MINUTES OF THE PROCEEDINGS

at the

Twenty-ninth Meeting of the

COUNCIL

of the

IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

The Twenty-ninth Meeting of the Council was held in the Boardroom, Faculty Building, South Kensington Campus, Imperial College London, at 10:00 a.m. on Friday, 23rd November 2012, when there were present:

The Baroness Manningham-Buller (Chair), Mr. P.J. Beaumont, Mr. I. Conn, Mrs. P. Couttie, Professor M.J. Dallman, Mr. P. Dilley, Professor D. Griffiths, Professor Dame Julia Higgins, Professor D.P.A. Kelleher, Professor J. Kramer, Ms. J.R. Lomax, Professor J. Magee, Mr. J. Newsum, Mr. M. Sanderson, Mr. S. Newton, Ms. K. Owen, Professor S.M. Richardson, the Lord Tugendhat and the President & Rector and the Clerk to the Court and Council.

In attendance:

The Chief Operations Officer (for minutes 15 - 17 only) and the Assistant Clerk to the Court and Council.

MINUTES

Council – 25th September 2012

1. The Minutes of the twenty-eighth Meeting of the Council, held on Tuesday, 25th September 2012 were taken as read, confirmed and signed.

CHAIR’S REPORT

2. The Chair said that, although she was not able to confirm the Provost’s appointment at this meeting, she hoped that it would be possible to make an announcement before Christmas.

3. Turning to the appointment of new members of the Council, she reported that Korn Ferry had identified a number of candidates who were being considered by the Nominations Committee, and she hoped to make some positive recommendations to the Council as a result. In the meantime, she proposed that Sir Thomas Hughes-Hallett, the Chairman of the College’s Institute of Global Health Innovation, should be invited to join the Council on a co-opted basis. Following a career in banking, Sir Thomas had been heavily involved in the charitable sector, having been CEO of Marie Curie Cancer Care. He had published two
major reviews on Philanthropy and on End of Life Care for adults and children and was currently a trustee of The Kings Fund and the Esmee Fairbairn Foundation. His co-option onto the Council was endorsed.

4. The Chair then reminded members that the Endowment Board included provision for up to two senior staff or ex-officio staff members of the Council to sit on the Board, in addition to the President & Rector, and that one of these positions was currently vacant. The Chief Financial Officer, Mr. Sanderson, had been attending meetings of the Endowment Board since he had joined the College, and she suggested that it would be appropriate for him now to be appointed as a full member of the Board.

Resolved:

(i) That Sir Thomas Hughes-Hallett be invited to join the Council on a co-opted basis with immediate effect.

(ii) That the Chair Financial Officer, Muir Sanderson, be appointed as a member of the Endowment Board with immediate effect.

PRESIDENT & RECTOR’S REPORT

5. The President & Rector reported that the College’s bid for funding for Imperial West from HEFCE’s UK Research Partnership Investment Fund had been successful. Imperial would receive £35M from the fund, the maximum possible grant. With £90M from Voreda and £25M from the College’s own resources, this would provide £150M to build the proposed Research and Translation Hub, which would provide facilities for 1,000 researchers as well as 50 new incubator units for spin-out companies. The College was also planning to hold a prestigious launch event for the Imperial West Development on 6 March 2013, to which representatives of Government and College stakeholders would be invited.

6. The President & Rector then reported that an opportunity had recently arisen to purchase new undergraduate accommodation in North Acton (W3). The new hall of residence would meet most of the criteria for student accommodation previously discussed by the Council, but a final decision on whether to proceed would be required before the next Council meeting. He therefore proposed that the Council agree an approval process that would give due consideration to the proposal, but would also enable a decision to be made by the end of January 2013. Under this process, the Management Board would consider the business case at its next meeting in December and make a recommendation to the Imperial West Syndicate. The Syndicate would consider both the business case and the Board’s recommendation before itself making a recommendation to Council members out of committee. If the Syndicate and Council members supported the proposal, the Chair would be asked to approve the purchase by Chairman’s Action, to be ratified at the next Council meeting. Council agreed the proposed approval process with the proviso that Mr. Philip Dilley and the President of the Imperial College Union should also be invited to attend the meeting of the Syndicate when it would discuss its recommendation to the Council.

7. He then reported that Her Majesty the Queen would be awarding up to six new Regius Professorships to celebrate Her Diamond Jubilee. The professorships would recognise excellence in teaching and research. Universities had been invited to apply for the title of Regius Professor for an outstanding position within the institution. No extra funding or
powers would be associated with the appointment, but the chair would carry the prestige of having been endorsed by the Crown. The College had submitted an application for a Regius Professor of Engineering.

8. Finally, the President & Rector noted the launch of the new College PhD Scholarship Scheme which would provide 50 scholarships a year aimed at attracting the brightest and best students from around the world. The scholarships would cover tuition fees as well as providing a £20,000 stipend. It was being advertised in prestigious publications, such as Nature, as well as online, and had already attracted considerable interest.

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012 (PAPER A)

9. The Chief Financial Officer, Mr. Sanderson, presented Paper A and noted that the College’s financial performance in 2011-12 had been strong. Income had grown by 8.7% to £765M with an operating surplus of £63M. In the five years since 2008, income had increased from £603M and the annual operating surplus had increased from £7M. However, in that same period, capital funding from HEFCE had declined from £46M in 2008 to just £14M in 2012. He reminded members that the College needed to invest £100M a year in its capital infrastructure if it was to maintain its position as a world-leading university. As the College could no longer rely on significant capital grants from Government, it had to generate this sum itself. In this context, although the operating surplus was better than that generated by many other universities, it was not as much as the College needed to invest in its future.

10. Turning to the College’s cash flow, Mr. Sanderson noted that this reflected the continued level of operating surplus, active working capital management and capital expenditure in the year. The future challenge for the College would be to increase the level of capital expenditure to £100M a year and also to ensure that its cash flow could support this level of expenditure. This would be a consideration for the development of the College’s Capital Masterplan, which was currently being prepared and would be presented to the Council in the New Year. Concluding his report, Mr. Sanderson noted that the College’s finances provided a strong platform to support the academic strategy while the annual surplus would provide funds for the essential investment needed for students, academics and research funders to continue to recognise Imperial College as the best place to study, work and invest.

11. Members welcomed the Annual Report, but noted that the level of operating surplus might attract external interest. It was suggested that the College provide Council members with some key facts along the lines set out by Mr. Sanderson in his introduction which would explain why the College needed to generate an annual operating surplus at this level.

Resolved:

That the Annual Report and Financial Statements for the year-ended 31 July 2012 be adopted.
EXTERNAL AUDITORS' REPRESENTATION LETTER (PAPER B)

12. Mr. Sanderson presented Paper B. The only substantive change to the previous year's letter was the inclusion of an ‘Assets and Liabilities’ section which reflected standard accounting practices and requirements. The Audit Committee had considered the draft letter and recommended its approval by the Council.

Resolved:

That the Representation Letter for the External Auditors, as set out in Paper B, be approved.

ANNUAL REPORT FROM THE AUDIT COMMITTEE (PAPER C)

13. The Chair of the Audit Committee, Mrs. Couttie, presented the Audit Committee’s annual report to the Council.

ANNUAL REPORT FROM THE RISK COMMITTEE (PAPER D)

14. The Chair of the Risk Committee, Ms. Lomax, presented the Committee’s annual report. The Committee had made good progress in considering the main strategic risks facing the College. The review of chronic risks, which had been instigated by the Committee’s previous Chairman, Sir Rob Margetts, had been particularly useful in highlighting areas in which more strategic thinking was required. The Committee was now considering issues such as the balance between home and overseas students and the development of an ethics code for the College.

ANNUAL FINANCIAL FORECASTS AND COMMENTARY (PAPER E)

15. Mr. Sanderson presented Paper E and invited the Council to approve the annual financial forecasts for submission to HEFCE.

Resolved:

That the HEFCE Financial Forecasts and Commentary, as set out in Paper E, be approved.

PROJECT AMP PHASE 2 (PAPER F)

16. The Principal of the Faculty of Engineering, Professor Magee, and the Chief Operations Officer, Mr. Harding-Roots, presented Paper F. Professor Magee reminded members that Project AMP had replaced the previous South East Quadrant Project and was intended to provide many of the same academic benefits at a much more economic cost. Phase 1 of the Project had been approved by the Council in 2011 and had now been completed. He was now asking for approval to proceed to Phase 2 of the Project.

17. Members were reminded that, when the AMP Project had first been presented to the Council, there had been some concern that the decision to refurbish the Mechanical Engineering Building rather than replace it might have been financially driven, and might
therefore have compromised the College’s ability to keep its place as a premiere engineering institution. Professor Magee confirmed that Project AMP would fulfil the Faculty of Engineering’s needs and that the College’s ability to continue to undertake excellent world-leading research would not be compromised. The refurbished buildings would be fit for purpose, and would enable the Faculty of Engineering to meet the challenges ahead. The opportunity to co-locate the Department of Aeronautics with Mechanical Engineering and Civil Engineering would provide clear benefits to all the Departments, while also freeing space on the north west side of the South Kensington Campus for the future development of the proposed Molecular Sciences and Engineering Building.

Resolved:

That the funding to undertake Phase 2 of Project AMP, at a cost of £39M over the financial years 2012-13 to 2015-16, as set out in Paper F, be approved.

WILSON HOUSE: REQUEST FOR APPROVAL FOR FULL PROJECT COST (PAPER G)

18. Mr. Sanderson presented Paper G. The proposal to refurbish and expand Wilson House was consistent with the College’s student accommodation strategy and was supported by the Imperial College Union. The Project would not only improve the quality of the accommodation at Wilson House, but would also increase considerably the available number of bed spaces. The costs involved were also reasonable for the refurbishment of a Grade II listed building.

Resolved:

That the Wilson House Project with a total overall project cost of £23.2M, as set out in Paper G, be approved.

IMPERIAL WEST UPDATE (PAPER H)

19. The Chair of the Imperial West Syndicate, Mr. Newsum, presented the Council with an update on developments at Imperial West, noting in particular the Greater London Authority’s approval of the Masterplan Scheme on 20 September and the award of £35M through the HEFCE UK Research Partnership Investment Fund for the Research and Translation Hub, which the President & Rector had already referred to in his earlier report.

IMPERIAL COLLEGE UNION CONSTITUTION (PAPER I)

20. The Clerk, Mr. Neilson, introduced Paper I and congratulated the Imperial College Union President, Mr. Beaumont, and his team on preparing a new and simplified Constitution that would enable the Union to register with the Charity Commission, as it was required to do. He confirmed that the new Constitution would not change the fundamental relationship between the College and the Union. Mr. Beaumont confirmed that the proposed Constitution had been through all the necessary governance approvals within the Union, but suggested that it should be reviewed after its first year in operation, so that any practical issues that arose in that time could be addressed.
Resolved:

That the Imperial College Union Constitution, as set out in Paper I, be approved.

FELLOWSHIPS, HONORARY DEGREES AND IMPERIAL COLLEGE MEDALS (PAPER J)

21. Mr. Neilson presented Paper J. The proposal to rationalise the College’s honorary awards would bring the College in line with general practice in the sector and would also shift the focus to providing a wider range of external candidates for honorary degrees.

22. The prohibition on giving awards in return for donations was endorsed, but it was suggested that the College should consider how best to recognise the contribution made by its benefactors and donors.

Resolved:

That the revisions to Ordinance B2, as set out in Paper J, be approved.

INVESTIGATION OF ALLEGATIONS OF RESEARCH MISCONDUCT (PAPER K)

23. Presenting Paper K Mr. Neilson said that the proposed revisions to the College’s procedure for investigating allegations of research misconduct had been made as the result of a review of all of the College’s policies and procedures relating to research integrity. The revisions included a proposal to align the processes for considering allegations of misconduct by both staff and students. In line with this re-alignment it had been suggested that the review panel should also include the President of the Imperial College Union when a student case was being considered. He proposed that the Council approve the revised Ordinance, subject to the incorporation of this additional revision.

Resolved:

That, subject to the inclusion of the President of the Imperial College Union on the panel for student cases noted above, the revisions to Ordinance D17, as set out in Paper K, be approved.

ENDOWMENT REPORT (PAPER L)

24. The Chairman of the Endowment Board, Mr. Newton, presented Paper L and noted that the Unitised Scheme now formed a much larger part of the overall endowment, in line with the Board’s longer term aims for the Fund. This growth was in part due to management decisions to build up the endowment rather than to spend the income returned by the scheme. This too was positive and demonstrated the College’s mature approach to establishing a long-term endowment for the College.

25. Mr. Newton also noted the master planning strategy now being taken forward in Wye, a key element of which was an open and transparent collaboration with the local community, with no pre-conceived ideas about the form that the eventual development of the campus would
take. The Board was, he said, optimistic that a viable and sustainable use could be found for the site at Wye.

DEVELOPMENT BOARD UPDATE (PAPER M)

26. The President & Rector presented Paper M. He noted that fundraising for the new Molecular Sciences Building would be a key priority for the College. This was in line with the new culture the College was trying to develop: that no new building would be agreed without a plan for attracting external funding.

MAJOR PROJECTS (PAPER N)

27. Paper N was received for information.

STAFF MATTERS (PAPER O)

28. Paper O was received for information.

SENATE REPORT (PAPER P)

29. Paper P was received for information.

ANY OTHER BUSINESS

30. There was none.

NEXT MEETINGS

31. Mr. Neilson reminded members that the next Meeting of the Council would be held on Friday, 15 February 2013. He also advised members that the Meeting of the Council in May would now be held on Friday, 3 May 2013, one week earlier than originally scheduled.
PAPER A

ANNUAL REPORT AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012

A Note by the Chief Financial Officer

1. A copy of the College’s Annual Report and Accounts (the Financial Statements) for the year ended 31 July 2012 is enclosed with these Papers. (1)

2. The Financial Statements have been approved within the College and will be considered by the Audit Committee at its meeting on 14 November, when it will be asked to recommend them to the Council for approval. The Audit Committee will make its own report to the Council in accordance with the Audit Code of Practice issued by the Higher Education Funding Council for England.

3. The Council is invited to consider and, if it sees fit, approve the Financial Statements for the year ended 31 July 2012.

M.S.
8 November 2012

1. The Annual Report and Accounts are published separately and so are not included with these Minutes.
MANAGEMENT REPRESENTATION LETTER

A note by the Director of Finance

1. Each year the Chair and the President & Rector are required to sign the management representation letter to PWC on behalf of the College.

2. The proposed letter for 2011/12 is attached. Aside from a legislation reference update, the only change to last year’s letter is the inclusion of an ‘Assets and Liabilities’ section which reflects standard accounting practices and requirements which we routinely carry out and confirm with PwC during the course of the audit.

For reference the new section contains the following statements:

a. In our opinion, on realisation in the ordinary course of the business the current assets in the balance sheet are expected to produce no less than the net book amounts at which they are stated.

b. The College and the group has satisfactory title to all assets and there are no liens or encumbrances on the institution’s and the group’s assets, except for those that are disclosed in the financial statements.

c. We confirm that we have carried out impairment reviews appropriately, including an assessment of when such reviews are required, where they are not mandatory. We confirm that we have used the appropriate assumptions with those reviews.

3. The Audit Committee considered the management representation letter at its meeting on 14 November 2012 recommended its approval to the Council.

4. The Council is asked to consider, and if it sees fit, approve the Representation Letter.

Andrew Murphy
November 2012
Dear Sirs,

This representation letter is provided in connection with your audit of the financial statements of Imperial College London (the “College”) and the consolidated financial statements of the College and its subsidiaries and associates (together the “Group”) for the year ended 31 July 2012 for the purpose of expressing an opinion as to whether the financial statements of the College and the consolidated financial statements of the group give a true and fair view, have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (UK GAAP), and have been prepared in accordance with the Statement of Recommended Practice (SORP) on Accounting for Further and Higher Education 2007 and the Charities Act 2011. Subsequent references in this letter to “financial statements” refer to both the financial statements of the College and the consolidated financial statements of the Group.

We confirm that the following representations are made on the basis of enquiries of management and staff of the College and the group with relevant knowledge and experience and, where appropriate, of inspection of supporting documentation sufficient to satisfy ourselves that we can properly make each of the following representations to you.

We confirm, for all members of the Council (who are also trustees for the purposes of charity law) at the time the trustees’ report is approved, to the best of our knowledge and belief, and having made the appropriate enquiries, the following representations:

**Financial Statements**

- We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter, for the preparation of the financial statements in accordance with UK GAAP and the Statement of Recommended Practice (SORP) on Accounting for Further and Higher Education 2007, the Accounts Direction issued by the Funding Council and the Charities Act 2011; in particular the financial statements give a true and fair view in accordance therewith.

- All transactions have been recorded in the accounting records and are reflected in the financial statements. All grants, donations and other income have been notified to you and where donations are subject to specific terms or conditions, we confirm that they
have been accounted for as restricted donations. There have been no breaches of terms or conditions during the period in the application of such income.

- We are not aware of any instances where we have not provided in the financial statements for grants repayable to the funding council(s). We have made all correspondence relating to funding from the funding council(s) available to you.

- Significant assumptions used by us in making accounting estimates, including those surrounding measurement at fair value, are reasonable.

- All events subsequent to the date of the financial statements for which UK GAAP requires adjustment or disclosure have been adjusted or disclosed.

**Information Provided**

- Each member of the Council has taken all the steps that he or she ought to have taken as a charity trustee in order to make himself or herself aware of any relevant audit information and to establish that you (the College’s auditors) are aware of that information.

- We have provided you with:
  - Access to all information of which we are aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
  - Additional information that you have requested from us for the purpose of the audit; and
  - Unrestricted access to persons within the group from whom you determined it necessary to obtain audit evidence.

- So far as each member of the Council is aware, there is no relevant audit information of which you are unaware.

**Fraud and non-compliance with laws and regulations**

- We acknowledge our responsibility for the design, implementation and maintenance of internal control to prevent and detect fraud.

- We also acknowledge our other responsibilities under the Financial Memorandum with the Funding Council, including, in particular, our responsibilities to conduct the business of the institution in accordance with the Further and Higher Education Act 1992, the conditions set out in the Financial Memorandum and any other conditions that the Funding Council may from time to time prescribe.

- We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.

- We have disclosed to you all information in relation to fraud or suspected fraud that we are aware of and that affects the group and involves:
  - Management;
  - Employees who have significant roles in internal control; or
  - Others where the fraud could have a material effect on the financial statements.
• We have disclosed to you all information in relation to allegations of fraud, or suspected fraud, affecting the College and group’s financial statements communicated by employees, former employees, analysts, regulators or others.

• We have disclosed to you all known instances of non-compliance or suspected non-compliance with laws and regulations whose effects should be considered when preparing financial statements.

**Regularity**

• We confirm that there are no instances where the business of the institution has not been conducted in accordance with the Further and Higher Education Act 1992, the conditions set out in the Financial Memorandum and other conditions that the Funding Council from time to time prescribe.

