more effectively where possible.

42. Responsibility for Impact Assessments lies with the senior manager responsible for the development and implementation of a particular policy and/or procedure, and the specific committee which approves new, or revised, policies and procedures. These senior managers are expected to make every practicable effort to ensure input from disabled staff and students in the Impact Assessment process. Senior managers are also expected to attend briefing sessions on disability so that they have a fuller understanding of disability and so that they may be better equipped to address issues that may arise.
Annual Reporting

43. The Disability Equality Sub-committee, as authors of the Scheme, will keep implementation of the DES and Action Plans under review and will report on progress, at least annually, to the Equal Opportunities and Diversity Committee.

44. Additionally, our progress in implementing our DES will form a significant part of the Equal Opportunities and Diversity Committee’s Annual Report to the Management Board and Council. The report will include a summary of the actions taken to fulfil the DES, the results of monitoring and Impact Assessments and progress on the Action Plans. This will be published on our staff and student websites and will be printed in hard copy in easy read formats.

Looking Ahead

45. The DES Scheme and the Action Plans will be subject to major review after three years.

Feedback

46. All comments or responses to this Scheme are encouraged, and should be sent to the College’s Equality & Diversity Consultant:

   Email: c.yates@imperial.ac.uk
   Phone: 020 7594 5558

Alternatively, if you do not have access to email please send your response by post to the following address, indicating, if you are willing to do so, whether or not you are disabled and, if so, the nature of your disability:

   Ms Christine Yates
   Diversity & Equality Unit
   Imperial College London
   46 Princes Gardens
   South Kensington
   London SW7 2QA
Summary Appendices

Appendix A

Definition of Disability under the Act

A person is disabled if he/she has a physical or mental impairment that has a substantial and long-term adverse effect on his or her ability to carry out normal day-to-day activities.

- ‘substantial’ is defined as ‘more than minor or trivial’;
- ‘long term effect’ is defined as lasting 12 months or more.

The test of whether an impairment affects normal day-to-day activities is whether it affects:

- mobility
- manual dexterity
- physical coordination
- continence
- ability to lift, carry or otherwise move everyday objects
- speech, hearing or eyesight
- memory or ability to concentrate, learn or understand
- perception of the risk of physical danger

What is also covered?

- mental health issues
- severe disfigurements
- anyone with an HIV infection, cancer or multiple sclerosis
- progressive conditions that affect normal day-to-day activities

Excluded Conditions include the following:

- Addictions, other than as a result of the substance being medicinally prescribed, e.g. alcoholism, drug dependency or smoking addiction;
- Deliberately inflicted disfigurements, such as, tattoos which have not been removed, skin piercing and something attached through such piercing;
- Mental health problems that are not clinically well-recognised and do not have a clinical cause;
- Seasonal allergic rhinitis (e.g. hay fever), except where it aggravates the effect of another impairment, such as, unstable asthma, or severe chronic irreversible airflow limitation;
- Tendency to set fires;
- Tendency to steal;
- Tendency to physical or sexual abuse of other persons;
- Exhibitionism;
- Voyeurism;
- Problems with standard vision, corrected by contact lenses or spectacles.
Appendix C

General Duty Description

A The General duty is set out in s.49A of the DDA which states:

‘Every public authority shall in carrying out its functions have due regard to –

(a) The need to eliminate discrimination that is unlawful under this Act. The promotion of equality of opportunity is key. Equality of opportunity does not mean treating all disabled people the same. Disabled people will have different needs depending on their particular disability.

(b) The need to eliminate harassment of disabled persons that is related to their disabilities. Having ‘due regard to’ the need to eliminate unlawful discrimination means being pro-active and anticipating what needs to be done. We must also take action to remedy past decisions which did not pay due regard to disability equality, involving disabled people in this process.

(c) The need to promote equality of opportunity between disabled persons and other persons. Making reasonable adjustment and ensuring provision is key to promoting equality of opportunity between people with varying requirements.

(d) the need to take steps to take account of disabled persons’ disabilities even where that involves treating disabled persons more favourably than other persons. More favourable treatment is permissible. An example is giving a disabled student a car parking space because she is unable to use public transport. If she does not have a space, she will be unable to attend the course, whilst other students will merely be inconvenienced.

(e) The need to promote positive attitudes towards disabled persons. Promoting positive attitudes to disabled people requires leadership. Action needs to be taken to overcome demeaning stereotypes of disabled people and to include disabled people in public images. For example, building positive attitudes to disabled students into the ethos of schools and lessons such as citizenship, and showing that the contribution of disabled students is welcomed; portraying disabled people positively in communications strategies.

(f) The need to encourage participation by disabled persons in public life. Encouraging participation in public life covers a variety of things including focus groups, public appointments, governing bodies of schools, etc.
Disability Equality Sub-Committee

Terms of Reference

Constitution
Sub-committee formed to take forward disability work, a priority set by the Equal Opportunities and Diversity Committee (EODC). The overall objective is to remove barriers that may exist in appointment or career advancement for staff with disabilities, to make the College a comfortable and safe working and learning environment, and to ensure all staff and students have the opportunity to fulfil their potential.

The group plays a crucial role in the strategic and operational development and success in fully integrating disability issues throughout the College.

Membership
Membership is on a volunteer basis but draws upon members with an interest in disability issues, from those who have a specialism, and from senior managers who have particular responsibilities and can influence good practice.

Members to serve indefinitely, with new members being sought and replaced as appropriate. Members will be represented from:

- Human Resources
- Occupational Health
- Centre for Education and Development
- Student Union and Student Services
- Trade Unions
- Faculties, Departments/Divisions
- Registry
- Residences
- Support Services, e.g. ICT, Libraries
- Academic departments and divisions

Terms of Reference
Whilst not exclusive, the group will undertake the following responsibilities:

- Keep disabilities on the agenda until all functions/services fully integrated
- Facilitate discussion and a channel of communication between the work it undertakes, the wider institution, and stakeholders
- Identify, evaluate and address issues
- Provide a forum for discussing evaluation
- Propose the strategic and operational direction
- Liaise with relevant committees, obtain information about equivalent activities at other comparable institutions in the UK, and disseminate good practice
INTRODUCTION

1. The purpose of this Paper is to describe and seek the Council’s endorsement for proposed changes to the Imperial College Union’s governance structure that the ICU believes will enable it to respond positively to the requirements of the Charities Act 2006.

2. Under this new law, students’ unions will be required to register as non-exempt charities. There has been much discussion between legal experts as to whether, because of ICU’s unique legal status as a part of Imperial College (all other students’ unions being legally separate from their parent institutions), it would be subject to this legal requirement. In the end, however, the legal consensus was that the Union should follow the vast majority of other UK students’ unions and register as a charity.

3. The Union recognises that one of the implications of registration is that it will be forced to comply with Charity Law and with the guidance issued by the Charities Commission. In doing so, it acknowledges the need to identify a Trustee Board for the organisation and ensure that adequate powers are available to its Trustees. Presently the governing body of the Union is a 50-strong Council of elected students, a situation described by one legal advisor as “a highly unsatisfactory state of affairs”.

4. Therefore, after months of consultation and discussion, the Union Council has resolved that the Union should register as a non-exempt charity and establish a highly skilled Trustee Board as its governing body.

5. This is a bold and radical move that cannot be implemented in a short period. Therefore it is proposed that an interim board, chaired by Ram Gidoomal, should be established to manage the transition.

SUMMARY OF PROPOSED CHANGES

6. In passing the proposed changes to its Constitution, the Union seeks to create a sovereign Trustee Board that will exercise all the powers of the Union where necessary but delegate the primary political functions as follows:

   a. The elected Council will become the paramount legislative body of ICU.

   b. The Executive Committee will become the paramount administrative body of the Union.

   c. The Court will manage all disciplinary, election and media complaints matters.

7. The Trustee Board should focus on the primary aspects of charity governance, as defined in the new Trustee Board regulation, including:

   a. Setting the Union’s long term objectives and commercial strategy.
b. Overseeing the Union’s operating and capital expenditure budgets and any significant changes in them.

c. Providing strategic oversight of the Union’s operations, including competent management, sound planning, adequate systems of internal control, adequate accounting, risk management and compliance with statutory and regulatory procedures.

d. Overseeing the investment of Union funds.

e. Reviewing performance in light of the Union’s strategic direction.

THE UNION’S PROPOSED NEW STRUCTURE

8. The establishment of a Trustee Board would create a tripartite governance structure for the ICU as shown below:

9. Policy powers from the Executive Committee would be transferred to the Union Council. The Clubs and Societies Board (CSB) and Representation and Welfare Board (RWB) committees would continue to be permitted to pass operational policy on their respective areas.

10. The CSB and RWB committees would report to the Union Council on policy and the Executive Committee on resource allocation and other operational matters.

11. The Health and Safety Committee would report to the Executive Committee.

12. The Colours Committee would report directly to the Council as there seems little point in its business going through any other committee.

TRUSTEE BOARD MEMBERS

13. The proposed membership of the Trustee Board is summarised in the table below:
### Appointment method and Rationale

<table>
<thead>
<tr>
<th>Position</th>
<th>Appointment method</th>
<th>Rationale</th>
</tr>
</thead>
<tbody>
<tr>
<td>ICU President, <em>ex officio</em></td>
<td>Cross campus ballot</td>
<td>Head of the Union and Executive’s advocate</td>
</tr>
<tr>
<td>Union Council Chair, <em>ex officio</em></td>
<td>Cross campus ballot</td>
<td>Union Council’s advocate</td>
</tr>
<tr>
<td>Union Court Chair, <em>ex officio</em></td>
<td>Union Council</td>
<td>Union Court’s advocate</td>
</tr>
<tr>
<td>4 Student Trustees</td>
<td>Cross campus secret ballot</td>
<td>To strengthen student presence on the board</td>
</tr>
<tr>
<td>3 External Trustees</td>
<td>Union Council</td>
<td>To bring expertise to the board</td>
</tr>
<tr>
<td>1 External College Governor</td>
<td>College Council and Union Council</td>
<td>To represent the College and bring expertise to the board (a major stakeholder)</td>
</tr>
</tbody>
</table>

14. The following members would be invited to attend as permanent observers:
   a. Union General Manager
   b. Honorary Senior Treasurer
   c. Deputy Presidents

15. Union Council and Court members would not be permitted to run for election to the position of student Trustee. This is to re-enforce the apolitical and separate nature of this body. It should be noted that all members of this body will have a clear mandate to act in the interests of the Union as a whole; this is the rationale behind the absence of Deputy Presidents, CSC Chairs or Faculty Union Officers from membership of the Board.

### TRUSTEE BOARD CHAIR

16. It is proposed that the Trustee Board would nominate a Lay Trustee or student Trustee to Chair the Trustee Board. This proposal would be subject to the approval of the Union Council. Any chair that stands down would be expected to retire from the Trustee Board altogether.

### TERMS OF OFFICE OF TRUSTEE BOARD MEMBERS (NON EX OFFICIO TRUSTEES)

17. It is proposed that student Trustees would serve for two years but would be expected to automatically resign if they drop out or complete a course of study. Two student Trustees would be elected each year, probably at the same time as Sabbatical Officers are elected. External Trustees (both from the College and outside) would serve for three years. These terms could be renewed twice, after which the member must retire.

### CALLING AND REGULARITY OF MEETINGS

18. A Trustee Board meeting could be called by:
   a. The Chair of the Trustee Board.
   b. The ICU President.
   c. Three members of the Trustee Board.

19. The Trustee Board would normally meet between four and six times each year, possibly in synchronisation with Imperial College Council meetings.
**QUORUM**

20. The quorum should be greater than half all members and include a minimum number of student Trustees, external Trustees and *ex officio* Trustees.

**ACCOUNTABILITY AND DISCIPLINE OF TRUSTEES**

21. The table below summarises how Trustees and Sabbatical Officers could be removed from their position on the Board or as a Sabbatical of the Union:

<table>
<thead>
<tr>
<th>Position</th>
<th>Appointment</th>
<th>Council’s powers</th>
<th>Trustee Board’s powers</th>
<th>Other routes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair of Trustee Board</td>
<td>By trustees, from lay trustees</td>
<td>Dismissal powers</td>
<td>Removal of trustee powers</td>
<td></td>
</tr>
<tr>
<td>President</td>
<td>Cross campus election</td>
<td>Suspending powers</td>
<td>Removal of trustee powers</td>
<td>Via a tribunal</td>
</tr>
<tr>
<td>Union Council Chair</td>
<td>Cross campus election</td>
<td>Dismissal powers</td>
<td>Removal of trustee powers</td>
<td></td>
</tr>
<tr>
<td>Union Court Chair</td>
<td>Cross campus election</td>
<td>Dismissal powers</td>
<td>Removal of trustee powers</td>
<td></td>
</tr>
<tr>
<td>Student trustees</td>
<td>Cross campus election</td>
<td>No formal powers</td>
<td>Removal of trustee powers</td>
<td>General Meeting</td>
</tr>
<tr>
<td>College Lay Trustee</td>
<td>Nominated by Union Council, approved by College Council</td>
<td>Dismissal powers</td>
<td>Removal of trustee powers</td>
<td>Via the College Council</td>
</tr>
<tr>
<td>Non College External Lay Trustees</td>
<td>Appointed by Union Council</td>
<td>Dismissal powers</td>
<td>Removal of trustee powers</td>
<td></td>
</tr>
<tr>
<td>Deputy Presidents</td>
<td>Suspending powers</td>
<td>Dismissal only on recommendation by the Union Council</td>
<td>Via a tribunal</td>
<td></td>
</tr>
<tr>
<td>General Manager</td>
<td>No formal powers</td>
<td>Various powers through HR processes</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**REGULATIONS**

22. At its meeting in November 2006 the College Council approved a number of preliminary amendments to the Union’s Constitution. One of the effects of these changes was to de-regulate a number of the Union’s Regulations (*i.e.* the Council decided that its approval for changes to these particular Regulations was no longer required and that the Union would have the power to amend them). The Regulations for which Council approval is still required are “the Disciplinary Procedure, the Finance Regulations, the Court, the Memorandum of Understanding, any new Regulation and any part of a Regulation affecting the membership of or voting rights upon the Council, or composition, titles or job descriptions of the Sabbatical Officers”.

Council 13th July 2007
APPROVAL REQUIRED FROM THE COLLEGE COUNCIL

23. As Council members will be aware, the College’s Royal Charter states that “the Constitution of the Imperial College Union, its governance, powers and functions and all other matters which the Council may think proper to regulate shall … be approved by the Council”. (1) The Statutes then go on to state that:

“Where the Council disapproves of all or any part of the Imperial College Union’s proposed constitution and the Union does not alter that proposed constitution in accordance with the Council’s requirements within three months from the date on which the Union is requested to do so in writing by the Council, the Council shall make such amendments to the proposed constitution as it thinks fit and the proposed constitution as so amended shall then be the Union’s constitution.” (2)

24. In line with its statutory responsibilities, the Council is asked to consider, and if it sees fit, approve the amendments to the Imperial College Union’s Constitution and those Regulations for which its approval is still required, as set out in Appendix 1.

J.C.

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1. Clause 17 of the new Royal Charter.
2. Statute 10(4) of the new Statutes.
Annex A

IMPERIAL COLLEGE UNION CONSTITUTION

NAME AND STATUS

1. The name of the students' union referred to in this Constitution shall be the Imperial College Union, also referred to as "the Union".

2. The Union is an unincorporated educational charity, which is part of Imperial College.

3. The Union and its recognised clubs and societies may use the name and arms of Imperial College in their titles and in pursuit of their activities but they may not assign the privilege to any other individual, group, or company without the approval of the College Secretary or his or her nominee. In using the names and arms, the Union and its clubs and societies shall have due regard for Imperial College's status and reputation.

AIMS AND OBJECTS

4. The aims and objects of the Union shall be:
   a. To advance the education of its members and promote, without prejudice, their welfare at all times.
   b. To promote and encourage the interest by students in matters outside the College curriculum, especially cultural, social and sporting interests.
   c. To represent the needs and interests of its members to Imperial College and external bodies.
   d. To provide or ensure a range of facilities which advance the interests of the students of Imperial College.

5. In pursuing its aims and objects, the Union shall govern itself democratically and with regard to the principles of equality and diversity.

MEMBERSHIP

6. The following persons shall be members of the Union, as provided in the following categories. Membership of the Union entitles the holder to make use of all its facilities, amenities and services.

   a. Full Members.
      (1) All registered students of Imperial College are Full Members of the Union.
      (2) Only Full Members are entitled to receive any form of subsidy from the Union, or to participate in the government of the Union.

   b. Associate Members. The Executive Committee may grant Associate Membership to College or Union staff, or to any Further or Higher Education student over the age of eighteen under such conditions as it may establish, entitling them to use the facilities of the Union.

   c. Life Members.
      (1) A person shall be entitled to become a Life Member of the Union upon payment of subscription if they have been:
         (a) A Full or Associate Member of the Union for at least one academic year;
         (b) A Research or Teaching Assistant for at least two academic years;
         (c) A member of the full time Union staff for at least two years; or
         (d) A member of the Imperial College staff for at least two years.

   (2) Life Members may not participate in the government of the Union except where permitted under Paragraph 9.

   (3) Life Membership shall be bestowed upon Lay Trustees, the Union Honorary Senior Treasurer and other Honorary Senior Treasurers without payment during their tenure.

   (4) Honorary Life Membership may be awarded without payment of subscription by the Council.

   (5) Only Life Members of the Union are eligible for life membership of any constituent part of the Union.

GOVERNMENT OF THE UNION

7. Only Full Members are permitted to participate in the government of the Union, that is, standing for or holding office, voting in any election or meeting, or chairing a meeting of the Union, its Faculty Unions, clubs or societies.

8. A person who is not a Full Member may only participate in the government of the Union as set out above if he or she is a:
   a. Lay Trustee or member of a Trustees' Committee;
   b. Life Member;
   c. Member of the Imperial College staff; or an
   d. Officer of an external student or electoral organisation.

   and in any case not a member of the permanent Union staff.

9. They shall possess the rights and duties of Full Members only so far as it involves exercising the rights and duties of office and only in the following capacities:
   a. They are members of the Trustee Board, a Trustees' Committee, the Executive Committee, Court, disciplinary or disciplinary appellate committee; or
   b. They are appointed as a returning officer, observer, scrutineer or member of an elections or referendum committee.

10. An officer of an external student or electoral organisation may participate in the administration of an election under Paragraph 9.b, but not in any other capacity.

11. No committee shall contain more than one member of the Imperial College staff, nor be chaired by one, unless acting as returning officer.

OPTING OUT

12. Any student shall have the right not to be a member of the Union and signify that he or she does not wish to be represented by it.

13. The Union shall liaise with Imperial College to ensure that any student exercising their right shall not be unfairly disadvantaged with regard to the provision of services by reason of having done so.
14. A student opting out of membership of the Union is deemed to have opted out of membership of their Faculty Union, and may not participate in the government of either Union, club, society or other part thereof.

15. A person who has opted out of membership of the Union may re-join with the permission of the Council.

**AFFILIATION**

16. The Union has the right to affiliate to any organisation which furthers its aims, subject to a resolution of the Council.

17. Such an organisation shall not be of a religious or political nature, however clubs and societies may affiliate to a religious or political organisation. The Union and any part of the Union may not knowingly affiliate to an illegal organisation.

18. If the Union or its clubs and societies decide to affiliate or donate monies raised to an external organisation, they shall publish notice at Council of the decision stating the name of the organisation and details of any monies paid or donated to that organisation.

19. The Union shall review the external organisations to which an affiliation fee has been paid or a donation given and report these annually by means of a published report.

**OFFICERS OF THE UNION**

20. The Officers of the Union shall be the President and Deputy Presidents, who shall be Sabbatical Officers on conditions approved by Imperial College, and non sabbatical Officers who shall be Full Members of the Union.

21. The President shall be the chief executive officer and representative of the Union.

22. The titles and duties of the Officers of the Union and the means by which they are elected, censured and dismissed shall be established in the Regulations.

23. No person shall hold sabbatical office in the Union for more than two full academic years. No person who held sabbatical office during an undergraduate course may hold sabbatical office until their entire course of studies is completed to the satisfaction of Imperial College.

24. No person may hold more than one Officer of the Union post.

**THE TRUSTEE BOARD**

25. The Trustee Board shall be the sovereign and governing body of the Union and shall exercise all the powers of the Union, subject to the provisions of this Constitution and its Regulations.

26. The Trustee Board shall further the aims and objects of the Union with the assistance of the Council.

27. The Trustee Board shall comprise, as Trustees:

   a. The President ex officio;
   b. The Council Chair ex officio;
   c. The Court Chair ex officio;
   d. Four Full Members of the Union; and
   e. Four Lay Trustees.

28. The Deputy Presidents, Union General Manager and Union Honorary Senior Treasurer shall be permanent observers.

29. A Trustee shall be appointed as Chair in such manner as shall be established in Regulations. Trustees shall register their interests.

30. A person shall be disqualified and removed as a Trustee under conditions established in the Trustee Board Regulation.

31. The Trustee Board shall meet no fewer than four times per year and at least once during each academic term of Imperial College. A meeting may also be summoned by:

   a. The President;
   b. Three Trustees; and
   c. The Court.

32. The quorum shall be six members, of whom two shall be Lay Trustees.

33. The Trustee Board may establish sub-committees for any purpose. The Trustee Board may only delegate authority in the manner set out in the Trustee Board Regulation.

34. Until the appointment of at least three Full Members of the Union and three Lay Trustees (under Paragraph 27.d and 27.e), there shall be an Interim Trustee Board with such powers and membership as the Council may determine. The membership shall include those who would be Trustees upon the Board coming into force. Until the Board comes into force, the Council shall be the sovereign and governing body of the Union in all respects except those matters that are set out in Paragraph 49, over which the Court shall be sovereign.

**THE COUNCIL**

35. The Council shall be the paramount policy-making, scrutiny and accountability body of the Union.

36. The Council shall further the aims and objects of the Union and determine Union policy, except upon reserved matters or where policy is determined by referendum.

37. The Council shall receive such reports from Officers and committees that it may require, with Sabbatical Officers reporting to each ordinary meeting. The Council may require any Officer and any other post-holder in the Union not on the Trustee Board or Court to attend and answer questions.

38. Full Members of the Union may attend the Council as an observer with full speaking rights and the right to propose and second motions and other business.

39. The membership of the Council, its standing orders and procedures shall be established in the Regulations.

40. The Council shall be called:

   a. Once per month or more during term time by the President; or
   b. By the Council Chair upon receipt of a request by:
      (1) The Trustee Board, the Executive Committee, the Court, the Council or General Meeting;
      (2) Ten members of the Council; or
      (3) 100 Full Members of the Union.

**EXECUTIVE COMMITTEE**

41. The Executive Committee shall be the paramount executive body and is responsible for the overseeing the general day to day management of the Union and co-ordinating the Union’s affairs.
42. The Executive Committee shall act only in furtherance of Union policy.

43. The Sabbatical Officers shall report to the Executive Committee those matters relating to their office and the Executive Committee’s remit.

44. The Executive Committee shall:
   a. Advance the aims and objects of the Union;
   b. Comply with and implement Union policy;
   c. Set operational policy when authorised by and in support of a particular Union policy;
   d. Oversee the day-to-day running of the Union and the co-ordination of its activities;
   e. Establish principles for the fair allocation of the resources available to the Union, after consultation with the Council;
   f. Allocate financial resources;
   g. Monitor financial performance against budget;
   h. Receive the audited annual accounts of the Union and report their findings to the Trustee Board and, for information, the Council;
   i. Monitor the performance of the trading outlets, services and retail facilities of the Union.

45. The Executive Committee shall:
   a. Consist of the Sabbatical Officers and up to eight other individuals;
   b. Have a quorum of six members; and
   c. Meet at least every month during term time.

46. The Union General Manager and the Honorary Senior Treasurer shall be permanent observers of the Executive Committee.

47. In matters of urgency, the Executive Committee may act on behalf of the Council with its authority in any matter except those requiring at least a two-thirds majority, provided all such actions are reported to and approved by the Council at its next meeting.

48. An emergency meeting of the Executive Committee may be called by:
   a. The Trustee Board;
   b. The Council;
   c. The Court;
   d. The President; or
   e. Three other members of the Executive Committee

   and it shall meet within two College days of being called.

THE COURT

49. The Court shall exercise paramount power over:
   a. The interpretation of this Constitution, its Regulations and any reserved matter, policy, rule, act or omission made under it;
   b. The administration of and resolution of any dispute in individual elections or referenda;
   c. Disciplinary matters, though not those relating to staff or Trustees or those involving dismissal in any other part of the Union;
   d. Its own administration.

50. The Court shall perform such other judicial, investigative or disciplinary roles as may be allocated to it by the Regulations or any policy or rule.

51. The Court shall not manage or exercise policy-making powers over any other part of the Union.

52. Decisions of the Court bind the whole Union, or such constituent part of it as may be defined by the Court. An interpretation of a rule has the same status as the rule itself.

53. The Court’s jurisdiction shall not be restricted except over the Trustee Board and staff matters to the extent set out in the Regulations.

54. Members of the Court shall adhere to a code of conduct approved by the Court and the Trustee Board.

55. No member of the Court may simultaneously be:
   a. an Officer of the Union or Felix Editor;
   b. a member of the Trustee Board (except ex officio members), the Council, the Executive Committee, the Clubs and Societies Board or the Representation and Welfare Board;
   c. a member of the permanent Union staff; or
   d. an Honorary Senior Treasurer.

56. The Court may include up to three Life Members and one member of the Imperial College academic or senior administrative staff under terms established in the Regulations. No such Life Member shall have their life membership suspended or removed unless they are first removed from the Court.

57. Regulations may provide for an appeal within the Court and from the Court to the Trustee Board, under such circumstances as established in the Regulations.

GENERAL MEETINGS

58. General Meetings are held to ensure the accountability of the Union to its members.

59. All Full Members of the Union may participate in and vote upon all aspects of business at a General Meeting. The quorum shall be 200 Full Members.

60. The standing orders and procedures for the calling and conduct of General Meetings shall be established in the Regulations.

61. A General Meeting may be called by:
   a. The President;
   b. The Council Chair upon receipt of a request by:
      (1) The Trustee Board, the Council, the Executive Committee or the Court; or
      (2) A petition signed by at least 200 Full Members of the Union requesting a General Meeting, the meeting to be held within five College days of receiving such a petition.
62. A General Meeting shall discuss a specific item of business only, and may:
   a. Review and refer back policy or operational policy approved by the Council, the Executive
      Committee, the Clubs and Societies Board, or the Representation and Welfare Board respectively;
   and
   b. Hold the Sabbatical Officers and the Felix Editor to account;
   c. Remove a non ex officio Trustee; and
   d. Exercise any other power granted to it by Regulations or Union policy.

63. Referenda, in which all and only Full Members of the Union may vote, shall be the last resort in
    deciding policy of the Union.
64. A referendum may be called by:
   a. Five percent of the Full Membership of the Union; or
   b. The Council by two-thirds majority
    unless it is called within twenty College days of the end of the Summer Term, whereupon it shall be
    disregarded.
65. A referendum must relate to policy previously decided by referendum or referred back to it by a
    General Meeting.
66. A motion for a referendum shall relate to a single issue and have a 'yes' or 'no' resolution.
67. A petition for a referendum under Paragraph 64.a shall include names, years, departments and
    signatures or College identification numbers ("CIDs") of the petitioners and shall be received by the
    President. The constitutionality of the petition must be resolved by the Court prior to the referendum
    proceeding.
68. No issue shall be put to referendum if it has already been put to referendum:
   a. In the current academic year if it concerns affiliation by the Union to an external
      organisation; or
   b. In the current or previous two academic years for any other issue.
69. The referendum shall be determined by simple majority. If less than fifteen percent of the Full
    Membership vote, the referendum shall be null and void.
70. Policy decided by referendum shall be immediately binding upon the Union, subject to any reserved
    matter, and supersedes any previous policy. Any policy resulting from a referendum may only be reversed by
    a referendum.
71. If a referendum results in a draw the motion subject to the referendum fails.

COMMITTEES OF THE UNION

72. In addition to the Trustee Board, Council, Executive Committee, and Court, there shall be the
    following standing committees of the Union:
   a. The Clubs and Societies Board;
   b. The Representation and Welfare Board;
   c. Clubs and Societies Committees;
   d. President’s Committees;
   e. Faculty Unions; and
   f. The Graduate Students’ Association.

73. Delegation. The Council, the Executive Committee and the standing committees may establish and
    thereafter dissolve sub-committees and delegate powers to them or individuals save:
   a. That such establishment or delegation shall not affect the rights, powers or representation of
      any other standing or sub-committee or individual; and
   b. That a record of delegated power shall be reported by the Chair of the delegating committee to
      the Council and retained by the President.
74. All Union committees shall follow the standing orders and rules of procedure established in the
    Regulations.
75. The chair or president of the standing committees shall be required to make such reports to Council
    as it may require, which shall be at least once per year.
76. The provisions in Paragraphs 73 to 75 do not apply to the Trustee Board or the Court, which
    delegate under their own rules.
77. The Sabbatical Officers shall be ex officio:
   a. Non-voting members of clubs and societies and their committees;
   b. Non-voting members of the Faculty Unions and their committees; and
   c. Voting members of all other Union committees, except the Trustee Board, Court, disciplinary,
      disciplinary appellate, elections and referenda committees.

THE FACULTY UNIONS

78. The Faculty Unions are the students’ unions for the respective Faculties of Imperial College and are
    integral parts of the Union.
79. The Faculty Unions’ constitutions shall not contradict this Constitution, its Regulations nor Union or
    operational policy. Amendments to their constitutions require the approval of the Executive Committee,
    which shall either accept the amendments or refer them to the Council for consideration.