**Application of funds**

• We confirm that funds, from whatever source, administered by the institution for specific purposes, have been properly applied to those purposes and, where relevant, managed in accordance with appropriate legislation, and that all funds provided by the Funding Council(s) have been applied in accordance with the relevant Financial Memorandum and any other terms and conditions applied to them.

**Related party transactions**

• We have disclosed to you the identity of the College and group’s related parties and all the related party relationships and transactions of which we are aware.

• Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of FRS 8, the Statement of Recommended Practice (SORP) on Accounting for Further and Higher Education 2007 or other requirements, for example, the Charities Act 2011.

• We confirm that we have identified to you all employees with emoluments over £100,000 per annum and all senior employees receiving compensation for loss of office, as defined by Funding Council guidance, and that we have disclosed emoluments and compensation for loss of office in accordance with the Financial Memorandum and the Accounts Direction.

• We confirm that no member of the Council other than the Rector and staff members received any payment from the College, other than the reimbursement of travel and subsistence incurred in the course of their duties.

**Employee Benefits**

• We confirm that we have made you aware of all employee benefit schemes in which employees of the College and the group participate.
• We confirm that the College’s share of the underlying assets and liabilities of the Universities Superannuation Scheme (USS), the Superannuation Arrangements of the University of London (SAUL) and the NHS Pension Scheme cannot be identified and as a consequence the schemes have been accounted for as a defined contribution scheme.

**Assets and liabilities**

• In our opinion, on realisation in the ordinary course of the business the current assets in the balance sheet are expected to produce no less than the net book amounts at which they are stated.

• The College and the group has satisfactory title to all assets and there are no liens or encumbrances on the institution’s and the group’s assets, except for those that are disclosed in the financial statements.

• We confirm that we have carried out impairment reviews appropriately, including an assessment of when such reviews are required, where they are not mandatory. We confirm that we have used the appropriate assumptions with those reviews.

**Specialist Engineering facility decommissioning**

Regarding the provision for decommissioning of the specialist engineering facility, an accounting estimate that was recognised in the financial statements:

• We used appropriate measurement processes, including related assumptions and models, in determining the accounting estimate in the context of UK GAAP.

• Measurement processes were consistently applied from year to year.

• The assumptions appropriately reflect our intent and ability to carry out specific courses of action on behalf of the College, where relevant to the accounting estimates and disclosures.

• Disclosures related to accounting estimates are complete and appropriate under UK GAAP.

• No subsequent event requires adjustment to the accounting estimates and disclosures included in the financial statements.

**Contractual arrangements/agreements**

• All contractual arrangements (including side-letters to agreements) entered into by the College and the group have been properly reflected in the accounting records or, where material (or potentially material) to the financial statements, have been disclosed to you.

**Litigation and claims**

• We have disclosed to you all known actual or possible litigation and claims whose effects should be considered when preparing the financial statements and such matters have been appropriately accounted for and disclosed in accordance with UK GAAP.
Taxation

- We have complied with the taxation requirements of all countries within which we operate and have brought to account all liabilities for taxation due to the relevant tax authorities whether in respect of any corporation or other direct tax or any indirect taxes. We are not aware of any non-compliance that would give rise to additional liabilities by way of penalty or interest and we have made full disclosure regarding any Revenue Authority queries or investigations that we are aware of or that are ongoing.

- In managing the tax affairs of the institution and the group, we have taken into account any special provisions such as transfer pricing, debt cap, tax avoidance disclosure and controlled foreign companies legislation as applied in different tax jurisdictions.

Charitable objectives

- We confirm that to the best of our knowledge, throughout the year, the College has acted within its charitable objectives and that where we are exposed to direct taxes we have disclosed and accounted for correctly in the financial statements.

As minuted by the Council at its meeting on 23 November 2012.

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(Chair)  (President & Rector)

For and on behalf of ............................................................

Date............................................................
INTRODUCTION

1. This Report covers the Audit Committee’s work for the financial year 2011-12 and is set out in the format recommended by the Higher Education Funding Council for England (HEFCE) in its Audit Code of Practice.

TERMS OF REFERENCE AND MEMBERSHIP

2. The Committee’s terms of reference and membership are attached at Annex A. The terms of reference were last amended in November 2010 to take account of the latest guidance from HEFCE and as a result of the governance review undertaken by the Council during 2009-10.

3. Although the Committee started the year with a full complement of members, Mr Jeremy Newsum resigned from the Committee in February 2012 and has not yet been replaced. The Council’s Nominations Committee is considering a replacement in the context of its wider search for potential candidates for appointment to the Council.

4. In addition to the external members of the Committee, meetings are attended by the President & Rector, the Chief Financial Officer, the College Secretary and Registrar, the Director of Finance and representatives from the external and internal auditors.

MEETINGS OF THE AUDIT COMMITTEE IN 2012

5. Since its last Report to the Council, the Audit Committee has held meetings on 29 February, 13 June and 14 November 2012. Attendance at these meetings was excellent with average attendance at 100% for the year.

INTERNAL AUDIT

6. During the financial year 2011-12 Internal Audit services were provided Deloitte & Touche, who were appointed following a competitive tendering exercise in 2007. Their initial appointment was for a period of five years from 1 August 2007. At its meeting in November 2011 the Committee agreed to extend the Internal Auditors appointment for a further two years, provided there was no change in the auditors’ senior team for the remainder of the term. The Internal Auditors will therefore now be subject to another competitive tender exercise in 2014.

7. The Internal Audit Strategy for 2011-12 was approved by the Audit Committee at its meeting July 2011 and included a full programme of 25 audits. Of the 20 systems audits completed, 19 provided either ‘full’ or ‘substantial’ assurance in respect of the controls in place. One audit, in respect of work completed with the students’ union, provided limited assurance,
although the auditors did note that there was a positive direction of travel with progress being made against a number of recommendations.

8. A copy of each internal audit report is passed to the College Secretary and Registrar for information and discussion, as appropriate, at monthly management meetings. A further copy is issued to the Director of Finance so that he is aware of any control issues and/or recommendations impacting upon the central finance function. The Audit Committee also receives regular updates on completed internal audit reports, including a summary of specific issues arising from the audits. Recommendations are categorised as priority one, two or three. Three priority 1 recommendations (major issues for the attention of senior management and the audit committee) were raised by the auditors during 2011-12 in relation to Immigration Legislation Compliance, the Student Records System and Vacation Lettings. All three were agreed by the College and have been or are being implemented.

9. At its meeting on 13 June 2012, the Audit Committee considered and approved the Internal Audit Plan for 2012-13. The Plan had been prepared in the light of both the strategic and chronic risks identified by the College and had been considered and endorsed by the College's Management Board prior to its presentation to the Committee.

10. The Audit Committee is satisfied with the level of management engagement with internal audit; management responses to recommendations have been appropriate and timely and follow up work conducted by the auditors shows that, in the majority of cases, these recommendations have been fully implemented. Overall, substantial and/or full assurance was achieved for 95% of the systems audited. The Committee believes that this represents a very strong performance by the College.

11. The HEFCE Audit Code requires the Internal Auditors to provide the governing body, the accountable officer and the other managers of the College with assurance on the adequacy and effectiveness of risk management, control and governance arrangements.

12. **Opinion.** The Internal Auditors’ opinion is based on the audits completed and the follow up work undertaken, covering the period 1 August 2011 to 31 July 2012, as approved by the Audit Committee and limited to the audit scopes. On this basis, the Internal Auditors have confirmed that they are able to provide "reasonable assurance that the College has an adequate and effective system of internal controls for the year ended 31 July 2012. The control issues identified during their work do not materially impact upon the opinion to be provided in respect of the adequacy and effectiveness for the University’s arrangements for corporate governance, risk management, internal control and value for money."

**EXTERNAL AUDIT**

13. External audit services are provided by PricewaterhouseCoopers (PwC), who were re-appointed as the College’s External Auditors for a period of five years from 1 August 2011 following a competitive tendering process conducted by the College.

14. The Committee has previously approved a policy on the provision and pre-approval of all non-audit services by the external auditors. The policy is intended to ensure that any non-audit services provided by the external auditor do not impair, or appear to impair, the auditor’s independence or objectivity. In accordance with this policy, the external auditors will carry out their statutory audit duties, may carry out other work as auditors or reporting accountants and may also
provide tax advisory services. There may also be other occasions when the external auditor is best placed to undertake other accounting, investigatory, advisory and consultancy work on behalf of the College, because of the auditor’s in-depth knowledge of the College or other specialist skills or knowledge, although several areas of work are specifically prohibited by the policy. The provision of non-audit services by the external auditor must be pre-approved and reported to the Audit Committee at its next scheduled meeting. The external auditor must also include in its annual report to the Audit Committee a report on all non-audit services provided during the year. The extent of any non-audit work conducted by the external auditor must also be disclosed in the College’s annual financial statements.

15. The following list provides details of all additional non-audit work undertaken by the external auditors during the year 2011-12. The external auditors have confirmed their view that they are not aware of any relationship or non-audit services that would impair their independence for the purposes of expressing an opinion on the financial statements. In their professional judgement, they are independent accounts with respect to the College, its subsidiaries and associates and the objectivity of the audit engagement leader has not been impaired. The Audit Committee concurs with this view on the independence of the auditors.

- US Department of Education Loans audit;
- PwC Inform subscription;
- Provision of tax consultancy services;
- Options appraisal for funding of the OPAL programme.

16. At its meeting in June 2012 the Committee considered the External Audit Strategy for the preparation of the Financial Statements for the year ended 31 July 2012. The Committee noted that the Auditors would be concentrating on a number of risks including fraud risks, the reactor decommissioning project, capital developments and IT.

17. The Audit Committee meets with the External Auditors in private (i.e. with no College Officers present) at its November meeting following the completion of the external audit. Accordingly, the Committee held a private meeting with the external auditors on 14 November to discuss the conduct of the external audit and any other matters that the Committee or the auditors wished to raise.

18. **Opinion.** The formal opinion of the Auditors is given in the Financial Statements for the Year Ended 31 July 2012 and in the External Auditors’ Report to the Audit Committee, but they have confirmed their intention to issue an unqualified audit opinion on the College’s Financial Statements. The external auditors have confirmed that there were no uncorrected misstatements in the accounts which needed to be brought to the attention of the Audit Committee or the Council. The external auditors are also required to report on whether, in all material respects, income has been applied in accordance with the HEFCE financial memorandum and have confirmed that there were no issues that would impact on their report on compliance. Finally, on corporate governance and risk management, the external auditors have confirmed that that there is nothing in the College’s corporate governance statement in the Annual Report and Financial Statements “which contradicts [their] understanding of the College’s risk management processes”.
CORPORATE GOVERNANCE

19. In 2010-11 the Council undertook a review of the College’s governance arrangements. The recommendations from the review, which took into account best practice at other leading universities, as well as the views of stakeholders and of those knowledgeable in governance matters, were accepted by the Council in July 2010 and have now all been fully implemented.

20. **Opinion.** The College’s corporate governance arrangements have been considered by both the Internal and External Auditors and have also recently been subject to an in-depth review by the Council. The College’s arrangements for approving its accountability returns were also audited by the HEFCE Audit Service in 2010. Each of the audits and reviews has concluded that the College’s arrangements for corporate governance are satisfactory and compliant with HEFCE’s requirements. In the light of these reviews, the Audit Committee is able to provide the Council with a reasonable assurance on the adequacy and effectiveness of the College’s arrangements for corporate governance.

VALUE FOR MONEY (VfM)

21. The Committee has previously agreed that the responsibility for considering VfM initiatives lies with the College’s Management Board and that it will base its opinion on VfM on the annual report considered by the Management Board and subsequently presented to the Audit Committee.

22. The Annual Report on VfM initiatives was presented to, and endorsed by, the Management Board at its meeting on 2 November 2012. The Report was then considered by the Audit Committee at its Meeting on 14 November 2012.

23. The Management Board is assisted by the VfM Steering Group. The Steering Group has responsibility to direct and monitor Imperial’s VfM programme so that it aligns with its strategic themes and objectives. In this context the VfM Steering Group helps to promote a culture of efficiency, effectiveness and economy so that the College can compete successfully at an international level, earning respect and influence nationally and internationally. In line with HEFCE guidance, in preparing its report the VfM Steering Group draws on various sources of evidence and information, including quantitative, qualitative and subjective evidence to assess the VfM performance for the year. Its assessment is a composite of both numerical data and qualitative judgements including an evaluation of trends and comparisons with peers. All of the VfM activities and performance data are linked as far as possible to the College’s five year strategic plan and the most appropriate strategic themes and objectives, these being Research, Education, Translation, Resources and Organisation. VfM performance in each area is assessed using the traffic light system. This year all areas were assessed as Green (Good; on track, low risk) or Amber-Green (Satisfactory; broadly on track with some concerns which need to be addressed).

24. **Opinion.** In the light of this Report and the review of VfM arrangements conducted by Internal Audit, the Committee can confirm that appropriate management systems are in place for the evaluation and monitoring of the College’s VfM strategy.

RISK MANAGEMENT

25. Since 2003 the HEFCE has required higher education institutions to comply with the Turnbull and UK Corporate Governance Code Recommendations on Corporate Governance. This
means that, when the governing body of a higher education institution approves that organisation’s annual accounts each year, it should state whether or not it is satisfied that all material risks facing the institution have been identified. To meet this requirement the College’s Risk Management Policy stipulates that the Management Board will carry out an annual review of the College’s Risk Register and Action Plan. The Management Board’s recommendations are then to be passed to the Audit Committee for consideration so that the Committee can, in turn, make its report to the Council. The Management Board conducted its review of the College’s Risk Register in September 2012 when a revised Risk Register and Action Plan was approved.

26. In addition to the Management Board’s review of the College’s operational risks, this year the new Risk Committee has been considering the strategic and long-term risks facing the College. In particular, the Risk Committee has conducted a review of the College’s chronic risks. It too has produced an annual report of its activities to assist the Audit Committee in forming an opinion on risk management at the College. In its report, the Risk Committee stated that it believed that the College’s overall risk management arrangements had improved in the course of the year ended 31 July 2012.

27. The internal auditors also conducted a risk benchmarking exercise in 2011-12 following substantial reviews of risk management in previous years. In addition, the auditors noted examples of positive practice in terms of considering risk, including the consideration by the Risk Committee and the Council of the Colleges “Chronic Risks” as a guide future thinking in tackling strategic risk issues. The auditors also considered risk management as part of their Project Management audits of the Singapore Medical School and the Student Records System. As a result, the internal auditors were able to provide “reasonable assurance that the College has an adequate and effective system of risk management”.

28. **Opinion.** In the light of the Management Board’s Review of Risk Management, the work of the Risk Committee and the Internal Audit Report, the Committee is satisfied that the College has an effective risk management process in place and that the College’s risks have been appropriately identified and managed and the College is operating in accordance with the Turnbull and Corporate Governance Code recommendations, and is in compliance with the HEFCE’s current Accounts Direction.

**DATA QUALITY**

29. In August 2008 HEFCE introduced a new requirement that audit committees provide an opinion on the management and quality assurance of data submitted to HESA and to HEFCE and other funding bodies. This opinion can be in the form of an Assurance Framework, elements of which can be provided by Internal Audit. HEFCE’s guidance for audit committees on providing data assurance to funding bodies makes it clear that “the audit committee is not expected to review data or data returns itself. Nor are committee members expected to be expert in data issues”. In this context, the Committee’s opinion on the management and quality assurance of data submitted to funding bodies relies on a framework of evidence provided by management and the auditors and as such can only provide a reasonable assurance that these systems are effective.

30. In 2007, the Audit Commission issued ‘Improving information to support decision making: standards for better quality data’. The HEFCE guidance for Audit Committees on data management and quality, issued in 2008, refers to this document and suggests that the standards could be used to gather information for the Audit Committee, to help inform its opinion on the management and quality of data. In this context, ‘data’ is defined as ‘any data submitted to funding
bodies’. The Audit Commission document notes that ‘the Audit Commission developed the Standards for Better Data Quality for use by public bodies to support improvement in data quality. The standards define a framework of management arrangements that bodies can put in place to secure the quality of the data they use to manage and report on their activities. The standards distil the principles and practices identified in existing guidance, advice and good practice’.

31. Within Imperial College, there are a number of key data categories which are submitted to funding bodies, relating to students, staff, finance and research. The College has a Data Quality Policy, approved by the Management Board, and has established a Data Quality and Management Group, which is chaired by the College Secretary and Registrar. The Group exists to share best practice and assess progress against the data quality objectives. Each year the Group completes a self-assessment exercise in order to evaluate College practice using the Audit Commission document on Standards for Better Quality Data. This aims to gather information on data management and quality from across the College. The Group includes representatives from finance, TRAC, HR, the Research Office, Strategic Planning, Space Management and Registry. The report generated by the self-assessment demonstrates the approach to data quality and management across the College, and provides a benchmark against which the College can measure its performance in future.

32. The 20011-12 Internal Audit programme included audits which reviewed aspects of data quality management, for example, Student Records System for which ‘substantial’ assurance was given with no data quality recommendations. A review and gap analysis of sector wide issues in data quality also confirmed that existing controls are adequate to manage the risks in this area, with no recommendations being made for improvement. There were no external reviews relating to data quality in 2011-12. However reviews by the HEFCE Assurance Service in 2010 and by the Research Councils UK Assurance Programme in January 2011 provided external assurance that the College’s management of data quality was satisfactory.

33. **Opinion.** Based upon the results of these internal and external assessments of data management and quality and the framework of arrangements in place to secure data quality across the College, the Audit Committee is satisfied that systems are in place to provide reasonable assurance as to quality and accuracy of the data submitted to HESA and to HEFCE and other funding bodies and that these systems are effective.

**FRAUD**

34. It is generally recognised that there is an increased risk of fraud during an economic downturn. In order to ameliorate this risk, the internal auditors provided a programme of fraud awareness during the year and completed a widespread exercise into expenses being claimed, which raised a number of issues which are now being taken forward by the College. During the year several instances of potential fraud were reported and investigated. All fraud investigations are reported to the Audit Committee. One of the reported frauds was for an amount in excess of £25K and has been reported to HEFCE in accordance with the Financial Memorandum. In this case, which concerned car parking income, the staff involved were dismissed and two individuals were arrested and charged by the police. New systems have also been implemented to increase controls in this area.
CHARITY REGULATION

35. On 1 June 2010 HEFCE became the principal regulator of those higher education institutions (HEIs) in England that are exempt charities, including the College. This new responsibility results from the Charities Act 2006, and stems from a government decision that all charities should be subject to regulation. Although expected to comply with charity law, exempt charities such as the College were previously outside the scope of the Charity Commission’s regulatory powers. From 1 June 2010, the exempt charity regulation provisions of the 2006 Act came into effect for universities, and they are now subject to the Charity Commission’s powers. In the Financial Memorandum HEFCE has set out the additional reporting requirements necessary to meet its obligations as the Charity Regulator. These include the publication of information about the College’s charitable status on its own website and the inclusion of a public benefit statement in the College’s annual accounts. In addition, since 1 June 2010, institutions have had a duty to report serious incidents to HEFCE at the time when they are identified. Institutions are also required to confirm in their annual assurance returns that any serious incidents have been appropriately reported to HEFCE. Serious incidents are defined as follows:

a. The loss of assets through fraud, theft or other cause where the value of the loss is in excess of £25,000.

b. The receipt of donations of more than £25,000 from unknown donors, or where the source cannot be verified.

c. The abuse or mistreatment of a charitable beneficiary involved in activities of the HEI.

d. The disqualification of a Trustee.

e. Known or alleged links (other than for bona fide academic reason) with proscribed organisations or terrorism; this applies to trustees, staff, students, or anyone else associated with the HEI.