FINANCE

80. The President is responsible through the Trustee Board to the Imperial College Council for the
    finances of the Union.
81. The day to day administration of the Union’s finances shall be delegated by the President to a
    Deputy President with responsibility for finance.
82. The Council shall establish Regulations for the financial management of the Union, provided that no
    alteration to these Regulations shall take effect until approved by the Imperial College Council on the
    recommendation of the College Audit Committee.
83. The Union’s accounts shall be approved by the Trustee Board and the College Audit Committee
    prior to approval by the Imperial College Council, and made available to the public.
84. There shall be a Union Honorary Senior Treasurer who shall be appointed by the Trustee Board on the advice of the Executive Committee and approved by the Rector or his or her nominee, and, who shall exercise the duties set out in the Financial Regulations.
85. In so far as it furthers the aims and objects of the Union, the Union may accumulate financial reserves to invest in capital projects.

ELECTIONS
86. Elections shall be fairly and properly conducted under the terms of the Education Act 1994 and in accordance with the procedures in the Election regulations.
87. Only Full Members of the Union may vote in Union elections. Further restrictions may apply for certain Union positions as detailed elsewhere in the Constitution and Regulations.
88. All candidates for election, their proposers and their seconders must be Full Members of the Union. Further restrictions may apply for certain Union positions as detailed elsewhere in the Constitution and Regulations.
89. All Full Members of the Union may stand for and vote in Sabbatical Officer and Felix Editor elections, which shall be by College-wide secret ballot.

PERSONNEL
90. The President, as advised by the Union General Manager, is responsible to the Trustee Board for the appointment, management and discipline of the Union staff.
91. The Council shall establish by Regulation a Staff-Student Protocol setting out the divisions of responsibilities between the staff and elected officers, to promote the democratic structure of the Union and its integrity as an employer. It shall be the responsibility of the President to clarify and enforce this protocol, unless the Court or Trustee Board is meeting, in which case it is the responsibility of its Chair to do so.

DISCIPLINE
92. Misconduct in the Union is dealt with in the following ways depending on the individual concerned:
   a. Misconduct, negligence or failure to maintain the confidence of the Council by Officers of the Union and others holding elected or unpaid appointed office in any part of the Union, and misconduct by members of the Court may be dealt with by the Council, its committees or the Court in accordance with the Regulations; this may include censure, suspension or dismissal. Those holding sabbatical office or otherwise deriving employment from office may only be finally dismissed by the Trustee Board.
   b. Misconduct by any member or officer of the Union or staff may be dealt with by or under the authority of the Trustee Board.
   c. Misconduct by students of a non-academic nature shall be dealt with by the Union under Union policy approved by the Imperial College Council, which forms part of the College Code of Discipline for students.
   d. Misconduct by Associate or Life Members shall be dealt with under Union policy, which may include their expulsion from the Union.
   e. Misconduct by Union staff shall be dealt with by the President and Union General Manager through the line management structure, under policy established by or under the authority of the Trustee Board.
93. Regulations may provide that a person dismissed from office or guilty of misconduct in an election or referendum may be prohibited from election or appointment to that or any other office.

POLICY AND RESERVED MATTERS
94. Resolutions of the Trustee Board shall be reserved matters and binding upon the whole Union, subject to this Constitution and its Regulations.
95. Policy of the Union shall be determined by the Council and by referenda.
96. The Executive Committee may determine operational policy when authorised by the Council in support of a particular Union policy.
97. Union policy and operational policy is binding on the whole Union.
98. The President shall maintain a record of all reserved matters, Union policy, operational policy and Court determinations in force and ensure it is available to any member of the Union.
99. Union policy (except the Disciplinary Policy), and policy approved by any standing committee with the authority to do so shall be valid for the remainder of the academic year in which it was adopted and the next three academic years. The President or relevant committee chair should re-present the policy with amendments as appropriate before it lapses, and the Council or committee may vote on whether to continue the policy for the next three academic years.

INTERPRETATION
100. Words used in this Constitution and in any Regulation made hereunder have the same meaning as in the Imperial College Charter and Statutes.
101. This Constitution and the Code of Practice shall be Ordinances of Imperial College.
102. Regulations established under this Constitution shall not contradict the provisions of the Constitution.
103. The Council, the Executive Committee and the Court are the paramount bodies of the Union, exercising the duties set out in the Financial Regulations.
104. The Court interprets this Constitution, its Regulations and any reserved matter, policy, rule, act or omission made under it.
105. If an issue requiring an interpretation arises when the Court or Trustee Board is not meeting, the chair of a meeting, or if present, the President may give a preliminary ruling. Constituent parts of the Union may designate a person to give preliminary rulings in respect of their own rules. Preliminary rulings do not bind the Court.
106. An interpretation made by the Court forms a binding precedent upon it. The Court may depart from its own precedents only when the interests of justice require it.

RELATIONSHIP WITH IMPERIAL COLLEGE
107. The relationship between the Union and Imperial College is defined in the Code of Practice under the Education Act 1994, which is an Ordinance of the College, approved by the Imperial College Council.

AMENDMENT
108. This Constitution may be amended by resolution of the Council, passed by a two-thirds majority with the approval of the Trustee Board and the Imperial College Council.
109. The Regulations may be amended by resolution of the Council, passed by a two-thirds majority, with the approval of the Trustee Board.

110. The Trustee Board Regulation (Regulation 1), the Court Regulation (Regulation 2), the Disciplinary Procedure Regulation (Regulation 7), the Finance Regulation (Regulation 8), any new Regulation and any part of a Regulation affecting the composition, titles or job descriptions of the Sabbatical Officers may only be amended with the approval of the Imperial College Council. All amendments to other regulations shall be deposited with the Clerk to the Court and Council of Imperial College.

111. The Court shall provide its opinion on the constitutional propriety, efficacy and fairness of a proposed constitutional or regulatory amendment to the Trustee Board. The Court may, at its discretion, provide an opinion upon the same to the Clerk to Court and Council of Imperial College.

REGULATIONS

112. The Regulations of the Union shall be:
   a. Trustee Board.
   b. Union Court.
   c. Officers of the Union.
   d. Elections and Referenda.
   e. Composition of Union Committees.
   f. Standing Orders for all Union meetings.
   g. Disciplinary Procedure.
   h. Finance.

REVOCATION

113. This Constitution shall be binding on the Union from the 1st August 2007.

114. From the 1st August 2007 all previous constitutions and regulations are revoked.

REGULATION ONE – THE TRUSTEE BOARD

DUTIES OF THE TRUSTEE BOARD

1. The Trustee Board shall be the sovereign and governing body of the Union and shall exercise all the powers of the Union, subject to the provisions of the Constitution and Regulations.

2. The Trustee Board shall further the aims and objects of the Union with the assistance of the Council.

3. The Trustees shall act where possible in consultation with the Council.

4. The Trustee Board shall be responsible in particular for:
   a. The Union’s long term objectives and strategy;
   b. The Union’s operating and capital expenditure budgets and any significant changes in them;
   c. Strategic oversight of the Union’s operations (both voluntary and commercial), including competent management, sound planning, adequate systems of internal control, adequate accounting, risk management and compliance with statutory and regulatory procedures;
   d. Personnel, particularly strategic re-organisations;
   e. Health and safety;
   f. Investment or borrowing of Union funds; and
   g. Reviewing performance in light of the Union’s strategic direction.

5. The Trustee Board shall:
   a. Approve the Union’s Annual Report and accounts;
   b. Approve any significant change in accounting practices;
   c. Approve any major capital project and contract which is significant strategically or by its size; and
   d. Approve the remuneration of the Sabbatical Officers and Union General Manager.

APPOINTMENT OF TRUSTEES AND CHAIR

6. The composition of the Trustee Board is established in the Constitution.

7. Trustees
   a. The ex officio Trustees shall be appointed automatically as Trustees upon taking office in the position conferring Trustee status.
   b. The Student Trustees (that is, those referred to in Section 6.3.4 of the Constitution and excluding ex officio Trustees) shall be elected by and from among the Full Membership under the Election Regulations concurrently with the sabbatical elections.
   c. The Lay Trustees, who shall be natural persons, shall be appointed by the Council for a term of up to three years, which may be renewed until they have served for six years.
13. The quorum, method of calling the Trustee Board and permanent observers are established in Paragraphs 25 - 34 of the Constitution.
14. The Trustee Board shall receive reports from each of the ex officio Trustees and the Union General Manager at each ordinary meeting.
15. The agenda shall be determined by the Chair in consultation with the President and Secretary.
16. The time, venue, agenda and papers for a meeting shall be circulated to members and permanent observers not less than one week before the meeting.
17. Supplementary agenda items and any other business may be tabled only with the approval of the Chair.
18. A resolution shall be approved by a majority of votes, abstentions being ignored, at a quorate meeting. The Chair shall have a casting vote only. If a count takes place, the numbers shall be recorded.
19. Proxy votes are not permitted. A substitute may be sent in place of a Trustee but shall have no vote and may contribute to debate only with the permission of the meeting.
20. Minutes of each meeting shall be prepared by the Secretary and signed by the Chair at the next meeting upon confirmation. Past Minutes shall be available to any Full Member of the Union, with redactions for staff matters and any other area approved by the Trustee Board, with the reason for redaction in the latter case explained in the redacted minutes.

21. The jurisdiction of the Union Court shall not extend to any dispute within the Trustee Board or Trustees' Committees, unless requested to do so by them in a binding or advisory capacity.

DELEGATION OF AUTHORITY
22. The Trustee Board may only delegate authority in the manner set out in this Paragraph.
23. A power of delegation must be exercised with a view to:
   a. The proper exercise of its functions under Paragraphs 1 - 5 of this Regulation; and
   b. Ensuring that each of the Council, Executive Committee and Court are capable of properly exercising their respective functions set out in the Constitution.
24. A power of delegation is revocable and may be subject to conditions. A delegated act on behalf of the Trustee Board shall be reported in writing to it.
25. Authority may not be delegated to the permanent staff, except:
   a. By the President of authority delegated to him or her, in the President's discretion; and
   b. To the Secretary in relation to his or her duties as Secretary.
26. The following matters shall not be delegated:
   a. The appointment of the Chair and Secretary;
   b. The approval of the Union's accounts;
   c. A capital project or contract valued in excess of one million pounds;
   d. The removal of a Trustee, a Sabbatical Officer or the Felix Editor; or
   e. Any other matter determined by the Trustee Board.
27. The following matters may be delegated but only to a Trustees’ Committee:
   a. Changes to the Constitution or Regulations;
   b. An appeal from a determination of the Union Court, and
   c. Any other matter determined by the Trustee Board.

TRUSTEES’ COMMITTEES
28. The Trustee Board may create sub-committees, known as Trustees’ Committees to consider any matter, and in doing so appoint their members, chairs and secretaries.
29. The membership of a Trustees’ Committee shall include a majority of Trustees, shall be chaired by a Trustee, and be composed of at least three members, at least one of whom shall be a Lay Trustee.
30. No person shall be a member of a Trustees’ Committee if they are disqualified from holding office as a Trustee under Paragraphs 35 - 39 of this Regulation.
31. Trustees’ Committees shall be represented upon the Board by their chairs. Any decision taken by a Trustees’ Committee shall be reported in writing to the Trustee Board.

**PAYMENTS AND CONFLICTS OF INTEREST**

32. **Payments to Trustees.** No Trustee except the President shall be remunerated but may be compensated for reasonable out of pocket expenses. Trustees who are Members of the Union may receive benefits due to any other Member of their category.

33. **Conflicts of Interest.**
   a. The Trustees shall declare their interests for the register in the same manner as Officers of the Union, though any dispute upon the registration of a Trustee’s interest shall be adjudicated upon by the Trustee Board Chair.
   b. If a Trustee has any personal interest or interest in another organisation whose interests are reasonably likely to conflict with the Union, that Trustee must:
      1. Declare the interest;
      2. Withdraw from discussion unless expressly invited to remain; and
      3. Not vote, be present during the vote, or be counted in the quorum for any vote.

34. If the Trustee Board is considering an appeal from a determination of the Union Court then the ex officio Trustees shall not vote or be counted in the quorum.

**DISQUALIFICATION AND REMOVAL OF TRUSTEES**

35. A person is disqualified from holding office as Trustee if:
   a. He or she is a member of the Council, Executive Committee, Court, Clubs and Societies Board or Representation and Welfare Board (unless as an ex officio Trustee);
   b. He or she is a member of the Union permanent, part time or casual staff;
   c. He or she is employed by Imperial College, except upon a casual basis;
   d. He or she is not a Full Member of the Union, unless he or she is a Lay Trustee or the Court Chair as a Life Member;
   e. He or she is a Full Member of the Union in the case of a Lay Trustee;
   f. He or she is subject to an electoral disqualification; or
   g. He or she is prohibited by operation of law from being a Trustee.

36. A Trustee shall cease to hold office as Trustee if:
   a. His or her term of office as a Trustee or in a post conferring ex officio Trustee status comes to an end and is not renewed;
   b. He or she resigns as a Trustee;
   c. He or she is an ex officio Trustee and has resigned, been dismissed or removed from the office from which they derived their status as a Trustee;
   d. He or she does not attend three ordinary meetings within twelve months, irrespective of apologies;
   e. He or she is removed by a resolution of two-thirds of the Trustee Board;
   f. He or she is not a Trustee ex officio and is removed by resolution by two-thirds majority of the Council or a General Meeting under Regulation Seven, or
   g. He or she, during the course of office as Trustee, becomes or is disqualified under Paragraph 35 of this Regulation.

37. A Trustee who is seeking election as a Sabbatical Officer shall not exercise the office of Trustee during the course of the election until it is concluded. The election shall for the purposes of this Paragraph run between the Trustee having placed his or her name on the nomination paper and the declaration of the result with no appeal outstanding.

38. An ex officio Trustee upon resignation as a Trustee is deemed to have resigned from the post from which he or she derived his or her status as Trustee.

39. An ex officio Trustee who is removed as a Trustee (except under Paragraphs 36.a, 36.b and 36.c of this Regulation) shall not automatically be removed from the office from which he or she derived ex officio Trustee status. This does not prevent any separate action to suspend or dismiss the person.
REGULATION TWO – THE UNION COURT

JURISDICTION

1. The Court has jurisdiction over and in the following areas within the Union:
   a. Interpretations;
   b. Administration and disputes in individual elections or referenda;
   c. Disciplinary matters, though not relating to staff or Trustees, or extending to dismissal,
      (though it may review the propriety of dismissal proceedings);
   d. Union publications, in a role equivalent to that of the Press Complaints Commission;
   e. Inquiries;
   f. Reports and commentary upon proposed changes to rules; and
   g. Other such judicial, investigative or disciplinary functions as may be allocated by any policy
      or rule.

2. The Court shall not manage or exercise policy-making powers over any other part of the Union.
   The Court shall direct its own procedure, subject only to the Constitution and Regulations.

3. Issues or evidence which are confidential or sensitive are not thereby excluded from the Court’s
   jurisdiction.

4. The Court’s jurisdiction shall not extend to matters which are wholly staff matters as defined by the
   Staff Student Protocol. The Court may hear evidence and require evidence, documentation and items
   from members of staff in closed session which may involve staff matters, but only to the extent that it assists in
   determining any disputed fact or rule which is not a staff matter.

5. The Executive Committee has jurisdiction to act in a role equivalent to that of the Press Complaints
   Commission in response to any complaint made by the Court or any member of it in a personal capacity.
   When doing so it may, in addition to its normal jurisdiction, make an order under Paragraphs 45.j and 45.k of
   this Regulation.

MEMBERSHIP

6. The Court shall consist of members appointed in the following manner:
   a. One member of each Faculty Union elected by the Council, each person being a Full
      Member of the Union;
   b. Three Full Members of the Union nominated by the Executive Committee and approved by
      the Council;
   c. Three Life Members of the Union nominated by the Executive Committee and approved by
      the Council;
   d. One member of the academic or senior administrative staff of Imperial College, of a rank
      equivalent to that of Senior Lecturer or above, nominated by the Council and approved by the
      Rector.

7. Those who are not members of any Faculty Union will be treated for the purposes of this election as
   members of the Faculty Union which otherwise has the smallest number of Full Members.

8. The term of office for those approved or elected by the Council runs from the 1st of August in each
   year. The term for Full and Life Members is one year and three years respectively. The term of office for
   each of the Life Members shall expire in consecutive years.

9. The renewal of a term for a nominated member shall be subject to the approval of the Council, but
    not the re-nomination of the Executive Committee.

10. Those subject to approval of a nomination or renewal of a term as a Life Member may not attend the
    Council during any relevant debate and vote, though the Council may suspend this rule.

11. A vacancy on the Court shall be filled in the same manner as the annual nominations and elections.
    A vacancy filled after the 1st April may be combined with the election or appointment for the subsequent
    term of office. A term of a Life Member filled following a vacancy shall expire when it would otherwise have,
    had it not become vacant. If there is more than one vacancy for a Life Member on the Court, the person
    filling it shall take over the vacant term which expires latest. If more than one person fills such vacancies at
    one meeting of the Council, the terms shall be allocated by lot at the Council.

12. The Court, in committee (comprising at least one member) may after the 1st November in an
    academic year extend its own membership, within the qualifying categories for each class of member, if
    there are three or more vacancies (excluding the College staff member) upon it. The later election or
    appointment of a member by the Court rescinds the appointment of a temporary member. The Court’s
    standing orders may restrict the functions of temporary members, and determine whose appointment is
    rescinded upon the Council’s election or appointment of a replacement.

13. Each member is of equal status to every other member. No member is the representative of any
    group within the Union or the College.

ADMINISTRATION

14. The Court shall appoint a Chair and Deputy Chair from amongst its members. If the Chair is a Life
    Member of the Union, the Deputy Chair must be a Full Member of the Union, and vice versa. No staff
    member of the College may become Chair or Deputy Chair.

15. The Court shall meet ‘in committee’ to deal with its own administrative business and appointment of
    officers. If conducting a hearing it shall meet ‘in session’.

16. No member may appoint a proxy to vote for him or her under any circumstances within the Court
    when in committee or in session.

17. The Court shall adopt, with the approval of the Trustee Board, a code of conduct to which its
    members shall adhere. The code of conduct shall set out the ethical principles and rules upon which
    and within which its members must operate. The code shall include the circumstances in which members are
    disqualified from hearing a case. The code may impose restrictions on the rights of members of the Court
    within the rest of the Union.

18. The Court shall adopt standing orders within which it shall operate for its internal administration and
    supplementing this Regulation. The standing orders, among other things:
    a. Shall not affect the Council’s jurisdiction under this Regulation, nor the role of the Council,
       Council Chair or Court Chair under Regulation Seven;
    b. May exempt the Court from the application of other Regulations (except for Trustee Board
       and Finance Regulations) or policies in respect of the Court’s internal procedure;
    c. May permit the Council Chair or another independent person to chair meetings in committee
       or perform other roles under specified circumstances; and
d. May provide for the automatic resignation, removal, censure or dismissal of members or post-holders within the Court, though proposals for censure and dismissal shall comply with Regulation 7.

An amendment to the code of conduct or standing orders requires the approval of a two-thirds majority of those present and voting. Standing orders governing the following matters also require the approval of the Standing Orders Committee:

a. Appeals within the Court or to the Trustee Board;
b. Regulating the directions for searches, the compulsion of evidence and production of documents or items;
c. Imposing any time limit upon applications or appeals, except a time guillotine within a hearing; and
d. Imposing restrictions how and by whom cases may be requested.

COMMENCEMENT OF A CASE

20. The authority of the Court under Paragraph 1 of this Regulation may only be exercised when in session.

21. A hearing in a case may be requested by such people or bodies and in such circumstances as may be prescribed in standing orders.

22. The Court may decide whether to accept any case in a manner set out in standing orders.

23. An interpretation, review or declaration may also be made by the Court if acting in another of its jurisdictions. If the Court determines that another jurisdiction (except inquiries) is appropriate it may exercise it instead of or in addition to the one for which it was summoned.

24. A nominee of the Court Chair may, prior to a case being commenced, make any direction (including a specified compulsory direction) or interim order pending commencement, subject to standing orders.

25. Any person or the Court itself may request that the Court reconvenes to examine whether a determination or direction was or is being complied with.

APPOINTMENT OF PANELS

26. When the Court is in session it shall be composed of a panel drawn from the membership of the Court appointed according to standing orders.

27. A panel, unless it is one person sitting alone, must contain at least one Full Member of the Union. Standing orders may provide for panel chair’s action on its behalf in specified circumstances.

28. The appointment of a panel, once made, cannot be rescinded by any person or body outside the panel.

29. The Court may direct the consolidation or severance of cases.

DIRECTIONS

30. The Court, in session, composed of the appointed panel, may make directions for the management of a case, administratively or in a hearing, subject to the standing orders.

31. Such directions may govern the agenda, time limits, advance notice, adjournments of or bringing forward hearings, submissions or evidence received, agreement of facts, narrowing any contested issue, excluding irrelevant issues, consolidation or severance of cases, or any other matter. A direction may specify the consequences of a breach, and be subject to conditions.

32. The Court may make specified compulsory directions:
   a. Any person holding a post in the Union including staff may be required by direction to attend a Court hearing and answer questions.
   b. The Court may require the production of any document or item, or copies thereof, created or held by the Union or any person holding office including staff within it in their capacity as such.
   c. The Court may require the searching of any premises administered by the Union. Such a direction may only apply to the offices of permanent staff with the consent of the President or Union General Manager.

33. A breach of a specified compulsory direction (which includes a lack of open candour in complying with it) may result in the Court making disciplinary referrals or penal orders. A breach of any type of direction may result in issues or evidence being excluded, further directions made, or a hearing being discontinued.

HEARINGS

34. The Court, in session, may run one or more hearings in a case and come to a determination. The Court may dispense with a hearing only under circumstances set out in standing orders.

35. A hearing must be in public unless the Court directs it or part of it to be held in closed session, in circumstances set out in standing orders. Reasonable steps must be taken to inform any person or body who may be directly affected by any potential order of the hearing and its purpose.

36. The Court shall interpret the meaning of the Staff-Student Protocol. Any such declaration shall only be made after the President or Union General Manager has had the opportunity to make submissions or comments. The Court Chair or panel chair shall be responsible for clarifying and enforcing this protocol when the Court is sitting or in administrative matters relating to the Court.

37. If an issue before the Court becomes the subject of legal action, referral to the Imperial College Council, Visitor, Office of the Independent Adjudicator for Higher Education, or another relevant external authority, the Court may adjourn the hearing until after its resolution or discontinue the hearing.

38. The Court may choose to discontinue a case without coming to a determination if an issue becomes pointless or academic. The Council may require an inquiry to be discontinued.

DETERMINATIONS AND REPORTS

39. A determination or report shall be made at the end of the case, unless it was discontinued.

40. The deliberations of the panel in coming to a determination or report shall be in closed session and remain permanently confidential.

41. No person or body may instruct or seek to influence any member of a panel how to rule on a determination or report. No member of the panel may abstain in a determination or part thereof.

42. The determination or report shall be public and available to any Full Member of the Union, and any other person whom it affects. Standing orders may provide for the redaction of detail in particular circumstances and in any event staff matters shall be omitted or anonymised.

43. An interim determination may be made by the Court. An interim determination, which may include interim orders, may be made prior to a case being commenced, during a case before it is concluded (though it may have the effect of concluding it), or after the final determination. A case which continues after an interim determination shall, upon conclusion, have another final determination.
44. A declaration becomes a binding precedent upon the Court, from which it can only depart in the interests of justice. The opinions of those in the majority, and the circumstances in which orders were made, becomes a persuasive precedent which may form a basis for future determinations.

ORDERS

45. In a determination, the Court may make no order, or make one or more of the following orders:

a. Declare what the Constitution, its Regulations and any policy or rule means, and the consequences of this declaration;

b. Quash a policy, rule, decision, act or omission, or any part thereof, found to be unconstitutional or unlawful;

c. Suspend a policy, rule, decision, act or omission, or any part thereof, found to be unconstitutional or unlawful, until such time as may be specified;

d. Remit a decision back to a person or part of the Union with its opinion or ruling;

e. Require a committee or person which improperly avoided or dismissed a motion to reconsider it, and may set aside any time limit if fair to do so;

f. Summon an emergency meeting of any committee in the Union;

g. Mandate an officer, post-holder or committee to act in accordance with the Constitution, its Regulations and any policy or rule, or prohibit them from breaching it;

h. Refer any matter to the Trustee Board;

i. Replace the decision of a returning officer, supervisory authority, elections or referendum committee with any other that they would have been authorised to make;

j. Require or authorise a meeting in another part of the Union to be in open or closed session;

k. Propose a motion of censure or no confidence to the Council or any other committee entitled to pass it;

l. Censure Officers of the Union or others holding elected or unpaid appointed office in any part of the Union, when acting as a disciplinary tribunal;

m. Make a penal order;

n. Authorise a more senior budget holder to spend out of a subsidiary budget;

o. Declare that a publication complaint was upheld, dismissed or that sufficient remedial action was offered;

p. Order that a publication against which a complaint is upheld must print or publish the result and reasoning behind it with due prominence;

q. Make any order which the Press Complaints Commission is entitled to make in respect of a member publication, except for awards of money;

r. Make any other order which a Regulation, policy or rule permits; or

s. Make any order which is necessary or expedient to give effect to another order which the Court is entitled to make.

46. Any order is discretionary. The fact that a breach of a rule has been found does not require the Court to make further orders. The Court may also make recommendations to any person or body.

47. The Court may apply a time limit to any order, or make it subject to conditions. An order in relation to any policy, rule, decision, act or omission may apply to a proposal or suggestion to implement the same.

48. The Court may not make any order:

a. Relating to any matter outside the jurisdiction of the Union under the Constitution and Code of Practice;

b. Requiring, in the opinion of the Court, the Union or any person to act unlawfully, including any contractual breach or tort;

c. Quashing or suspending a resolution of the Trustee Board or of a Trustees’ Committee; or

d. In respect of any matter for which a time limit has expired under the Regulations or standing orders.

49. The Court may not make any mandatory or prohibiting order:

a. in respect of the Council;

b. in respect of a person’s choice of vote;

c. directly requiring any person to authorise or not authorise anything under the Finance Regulations;

d. upon a member of the Union staff; any such order being made upon the President instead; or

e. in respect of an act which a person with responsibility for Health and Safety in the Union reasonably declares would impose legal liability on them or the Union, and whose declaration is not countermanded by a more senior authority.

50. If a proposal for a censure or no confidence is made, it shall be treated for all purposes as having been validly proposed to any committee entitled to hear it. Directions or orders may be made in relation to calling and scheduling the committee to hear it at any time which the Court may establish, though any such meeting must be held at least one week after the proposal is made.

51. A penal order may be imposed upon any constituent part of the Union apart from the Trustee Board, Council, Executive Committee, commercial services, individual members or staff. It may include suspension, the freezing of budgets (subject to the President or Deputy President (Finance and Services) authorising expenditure for the performance of a legal obligation) and/or a prohibition on the use of room bookings or other Union facilities.

52. A penal order made in relation to a breach of a specified compulsory direction may apply to any constituent part of the Union allowable above, for which the individual who is in breach of the direction is the chair, treasurer, secretary, other post-holder or member if the breach is relevant to that constituent part of the Union.

53. A penal order may be reduced or rescinded by the Council.

APPEALS

54. The Court may, with the approval of the Council, establish within itself a panel of members of proven and substantial ability and integrity to be entitled to sit on internal appeal hearings. Standing orders shall govern the ambit and procedure for an appeal.
55. An appeal may be made within two weeks of the conclusion of any internal appeal process by and with the consent of the Union President or three Trustees to the Trustee Board if, and only if, the Court:

a. Makes a final or interim order formally quashing or suspending for unconstitutionality any decision of the Council;
b. Makes a final or interim order relating to a reserved matter; or
c. Grants leave to do so.

56. The Trustee Board's appellate jurisdiction shall be subject to the following rules:

a. No appeal shall lie against a decision by the Court not to make a relevant order as set out in Paragraphs 55.a or 55.b of this Regulation and
b. A decision having the effect of changing the determination must be reasoned and the reasons published.

SUBORDINATE TRIBUNALS AND MEDIATION

57. The Court may establish subordinate tribunals or mediation panels under standing orders for any matter within its jurisdiction and may delegate authority to them. Such tribunals or panels shall include at least one member of the Court and be wholly subject to the Court's jurisdiction.

58. Mediation Board

a. The Mediation Board shall operate under the supervision of the Court as a mediation panel, and may mediate in a complaint about Felix or any other Union publication or media outlet.
b. The Mediation Board shall be appointed and conduct its business according to the Court's standing orders.

REGULATION THREE - OFFICERS OF THE UNION

OFFICERS OF THE UNION

1. The Officers of the Union shall be the:

a. President;
b. Deputy President (Clubs and Societies);
c. Deputy President (Education and Welfare);
d. Deputy President (Finance and Services);
e. Council Chair;
f. President of the City and Guilds College Union;
g. President of the Imperial College School of Medicine Students' Union;
h. President of the Royal College of Science Union;
i. Arts and Entertainments Board Chair;
j. Athletics Clubs Committee Chair;
k. Graduate Students' Association Chair;
l. Media Group Chair;
m. Overseas Societies Committee Chair;
n. Recreational Clubs Committee Chair;
o. Royal School of Mines Committee Chair;
p. Silwood Park Union Chair;
q. Social Clubs Committee Chair;
r. Wye College Union Society President;
s. City and Guilds College Union Academic Affairs Officer (Taught Students);
t. Imperial College School of Medicine Students' Union Academic Affairs Officer (Taught Students);
u. Royal College of Science Union Academic Affairs Officer (Taught Students);
v. City and Guilds College Union Academic Affairs Officer (Research Students);
w. Imperial College School of Medicine Students' Union Academic Affairs Officer (Research Students);
x. Royal College of Science Union Academic Affairs Officer (Research Students);
y. City and Guilds College Union Welfare Officer;
z. Imperial College School of Medicine Students' Union Welfare Officer;
aa. Royal College of Science Union Welfare Officer;
bb. Community Action Group Chair;
c. Equal Opportunities Officer;
dd. Welfare Campaigns Officer;
e. Rag Chair.