36. The Public Benefit Statement is included in the Annual Report and Financial Statements. It confirms that the Council has had due regard to the Charity Commission’s guidance on the reporting of public benefit and in particular to its supplementary public benefit guidance on the advancement of education and on fee charging. Due regard has also been paid to the additional guidance issued by HEFCE in its role as principal regulator on behalf of the Commission. A statement on the College’s charitable status was published on its web pages before the deadline of 31 January 2011. Finally, the Audit Committee is able to confirm that, other than the one reportable instance of fraud noted above, there have been no serious incidents at the College in the period under review that would need to be reported to HEFCE as the Charity Regulator.

OTHER WORK

37. **Bribery Act 2010.** At its meeting in February 2012, the Committee received a report on the College’s response to the Bribery Act 2010, including a risk assessment of the College’s various activities. The Committee noted that the Bribery Act 2010 had introduced the new corporate offence “failure of organisations to prevent bribery” but that the Ministry of Justice had indicated that a commercial organisation would have a full defence if it could show that despite a particular case of bribery it nevertheless had adequate procedures in place to prevent persons associated
with it from bribing. The report showed that the College had a strong control environment and this was also evidenced by internal and external audit work. The College has undertaken to review and update its bribery risk register annually as a minimum and present it to the Audit Committee for review.

38. **Gift Acceptance Policy.** Also in February 2012, the Committee agreed a Gift Acceptance Policy for the College. This followed on from the recommendations made by the Lord Woolf Inquiry into the controversy surrounding the gift from the Gaddafi International Charity and Development Foundation to the LSE, which highlighted the reputational risks that institutions face by association with controversial donors. Under this new Policy it is now the formal responsibility of the Audit Committee to decide whether new gifts should be accepted or whether relationships with existing donors should be discontinued. The first formal report of proposed gifts was made to the Committee in June 2012. After careful consideration the Committee agreed that the proposed donations could be accepted, but proposed a number of changes to the process, which have now been implemented. A second report of proposed gifts was made to the Committee in November 2012, when the Committee again agreed that the proposed donations could be accepted.

39. **Contingent Liabilities.** In 2009 the Committee agreed that it should be updated on a regular basis on the College's contingent liabilities. Accordingly, a report on contingent liabilities was provided for the Committee at each of its meetings in 2011-12.

**OPINION**

40. In the Committee’s terms of reference (attached at Annex A to this Report) the Council has given the Audit Committee the responsibility to report to the Council at least annually on its activity for the year and to give its opinion on the adequacy and effectiveness of the University’s risk management control and governance arrangements; its arrangements for promoting economy, efficiency and effectiveness; and the arrangements for the management and quality assurance of data submitted to the Higher Education Statistics Agency (HESA), HEFCE and other funding bodies.

41. Given the assurances contained in the reports made to the Audit Committee during the year by the Internal and External Auditors, and in the summaries of their annual reports to the Audit Committee contained in this Report, together with those received from the College’s management, the Audit Committee is able to provide the Council with a reasonable assurance on the adequacy and effectiveness of the College’s arrangements for risk management, control and governance and value for money. It is also able to provide a reasonable assurance that systems are in place to ensure the quality and accuracy of the data submitted to HESA and to HEFCE and other funding bodies.

Mrs Philippa Couttie
Chairman, Audit Committee
AUDIT COMMITTEE

TERMS OF REFERENCE

1. To keep under review the effectiveness of internal control systems, risk management and corporate governance arrangements, and in particular to review the external auditors’ management letter, the internal auditors’ annual report, and management responses.

2. To consider the Annual Financial Statements in the presence of the external auditors, including the auditors’ formal opinion, the statement of members’ responsibilities and the statement of internal control, in accordance with the funding council’s accounts direction.

3. To monitor the implementation of agreed recommendations arising from internal and external audit reports.

4. To advise the Council on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors.

5. To discuss with the external auditors, before the audit begins, the nature and scope of the audit.

6. To discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter, incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary).

7. To consider and advise the governing body on the appointment and terms of engagement of the internal audit service (and the head of internal audit if applicable), the audit fee, the provision of any non-audit services by the internal auditors, and any questions of resignation or dismissal of the internal auditors.

8. To review the internal auditors’ audit needs assessment, strategy and programme; to consider major findings of internal audit investigations and management’s response; and promote co-ordination between the internal and external auditors. The Committee will ensure that the resources made available for internal audit are sufficient to meet the University’s needs.

9. To satisfy itself that suitable arrangements are in place to promote economy, efficiency and effectiveness.

10. To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the funding council’s accounting officer, have been informed.

11. To oversee the University’s policy on fraud and irregularity, including being notified of any action taken under that policy.
12. To receive any relevant reports from the National Audit Office, the HEFCE and other organisations.

13. To monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity.

14. To report to the Council at least annually on its activity for the year and to give its opinion on the adequacy and effectiveness of the University’s risk management control and governance arrangements; its arrangements for promoting economy, efficiency and effectiveness; and the arrangements for the management and quality assurance of data submitted to the Higher Education Statistics Agency (HESA), HEFC and other funding bodies.

15. In the event of the merger or dissolution of the University, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.

16. The Committee shall have the authority to call for any information from College officers, external and internal auditors and others which it considers necessary to discharge its responsibilities effectively.

CONSTITUTION

17. The Committee and its Chairman shall be appointed by the Council from among its own members and must consist of members with no executive responsibility for the management of the University. No member of the Audit Committee may also serve on the University’s Finance Committee or its equivalent.

18. **Members**

   a. A Chairman to be appointed by the Council from among the external members of the Council.

   b. Three members, at least one of whom shall have recent and relevant expertise and experience in finance, accounting or auditing, to be appointed by the Council from among the external members of the Council.

   c. The Committee shall have the power to co-opt up to two additional external members, if it sees fit.

19. **In Attendance**

    The Rector
    The Deputy Rector
    The College Secretary
    The Chief Finance Officer
    The Director of Finance
    Representatives of the internal and external auditors

20. **Secretary**

    The Head of Central Secretariat and Assistant Clerk to the Court and Council
MEETINGS AND REPORTING

21. The Committee shall meet not less than three times a year. The external auditors and internal auditors may request that additional meetings be held if they consider it necessary.

22. The minutes of meetings of the Committee will be circulated to all members of the Council.

23. The Committee will prepare an annual report covering the University’s financial year and any significant issues up to the date of preparing the Report. The Report will be addressed to the Rector and to the Council and will summarise the activity for the year. It will give the Committee’s opinion on the adequacy and effectiveness of the University’s arrangements for:


   b. Arrangements for promoting economy, efficiency and effectiveness (value for money).

   c. The arrangements for the management and quality assurance of data submitted to the Higher Education Statistics Agency (HESA), HEFC and other funding bodies

24. This Report will be presented to the Council before the members’ responsibility statement in the Annual Financial Statements is signed.

25. The Committee will also provide an annual statement on the University’s Accounts to the Court at its annual meeting.

QUORUM

26. The quorum shall be the Chairman and one other member.

PRESENT MEMBERSHIP:

Mrs. P. Couttie (Chair)
Ms. R. Lomax
Mr. J. Newsum (until 10 February 2012)
Mr. S. Newton
Ms. K. Kantor (co-opted)
PAPER D

ANNUAL REPORT FROM THE RISK COMMITTEE

A Paper by the Chair of the Risk Committee

INTRODUCTION

1. One of the recommendations of the 2010 Governance Review was that the Council should establish a new Risk Committee to take responsibility for the oversight of how risks of all kinds are managed, the rationale being that risk and associated topics might be better managed through a separate, forward looking, committee rather than included in the broad scope of the Audit Committee which necessarily looks at outcomes. In making this recommendation it was acknowledged that the new committee would absorb some of the responsibilities undertaken at the time by the Audit Committee.

2. The Council accepted these recommendations at its meeting on 9th July 2010.

3. The Risk Committee’s primary role is to review the College’s overall risk management vision, and its strategies and policies for identifying and managing risk and to review the College’s risk appetite and Risk Register. As such, it reports directly to the Council on these matters.

4. However, in order that the Audit Committee can provide the Council with the assurances it is required to provide, the Risk Committee agreed at its meeting on 7th July 2011 that it should prepare an annual report on risk for presentation to the Audit Committee and the Council. It was envisaged that the Audit Committee would then consider this alongside other evidence such as the reports prepared by the Management Board and internal and external audit when reaching its conclusion on the effectiveness of the College’s overall risk management arrangements.

5. It was envisaged that the Risk Committee’s annual report to the Audit Committee would report on the work it had undertaken during the year and the results of its reviews of the College’s risk appetite and risk register along with any other matters it wished to draw to the attention of the Committee.

REPORT

6. Since its last report to the Audit Committee, the Risk Committee considered and reviewed the following topics.

7. The College’s relationship with the NHS (October 2011)

a. With regards to the Imperial College Healthcare NHS Trust (ICHT), the Committee discussed the reasons why the joint post of Principal of the College’s Faculty of Medicine / ICHT Chief Executive was now split. It noted the challenges facing the NHS (reforms and finances) presented a reputational and financial risk to
the College particularly as any restructuring in the Trust could result in potential redundancies of clinical staff in the College. It was noted that SIFT funding had recently been reviewed and it was anticipated that it would be considerably reduced, and that it was critical for the College that ICHT should use this funding to buy/secure clinicians’ time for research and teaching purposes. The AHSC review was discussed in outline.

b. The Committee accepted that strengthening/widening the College's other NHS relationships was the right direction of travel.

8. **Review of the College’s position re recommendations in light of LSE’s Woolf Report (March 2012)**. The Risk Committee noted the analysis of the College’s position re recommendations in LSE’s Woolf Report, in light of the concurrent development of the College’s proposed Gift Acceptance Policy and Process for reviewing and accepting gifts (see below). It was agreed that the Management Board would identity and review areas of vulnerability which could in the meantime be addressed by way of separate policies or codes. The Committee discussed whether the College should have an institutional policy and suggested that this be discussed with other Russell Group members.

9. **The College’s proposed Gift Acceptance Policy and Process for reviewing and accepting Gifts (March 2012)**. The Risk Committee reviewed and commented on the proposed Policy and Process which has since been adopted (incorporating the Risk Committee’s comments).

10. **Reputational Risk of failing to meet the Expectations of the next Generation of Students (March 2012)**. The Risk Committee reviewed a report it had commissioned from the ICU President on this topic. It was noted that as a result of the Management Board’s Away Day and recent Council discussions, Faculties were collating departmental action plans to improve the student experience. It was also noted that with the change in Pro-Rector (Education), it was anticipated that the role would have greater focus on vision and management. The ICU President’s paper was subsequently circulated to Council.


   a. The Risk Committee considered a report from the College’s Chief Financial Officer on this topic.

   b. It was noted that the College had enough net current assets to meet all its short term liabilities and enough cash to meet its loans. The College was therefore in a strong position against the acute (and unlikely) risk of suddenly having to meet its short-term or long-term liabilities.

   c. However one of the reasons the College had such sizeable cash reserves was because of under-investment in capital expenditure, due more to postponement than reduction in the College’s capital requirements. The College’s Chief Financial Officer estimated that the College would need to invest around £100m per annum in capital expenditure to maintain its current estate; it was noted that the College’s
balance sheet could not meet the anticipated investment requirements and therefore operating surplus would need to.


13. **Indicators for monitoring and mitigating chronic risks facing the College (March and June 2012).** The Risk Committee reviewed the top five chronic risks facing the College, as identified by the Rector, their levels of maturity and the metrics that would provide a useful trigger for alerting the Committee when a more detailed review was needed:

   a. **Chronic Risk 1: Failure to provide excellent student experience.** This risk had to be addressed predominantly on a departmental level. The Committee noted steps taken to mitigate the risk: at a departmental level, plans had been drawn up to improve on the student experience; and at an institutional level, the College had recently revised its academic promotion system to take teaching into account. Going forward, a draft institutional action plan (to include possible steps the College could take to increase students’ participation in the NSS survey) would be brought back to the Committee.

   b. **Chronic Risk 2: Under-funding of research.** The Committee noted that encouraging academics to consider recovery rate in deciding where to apply for funding, and considering joining forces with other elite universities for the larger grants, were two ways in which the College could mitigate this risk. The CFO was also working on identifying best practice for closing the funding gap and how to implement it within College.

   c. **Chronic Risk 3: Sustainability of physical infrastructure.** The Committee noted that the College had recently appointed a new Chief Operations Officer whose priority would be to create a capital plan for all the College’s campuses, while seeking value for money in doing so, and it was agreed that the Chief Operations Officer would report back to the Committee on this. The Committee suggested improvements to the Estates Management Statistics classification used by College to monitor this issue, and advised that if achieving capital expenditure of at least £100m per annum was a target, the indicators for this risk should also include effective expenditure.

   d. **Chronic Risk 4: Balance between home and international students.** This risk would be owned by the Provost. The Committee noted that although the College did not currently have a policy on balance between home and international students, no serious problems with the balance had currently been identified. The Risk Committee will discuss this in November 2012 in advance of the presentation on international strategy to Council.

   e. **Chronic Risk 5: Inability to grow the College fund.** The Committee noted that a judgment would have to be made on a suitable reserve, in light of the College’s requirements in terms of capital expenditure (£100m per annum) and aspirations concerning scholarships. It also noted that although a development plan was being put together, the College’s endowment was unlikely to catch up with the size reached by Oxbridge and alternative streams of future revenue should be explored.

14. The Committee will be developing a work programme which will continue to be based on the College’s chronic risks, as well as its other regular business. To follow up on
discussions it had had earlier this year regarding chronic risks, the Committee anticipated reviewing at forthcoming meetings risks related to the following areas:

- NHS relationship and funding;
- medium term financial risks;
- ethics (already commissioned);
- student experience (already commissioned);
- capital expenditure plan (already commissioned);
- Imperial West; and
- due diligence on non-philanthropic funding.

CONCLUSION

15. The Risk Committee regards the College's overall risk management arrangements as having improved in effectiveness in the course of the year ended 31st July 2012, and will work with the Executive in seeking further improvements in future.

October 2012
Paper E contains information which is commercially sensitive and confidential and is therefore not included with these Minutes.
PAPER F

AERONAUTICS AND MECHANICAL ENGINEERING PROJECT ("AMP")

A Paper by the Principal, Faculty of Engineering and the Chief Operations Officer

OVERVIEW

1. The AMP scheme was endorsed by Council in July 2011 and approval of funding of £11.4M was given to undertake a preparatory design phase and Phase 1 of the project. Phase 1 was completed in September 2012. In its entirety, across all four phases, the project is programmed to complete in March 2017.

2. The design of the remaining phases (Phases 2-4) has progressed to RIBA Stage D (Scheme Design), and has been informed by a number of amendments to the scope of the project that have arisen from reviews by the Capital Approval Board at Stage C (Concept Design) and Stage D. These changes, driven by the intent to enhance the impact of the refurbishment programme in key areas, generate greater utilisation of space and ensure durability of finishes, are detailed at paragraphs 7-10 below and have resulted in an increase in the total cost of the project from £65.6M to £72.5M (10.5%).

3. Funding to undertake Phase 2 of the project at a cost of £39M over the period November 2012 to April 2015 has received support from the Capital Approval Board and Management Board, and Council approval for this capital expenditure is now sought.

AMP DELIVERABLES

5. AMP will achieve the following outcomes:

a. Provision of suitable academic space in order for the Department of Aeronautics and the Department of Mechanical Engineering to deliver the research and teaching mission set out in their respective strategic plans.

b. Provision of multi-user teaching and research facilities to be shared between the Departments of Aeronautics, Civil Engineering and Mechanical Engineering.

c. Unlocking of the Roderic Hill/ACEX site for future development (4,360sqm vacated by Aeronautics).

d. Enhanced facades to the Mechanical Engineering Building which also save energy usage and cost.

e. Inclusion of £10M of backlog maintenance that would be required to the Mechanical Engineering Building if the works were not to proceed.
f. Maximised impact of the £50M “SEQ” investment to date.

THE NEED FOR AMP

6. The Mechanical Engineering Building has come to a point where numerous elements and services are approaching the end of their life expectancy. There is a pressing need to renew the building to meet the requirements for world leading engineering research and teaching.

7. Through the refurbishment of the Mechanical Engineering Building and Annex and connecting these buildings to the Skempton Building, space can be created to accommodate Aeronautics, enabling the sharing of teaching and research facilities between engineering departments. In addition, the relocation of Aeronautics from the Roderic Hill/ACEX site is required in order to unlock this part of the South Kensington Campus for future development.

PROJECT CHANGE

8. Since the project feasibility was presented to Council in July 2011, the design for Phases 2-4 of the project has progressed through Stages C and D, and has been reviewed by the Capital Approval Board at each stage in March and October 2012, respectively.

9. At Stage C, the following changes were incorporated into the project in order to increase the scope and impact of the works:

a. Additional student break out and study space
b. Provision of new facades to all parts of the building
c. Increase in the available space through additional infilling/removal of unneeded corridors
d. Refurbishment of eight lecture theatres
e. Introduction of glazed office/corridor partitions
f. Incorporation of additional preventative maintenance works

10. In advance of approving the Stage D design, the Capital Approval Board asked that the project team take forward the following actions to inform an update to the scope of the project and an additional funding request:

a. Review the requirement for single-occupancy, 15sqm standard academic staff offices in order to release space to be reconfigured into a more efficient layout; resulting in increased open-planning of previous cellular office spaces.
b. Review and enhance where appropriate the design specifications within the most highly trafficked areas of the project (e.g. toilets, corridors adjoining teaching and laboratory spaces) to ensure that these are sufficiently durable.

c. Mitigate the planning approval risk to the project (see also paragraph 21) through the removal of the supersonic wind tunnel from AMP, with the facility to be provided in another location within the timescale of AMP (i.e. within five years).

11. The financial impact of these changes, offset by a more detailed assessment of the VAT position, leads to an increase in overall project costs from the July 2011 total of £65.6M to a revised total of £72.5M.

**COST PLAN**

12. Expenditure is targeted as follows:

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<tr>
<td>Core infrastructure and building fabric</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Additional maintenance</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Facade</td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Preliminaries and contingencies</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Subtotal Construction Cost</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Project Costs**</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>VAT</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Project Cost (rounded)</td>
<td>£11.4M</td>
<td>£39.0M</td>
<td>£17.7M</td>
<td>£4.4M</td>
<td>£72.5M</td>
</tr>
</tbody>
</table>

* Phase 1 also includes the Professional Fees relating to the preparatory design phase, approved in July 2011.

** Other project costs comprises allowances for professional and statutory fees, decanting/ recanting, equipment, Active IT, loose furniture and fittings and internal recharges.

13. The investment in refurbished and new teaching facilities brings greater opportunities for sharing of space across departments. As with the shared student facilities delivered through Phase 1 of AMP, the project will deliver the following student facilities to be shared across the Departments of Aeronautics, Civil Engineering and Mechanical Engineering:

a. Student break out and study area (Phase 2)

b. Student computing laboratories (Phase 2)

c. Teaching laboratories and workshops (Phases 2 and 4)
d. Refurbished lecture theatres (Phase 3)

e. Flight simulator (Phase 4)

14. Alongside these major improvements to student facilities, the project also provides a revitalised research environment for key activities in Mechanical Engineering and relocated/new research facilities for flagship Aeronautics activities. These include:

a. Applied mechanics laboratories (Phase 2)

b. Mechanics of materials laboratories (Phase 2)

c. Thermofluids laboratories (Phase 2)

d. Composites facility (Phase 2)

e. Two low speed wind tunnels (Phases 3-4)

f. Gas Gun (Phase 4)

g. Multi-functional material laboratory (Phase 4)

15. The expenditure forecast for the project, with a comparison to the May 2011 position, is shown in the table below.
PROJECT PHASING AND PROGRAMME

16. Due to the need to retain continuity in research and teaching across all departments over the course of the project, and the absence of an existing decant facility; all decant space requirements need to be accommodated within the project extents. The limited space available (primarily the Annex), means that the accommodation of all Mechanical Engineering occupants in one decant is not possible; resulting in the need for a phased approach.

17. The Mechanical Engineering Building was constructed in three vertical phases, and therefore provides a logical way to split the areas to be decanted in AMP. The first of these decants (to enable Phase 2 refurbishment works) affects the occupants of the north and south blocks of the building, while the second (to enable Phase 3 works) affects occupants of the middle block. The phasing of the project is illustrated through the building plan provided at Appendix A.

18. Phase 2 of the project (£39M; November 2012 to April 2015) provides laboratory, office, teaching and support space to allow the occupants of the north and south blocks to decant from their current location. The decant location is mainly within the south block and Annex Levels 0-3, into which Aeronautics will ultimately move in Phase 4. Once decanted, the northern and southern blocks will be refurbished, including a new building facade. Within the central block, the Aeronautics Composites research facility will be created and a major new student study area provided.

19. Phase 3 of the project (£17.7M; March 2015 to August 2016) provides laboratory, office, teaching and support space to allow the occupants of the central block to decant from their current location to the south block and Annex. Once decanted, the middle block will be refurbished, including a new building facade, and a new wind tunnel facility will be created in the southern block.

20. Phase 4 of the project (£4.4M; September 2016 to March 2017) consists of final works to the southern block and Annex to provide facilities required for Aeronautics to complete their relocation from Roderic Hill/ACEX Building.

21. A full project programme is provided at Appendix B. Key programme dates are as follows:

<table>
<thead>
<tr>
<th>Phase</th>
<th>Start</th>
<th>Finish</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phase 2 Creation of decant space</td>
<td>November 2012</td>
<td>January 2014</td>
</tr>
<tr>
<td>Phase 2 Decant</td>
<td>February 2014</td>
<td>February 2014</td>
</tr>
<tr>
<td>Phase 2 Construction</td>
<td>March 2014</td>
<td>March 2015</td>
</tr>
<tr>
<td>Phase 2 Recant</td>
<td>April 2015</td>
<td>April 2015</td>
</tr>
<tr>
<td>Phase 3 Creation of decant space</td>
<td>March 2015</td>
<td>July 2015</td>
</tr>
<tr>
<td>Phase 3 Decant</td>
<td>August 2015</td>
<td>August 2015</td>
</tr>
<tr>
<td>Phase 3 Construction</td>
<td>August 2015</td>
<td>July 2016</td>
</tr>
<tr>
<td>Phase 3 Recant</td>
<td>August 2016</td>
<td>August 2016</td>
</tr>
<tr>
<td>Phase 4 Construction</td>
<td>September 2016</td>
<td>February 2017</td>
</tr>
<tr>
<td>Phase 4 Relocation of Aeronautics</td>
<td>March 2017</td>
<td>March 2017</td>
</tr>
</tbody>
</table>
RISK MANAGEMENT

22. The key risks to the project and the mitigation plans are summarised below:

<table>
<thead>
<tr>
<th>Risk</th>
<th>Mitigation Plans</th>
</tr>
</thead>
</table>
| Planning permission not granted for increased plant on roof of the Mechanical Engineering Building | Consultation with Conservation Officer  
Review of rooftop plant layout  
Justification of need for additional plant to be prepared  
Removal of supersonic wind tunnel and associated plant requirements from AMP |
| Additional asbestos discovery                                        | Expand surveys  
Undertake early asbestos removal and transfer residual risk to main contractor  
Allow contingency in master programme |
| Unable to eliminate vibration to other parts of the Mechanical Engineering Building from the low speed wind tunnels | Appointment of specialist vibration consultants  
Conduct extensive briefings  
Test assumptions, consider benchmarking |
| Scope creep after funding approval                                   | Conduct extended briefing process  
Robust change control in place  
Stage E design freeze agreed |

NEXT STEPS

23. Council is invited to consider, and if it sees fit, approve the funding to undertake Phase 2 of AMP at a cost of £39M over financial years 2012-13 to 2015-16.

Jeff Magee  
Simon Harding Roots
## MENG1101A-D AMP Revised Master Programme
### Stage D

| Phase | Year | Q1 | Q2 | Q3 | Q4 | Q1 | Q2 | Q3 | Q4 | Q1 | Q2 | Q3 | Q4 | Q1 | Q2 | Q3 | Q4 | Q1 | Q2 | Q3 | Q4 |
|-------|------|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|
| PHASE 1 | | | | | | | | | | | | | | | | | | | | |
| PHASE 2 | | | | | | | | | | | | | | | | | | | | |
| Stage E Design | | | | | | | | | | | | | | | | | | | | |
| Asbestos Removal and Enabling Works | | | | | | | | | | | | | | | | | | | | |
| Phase 2 Procurement | | | | | | | | | | | | | | | | | | | | |
| Phase 2 Decant Prep | | | | | | | | | | | | | | | | | | | | |
| Phase 2 Decant | | | | | | | | | | | | | | | | | | | | |
| Phase 2 Works | | | | | | | | | | | | | | | | | | | | |
| Phase 2 Recant | | | | | | | | | | | | | | | | | | | | |
| PHASE 3 | | | | | | | | | | | | | | | | | | | | |
| Phase 3 Decant Prep | | | | | | | | | | | | | | | | | | | | |
| Phase 3 Decant | | | | | | | | | | | | | | | | | | | | |
| Phase 3 Works | | | | | | | | | | | | | | | | | | | | |
| Phase 3 Recant | | | | | | | | | | | | | | | | | | | | |
| Phase 4 | | | | | | | | | | | | | | | | | | | | |
| Phase 4 Works | | | | | | | | | | | | | | | | | | | | |
| Phase 4 Move | | | | | | | | | | | | | | | | | | | | |

**LEGEND:**
- **Green**: Construction Works
- **Blue**: Client Decant
- **Purple**: Design/Procurement

*17 September 2012*
Wilson House is a strategic asset in College’s portfolio and its refurbishment and development is a key element of the overall Accommodation Strategy presented at the last Council meeting.

Design development has been presented and approved at Management Board and the Capital Allocation Board (CAB) at regular intervals since February 2012. There also have been updates to the May, July and September Council meetings.

The project will create a total of 400 bed spaces:

- 314 bed spaces from the current 273, following comprehensive refurbishment of the existing property.
- 86 additional bed spaces following redevelopment of the existing and outdated sports facilities to the rear.

Final design is now complete and planning and listed building approvals were obtained on 6 November 2012.

The total cost of the project is £23,174,681 which equates to £57,937 per bed space excluding land purchase.

Value for Money has been assessed by comparing each of the different elements of the build against best practice, the location and the grade II listing making direct comparisons with similar projects very difficult.

We are confident based on this analysis that the work is good value for money (whilst recognizing that the construction costs are naturally higher than they would be in a new build).

£2,056,136 has been committed in design development to-date through Management Board’s Delegated Authority.

The remaining total development cost to completion is £21,118,545.

The College is confident it can deliver the 400 new bed spaces in time for the start of the 2013/14 academic year should the council endorse this expenditure.

Council approval is sought to allow the project to now be completed for a further capital commitment of £21,118,545 – with a total overall project delivery budget of £23,174,681.
IMPERIAL WEST REPORT

A Report by the Director of the Imperial West Project

IMPERIAL WEST CAMPUS

1. Following the GLA approval of the masterplan scheme on 20 September, the project team are in the final stages of agreeing the Section 106 payment to the Local Authority.

2. The demolition of the remaining two BBC buildings at the Imperial West campus is underway with expected completion 1 December.

UKRPIF AWARD

3. Imperial College has been awarded £35m through the HEFCE UK Research Partnership Investment Fund (UKRPIF) which will contribute to the development of the campus's £150 million ‘Research and Translation Hub’ at Imperial West. Development partners Voreda Capital will contribute £90m, with the balance of £25m coming from the College Capital Plan. The next steps will be to enter into Heads of Terms on the structure of the development with Voreda, which once agreed will be presented to Council for approval.

JA
Nov 12
1. The Charities Act 2006 included a requirement that students' unions register separately with the Charity Commission. Previously all students’ unions had enjoyed exempt charity status because of their association with their ‘parent’ institutions, even though most unions are legally independent from their associated university. The Charity Commission has taken some time to implement this change, but in 2010 year confirmed the requirements for registration for students’ unions. Most unions have now registered. The Imperial College Union has yet to do so, and is indeed one of the last unions in the country which has still not registered. The Charity Commission has made it clear to the Union that it must register as soon as possible.

2. For most unions, registration has been relatively straightforward as they are independent bodies. Imperial College Union is different. Almost uniquely, it is legally a part of the College because the College’s Charter and Statutes state:

“There shall be a Union of Students of the University entitled “the Imperial College Union” which shall for all purposes be treated solely as an integral part of the University.”

3. The Statutes go on to provide that “the Imperial College Union shall conduct and manage its own affairs in accordance with a constitution approved by the Council which shall be included in Ordinances”.

4. In order to complete the registration process, the Union has undertaken a major constitutional reform and is now proposing to adopt a Constitution based on a model constitution provided by the NUS. Under its new Constitution the Union will register with the Charity Commission as an Unincorporated Association. Although this will give it an identity and status separate from the College as a Registered Charity in its own right, because of the clause in the College’s Statutes noted above, the Union will also continue to be a part of the College. Legally, it is possible for a registered charity to exist as a part of another charity, so while the Union’s position may be an unusual one for a students’ union, it does not affect its ability to register with the Charity Commission.

5. Registration with the Charity Commission will give the Union greater clarity about the degree of independence it has from the College. In effect, it will be more like a subsidiary company and less like a department of the College. However, there are no proposals to change the fundamental relationship between the College and the Union. The Union will continue to be a part of the University Group and its accounts, which are already independently audited, will continue to be consolidated into the College’s own at the year end. Similarly, all Union staff are currently employed by the College on College contracts. There are no proposals to change this at present and staff will continue as College employees until such time as the Union and the College decide otherwise.
6. In addition to preparing the Union for registration, the new Constitution will provide
the Union with various charitable powers, including the power to “borrow and raise money”. As
the Union remains part of the College, and as its accounts are consolidated with the
College’s own, any borrowing by the Union would impact on the College’s own borrowing.
Recognising that this power cannot be exercised without the College’s consent, the Union
has inserted some additional controls into its financial procedures so that any borrowing or
the provision of any indemnities or guarantees by the Union must first be approved by the
Union’s own Trustee Board and by the College through its Director of Finance.

7. A copy of the proposed Union Constitution, which was passed by the Union Council
on Tuesday 30 October, is attached to this Paper.

8. The College Charter sets out 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, subject to the provisions of this Our Charter, be approved by the Council". This
responsibility is further expanded in the Statutes which state:

“(3) Without prejudice to Statute 10(1), the Imperial College Union shall conduct and
manage its own affairs in accordance with a constitution approved by the Council which shall
be included in Ordinances. The Union shall present to the Council its audited annual
accounts.

(4) 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.”

8. The Council is invited to consider, and if its sees fit, approve the proposed Imperial
College Union Constitution. Once approved the new Constitution will be submitted to the
Charity Commission as part of process by which the Union will complete its registration as a
charity in its own right.
Constitution
of
Imperial College Union
A. Background

I. Imperial College Union (the “Union”) is a students’ union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Members.

II. The Union will seek at all times to:

   (i) ensure that the diversity of its membership is recognised and that equal access is available to all Members of whatever origin or orientation; and
   
   (ii) pursue its aims and objectives independent of any political party or religious group.

III. This Constitution has been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss any of the Trustees. The Board of Trustees will give the utmost consideration to the views of Members.

IV. Under the Education Act 1994, Imperial College London has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union therefore works with Imperial College London in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union’s Members are met.

B. Definitions and Interpretation

1. The meanings of any defined terms used in this Constitution are set out in Clause 119.

2. The Trustee Board interprets this Constitution, its Bye-Laws and any reserved matter, policy, rule, act or omission made under it. If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws when the Trustee Board is not meeting, an initial interpretation will be given by the President.

C. Name

3. There shall be a students’ union in the name of Imperial College Union (and in this Constitution it is called “the Union”).

D. Objects

4. The Union’s objects are the advancement of education of Students at Imperial College London for the public benefit by:

   4.1 promoting the interests and welfare of Students at Imperial College London during their course of study and representing, supporting and advising Students;
   
   4.2 being the recognised representative channel between Students and Imperial College London and any other external bodies; and
   
   4.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

E. Powers

5. To further its objects, but not to further any other purpose, the Union may:

   5.1 provide services and facilities for Members;
   
   5.2 establish, support, promote and operate a network of student activities for Members;
   
   5.3 support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
   
   5.4 alone or with other organisations:

       5.4.1 carry out campaigning activities;
       
       5.4.2 seek to influence public opinion; and
       
       5.4.3 make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
   
   5.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
   
   5.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
5.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
5.8 provide or appoint others to provide advice, guidance, representation and advocacy;
5.9 co-operate with other charities and bodies and exchange information and advice with them;
5.10 become a member, affiliate or associate of other charities and bodies;
5.11 support, set up or amalgamate with other charities with objects identical or similar to the Union’s objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
5.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union’s objects;
5.13 incorporate and transfer all its assets to a charitable limited liability legal entity, and dissolve at any time following such incorporation and transfer if the Trustees consider it appropriate to do so;
5.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
5.15 borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities Act 1993);
5.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
5.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 1993);
5.18 make grants or loans of money and give guarantees;
5.19 invest and deal with the Union’s money not immediately required for its objects in or upon any investments, securities, or property;
5.20 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
5.21.1 the investment policy is set down in writing for the financial expert by the Trustees;
5.21.2 every transaction is reported promptly to the Trustees;
5.21.3 the performance of the investment is reviewed regularly by the Trustees;
5.21.4 the Trustees are entitled to cancel the delegation at any time;
5.21.5 the investment policy and the delegation arrangements are reviewed at least once a year;
5.21.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
5.21.7 the financial expert may not do anything outside the powers of the Trustees;
5.22 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
5.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
5.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
5.25 trade in the course of carrying out any of its objects;
5.26 establish or acquire subsidiary companies to carry on any taxable trade;
5.27 subject to Clause 6 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
5.28 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
5.29 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to:
5.29.1 any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

5.29.2 any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or

5.29.3 any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not;

5.30 do all such other lawful things as shall further the Union's objects.

6. Limitation on private benefits

6.1 The income and property of the Union shall be applied solely towards the promotion of its objects.

6.2 Except as provided below no part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Union. This shall not prevent any payment in good faith by the Union of:

6.2.1 any payments made to any Member in their capacity as a beneficiary of the Union;

6.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Clause 6.3 shall apply;

6.2.3 interest on money lent by any Member to the Union at a reasonable and proper rate; and

6.2.4 any reasonable and proper rent for premises let by any Member to the Union.

6.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:

6.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;

6.3.2 reasonable and proper out of pocket expenses of the Trustees;

6.3.3 reasonable and proper remuneration to any Officer Trustee or Connected Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:

6.3.3.1 for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Officer Trustees and Connected Persons under contracts of employment with the Union;

6.3.3.2 subject to Clause 6.3.3.1, the authorisation under this provision shall not extend to the service of acting as Trustee;

6.3.3.3 if the person being remunerated is a Trustee the procedure described in Clause 97 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;

6.3.3.4 if the person being remunerated is a Connected Person the procedure described in Clause 97 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;

6.3.3.5 subject to Clause 6.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and

6.3.3.6 at all times the provisions of the Education Act are complied with;

6.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;

6.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;

6.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 5.29;

6.3.7 any payments made to any Trustee or officer under the indemnity provisions set out in Clause 117; and

6.3.8 any payments authorised in writing by the Charity Commission.

6.4 In Clauses 6.1 and 6.2.4, references to the Union shall be read as references to the Union and/or any Subsidiary Company.

6.5 For any transaction authorised by Clause 6.2.4 or Clause 6.4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Clause 6.2.4 or Clause 6.4 have been complied with.
6.6 Where a vacancy arises on the Board of Trustees with the result that Clause 6.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Clause 6.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

F. Dissolution

7 If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Union. It shall instead be given or transferred to Imperial College London.

G. Amendments to the Constitution & the Bye-Laws

8 The Trustees and Imperial College London shall review this Constitution and the Bye-Laws every five years, with effect from the date that this Constitution comes into effect.

9 No amendment of this Constitution shall be made which would have the effect of the Union ceasing to be a charity.

10 Clause 4 (Objects) and Clause 6 (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission.

11 The Trustees, a two-thirds majority of the Union Council and Imperial College Council shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with this Constitution.

12 Save where amendments to the Constitution is a consequential amendment due to a change in the Bye-Laws (for example, the number or heading names of Clauses), the Constitution may be amended by a resolution passed at a Union Council Meeting by at least two thirds of those present and voting; with the approval of the Trustee Board and Imperial College Council.

H. Membership

Members

13 The Members of the Union shall be each and every Student who has not opted out by notifying Imperial College London and the Union of his or her wish not to be a Member.

14 Membership shall not be transferable and shall cease on death. A Member shall automatically cease to be a Member of the Union if:

14.1 he or she ceases to be a Student;

14.2 he or she opts out of membership by giving written notice to the Union; or

14.3 in the case of Members other than the Officer Trustees, a resolution is passed by a majority vote of the Union Council resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution shall not be passed unless the Member has been given at least ten (10) clear College days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Union Council.