REGISTER OF INTERESTS

2. A Register of Interests shall be kept for Trustees, Officers of the Union, the Felix Editor, members of the Court and any other person at the discretion of the Trustee Board, Council or Executive Committee.

3. The Register shall be available to all Full Members of the Union and Trustees.

4. The Register shall contain any current part-time external employment, directorships and direct shareholdings, and the Officer’s Department/Division and year.

5. The Register shall contain all current and former:

a. Courses of study at Imperial College;
b. Employment by the Union or by College;
c. Gifts, hospitality, and free or discounted tickets received in connection with Union business;
d. Sponsorship by any firm in connection with a course of study or Union business;

e. Positions of office held within the Union or any constituent part;

f. Membership of any Union committee;

g. Membership of any Union club or society, and their committees; and

h. Any employment, membership, or positions within the University of London Union, National Union of Students or any other representative student organisation.

6. The Register shall contain any matter not falling in the above categories which could provide information of any pecuniary interest or other material benefit which an Officer receives which might reasonably be thought by others to influence his or her actions, speeches, or votes in committees, or actions taken in his or her capacity as an Officer.

7. Union Officers shall be required to sign the Register as an accurate record of their interests as a requirement of taking office.

8. The Register shall be kept and maintained by the President, who shall be responsible for notifying Officers of the responsibilities and requiring Officers to register.

9. In the event of a dispute on the question of whether a matter is registrable, the Council Chair shall adjudicate and make a ruling, which may be appealed to the Court, whose decision is final.

**JOB DESCRIPTIONS FOR THE SABBATICAL OFFICERS AND THE FELIX EDITOR**

10. **The President** The Union President shall:

   a. Execute the policy and further the aims and objects of the Union;

   b. Be the ultimate representative of the Union;

   c. Be the chief executive officer of the Union;

   d. Be responsible for the activities of the Union;

   e. Act as a Trustee ex officio;

   f. Be responsible to the Court for the Union’s Elections;

   g. Be responsible for constitutional development and preliminary interpretation;

   h. Be responsible for the finances of the Union;

   i. Be responsible for staffing and discipline issues;

   j. Be the manager of the other Sabbatical Officers in their role as employees and co-ordinate their work and that of the non-sabbatical Officers of the Union;

   k. Be the manager of the Felix Editor and other holders of sabbatical office, in their role as employees, without prejudice to their operational and representative independence;

   l. Delegate the duties and responsibilities of Officers in the case of vacancies of if any Officer is unable to carry out his or her duties;

   m. Be responsible for the work of the Executive Committee;

   n. Chair relevant Union Committees;

   o. Liaise with Union and College staff as appropriate;

   p. Represent the Union on external committees as appropriate;

   q. Be responsible for Health and Safety across the whole Union;

   r. Report to Union Committees as appropriate; and

   s. Negotiate extra duties for Union Officers where appropriate.

11. **Deputy President (Finance and Services)** The Deputy President (Finance and Services) shall:

   a. Uphold the policy and further the aims and objects of the Union;

   b. Take on Presidential duties as appropriate;

   c. Be responsible to the President for all aspects of the Union finances;

   d. Be responsible to the President for the Union’s commercial services;

   e. Co-ordinate trading forums and the finance-related aspects of the Clubs and Societies Board;

   f. Liaise with Union and College staff as appropriate;

   g. Represent the Union on external committees as appropriate;

   h. Report to Union Committees as appropriate; and

   i. Negotiate other duties with the President.

12. **Deputy President (Clubs and Societies)** The Deputy President (Clubs and Societies) shall:

   a. Uphold the policy and further the aims and objects of the Union;

   b. Take on Presidential duties as appropriate;

   c. Be responsible for the effective co-ordination and representation of Union Clubs and Societies, in conjunction with the relevant Union committees;

   d. Be responsible to the President for Health and Safety issues within clubs and societies, and chair and administer the Union Health and Safety Committee;

   e. Be responsible for the organisation of Freshers’ Fayre;

   f. Liaise with the Clubs and Societies Administrator to ensure that appropriate support is being given to all Union clubs and societies;

   g. Liaise with other Union and College Administrator to ensure that appropriate support is being given to all Union clubs and societies;

   h. Attend the relevant Union Committees;

   i. Represent the Union on external committees as appropriate;

   j. Represent Union Clubs and Societies to the British Universities Sports Association;

   k. Report to Union Committees as appropriate; and

   l. Negotiate other duties with the President.
13. **Deputy President (Education and Welfare)** The Deputy President (Education and Welfare) shall:
   a. Uphold the policy and further the aims and objects of the Union;
   b. Take on Presidential duties as appropriate;
   c. Be responsible for welfare issues and services for all Union members;
   d. Be responsible for co-ordinating the provision of student development and progression within Union activities;
   e. Be responsible for keeping College informed of student opinion on academic affairs;
   f. Be responsible for the academic concerns of all Union members;
   g. Be responsible for co-ordinating and publicising all campaigns concerning equal opportunities and welfare issues;
   h. Liaise with the Graduate Students Association Chair on all matters concerning students registered on postgraduate courses;
   i. Be responsible for organisng the training of Union Officers;
   j. Assist the President in enforcing the Union's Equal Opportunities Policy;
   k. Liaise with Union and College staff as appropriate;
   l. Attend the relevant Union Committees;
   m. Represent the Union on external committees as appropriate;
   n. Report to Union Committees as appropriate; and
   o. Negotiate other duties with the President.

14. **Felix Editor** The Felix Editor shall be responsible to Council for:
   a. The running and management of Felix in accordance with the Felix Constitution, the Code of Practice for ICU Publications, Annex F of the Code of Practice and its other provisions for Union media, College Code of Practice (Freedom of Speech) and Section 43 of the Education (No.2) Act 1986 and any subsequent amendments of the above;
   b. The proper financial management of Felix and adherence to budget;
   c. Ensuring that the editorial responsibilities of fair play and honesty prevail whilst defending the concept of editorial freedom;
   d. The recruitment of such assistance as is necessary, from the student body of Imperial College in the first instance; and
   e. Any inaccuracies appearing in Felix articles which have been presented implicitly or explicitly as facts.

**JOB DESCRIPTIONS FOR OTHER UNION OFFICERS**

15. **The Presidents of the Faculty Unions and Chairs of the Club and Societies Committees, Graduate Students Association, Community Action Group and Rag** The Presidents of the Faculty Unions, and Chairs of the Club and Societies Committees, Graduate Students Association, Community Action Group and Rag Chair, in addition to any duties laid down by their respective Faculty Union or committee, shall:
   a. Represent the interests of their members at the appropriate Union, Faculty and College Committees;
   b. Be responsible for the development and preliminary interpretation of their constitutions;
   c. Be responsible to the Deputy President (Finance and Services) for all aspects of their union’s or committee’s finances;
   d. Be responsible to the Deputy President (Clubs and Societies) for the duty of care and Health and Safety of their members;
   e. In the case of Faculty Union Presidents, Graduate Students’ Association Chair, the Overseas Societies Committee Chair, Silwood Park Chair and Wye College Union Society President, be responsible to the Deputy President (Education and Welfare) for the education and welfare issues of their members;
   f. Be accountable to Council for the activities of their union or committee; and
   g. Carry out such duties as may, from time to time, be laid down by the Council or the Executive Committee.

16. **The Council Chair** The Council Chair shall:
   a. Chair Council and other relevant Union committees;
   b. Uphold the duties and responsibilities detailed in the Constitution and Regulations;
   c. Be independent and impartial in all proceedings and duties as Council Chair;
   d. Shall not sit as an ordinary member of the Executive Committee, Clubs and Societies Board or Representation and Welfare Board;
   e. Act as an ex officio Trustee; and
   f. Carry out such duties and responsibilities as may, from time to time, be laid down by the Council.

17. **The Equal Opportunities Officer** The Equal Opportunities Officer shall:
   a. Be responsible for those issues which specifically relate to Equal Opportunities and organise relevant educational and training events and briefings, and report accordingly;
   b. Sit on appropriate Union Committees;
   c. Represent the Union’s views on the relevant College Committees;
   d. Assist the President in enforcing the Union’s Equal Opportunities Policy; and
   e. Carry out such duties as may, from time to time, be laid down by the Council or the Executive Committee.

18. **The Graduate Students Association Chair** The Graduate Students Association Chair shall, in addition to the responsibilities established in Paragraph 15 of this Regulation and laid down by the Graduate Students’ Association:
   a. Be responsible for the effective representation both to the College and within the Union itself of students registered on postgraduate courses;
b. Be responsible for the effective co-ordination of the Union’s services to, and activities for, students registered on postgraduate courses;

c. Support postgraduate students’ involvement in all relevant areas of Union and College activity;

d. Liaise with Union and College staff as appropriate;

e. Attend the relevant Union Committees;

f. Represent the Union on external committees as appropriate; and

g. Report to Union Committees as appropriate.

19. The Welfare Campaigns Officer. The Welfare Campaigns Officer shall:

a. Be responsible for suggesting areas of interest to the Union that relate to welfare support;

b. Be responsible for researching sources of information and implementing campaigns relating to areas of interest to the Union that relate to welfare support, and report accordingly;

c. Be responsible to the Deputy President (Education and Welfare) for the research and implementation of campaigns;

d. Sit on appropriate Union Committees;

e. Represent the Union’s views on the relevant College Committees;

f. Implement welfare campaigns as determined by the Welfare Committee; and

g. Carry out such duties as may, from time to time, be laid down by the Council or the Executive Committee.

20. The Faculty Academic Affairs Officers. The Faculty Academic Affairs Officers shall:

a. Be responsible for representing students’ views to the Union, College and other groups as necessary;

b. Assist the Deputy President (Education and Welfare) in the co-ordination of academic representation of taught or research students in the Faculty;

c. Represent the Union’s views on the relevant College committees;

d. Attend the relevant Union committees;

e. Be responsible to the Deputy President (Education and Welfare) for the academic representation of taught or research students in the Faculty;

f. Carry out such duties as may, from time to time, be laid down by the Council or the Executive Committee.

21. The Faculty Welfare Officers. The Faculty Welfare Officers shall:

a. Be responsible for suggesting areas of interest to the Faculty and the Union that relate to welfare support;

b. Be responsible for researching sources of information and implementing campaigns relating to areas of interest to the Faculty and the Union that relate to welfare support, and report accordingly;

c. Be responsible to the Deputy President (Education and Welfare) for the research and implementation of campaigns;

d. Sit on appropriate Union Committees;

e. Represent the Union’s views on the relevant College Committees;

f. Implement welfare campaigns as determined by the Welfare Committee; and

g. Carry out such duties as may, from time to time, be laid down by the Council or the Executive Committee.

22. Delegates to the National Union of Students and University of London Union. Delegates elected to represent the Union to the National Union of Students (“NUS”) and the University of London Union (“ULU”) shall:

a. Attend all Union relevant meetings and represent the views of the Union to NUS conferences and ULU meetings;

b. Work with all other Union delegates to support motions that the Union Council believes further the aims, objects and policies of the Union;

c. Work with all other Union delegates to prevent motions that the Union Council believes work against the aims, objects and policies of the Union from being passed;

d. Be forbidden from joining any NUS or ULU political or religious faction;

e. Where clarification is required on matters concerning Paragraphs 22.a to 22.d of this Regulation, the delegate shall seek and act upon the guidance of the President.

23. Any NUS National Conference or other delegate who fails to attend the NUS National Conference or other conference respectively without giving ten College days’ notice and a reason to the satisfaction of the President or, in the view of the Council expressed through a disciplinary motion, fails to fulfil the tasks outlined in Paragraphs 41-44 of the Constitution shall be disqualified from being elected to NUS Conference positions again.

24. Any ULU meeting delegate who fails to attend two ULU meetings of which he or she is a delegate or member without giving five College days’ notice and a reason to the satisfaction of the President shall be deemed to have automatically resigned from their position and will be disqualified being elected to ULU delegate positions again on behalf of the Union.
REGULATION SIX - STANDING ORDERS FOR ALL UNION MEETINGS

[COUNCIL APPROVAL IS NOT REQUIRED FOR AMENDMENTS TO THIS REGULATION]

REGULATION SEVEN - DISCIPLINARY AND COMPLAINTS PROCEDURE

JURISDICTION

1. This Regulation establishes or provides for the disciplinary and complaints procedures across the Union as set out in Paragraphs 92 - 93 of the Constitution.

2. Officers and representatives may only be suspended, censured or dismissed within the provisions of this Regulation.

3. The President is responsible through the Court (except for staff matters) to the Trustee Board for discipline in the Union.

4. Complaints. A student or group of students who wish to make a complaint shall follow the procedure established in Paragraphs 11-16 of this Regulation.

5. Definitions.
   a. A Union Officer or other person holding elected or unpaid appointed office in respect of whom an investigation or disciplinary action is being taken shall be referred to as the "defendant officer".
   b. A defendant officer who is a Sabbatical Officer or otherwise derives employment from office shall also be referred to as a "defendant sabbatical".
   c. The authority and responsibility for dealing with misconduct by any defendant officer shall be the President, though the Council Chair shall deal with cases involving the President, Felix Editor and Court Chair, and the Court Chair with other members of the Court and the Council Chair. The person concerned or his or her nominee shall be referred to as the "relevant authority".

6. Union Officers and Other Holders of Office.
   a. This Regulation deals in Paragraphs 3, 4, 5, 6 and 7 with misconduct, negligence or failure to maintain the confidence of the Council or other policy-making body by Officers of the Union, others holding elected or unpaid appointed office in any part of the Union (including the Felix Editor) or misconduct by members of the Court.
   b. This Regulation deals in Paragraphs 44 - 49 with the powers of the Court and Trustee Board to act as a disciplinary tribunal and to suspend, censure or dismiss a defendant officer for misconduct. Union policy may provide for other sanctions to be imposed by a disciplinary tribunal.

7. Union Members and Registered Students. Misconduct by students of a non-academic nature within the Union shall be dealt with by the Union under Union policy approved by the Imperial College Council, which forms part of the College Code of Discipline for students. Such a policy may also deal with misconduct by clubs and societies, Associate or Life members. Other policies or rules may provide for disciplinary sanctions.

8. Staff. Misconduct by Union staff shall be dealt with by the President and Union General Manager (or where provided for, the Trustee Board) through the line management structure, under policy established by or under the authority of the Trustee Board. No other part of this Regulation shall govern staff discipline.

   a. Any committee or person exercising disciplinary or quasi-disciplinary powers within the Union except in relation to staff matters shall follow the natural justice provisions in Paragraphs 50 – 52 of this Regulation (Other Disciplinary Proceedings).
   b. Action under multiple Paragraphs of this Regulation may be taken in respect of the same conduct.
13. A complaint may, if in relation to a constituent part of the Union and at the discretion of the complainant, be referred to its chair, president or captain (or other person set out in its rules) for resolution.

14. If a complainant is dissatisfied with the resolution of the complaint by the President or other person and the complaint is not a staff matter, it may be referred to the Union Court.

15. The President, Council Chair or Court respectively shall respond to any complaint within ten working days.

16. If a complaint is upheld an effective remedy should be provided, which may, but need not, involve disciplinary action under this Regulation.

17. If a complainant is still dissatisfied with the resolution of the complaint they may pursue the matter with the College under the Code of Practice.

18. This procedure does not prevent a complainant from taking proper action themselves under this Regulation or participating in any open Union meetings.

19. The authority and responsibility for issuing disciplinary warnings shall be undertaken by the relevant authority.

20. A warning shall take the following forms:
   a. A verbal warning, which may take the form of an informal or formal discussion of the problem. This shall be reported to the Executive Committee and any other relevant committees.
   b. A written warning, which will take the form of a letter written by the relevant authority and copied to the Executive Committee and any other relevant committees.

21. The relevant authority issuing the warning must inform the defendant officer being warned of his or her rights of appeal.

22. The presidents and chairs of the Union’s standing committees, clubs and societies may also deal with minor cases involving their officers and members.

INVESTIGATIONS

23. An investigation may be undertaken in respect of misconduct by a defendant officer. An investigation is compulsory in the case of alleged misconduct by a defendant sabbatical or Trustee. In other cases it is not compulsory, but the Council or other body may take into account the extent of any investigation prior to a motion being presented to it.

24. The purpose of the investigation is to establish any facts and explanations that may be relevant to an allegation of a motion of censure or no confidence.

25. The relevant authority shall commence the investigation and appoint its manager. The Court may upon request of any person institute an investigation, replace an investigation manager with another person, take it over as an inquiry, or shut it down.

26. The investigation, if undertaken, must:
   a. Be managed by a person senior in office to the defendant officer, or an independent person (who may, but need not be a Full Member of the Union, though not a member of the permanent staff);
   b. Put the allegations and evidence of misconduct to the subject of investigation in a manner he or she can understand;
   c. Be concluded prior to the motion being debated at the Council or other body; and,
   d. Be provided to the Trustee Board, if the inquiry relates to a defendant sabbatical or Trustee.

27. An investigation manager or proposer may, with the permission of the Council Chair or the Court, put a proposed motion back to a later meeting of the Council or General Meeting within the same academic year for the purpose of ensuring an investigation is concluded satisfactorily.

SUSPENSION

28. The President or the Trustee Board may suspend any defendant officer holding sabbatical office or otherwise deriving employment by the Union from office upon full pay and accommodation if there are reasonable grounds for so doing, and in particular:
   a. Gross or serious misconduct is alleged;
   b. There may be risks to third parties or Union or College property;
   c. Where the working relationship between the defendant officer and others may be impaired;
   d. Be provided to the Trustee Board, if the inquiry relates to a defendant sabbatical or Trustee.
d. To assist, if necessary, an investigation.

29. The President may also suspend any defendant officer in relation to whom the President is the relevant authority and either a motion of no confidence has been validly proposed to the Court of other committee entitled to dismiss them, a disciplinary investigation has started under Paragraphs 23 – 27 of this Regulation (Investigations), or a disciplinary tribunal has formed under Paragraphs 44 – 49 of this Regulation (Disciplinary Tribunals of the Court and Trustee Board).

30. Suspension is not in itself a disciplinary sanction. The President or Trustee Board shall determine the extent of the suspension, which shall not restrict the defendant officer’s ordinary rights as a Full Member of the Union. A suspension including removing the right to attend and vote at any Union meeting requires the approval of the Trustee Board or Court.

31. A suspension by the President for more than fourteen days requires the Court to be satisfied and remain satisfied that the grounds of the suspension are reasonable and proper.

32. The President or Trustee Board, as appropriate, may allocate any duties of the suspended officer during the course of a suspension. Any suspension may only continue for as long as is reasonable.

CENSURE AND NO CONFIDENCE MOTIONS.

33. Jurisdiction.

a. The Council may censure or dismiss any defendant officer in the Union (though dismissal of a sabbatical defendant shall be referred to the Trustee Board).

b. The Court and the policy-making bodies of the Faculty Unions, Club and Society Committees, Rag, Community Action Group, clubs and societies may censure or dismiss their officers and representatives (including those that are Officers of the Union). These committees’, clubs’ or societies’ standing orders shall comply with Paragraphs 50 - 52 of this Regulation (Other Disciplinary Proceedings) and may further restrict or prohibit censure or dismissal.

c. The Court may censure or refer for dismissal any defendant officer under its own procedure.

34. Procedure for Debating the Motion at the Council.

a. Motions of censure or no confidence shall be proposed to the Council by one of the following people and methods:

(1) By a Full Member of the Union, seconded by twenty Full Members of the Union. The petition shall include the signatures or College identification numbers (“CIDs”) and printed names, departments and years of the petitioners.

(2) By a nominee of the Council Chair, if the Council has twice rejected a report submitted by any person required to do so under Paragraph 28 of Regulation 6. If no-one wishes to be the proposer, the Council Chair shall be the nominal proposer, but remain under the same restrictions with respect to participation in the debate.

(3) By the President, in relation to any person except the Council Chair, the Felix Editor or a member of the Court.

(4) By a nominee of the Court under its regulations. The Council Chair may be the default proposer as before. The Executive Committee may do so when acting under Paragraph 5 of Regulation 2.

b. All motions of censure or no confidence, except those arising from a rejected re-presentation of a report, must:

(1) Name individual officers or representatives;

(2) State clearly in writing the grounds of the complaints;

(3) State the nature and conclusions of any relevant investigations undertaken;

(4) Include details of previous warnings under Paragraphs 11 – 18 in this Regulation, or lack of them;

(5) Include details of any part of the Constitution, Regulations, Policies or Court determinations alleged to have been breached;

(6) Include in the case of members of the Court, instead of Paragraph 76 of the Constitution above, the provision of its Code of Conduct breached;

(7) Be presented with its supporting petition to the relevant authority, at least seven College Days before Council.

c. No motion of censure may lie against a person already censured, whether by the Council, Court or other committee entitled to do so.

d. Upon receipt of the motion of censure or no confidence unless automatically generated by a twice rejected report, the relevant authority will take all reasonable steps to inform the defendant officer of the grounds of the complaint, the procedures laid out in this document and the date of the meeting.

35. Procedure for Bringing Motions to the Council.

a. If more than one motion of censure or no confidence is submitted to any meeting, they may be considered as a single motion, but if separately submitted may be considered separately, at the discretion of the proposers of the motions.

b. The following amendments to the standing orders for Council shall have effect, as well as the provisions of Paragraph 50 of this Regulation:

(1) The substantive intent of motion of censure or no confidence may not be amended, although supporting arguments may be amended;

(2) A motion of no confidence may be amended to a censure (notwithstanding Paragraph 35.b.(1) of this Regulation above), but a motion of censure may not be amended to no confidence;

(3) The defendant officer may bring their own representative (who may be any member of the College, but not a lawyer acting in a legal capacity), and either person may address the meeting and have full right of reply;

(4) The Council shall have due regard for the gravity of the motion;

(5) The Council may choose to vote on a single motion against several individuals separately for each individual;

(6) The proposer and subject of a motion may not vote upon it or disputed amendment to it;

(7) No vote may be polled;

(8) The vote upon the motion and any disputed amendment to it shall be held by secret ballot, notwithstanding Regulation 6, Paragraphs 10 and 27.c;

(9) The motion must be approved by a two-thirds majority of those present and voting, and more than half of those present and eligible to vote;
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(10) A motion which having been voted on and rejected may not later be reconsidered by the Council (notwithstanding Regulation 6, Paragraph 27.c);

(11) A motion that is not discussed for any reason at the meeting is deemed to have fallen, except when the Council specifically adjourns to reconsider the motion.

36. Procedure for Censure and No Confidence Motions at Other Bodies.
   a. In proceedings resulting in a censure or no confidence there shall be:
      (1) A necessity for a petition with a proposer and at least ten seconders;
      (2) At least one week’s notice to be given of a motion;
      (3) A necessity for approval of the motion by at least a two-thirds majority of members present and voting; and
      (4) A course of appeal to a higher body.
   b. Any constituent part of the Union entitled to dismiss a defendant sabbatical must conduct an investigation under Paragraphs 23 – 27 of this Regulation (Investigations), and refer final dismissal to the Trustee Board under Paragraphs 37.d – 37.f of this Regulation.
   c. If a proposal for a censure or no confidence is made by the Court it shall be treated for all purposes as having been validly proposed to any committee entitled to hear it.

37. Procedure on the Motion being Passed at the Council or Other Body.
   a. On the passing of the motion, the defendant officer shall be informed by the Chair of the result of the motion and of the right of appeal, and if he or she is absent, all reasonable steps shall be taken to inform him or her of the result of the motion.
   b. On the passing of a motion of censure the defendant officer shall be informed that further complaints may only be dealt with by a motion of no confidence.
   c. On the passing of a motion of no confidence the defendant officer shall, if he or she does not hold sabbatical office, be dismissed immediately.
   d. If a motion of no confidence is passed against a defendant sabbatical, the he or she shall be suspended from duty pending a meeting of the Trustee Board, which may then (after any further investigations and hearings which it may conduct) dismiss the defendant sabbatical, or remove the suspension.
   e. A defendant sabbatical suspended following a motion of no confidence shall receive full pay and accommodation until the Trustee Board has determined the matter finally, with the following provisos:
      (1) The suspension on full pay and accommodation shall last no less than one month, unless
      (2) Their term of office ends earlier, in which case pay and accommodation terminates at the expiry of the term of office.
   f. If the Trustee Board decides not to dismiss a defendant sabbatical following a motion of no confidence, he or she, if not already censured, shall be censured automatically. The Trustee Board shall provide the reasons for its decision to the Council.

38. Removal from Membership of a Committee. The Council may without notice and by simple majority remove any or all ordinary or co-opted members from any committee (but not individuals from their posts). This includes ordinary members of the Executive Committee but not the Council, Court or Trustee Board.

39. Disqualification from Office. A person dismissed from office by the Council or any other committee by virtue of a motion of no confidence under this Regulation may not be elected to or hold that office again. In the case of a Sabbatical Officer a person may not hold any Sabbatical Officer post again. The Council may remove this disqualification.

40. Appeal Procedure for Warnings, Censure and No Confidence Resolutions.
   Any person warned under Paragraphs 19 – 22 (Warnings) of this Regulation may appeal to the Court whose decision is final. Warning appeals in constituent parts of the Union shall be governed by their rules.

41. Any person censured or dismissed by the Council (“the appellant”) may appeal to a General Meeting whose decision is final. The appellant should give notice of appeal within two College days to the relevant authority.

42. The appellant must then successfully petition a General Meeting according to the Constitution within five College days. It shall then meet at a time and place agreed between the person censured or dismissed and the Council Chair. If a time and place cannot be agreed it shall be determined by a nominee of the Trustee Board Chair.

43. If the General Meeting cannot be petitioned in time, or closes as inquorate before the vote is held, the appeal is dismissed. General Meeting may also amend a no confidence resolution to a censure.

44. The Court and the Trustee Board may each form a disciplinary tribunal to deal with misconduct by a defendant officer. Such misconduct shall not merely constitute (though it may include):
   a. A failure to maintain the confidence of the Council or other policy-making body;
   b. A failure to adhere to any manifesto commitment; or
   c. Inadequate representation on behalf of the student body.

45. A disciplinary tribunal may only be requested by the President, Council Chair or Trustee Board Chair, and the Court or Trustee Board may choose then whether to institute proceedings. Only the Trustee Board Chair may request a disciplinary tribunal of the Trustee Board.

46. The Court or Trustee Board shall administer the hearing in such manner as may be set out in their standing orders or policy (complying with Paragraphs 50-52), may instigate an investigation and may refer a disciplinary tribunal to each other.

47. The Court or Trustee Board may, as well as exercising any other appropriate authority, warn or censure the defendant officer. The Trustee Board may dismiss the defendant officer, and the Court may refer the matter to the Council as a no confidence motion or to the Trustee Board for dismissal, which may include a suspension pending the Trustee Board’s or Council’s decision.

48. A decision of the Court to take disciplinary action may be appealed through the Court’s normal appeal process, which includes an appeal to the Trustee Board.

49. The Trustee Board shall provide for an appeal in such manner as it may determine by policy.

OTHER DISCIPLINARY PROCEEDINGS
50. Minimum requirements for any disciplinary or quasi-disciplinary proceeding
a. Any proceeding in any part of the Union which may result in disciplinary action being taken against any person or part of the Union, except staff matters, must satisfy the natural justice requirements set out in this Paragraph.

b. Disciplinary or quasi-disciplinary action includes by way of example dismissal, censure, suspension, compulsory dissolution, withdrawal of rights or privileges, fine, compensation, or penal reduction or freezing of budget.

c. This Paragraph does not apply to a person or constituent part of the Union in imposing any of the above outcomes upon themselves.

51. In proceedings resulting in disciplinary action:

a. Paragraphs 28-32 of this Regulation shall be complied with if the motion may result in censure or dismissal;

b. The defendant officer, shall receive reasonable notice of any proceedings (which is deemed to have been provided if the proceedings are held at a scheduled Union meeting of which the defendant officer is a member or permanent observer);

c. The proceedings shall be recorded in writing;

d. The defendant officer may require the hearing to be in public, unless the quality of another person's evidence would be improved by it being in private;

e. The defendant officer and any representative may not be excluded from the proceedings at any point except for disorder or with the approval of the Trustee Board or Court;

f. The burden is upon the disciplinary authority or proposer to demonstrate on the balance of probabilities or suspect misconduct as appropriate;

g. The defendant officer and representative has the right of reply at any hearing;

h. Any voting member of the committee who has knowledge or suspicion of any adverse fact relating to the defendant officer which would tend to persuade them to vote against him or her, or who have knowledge that others do, must tell the defendant officer so that he or she may respond to them;

i. The proposer and subject of the motion may not vote upon it;

j. No vote may be proxied; and

k. The defendant officer shall be notified of the result.

52. In disciplinary proceedings relating to a constituent part of the Union, the “defendant officer” shall be taken to mean its chair, president or other representative.

REGULATION EIGHT - UNION FINANCIAL REGULATIONS

1. These Regulations govern all financial matters relating to the Union. Although they contain no specific sanctions for non-compliance, deliberate, negligent or repeated disregard of their provisions may result in disciplinary action being taken against the person concerned, under the terms of their employment contract with the Union, or, in the case of students, under the Union Disciplinary Procedure. Where appropriate, criminal proceedings may also be considered.