15 Members' details shall be entered in a register of Members.

16 Members of the Union shall be entitled to the benefits set out in the Code of Practice.

17 Students who are qualified to be Members, but, have opted out or been removed by the Union Council may re-join with permission of the Union Council or Trustee Board.

Associate Members

18 The Union Council may elect to and remove from Associate Membership of the Union such persons as they consider to be fit.

19 Eligible persons as determined by the Trustee Board may register for Associate Membership of the Union.

20 Associate Membership shall be subject to such rights and obligations as the Trustee Board consider appropriate.

21 Associate Members shall not be Members for the purposes of this Constitution and shall not be entitled to vote on any matter.

I. Referenda

22 A Referendum may be called on any issue by:

22.1 a resolution of the Trustees;

22.2 The Union President,
22.3 a vote of the Union Council; or
22.4 a petition signed by at least 10% of Members

23 Subject to Clause 22.4, a resolution may only be passed by Referendum if at least 10% of Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.

24 Referenda shall be conducted in accordance with this Constitution and the Bye-Laws.

25 Subject to Clause 73, the Members may set Policy by Referenda. Policy set by Referenda will overturn Policy set either by the Members in general meeting or by the Union Council.

J. General Meetings

26 The Trustees or President may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 200 Members having the right to attend and vote at general meetings.

Location of Meetings

27 General meetings may be carried out at one single venue or simultaneously at a maximum of three separate venues with a video, audio or other real-time link between all of the venues. At the start of such meetings, each venue must indicate by majority vote that they are satisfied with the meeting set-up and technology.

Length of Notice

28 A general meeting shall be called by at least ten (10) clear College days' written notice.

Contents of Notice

29 Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted.

30 Notice of general meetings shall be given to every Member and to the Trustees of the Union.

Quorum

31 No business shall be transacted at any general meeting unless a quorum is present. 200 persons entitled to vote upon the business to be transacted, each being a Member (but excluding Trustees), shall be a quorum.

32 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Trustees may determine.

Chair

33 The chair of Union Council shall preside as chair of the meeting. In the absence of the chair of Union Council, the Members present and entitled to vote shall choose one of their number, other than the Officer Trustees, to be chair.

Attendance

34 A Trustee may, even if not a Member, attend and speak at any general meeting.

Adjournment

35 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for ten (10) clear College days or more, at least five (5) clear College days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Votes of Members at General Meetings

36 Every Member has the right to attend general meetings and the right to vote. A resolution put to the vote of a general meeting shall be decided on a show of hands, and every Member shall have one vote.

37 Every resolution put to the vote of a general meeting shall be decided by a simple majority of the votes cast unless this Constitution provides otherwise.

K. Trustees

Appointment of Trustees

38 The Trustees shall be made up of the following persons:

38.1 not more than five Officer Trustees, elected in accordance with Clause 39;

38.2 not more than two Elected Student Trustees, elected in accordance with Clause 44;
38.3 not more than two further Student Trustees, appointed in accordance with Clause 48;
38.4 one Alumni Trustee, appointed in accordance with Clause 51;
38.5 not more than four External Trustees, appointed in accordance with Clause 54; and
38.6 the chair of Union Council, elected in accordance with the Bye-Laws.

Officer Trustees

39 Up to five Officer Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws. The Officer Trustees shall be elected to posts set out in the Bye-Laws.

40 The Officer Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Bye-Laws, subject to compliance with Imperial College London’s rules on Sabbatical terms. For the avoidance of doubt, an Officer Trustee’s terms of office may be either consecutive or non-consecutive.

41 Each Officer Trustee must be a Student or an Officer Trustee at the time of his or her election. An Officer Trustee shall continue as, or become a Member of the Union on commencement of his or her appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee, unless they return immediately to studying at Imperial College London.

42 The Officer Trustees shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.

43 At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Union for a term to be determined by this Constitution. The duties and method of remuneration of each Officer Trustee shall be as set out in the Bye-Laws.

Student Trustees

44 Subject to Clause 45 below, up to two Student Trustees shall be elected by secret ballot by the Members at an election to be held in accordance with the Bye-Laws.

45 Each Student Trustee must be a Student at the time of his or her election (and must continue to be a Student for the duration of his or her term as a Student Trustee).

46 Elected Student Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

47 An elected Student Trustee may serve a maximum of two consecutive terms or non-consecutive terms.

48 Up to two Student Trustees shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment of each Student Trustee is ratified by a two thirds majority vote of the Union Council.

49 Unless their appointment is terminated in accordance with Clauses 60 to 64, appointed Student Trustees shall remain in office for a term of one year.

50 Appointed Student Trustees may serve for a maximum of up to two terms which may be either consecutive or non-consecutive.

Alumni Trustees

51 One Alumni Trustee shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment of each Alumni Trustee is ratified by a two thirds majority vote of the Union Council.

52 Unless their appointment is terminated in accordance with Clauses 60 to 64, Alumni Trustees shall remain in office for a term of up to three years.

53 Alumni Trustees may serve further terms of office, subject to the appointment process outlined in Clause 51.

External Trustees

54 Up to four External Trustees shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment of each External Trustee is ratified by a two thirds majority vote of the Union Council.

55 Unless their appointment is terminated in accordance with Clauses 60 to 64, External Trustees shall remain in office for a term of up to three years.

56 External Trustees may serve further terms of office, subject to the appointment process outlined in Clause 54.

Chair and Deputy Chair
57 The Trustee Board shall appoint an Alumni Trustee or External Trustee to act as Chair and may at any time remove him or her from office.

58 The Trustee Board may appoint one of their number to act as Deputy Chair and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.

59 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustee Board shall preside as chair of the meeting.

Disqualification, Resignation and Removal of Trustees

60 The office of a Trustee shall be vacated if:

60.1 he or she becomes prohibited by law from being a charity trustee;

60.2 in the case of an Officer Trustee, he or she ceases to be an employee of the Union;

60.3 in the case of a Student Trustee, he or she ceases to be a Student;

60.4 he or she resigns by notice to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);

60.5 the Trustees reasonably believe he or she is suffering from mental or physical disorder and is incapable of acting as a Trustee and they resolve that he or she be removed from office;

60.6 he or she fails to attend two consecutive meetings of the Trustee Board and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that he or she be removed for this reason; or

60.7 he or she is removed from office under Clauses 61 to 62.

Removal of Trustees by the Members or the Union Council

61 The office of a Trustee shall be vacated if:

61.1 a motion of no confidence in the Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 10% of Members cast a vote in the Referendum. Such a motion shall only be triggered by a petition of no confidence signed by at least 10% of Members; or

61.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Union Council.

Removal of Trustees by the Board

62 The office of a Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Clause 92.

Rights of Removed Trustee

63 A resolution to remove a Trustee in accordance with Clause 61 and 62 shall not be passed unless the Trustee concerned has been given at least ten (10) clear College days’ notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making written representations to the Trustees.

64 A Trustee removed from office in accordance with Clause 61 and 62 shall be entitled to appeal the decision to remove him or her to an Appeals Panel within ten (10) clear College days of the resolution. The Appeals Panel shall be made up of a nominee of Imperial College London, one independent person and an officer of another students’ union. The independent person shall be a Member who is not a Trustee or a member of the Union Council.

Replacement of Trustees

65 If an Officer Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with the Bye-Laws.

66 If an Officer Trustee resigns, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.

67 If an elected Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy in accordance with Clause 44

68 If an Appointed Student Trustee, an Alumni Trustee or an External Trustee resigns, is disqualified or removed from office, a replacement shall be appointed to the vacancy in accordance with Clause 48, 51 or 54 respectively.

Powers of the Trustee Board

69 The Board of Trustees shall be the sovereign and governing body of the Union and (subject to the Education Act, this Constitution and the Bye-Laws) shall exercise all the powers of the Union. A meeting of the Trustee Board at which a quorum is present may exercise all powers exercisable by the Trustee Board.
The Trustee Board shall further the aims and objects of the Union with the assistance of the Council.

No alteration of this Constitution or the Bye-Laws shall invalidate any prior act of the Trustee Board which would have been valid if that alteration had not been made.

The Board's powers under Clause 69 shall include but not be limited to responsibility for:

1. the governance of the Union;
2. the budget of the Union; and
3. the strategy of the Union.

The Board of Trustees may override any decision and Policy made by the Members in general meeting or Referendum or by the Union Council which the Trustee Board considers (at their absolute discretion):

1. has or may have financial implications for the Union;
2. is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
3. is not or may not be in the best interests of the Union or all or any of its charitable objects; or
4. will or may otherwise affect the discharge of any or all of the responsibilities referred to in Clause 72.

The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number fixed as the quorum in Clause 92, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.

All acts done by a meeting of the Trustee Board, or of a committee of the Trustee Board, shall be valid, even if it is later discovered that any Trustee who participated in the vote:

1. was not properly appointed;
2. was disqualified from holding office;
3. had vacated office; or
4. was not entitled to vote.

Delegation of Trustees' powers

The Trustee Board may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.

The Trustee Board may delegate some of their powers or functions to any committee or the implementation of any of their resolutions and day-to-day management of the affairs of the Union to any person or committee in accordance with the conditions set out in this Constitution.

Delegation to committees

In the case of delegation to committees:

1. the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);
2. subject to Clause 85, the composition of any such committee shall be entirely in the discretion of the Trustee Board, except that the membership of each committee should contain at least one Student Trustee and one External Trustee and may otherwise comprise such of their number (if any) as the resolution may specify;
3. the deliberations of any such committee shall be reported regularly to the Trustee Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustee Board and for that purpose every committee shall appoint a secretary;
4. all delegations under this Clause shall be revocable at any time; and
5. the Trustee Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

The Trustee Board shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Clauses 76 and 77:

1. Appointments and Remuneration Committee;
2. Finance and Risk Committee
3. Governance Committee

Delegation of day-to-day management powers to Union President and Managing Director
The Union President shall be the Chief Executive of the Union.

The Union President will manage the Managing Director with the support of the Chair of the Board.

In the case of delegation of the day-to-day management of the Union to the Managing Director;

82.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustee Board and if applicable to advise the Trustee Board in relation to such policy, strategy and budget;

82.2 the Trustee Board shall provide the Managing Director with a description of his or her role and the extent of his or her authority;

82.3 the Managing Director shall report regularly to the Trustee Board on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union; and

82.4 the Trustee Board shall provide the Managing Director with a performance management structure to aid his or her work plan and development.

Bank Account

For the avoidance of doubt, the Trustee Board may (in accordance with Clauses 76 and 77) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustee Board may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws.

Proceedings of Committees

The meetings and proceedings of any committee shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Trustee Board so far as the same are applicable and are not superseded by any Bye-Laws made by the Trustees and the Union Council.

Proceedings of the Trustee Board

Subject to the provisions of this Constitution and the Bye-Laws, the Trustee Board may regulate their proceedings as they think fit.

Trustee Board meetings

The Trustee Board shall hold a minimum of four meetings in any Academic Year.

Two Trustees may, and the Union President at the request of two Trustees shall, call a meeting of the Trustee Board.

Guests or observers can attend meetings of the Trustee Board at the discretion of the Chair.

Length of notice

A meeting of the Trustee Board shall be called by at least five (5) clear College days’ notice unless either:

89.1 all the Trustees agree to shorter notice; or

89.2 urgent circumstances require shorter notice.

Contents of notice

Every notice calling a meeting of the Trustee Board shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.

Service of notice

Notice of Trustee Board meetings shall be sent to each Trustee by post or by electronic communication.

Quorum

The quorum for meetings of the Trustee Board shall be six and such quorum must include at least two Officer Trustees and either two External Trustees or both the Alumni Trustee and an External Trustee. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be eight.

Decision making by the Trustee Board

Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Virtual meetings

A Trustee Board may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.
Trustee Board decisions without a meeting

95 The Trustee Board may take a unanimous decision without a Trustees’ meeting by indicating to each other by any means, including without limitation by electronic communication, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

96 A Trustees’ resolution which is made in accordance with Clause 95 shall be as valid and effectual as if it had been passed at a meeting of the Trustee Board duly convened and held, provided the following conditions are complied with:

96.1 approval from each Trustee must be received by the Clerk to the Board;
96.2 following receipt of response from all of the Trustees, the Clerk to the Board shall communicate to the Trustee Board by any means whether the resolution has been formally approved by the Trustees in accordance with this Clause;
96.3 the date of the decision shall be the date of the communication from the Clerk to the Board confirming formal approval; and
96.4 the Clerk to the Board prepares a minute of the decision in accordance with Clause 109.

Conflicts of Interest

97 Whenever a matter is to be discussed at a meeting or decided in accordance with Clause 93 and a Trustee has a Personal Interest in respect of that matter then he or she must:

97.1 declare his or her interest to the Trustee Board;
97.2 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
97.3 not be counted in the quorum for that part of the meeting (or decision-making process); and
97.4 withdraw during the vote and have no vote on the matter.

98 If any question arises as to whether a Trustee has a Personal Interest, the question shall be decided by a majority decision of the other Trustees.

99 In particular, Clause 97 shall apply to any matter that may directly or indirectly relate to the position of an Officer Trustee who is or is to be remunerated as an employee by the Union.

L. Union Council

100 The Union Council shall have the authority to:

100.1 represent the voice of the Students;
100.2 subject to Clause 73, set the Policy of the Union and refer Policy to Referenda of the Members (in accordance with the Bye-Laws);
100.3 make, repeal and amend the Bye-Laws jointly with the Trustees and Imperial College London Council in accordance with Clause 11;
100.4 receive the annual accounts of the Union;
100.5 approve the annual list of the Union’s affiliations;
100.6 appoint associate members in accordance with Clause 18 and the Bye-Laws, and
100.7 form sub-committees and working groups as it sees fit from time to time

101 The composition and proceedings of the Union Council shall be set out in the Bye-Laws. No Member may hold more than one seat on the Union Council at any one time.

M. Constituent Unions

102 Constituent Unions represent specific groups of students with particular requirements.

103 Constituent Unions may be formed to represent (this is a non-exhaustive list):

103.1 Students who are part of a particular Faculty or subset of the College;
103.2 Students on a particular level of study

104 The list of Constituent Unions shall be contained in the Bye-Laws and any changes to this list must be approved in accordance with Clause 11

105 The Constituent Unions are integral parts of the Union
106 Each Constituent Union shall have its own constitution, which must be approved by Union Council. The Constituent Union’s constitution shall not contradict this Constitution, its Bye-Laws or Union Policy.

N. General

Financial Procedures

107 The Union and all constituent parts thereof, its Members and Associate Members and all groups thereof, must abide by the Union’s Financial Procedures, which are to be approved annually by the Trustee Board and the Director of Finance of Imperial College London.

Irregularities

108 The proceedings at any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or by reason of any business being considered which is not specified in the notice.

Minutes

109 The Trustee Board shall keep minutes of:

109.1 all proceedings at general meetings of the Union and of meetings of the Trustee Board, and of committees of the Trustee Board, including the names of the Trustees present at each such meeting; and

109.2 all resolutions of the Members and of the Trustee Board

and any such minute, if signed by the chair of the meeting at the next succeeding meeting, after approval by the succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings or the resolution.

110 The minutes and papers of the meetings referred to in Clause 109 shall normally be considered open and shall be available to the Members on the Union’s website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union’s offices.

Accounts and Reports

111 The Trustee Board shall comply with the requirements of the Education Act and the Charities Act 1993 as to keeping financial records, the audit or examinations of accounts.

112 The Members of the Union have the right to ask the Trustee Board questions in writing about the content of any documents referred to in Clause 111.

Notices

113 Subject to Clause 109, any notice to be given to or by any person pursuant to this Constitution shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

114 The Union may give any notice to a Member either:

114.1 personally;

114.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address;

114.3 by leaving it at the address of the Member held on record;

114.4 by electronic communication to the Member’s address; or

114.5 by posting it on the Union’s website.

115 A Member present at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

116 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent or in the case of a notice posted on the Union’s website at the expiration of 48 hours after it was posted.

Indemnity

117 Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Trustees’ Indemnity Insurance

118 The Trustee Board shall have power to resolve pursuant to Clause 5.29 to effect Trustees’ indemnity insurance, despite their interest in such policy.
O. Definitions and Interpretations

119 In this Constitution, the following terms shall have the following meanings:

<table>
<thead>
<tr>
<th>Term</th>
<th>Meaning</th>
</tr>
</thead>
<tbody>
<tr>
<td>119.1 “Academic Year”</td>
<td>the period between 1st August in one Year to 31st July in the next Year determined by the Union as the period during which Students are required to be registered with Imperial College London. Each Academic Year is for the time being divided into three terms;</td>
</tr>
<tr>
<td>119.2 “Alumni Trustee”</td>
<td>a Trustee appointed in accordance with Clause 51 who must have graduated from Imperial College London for a period of at least three (3) years and for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;</td>
</tr>
<tr>
<td>119.3 “Appointments &amp; Remunerations Committee”</td>
<td>the committee set up in accordance with this Constitution;</td>
</tr>
<tr>
<td>119.4 “Board of Trustees”, “Trustee Board” or “Board”</td>
<td>the board of Trustees of the Union;</td>
</tr>
<tr>
<td>119.5 “Bye-Laws”</td>
<td>the bye-laws setting out the working practices of the Union made from time to time in accordance with Clause 11;</td>
</tr>
<tr>
<td>119.6 “Chair”</td>
<td>the chair of the Board of Trustees;</td>
</tr>
<tr>
<td>119.7 “Chief Executive”</td>
<td>the chief executive of the union is the President;</td>
</tr>
<tr>
<td>119.8 “clear College days”</td>
<td>in relation to the period of a notice, that period excluding the College working day when the notice is given or deemed to be given and the College working day for which it is given or on which it is to take effect;</td>
</tr>
<tr>
<td>119.9 “Code of Practice”</td>
<td>the code of practice relating to Imperial College London’s obligations under Section 22 of the Education Act;</td>
</tr>
<tr>
<td>119.10 “Connected Person”</td>
<td>any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the share capital;</td>
</tr>
<tr>
<td>119.11 “Constitution”</td>
<td>this constitution of the Union;</td>
</tr>
</tbody>
</table>
119.12 “Deputy Chair” the deputy chair of the Board of Trustees, who may be appointed in accordance with Clause 58;

119.13 “Education Act” the Education Act 1994;

119.14 “External Trustee” a Trustee appointed in accordance with Clause 54 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;

119.15 “in writing” means written, printed or transmitted writing including by electronic communication;

119.16 “Members” members of the Union being Students at Imperial College London;

119.17 “Office” the head office of the Union;

119.18 “Officer Trustee” a Trustee elected in accordance with Clause 39;

119.19 “Personal Interest” a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee (for example, being a member of a club or society);

119.20 “Petition” a written request to the Union;

119.21 “Policy” Policy set by Referenda or the Union Council in accordance with Clauses 22 to 25 and Clause 100.2 respectively;

119.22 “President” the President of the Union, as elected by the Members in accordance with the Bye-Laws;

119.23 “RAG” the Raising and Giving society which develops Students by providing them with an opportunity to raise funds for charitable causes;

119.24 “Referendum” a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws;

119.25 “Student” any individual who is formally registered for an approved programme of study provided by Imperial College London. For the avoidance of doubt, Imperial College London shall determine whether or not an individual has student status;

119.26 “Union Council” the Student body elected by and from Students constituted in accordance with this Constitution and the Bye-Laws of the Union;

119.27 “Student Trustee” a Trustee elected in accordance with Clause 44 who is a Student and for the avoidance of doubt shall not, for the purposes of Section 22 of the Education Act, be a major union office holder;

119.28 “Subsidiary Company” any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the
Approved by Union Council 30/10/12

119.29 “Trustee” and “Trustees” the Officer Trustees, the Student Trustees, the Alumni Trustees and the External Trustees;

119.30 “Union” Imperial College Union; and

119.31 “Imperial College London” Imperial College London incorporated by Royal Charter on 8th July 1907

120 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.

121 Any reference to a statute, statutory provision or subordinate legislation (“legislation”) shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.
1. The College is currently able to confer honorary degrees on distinguished individuals and may elect as Fellows of the College persons “who have rendered significant services to the College or to the community”. The College may also award the Imperial College Medal to persons who have “rendered exceptional service to the College” and elect as Associates of the College persons who have “rendered meritorious services to the College”. Honorary degrees and fellowships are usually to be awarded to persons of conspicuous merit who are outstanding in their particular field, while the medal and associateship are normally reserved for long-serving or former members of staff or other people with a close and long-standing association with the College.

2. This is a much wider range of honorary awards than is offered by most universities, many of which only award honorary degrees. The College’s Fellowship award dates back to its time as one of the colleges of the University of London. This was because honorary degrees were awarded by the University so the Fellowships award was the only one that provided a clear association between the recipient and the College, rather than the University of London. Fellowships continue to be offered by the University’s constituent colleges.

3. As well as being awarded to distinguished individuals from outside the College, the Fellowship may also be awarded to former senior members of staff and governors following their retirement. Indeed, in recent years, most of the people receiving Fellowships have fallen into this category. The Associateship can be awarded to long serving or former members of staff of any grade, although in practice it was reserved for members of the support staff. Since the introduction of the Imperial College Medal in 2010, very few associateships have been awarded.

4. This current system of awards is confusing to the outside world and is unbalanced in that most awards are internally rather than externally focused. The Fellowship is designated as the highest honour the College can bestow, but is invariably awarded to former members of staff. The Associateship is unlikely to be recognised as an honorary award outside Imperial and has largely fallen into abeyance.

5. It is suggested that the removal of the Fellowship and Associateship from the College’s awards would result in a much clearer range of awards that was consistent with those offered by other universities and thus more understandable in the outside world. Honorary degrees would then be the highest award offered by the College, with the Imperial College medal being reserved for current and former members of staff and others who had rendered exceptional services for the College. The removal of the Fellowship might also result in a reduction in the number of ‘internal’ awards being made with more honorary degrees being made to outstanding scientists, engineers and others from outside the College.
6. A further problem in recent years has been the paucity of credible nominations coming forward. The current process involves nominations being made by Heads of Department, which are then scrutinised by the Management Board and then presented to the Council for formal approval. However, in practice, very few nominations are made and those that are tend to be for Fellowship awards which are more internally focused. Very few nominations are made for the award of honorary degrees to distinguished and high profile individuals outside the College. It is therefore proposed that the nomination process should in future be overseen by an Honorary Awards Group consisting of the Deputy Rector, the College Secretary & Registrar, the Pro-Rector (Research) and the Director of Communications. As well as receiving nominations made by heads of department in the normal way, this group will be charged with creating a list of suitable candidates for the award of Honorary Degrees for the next three years. The list will be updated on an annual basis with candidates being added to the list at any time during the year. This should ensure that prestigious candidates are identified at an early stage and that a sufficient number of honorary degrees can be awarded at each of the College’s degree ceremonies.

7. The Management Board considered these proposals at its meeting on 2 November 2012 when it decided to establish of an Honorary Awards Group to prepare suitable nominations for consideration by the Management Board and Council and agreed to recommend to the Council that the College’s honorary awards be streamlined by the removal of the Fellowship and the Associateship from the College’s list of available awards. The Honorary Awards Group has been asked to prepare nominations for the award of honorary degrees in 2013 for presentation to the Management Board in January and to the Council in February 2013.

8. The Council is asked to consider, and if it sees fit, the proposed streamlining of honorary awards and the necessary changes to Ordinance B2 (attached) to bring this into effect.

J.N.

Proposed Resolution:

That the revisions to Ordinance B2, as set out in Paper I, be approved.
IMPERIAL COLLEGE LONDON

ORDINANCE B2

PROCEDURES FOR THE CONFERMENT OF HONORARY DEGREES, FELLOWSHIPS AND ASSOCIATESHIPS OF THE COLLEGE AND OTHER HONORARY AWARDS

HONORARY AWARDSDEGREES, FELLOWS AND ASSOCIATES

1. The Council may confer any degree of the College on any person honoris causa (hereinafter referred to as 'honorary degrees') and may elect as Fellows of the College persons of distinction and persons who have, in the opinion of the Council, rendered significant services to the College or to the community. The Council may also award the Imperial College Medal to such persons or organisations who have, in the opinion of the Council, rendered exceptional service to the College and may elect as Associates of the College persons who have, in the opinion of the Council, rendered meritorious services to the College.

2. Although Imperial College welcomes the support provided to the College by philanthropic donations, it does not and will not confer honorary degrees or elect Fellows of Imperial College in return for such donations. For this reason, a person who has made a philanthropic donation to the College may only be considered for the award of an honorary degree or for election as a Fellow if they satisfy the stringent criteria for these awards set out below.

ELECTION AS A FELLOW OF IMPERIAL COLLEGE

3. Election as a Fellow of Imperial College is the highest honour that may be awarded by the College. It is intended to recognise persons who are of outstanding distinction in their own fields and have rendered exceptional service to the College. The Fellowship of Imperial College may be awarded:

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

   b. To other persons not members of the College who are of outstanding distinction in appropriate fields and have rendered exceptional services to the College.

1. See Ordinance B1, Paragraph 1 for the list of degrees.
4. A person who on his retirement was a member of the staff of the College should not be considered for election as a Fellow until one calendar year has elapsed since his retirement from full-time employment or since his appointment as a Senior Research Fellow or equivalent of the College.

5. Once elected, Fellows of Imperial College may use the postnominal FIC after their name.

CONFERMENT OF DEGREES HONORIS CAUSA

63. An honorary degree may be conferred on persons of conspicuous merit, who have achieved the highest national or international prominence in fields which are highly valued by the College who are outstanding in their field.

74. An honorary degree shall not, save in exceptional circumstances, be conferred in absentia.

85. An honorary degree shall not be conferred posthumously. However, where the Council has formally resolved to confer an honorary degree on a person, and the death of that person occurs before the conferment takes place, the honorary degree shall be deemed to have been conferred, the date of the conferment being deemed to be the day preceding the date of death.

96. An honorary degree conferred by the College shall be cited in the following form:

Title of degree (Imperial College London) honoris causa, e.g. DSc (Imperial College London) honoris causa.

107. The Council shall prescribe the form of the diploma for those upon whom an honorary degree has been conferred and shall determine the procedures for inviting and considering nominations and the arrangements for conferring the degrees. It may also develop the criteria for the conferment of honorary degrees more fully, if it sees fit.

118. The Higher Doctorates that may be awarded are as follows:

- Doctor of Literature (DLit)
- Doctor of Literature (Education) (DLit(Ed))
- Doctor of Science (DSc)
- Doctor of Science (Economics) (DSc(Econ))
- Doctor of Science (Engineering) (DSc(Eng))
- Doctor of Science (Medicine) (DSc(Med))

AWARD OF THE IMPERIAL COLLEGE MEDAL

129. The Imperial College Medal may be awarded to such persons or organisations, whether members of the College or not, as may be deemed eligible by reason of their having rendered
exceptional or outstanding service to Imperial College or having otherwise acted over a period of time to enhance its reputation, mission and/ or objectives.

**ELECTION AS AN ASSOCIATE OF IMPERIAL COLLEGE**

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

a. To persons who have been members of the staff for a substantial period or who have retired from membership of the staff in any grade or category.

b. To such persons who have been or are members of the staff or to such former students as may be deemed eligible by reason of their having rendered meritorious or praiseworthy service to Imperial College or having otherwise acted to enhance its reputation.

c. Once elected, Associates of Imperial College may use the postnominal AIC after their name.

**REVOCATION**

1310. The Council may revoke any degree, diploma, certificate or other award, qualification or distinction granted by the College and all privileges connected therewith, if it shall at any time be discovered and proved to the satisfaction of the Council that there was any irregularity in the events or circumstances leading to the grant of that degree, diploma, certificate, or other award, qualification or distinction and, in the case of degrees and other distinctions conferred **honoris causa**, for such reasons as shall satisfy the Council.

Approved by the Council 23 March 2007
Effective from 8 July 2007
Revised by the Council 23 November 2007
Revised by the Council 20 November 2009
Revised by the Council 26 November 2010
Revised by the Council 10 February 2012
1. The areas of research governance and integrity have become an increasing focus for research funders, sector bodies and higher education institutions in recent months, culminating in the publication of UUK’s “Concordat to Support Research Integrity” in July and the decision of the Wellcome Trust to make compliance with this Concordat a condition of research grants. It is possible that HEFCE may follow suit in the future.

2. In response to this, the Pro-Rector (Research) created a Research Governance Working Group which reviewed the College's policies and procedures relating to research integrity, including research misconduct. The result of the review was the recommendation that a "Research Integrity Framework" be produced to update and bring together the College’s policies and procedures relating to research governance and integrity. The Working Group also recommended changes to the College’s Investigation of Allegations of Research Misconduct Procedure, including aligning the processes for considering allegations of misconduct by staff and students.

3. The procedure for the investigation of allegations of research misconduct is set out in Ordinance D17, which must be approved by the Council. However, as the procedure concerns the discipline of students of the University, the Council must first obtain Senate’s views on the proposed changes. The Senate duly considered the proposed revisions to Ordinance D17, The Investigation of Allegations of Research Misconduct, at its meeting on 31 October 2012, when it recommend them to the Council for formal approval.

4. The Council is invited to consider, and if it sees fit, approve the proposed revisions to Ordinance D17.

Donal Bradley.
November 2012.

Proposed Resolution:

That the revisions to Ordinance D17, as set out in Paper K, be approved.
PREAMBLE

1. This Regulation constitutes the University's policy on, and procedures for the investigation of, allegations of research misconduct. It is intended to satisfy the requirement of the Research Councils and Charities who fund research at Imperial that the University has proper mechanisms for the management of complaints of research fraud or misconduct.

2. The University has high standards of professional integrity and its policy on appropriate research conduct is set out in the policy document entitled "Research Governance Framework". It is recognised that instances of misconduct are rare and the procedures set out in this Regulation will consequently only be implemented in exceptional circumstances.

POLICY ON RESEARCH MISCONDUCT

3. The University considers any allegation of research misconduct to be a matter of great concern and will investigate any such allegation fully. Given its international reputation and status, the University has a responsibility to the research scientific community and to the public at large and therefore, where appropriate, will make public the outcome of any such investigation.

DEFINITIONS

4. The University has adopted the Royal College of Physicians' definitions of research misconduct as including piracy, plagiarism and fraud. The following definitions give indicative descriptions of the types of activity covered by this Regulation. These descriptions are neither exclusive nor exhaustive:

a. Piracy is the deliberate exploitation of ideas and concepts from others without acknowledgement.

b. Plagiarism is the copying of ideas, data or text (or a combination of these) without permission or acknowledgement.

c. Fraud involves deception - usually, but not exclusively, the invention of data. This could also include the omission from analysis and publication of inconvenient components of a data set.
d. Gift authorship is the practice of arranging to credit someone with authorship or co-authorship in such a way that deliberately exaggerates or gives a misleading impression of their actual contribution.

5. Other types of research misconduct may be separately defined, but the University views them as combinations or sub-types of those defined above. In addition to research misconduct, these procedures will also apply to cases of scientific negligence or conflicts of interest where these lead to research misconduct.

PROCEDURES FOR THE INVESTIGATION OF
ALLEGATIONS OF RESEARCH MISCONDUCT

GENERAL PRINCIPLES

6. Allegations of research misconduct may be brought to the attention of the University internally or externally by an individual or by an organisation. Whatever the source of the allegation, the University will endeavour to ensure that justice is done, and also is seen to be done, to both the complaining and the accused parties. Bona fide complaints are to be pursued with integrity and confidentiality and every attempt is to be made to ensure that the investigation proceeds without detriment to the complainant or the accused. Staff and students are entitled to expect that their research work will be regarded as being honest, until shown to be otherwise, and that they will be protected against ill-founded, frivolous, mischievous or malicious complaints; this principle will guide the University's procedures.

7. The University will ensure that, as far as possible, the proceedings of any investigation are treated as confidential. However, where there is a conflict between the need for confidentiality and the need to seek the truth, the latter must prevail.

8. Investigations are to be carried out as expeditiously as possible, where this is consonant with the utmost degree of thoroughness.

9. Where an individual against whom a complaint has been made resigns from, or otherwise leaves, the University, the complaint is nevertheless to be investigated, as far as possible, according to the procedures laid down below.

10. The University's mission is to maintain the highest standards of research scientific integrity and adherence to this is an implied condition of service or enrolment for its staff and students; consequently, appropriate action must be taken against staff and students who are found guilty of research misconduct as the result of a full investigation. Research misconduct committed by staff members is a disciplinary offence and disciplinary sanctions can range from a formal warning, unless there are mitigating circumstances, such behaviour, if proven, is normally to be treated as gross misconduct which will lead to summary dismissal. For students, penalties may include resubmission of work, suspension from the University for a period of time, withdrawal of degree or withdrawal from the University without further warning.
11. Frivolous, mischievous or malicious accusations of misconduct by members of the University's staff and/or students will also constitute a disciplinary offence.

12. Where an allegation is dismissed, the University will take reasonable steps to ensure that the reputation of the researcher involved is preserved. Where an allegation has received publicity, the University will offer to release to the media an official statement which has been agreed with the researcher concerned.

13. Similarly, where a complaint which has been dismissed was made in good faith, the University will take all necessary steps to protect the position of the complainant.

14. The University may at any stage seek legal or other professional advice on any aspect of the proceedings.

15. A record of all documentation relating to an allegation of research misconduct, whether substantiated or frivolous, is to be kept by the College Secretary, Chair of the Research Misconduct Response Group (RMRG) for a period of at least five years after the complaint. Such records are to be stored separately from an employee's personnel file or a student's record; a note will be placed on the relevant file or record stating that the College Secretary should be contacted for further details about the case.

16. Apart from exceptional circumstances, this Procedure is to be used in conjunction with the University's existing Disciplinary Procedures and will apply to all categories of staff and students. Because these procedures vary for Academic staff (as defined by the University's Statutes), Research Staff, other staff and for students, these four categories of people are dealt with separately below.

ALLEGATIONS OF RESEARCH MISCONDUCT CONCERNING MEMBERS OF ACADEMIC STAFF

PRE-SCREENING STAGE

17. However an allegation is made, formal notification of an allegation must be made in writing and should be sent in strict confidence to the Chair of the Research Misconduct Response Group (RMRG), who will acknowledge receipt. It is the responsibility of any employee or student of the University, who receives or is informed of any allegation of research misconduct by another member of academic staff or a student, to ensure that the complaint is made formally in this manner.

18. For the purposes of this Procedure, the RMRG consists of the following individuals, using properly appointed deputies where necessary, and may be augmented by other members as appropriate: the College Secretary, who acts as the Group's Chair; and the Pro-Rector (Research). Where a perspective from the Research Office would be useful, the Director of the Research Office should join the RMRG. For allegations involving staff members the Director of Human Resources should join; for allegations involving students the Pro—Rector (Education) should join Group's Chair; the Director of Human Resources, the Deputy Rector and the Head of the Research Office.
19. The Chair of the RMRG should, as soon as possible (and with the aim of acting within two working days), convene a meeting of the RMRG, or correspond with members, to decide on the initial response. Should the incident concern or implicate any other member of the RMRG, the College Secretary will appoint a suitable substitute. If the incident concerns or implicates the College Secretary, the Rector shall appoint an appropriate substitute to act as Chair.

20. Members of the RMRG will review the allegation to determine whether it conforms to Paragraph 14(1) of the Appendix to the University's Statutes since it constitutes 'an allegation that conduct or performance may constitute good cause for dismissal or removal from office' and if it should be investigated under the terms of the procedure for the Investigation of Allegations of Research Misconduct. The RMRG will consider if allegations made against students are of equivalent seriousness and if they should be investigated under the terms of the procedure for the Investigation of Allegations of Research Misconduct.

21. Where the allegations do not fall under the terms of the procedure the Chair of the RMRG shall notify the complainant of this, the reasons why, which processes might be appropriate for dealing with the allegation and how the complainant may wish to proceed.

22. Where an allegation is made in respect of a student’s conduct which would constitute an examination offence as defined in Paragraph 14.7 of the University's Academic Regulations and the Plagiarism and Examination Offences Policy and Procedures in the University’s Examination Regulations, the Pro-Rector (Education) and the Chair of the RMRG are to decide if it is appropriate to refer the case to the Academic Registrar forthwith for consideration in accordance with the procedures described in the aforementioned Plagiarism and Examination Offences Policy and Procedures in the University’s Examination Regulations.

23. The RMRG will consider whether the nature of the allegations is such that immediate preventative action is necessary, normally (but not exclusively) to prevent any harm to individuals, animals or property as well as potential contraventions of the law or safety requirements. In such cases the Chair of the RMRG will ensure appropriate action is taken.

24. Where the allegations are within the definition of research misconduct the RMRG will decide on the action to be taken. This will normally involve progressing the matter to a Screening Investigation. The Chair of the RMRG will confidentially inform the Rector and whichever other senior members of staff as appropriate of the identities of the respondent and complainant, details of funding sources, research collaborators and any other appropriate details.

25. The RMRG will also consider whether the nature of the allegations necessitates the notification of any external organisations, such as legal or regulatory authorities, at this stage. The Chair of the RMRG will then action any such notifications and be responsible for any further liaison required.

26. The RMRG will work with Research Office staff to investigate potential contractual issues around the Respondent’s work, including any obligations on Imperial's part to notify a Sponsor, funding organisation, collaborator or similar of the allegations.

27. When notifying anyone of the allegations or investigation the Chair of the RMRG shall be mindful of the respondent's and complainant's rights and the integrity of
the investigation, and shall always emphasise that the allegation is unproved and yet to be investigated.