2. The President is ultimately responsible for the finances of the Union. The responsibility for day to day administration of the finances of the Union is delegated by the President to the Deputy President (Finance and Services). Day-to-day responsibilities may be allocated by the President to suitable members of staff. The Union annual accounts shall be approved by the Trustee Board and College Audit Committee prior to report to the College Council.

USE OF UNION FUNDS

3. The Union subvention from College, monies raised by trading outlets and any other funds generated by Union-wide initiatives may not be used for:

a. Loans, grants or subsidies to individual students;

b. Donations or payments to persons and bodies outside the Union except for subscriptions to national or regional student bodies approved by Council or payment for supplies and services rendered. In particular, no part of such funds shall be used to support or further the aims or activities of any body, group or campaign of a political nature, nor be paid to any voluntary body or any other educational institution or any group of persons at any educational institution;

c. The benefit of individuals in any way that would not be equally available to the membership as a whole;

d. Donations to charitable causes, except where the Union authorizes fund-raising events and donates the proceeds to charitable causes, provided that the object of the fund-raising is made clear to the donors;

e. Ultra vires payments as defined by the Attorney General.

TRUSTEE BOARD RESPONSIBILITIES

4. As established in Regulation One of the Union, the Union’s Trustee Board shall be responsible in particular for:

a. The Union’s long term objectives and strategy;

b. The Union’s operating and capital expenditure budgets and any significant changes in them; 

c. Strategic oversight of the Union’s operations (both voluntary and commercial), including competent management, sound planning, adequate systems of internal control, adequate accounting, risk management and compliance with statutory and regulatory procedures;

d. Personnel, particularly strategic re-organisations;

e. Health and safety;

f. Investment or borrowing of Union funds;

g. Reviewing performance in light of the Union’s strategic direction.
The Trustee Board shall:

a. Approve the Union’s Annual Report and accounts;

b. Approve any significant change in accounting practices;

c. Approve any major capital project and contract which is significant strategically or by its size; and

d. Approve the remuneration of the Sabbatical Officers and Union General Manager.

The Trustee Board shall, as established in Union Regulation 1.33, be responsible for approving without delegation any capital project or contract valued in excess of one million pounds.

BUDGETS

The Executive Committee shall propose a consolidated income and expenditure budget, and a capital expenditure budget, for each financial year not later than the end of the Summer Term in the previous year.

The proposed budgets shall be approved by the Trustee Board, after ratification by the Council.

The approved budgets (or individual items within them) may be varied only with the authorisation of the President for amounts up to £10,000 and the Executive Committee for all amounts in excess of this. The President may delegate authority to vire to appropriate Officers or Committees, save that no Officer may exercise such authority in excess of the limits of authority defined in Paragraphs 19-25 of these Regulations.

The Executive Committee shall monitor the performance of the Union against budget during the financial year and may review the budgets in line with forecasts.

BUDGET HOLDERS’ RESPONSIBILITY

It is the responsibility of every budget holder to ensure that expenditure committed from his/her budget complies with the Union’s financial procedures. Budget Holders must also ensure that the handling of income complies with the Union’s financial procedures.

BANK ACCOUNTS AND INVESTMENTS

Neither the Union nor any constituent part of the Union nor any individual acting on behalf of such a part may operate a separate bank account other than that authorized in advance by the Executive Committee, in accordance with operational policy.

The Executive Committee shall be authorized to invest any surplus funds or reserves after taking reasonable professional advice.

PAYMENT AUTHORITY

All payments (cheques and other paper/electronic financial instruments) must be signed or otherwise authorized by the relevant Honorary Senior Treasurer.

All payments for amounts in excess of £1,000 shall be counter-signed by the President.

In the absence of the relevant Honorary Senior Treasurer, one of three nominees from the other Honorary Senior Treasurers may sign on his/her behalf.

In the absence of the President, one of three other nominees may sign on his/her behalf.

The Executive Committee shall approve the nominee signatories on the recommendation of the Honorary Senior Treasurer and President respectively.

LIMITS OF AUTHORITY

No unauthorized member or employee may sign a contract or otherwise commit expenditure on behalf of the Union or any part thereof.

Expenditure up to £200 may be authorized by a Club or Society Chair from their budget. In the absence of the Chair, the Treasurer of the Club or Society may authorize expenditure on his or her behalf.

A Faculty Union President, the Chair of a CSC or the Chair of a President’s Committee may authorize expenditure up to £1,000 from their budget. In the absence of the Chair or President, the relevant Honorary Junior Treasurer may authorize expenditure on his or her behalf.

Operational managers may authorize expenditure consistent with their budgets, subject to approval by the Union General Manager for orders or contracts in excess of £10,000 up to £100,000.

The Deputy President (Finance and Services), or in his or her absence one of the other Deputy Presidents, shall authorize all other expenditure up to £10,000.

The Executive Committee shall authorize all expenditure over £100,000 up to £500,000.

The Trustee Board, on the recommendation of the Executive, shall authorize all other expenditure.

ORDERS

Orders of goods or services shall only be placed using an Imperial College Union order form or in accordance with a duly authorized contract.

LOANS TO STAFF

Loans to staff must not be made without the written permission of the Union General Manager. Arrangements for repayment of such loans must be put in place before the funds are advanced.

LONG-TERM COMMITMENTS

Only the President jointly with the Union General Manager shall sign a contract which commits the Union to any obligation that extends beyond the current financial year. Such contracts shall only be signed with the prior written authorisation of the relevant budget holder. Such authorisations shall be made within the limits set out in Paragraphs 19-25 of these Regulations.

Appointments of staff (except those employed on a ‘casual’ or ‘zero-hours’ contract basis) and any variance to their contracts shall be authorized by the Honorary Senior Treasurer.

EVENTS

The limits of authority as defined in Paragraphs 19-25 of these Regulations shall be applied to the total of all expenditures relating to events organized on behalf of the Union.

Prior authorization shall be given in writing.

The prior written approval of the Union General Manager shall be sought for events where the total of all expenditure exceeds £2,000.
CASH HOLDING
33. Other than trading outlets for legitimate operational purposes (as determined by the Executive Committee), no constituent part of the Union may hold cash without the prior written authorization of the Deputy President (Finance and Services).
34. Cash takings shall be deposited with the Union's bankers within three working days of receipt and no expenditure may be incurred from cash receipts.
35. Members and employees may carry or hold cash or other valuables with due regard to the limits set from time to time by the Union’s insurers.

BORROWING
36. The Union shall not borrow any external funds without the prior written authorisation of the Trustee Board.

GUARANTEES AND INDEMNITIES
37. The Union shall not give any guarantees or indemnities without the prior written authorisation of the Trustee Board.

SUPPLIES ON CREDIT
38. Goods and services may be issued on credit in accordance with approval procedures and credit limits set by operational policy.

INVENTORIES AND ASSET MANAGEMENT
39. The Union shall maintain a full inventory of all its assets valued (individually or in aggregate) in excess of £200.
40. It is the responsibility of all Union Officers, Club or Society Chairs and Managers to ensure that they maintain a register of such items and inform the Union General Manager when such items are purchased or disposed of.
41. Equipment valued in excess of £200 belonging to the Union or any constituent part thereof, shall not be sold, re-allocated or otherwise disposed of without the prior written authorisation of the relevant budget holder and the President. Authorisation shall only be granted after consultation with the Union General Manager by the President.

UNION HONORARY SENIOR TREASURER
42. The appointment of the Union Honorary Senior Treasurer shall be determined by Trustee Board on the advice of the Executive Committee and approved by the Rector or his or her nominee and he or she shall:
   a. Act as payment authority for the main Union bank accounts and be empowered to act on behalf of the other Honorary Senior Treasurers in their absence;
   b. Ensure, on behalf of the College, that the Union’s Financial Regulations are observed;
   c. Be a Permanent Observer of the Trustee Board, Council and Executive Committee;
   d. Ensure that the Union’s Audited Annual Accounts are submitted to the College’s Director of Finance within 45 days of the end of the financial year;
   e. Be responsible for ensuring that any anomaly or discrepancy in the financial management of the Union is reported to the Deputy President (Finance and Services). If no satisfactory outcome results, the matter shall be reported to the President and, if appropriate, to the College Internal Audit Section and the Rector.
   f. Exercise office for a maximum of five years

COMMITTEE AND FACULTY UNION HONORARY SENIOR TREASURERS
43. The appointment of an Honorary Senior Treasurer shall be determined by the Trustee Board on the advice of the relevant Faculty Union/Committee President or Chair and he or she shall:
   a. Act as payment authority to the relevant bank account;
   b. Oversee all expenditure and bring any possible anomalies or discrepancies in the financial management of that Faculty Union/Committee to the attention of the relevant President/Chair and the Union Honorary Senior Treasurer; and
   c. Ensure that all books and financial records pertaining to the relevant account are submitted to the Union General Manager within 15 days of the end of the financial year.
PAPER L

CODE OF PRACTICE UNDER THE EDUCATION ACT 1994

A Paper by the College Secretary

BACKGROUND

1. Section 22 of the Education Act 1994 requires the governing body of every university to:
   
   a. Take such steps as are reasonably practicable to ensure that its students' union operates in a fair and democratic manner and is accountable for its finances.
   b. Take such steps as are reasonably practicable to ensure that certain specific requirements of the Act are observed by its students' union.
   c. Issue, and when necessary revise, a code of practice which sets out how these requirements are to be met.

2. The College previously satisfied this requirement through its Memorandum of Understanding (MoU) with the Imperial College Union. Although the MoU met the requirements of the Education Act 1994, it encompassed a number of other issues and, because it was a MoU, it was recognised as an agreement between equal partners that required the formal approval of both the College Council and the Union Council.

3. During the separate review of the governance structures of the Union, which is dealt with in a Paper elsewhere on the present Agenda, the College was advised by Counsel that the MoU should be reframed as a Code of Practice to be agreed and issued by the Council. This would comply more explicitly with the requirements of the Education Act 1994 and would also help to remove a degree of ambiguity over the Union's legal status.(1)

CODE OF PRACTICE

4. In the light of this advice, the existing MoU has now been significantly revised as a Code of Practice, a copy of which is attached at Annex A. Although much of the substance has not changed, the tone of the document now establishes it clearly as a Council document which sets out:
   
   a. The manner in which the requirements of the Education Act 1994 are to be carried out in relation to the ICU.
   b. Other matters affecting the relationship between the College and the ICU.
   c. The arrangements by which the College provides operational support to the ICU. These are mainly contained in the Annexes to the document and Governors should note (Paragraph 78 of the Code) that it is intended that these should be capable of amendment without reference to the College's Council. They are at present incomplete and work is continuing on them.

1. The College's and the Union's legal advisors confirmed that the Union is a part of the College. However, the existence of a MoU, which implied that the two parties to the MoU were equal partners, could have been interpreted to mean that the Union was a separate legal entity.
5. The Imperial College Union has, of course, been consulted on these changes to the base document. The main controversy in the Union was over the introduction of the defamation code of practice at Annex F (which is intended to protect the College’s position if a Union publication defames a living individual). The Union Council proposed some changes to this and to other sections of the document. Although the new and correct status of the Code of Practice means that the College is not obliged to agree it with the Union, the majority of the latter’s suggested amendments have been accepted and have been included in the attached document.

6. The Council is invited to consider and, if it sees fit, approve the proposed Code of Practice at Annex A.

K.A.M.
Annex A

IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

THE IMPERIAL COLLEGE UNION

CODE OF PRACTICE UNDER THE EDUCATION ACT 1994

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INTRODUCTION

1. The Imperial College Union ("ICU") is established under the College’s Charter which states that “there shall be a Students’ Union of the College (hereinafter referred to as "the Imperial College Union") for the benefit of the students of the College and in their interests as students”. (1) The College Statutes further state that the Union “shall for all purposes be treated solely as an integral part of the College”. (2)

2. The ICU represents the students of Imperial College and seeks to advance their education and to serve their social, cultural, welfare and sporting needs, to further their interests both inside and outside the College, and generally to enhance their well being.

3. Section 22 of the Education Act 1994 requires the governing body of every university to:
   a. take such steps as are reasonably practicable to ensure that its students’ union operates in a fair and democratic manner and is accountable for its finances.
   b. Take such steps as are reasonably practicable to ensure that certain specific requirements of the Act are observed by its students’ union.
   c. Issue, and when necessary revise, a code of practice which sets out how these requirements are to be met.

4. This document constitutes the Code of Practice required by the Act. Its aim is to establish a clear statement of the working relationship between the College and the ICU and to set out:
   a. The manner in which the requirements of the Education Act 1994 are to be carried out in relation to the ICU.
   b. Other matters affecting the relationship between the College and the ICU.
   c. The arrangements by which the College provides operational support to the ICU.

5. This Code of Practice will be published by the College and made available for all students along with:
   a. Any restrictions imposed on the activities of the ICU by Charity Law.
   b. The College’s Code of Practice on Freedom of Speech, drawn up under Section 43 of the Education (No. 2) Act 1986 and approved by the then Board of Governors in 1987, and subsequent amendments to ensure that freedom of speech within the law is secured for the ICU’s members, College staff and visiting speakers.

6. This Code of Practice sets out the current situation. Any changes to this document required to reflect the changing needs of the College shall be made as a result of full consultation with the ICU and as finally determined by the Council.

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(1) Imperial College Charter, Article 17
(2) Imperial College Statutes, Statute 10
EDUCATION ACT 1994 AND RELATED MATTERS

THE PURPOSES OF THE ICU AND ITS CONSTITUTION

7. The purposes of the ICU, as set out in its Constitution are:
   a. To advance the education of its members and promote, without prejudice, their welfare at all times.
   b. To promote and encourage the interest by students in matters outside the College curriculum, especially cultural, social and sporting interests.
   c. To represent the needs and interests of its members to Imperial College and to other external bodies.
   d. To provide or ensure a range of facilities which advance the interests of the students of Imperial College.

8. The ICU will continue to contribute to the College Mission and strive for the degree of excellence in its activities which is an explicit part of that Mission. It will operate within the rules and regulations laid down in its Constitution and in accordance with the policies passed by the Union Council and endorsed by its Trustee Board. It will comply with the current law relating to its operation and activities and with relevant College Policies, Regulations, procedures and Codes of Practice. For its part the College will provide such professional advice as it deems necessary to facilitate this compliance in the best interests of the College.

9. The College will, through the ICU, continue to involve its students in discussions on all policy and administrative matters concerning students’ social, cultural, welfare, sporting, academic and other appropriate interests.

10. The ICU’s Constitution is subject to the approval of the College Council and must be reviewed by that Council at intervals of not more than five years. If the ICU submits proposals for substantial amendments to its Constitution to the Council in any year, the next formal review will be held five years from the year in which those amendments were approved by the College Council.

MEMBERSHIP OF THE ICU

11. All registered students at Imperial College are automatically members of the ICU. However, any Imperial College student has the right not to be a member of the ICU and to signify that he or she does not wish to be represented by it. Any student who has exercised the right not to be a member of the ICU shall not be unfairly disadvantaged with regard to the provisions of services or otherwise by reason of having exercised that right.

12. The arrangements necessary for opting out of membership of the ICU are to be set out in its Constitution.

13. The College will include in its undergraduate and postgraduate prospectuses and in the information it provides for applicants, information regarding the right of students not to members of the ICU as well as the details of any services provided for students who are not members of the ICU.

ACCESS BY LIFE MEMBERS TO THE COLLEGE AND ITS FACILITIES

14. Former students and staff of the College who are Life Members of ICU are normally allowed rights of access to the College. However, these may be withdrawn by the College in consultation with the ICU, temporarily or permanently, according to the prevailing circumstances.

ACCESS BY NON-MEMBERS TO THE ICU AND ITS FACILITIES

15. Non-members (that is students who have exercised their right not to be a member of ICU) have the following rights of access to services and activities:
   a. Access to all facilities managed by the ICU provided that the appropriate fee or charge for the service has been paid, which shall not be higher than that charged to members of the ICU.
   b. The right to become a member of any ICU club or society, provided the appropriate membership fee has been paid, which shall not be higher than that charged to members of the ICU. However, restrictions on eligibility for elected positions may apply to non-members of the ICU.

16. Non-members of the Union are not eligible to stand or vote in ICU elections or meetings.

ACCESS BY MEMBERS OF THE PUBLIC TO THE ICU AND ITS FACILITIES

17. Access to and use of ICU facilities by members of the public may be granted by the ICU’s Trustee Board in consultation with the College Secretary. Any such access must be consistent with the need to maintain the health, safety and security of College staff and students and the licensing conditions of the ICU’s premises.

ELECTION OF ICU OFFICERS

18. Appointment to major ICU offices will be made by election in a secret ballot in which all members of the ICU are entitled to vote. The provisions for these elections shall be set out in the ICU Constitution and Election Regulations.

19. No person may hold a sabbatical post, or any paid elected union office, for more than two years in total.

20. The ICU shall confirm to the College Council that its elections have been fairly and properly conducted by way of a report on the conduct of its elections, which shall be included in its Annual Report to the Council.
FUNDING AND FINANCIAL ACCOUNTABILITY

21. The ICU shall conduct its financial activities in accordance with its Financial Regulations and Procedures, which are designed to ensure the proper conduct of the Union’s financial affairs and which have been approved by the College Council. Amendments to the Union’s Financial Regulations are subject to the approval of the College Council, as advised by the College Audit Committee.

22. The ICU’s proposed annual budget will be scrutinised by the College through the annual Planning Round. Based on this scrutiny and in the context of the College’s Annual Budget, the College will allocate funds to the ICU by means of a subvention. This will take account of ICU’s responsibilities and related costs, as detailed in Annex A to this document, and its trading activities and earnings capability. Whilst it is expected that these trading activities shall be operated efficiently and profitably, as the ICU is a charity, profit motives must not be pursued to the detriment of the interests of the student customers.

23. The ICU’s Trustee Board will monitor the ICU’s expenditure against its annual budget and will report any fraudulent or irregular procedures in the management of public funds and those resulting from the Union’s trading activities to the College’s internal auditors. The ICU shall report regularly upon its financial performance to the Rector.

24. The Chief Operating Officer will include a report on the ICU’s financial performance against budget in his or her regular financial reports to the Council.

25. The ICU will submit its annual accounts and a report on its handling of public and other funds annually to its Trustee Board, to the College Audit Committee and to the College Council. The ICU’s annual financial report is to include a list of the external organisations to which the ICU has made donations in the period covered by the report and the details of any such donations. The ICU’s annual accounts will be consolidated into the College’s annual Financial Statements before these are published.

26. The ICU shall have a procedure for allocating resources to its clubs and societies, which must be fair. The procedure shall be set down in writing, provided to all the ICU’s clubs and societies and published by the ICU so that it is freely accessible to all students.

27. Funds allocated by the ICU to the Faculty Unions from its annual subvention shall be subject to the same financial regulations as those which apply to the ICU itself.

28. The College’s Internal Audit Service shall have the same rights of access to the ICU as it has to other parts of the College for the purposes of fulfilling its remit.

EXTERNAL AFFILIATIONS

29. The ICU, the Faculty Unions and the ICU’s clubs and societies may affiliate to external organisations provided that such affiliations accord with the ICU’s purposes. If the ICU, a Faculty Union, club or society decides to affiliate to an external organisation, the ICU shall inform the College Secretary of the decision so that he or she can advise the College Council accordingly. A notice of the decision will also be published by the ICU in such a way that it is freely accessible to all students. This notice shall state:

a. The name of the external organisation.

b. The details of any donation, subscription or similar fee which has been, or is proposed to be, paid to the organisation.

RAISING FUNDS FOR CHARITIES

33. All ICU clubs and societies and individual members of the ICU collecting in the name of the ICU, its Faculty Unions or its clubs and societies, shall strictly observe the requirements of the Charities Act 2006 and any other relevant legislation when raising funds for charity. In particular:

a. The ICU shall not expend funds for activities outside its constitutional purposes.

b. The ICU shall not make donations to any external organisation except where a specific collection has been taken for that purpose, all those making a donation are aware of the destination of their donation, and all reasonable costs associated with collecting the donations are deducted from the donation.

c. Collections may only be carried out in those local authorities from which a licence to collect has been obtained and collectors must carry copies of these licences when collecting. Collecting tins must bear the information required about the charity or charities for which the collection is being made.

d. The results of any such charitable collections shall be published in the ICU’s Annual Report.

COMPLAINTS PROCEDURE

34. The ICU’s Constitution shall provide for a complaints procedure, which shall be available to all students, or groups of students, who:

a. Are dissatisfied in their dealings with the ICU, or

b. Claim that they have been unfairly disadvantaged by reason of having exercised their right not to be a member of the ICU.
35. Students or groups of students who wish to make a complaint on these grounds must follow the complaints procedure set out in the ICU’s Regulation Seven. All such complaints must be handled promptly and fairly and, where a complaint is upheld, an effective remedy should be provided.

36. If, having completed the ICU’s complaints procedure, the complainant(s) are dissatisfied with the outcome of their complaint or the way in which it was handled, they have a right of appeal to the Pro-Rector (Educational Quality). On receiving such an appeal, the Pro-Rector (Educational Quality) will convene a panel to consider the appeal. The Panel will be chaired by the Pro-Rector (Educational Quality) or his or her nominee and will include the College Secretary and the Academic Registrar or their nominees. The Panel will request a report from the ICU Court on the handling and outcome of the original complaint and may undertake an investigation if necessary. The Panel will notify the complainant in writing of its decision and remedy, if any.

37. If the complainant(s) are dissatisfied by the Panel’s response to their appeal, they have the right to request that their complaint be referred to an independent person appointed by the College Council not being a person employed by or studying at the College who shall investigate the complaint and report his or her conclusions to the College Council.

FREEDOM OF SPEECH

38. The ICU will comply with the College Code of Practice, drawn up under Section 43(3) of the Education (No. 2) Act 1986 and approved by the then College Board of Governors in 1987, and any subsequent amendments to ensure that freedom of speech within the law is secured for its members, College staff and visiting speakers. Section 43 requires, among other things, that:

a. “Every individual and body of persons concerned in the government of any establishment to which this section applies shall take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured for members, students and employees of the establishment and for visiting speakers.” (Section 43(1));

b. “The duty imposed by subsection (1) above includes (in particular) the duty to ensure, so far as is reasonably practicable, that the use of any premises of the establishment is not denied to any individual or body of persons on any ground connected with (a) the beliefs or views of that individual or of any member of that body; or (b) the policy or objectives of that body.” (section 43(2));

ANNUAL REPORT

39. The ICU shall publish an Annual Report for submission to the ICU Trustee Board and to the College Council at the meeting at which it presents its Annual Accounts. The Report is to contain:

a. A statement that the ICU operates in a fair and democratic manner and that it has properly accounted for its finances.

b. A report on the conduct and outcome of elections of ICU Officers, which must confirm that they have been fairly and properly conducted.

c. A list of the external organisations to which it is currently affiliated and the details of any donations, subscriptions or similar fees paid to such organisations since its previous Annual Report.

d. A note of any charitable collections made by the ICU.

OTHER MATTERS AFFECTING THE RELATIONSHIP BETWEEN THE COLLEGE AND THE ICU

HEALTH AND SAFETY

40. The President of the ICU is the person with overall responsible for health and safety matters in the ICU. His or her responsibilities in this regard are set out in detail in the College’s Health and Safety Policies.

41. For reasons of continuity, the ICU General Manager, or another senior member of the ICU’s permanent staff, will be the Departmental/Divisional Safety Officer for the ICU, advising the President and the ICU’s Health and Safety Committee as appropriate.

42. The ICU is to maintain a Health and Safety Committee, chaired by the sabbatical officer with responsibility for Health and Safety matters. Its remit will be to advise the President on such matters and the College, and its Health and Safety Committee, in the provision of the College, and at student functions, clubs and societies, events elsewhere, as well as ensuring the safety of equipment owned by the College and its clubs and societies wherever located.

43. The ICU Health and Safety Committee is to report to the College Health and Safety Management Committee in the same way as the College’s facilities, departments and divisions. The ICU is also represented on the Health and Safety Consultative Committee by the Deputy President (Clubs and Societies).

44. Health & Safety matters affecting students at the outlying campuses will be reported to the relevant Health and Safety Committees at those campuses by student representatives nominated by the President.

45. The College’s Health and Safety Department has the same rights of access to the ICU and its facilities as it has to other parts of the College for the purposes of fulfilling its remit to advise on, monitor and audit safety across the College and to carry out investigations as necessary.

ESTATE MANAGEMENT ISSUES

46. All space is College space. Areas are only allocated to the ICU by the College on the understanding that the allocation may, after consultation with the ICU, be varied where necessary for the good of the College as a whole.

47. The areas allocated to, or currently used by, the ICU are set out in Annex J to this Code of Practice. These areas have been provided to the ICU for the furtherance of the social, cultural and welfare activities of the College’s students, together with other areas in the College where the Union may carry out trading activities.
48. The College will at all times endeavour to preserve and augment the areas used for student activities. However, the College may, after consultation with the ICU, alter, withdraw or limit the use of such areas if it is reasonable to do so in the wider interests of the College. In such cases, the College will endeavour to find suitable alternative space if it is possible to do so. Any requests by the ICU, its Faculty Unions and/or its clubs, societies and other affiliated bodies, for the allocation or use of additional space in the College which is not part of a Faculty or academic Department or Division, should be made by the ICU President or the ICU General Manager to the College Secretary or to such other officer as the Rector may designate.

49. In addition, the ICU will be permitted to use other areas in the College, also identified in Annex J, for sporting, leisure and cultural activities, although these will remain the management responsibility of the College and may from time to time be varied, following consultation with the ICU, according to the changing needs of the College. Such variations are to be reflected in revisions to Annex J of this Code of Practice as and when they occur.

50. The ICU will continue to be provided with office space in each of the Faculties and the outlying campuses for its Faculty Unions and outlying campus committees. Such space is to be determined by consultation with the respective Faculty Principals or their nominees as appropriate and is to remain under the administrative control of the Faculty/Department/Division/Campus in which it is situated. The allocation of this space is to be reflected in Annex J.

51. Those areas which are identified for use primarily or solely as areas for student functions will be let by the ICU to its clubs, societies and outside organisations on the understanding that they abide by current rules laid down by the College through the Conference Office.

52. The College Council will from time to time review and determine those areas of the College which are occupied and managed by the ICU to enable the Union to fulfil its legitimate role.

53. The College’s Facilities Management Division, Building Projects Division and the Property Services Division will provide support and guidance to the ICU in accordance with the Service Level Agreements set out in Annex J.

RULES GOVERNING THE USE OF SPACE

54. The allocation to and use of space by the ICU, the Faculty Unions and student clubs and societies shall be subject to the College’s Property Rules, which are published by the Facilities Management Division. In accordance with these Rules, the allocation, use and modification of space shall be subject to inspection and approval by College officers, as appropriate, including:

a. Facilities Management Division. The Facilities Management Division:

(1) Must authorise all physical alterations to space, other than simple redecoration in accordance with College Project Management Procedures.

(2) Must be notified of any change in the allocation and/or use of space so that this can be recorded on the College database.

b. Security. For access control and the security of persons, equipment and buildings.

c. Chief Fire Officer. For compliance with fire legislation.

d. Safety Department. For compliance with health and safety legislation.

e. College Secretary. For compliance with legislation and with the terms of this Code of Practice.

55. The following College Officers should also be consulted about the allocation, use and modification of space as appropriate:

a. Director of Commercial Services. For consideration of the impact on and interaction with the College’s Commercial services, including Sports and Leisure, Residences Catering and Conferences.

b. Director of Finance. In connection with insurance requirements, value for money studies and the like.

56. In areas under the management control of the College which are used for student activities, the ICU shall not permit any alterations to the internal structure or decor, other than the temporary displacement of furniture. No games machines, video games or like equipment may be installed in these areas without the permission of the College Secretary or such other officer as the Rector may designate.

HUMAN RESOURCE ISSUES

57. The College’s HR Division will provide support and guidance to the ICU in accordance with the Service Level Agreement set out in Annex G.

STAFF/STUDENT PROTOCOL

58. The maintenance of the integrity of democratic practice within the ICU precludes the direct involvement of staff, whether employed in the Union or not, in matters of policy, while the maintenance of the integrity of the College as an employer precludes staff matters, either related to work or personal matters, from being discussed in any open forum of the ICU.

59. The arrangements for ensuring that staff are not involved in matters of policy and that staff matters are not discussed in any open forum are set out in the Staff/Student Protocol, which is included as Annex H to this Code of Practice.

FINANCE MANAGEMENT ISSUES

60. The College’s Finance Division will provide support and guidance to the ICU in accordance with the Service Level Agreement set out in Annex I.
INFORMATION COMMUNICATION TECHNOLOGIES (ICT) ISSUES

61. The College’s ICT Division will provide support and guidance to the ICU in accordance with the Service Level Agreement set out in Annex K.

TRADING ACTIVITIES

62. The ICU may continue to operate legitimate trading activities in the College. Should it wish to alter the nature of a current trading outlet or introduce a new one it must notify the College Secretary, or such other officer as the Rector may designate, who will need to determine the space which can be allocated and the terms under which that allocation is made. He or she will need to satisfy him or herself that the proposed trading activity integrates with the College’s own plans for trading outlets. The operation of the ICU’s trading outlets and the other trading outlets operated by the College will be subject to a retailing agreement between the College and the ICU, a copy of which is included as Annex B to this Code of Practice.

63. Trading activities where the College and ICU hold a joint interest shall be detailed in agreements recorded in Annex C of this Code of Practice.

64. As far as is consistent with Charity Law, the ICU may retain any profits received from its trading activities or rental charged to its franchises to fund legitimate, charitable, non-political student activities.

HARLINGTON GRAVEL PROCEEDS

65. In accordance with the decision of the Finance and Executive Committees of the Governing Body at their meeting on 12 May 1989, the policy in respect of proceeds arising from the extraction of gravel on the north side of the Harlington Sports Ground is that the Governing Body “will administer all existing and future sporting and athletic facilities for the benefit of students and that any income arising from the use or disposal of such facilities will be applied for the benefit of students”.