SCREENING INVESTIGATION

28. Where the allegation is to be progressed to screening investigation stage the Chair of the RMRG will bring the allegation to the attention of the appropriate Head of Faculty/Department/Division/Centre or other unit who will be responsible for arranging a screening investigation of the matter. The Head will inform the accused that an allegation has been made and will instruct the individual not to alter or delete any relevant records for the duration of the investigation.

29. The Head will have the option of investigating the allegation themselves, or may otherwise appoint an independent and appropriately qualified nominee, taking into account the interests of both the complainant and the accused.

30. If the complainant does not wish to bring the matter to the Head of Faculty/Department/Division/Centre or other unit for any reason, then the Chair of the RMRG will consult with the Pro Deputy Rector (Research) within the RMRG to determine who should investigate the allegation during the screening stage.

31. Similarly, if the Chair of the RMRG feels it is not appropriate to bring the matter to the attention of the Head for any reason then they will consult with the Pro Deputy Rector (Research) to determine who should investigate the allegation during the screening stage.

32. Where an allegation of research misconduct is made against a Head of Faculty/Department/Division/Centre or other unit, the Chair of the RMRG will report the matter directly to the Rector. If a complaint is made against the Rector, the complaint is to be referred to the Chairman of the Council.

33. All parties must inform the Chair of the RMRG immediately of anything that might constitute a conflict of interest concerning any aspect of the allegations, the investigation, the people involved or the research area itself.

34. The screening investigation should normally be completed within 30 working days of the initial complaint. Otherwise, all the members of the RMRG are to be advised of the delay in completing this stage of the investigation.

35. Following the investigation the Head (where they have been the Investigator) will decide whether evidence of a prima facie case has been established. If so consideration will be given to informal resolution or full investigation. Where the Head has nominated an investigator they will discuss their findings with the Head to consider whether the allegations warrant dismissal of the complaint, informal resolution or full investigation.

36. The Head of Faculty/Department/Division/Centre or other unit will communicate their findings, or those of the Investigator, to the Respondent and the Complainant. This shall include a written investigation report summarising the nature of their screening investigation, the investigation's findings and their recommendation of either dismissal, informal
PRIMA FACIE CASE NOT ESTABLISHED

37. Where the Report finds that the allegation of research misconduct has not been established, it is the responsibility of the Chair of the RMRG to inform the complainant and the accused of this finding.

38. Where the finding is that the allegation should be dismissed but additional misconduct has been established, appropriate action will be taken. If the allegation involves a member of staff and contravenes the Discipline Code, the Director of HR will ensure that HR manages the case under the relevant disciplinary proceedings. If the allegation involves a student and contravenes the Discipline Code, the Pro Rector (Education) will ensure that the case is managed under the relevant student disciplinary proceedings. Otherwise this should be considered only at the end of the Research Misconduct procedure.

INFORMAL RESOLUTION

39. Where the Head or their nominee has found some substance to the allegations but judged that they are minor or there is lack of intention to deceive then the allegation may be dealt with through informal resolution. This may involve mediation, with the consent of both complainant and respondent. The matter may also be resolved by ensuring appropriate training and supervision for the respondent, devised by the Head and agreed by the respondent's line manager or supervisor. It is recognised that genuine mistakes in the preparation, presentation or interpretation of data can be made and these cases should be distinguished from serious or intentional misconduct.

FULL INVESTIGATION

40. If the Head of Faculty/ Department/ Division/ Centre or other unit finds that there is a prima facie case for further investigation, the Chair of the RMRG will bring the complaint to the attention of the Rector. The Head of Faculty/ Department/ Division/ Centre or other unit is not required to determine whether research misconduct has actually occurred.

41. The Rector will first consider whether primary responsibility for resolving the allegation rests with the University or with another institution. For example, if the allegation involves patient care, the matter will be referred to the Chief Executive of the relevant NHS Trust for investigation. If a member of academic staff or student has collaborated with members of staff or students from another institution on the matter in question, the Rector will inform the head of that other institution of the University's investigation and, later, its findings. Similarly the Rector will consider whether any regulatory bodies should be informed at this stage.
41. If a member of staff who is also a student of the University is accused of research misconduct which is also an examination offence, the matter will be referred to the University in the manner described in Paragraph 55 below.

42. Where the allegation is to be investigated by the University, the Rector will convene an Investigation Panel, in accordance with Appendix 2, section B.5. Panel members will be familiar with the Panel’s Terms of Reference, the Misconduct Procedure, and have appropriate experience/expertise and declare any conflicts of interest. They must not sit on any Disciplinary Panel or similar charged with dealing with matters arising from the investigation. The Panel’s duties will include:

a. Taking evidence and explanations, in an independent manner, from all parties necessary to ensure a reasonable investigation. Both parties will be expected to produce such evidence as they have, in whatever form it might exist. Where certain evidence or witness information proves impossible to obtain it is expected that the Investigation Panel will consider whether the existing materials remain sufficient to continue a reasonable investigation.

b. Extending the scope of its enquiries as far as appears necessary or desirable; this might include the commissioning of further experimental or clinical work;

c. Examining any witnesses who are considered necessary to the investigation;

d. Making an assessment of the veracity of each piece of evidence; and

e. Forming conclusions on the substance of the allegation, putting these to the complainant and respondent with supporting evidence and then considering such further evidence or explanations as may be forthcoming.

43. The Investigation Panel will be convened to meet within two months of the date of the initial complaint. If this is not possible, it will meet as soon as is practicable, and the RMRG will be advised of the reasons for the delay.

44. The deliberations of the Panel will reach a conclusion on whether the allegations are founded, based on the balance of probabilities. Where an accused individual admits research misconduct, the investigation process may, at the discretion of the Panel, be discontinued or modified.

45. At the completion of the investigation and deliberations the Chair of the Panel will provide a draft report to the Complainant and Respondent (and their representatives, by arrangement) to allow for comment on the factual accuracy of the report or on any perceived procedural errors during the investigation. This Report will normally have been completed within two weeks of the completion of the investigation. The Investigation Panel (or only its Chair, if appropriate) shall assess the validity of these suggestions but the Panel will only accept corrections to errors of facts, or matters with a bearing on facts. Should the case later be dealt with under the Disciplinary Procedure the Respondent will have the opportunity to appeal the decision of a Disciplinary Hearing Panel, in line with that Procedure. The Respondent should note that once the RMRG has made a decision it cannot be overturned at the Disciplinary Hearing Panel; the sole purpose of the Disciplinary Hearing Panel is to make a decision on the sanction.
46. The Panel will then produce a final report, summarising the conduct of the investigation, whether the allegations are upheld or upheld in part, any findings related to any other matters for investigation and any issues it considers the University (and/or partners) should address. The Chair of the RMRG shall forward the final report to the Complainant, the Respondent and their representatives.

47. Where an allegation against a staff member is found to be proven and all investigations have been exhausted, in addition to any normal disciplinary consequences, the Rector, supported by the RMRG, may recommend further action including:

   a. Informing the editors of all journals in which the respondent has published articles, the status of such articles depending on the outcome of the investigation and, where appropriate, providing notices of retraction or confirmation;

   b. Where appropriate, in the case of a clinically-qualified individual, informing the General Medical Council or other interested bodies;

   c. Where the member of staff is supported by outside funds, informing the sponsoring organisation.

48. Where an allegation against a student is found to be proven, the Pro Rector (Education), the Dean of Students and the Academic Registrar will determine an appropriate penalty, in consultation with the student’s Head of Faculty if relevant. The University will then issue the student with a Completion of Procedures Letter. If the student is dissatisfied, the student may direct their complaint to the Office of the Independent Adjudicator within three months of the date on which the Completion of Procedures Letter was issued. Information on the complaints covered by the Office of the Independent Adjudicator and the review procedures is available at: http://www.oiahe.org.uk/making-a-complaint-to-the-oia.aspx.

49. The Rector, supported by the RMRG, may also recommend further action including:

   a. Informing the editors of all journals in which the respondent has published articles, the status of such articles depending on the outcome of the investigation and, where appropriate, providing notices of retraction or confirmation;

   b. Where appropriate, in the case of a clinically-qualified individual, informing the General Medical Council or other interested bodies;

   c. Where the student member of staff is supported by outside funds, informing the sponsoring organisation.

50. Where the Panel finds that the allegation is not proven and is of a frivolous, mischievous or malicious nature, its findings are to be reported to the Director of HR or to the Pro Rector (Education) for action under the normal disciplinary procedures.

51. Consideration of cases raised on the basis of genuine concern about the legitimacy of research will not result in disciplinary action against the Complainant.
52. On the conclusion of the investigation, a closure meeting should by the RMRG be held to
document lessons learned.

53. The Pro Rector (Research) Office should receive a summary report from the RMRG by 31st
July each year.

**ALLEGATIONS OF RESEARCH MISCONDUCT CONCERNING MEMBERS OF
RESEARCH AND ANALOGOUS STAFF.**

50. Research Staff are employed by the University to carry out research work and activities
generally related to research. It is therefore possible that allegations of research misconduct may be
made against such staff.

51. Research Staff are not covered by the Appendix to the University's Statutes which deals with
Disciplinary Procedures. Nevertheless, the seriousness with which the University views allegations of
research misconduct requires that allegations of such behaviour among any category of staff will, if
not frivolous, be brought to the attention of the Rector by the Chair of the RMRG in the manner
described in Paragraphs 19–29 above.

**ALLEGATIONS OF RESEARCH MISCONDUCT CONCERNING MEMBERS OF OTHER
STAFF.**

52. It is recognised that, while it is unlikely that other categories of staff will engage in research
misconduct without the knowledge and/or leadership of an academic supervisor, this is not
impossible. Where an allegation of research misconduct by such staff is received it is to be referred to
the Chair of the RMRG as defined in Paragraph 21 above. The investigations and all subsequent
procedures will be in accordance with the normal disciplinary procedure of the University.

**ALLEGATIONS OF RESEARCH MISCONDUCT CONCERNING STUDENTS.**

53. Where an allegation of research misconduct is made against a student of the University,
whether undergraduate or postgraduate, the procedure to be followed is necessarily different to that
for members of staff. Furthermore, the disciplinary code for students is not appropriate for the
consideration of allegations of research misconduct. The procedure for the consideration of
allegations of research misconduct by students is set out below. However, where a student against
whom an allegation has been made, is also an employee of the University, the allegation will be
considered under the procedure for members of staff set out in Paragraphs 19–41 above.

54. However an allegation is received, formal notification of it must be made in writing and
should be sent in strict confidence to the Pro-Rector (Education) who will inform the Head of Faculty/
Department/ Centre or other unit. This is to be acknowledged in writing by the Pro-Rector
(Education), who is to endeavour to ensure the anonymity of the complainant until such time as it is
decided to proceed with an investigation. The Pro-Rector shall review the allegation with the Dean of
Students and the Academic Registrar.
55. Where an allegation is made in respect of conduct which would constitute an examination
offence as defined in Paragraph 14.7 of the University’s Academic Regulations and Appendix 3
(Plagiarism and Examination Offences Policy and Procedures) of the University Examination
Regulations, the Pro-Rector (Education) is to refer the case to the Academic Registrar forthwith for
consideration in accordance with the procedures described in the aforesaid Appendix 3 (Plagiarism
and Examination Offences Policy and Procedures) of the University’s Examination Regulations.

56. Where an allegation is made in respect of conduct which does not constitute an examination
offence, the Pro-Rector (Education) shall instruct the Head of Faculty/ Department/ Centre or other
unit to take such steps as are necessary to determine whether there is a *prima facie* case to be
investigated. Such steps may include withholding and securing the files and records of the person
against whom the allegation has been made to the extent necessary to determine whether further
action is warranted. This decision is to be taken within one month of the date of the initial complaint.
If in the view of the Pro-Rector (Education), the Dean of Students and the Academic Registrar no
further action is warranted, the Academic Registrar will inform the complainant and the Head of
Department of this decision in writing.

57. Where the Pro-Rector (Education), Dean of Students and Academic Registrar determine that
there is a case to be considered, they are to convene an assessment panel comprising themselves, a
Dean of the relevant Faculty, the Head of the relevant Department or his/ her nominee and a
representative of the Imperial College Union, selected by the Imperial College Union President.

58. The Assessment Panel is to be convened to meet within two months of the date of the initial
complaint. If this is not possible, it must meet as soon as is practicable, and relevant parties are to be
advised of the reasons for the delay.

59. The Assessment Panel is to carry out the investigation in the manner described in Paragraphs
31–38 above and is to report its findings to the Senate in an anonymised fashion.

60. Where an allegation against a student is found to be proven, the Pro-Rector (Education), Dean
of Students and Academic Registrar will determine the appropriate penalty in consultation with the
Head of Faculty.

61. Where a research student is found to have committed research misconduct prior to having
submitted his or her thesis, the Pro-Rector (Education), Dean of Students and Academic Registrar will
determine the appropriate penalty in consultation with the Head of Faculty.

62. Penalties may include resubmission of the work, suspension from the University for a period
of time or withdrawal from the University.

63. There may be instances where issues other than academic ones may have to be considered, for
example where a student is found to have physically stolen work from another student. In such
instances the Pro-Rector (Education), Dean of Students and Academic Registrar will impose an
appropriate penalty. It should not be necessary or desirable to hold a disciplinary hearing to try the
case again, but, if the case is sufficiently serious, a College Discipline Committee may be convened to
look at the report and recommendations of the Assessment Panel and to decide on an appropriate
penalty.
64. The University will issue the student with a Completion of Procedures Letter. If the student is dissatisfied, the student may direct their complaint to the Office of the Independent Adjudicator within three months of the date on which the Completion of Procedures Letter was issued. Information on the complaints covered by the Office of the Independent Adjudicator and the review procedures is available at:


RECORDING ALLEGATIONS OF RESEARCH MISCONDUCT

65. The Chair of the RMRG and the Academic Registrar will each maintain a register of all Research Misconduct cases. The Register is, the former handling cases concerning staff and the latter handling cases concerning students. Records for each case will be kept for at least six years, including those where there was found to be no case to answer. The Registers are to include the following information:

a. The file reference number;

b. The type of allegation made;

c. The CID number, grade [or status] and Department of the Respondent;

d. The name of any Funder

e. The outcome of the Investigation.

Approved by the Council 23 March 2007
Effective from 8 July 2007
Revisions approved by the Council: 9 July 2010

Revision approved by the Council: 23 November 2012
Appendix 1

A. TERMS OF REFERENCE FOR THE SCREENING STAGE INVESTIGATOR

1. The Screening Stage Investigator will determine whether there is prima facie evidence of research misconduct. They will have considered that the allegations:
   - Constitute research activity where the University has primary responsibility
   - Involve a Respondent where the University is the primary employer or for whom it has primary responsibility
   - Do not encompass breaches of the law or under those areas in the domain of the relevant regulatory authority
   - Do not encompass breaches of the organisation’s Regulations which should be dealt with under the Disciplinary Procedure
   - Are not mistaken, frivolous, vexatious or malicious

2. The Screening Stage Investigator will be either the Head of Faculty/ Department/ Division/ Centre or other unit or an independent and appropriately qualified nominee. In certain circumstances it will be more appropriate for the Chair of the RMRG to consult with the Senior Principal-Pro-Rector (Research) to determine who should investigate the allegation.

3. The Screening Stage Investigator shall normally:
   - Maintain a record of evidence sought and received, and conclusions reached
   - Conduct an assessment of the evidence including interviewing the Respondent and Complainant and other staff considered relevant to the investigation
   - Utilise guidance from the UKRIO where needed
   - Provide a draft report to the RMRG, who’s Chair will forward it to the Respondent and Complainant for comment limited to the accuracy of facts within the Report.
   - The Investigator shall assess the validity of any suggested factual amendments and amend accordingly
   - Produce a final report within 30 working days

B. TERMS OF REFERENCE FOR THE FULL INVESTIGATION PANEL

4. The Investigation Panel shall be convened by the Rector to investigate allegations of research misconduct which the Screening Investigator has deemed to have sufficient substance to warrant a full investigation.

5. The Panel shall consist of a Dean of the relevant Faculty. The rest of the panel shall consist of three other members of academic staff from the University, appointed by the Rector. Alternatively one of the three further Panel members may be selected from the UKRIO’s Register of Advisors, at the discretion of the Rector in consultation with the RMRG and the UKRIO.

6. The Panel shall:
• Receive all relevant information from the Screening Panel as background for the investigation,
• Set a date for the investigation, which shall be conducted as reasonably expeditiously as possible,
• Maintain a record of evidence sought and received, and conclusions reached,
• Conduct an assessment of the evidence,
• Hear the Complainant and such other individuals as the Panel consider relevant to the investigation,
• Hold a Formal hearing, to hear the Respondent’s response to the allegations made.
• Consider the allegations of misconduct in research and reach a conclusion on the allegations with the standard of proof used to reach that decision being ‘on the balance of probabilities’,
• Provide a draft report to the RMRG, who’s Chair should forward it to the Respondent and the Complainant (and their representatives by agreement) for comment only on the factual accuracy of the Report,
• Shall assess the validity of any suggested factual amendments and amend accordingly,
• Report any further or distinct incidents of Research Misconduct encountered, which warrant separate investigation,
• Aim to reach a unanimous decision, failing which a majority decision will be acceptable.

7. The Investigation Panel should then produce a final report that:

• Summarises the conduct of the investigation,
• States whether the allegation of misconduct in research have been upheld in whole or in part, giving the reasons for its decision and recording any different views;
• Makes recommendations in relation to any matters relating to any other misconduct identified during the investigation;
• Addresses any procedural matters that the investigation has brought to light within the University and relevant partner organisations or funding bodies.
Appendix 2:

FORMS FOR TRACKING A CASE’S PROGRESS

Initial Report
To be used by the Chair of the RMG

Information

1 : Department

2. Source of allegations:   Internal [ ]    external [ ]

3. Details of allegations:

4. External funding involved:    Yes [ ]    No [ ]

5. If yes to question 5 does it include:

   i) funding from a UK Research Council:   Yes [ ] No [ ]
   ii) funding from a DH or NHS scheme:    Yes [ ] No [ ]
   iii) funding from a Charitable body:    Yes [ ] No [ ]
   iv) funding from a Commercial body:    Yes [ ] No [ ]
   v) funding from a Overseas body:    Yes [ ] No [ ]

6. Date formal allegations received:       Day____   Month________

7. Does the project have an external Sponsor:   Yes [ ] No [ ]

8. Does the project have an external partner(s):  Yes [ ] No [ ]

9. Does the project involve an international partner(s):  Yes [ ] No [ ]

10. Has the Organisation taken any action(s) to contact any regulatory or professional bodies:
    Yes [ ] No [ ]

11. Has the Organisation taken action(s) to use its disciplinary process:
    Yes [ ] No [ ]

12. Has the Organisation taken action(s) to bar the Respondent from relevant parts of the workplace:
    Yes [ ] No [ ]

13. Date on which the Screening Panel start/started work:       Day__   Month__
14. Are external nominations to the Panel required: Yes □ No □

15. Does the Screening Panel include members external to the Organisation: Yes □ No □

16. Other Details (optional):

Conclusion of the Screening Panel

To be used by the Chair of the RMRG to record the conclusions reached by the Screening Panel.