66. At its meeting on 23 September 2005, the College Council further resolved that:

a. The sum held by the College to fund annual grants, the Harlington Grants Fund, “should be retained for that purpose and should be available for disbursement for the benefit of students of Imperial College in relation to sporting, athletic and recreational facilities”;

b. “Responsibility for the disbursement of the income from the Grants Fund should be delegated through the Rector to the Harlington Grants Fund Committee”; 

c. “The Harlington Grants Fund Committee should be chaired by the Pro-Rector (Educational Quality) and include as members the incumbent Imperial College Union President and a former Imperial College Union President”; and

d. “The Harlington Grants Fund Committee will be required to report annually through the Rector to the Council as the Harlington Trustees”.

NOTICEBOARDS

68. The ICU shall be responsible for designated noticeboards on the Walkway at the South Kensington Campus and at other locations across the College’s other campuses. The ICU will take steps to ensure that:

a. All notices posted on these noticeboards are in English or, if posted in a foreign language, include an English translation.

b. Notices do not include racist, sexist or otherwise offensive language or images.

c. Any notices which are posted other than on official noticeboards are removed promptly.

UNION MEDIA

69. All features, articles, letters and advertisements published by or on behalf of the ICU are the responsibility of the Editor of the publication concerned and/or its Editorial Board and, as such, are independent of the Union’s senior officers, the College and the College Council. The College accepts no responsibility for anything published by or on behalf of the ICU, (This includes Felix; other Union publications, ICU world-wide web pages, and IC Radio and STOCIC broadcasts). However, where the content of such publications or broadcasts is in breach of defamation law, as summarised in the Defamation Code of Practice appended to this Code of Practice at Annex F, or of other College policies and codes of practice such as those covering Freedom of Speech, Data Protection, Equal Opportunities and Diversity or the use of IT facilities, the College may take action to remove or amend any such features, articles, letters or advertisements.

70. Felix

a. All features, articles, letters and advertisements published in Felix are the responsibility of the Felix Editor and/or the Felix Editorial Board and, as such, are independent of the ICU, the College and the College Council.

b. The Editor of Felix is required to operate in accordance with the Code of Practice agreed within the publishing industry as attached at Annex E, and with the Defamation Code of Practice attached at Annex F.

c. Where a complaint or dispute arises in relation to the Code of Practice agreed within the publishing industry, the ICU Court will perform a role similar to that of the Press Complaints Commission and will aim to resolve the issue amicably and as quickly as possible. If an amicable resolution cannot be achieved, the ICU Court will investigate further and adjudicate and the Editor must abide by any decision made. Failure to do so may result in disciplinary action being taken against the Editor in accordance with the procedures set down in the ICU Constitution.
71. Other Union media shall also operate in accordance with the Code of Practice agreed within the publishing industry and attached at Annex E, the Defamation Code of Practice as attached at Annex F and other relevant College policies and codes of practice.

72. Any trading activities carried out by the Felix Office or any other Union media are to be subject to the same constraints as other ICU trading activities.

**USE OF THE COLLEGE CREST AND THE "IMPERIAL COLLEGE" TRADEMARK**

73. The words "Imperial College", "Imperial College of Science, Technology and Medicine" and "Imperial College London" are registered trade marks. The College crest is granted by the College of Heralds and is also a registered trade mark. The trade marks may be used only with the College's prior written consent. By virtue of Section 10 of the Imperial College Act 1997, and Section 10 of the Imperial College Act 1999, the following names may not be used without the College's prior written consent:

a. National Heart and Lung Institute.

b. Charing Cross and Westminster Medical School.

c. Royal Postgraduate Medical School.

d. Wye College.

e. The College of St. Gregory and St. Martin at Wye.

74. The ICU has a non-exclusive right to reproduce the words "Imperial College", "Imperial College of Science, Technology and Medicine" and "Imperial College London", the College Crest and the Imperial College logo for social and commercial purposes, provided that the style of use complies with the conditions laid down by the College from time to time to protect its property and interests, including those imposed upon it by the College of Arms. Any new use of the College Crest, the "Imperial College" title and the Imperial College logo, including their use on World Wide Web pages or in registered World Wide Web domain names must be referred to the College Secretary for approval.

**CHANNELS OF COMMUNICATION WITH THE COLLEGE ADMINISTRATION**

75. The ICU President has regular meetings with the Rector and with the Deputy Rector, Pro-Rector (Educational Quality) and College Secretary. The effectiveness of these and other channels of communication between the Sabbatical Officers and the ICU General Manager and members of the College Administration will be kept under review. In addition, more formal reporting procedures are to be maintained in order that the College can be assured that the ICU is carrying out its responsibilities and to ensure that it is receiving the support and guidance it needs in accordance with this Code of Practice.

76. The Union is to report formally to the College on the following activities:

a. On financial matters to the College Audit Committee;

b. On health and safety matters to the College Health & Safety Management Committee:

c. On Estates management matters to the Support Services Committee.

**REVIEW AND ARBITRATION**

77. The College Council will formally review this Code of Practice, at least once every five years.

78. The Annexes to this Code of Practice may be updated periodically by agreement between the College Secretary and the ICU Trustee Board on the recommendation of the ICU President without further reference to the College Council. The Annexes, as amended, shall be re-presented to the College Council alongside the Code of Practice at its next formal review. The creation of new Annexes will require the approval of the College Council.

79. In his capacity as the College's Chief Executive and Senior Finance Officer, the Rector, will act as arbiter to resolve any disputes on the interpretation or application of this Code of Practice.

80. The Union Court (and President in a preliminary capacity) shall make interpretations of this Code of Practice in respect of the internal government of the Union where necessary, without prejudice to the role of the Rector.

Approved by the Council: [date]
Date for next Review: [date]
ANNEX A

ANNUAL COSTS TO BE MET BY ICU

1. The costs currently to be met by the ICU, which are subject to review from time to time, are set out below.

2. Staff salaries including those of Sabbatical Officers.

3. Cleaning of all areas under the management control of the ICU. The cleaning of other areas in the College when used by the ICU’s clubs and societies shall also be a charge to the Union, although it may recover these costs from the clubs and societies concerned.

4. With the exception of the external fabric and building plant and services, maintenance of all areas under the management control of the ICU, to approved standards laid down for the College by the Facilities Management Division, which has rights of inspection and specification, to include:
   a. A cyclical programme of internal redecoration;
   b. Repairs to and maintenance of electrical services from the point of outlet;
   c. Repairs to and replacement of damaged items of property including locks, fire appliances, etc.
   d. Health and Safety compliance costs including the electrical testing and repair of portable items used by ICU clubs and societies and those in areas under the management control of the ICU, in accordance with the College Policy on electrical testing, as advised by the Safety Director or his nominee.

5. Provision of First Aid boxes and First Aid supplies to standards required by the Director of Occupational Health.

6. Security costs incurred by special functions, the level of security being determined by the Head of College Security in consultation with the ICU General Manager in light of the nature of the function.

7. Training of Sabbatical Officers and staff, including safety training, except for those internal College courses which are not charged to Departments/ Divisions.

8. Provision, repair and replacement of furniture and equipment in areas under the management control of the ICU.

9. Office expenses including stationery, photocopying, printing and postage.

10. Telephone and FAX rentals and all calls.

11. Sabbatical Officers’ accommodation.

12. Insurance, such specialist insurances as are required to cover those areas not covered by the College’s policies.

Annex B

RETAIL AGREEMENT
[TO BE CONFIRMED]

Annex C

TRADING ACTIVITIES
[TO BE CONFIRMED]

Annex D

RELEVANT COLLEGE POLICIES
[TO BE CONFIRMED]
**THE CODE**

1. All members of the press have a duty to maintain the highest professional standards. This Code sets the benchmark for those ethical standards, protecting both the rights of the individual and the public's right to know. It is the cornerstone of the system of self-regulation to which the industry has made a binding commitment.

2. It is essential that an agreed code be honoured not only to the letter but in the full spirit. It should not be interpreted so narrowly as to compromise its commitment to respect the rights of the individual, nor so broadly that it constitutes an unnecessary interference with freedom of expression or prevents publication in the public interest.

3. It is the responsibility of editors and publishers to implement the Code and they should take care to ensure it is observed rigorously by all editorial staff and external contributors, including non-journalists, in printed and online versions of publications.

4. Editors should co-operate swiftly with the PCC in the resolution of complaints. Any publication judged to have breached the Code must print the adjudication in full and with due prominence, including headline reference to the PCC.

**ACCURACY**

5. The Press must take care not to publish inaccurate, misleading or distorted information, including pictures.

6. A significant inaccuracy, misleading statement or distortion once recognised must be corrected, promptly and with due prominence, and - where appropriate - an apology published.

7. The Press, whilst free to be partisan, must distinguish clearly between comment, conjecture and fact.

8. A publication must report fairly and accurately the outcome of an action for defamation to which it has been a party, unless an agreed settlement states otherwise, or an agreed statement is published.

**OPPORTUNITY TO REPLY**

9. A fair opportunity for reply to inaccuracies must be given when reasonably called for.

**PRIVACY**

10. Everyone is entitled to respect for his or her private and family life, home, health and correspondence, including digital communications. Editors will be expected to justify intrusions into any individual's private life without consent.

11. It is unacceptable to photograph individuals in private places without their consent.

Note - Private places are public or private property where there is a reasonable expectation of privacy.

**HARASSMENT**

12. Journalists must not engage in intimidation, harassment or persistent pursuit.

13. They must not persist in questioning, telephoning, pursuing or photographing individuals once asked to desist, nor remain on their property when asked to leave and must not follow them.

14. Editors must ensure these principles are observed by those working for them and take care not to use non-compliant material from other sources.

**INTRUSION INTO GRIEF OR SHOCK**

15. In cases involving personal grief or shock, enquiries and approaches must be made with sympathy and discretion and publication handled sensitively. This should not restrict the right to report legal proceedings, such as inquests.

16. When reporting suicide, care should be taken to avoid excessive detail about the method used.

**CHILDREN**

17. Young people should be free to complete their time at school without unnecessary intrusion.

18. A child under 16 must not be interviewed or photographed on issues involving their own or another child's welfare unless a custodial parent or similarly responsible adult consents.

19. Pupils must not be approached or photographed at school without the permission of the school authorities.
20. Minors must not be paid for material involving children’s welfare, nor parents or guardians for material about their children or wards, unless it is clearly in the child’s interest.

21. Editors must not use the fame, notoriety or position of a parent or guardian as sole justification for publishing details of a child’s private life.

*CHILDREN IN SEX CASES

22. The press must not, even if legally free to do so, identify children under 16 who are victims or witnesses in cases involving sex offences.

23. In any press report of a case involving a sexual offence against a child -
   a. The child must not be identified.
   b. The adult may be identified.
   c. The word “incest” must not be used where a child victim might be identified.
   d. Care must be taken that nothing in the report implies the relationship between the accused and the child.

*HOSPITALS

24. Journalists must identify themselves and obtain permission from a responsible executive before entering non-public areas of hospitals or similar institutions to pursue enquiries.

25. The restrictions on intruding into privacy are particularly relevant to enquiries about individuals in hospitals or similar institutions.

*REPORTING OF CRIME

26. Relatives or friends of persons convicted or accused of crime should not generally be identified without their consent, unless they are genuinely relevant to the story.

27. Particular regard should be paid to the potentially vulnerable position of children who witness, or are victims of, crime. This should not restrict the right to report legal proceedings.

*CLANDESTINE DEVICES AND SUBTERFUGE

28. The press must not seek to obtain or publish material acquired by using hidden cameras or clandestine listening devices; or by intercepting private or mobile telephone calls, messages or emails; or by the unauthorised removal of documents or photographs.

29. Engaging in misrepresentation or subterfuge, can generally be justified only in the public interest and then only when the material cannot be obtained by other means.

VICTIMS OF SEXUAL ASSAULT

30. The press must not identify victims of sexual assault or publish material likely to contribute to such identification unless there is adequate justification and they are legally free to do so.

DISCRIMINATION

31. The press must avoid prejudicial or pejorative reference to an individual’s race, colour, religion, gender, sexual orientation or to any physical or mental illness or disability.

32. Details of an individual’s race, colour, religion, sexual orientation, physical or mental illness or disability must be avoided unless genuinely relevant to the story.

FINANCIAL JOURNALISM

33. Even where the law does not prohibit it, journalists must not use for their own profit financial information they receive in advance of its general publication, nor should they pass such information to others.

34. They must not write about shares or securities in whose performance they know that they or their close families have a significant financial interest without disclosing the interest to the editor or financial editor.

35. They must not buy or sell, either directly or through nominees or agents, shares or securities about which they have written recently or about which they intend to write in the near future.

CONFIDENTIAL SOURCES

36. Journalists have a moral obligation to protect confidential sources of information.

WITNESS PAYMENTS IN CRIMINAL TRIALS

37. No payment or offer of payment to a witness - or any person who may reasonably be expected to be called as a witness - should be made in any case once proceedings are active as defined by the Contempt of Court Act 1981. This prohibition lasts until the suspect has been freed unconditionally by police without charge or bail or the proceedings are otherwise discontinued; or has entered a guilty plea to the court; or, in the event of a not guilty plea, the court has announced its verdict.

38. Where proceedings are not yet active but are likely and foreseeable, editors must not make or offer payment to any person who may reasonably be expected to be called as a witness, unless the information concerned ought demonstrably to be published in the public interest and there is an over-riding need to make or promise payment for this to be done; and all reasonable steps have been taken to ensure no financial dealings influence the evidence those witnesses give. In no circumstances should such payment be conditional on the outcome of a trial.

39. Any payment or offer of payment made to a person later cited to give evidence in proceedings must be disclosed to the prosecution and defence. The witness must be advised of this requirement.

*PAYMENT TO CRIMINALS
40. Payment or offers of payment for stories, pictures or information, which seek to exploit a particular crime or to glorify or glamorise crime in general, must not be made directly or via agents to convicted or confessed criminals or to their associates — who may include family, friends and colleagues.

41. Editors invoking the public interest to justify payment or offers would need to demonstrate that there was good reason to believe the public interest would be served. If, despite payment, no public interest emerged, then the material should not be published.

THE PUBLIC INTEREST

42. There may be exceptions to the clauses marked * where they can be demonstrated to be in the public interest.

43. The public interest includes, but is not confined to:
   a. Detecting or exposing crime or serious impropriety.
   b. Protecting public health and safety.
   c. Preventing the public from being misled by an action or statement of an individual or organisation.

44. There is a public interest in freedom of expression itself.

45. Whenever the public interest is invoked, the PCC will require editors to demonstrate fully how the public interest was served.

46. The PCC will consider the extent to which material is already in the public domain, or will become so.

46. In cases involving children under 16, editors must demonstrate an exceptional public interest to over-ride the normally paramount interest of the child.

UNION MEDIA - DEFAMATION CODE OF PRACTICE

INTRODUCTION

1. The publication of defamatory material in any format including Internet notice boards or websites could place the ICU at risk of substantial legal proceedings. The College does not wish to interfere with the freedom of expression enjoyed by ICU and its publications. However, it does require some safeguards to be in place to enable a speedy response to an allegation that defamatory material has been published. In setting out this procedure the College looks to balance freedom of expression within the law against the substantial liability which can be occasioned by suits for defamation.

2. This Code of Practice attempts to summarise briefly the law of defamation. However the law is more complex than this and subject to change by statute or the courts, nor is it a substitute for proper legal advice.

3. This procedure shall only be used in relation to potentially defamatory statements in the Union Media and for no other purpose.

WHAT IS DEFAMATION?

4. Defamation is defined as “the publication of a statement which tends to lower a person in the estimation of right-thinking members of society generally.” The “statement” can be words, visual images or some other method of signifying meaning. Defamation takes two forms, libel and slander. Libel involves (amongst other things) writing or printing a defamatory statement. Slander is speech or gestures of a defamatory nature.

WHAT ARE THE DEFENCES TO A CLAIM OF DEFAMATION?

5. Justification. This will only apply if there is evidence that will stand up in a court of law that can prove that what has been said is true. The burden in law is upon the publication to prove truth. Simply putting ‘allegedly’ at the start of a statement does not necessarily stop it from being defamatory. It must also be noted that simply repeating a defamatory statement that has already been published elsewhere is considered to be a separate act of defamation in itself and is further actionable in the courts.

6. Fair Comment. The argument that a statement was an honestly held opinion on a matter of public interest, without malice (set out in paragraph 8) can also be used as a defence against a defamation claim. Unlike qualified privilege (explained below), fair comment is not limited to those with a “duty” to publish. The “public interest” includes matters “as such as to affect people at large, so that they may legitimately be interested in, or concerned at, what it going on; or what may happen to them or others.” Fair comment covers only comment, not statements of fact, and must be based upon facts which are true or privileged.

7. Privilege.
There are times when complete freedom of speech, without any risk of defamation action, is in the public interest. Privilege can be "absolute" or "qualified". Absolutely privileged statements include statements in Parliament, Parliamentary reports, statements made in UK judicial proceedings, fair and accurate contemporaneous reports of judicial proceedings in the United Kingdom and UN tribunals and communications by ministers of other officers of state in the court or official duty.

Qualified privilege may only be exercised in the absence of malice (set out in paragraph 8 below), and upon "any occasion when the person who makes a communication has an interest or a duty, legal, social or moral, to make it to the person to whom it is made, and the person to whom it is made has a corresponding interest or duty to receive it." An element of reciprocity is essential, however if "a publication related to a matter of public interest,... the reciprocal duty and interest could be found even where publication was by a newspaper to a section of the public or the public at large." In the leading case of Times Newspapers v Reynolds, ten factors to be taken into account in considering qualified privilege were set out:

1. The seriousness of the allegation. The more serious the charge, the more the public is misinformed and the individual harmed, if the allegation is not true.
2. The nature of the information, and the extent to which the subject-matter is a matter of public concern.
3. The source of the information. Some informants have no direct knowledge of the events. Some have their own axes to grind, or are being paid for their stories.
4. The steps taken to verify the information.
5. The status of the information. The allegation may have already been the subject of an investigation which commands respect.
6. The urgency of the matter. News is often a perishable commodity.
7. Whether comment was sought from the plaintiff. He may have information others do not possess or have not disclosed. An approach to the plaintiff will not always be necessary.
8. Whether the article contained the gist of the plaintiff's side of the story.
9. The tone of the article. A newspaper can raise queries or call for an investigation. It need not adopt allegations as statements of fact.
10. The circumstances of the publication, including the timing.

Qualified privilege also applies to the fair and accurate reporting of domestic or foreign legislatures, courts, inquiries, international conferences, public registers, commissions and other such bodies, subject to conditions as set out in the Defamation Act 1996.

8. Malice. For the defences of fair comment and qualified privilege to succeed, it is essential that the statement be made without malice. Malice means any dishonest or improper motive. If a person has made a comment based on facts they knew to be untrue, or commented upon facts recklessly without caring whether they were true or not, or made a comment about someone simply to discredit them, then this would constitute malice, and they would not be able to claim "fair comment" or "qualified privilege" as their defence.

9. Accepted offer of Amends. The person or body defamed has accepted an apology or offer of amends.

10. Consent. The person defamed consented clearly and unequivocally to the publication of the defamatory statement.

PROCEDURE

11. If, in the opinion of the College Secretary or, in his absence, another member of the College Management Board, defamatory material has been published in any form in the ICU managed student media, the ICU President shall be contacted and will authorise and arrange for the removal of the offending material immediately pending further investigation. In the event of the ICU President being unavailable, any Deputy President may arrange for the removal of the offending material from distribution.

12. Where a complaint is directed in the first instance to the ICU President, he or she will notify the College Secretary, or in the College Secretary’s absence, another member of the College’s Management Board immediately for further advice.

13. Where there is a dispute over the existence of defamatory material (for example, where the author or editor of the publication in question believes that the material is not defamatory due to the existence of a defence), the material in question shall be removed for the protection of the College and ICU while the College Secretary consults an arbitrator for guidance.

14. The arbitrator will normally be the Pro-Rector (Educational Quality) or his or her nominee, and shall act independently. If the arbitrator is under a conflict of interest the Rector shall appoint another independent arbitrator. The arbitrator must provide the College Secretary, editor and ICU President with an opportunity for comment prior to making any decision.

15. The arbitrator shall come to a decision within 7 days of the complaint, or within 14 days with the approval of the Rector. Should the arbitrator feel that legal advice is necessary, the opinion of the College’s Solicitors shall be sought. The arbitrator’s decision shall be final and shall be divulged in full with reasons to all relevant parties.

16. If the arbitrator finds defamatory material to have been published, the publication shall be withdrawn and may only be re-issued with the defamatory material withdrawn or redacted. If the arbitrator finds there to have been no published defamatory material, then the the ICU may request that the College consider what measures, if any, are appropriate to remedy any financial loss suffered by the ICU publication affected.

17. Any members of the College who are found to have deliberately published defamatory material will be dealt with under the relevant College or Union disciplinary procedures.
18. The Union Court is responsible under the Constitution as an independent part of the Union responsible among other things for dealing with complaints about Union publications, in a role equivalent to that of the Press Complaints Commission, such complaints possibly including defamatory material (though material need not be defamatory to breach the PCC Code). However, given the potentially swift dissemination of Union publications and potential liability of the College, this procedure shall be established in addition to any rights and remedies available in the Union Court.

Annex G

HUMAN RESOURCES DIVISION AND IMPERIAL COLLEGE UNION

SERVICE LEVEL AGREEMENT

[TO BE CONFIRMED]

Annex H

STAFF/STUDENT PROTOCOL
(The Relationship of the Elected Officers of ICU, its Committees and its Permanent Staff)

1. It is recognised that any officers elected by the student members of ICU are accountable to that membership, through the ICU Council, or through its committees. ICU staff are accountable through the line management structure to the General Manager and ultimately, through the ICU President, to the ICU Trustee Board.

2. The aim of this Protocol is to clarify the relationships between students, their elected representatives and staff. The document serves to provide protection to staff and the democratic processes of the Union, but also to promote an effective working environment.

3. The President of the ICU and the General Manager are responsible for ensuring all officers and members of ICU staff are aware of this protocol. Sabbatical Officers and any other person who derives employment from elected office are “ICU officers” and not “staff” for the purposes of this protocol.

THE ROLE OF STAFF IN MATTERS OF ICU POLICY

4. The maintenance of the integrity of democratic practice within ICU precludes the direct involvement of staff employed in the Union in matters of policy.

5. Staff shall at all times strive to uphold the policies, aims and objectives of the ICU.

6. Staff members may attend meetings of any body of the ICU when invited or with the permission of the President.

7. Staff members may not exercise a vote in any Union meeting.

8. Staff members may advise officers of the ICU on any matter within their work area, but shall not in any other way seek to influence the policy-making process of the Union.

9. Staff members may not take part in public discussion of ICU policy nor give public expression to views contrary to ICU policy within the Union.

10. Staff members shall not comment on ICU policy except to answer factual questions which come within their area of work.

11. Staff shall not involve themselves in any partial way in the election of any officers or representatives of the ICU.

THE ROLE OF MEMBERS OF THE ICU IN EMPLOYMENT ISSUES

12. The maintenance of the integrity of the College as an employer precludes any Union
staff matters, either related to work or personal matters, from being discussed in any open forum of the Union.

13. All matters relating to conditions of service, performance and conduct of members of staff employed within the Union shall be dealt with by the ICU President in consultation with the ICU General Manager where appropriate. The ICU President and General Manager must always seek the advice and support of the College's Human Resources Division to ensure that such matters are progressed in accordance with the relevant College procedures.

14. All matters relating to the conditions of service, performance and conduct of the ICU General Manager shall be dealt with by the ICU President as the General Manager’s line manager, in consultation with the College’s Human Resources Division, where appropriate.

15. All matters relating to the performance and conduct of members of College staff shall be raised at the appropriate level in the College by the ICU President, where appropriate.

16. The officers of the ICU shall refer complaints about individual members of staff employed within the Union to the ICU President who will handle them in consultation with the ICU General Manager and in accordance with the line management structure of the Union.

17. The officers of the ICU shall not permit discussions relating to the conditions of employment, performance or conduct of members of staff employed within the Union to appear in articles, correspondence or other publications produced under the auspices of the ICU.

18. Officers of the ICU should be encouraged to make use of the staff support available, but shall not directly manage the work of individual members of staff employed within the Union. In the event that an ICU officer wishes to change the priorities of an ICU staff member, this should be done through the Union’s line management structure.

19. Complaints about the conduct of ICU staff members while not on Union business, which are raised by members of the Union, College or the general public shall be addressed through the appropriate line management structure.

20. Matters relating to ICU staff shall be considered within the context of the line management structure of the Union and, where necessary, in accordance with the College’s disciplinary and grievance procedures.

SABBATICAL OFFICERS

21. Sabbatical Officers shall be subject to the same scrutiny and discipline as any other ICU officer, subject to the relevant Union Regulations and policies.

STUDENT STAFF

22. Students may be employed within the Union on a part-time basis. These students should be not be prevented from exercising their democratic rights as student members of the ICU because they are also members of ICU staff. Therefore, student staff may take a full and active part in the democratic administration of the ICU, including full membership of all its committees with the exception of the Trustee Board.

23. Student staff may not raise any issue relating to the employment, terms and conditions of service, performance and conduct of themselves or any other staff member in any committee of the ICU.

24. Student staff are entitled to comment on policies relating to the areas of the ICU where they work, other than employment policies, and shall not be discriminated against for doing so.

25. Student staff will be afforded the same protections as permanent ICU staff members under this protocol.

26. Student staff should pursue any issue which arises in connection with their employment through the relevant line management structure.

ENFORCEMENT AND INTERPRETATION

27. The ICU President is ultimately responsible for the enforcement of this protocol and shall be responsible for clarifying the relationship between the ICU and members of staff. When either the Trustee Board or Court are sitting, their respective chairs shall be responsible for the clarification or enforcement of the protocol. The Court shall interpret this protocol when required as with any other Union rule.

28. When the President, or other ICU officer for the time being with delegated authority to manage staff, act through such staff, the conduct of the President or other officer may be the subject of comment in any open meeting or forum. Discussion of the conduct of the staff themselves shall be subject to the prohibitions set out above.

29. The Trustee Board, Executive Committee and Court may discuss matters relating to employment issues for staff with safeguards for propriety set out elsewhere in the Constitution and Regulations. The Trustee Board and Court may require staff to attend, answer questions and produce documents or items.

30. Breaches of this protocol by ICU staff shall be resolved through the line management structure, by the ICU General Manager. If the General Manager is implicated the ICU President shall resolve the matter.

31. Breaches of this protocol by ICU members shall be resolved by the President, if necessary, through the appropriate disciplinary procedures. If the President is implicated the matter shall be referred to the ICU Trustee Board.
PAPER M

IMPERIAL COLLEGE UNION
DISCIPLINARY POLICY

A Note by the Clerk to the Council

BACKGROUND

1. As a part of its review of its governance structures (which is the subject of a separate Paper on the Agenda), the Imperial College Union has updated and revised its Disciplinary Policy. The main changes to the Policy relate to its application to sabbatical officers and those holding office within the Union.

2. The Union’s Disciplinary Policy is one of the governance documents that must be approved by the College Council before it can come into force. The Council is therefore invited to consider and, if it sees fit, approve the proposed amendments to the Union’s Disciplinary Policy at Annex A.

K.A.M.
PART A: JURISDICTION

1. The policy has jurisdiction over the following areas:
   i. Union premises as defined as being under the management responsibility of Imperial College Union as laid out in the Memorandum of Understanding, any area used to control entry to Union activities, and the vicinity thereof,
   ii. Any Union activities defined as anything funded by the Union or organised by an official Union club or society.
   iii. Misconduct arising outside of Union premises but which are connected with Union activities and are likely to affect the good name and standing of the Union.

2. Parts B, C, D and E of this policy have jurisdiction over all registered students of the College and groups thereof whether or not members of the Union; these parts also apply to Union clubs and societies.

3. Part F of this policy has jurisdiction over Life and Associate Members of the Union, as well as those who are not members of the Union or registered students of the College.

4. In any case which involves a computing offence—or misconduct simultaneously involving the Union and other jurisdictions under the College Code of Discipline—or particularly grave misconduct, the President shall liaise with the College Tutors in respect of the appropriate disciplinary jurisdiction in the Union or College. In particularly grave cases, the President, with the consent of the Court chair, may refer a disciplinary matter directly to the College Discipline Committee.

5. Members of the College staff who are also registered students of the College shall be dealt with under the relevant College disciplinary procedure for staff, and not this policy. The President may exclude such individuals from Union premises and facilities pending College disciplinary action, and shall inform their head of department if so doing.

6. Registered students who hold office within the Union may be proceeded against separately under the Union’s Disciplinary Regulation. Clubs and societies, as well as being dealt with under this policy, may have disciplinary action or action under health and safety rules taken in relation to them under other Union Regulations or policies.

7. A particular area or facility within the Union may have rules applicable to it which involve the restriction, suspension or exclusion of people from its use.
PART B: THE DISCIPLINARY SYSTEM

Summary punishment

9. The power and responsibility for curtailing or containing the immediate effects of misconduct and imposing summary punishment where appropriate rests with the President or his or her nominee.

9. Where summary punishment is appropriate, it shall be imposed on the spot, or with the least possible delay, and shall be limited to one, two or three of the following:

i. A reprimand;

ii. Expulsion, not exceeding seven days, from the use of the area where the misconduct occurred;

iii. Suspension, not exceeding seven days, from the use of a particular facility;

iv. A charge, up to a maximum to be determined, from time to time, by the College Tutors and the President, to meet the cost in whole or part of replacing the damaged property or equipment;

v. A fine, up to a maximum to be determined, from time to time, by the College Tutors and the President;

vi. ‘Union Service’, i.e. work on College campuses of benefit to the College community.

10. Summary punishment may be imposed upon any person, club or society. It may not be imposed upon a person or body who is being referred to the Disciplinary Committee for the same misconduct, except under paragraph 13.

11. The authority imposing summary punishment must inform the person being disciplined of the punishment and his or her right of appeal.

Cases where Summary Punishment is inappropriate

12. The Disciplinary Committee shall deal with misconduct which in the opinion of the President, or his or her nominee, cannot be dealt with adequately by means of summary punishment.

13. If a defendant holds office in the Union and the misconduct is relevant to that office, or particularly serious, a disciplinary tribunal may be formed by the Union Court or Trustee Board under Part H of Union’s Disciplinary Regulation.

14. In cases involving misuse of Union equipment or facilities, breaches of Union or College safety rules or potential danger to students, staff or other persons and where the President had referred it to the Disciplinary Committee, a suspension or expulsion may be imposed until such time as the Disciplinary Committee has reached a decision.

15. If a person or body is facing disciplinary proceedings before the Disciplinary Committee, they shall not be suspended nor excluded from the Union or any of its facilities,
nor shall their status as a member or body be prejudiced pending determination of the proceedings against them by the committee, unless imposed under paragraph 13.14.

16. In cases of serious misconduct by medical students, the President may consider that the issue is so serious that restrictions should be placed on the student’s activities. In such circumstances, the President should report the allegations against the student to the Principal of the Medical Faculty who shall consider the information supplied and invite the student to make representations. Taking the protection of the public as the paramount consideration, the Principal of the Medical Faculty shall decide whether and if so what restrictions should be placed on the student’s activities. Any restrictions imposed shall remain in place until either the student is acquitted by Disciplinary Committee, Appeals Committee or other disciplinary authority or the Fitness to Practise Medicine Panel or the Principal of the Medical Faculty direct otherwise.

17. Students should be aware of the implications of misconduct which is also a criminal offence. This could invoke criminal investigation in addition to Union or College disciplinary procedures. If considered necessary, Union disciplinary procedures may be suspended by the President pending the outcome of criminal procedures.

Membership of the Disciplinary Committee

18. The Disciplinary Committee shall consist of

   i.a. A member of the Union Court or the Council Chair as chair, and

   ii.b. Four non Sabbatical members of the Executive Committee.

19. If members of the Executive Committee are unavailable, membership shall be drawn from the Council. The Union Court may appoint the Council Chair as chair instead of one of its own members.

20. The Union Court, under its standing orders, shall appoint the chair, and the members of the committee in paragraph 17.19 (ii) and 19 at random, the chair and a replacement Clerk from among the Deputy Presidents if required. Members under paragraph 18(ii) and 19 are appointed at random.

22. The Deputy President (Finance and Services)—Chair of the committee, with the approval of the President, shall appoint a member of Union staff to act as the Clerk to the committee. Any staff member appointed shall be with the approval of the President. If he or she is unavailable, one of the remaining Deputy Presidents shall act as Clerk. The Clerk shall not vote or participate in a discussion of the merits of a case. No Sabbatical Officer may be a member of the committee except a Deputy President acting as Clerk.

23. No person shall sit on the Disciplinary Committee if he or she is:

   i.a. The subject of a charge,

   ii.b. The complainant,

   iii.c. A witness or a potential witness (i.e. has personal knowledge of the facts surrounding the case),

   iv.d. Successfully challenged for any good cause; the chair shall decide whether to uphold the challenge or not, prior to the hearing,
Disciplinary Tribunal

23. If one or more defendants holds office in the Union, the President may request that a disciplinary tribunal under Paragraphs 44-49 of the Disciplinary and Complaints Procedure in Regulation 7 is convened. If so convened, the disciplinary tribunal (which may be the Union Court or Trustee Board) may also act in place of the Disciplinary Committee with its authority and subject to the restrictions in this policy, in respect of all defendants, whether or not they hold office. In particular:

a. The Clerk shall be appointed in the same manner as a normal Disciplinary Committee,

b. Paragraph 22 applies in relation to its appointment, and

c. The procedural requirements of Part C apply.

PART C: PROCEDURES

Defendants

24. Multiple persons may be dealt with in a single hearing. Union clubs and societies or recognised sub-sections thereof may be dealt with as a defendant in the same way as a natural person.

25. If a club or society faces disciplinary proceedings, its chair, president or captain or his or her nominee shall represent it.

Procedural rights

26. The President, through the Clerk, will notify the student, club or society, with reasonable notice in advance of the hearing, of any documents to be submitted or any witnesses to be called.

27. Any person or body facing disciplinary proceedings shall be informed in writing of the charges against them, and of their right to be represented at the hearing by a person of their choice who is a member of the College, and to bring witnesses. If they wish to be represented, to call witnesses or present documents either bearing on the charge or in mitigation of any penalty which may be imposed, they shall notify the Clerk with reasonable notice, in advance of the hearing, which will normally be held within ten College working days of the referral.

Procedure

28. The committee shall base its decision on any fair and relevant evidence presented and examined in the presence of the person bringing the charge and the student charged.

29. The committee shall first consider whether each of the charges presented are true, and secondly whether the proven facts then amount to misconduct.
30. A conviction by a criminal court shall be regarded by the committee as creating a rebuttable presumption that the person convicted of committing an offence is guilty of it, and that any facts found by the court are true. Conduct amounting to a criminal offence in the United Kingdom is automatically misconduct under this policy, if committed within the jurisdiction of this policy.

31. The proceedings of the committee shall not be invalidated by the failure to appear of the student charged following notification of the proceedings in accordance with the earlier paragraphs.

32. Evidence of earlier misconduct by the student or body charged which has already been the subject of previous disciplinary procedures shall not be presented until after a decision has been reached on the facts of the case, but may then be admitted and considered in deciding on any punishment.

33. Hearings shall normally be in closed session but a written account of the proceedings may be released at the chair’s discretion.

34. A student, club or society may request that the hearing is held in public. In keeping with the Human Rights Act 1998, should the student, club or society wish, the decision of the committee will be posted on the President’s notice board.

35. The committee shall reach its decision by simple majority voting, save that on questions of guilt no person, club or society shall be found guilty if more than one member of the committee dissents. The chair may make a casting vote only. The Clerk shall not be entitled to vote.

36. A full record shall be made of the hearing and retained for possible use in connection with a review or appeal.

**PART D: PENALTIES**

37. The committee may impose one or more of the following penalties:

- a. A reprimand,

- b. A fine,

- c. A charge to meet the cost in whole or in part of replacing damaged property or equipment,

- d. A charge to meet the cost in whole or in part of any funds lost through mismanagement,

- e. Expulsion or suspension from any part of the Union or its facilities for such period as the committee may determine,

- f. Expulsion from any part of the Union’s premises for such period as the committee may determine, which may include permanent expulsion,

- g. Expulsion or suspension from membership of a club or society,

- h. Revocation of or reduction in financial authority,
ix. ‘Union service’, i.e. work on Union or College campuses of benefit to the College community,

x. In relation to a club, society or recognised section thereof, a freeze in their budget or other privileges of a club or society for any finite period,

xi. In relation to a holder of an elected post in the Union, a recommendation to the President or appropriate committee chair that a proposal of censure or no confidence is made to the Council or any other committee entitled to pass it.

38. The committee may instead refer any disciplinary matter to the College Discipline Committee. If so doing it may impose a suspension or expulsion until such time as the College Discipline Committee reaches a decision.

39. The committee may impose a charge under paragraph 33(4) upon a person, appearing before it in his or her own capacity, found to be responsible for the mismanagement of Union funds, in order to satisfy any funds lost.

40. The Union may, in addition to any penalty, take legal action to recover any sums owing to it. Any funds paid as a result of legal action shall be set off against a charge under paragraphs 35(3) or (4), or 9(4) if relating to the same offence.

41. The committee may make any recommendation to any person or committee.

42. Where a person is excluded from any Union premises licensed for the sale of alcohol, he or she will be informed that it is College policy that the exclusion will cover all College licensed premises and that the relevant people will be informed.

43. Where misconduct lead to prosecution in an outside court, the committee shall take note of the fact and the outcome in imposing any penalty.

44. Any fine collected shall be donated to the College Student Hardship Fund.

45. If the student or representative of a club or society is absent, the Clerk shall notify them of any penalty and rights of appeal.

Breach of penalties

46. If a person or body does not pay any fine or compensation within 10 College Days, or is alleged to have breached any other penalty imposed, the matter will be referred to the Union Court by the President. The Court shall determine whether there are any extenuating circumstances such as financial hardship in relation to paying any fine or charge, and whether or not the penalty was complied with. If the Court determines that there was a breach of a penalty, it may refer the matter back to the Disciplinary Committee with its factual findings, which are then not open to review. The committee may then impose any further penalty or refer the matter to the College Discipline Committee.

47. If a Disciplinary Committee is re-convened to consider a breach of a penalty found by the Union Court, it shall as far as possible have the same membership as the original committee, but the Union Court may nominate replacement members if the original ones are unavailable. If the Union Court has modified the decision of the original committee, the Court may nominate a new chair from those who sat upon the appeal or review, and replace any members as necessary.
PART E: APPEALS AND REVIEWS

48. An appeal may be made upon a finding of guilt by the student, club or society on the grounds of unreasonable conclusions, an excessive or inappropriate penalty, unconstitutionality or a procedural irregularity. A review may be requested by the President or nominee upon the grounds of unconstitutionality or procedural irregularity.

49. The appeal is made to the Union Court, which shall act as the Union Appeals Committee. Where the disciplinary tribunal Union Court has acted as the Disciplinary Committee under paragraph 23, the appeal shall be to the Trustee Board. When the Trustee Board has acted as the Disciplinary Committee under paragraph 23, the appeal shall be to an independent panel as provided for under Trustee Board policy.

50. A student, club or society upon whom a penalty of suspension or expulsion has been imposed under paragraphs 35(v), (vi) or (vii) may, notwithstanding other appeals or reviews, have the right to have that part of the punishment re-considered by the Disciplinary Committee after six months and thereafter at six monthly intervals. Its members shall be appointed according to the same principles as paragraph 45.

Preliminary procedure

51. Any student, club or society wishing to appeal may do so within five College days to the Clerk of the Disciplinary Committee in writing, setting out the grounds and supporting argument.

52. Upon a requested appeal the Clerk of the Disciplinary Committee will write to the appellant at least five working days before the hearing taking place (unless the appellant consents to a shorter period), providing a report with:

- A statement of the matters investigated,
- A summary of the evidence given by each witness,
- The original committee's decision, and
- Reasons for the judgment reached in relation to submissions made at the hearing.

53. An appeal in relation to a summary punishment shall be made (instead of the Clerk) within 5 College days to the Deputy President (Finance and Services) or if unavailable, another Deputy President. The President or nominee imposing the punishment shall then provide the reasons for the punishment in writing.

Appeals

54. The Court shall hear any appeal in session, appointed according to its standing orders, though no person upon it shall have sat upon the original Disciplinary Committee, except the Clerk, who shall act as Secretary to the Court upon such appeals.

55. An appeal shall be by way of a re-hearing (or in the case of a summary appeal, a normal disciplinary hearing), following the same procedure as the Disciplinary Committee. The Court may confirm, reverse or modify the original decision within the summary or Disciplinary Committee jurisdiction respectively.
Reviews

56. The Court will only accept a review requested by the President or nominee. A student, club or society wishing to contest a decision should request an appeal (as provided for above) rather than a review.

57. The Court will not review the factual basis for a decision unless the decision was wholly unreasonable.

58. A review may not quash an acquittal of misconduct or finding of facts favourable to the person or body proceeded against, unless the Court finds that it was procured by dishonesty relating to the procedure under this policy. In such cases it may remit the matter for a fresh hearing before the Disciplinary Committee, but may not impose an unfavourable finding of fact or a conviction.

59. The Court may make a declaration or interpretation for use in future proceedings, the effect of which would have been to impose an unfavourable finding of fact or conviction if applied in the case reviewed.

60. In conducting a review, the Court may impose an equivalent or lesser penalty, in the event of the original one being unconstitutional.

Office of the Independent Adjudicator

61. Once a student has completed the Union's internal appeals, reviews 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 his or her 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 on its web site at www.oiahe.org.uk.

Finality

62. A decision by the Disciplinary Committee or Union Court once the time limit of 5 College days has elapsed is final (subject to a six-monthly re-consideration in circumstances set out in paragraph 47.52).50.

63. No matter which was dealt with and concluded previously under this policy shall be brought again under it.

64. Notwithstanding any finality under this policy, a matter referred back by the Office of the Independent Adjudicator may be re-opened at any point, or any other course of action undertaken in accordance with its directions.

PART F: LIFE, ASSOCIATE AND NON-MEMBERS

Life and Associate Members

65. A Life or Associate Member of the Union is subject to the same disciplinary jurisdiction and enjoys the same rights within it as a Full Member, subject to the following alterations:
i.a. No fine or Union service may be imposed,

ii.b. The Disciplinary and Appeals Committees may suspend a person’s membership of the Union, or expel that person from membership permanently, and

iii.c. The Office of the Independent Adjudicator does not deal with complaints from those who are not and were not registered students of the College.

66.68. Members of the Union permanent staff who are also Life or Associate Members shall be dealt with by the President and are not subject to the disciplinary jurisdiction in this policy.

67.69. A Life Member of the Court is not subject to the disciplinary jurisdiction of this policy, except paragraph 13, unless they been first dismissed from membership by the Trustee Board, Council or Court, or their term has otherwise expired. Paragraph 13 may only apply until a Council meeting is convened to dismiss the member, and if so dismissed, may further apply until the Disciplinary Committee’s decision. If the President or another person has not proposed a motion of no confidence in the member for the next available Council, paragraph 13 expires in relation to that member at the end of that Council meeting.

Non-members of the Union

68.70. The President shall deal with any person or organisation who is not a member of the Union, registered student of the College, or member of the Union or College staff. The President shall ensure such a person or organisation is given an opportunity to answer any allegation against them. The President may suspend or expel them from any or all parts of the Union for any period of time or permanently. The Executive Committee may review any such decision upon appeal.

PART G.: AMENDMENT

69.71. This policy may be amended by the Union Council, with. Any amendments by the Union Council must be approved by the Union Trustee Board and Imperial College Council.

Passed by Union Council on 11th June 2007
PAPER N

ANNUAL REPORT OF THE IMPERIAL COLLEGE UNION

A Note by the President of the Imperial College Union

INTRODUCTION

1. The President of the Imperial College Union is required to report to the Council each session on the Union’s activities.

2. A copy of the Union’s Annual Report 2006/07 is enclosed with these Papers. (*)

J.C.

* The ICU Annual Report is not included with these Minutes.
INTRODUCTION

1. Imperial Innovations is now a publicly listed company, quoted on the AIM market. It floated on 31 July 2006 and raised £25M from financial institutions and a further £1M from a public offering primarily from Imperial College staff. Its current market cap (as at 2 July 2007) is £178M and the College owns 59%.

2. The numbers referred to in this Report are extracted from Imperial Innovations’ half year results (as at 31 January 2007) and compared mainly with the figures for the full year 2005/06. The Company’s year end is 31 July 2007 and figures for the full year are not expected until October. The Company has conducted two rounds of shareholder meetings post-IPO and has had positive feedback from all its shareholders. The volume of shares traded in the Company has not been high, since the shares are held by financial institutions who have bought into the long term vision for the Company and relatively little stock resides with individuals. The share price has therefore not moved significantly from the original IPO price.

THE PIPELINE

3. Since Imperial Innovations secured external funding there has been a significant step up in the number of ideas flowing into the Company because there is now a perception in the academic community that Imperial Innovations can fund ideas. 155 inventions were reviewed in the first half of the year and 42 patents filed compared with a total of 284 for the previous full year and 61 patents filed. Establishing technical and commercial proof of concept for an invention is an important step towards licensing or incorporating a spin out. Imperial Innovations manages a number of small proof of concept funds from sources including the Higher Education Innovation Fund (HEIF), the London Development Agency and Johnson & Johnson. Such funds provide essential high risk money at a stage where a project is not investment ready. The Company is working closely with the College to secure more funding in this area.

4. Whilst Imperial College remains the main source of intellectual property, Imperial Innovations has begun to selectively exploit technology from other sources. These include Hammersmith and St Mary’s Trusts and the National Physical Laboratories where a technology commercialisation service is offered. The Company is also conducting a pilot to commercialise technology from BAE Systems, outside of defence areas - this technology is complementary to Imperial’s. In addition, incubation contracts with the Carbon Trust and WRAP bring in opportunities from other universities/ inventors. Imperial Innovations also has an agreement to co-develop and exploit technologies on an elective basis with Consensus Business Group. Imperial Innovations is paid service fees by these organisations.

5. There continues to be a steady flow of new companies, with 7 new companies during the first half year. It is noticeable that many of the companies bring together intellectual property from different sources. For example Quantasol, a company which has just secured funding of £1.35M is founded on technology from Imperial and Sheffield University, and
Ionscope which has secured £750K from a group of Cambridge business angels is founded on technology from Imperial and Cambridge.

6. The College inventor base had many questions following the flotation. Imperial Innovations has worked closely with Faculties to provide answers to questions raised and has endeavoured to adopt a more “customer” orientated approach. The Company believes that successful exploitation of ideas requires the positive engagement of inventors. IC Reporter has run a regular column “Inventors Corner” exemplifying different inventors and their roles in specific commercial projects. This has provided the College with role models for the activity and a set of people with whom new inventors seem to identify more readily.

**LICENSING ACTIVITY**

7. Imperial Innovations completed 24 licence/option (IP) agreements in the half year (compared with 21 for the full year 2006). This resulted in £1.1M for the half year income (compared with £1.8M for full year 2006). This IP income continues to comprise mainly upfront fees and milestones paid as products are developed by licensees. However, there are a number of licences in place which could represent a major royalty stream in the future. For example, a new suite of peptides has been licensed to Thiakis which are progressing well and have the potential to become effective treatments for obesity, the market for such products being in excess of US$5Bn in 2010. Licence deals vary in scale and scope, with deals being concluded with large companies such as Bayer Healthcare, Novartis and BP and smaller companies including spin outs.

**SPIN OUT COMPANIES**

8. Imperial Innovations has interests in 70 technology businesses. The portfolio of companies is beginning to mature and comprises a number of more advanced businesses including Circassia, Deltadot, Inforsense, Thiakis and Veryan Medical.

9. In its new role as an investor, Imperial Innovations is attracting good quality lead investors and co-investors. In 2005/06 Imperial Innovations invested £1.8M, whilst in the first half of 2006/07 £5.2M was invested representing approximately one-third of total funds raised by the portfolio of companies.

10. There are a number of markers of progress in the portfolio which include companies successfully raising funds, attracting good management teams and selling products. The gross fair value of investments at the half year was £39.5M, which included revenue share obligations to Imperial College (compared with £33.5M for year end 2005/06). This valuation is arrived at under the international private equity and venture capital guidelines methodology (IPEVCG) which tends to understated the ongoing value enhancement in a maturing portfolio of early stage companies. The impact of investments has begun to be reflected through the value of the unquoted portfolio which rose 24% after revenue sharing obligations and reflects the opportunity for future.

**THE INCUBATOR**

11. Imperial Innovations manages the College’s Incubator as part of its New Ventures function. The Incubator provides a focus for networking events for spin outs and allows services to be provided cost-effectively to a number of companies. The incubator houses 13 companies – Bioceramic Therapeutics, Deltadot, Aqix, Equinox, Emcision, Hydroventuri, Midaz, Molecular Vision, Nexeon, Nanobiodesign, Thiakis, Plasticell and London Genetics
and employs approximately 90 people. The Incubator has been expanded to add additional office space so that more companies can use this as an initial start up location. Circassia has already graduated from the incubator and Nexeon and Thiakis will shortly follow.

CONCLUSION

12. Imperial Innovations is managing itself well in the public environment. The Company has a very supportive shareholder base and the nature of the business is gradually being understood by the financial markets. As the companies in the portfolio progress and are well recognised and licences are concluded with quality partners, the Imperial Innovations portfolio will differentiate itself. Of course the real evidence will come when the Company achieves substantial value uplift in its portfolio as spin outs raise later stage funding at higher valuations, as companies are floated and when trade sales result in cash realisations.

13. The Company is seen as a fully integrated company offering encompassing early stage venture capital, incubation and investment. The success of Imperial Innovations is widely envied by other Universities both in the UK and internationally.

T.M.
IMPERIAL COLLEGE BANKING ARRANGEMENTS
POOLING OF COLLEGE AND SUBSIDIARY COMPANY BANK ACCOUNTS

A Note by the Chief Operating Officer

INTRODUCTION

1. The College and its wholly owned subsidiary companies hold a number of different accounts at National Westminster Bank plc. The accounts are not linked and each account is therefore treated independently by the Bank for the purpose of calculating interest payments.

PROPOSAL

2. It is now proposed that arrangements should be put in place to enable the funds in these accounts to be considered as a single pool; this will enable the College to obtain a better overall rate of interest on the funds in the accounts.

3. In order to achieve this pooling effect, the following steps need to be taken:

a. Overdraft Facility. The College's current £10M overdraft facility will be terminated and a replacement £10M multi-currency overdraft facility will be set up covering the accounts listed below. A copy of the Multi-Currency Overdraft Facility letter is attached at Annex A.

   (1) **Sterling Accounts.**
      (a) Imperial College of Science, Technology and Medicine (one account)
      (b) Imperial Activities Limited (two accounts)
      (c) Burlington Danes Construction Limited (one account)
      (d) IC Consultants Limited (one account)
      (e) Imperial Bioincubator Limited (one account)
      (f) Private Patient Healthcare Limited (two accounts)

   (2) **Euro Account.** Imperial College of Science, Technology and Medicine (two accounts)

   (3) **Dollar Account.** Imperial College of Science, Technology and Medicine (one account)

b. Unlimited Inter-Company Guarantee. In order to support the replacement £10M overdraft facility, the College and all of the subsidiary companies listed above will be asked to execute an unlimited inter-company guarantee under which they agree, on demand, to discharge any debts incurred by any of the other members of
the pooling group. The purpose of this guarantee is to protect the Bank against the possibility of subsidiary companies, some of which have few assets, running up a large overdraft and then going into liquidation. A copy of the Unlimited Inter-Company Composite Guarantee is attached at Annex B. Under the terms of this Guarantee, at the request of the College, additional wholly-owned subsidiary companies may join the pooling arrangements by executing the Accession Agreement at Annexure 2 to that Annex.

4. A pooled banking arrangement means that there is a need for greater control by the College over the bank accounts of the subsidiary companies. Under the new scheme, the College’s Head of Tax and Treasury will be responsible for maintaining an oversight of the banking arrangements of all companies in the pool on a daily basis and for ensuring that they do not make use of the overdraft facility without prior approval.

5. Under Section 58 of the College’s Financial Regulations, prior sanction of the Council must be obtained for any proposed guarantee in excess of £1M. As the arrangements set out above include the granting by the College of an unlimited guarantee in respect of the obligations of the subsidiary companies in the pool, the Council’s approval is required before the accounts can be pooled in the manner proposed.

**ACTION**

6. The Council is therefore asked to consider and, if it sees fit, approve the resolutions set out below.

M.P.K.
Dear Sirs

Multi-Currency Overdraft Facility
Account Holding Branch/Office: South Kensington Station Branch (sorting code 51 50 01)

I write to advise the terms and conditions upon which the Bank is willing to make available to you and the Subsidiaries a multi-currency overdraft facility for the purpose of your and the Subsidiaries' respective businesses.

I Definitions

In this letter the following expressions shall have the following meanings:-

"Bank" means National Westminster Bank Plc and its successors and assigns;

"euro" and the sign "€" means the single currency adopted or to be adopted by participating member states under the Treaty establishing the European Union;

"Facility" means the multi-currency overdraft facility made available or to be made available on the terms and conditions set out in this letter;

"Facility Accounts" means the Sterling Accounts and the Foreign Currency Accounts;

"Facility Limit" means £10,000,000;

"Foreign Currency" means any non-Sterling currency (including the euro) which is freely convertible into Sterling and readily available in the London Interbank Market;

"Foreign Currency Accounts" means:-

(i) the accounts denominated in euros referenced [XXXXXXXX] and [XXXXXXXX] in name of Imperial College of Science, Technology and Medicine

(ii) the account denominated in United States Dollars referenced [XXXXXXXX] in name of Imperial College of Science, Technology and Medicine

on which the Facility is made available;

"Gross Limit" means £10,000,000;

"Group" means at any time you and your Subsidiary Undertakings at such time;

"Separate Interest Accounts" means Sterling Account numbers [XXXXXXX] and [XXXXXXXX];
"Sterling" and the sign "£" means the lawful currency of the United Kingdom; 

"Sterling Accounts" means the accounts denominated in Sterling on which the Facility is made available, as follows:-

account number [XXXXXXXX] in name of Imperial College of Science, Technology and Medicine 
account numbers [XXXXXXXX] and [XXXXXXXX] in name of Imperial Activities Limited 
account number [XXXXXXXX] in name of Burlington Danes Construction Limited 
account number [XXXXXXXX] in name of I C Consultants Limited 
account number [XXXXXXXX] in name of Imperial Bioincubator Limited 
account numbers [XXXXXXXX] and [XXXXXXXX] in name of Private Patient Healthcare Limited;

"Subsidiaries" means the Companies listed in the Schedule attached;

"Subsidiary Undertakings" shall have the meaning ascribed to it in Section 258 of the Companies Act 1985; and

"United States Dollars" and "US$" mean the lawful currency of the United States of America.

2 Overdraft Limit(s) and Utilisation

2.1 Subject always to Clause 3, the Facility may be utilised by overdrawing the Facility Accounts up to the Facility Limit. The Facility Limit must not at any time be exceeded.

2.2 In addition, the aggregate of the cleared debtor balances on the Sterling Accounts must not at any time exceed the Gross Limit.

2.3 For the purpose of calculating utilisation of the Facility:-

(a) any cleared credit balances on the Sterling Accounts will be netted against any cleared debit balances on the Sterling Accounts; then

(b) any credit balances on the Foreign Currency Accounts will be netted against any debit balances on the Foreign Currency Accounts in the same Foreign Currency; then

(c) the Sterling equivalent of the net balances on the Foreign Currency Accounts shall be calculated by reference to the prevailing market rate of exchange; and then

(d) the Sterling equivalent of the net balances on the Foreign Currency Accounts will be netted against (or aggregated with) the net balance on the Sterling Accounts.

2.4 The Bank may decline to pay a cheque (or allow any other payment or withdrawal) from a Facility Account (whether in credit or debit) which would result in either the Facility Limit or the Gross Limit being exceeded. This may mean that you or any of the Subsidiaries may not be able to draw on a credit balance on a Facility Account as a result of a debit balance on another Facility Account. You and the Subsidiaries should liaise with each other to ensure that these arrangements do not have an adverse effect on the operations of each Facility Account.

2.5 If the Bank does pay a cheque (or allows any other payment or withdrawal) resulting in either the Facility Limit or the Gross Limit being exceeded it will not mean that the relevant limit has changed or that the Bank will agree to pay any other cheque (or allow any other payment or withdrawal) which would have that effect.

2.6 The Bank may disregard any uncleared credits for the purposes of calculating the utilisation of the Facility (and any interest payable) and compliance with the Gross Limit. If however the Bank does pay a cheque (or allows any other payment or withdrawal) against uncleared credits this does not mean that it is bound to do so at other times.

3 Creditor Accounts

3.1 The Foreign Currency Accounts and Separate Interest Accounts should remain in credit at all times and the Bank may decline to pay a cheque (or allow any other payment or withdrawal) which could result in a cleared debtor balance. If the Bank does pay a cheque (or allows any other payment or withdrawal) resulting in a cleared debtor balance it will not mean that a borrowing facility has been established or that the Bank will agree to pay any other cheque (or allow any other payment or withdrawal) which would have the same effect.
4 Preconditions

4.1 The Bank will not be obliged to make the Facility available until the following conditions have been met:-

(a) the Bank has received and is satisfied with written confirmation that you are acting in compliance with all requirements of the Higher Education Funding Council for England in connection with the approval of this facility;

(b) any security required in terms of Clause 9 of this letter has been valued and completed to the Bank's satisfaction; and

(c) you and the Subsidiaries have accepted the Facility on the terms and conditions set out in this letter by returning the duplicate of this letter with the acknowledgement duly signed, within 28 days of the date of this letter.

5 Availability

5.1 The Facility is repayable upon demand in accordance with normal banking practice and the Facility can be unconditionally cancelled by the Bank at any time.

5.2 Without prejudice to its overall right to call for repayment on demand, it is the Bank's present intention that the Facility will be available until 15th October 2007. The Facility will be reviewed on or around that date but may be extended by mutual agreement.

5.3 The Bank will always give notification of its intention to place a restriction on the ability of you and the Subsidiaries to make drawings on the Facility.

5.4 You may at any time advise the Bank in writing that the Facility is no longer required.

6 Set Off, Retention and Appropriation

6.1 In addition to any other rights to which it may be entitled, including rights under any guarantee or security, the Bank may retain, set off or appropriate any credit balances (whether current or not yet due) either on the Facility Accounts or any other accounts you or the Subsidiaries may have with the Bank against any debit balances on the Facility Accounts, liabilities of you or the Subsidiaries under any guarantees granted by you or the Subsidiaries in connection with the Facility, or any other obligations you or the Subsidiaries may owe to the Bank whether present, future, actual or contingent.

6.2 The Bank may exercise any of these rights without prior notice both before and after demand and in so doing may, where required, convert between currencies at the prevailing market rate of exchange.

7 Interest

Sterling Accounts

7.1 Debtor interest will be charged by the Bank on that part of the aggregate of the cleared debtor balances on the Sterling Accounts (excluding the Separate Interest Accounts) at 1% per annum over the Bank's Base Rate.

7.2 Such debtor interest will be calculated both before and after demand, decree or judgment on a daily basis and debited by the Bank to Sterling Account number [XXXXXXXX] quarterly on the final business day of March, June, September and December (or such other dates as the Bank may advise from time to time).

7.3 Compensating creditor interest will be paid by the Bank on that part of the aggregate of the cleared creditor balances on the Sterling Accounts (excluding the Separate Interest Accounts) up to the aggregate of the cleared debtor balances thereon at a rate which is equivalent to 0.75% per annum below the Bank's Base Rate.

7.4 Such creditor interest will be calculated on a daily basis and credited quarterly to Sterling Account number 00600032 on the final business day of March, June, September and December.

7.5 The Bank's Base Rate as at 21st April 2007 was 5.25% per annum. Changes to the Bank's Base Rate may be made at any time and with immediate effect, such changes being advised by way of press notice.
8 Costs

8.1 Whilst no arrangement fee is payable on this occasion, you and the Subsidiaries will be jointly and severally responsible for paying any costs incurred by the Bank in connection with the Facility whether as a result of you or the Subsidiaries breaking the terms of the Facility or not. These costs will include (but not be limited to) costs of taking and discharging any security; taking steps, including court action, to obtain payment; enforcing and/or preserving the Bank's rights under any security held for the Facility; tracing you or the Subsidiaries if you or the Subsidiaries change address without notice and communicating with you or the Subsidiaries if you or the Subsidiaries break the terms of the Facility. If such costs remain unpaid then they may be debited by the Bank to any of the Facility Accounts.

9 Security

9.1 The Facility will be secured by the following:-

(a) new security required by the Bank for the Facility as follows:-

(i) an Unlimited Inter Company Composite Guarantee by and between you and the Subsidiaries; and

(b) all further available security which the Bank may in future obtain.

9.2 All security will require to be granted in the Bank's preferred form. The value of the security will be reviewed regularly and, without prejudice to its overriding right to call for repayment on demand, the Bank may seek additional security if there is a significant drop in the value of the security held.

10 Financial Information

10.1 To enable the Bank to monitor the Facility you will provide:-

(a) as soon as they become available but in any event within 270 days after the end of your financial year, your audited financial statements and the audited financial statements of the Subsidiaries for that year;

(b) promptly, all notices or other documents sent by the Subsidiaries to their respective shareholders and/or their creditors; and

(c) promptly, such further information regarding your and/or the Subsidiaries' financial condition and operations as the Bank may reasonably request.

10.2 All accounts and other financial information provided to the Bank will be prepared consistently and in accordance with generally accepted accounting standards.

11 Miscellaneous

11.1 The Bank may debit any of the Facility Accounts in accordance with the terms of Clauses 7 and 8 of this letter even if it results in the Facility Limit or the Gross Limit being exceeded.

11.2 This letter will remain in full force and effect until (i) 15th January 2008 or (ii) the Facility is extended pursuant to Clause 5.2 or (iii) the Facility is repaid and no further drawings are permitted, whichever is the earlier.

11.3 These terms and conditions will not be affected in any way by any of the Facility Accounts being allocated another account number/reference by the Bank or being transferred to another branch, office or department of the Bank.

11.4 The Bank may change any of these terms and conditions by giving at least 30 days' written notice to you.

11.5 In the event of the Bank demanding repayment of the Facility in terms of Clause 5 of this letter:-

(a) the Bank reserves the right, at any time after the serving of demand, to convert all or any balances on the Foreign Currency Accounts (together with any accrued interest and unpaid costs, charges, fees and expenses denominated in Foreign Currency) to Sterling at the prevailing market rate of exchange and pass a corresponding credit against any Sterling Account.

11.6 Unless otherwise agreed, requests for new Facility Accounts must be submitted to the Bank at least 5 business days in advance (in the case of Foreign Currency Accounts, using the relevant application form required by the Bank).

11.7 The Bank's agreement to the addition/removal of Facility Accounts to/from the Facility may be subject to these terms and conditions being suitably amended to the Bank's satisfaction.
Please indicate acceptance of the above terms and conditions by arranging for the acknowledgement on the duplicate of this letter to be signed and returned to me. The Bank will not be obliged to provide the Facility until the acknowledgement on the duplicate of this letter has been returned duly signed.

The Bank may, at its option, treat any usage of the Facility as acceptance (without amendment) of the terms and conditions of this letter.

Please do not hesitate to contact me if you require clarification of any of the above terms and conditions.

Yours faithfully
For and on behalf of the Bank

Stewart Ward
Relationship Director

Having decided that the proposed Facility is appropriate and in their best interests the undersigned signatories hereby accept the Facility on the above terms and conditions.

Signed for and on behalf of Imperial College of Science, Technology and Medicine in accordance with the authority held by the Bank

Signature/s ........................................ Date/s ........................................

........................................ ........................................

Signed for and on behalf of Imperial Activities Limited in accordance with the authority held by the Bank

Signature/s ........................................ Date/s ........................................

........................................ ........................................

Signed for and on behalf of Burlington Danes Construction Limited in accordance with the authority held by the Bank

Signature/s ........................................ Date/s ........................................

........................................ ........................................

Signed for and on behalf of I C Consultants Limited in accordance with the authority held by the Bank

Signature/s ........................................ Date/s ........................................

........................................ ........................................

Signed for and on behalf of Imperial Bioincubator Limited in accordance with the authority held by the Bank

Signature/s ........................................ Date/s ........................................

........................................ ........................................

Signed for and on behalf of Private Patient Healthcare Limited in accordance with the authority held by the Bank

Signature/s ........................................ Date/s ........................................

........................................ ........................................
### Subsidiaries

<table>
<thead>
<tr>
<th>Name</th>
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<tbody>
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THIS IS AN IMPORTANT DOCUMENT. YOU SHOULD TAKE INDEPENDENT LEGAL ADVICE BEFORE SIGNING AND SIGN ONLY IF YOU WANT TO BE LEGALLY BOUND. IF YOU SIGN AND THE BANK IS NOT PAID YOU MAY HAVE TO PAY INSTEAD OF THE DEBTOR WITHOUT ANY LIMIT ON YOUR LIABILITY.

Date:

Definitions

Accession Agreement: An agreement in the form of Annexure 2

Additional Company: A company which executes an Accession Agreement

Bank: National Westminster Bank Plc

Companies: The Parent Company and the companies named in the Schedule to this deed and each Additional Company

Debtor: Each and any of the Companies

Expenses: All expenses (on a full indemnity basis) incurred by the Bank at any time in connection with the Obligations of each Debtor or in preserving defending or enforcing the security created by this deed or exercising any power under this deed or otherwise with Interest from the date they are incurred

Guarantor: Each and any of the Guarantors

Guarantors: All of the Companies

Interest: Interest at the rate(s) charged to each Debtor by the Bank from time to time in respect of that Debtor's Obligations

Obligations: All liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses payable by each Debtor

Parent Company: Imperial College of Science, Technology and Medicine Company Number: RC000231

Required Currency: The currency or currencies in which the Obligations of each Debtor are expressed from time to time

Guarantee and Indemnity

1. The Guarantors in consideration of the Bank giving time or credit or banking facilities to any one or more of the Companies:-

1.1 Jointly and severally guarantee to discharge on demand all the Obligations of each Debtor with Interest from the date of demand and

1.2 Agree that any item or amount claimed by the Bank to be included in a Debtor's Obligations which is not recoverable from the Guarantors under this deed for any reason on the basis of a guarantee shall nevertheless be recoverable from the Guarantors as principal debtors by way of indemnity and the Guarantors jointly and severally agree to discharge that liability on demand with Interest from the date of demand
The Guarantors jointly and severally agree to pay Expenses to the Bank on demand.

Continuing Security

This deed shall be a continuing security in respect of each Guarantor until the expiry of one month from the date of receipt by the Bank of written notice to the Bank by a Guarantor to discontinue this deed in respect of the liability of that Guarantor.

Notwithstanding notice of discontinuance under Clause 3.1:-

The Guarantor giving notice shall remain liable for all of the Obligations of each Debtor as at the date of expiry of the notice.

All of the Guarantors other than the Guarantor giving notice shall continue to be liable to the Bank under this deed which shall remain a continuing security in respect of each of them.

Arrangements with any Debtor and others

The Bank may without the consent of or notice to any Guarantor and without releasing or reducing the liability to the Bank of any Guarantor under this deed:-

Allow to a Debtor or any Guarantor or any other person any time or indulgence.

Grant to a Debtor or any Guarantor or any other person any new or increased facility and increase any rate of interest or charge.

Enter into renew vary or end any agreement or arrangement with or liability of a Debtor or any Guarantor or any other person.

Renew vary refrain from enforcing or release any present or future security or guarantee which the Bank holds from a Debtor or any Guarantor or any other person.

Compound with a Debtor or any Guarantor or any other person.

Preservation of the Guarantors' Liability

The Guarantors' liability to the Bank under Clause 1.1 shall not be affected by:-

The absence of or any defective excessive or irregular exercise of borrowing powers of a Debtor.

Anything which would not have released or reduced the Guarantors' liability to the Bank had the Guarantors been principal debtors of the Bank instead of guarantors.

Preservation of the Bank's claims

Until all claims of the Bank in respect of all of the Obligations of each Debtor have been discharged in full:-

No Guarantor shall be entitled to participate in any security held by the Bank or money received by the Bank in respect of any Debtor's Obligations.

No Guarantor shall in competition with or in priority to the Bank make any claim against any Debtor or any co-guarantor or their respective estates nor make any claim in the insolvency of any Debtor or any co-guarantor nor take or enforce any security from or against any Debtor or any co-guarantor.

Any payment received by a Guarantor in breach of Clause 6.2 and any security taken by a Guarantor from any Debtor or any co-guarantor shall be held in trust for the Bank as security for the liability of the Guarantors to the Bank under this deed.

Appropriation

Subject to Clause 7.2 the Bank may appropriate all payments received in respect of a Debtor's Obligations in reduction of any part of that Debtor's Obligations as the Bank decides.
7.2 The Bank may open a new account or accounts after the security created by this deed has been discontinued in respect of the liability of any Guarantor or the Bank has demanded payment from any Guarantor. Whether or not the Bank opens any such account no payment received by the Bank after such discontinuance or demand shall (if followed by any payment out of or debit to a relevant account) be appropriated towards or have the effect of discharging any part of any Debtor's Obligations outstanding at the time of such discontinuance or demand.

7.3 The Bank may place to the credit of a suspense account for so long as it considers desirable any money received under this deed without any obligation to apply it towards discharge of any Debtor's Obligations.

Preservation of the Bank's Rights

8.1 This deed is in addition to any other guarantee or security present or future held by the Bank in respect of any Debtor's Obligations and shall not merge with or prejudice such other guarantee or security or any contractual or legal rights of the Bank.

8.2 This deed shall not be released or affected by any failure of the Bank to take any security or by any other guarantee or security held by the Bank or any intended guarantee or security in respect of any Debtor's Obligations being void or unenforceable or not completed or perfected.

8.3 The Guarantors shall remain liable under this deed notwithstanding any settlement between the Bank and any Guarantor or any release given by the Bank to any Guarantor until any security given or payment made to the Bank by any Debtor or any other person cannot be avoided or reduced under the law relating to insolvency from time to time in force and the Bank shall be entitled to retain any security held by it for any Guarantor's liability until it is satisfied that it will not have to make any repayment under such law.

8.4 This deed will remain the property of the Bank after any release or settlement of the Guarantors' liability to the Bank.

8.5 No Guarantor shall claim any set-off or counterclaim in respect of any payment due from that Guarantor to the Bank under this deed.

Powers of the Bank

9.1 The Bank shall have a lien on all property of any Guarantor held by the Bank whether for safe custody or otherwise.

9.2 In addition to any lien or right to which the Bank may be entitled by law the Bank may from time to time without notice and both before and after demand set off the whole or any part of any Guarantor's liability to the Bank under this deed against any deposit or credit balance on any account of that Guarantor with the Bank (whether or not that deposit or balance is due to that Guarantor).

9.3 Despite any term to the contrary in relation to any deposit or credit balance on any account of any Guarantor with the Bank that deposit or balance will not be capable of being assigned dealt with mortgaged or charged and will not be repayable to that Guarantor before all that Guarantor's liability to the Bank under this deed has been discharged but the Bank may without prejudice to this deed permit that Guarantor to make withdrawals from time to time.

9.4 The Bank may exchange or convert to the Required Currency any currency held or received.

Certificate of the Debtor's Obligations

10. A certificate signed by an official or manager of the Bank as to the amount of any Debtor's Obligations or the amount due from any Guarantor under this deed shall be conclusive evidence save in the case of manifest error or on any question of law.

Further Contingent Obligations

11. The Guarantors acknowledge and accept that the definition of Obligations is such that if any Debtor has given or gives to the Bank a guarantee of the Obligations of any other person or company then the Guarantors may be called upon under the terms of this deed to meet the liability of that Debtor under that guarantee.
Additional Companies

12.1 If the Parent Company wishes any other company to be bound by this deed the Parent Company will notify the Bank of its wish by delivering to the Bank a written notice in the form of Annexure 1 duly signed on behalf of the Parent Company by a director or its secretary and the Bank may assume that a notice delivered to it in that form is duly signed.

12.2 The Parent Company will procure that any company nominated under Clause 12.1 will execute an Accession Agreement and the Additional Company will then be bound by the terms of this deed and each of the Companies (subject to Clause 13) will be bound in relation to the Additional Company and this deed will be interpreted as if the Additional Company had originally executed this deed and been named in the Schedule.

Release

13. In circumstances where it is intended that any one or more of the Companies (an "Outgoing Company") be released from its liability under this deed and the other Companies (the "Remaining Companies") be released from their liability for the Obligations of the Outgoing Company the Bank may without notice to the Remaining Companies and without releasing or reducing the Remaining Companies' liability under this deed for each other's Obligations or discontinuing this deed:-

13.1 Release any Outgoing Company from its liability for the Obligations of the Remaining Companies under this deed and

13.2 Release the Remaining Companies from their liability for the Obligations of the Outgoing Company.

Notices

14.1 Any notice or demand by the Bank may be served personally on any director or the secretary of any Guarantor or may be sent by post or fax or delivered to any Guarantor at its address last known to the Bank.

14.2 A notice or demand by the Bank by post shall be deemed served on the day after posting.

14.3 A notice or demand by the Bank by fax shall be deemed served at the time of sending.

Governing Law

15. This deed shall be governed by and construed in accordance with English law.

Interpretation

16.1 This deed shall confer upon the Bank the same rights as if it were a separate guarantee and indemnity by each of the Companies in respect of each of the other Companies.

16.2 The liabilities under this deed of each of the Guarantors are severable and distinct from one another and if this deed is void or unenforceable (in whole or in part) against any Guarantor that shall not in any way affect the enforceability of this deed against each other Guarantor.

16.3 The expression "Bank" where the context admits includes its successors and assigns.

16.4 The expression "Obligations" also includes (except in Clause 1) any Interest and Expenses payable by any Guarantor under this deed.

16.5 Interest will be calculated both before and after judgment on a daily basis and compounded according to agreement or in the absence of agreement monthly on such days as the Bank may select.

16.6 Each of the provisions of this deed shall be severable and distinct from one another and if one or more of such provisions is invalid or unenforceable the remaining provisions shall not in any way be affected.

The Schedule

<table>
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</table>
Notice from Parent Company

[Parent Company letterhead]

To National Westminster Bank Plc [Date]
[Address of Branch]

Dear Sirs

[ ] Group of Companies
Composite Guarantee dated [ ] (the "Guarantee")

The purpose of this letter is to notify you that pursuant to Clause 12 of the Guarantee given to you by us and certain other companies in our group we wish our subsidiary [ ] to become an "Additional Company" under the Guarantee. Please supply a form of Accession Agreement and we will procure its execution and return to you.

Yours faithfully

Director/Secretary
Duly authorised for and on behalf of [Parent Company]
Accession Agreement by Additional Company

Accession Agreement to Unlimited Inter Company Composite Guarantee

THIS IS AN IMPORTANT DOCUMENT. YOU SHOULD TAKE INDEPENDENT LEGAL ADVICE BEFORE SIGNING AND SIGN ONLY IF YOU WANT TO BE LEGALLY BOUND. IF YOU SIGN AND THE BANK IS NOT PAID YOU MAY HAVE TO PAY INSTEAD OF THE DEBTOR WITHOUT ANY LIMIT ON YOUR LIABILITY.

Date:

Definitions

Additional Company:

[Address for Service:]

Bank: National Westminster Bank Plc

Guarantee: Unlimited inter company composite guarantee dated (a copy of which is annexed)

Parent Company:

Preliminary

A The Parent Company and various other companies in the same group have executed the Guarantee (and various accession agreements) to undertake unlimited liability to the Bank in respect of each other's obligations

B The Parent Company has served notice on the Bank requesting that the Additional Company join the group arrangements and become a party to the Guarantee

C The Additional Company has agreed to become a party to the Guarantee and accordingly to execute this Accession Agreement

Accession to the Guarantee

1.1 The Additional Company confirms that it is aware of the terms of the Guarantee and intends to be bound by it and acknowledges that it is aware that companies may be added to or released from the Guarantee without its consent

1.2 The Additional Company agrees to be bound by the provisions of the Guarantee in all respects and that the Guarantee should be interpreted as if the Additional Company had originally executed the Guarantee and been named in the Schedule to it and as if that Schedule included or excluded respectively any other companies which have executed or may execute accession agreements in similar form to this deed or which have been or may be released from the Guarantee by the Bank

Governing Law [and Jurisdiction]

2[.1] This deed shall be governed by and construed in accordance with English law

2[.2] For the benefit of the Bank the Additional Company irrevocably submits to the jurisdiction of the English Courts and irrevocably agrees that a judgment in any proceedings in connection with this deed by the English Courts shall be conclusive and binding upon it and may be enforced against it in the Courts of any other jurisdiction. The Bank shall also be entitled to take proceedings in connection with this deed against the Additional Company in the courts of any country in which the Additional Company has assets or in any other courts of competent jurisdiction
2.3 The Additional Company irrevocably waives:-

2.3.1 Any objection which the Additional Company may now or in the future have to the English Courts or other courts referred to in Clause 2.2 as a venue for any proceedings in connection with this deed and

2.3.2 Any claim which the Additional Company may now or in the future be able to make that any proceedings in the English Courts or other courts referred to in Clause 2.2 have been instituted in an inappropriate forum

2.4 The Address for Service (or such other address in England or Wales as the Additional Company may from time to time nominate in writing to the Bank for the purpose) shall be an effective address for service of any notice or proceedings in the English Courts to or against the Additional Company

[Constitution and Powers]

3 The Additional Company warrants to the Bank that:-

3.1 The Additional Company is a corporation duly constituted and in good standing under the law of the country in which the Additional Company is incorporated and the Additional Company has appropriate power and authority to own its property and assets and carry on its business as now conducted

3.2 The Additional Company has appropriate power to enter into and perform the terms and conditions of this deed and the Guarantee and has taken all necessary action to authorise the execution delivery and performance of this deed and the Guarantee

3.3 No permit licence approval or authorisation of any government judicial or other authority or other third party is required or desirable in connection with the execution performance validity or enforceability of this deed or the Guarantee

3.4 The Additional Company will on demand obtain or pay to the Bank the cost incurred by the Bank in obtaining at any time a written opinion from a legal firm acceptable to the Bank confirming Clauses 3.1 3.2 and 3.3 of this deed and any other matters relevant to this deed as the Bank may require

In Witness of which this deed has been duly executed

Signed and Delivered as a deed by the Additional Company
acting by a director and its secretary or two directors

) ) ) ) ) Director Secretary/Director

[THE WORDING AND CLAUSES SHOWN IN SQUARE BRACKETS ARE TO BE INCLUDED IF THE ADDITIONAL COMPANY IS NOT REGISTERED IN THE UK]
In Witness of which this deed has been duly executed

The Common Seal of
Imperial College of Science, Technology and Medicine
was affixed in the presence of:-

Director

Secretary

Signed and Delivered as a deed by the said
Imperial Activities Limited
acting by a director and its secretary
or two directors

Signed and Delivered as a deed by the said
Burlington Danes Construction Limited
acting by a director and its secretary
or two directors

Signed and Delivered as a deed by the said
I C Consultants Limited
acting by a director and its secretary
or two directors

Signed and Delivered as a deed by the said
Imperial Bioincubator Limited
acting by a director and its secretary
or two directors

Signed and Delivered as a deed by the said
Private Patient Healthcare Limited
acting by a director and its secretary
or two directors

Signed and Delivered as a deed by the said

Director

Secretary/Director

Director

Secretary/Director

Director

Secretary/Director

Director

Secretary/Director

Director

Secretary/Director

Director

Secretary/Director
UNLIMITED INTER COMPANY
COMPOSITE GUARANTEE
WITH ACCESSION

Date:

Branch: London City Commercial Office

Group: Imperial College of Science, Technology and Medicine
INTRODUCTION

1. The Wye College Foundation Trust was set up by Wye College in 1983 and is responsible for “the advancement of education in agriculture, horticulture, related sciences and economics and the proper care and development of the countryside, the undertaking of research into these matters and the dissemination of the results thereof”. When it was established, its Trustees were the members of the Wye College Board of Governors.

2. When Wye College and Imperial College merged in August 2000, the responsibilities of the Trustees for the Wye College Foundation Trust devolved upon the Imperial College Council. At the time of the merger, it was agreed that the management of the Trust should be delegated to a management sub-committee representing the former trustees. However, responsibility for the formal approval of the Trust’s annual accounts remains with the Trustees, that is the Council.

3. The audited Financial Statements for the Wye College Foundation Trust for the year ended 31st July 2006 and the Letter of Representation from the external auditors, Wilson Wright, are attached at Annexes A and B.

4. The Council is invited to consider and, if it sees fit, to formally approve the Financial Statements and the Letter of Representation for the Wye College Foundation Trust.

K.A.M.
THE WYE COLLEGE FOUNDATION TRUST

Charity Registration No. 286608

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 JULY 2006
# THE WYE COLLEGE FOUNDATION TRUST
## FINANCIAL STATEMENTS 2006

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</tbody>
</table>
THE WYE COLLEGE FOUNDATION TRUST
OFFICERS AND PROFESSIONAL ADVISERS
AS AT 31 JULY 2006

CHARITY NAME AND NUMBER

Wye College Foundation Trust: registered charity number 286608

CORRESPONDENCE ADDRESS AND REGISTERED OFFICE

Ms J A Hadlow, Hon. Secretary, Wye College Foundation Trust, Imperial College Campus at Wye, Main College Block, Wye, Ashford, Kent, TN25 5AH

TRUSTEES

The Council of Imperial College of Science, Technology and Medicine, Imperial College London, South Kensington Campus, London SW7 2AZ

MANAGEMENT COMMITTEE

Current committee members:
Prof Michael J Jeger, Chairman of Management Committee
Mr T J Calcutt
Mr C P Course
Prof J P G Webster
Dr J E Haddock-Fraser

Past committee members who served during year to 31 July 2006:
Prof J K Waage, Former Chairman of Management Committee
Dr G P Buckley
Mr D B Humphrey

BANKERS AND INVESTMENT MANAGERS

Charities Aid, Foundation Bank, 25 King Hills Avenue, Kings Hill, West Malling, Kent, ME19 4TA

AUDITORS

Wilson Wright & Co, Chartered Accountants, 71 Kingsway, London, WC2B 6ST
THE WYE COLLEGE FOUNDATION TRUST

TRUSTEE'S ANNUAL REPORT FOR THE YEAR ENDED 31 JULY 2006

The Trustee present their annual report and the financial statements for the year ended 31 July 2006.

HISTORY, OBJECTIVES AND ACTIVITIES OF THE TRUST

The Wye College Foundation Trust, ("the charity"), is registered as a charity in England and Wales under charity number 286608.

The charity was established by the College of St. Gregory and St. Martin at Wye (generally known as Wye College), and is currently governed by a Trust deed dated 21 January 1983. The terms of the Trust deed gives the Trustee the power to apply the charity's funds in such manner as they think fit towards the charity's objects and purposes.

The charity is responsible for the advancement of education in agriculture, horticulture, related sciences and economics and the proper care and development of the countryside, the undertaking of research into these matters and the dissemination of the results thereof. This is currently achieved through the direct funding of activities at Imperial College London, where support is provided towards research, student grants and scholarships

APPOINTMENT OF THE TRUSTEE

Under the 1983 Trust deed, the College of St. Gregory and St Martin, (Wye College), was declared as the charity Trustee. Since the merger between Wye College and Imperial College of Science, Technology and Medicine on 1 August 2000, since known as Imperial College London, the responsibility of trustee for the charity has devolved upon the Council of Imperial College of Science, Technology and Medicine, the Governing Body of Imperial College London. The Council of Imperial College as Trustee have delegated responsibility for decisions relating to the charity, and the running of the charity, to the Management Committee listed on page 1, all of whose members are closely associated with the Wye College campus of Imperial College.

MANAGEMENT COMMITTEE

The Management Committee, whose members are listed on page 1, meet twice a year to consider and appraise grant applications to the charity, report on the current financial and operational state of the charity, and also to examine the future functioning and structure of the charity, especially in the light of changes which may have an impact, and make decisions accordingly.

RESTRICTIONS

The operational activities of the charity are restricted to the terms of the Trust Deed; namely permitting the Trustee:

1. To encourage and support research.

2. To fund and endow within Universities and similar charitable institutions academic and other posts.
THE WYE COLLEGE FOUNDATION TRUST

TRUSTEE's ANNUAL REPORT (Continued)...

3. To promote and support undergraduate, postgraduate and continuing education.

4. To provide and support new buildings in furtherance of the activities of Wye College.

5. To provide and support those student facilities required for the proper corporate functioning of Wye College.

6. To assist needy past or present students of Wye College and widows or widowers or children dependants.

GRANT MAKING POLICY

Currently undergraduate awards are made for the purpose of relieving student hardship in the short term and are assessed by the Management Committee in conjunction with the Wye College Welfare Officer. Postgraduate awards are referred to the Committee by the appropriate academic Head of Section, and hardship awards are made based on the circumstances of the individual.

INVESTMENT POLICY AND POWERS

The Trust Deed gives the Trustee full, unrestricted powers of investment, and thus authorises the Trustee to invest in securities, property and other investments, as deemed necessary. The only investments held by the fund as at 31 July 2006 comprise common investment funds.

Approximately one quarter of the funds of the Trust are held as cash on deposit accounts to meet expenditure as and when required.

RISK ASSESSMENT

The Management Committee have carried out a review of the Trust's activities highlighting the risks the Trust is exposed to and the steps taken to mitigate these risks. These procedures will be periodically reviewed to ensure that they still meet the needs of the Trust. Presently all the charities current and investment funds are lodged with the Charities Aid Foundation, (CAF), a not for profit organisation in the UK committed to effective giving. Long term investments are held in the CAF Equity Growth Fund, and are exposed to those risks normally associated with investing in UK stocks and shares. These holdings have existed for over five years, exceeding the time over which these types of investments should ideally be held. The remaining funds of the charity are held within fairly liquid low risk CAF accounts.

For the past several years, the types of awards and grants made by the charity have been more or less standard in nature, and there are no plans to amend this level of activity.

REVIEW OF THE YEAR

During the year to 31 July 2006, the Trust awarded grants out of restricted funds amounting to £55,480. These grants and scholarship awards included research funding support towards Wain Research expenditure incurred by Imperial College of £47,310, for investigating the chemical and biological
activities in plants which have an economic importance. Funding towards Wain research at Imperial College is to continue until the fund is exhausted, which is anticipated to be some time during the next year. Also two student hardship awards of £2,000 each were granted in the year together with one scholarship of £3,085. The comparable figures for the previous year were £50,957 for Wain research expenditure, and no hardship or scholarship awards. Also in 2005/2006 £1,085 was paid out to an external organisation, the Agricola Club Memorial Fund, from the Charity’s Reginald Older fund, which had been made under an agreement with the donor’s representative. The original purpose of the Reginald Older fund, to provide a display cabinet, had already been fulfilled, and it was agreed that the balance should be paid over to the Agricola Club Memorial Fund to be used in line with their objectives. During the year a student loan of £906 was awarded.

The investments of the charity are held in Charities Aid Foundation (CAF) UK Equity Balanced Growth Funds, CAF Gold accounts and CAF Cash accounts.

The market value of the CAF Balanced Growth Fund units held throughout the year to 31 July 2006 grew by 11.1%, whereas growth for 2004/2005 was 22.0%. The dividend income from the Balanced Growth Fund provided an annual return of 2.8% compared to 2.2% for the previous year.

There were no acquisitions of additional Balanced Growth Fund units during the year.

The CAF Gold cash accounts delivered an average interest rate of 3.7% per annum, compared to 4.0% for 2004/2005.

The Wye College Foundation Trust ended the year with Endowment Funds totalling £541,159, and Restricted Funds of £2,810. The comparable figures for the year to July 2004 were £538,466 and £3,813 respectively.

During the year the Professor Michael Jeger became the new Chairman of the Management Committee, replacing Professor Jeffrey Waage, who stepped down from the committee. Also departing were Dr Graham Buckley and Mr Derek Humphrey, whilst Dr Janet Haddock-Fraser was welcomed as a new member, and Professor John Webster returned to the Committee following a one year absence.

RESERVES

The charity holds no free reserves as defined by the Charity Commission for England and Wales. All income to the charity relates to one of the Trust’s restricted or endowment funds.

FUTURE PLANS

Under current plans, 2006/2007 is the final year which sees the study of agricultural science degrees at the Wye Campus. In future Wye will only be accommodating students of Applied Business Management from both Imperial College and the University of Kent at Canterbury. The management committee of the Trust recognise that this arrangement will have a fundamental impact on the way the Trust functions, and on its relationship with Imperial College. Also, under current plans, Imperial College intends to develop the Wye Campus into a world class research/science park, an undertaking that will also have major implications for the Trust. Accordingly the Committee felt that it will probably be necessary to amend the charity’s governing document to reflect the current changes, and future developments. Discussions are currently underway with Imperial College and the University of
THE WYE COLLEGE FOUNDATION TRUST

TRUSTEE’s ANNUAL REPORT (Continued)...

Kent at Canterbury in order to determine the most favourable arrangement under which the charity is to operate in relation to the two institutions for the foreseeable future, however the present view is that the Council of Imperial College should remain the sole Trustee of the charity until 2010, at which point the final Imperial College students at the Wye Campus will be completing their degrees.

TRUSTEE’S CONFIRMATION

The Trustee confirms that the report and accounts have been prepared in accordance with the Statement of Recommended Practice “Accounting and Reporting for Charities” (2000).

By order of the Trustees

Mr K. A. Mitcheson OBE
Clerk to the Council of Imperial College of Science, Technology and Medicine

Professor Michael J. Jeger
Chairman of the Management Committee of the Wye College Foundation Trust

Date: 13th July 2007
STATEMENT OF TRUSTEE's RESPONSIBILITIES

The trustees are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

The trustees are required to prepare financial statements for each financial year in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the charity and of its incoming resources and application of resources of the charity for that period. In preparing these financial statements, the trustees should follow best practice and:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the applicable law, regulations and the trust deed. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Trustee's also confirm that the financial statements comply with the statement of Recommended Practice (SORP), 'Accounting and Reporting by Charities', issued in 2005, the Charities Act 1993, and its Trust Deed.
## Statement of Financial Activities

*Year ended 31 July 2006*

<table>
<thead>
<tr>
<th>Notes</th>
<th>Restricted Funds</th>
<th>Endowment Funds</th>
<th>Total Funds</th>
<th>Total Funds</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>£ 2006</td>
<td>£ 2006</td>
<td>£ 2006</td>
<td>£ 2005</td>
</tr>
<tr>
<td>4</td>
<td>8,913</td>
<td>8,179</td>
<td>17,092</td>
<td>14,936</td>
</tr>
<tr>
<td><strong>TOTAL INCOMING RESOURCES</strong></td>
<td><strong>8,913</strong></td>
<td><strong>8,179</strong></td>
<td><strong>17,092</strong></td>
<td><strong>14,936</strong></td>
</tr>
<tr>
<td>5</td>
<td>55,480</td>
<td>-</td>
<td>55,480</td>
<td>56,644</td>
</tr>
<tr>
<td>6</td>
<td>3,850</td>
<td>-</td>
<td>3,850</td>
<td>3,437</td>
</tr>
<tr>
<td><strong>TOTAL RESOURCES EXPENDED</strong></td>
<td><strong>59,330</strong></td>
<td><strong>-</strong></td>
<td><strong>59,330</strong></td>
<td><strong>60,081</strong></td>
</tr>
<tr>
<td>7</td>
<td>49,414</td>
<td>(49,414)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>NET OUTGOING/INCOMING RESOURCES BEFORE TRANSFERS</strong></td>
<td><strong>(50,417)</strong></td>
<td><strong>8,179</strong></td>
<td><strong>(42,238)</strong></td>
<td><strong>(45,145)</strong></td>
</tr>
<tr>
<td>8</td>
<td>(1,003)</td>
<td>(41,235)</td>
<td>(42,238)</td>
<td>(45,145)</td>
</tr>
<tr>
<td><strong>TOTAL FUNDS CARRIED FORWARD</strong></td>
<td><strong>3,813</strong></td>
<td><strong>538,466</strong></td>
<td><strong>542,279</strong></td>
<td><strong>515,919</strong></td>
</tr>
<tr>
<td><strong>NET MOVEMENT IN FUNDS</strong></td>
<td><strong>2,810</strong></td>
<td><strong>541,159</strong></td>
<td><strong>543,969</strong></td>
<td><strong>542,279</strong></td>
</tr>
</tbody>
</table>

**Charitable expenditure:**

- Grants and Scholarships
- Governance costs

**Other recognised gains/losses:**

- Gains on investment assets

**Reconciliation of Funds:**

- Total funds brought forward

---

*13th July 2007*
THE WYE COLLEGE FOUNDATION TRUST

BALANCE SHEET
As at 31 July 2006

<table>
<thead>
<tr>
<th></th>
<th>2006</th>
<th>2005</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Note</td>
<td>£</td>
</tr>
<tr>
<td><strong>FIXED ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investments</td>
<td>8</td>
<td>440,808</td>
</tr>
<tr>
<td><strong>TOTAL FIXED ASSETS</strong></td>
<td></td>
<td><strong>440,808</strong></td>
</tr>
<tr>
<td><strong>CURRENT ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Student loans to be repaid</td>
<td></td>
<td>2,208</td>
</tr>
<tr>
<td>Cash at bank</td>
<td></td>
<td>135,945</td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>138,153</strong></td>
</tr>
<tr>
<td><strong>LIABILITIES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Creditors: Amounts falling due within one year</td>
<td>11</td>
<td>34,992</td>
</tr>
<tr>
<td><strong>NET CURRENT ASSETS</strong></td>
<td></td>
<td><strong>103,161</strong></td>
</tr>
<tr>
<td><strong>NET ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>543,969</strong></td>
</tr>
<tr>
<td><strong>THE FUNDS OF THE CHARITY</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Endowment funds</td>
<td>9</td>
<td>541,159</td>
</tr>
<tr>
<td>Restricted income funds</td>
<td>10</td>
<td>2,810</td>
</tr>
<tr>
<td><strong>TOTAL CHARITY FUNDS</strong></td>
<td></td>
<td><strong>543,969</strong></td>
</tr>
</tbody>
</table>

These financial statements were approved by the Council of Imperial College of Science, Technology and Medicine on and signed on its behalf by:

Mr K. A. Mitcheson
Clerk to the Council of Imperial College of Science, Technology and Medicine.

Professor Michael J. Jeger
Chairman of the Management Committee of the Wye College Foundation Trust
THE WYE COLLEGE FOUNDATION TRUST

NOTES TO THE ACCOUNTS
Year ended 31 July 2006

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with the Statement of Recommended Practice "Accounting and Reporting by Charities" (2005) and comply with the Charities (Accounts and Reports) Regulations 2005 issued under the Charities Act 1993.

Accounting convention
The financial statements are prepared under the historical cost convention with the exception of the revaluation of investments at market value.

Donation and grant income
Income from donations and grants is recognised in the statement of financial activities when the conditions for receipt have been met and there is reasonable assurance of receipt.

Legacy income
Income from legacies is recognised in the statement of financial activities when it becomes reasonably certain that the legacy will be received and can be measured with sufficient reliability.

Investment income
Investment income is accounted for on a receivable basis.

Grants payable
Grants payable are included in the Statement of Financial Activities in the year in which the awards are granted.

Governance Costs
These are the costs incurred in the governance of the trust and its assets and are allocated on a fund level basis.

Value added tax
Value added tax is not recoverable by the charity, and therefore wherever it is incurred it is included in the relevant costs in the Statement of Financial Activities.

Loans Made
Loans made are reviewed at least annually for circumstances where impairment may occur.

Fund accounting
The charity maintains various types of funds as follows:

Endowment funds
Endowment funds represent incoming resources received which the trustees are obliged to invest for the specific purposes stipulated by the donor.

Restricted funds
Restricted funds represent incoming resources received which are given by the donor for specific purposes.

Investments
Long investments have been placed in the Charities Aid Foundation UK Equities Balanced Growth fund, and are stated at mid-market valuation as at the balance sheet date. Realised and unrealised gains and losses are shown separately in the appropriate section of the statement of financial activities and are allocated to specific funds.

2 DONATIONS

The Trust received no new donations during the year.

3 LEGACIES

The charity is entitled to the remainder of a bequeath estate which is subject to an existing life tenant. As such, no incoming resources will be recorded until the transfer at an unknown future date. The estimated value of the bequeath estate as at 31 July 2006 was £370,000.
THE WYE COLLEGE FOUNDATION TRUST

NOTES TO THE ACCOUNTS
Year ended 31 July 2006

4 INCOME FROM LISTED INVESTMENTS

\[
\begin{array}{lcccc}
\text{Restricted Funds} & \text{2006} & \text{2006} & \text{Total Funds} & \text{Total Funds} \\
\text{Endowment Funds} & \text{ Funds} & \text{ Funds} & \text{ Funds} & \text{ Funds} \\
\hline
\text{Listed investments} & 8,366 & 8,179 & 16,545 & 14,309 \\
\text{Cash Deposit interest} & 547 & - & 547 & 627 \\
\hline
\text{Total} & 8,913 & 8,179 & 17,092 & 14,936 \\
\end{array}
\]

5 GRANTS PAYABLE

The charity does not undertake any activities directly but meets its charitable purpose by making grants and loans. Where a loan becomes impaired, the impairment is charged against the charitable activities undertaken for the year. An analysis between institutional grants and grants provided to individuals is given below.

\[
\begin{array}{lcccc}
\text{Programme} & \text{Imperial College} & \text{Total} & \text{Total} \\
\text{Grant Funding} & \text{Institutions} & \text{Individuals} & \text{2006} & \text{2005} \\
\hline
\text{Scientific research} & 47,310 & - & 47,310 & 50,957 \\
\text{Display cabinet} & - & - & - & 5,687 \\
\text{Support grants} & 1,085 & 7,085 & 8,170 & - \\
\hline
\text{Total} & 48,395 & 7,085 & 55,480 & 56,644 \\
\end{array}
\]

Reconciliation of grants payable:

\[
\begin{array}{lcccc}
\text{Commitments at 1 August 2005} & 49,218 & 23,261 \\
\text{Commitments made during the year} & 55,480 & 56,644 & 104,698 & 79,905 \\
\text{Grants paid in the year} & 73,231 & 30,687 \\
\text{Commitments at 31 July 2006} & 31,467 & 49,218 \\
\end{array}
\]
6 GOVERNANCE COSTS
During the year no remuneration was paid to any members of the Management Committee, or any other persons. In addition no expenses were claimed or paid to the Trustee, any members of the Management Committee or any other persons. The charity receives free administrative and accounting services which are not valued in the accounts on the grounds that these are not considered material to the charity. The charity had no employees.

£3,819 (2005: £3,408) was payable in respect of audit and accountancy and £31 (2005: £29) in respect of general expenses.

7 TRANSFERS BETWEEN FUNDS
The net expenditure over restricted income arising from expendable endowments is transferred from the applicable endowment fund.

8 INVESTMENTS

<table>
<thead>
<tr>
<th>Common Investment Funds:</th>
<th>2006</th>
<th>2005</th>
</tr>
</thead>
<tbody>
<tr>
<td>Charities Aid Foundation UK Equity Balanced Growth Fund</td>
<td>£</td>
<td>£</td>
</tr>
<tr>
<td>Market value at 1st August 2005</td>
<td>396,880</td>
<td>325,375</td>
</tr>
<tr>
<td>Gains in investments</td>
<td>43,928</td>
<td>71,505</td>
</tr>
<tr>
<td>Market value at 31st July 2006</td>
<td>440,808</td>
<td>396,880</td>
</tr>
<tr>
<td>Historical cost</td>
<td>242,341</td>
<td>242,341</td>
</tr>
</tbody>
</table>
MOVEMENTS IN ENDOWMENT FUNDS

Endowment funds comprise the following resources which have been made available and which the trustees are obliged to invest for the specific purposes stipulated by the donor.

Permanent endowments represent funds where trustees have no power to convert them into income.

Expendable endowments represent funds where the trustees have the power to convert them into income and apply them for the specific fund purpose.

<table>
<thead>
<tr>
<th>Balance</th>
<th>Income/</th>
<th>Transfer:</th>
<th>Balance</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 August 2005</td>
<td>Expended</td>
<td>Investment</td>
<td>Capital</td>
</tr>
<tr>
<td>£</td>
<td>£</td>
<td>£</td>
<td>£</td>
</tr>
<tr>
<td>Permanent endowment fund</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>The Basil Sydney Furneaux Fund</td>
<td>249,538</td>
<td>8,179</td>
<td>-</td>
</tr>
<tr>
<td>Expendable endowment funds</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>The Basil Sydney Furneaux Fund</td>
<td>35,529</td>
<td>-</td>
<td>31,369</td>
</tr>
<tr>
<td>The Wain Research Fund</td>
<td>83,599</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Mrs. E F Kernahan Fund</td>
<td>169,800</td>
<td>-</td>
<td>12,559</td>
</tr>
<tr>
<td></td>
<td>538,466</td>
<td>8,179</td>
<td>43,928</td>
</tr>
</tbody>
</table>

Income from the assets held by the above expendable endowments is brought into the statement of financial activities as restricted income and expended as appropriate.

The Basil Sydney Furneaux Fund was substantially supplemented by a bequest from the late Edward Partridge. Part of the fund is a permanent endowment which must be increased annually in line with the retail price index. The fund is to be used for the relief of student hardship and for student scholarships.

The Wain Research Fund was established in November 1997 with an award from the Wain Trust Fund, Biotechnology and Biological Sciences Research Council (BBSRC). The aim of the fund is to support original research at Wye College into the chemistry and biochemistry of chemicals having biological activity in plants of economic importance.

The Mrs. E F Kernahan Fund was established to support overseas postgraduate students of Imperial College at Wye.
10 MOVEMENTS IN RESTRICTED FUNDS

Restricted funds comprise the following unexpended income/donations and grants given for specific purposes.

<table>
<thead>
<tr>
<th>Restricted income arising from expendable endowment funds</th>
<th>Balance 1 August 2005</th>
<th>Income</th>
<th>Expended</th>
<th>Capital transfers</th>
<th>Balance 31 July 2006</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Basil Sydney Furneaux Fund</td>
<td>-</td>
<td>(70)</td>
<td>(5,280)</td>
<td>5,350</td>
<td>-</td>
</tr>
<tr>
<td>The Wain Research Fund</td>
<td>-</td>
<td>3,402</td>
<td>(47,635)</td>
<td>44,233</td>
<td>-</td>
</tr>
<tr>
<td>Mrs. E F Kernahan Fund</td>
<td>-</td>
<td>5,472</td>
<td>(5,303)</td>
<td>(169)</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td>-</td>
<td>8,804</td>
<td>(58,218)</td>
<td>49,414</td>
<td>-</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Restricted funds</th>
<th>Balance 1 August 2005</th>
<th>Income</th>
<th>Expended</th>
<th>Capital transfers</th>
<th>Balance 31 July 2006</th>
</tr>
</thead>
<tbody>
<tr>
<td>Agricola Club Memorial</td>
<td>2,561</td>
<td>85</td>
<td>(21)</td>
<td>-</td>
<td>2,625</td>
</tr>
<tr>
<td>Sir Ernest Cassel Educational Trust</td>
<td>1,252</td>
<td>24</td>
<td>(1,091)</td>
<td>-</td>
<td>185</td>
</tr>
<tr>
<td>Reginald Older Fund</td>
<td>3,813</td>
<td>8,913</td>
<td>(59,330)</td>
<td>49,414</td>
<td>2,810</td>
</tr>
</tbody>
</table>

The Reginald Older Fund is restricted for the purpose of making a memorial display cabinet.
11 ANALYSIS OF CREDITOR

<table>
<thead>
<tr>
<th></th>
<th>2006</th>
<th>2005</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wain research grant payable to Imperial College London</td>
<td>31,467</td>
<td>49,218</td>
</tr>
<tr>
<td>2005/2006 Audit fee</td>
<td>3,525</td>
<td>3,231</td>
</tr>
<tr>
<td>Accruals</td>
<td>34,992</td>
<td>52,449</td>
</tr>
</tbody>
</table>

12 ANALYSIS OF ASSETS BETWEEN FUNDS

<table>
<thead>
<tr>
<th></th>
<th>Endowment Funds</th>
<th>Restricted Funds</th>
<th>Total 2006</th>
<th>Total 2005</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed asset investments</td>
<td>440,808</td>
<td>-</td>
<td>440,808</td>
<td>396,880</td>
</tr>
<tr>
<td>Net Current assets</td>
<td>100,351</td>
<td>2,810</td>
<td>103,161</td>
<td>145,399</td>
</tr>
<tr>
<td></td>
<td>541,159</td>
<td>2,810</td>
<td>543,969</td>
<td>542,279</td>
</tr>
</tbody>
</table>

13 PARENT UNDERTAKING

The Wye College Foundation Trust was a wholly-owned subsidiary undertaking of Imperial College of Science, Technology and Medicine.

14 AUDITORS' ETHICAL STANDARDS

In common with many other charities of our size and nature we use our auditors to assist in the preparation of the financial statements.
Dear Sirs

THE WYE COLLEGE FOUNDATION TRUST – LETTER OF REPRESENTATION

During the course of the audit of your accounts for the year ended 31 July 2006, we relied on the following representations Trustees. Please read these representations carefully and if you agree with our understanding, please sign and return a copy of this letter to ourselves as confirmation of this.

**Representation**

1. You acknowledge as Trustees your responsibility for making accurate representations to ourselves and for the accounts which we have prepared for the Charity.

2. You acknowledge as Trustees your responsibility for the design and implementation of internal control to prevent and detect fraud and errors. You confirm that following your risk assessment, in your opinion, the financial statements are not materially misstated as a result of fraud. To the best of your belief there is no fraud or suspected fraud affecting the Charity that involves management; employees who have significant roles in internal control; or others where the fraud could have a material affect on the financial statements. To the best of your knowledge there are no allegations of fraud, or suspected fraud, affecting the Charity’s financial statements communicated by employees, former employees, regulators or others.
3. You confirm that all accounting records had been made available to ourselves for the purpose of our audit and that all the transactions undertaken by the Charity have been properly reflected and recorded in the accounting records. All other records and related information, including minutes of all management and trustees, had been made available to ourselves. Each Trustee has taken all the steps that he ought to have taken as a Trustee in order to make himself/herself aware of any relevant audit information and to establish that we are aware of that information.

4. You confirm that the assets shown in the Charity’s books and financial statements at the balance sheet date were owned by the Charity and were free from any charge other than as shown in the financial statements.

5. You confirm that in your opinion all current assets will realise in the ordinary course of business, an amount at least equal to the amount at which they are stated in the financial statements.

6. You confirm that the Charity had no liabilities or contingent liabilities other than those disclosed in the accounts.

7. You confirm that there had been no events since the balance sheet date which required disclosing or which would materially affect the amounts in the accounts, other than those already disclosed or included in the accounts.

8. You confirm that the Charity had, at no time during the year, any arrangement, transaction or agreement to provide credit facilities (including loans, quasi-loans or credit transaction) for trustees, nor to guarantee or provide security for such matters, except as already disclosed in the accounts.

9. You confirm you are not aware of any possible or actual instance of non-compliance with those laws and regulations which provide a legal framework within which the entity conducts its business and which are central to the entity’s ability to conduct its business.

10. You confirm that in your opinion, having regard to the position of the Charity at today’s date and the circumstances that you consider likely to occur during the coming year, there is reasonable expectation that the Charity has adequate resources to continue operations for the foreseeable future. For this reason, you believe that it is appropriate to adopt the going concern basis in preparing the financial statements.
We confirm that the above representations are made on the basis of enquiries of management and staff with relevant knowledge and experience (and where appropriate of supporting documentation) sufficient to satisfy yourselves that you can properly make each of the above representations to us.

Yours faithfully

WILSON WRIGHT & CO

We confirm that we have read and understood the contents of this letter and agree that it accurately reflects the representations made to you in respect of your audit for the year ended 31 July 2006.

Signed on behalf of the Trustees

Date 16 MAY 2007
1. As is noted in the attached letter, the HEFCE monitors the risk of the institutions it funds and now shares its annual risk assessments with each institution.

2. Members will note from the letter that the HEFCE has assessed that Imperial is not at higher risk and that it is meeting the accountability obligations set out in the Financial Memorandum and the Accountability and Audit Code of Practice.

3. The full assessment from the HEFCE is attached at Annex A.

K.A.M.
Dear Sir Richard Sykes,

HEFCE’s assessment of institutional risk

We monitor the risk of the institutions we fund and share our annual risk assessments with individual institutions. Our assessments are based on current information across many areas, including student recruitment and retention, financial performance, audit findings and estates management. We normally assess only a small number of institutions to be ‘at higher risk’; the vast majority are ‘not at higher risk’. It is the responsibility of the governing body to ensure risks are being managed effectively.

Our overall assessment at this time is that Imperial College London is not at higher risk. In our assessment your institution is meeting the accountability obligations set out in the Financial Memorandum and Accountability and Audit Code of Practice.

We have copied this letter to Lord Kerr of Kinlochard, the chair of your governing body, and ask that you formally present it to the next meeting of your governing body.

If you would like to discuss this letter or any issues relating to risk assessment or accountability, please contact your assurance consultant Julian Knight (0117 931 7423, j.knight@hefce.ac.uk) in the first instance, or David James, Head of Institutional Risk (0117 931 7328, d.james@hefce.ac.uk).

Chairman David Young   Chief Executive Professor David Eastwood
This letter is provided confidentially to the Imperial College London. Whilst we have no objection to it being made available to third parties, we do not accept responsibility for any reliance they may place upon it. Though we have no plans to disclose this information, we are subject to the Freedom of Information Act 2000, and the content of this letter may be disclosable if a request is made to us under that Act.

Yours sincerely

[Signature]

Professor David Eastwood
Chief Executive

cc: Lord Kerr of Kinlochard, Chair of the Board of Governors
1. In March 2007, the Council approved a comprehensive set of Ordinances to come into effect on 8 July 2007 when the College gains university status. These included an Ordinance concerning the Definition, Election and Responsibilities of the Deans. This new Ordinance provided for the appointment of six Deans a year; two from each of the Faculties. Because of this increase in the number of elected Deans, it was decided that the position of the Supernumary or “Senior” Dean was no longer required.

2. Since that time, there have been further discussions between the current Deans and the Director of Human Resources about the workload of the Deans and the positive contribution made by the Senior Dean in organising the work of all the Deans. As a result of these discussions, it has been decided to increase the total number of Deans from six to seven and to reinstate the role of Senior Dean. Whereas previously the Senior Dean was drawn from the Deans of the Faculties of Life Sciences, Physical Sciences and Engineering, it is proposed that the Deans from all the Faculties should now be eligible for appointment as Senior Dean. It is also suggested that the person appointed as Senior Dean should serve as the elected member of the Council.

3. Ordinance D6 has now been amended in line with these proposals and has been agreed by the Management Board. The Council is therefore asked to consider and, if it sees fit, approve the proposed amendments to Ordinance D6 as set out in Annex A with immediate effect.

K.A.M.
ORDINANCE D6

THE DEFINITION, ELECTION AND RESPONSIBILITIES OF DEANS

1. This Ordinance applies to the Deans of the Faculties of Engineering, Natural Sciences and Medicine, but not to the ‘Campus Deans’.

INTRODUCTION

2. Deans are Professors of the University 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 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. There shall be two elected Deans for each of the Faculties of Engineering, Natural Sciences and Medicine. One of the Faculty of Medicine Deans will be a clinical Professor, with the other 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 seven Deans in the College; the six elected Deans, and a Senior Dean, who will be one of the Deans whose term of office as an elected Dean expired at the end of the previous year.

CONSTITUENCIES

56. The Constituency for the election of the Deans for the Faculty of Engineering shall comprise the Faculty of Engineering and the Business School.

67. The Constituency for the election of the Deans for the Faculty of Natural Sciences shall comprise the Faculty of Natural Sciences, the Humanities Programme and the Institute of Mathematical Sciences.

78. The Constituency for the election of the Deans for the Faculty of Medicine shall comprise the Faculty of Medicine.
ELECTION OF DEANS

89. Deans shall be elected by the Professors, Readers and Senior Lecturers of their respective constituencies.

910. Deans shall normally serve for a term of office 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 two years having been elected to complete a term of office relinquished early by another Dean, he or she is eligible to stand for election for the ensuing period of office.

911. A Dean may not hold office concurrently as Pro-Rector, Principal, Head of Department or Division, Deputy Principal, Campus Dean or any other appointment with substantial line management responsibilities.

912. 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 shall be given to the Senate at its Spring Term meeting when the date by which nominations are required shall be announced. On the day following the Senate meeting the Director of Human Resources shall give notice of the election and the date by which nominations must be received to the relevant constituency.

913. Each candidate shall be proposed and seconded by members of the relevant constituency who must first obtain the consent of the nominee. If there is more than one nomination, voting shall be by secret ballot conducted by 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.

914. 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 constituency, with only those who have tied being included as candidates;

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

916. If a casual vacancy occurs, the Director of Human Resources shall proceed to hold an election as soon as practicable; except that:

   a. If the vacancy occurs within the first two years of the term of office of the retiring Dean, the incoming Dean shall complete the term of office of the retiring Dean and, if the incoming Dean has served for less than two years, may be subsequently eligible for election for a further term of three years (see Paragraph 9 above).

   b. If there are less than twelve months remaining in the term of office of the retiring Dean, the incoming Dean shall be deemed to have been elected for the next
full term of office. The incoming Dean shall complete the term of office of the retiring Dean and shall then serve a further full term of office of three years.

**ELECTION OF THE SENIOR DEAN**

17. The Senior Dean is one of the Deans whose term of office as an elected Dean expired at the end of the previous year. In the years in which the term of office of only one of the Deans expires, that Dean will automatically be appointed as the Senior Dean for the following year. If the term of office of more than one Dean is expiring, the Senior Dean will be chosen by the Deans whose terms are not expiring. This election is to be made by 31 May in the academic year preceding that in which the Senior Dean is to serve.

**SPECIFIC DUTIES OF ALL DEANS**

4618. Deans have specific roles, which are recorded in University policy documents.

**COMMITTEE MEMBERSHIP**

4719. Deans are *ex officio* members of the Court, the Senate and the Academic Promotions Committee and attend Heads of Department/Division meetings. Individual Deans may also be co-opted on to other committees.

4820. The appropriate Deans chair the Engineering Studies, Medical Studies and Science Studies Committees.

1921. One of the Senior 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 reappointment.

**OTHER MATTERS**

2022. In accordance with their role as stated in Paragraphs 2 and 3 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**

2123. This Ordinance shall take effect from 8-13 July 2007.

2224. The person who immediately before 8–13 July 2007 was elected as Dean of the Faculty of Life Sciences shall continue in this capacity until his current term of office expires. On the expiry of this term of office, an election will be held for the appointment of a Dean for the Faculty of Natural Sciences.
23. The person who immediately before 8–13 July 2007 was elected as Dean of the Faculty of Physical Sciences shall continue in this capacity until his current term of office expires. On the expiry of this term of office, an election will be held for the appointment of a Dean for the Faculty of Natural Sciences.

24. Those persons who immediately before 8–13 July 2007 were elected as Deans of the Faculties of Engineering and Medicine shall continue as the Deans of the Faculties of Engineering and Medicine until their current terms of office expire.

25. The person who immediately before 8–13 July was serving as the Supernumerary Senior Dean shall continue in this capacity until his current term of office expires. On the expiry of this term of office, an election will be held for the appointment of a Dean for the Faculty of Engineering.
MEMBERS OF ADVISORY BOARDS AND THE DATA PROTECTION ACT

A Note by the Clerk to the Council

INTRODUCTION

1. The Tanaka Business School has requested that the members of its Advisory Board be given access to the personal data of selected Business School alumni. This would enable them to contact these alumni for a variety of reasons related to the life and future of the School. The information might include details of an individual’s education, contact details, age, wealth, directorships and other financial data.

2. Under the College’s Data Protection rules, which were drawn up to comply with the Data Protection Act 1998, personal data can be shared with members of the College for College administrative purposes. Such purposes include the “Administration of the College’s Alumni relations”. (1)

3. The members of the College are now defined in Ordinance A1, Membership of the University. Until this meeting of the Council, membership of the College was only granted to members of the Court, members of the Council, the Fellows, staff employed by the University and the students of the University. However, as a result of the amendments made to Ordinance A1 to establish the College Fund Board, membership of the College has now been extended to the members of the College Fund Board and to members of other College Advisory Boards.

DATA PROTECTION IMPLICATIONS

4. As a result of the change to Ordinance A1, it will now be possible to make personal data held by the College available to external members of Advisory Boards. However, due to the potentially sensitive nature of the information to be made available, the College will require additional assurances before sharing this type of information with external members of such Boards. These assurances are necessary to protect the College in the event of any complaints by alumni about the use of their personal data and are intended to ensure that Advisory Board members understand their responsibilities to deal with personal data in accordance with the law.

5. Before being granted access to personal data, all external Advisory Board members who wish to access such data will have to sign a written statement which will set out:

   a. Guidance on their responsibilities under the Data Protection Act.

   b. Information on how the data can be used.

   c. The need to store personal data in a secure manner.

   d. The penalties for misuse of data.

(1) http://www3.imperial.ac.uk/secretariat/policiesandpublications/dataprotection/guidance/guide10-administrativepurposes/
6. Furthermore, external Advisory Board members will only be provided with personal data whilst on campus, although, in certain circumstances, they may be able to take small subsets of data off campus.

7. Although this use of personal data by external members of the College is, at present, only proposed for members of the Tanaka Business School Advisory Board, there may be requests in future to extend such access to external members of other College Boards or to members of the Council. The same conditions as those noted above will apply in any such cases.

K.A.M.