Information

1. Date the report submitted: Day_________ Month_____________

2. The allegations reviewed by the Screening Panel were considered:
   i) to be mistaken, frivolous, vexatious and/or malicious; Yes□ No□
   ii) to need to be referred to the Organisation’s disciplinary or other internal process; Yes□ No□
   iii) to have some substance but due to a lack of intent or motivation to deceive or due to their relatively minor nature, they should be addressed through education and training, or other non-disciplinary route, rather than through the next stage of the Procedure or other Formal Proceedings; Yes□ No□
   iv) be sufficiently serious and of sufficient substance to justify a Formal Investigation. Yes□ No□

3. If the Screening Panel found the allegations to be mistaken, frivolous, vexatious and/or malicious, please outline any actions taken to support the Respondent and, if found frivolous, vexatious and/or malicious, whether any actions considered against the Complainant.

Council  
23 November 2012
4. If the matter does not require formal procedures but rather should be addressed through a different route, please outline steps taken.


5. If to be taken to a Formal Investigation, please specify date planned to start the investigation:
   Day_______ Month________

6. If to be taken to a Formal Investigation, are external nominations to the Investigation Panel required? Yes _____ No__________

7. Any other comments:


**Conclusion of the Investigation Panel**

To be used by the Chair of the RMRG to record the outcome of the Investigation Panel to UKRIO(and others).

**Information**

1. Date the report issued: Day_______ Month________

2. Allegations not upheld: Yes□ No□
   Allegations upheld: Yes□ No□
   Allegations upheld in part: Yes□ No□

3. If not upheld, please indicate whether any action should be taken to support the Respondent.


4. If the allegations were upheld in full or in part, whether the allegations will be referred to the Organisation’s disciplinary process:
   Yes□ No□

5. If yes to question 6, whether a date has been set to start the disciplinary process.
   Yes□ (Day____ Month_____) No□

6. Whether action to correct the record of evidence is considered necessary.
   Yes□ No□
7. Whether there may be organisational issues that the Organisation should address in the management of research.  
   Yes □  No □

8. Has the outcome of the investigation been communicated to all other interested parties:  
   Yes □  No □

9. Any other comments:

   

   Council
   23 November 2012
YEAR TO DATE

1. At the consolidated level, the position of the Endowment at 31 October 2012 is as follows -

<table>
<thead>
<tr>
<th>Main Asset Classes</th>
<th>31 Jul 12</th>
<th>31 Oct 12</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>£m</td>
<td>£m</td>
<td>£m</td>
</tr>
<tr>
<td>Unitised Scheme*</td>
<td>112.3</td>
<td>130.7</td>
<td>18.4</td>
</tr>
<tr>
<td>Innovations</td>
<td>87.5</td>
<td>95.8</td>
<td>8.3</td>
</tr>
<tr>
<td>Non Core Property**</td>
<td>90.2</td>
<td>96.6</td>
<td>6.4</td>
</tr>
<tr>
<td>Defence Fund</td>
<td>5.2</td>
<td>-</td>
<td>(5.2)</td>
</tr>
<tr>
<td>Endowment Total</td>
<td>305.6</td>
<td>336.4</td>
<td>30.8</td>
</tr>
</tbody>
</table>

* Net of new donations, endowments and distributions  
** Net of debt

UNITISED SCHEME

2. Structural Changes

a. As part of the wider restructuring of the Endowment, the following adjustments were made to the Unitised Scheme in the three months ended 31 October 2012:

   (1) Following its reclassification as a Core Asset, the Unitised Scheme transferred its initial £9.9m investment in the Woodlands Special Purpose Vehicle (SPV), which now operates the Wood Lane Studios postgraduate accommodation block, to the College in return for £9.9m in cash.

   (2) The £8.9m proceeds from the completion of Griffon Studios Postgraduate scheme phase 2 were allocated to the Defence Fund; increasing the size of the Defence Fund to £14.1m. The Defence Fund was then unitised on 30 September 2012, a move which accounts for majority of the increase in the value of the Unitised Scheme shown in the table above.

b. These two actions substantially increased the level of cash within the Unitised Scheme to £60m representing 48% of the Unitised Scheme portfolio. In line with the
strategic asset allocation guidelines, the portfolio was subsequently rebalanced with an allocation to global equity, a move which left the unitised cash balance at 30 September 2012 at £38.3m, representing 30% of the Unitised Scheme portfolio. Subsequently an additional £3.9m cash was unitised at the quarterly unitisation at 31 October 2012 which accounts for the remainder of the increase in value of the Unitised Scheme shown in the table above.

c. The last remaining material interest of the Endowment in the Imperial West campus is the Unitised Scheme’s investment in the Woodlands SPV of £7.2m. This represents the development gain that was realised on refinancing following practical completion of Wood Lane Studios. This will be realised in phased cash payments from the SPV, with the first cash receipt targeted for December 2012.

d. Work on the outsourcing of the Unitised Scheme is continuing with three managers selected by the Board: Ingenious, Schroders and Ruffer. Work has now commenced on negotiating the best possible management fees and arranging for an efficient transfer of the existing assets over to the new managers. It is anticipated that the transfer should be completed by the end of the half year – ie 31 January 2013.

3. Performance – Unitised Scheme

a. A detailed breakdown of ARC’s independent review of the Unitised Scheme is attached at Annex A.\(^1\) It is pleasing to note that the long run performance is well ahead of the relative benchmark and the Endowment’s peer group, although it remains a concern that even with this outperformance the Scheme is still marginally behind the absolute target of RPI+4%.

b. This performance was also marginally offset by Ceres Power. The Ceres Power Holdings shares increased in value by 155% over the two months ended 30 September 2012 (reflecting capital growth of £332k to £546k). Since the beginning of October, however, it has been announced that the company failed to secure new funding. The company released a statement, which received widespread media coverage, warning that the company could be sold, delisted or wound down. This news had a severe negative impact on the share price as it fell to 2 pence resulting in an investment value of £53k on 31 October 2012.

**IMPERIAL INNOVATIONS**

4. The Endowment’s holding in Innovations grew by 9.5% in the three months to the end of October, with the share price moving to 317p at the end of the period, representing a gain of £8.3m, a significant contributor to the overall growth of the Endowment, but also further evidence of the volatile nature of the stock. The period also saw Imperial Innovations release their Annual Report for 2012, which they presented to the Endowment Board on the

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\(^1\) Annex A contains information that is commercially sensitive and confidential and has not been included with these Minutes.
30th of October. The Annual Report confirmed that £37.9m was invested in 29 companies, and the size of Imperial Innovations’ investment portfolio increasing by £51.1m, to £155.6m. The Board acknowledged, however, that there is a need to develop a more comprehensive understanding of the value of the underlying assets that underpin the valuation of Innovations. The Chief Financial Officer has begun the process of investigating potential independent advisors who could provide this service. This is a piece of work which, if it is to be of value, requires specialist expertise, and the procurement process is on-going, with any ultimate appointment being decided by the Endowment Board.

NON CORE PROPERTY PORTFOLIO

5. **Transfers In and Out**

   a. Sites D, E & F at Imperial West were transferred out of the Endowment in September following their reclassification as Core Assets. They were transferred out at cost, being £16.3m. However, the Clayponds hall of residence was transferred into the Non-Core portfolio on the 1st of October at a book value of £6m. In line with Endowment policy the property was then revalued in line with a current formal red book valuation of £18m.

   b. Two further transfers took place in October, which are outlined below:

      (1) The Endowment’s £1.5m interest in the Imperial West Limited joint venture set up with Voreda to achieve planning permission at the Imperial West site. This was transferred at cost to the College’s existing £0.9m interest in the joint venture so that the Core College will receive any long term benefit from the successful application.

      (2) A £2m loan the Endowment made to Bioincubator Limited to fund the fit out at Centre House at White City. This position has been transferred to ThinkSpace, the College’s sub-brand for managing accommodation for the translation strategy.

   c. The net effect of these four transfers was to increase the Non Core Property portfolio by £6m from 31 July 2012 to £96.6m at 31 October 2012.

   d. This completes the restructuring of the Endowment into an entity in which the boundaries the core University and the Non-core, pure-investment focus of the Endowment are clearly defined.

6. **Development/Planning Schemes.**

   a. **Wye**

      (1) Work on Masterplanning the former campus continues, with the process of public consultation starting positively. A Special Meeting of the Endowment Board was held in Wye specifically to discuss this on the 1st of
October. Members endorsed the Masterplanning strategy being implemented by the project team – namely one of open and transparent collaboration with the local community, with no pre-conceived ideas about the form that the development of the campus will take. The Board members in attendance were also encouraged by the potential for development in the assets, and optimistic that a viable and sustainable use will be found for all the assets, albeit with the caveat there were more challenging phases of the process ahead and a that a considerable amount of work would be required should the true potential of the sites be realised. The Board have asked to be kept up to date on developments on a regular basis, aware of the on-going reputational issues in relation to Wye.

(2) The first formal public consultation event was held in Wye over the weekend of the 20th of October. This was preceded by a series of tours of the main parts of the campus conducted for local residents at the end of September. The event was designed to draw out the aspirations and concerns of the local community – with display boards centred on five key themes designed to provoke thought and get villagers to address the keys questions facing them. The event was positively received, with the project team holding constructive dialogue with a diverse range of local residents, and a prevailing impression that the community wishes to see a pragmatic attitude to development. This was followed by the first ‘Sounding Board’ meeting, a focus-group style event facilitated by our project architects with a representative sample of 15 residents drawn from across the village. The next consultation event is scheduled for the 7th and 8th of December, at which some potential scenarios and indicative uses will be discussed. Before this meeting, a number of meetings with key stakeholders will take place, including the local MP, the Borough Councillor and prominent local interest groups.

(3) Meanwhile, the plan to develop a Free School, put together by a group of local residents, remains live. The primary objective of the local group remains housing the school in the listed buildings of Main Campus North. The Education Funding Agency, however, is adamant that to house the school in those buildings would be neither financially sustainable, nor provide an appropriate learning environment. The local group is adamant that the older buildings form a key part of their bid however, and are working up a feasibility study based on using some of the Grade II Edwardian listed buildings but not the Grade I buildings at the front of the campus. We await the outcome of this feasibility, with us entertaining the possibility of linking the Free School to developments elsewhere in our portfolio.

b. **Pembridge Gardens Annex** – A planning application for the revised scheme was submitted to the Royal Borough of Kensington and Chelsea on the 17th of October. With a 13-week determination period, we are targeting a committee date of the 22nd of January. The development will provide three three-bed units, six two-bed units and three one-bed units – so 13 in total. Three pre-application meetings have been held with officers, who will recommend the scheme for approval, while talks are
on-going with the local authority over a section-106 contribution in lieu of on-site affordable housing provision. Meetings have been held with local residents, including the influential Pembridge Association, which has written in support of the proposal. With the finished product likely to be retained for tactical reasons – immediately adjacent as it is to the Pembridge hall of residence – the estimated rental value of the units is £700k p.a. gross. Due to its proximity to the hall of residence, however, it should be noted that demolition of the existing site cannot commence until next Easter at the earliest.

c. Clayponds – The former Postgraduate hall of residence in South Ealing was transferred into the Endowment on the 1st of October. The Endowment Board agreed at its meeting on the 30th of October that a freehold disposal of the site should be pursued. This was agreed on the basis that there exists no compelling reason to retain the asset – it being geographically isolated from Imperial’s academic centre, and not being linked to any larger development scheme. The Board also acknowledged that the Endowment is at present already highly exposed to the London residential property market, with the peripheral location of Clayponds meaning it is more vulnerable than our Prime Central London assets in the event of a downturn in what is a highly illiquid asset class. A marketing push through Savills is targeting a select group of house-builders and housing associations who are expected to see value in the site’s capacity to provide immediate stock for housing. It is hoped that a significant premium will be achieved on the £18m red book valuation noted above if competition can be established. Any offer will be subject to approval by the Endowment Board before a disposal can take place. Operationally a security company has been engaged to provide a ‘Protection by Occupation’ Service. They have started by installing ‘Property Guardians’, who occupy the site under license agreements, in the ground floor units. This means the site is far more secure than it would be from a conventional security company. We also retain flexibility of the site - vacant possession can be delivered in four weeks. The approach is also cost-effective, with the properties occupied on a ‘care and maintenance’ basis, with no cosmetic refurbishments required. The operator have also agreed to pay us 50% of the income they receive from the Guardians, ensuring the site is secure, and not a drain on the endowment while a sale or development angle is pursued.

SN
November 2012
The Development Board Update contains information which is commercially confidential and therefore is not included with these minutes.
MAJOR PROJECTS REPORT

A Note by the Chief Operations Officer

MASTERPLAN PROGRESS

1. A short list of 5 leading Masterplan consultants have been invited for interviews. The appointment will be finalised in December and the Masterplan team fully active by January 2013.

2. Below is the programme for Masterplan delivery, demonstrating how it aligns with next year’s Capital Planning round.

3. All major projects will now be considered in the context of the emerging Masterplan framework.

MAJOR PROJECT OVERVIEW

4. **AMP.** Phase 2 due to commence following the successful completion of the initial phase. A separate paper is presented to Council on this project for approval.

5. **Wilson House.** The refurbishment and redevelopment proposals were granted Planning Approval on 6th November and approval is being sought from Council to proceed to award the contract, in accordance with the College’s Accommodation Strategy and previous reports to Management Board and Council.

6. **Level 0.** Final costs and design are being concluded for the former Holland Club and the project remains within the budget agreed with Management Board of £4m.
PAPER O

STAFF MATTERS

A Note by the Rector

RECTOR’S ENVOY FOR HEALTH

Professor Sir Anthony NEWMAN TAYLOR, has been appointed on a part-time basis to the post of Rector’s Envoy for Health, with effect from 1 October 2012 for a period of two years.

PROFESSORS

Dr Santiago David Rueda ARMADA, currently Associate Professor of Chemistry at the Wayne State University, USA, has been appointed to the post of Chair in Molecular and Cellular Medicine, Division of Infectious Diseases, Faculty of Medicine, with effect from 28 September 2012.

Professor Rustam IBRAGIMOV, formerly Associate Professor, Department of Economics, Harvard University, USA, has been appointed to the post of Professor of Finance and Econometrics, Imperial College Business School, with effect from 1 September 2012.

Professor James E MOORE Jr, currently Carolyn S and Tommie E Lohman 59 Professor, Department of Biomedical Engineering, Texas A&M University, USA, has been appointed to the post of The Bagrit Chair in Medical Device Design, Department of Bioengineering, Faculty of Engineering, with effect from 1 January 2013.

Professor Jorge Pedro Ferrer (Jorge Ferrer) MARRADES, currently Clinical Endocrinology Physician, Hospital Clinic de Barcelona, and Research Director of the Hospital’s Institute of Digestive and Metabolic Diseases, has been appointed to the post of Chair in Medicine and Genetics (Clinical), Division of Diabetes, Endocrinology and Metabolism, Department of Medicine, Faculty of Medicine, and Head of the Section of Genomics and Epigenetics of Disease with effect from 15 October 2012.

Professor Iain Colin (Colin) PRENTICE, currently Chair in Climate and Biosphere Interactions, Grantham Institute of Climate Change and Department of Life Sciences, and Professor of Ecology and Evolution, Macquarie University, Australia, has been appointed on a part time basis to the post of Chair in Biosphere and Climate Impacts, Division of Ecology and Evolution, Department of Life Sciences, Faculty of Natural Sciences, with effect from 1 March 2013 and on a full time basis with effect from 1 January 2015.
ASSOCIATE PROFESSORS

Dr Markus PERKMANN, currently Senior Research Fellow at Imperial College Business School, has been appointed to the post of Associate Professor of Technology and Innovation Management, Imperial College Business School, with effect from 1 July 2013.

VISITING PROFESSORS

Professor Keith CLARKE, has been offered an association with the College as Visiting Professor at Imperial College Business School, with effect from 1 October 2012.

Professor Andrew James DE MELLO, has been offered an association with the College as Visiting Professor in the Department of Chemistry, with effect from 1 October 2012.

Mr Alister James HART, formerly Senior Lecturer, Imperial College London and Honorary Consultant Orthopaedic Surgeon, Imperial College Healthcare NHS Trust, has been offered an association with the College as Visiting Professor in the Department of Surgery and Cancer, Faculty of Medicine, with effect from 1 September 2012 for a period of one year.

Dr Neil Graham SMART, currently Science Director and Head of Research, Radioactive Waste Management Directorate of the UK Nuclear Decommissioning Authority, has been offered an association with the College as Visiting Professor in the Department of Materials, Faculty of Engineering, with effect from 1 September 2012 for a period of three years.

Dr Andrea PALLAVICINI, formerly Head of Equity, FX and Commodity, Banca IMI Milan, has accepted an association with the College as Visiting Professor in the Department of Mathematics, Faculty of Natural Sciences, with effect from 1 October 2012 for a period of three years.

Professor Andrea ROCKALL, formerly Consultant Radiologist, Barts and The London NHS Trust and Honorary Professor, Cancer Imaging, Barts Cancer Institute, Barts and The London School of Medicine and Dentistry, Queen Mary University of London, has been offered an association with the College as Visiting Professor in the Department of Surgery and Cancer, Faculty of Medicine, with effect from 1 September 2012 for a period of three years.

Professor Sir John WALKER, currently Director of the Medical Research Council’s Mitochondrial Biology Unit, Cambridge, has been offered an association with the College as Visiting Professor in the Division of Molecular Biosciences, Faculty of Natural Sciences, with effect from 1 September 2012 for a period of three years.

RESIGNATIONS

Professor Julia Clare BUCKINGHAM, Pro-Rector (Education and Academic Affairs), resigned with effect from 30 September 2012. Following her resignation she will continue
her association with the College as Visiting Professor in the Department of Medicine, Faculty of Medicine, with effect from 1 October 2012 for a period of three years.

**Dr Andrew Colin DAVIES**, Reader in Innovation Management, Imperial College Business School, resigned with effect from 30 September 2012, to take up a Professorship appointment at University College London.

**Dr Ian GOODFELLOW**, Reader in Virology, Department of Medicine, Faculty of Medicine, resigned with effect from 30 September 2012.

**Dr Eleni HADJICONSTANTINO**, Associate Professor, Imperial College Business School, resigned with effect from 30 September 2012, to take up an appointment as Chair at the Frederick University, Cyprus.

**Professor Kenneth Daniel HARRIS**, Professor of Neurotechnology, Department of Bioengineering, Faculty of Engineering, resigned with effect from 30 September 2012, to take up an appointment at University College London.

**Professor Jacob Conrad KOELLA**, Chair in Epidemiology, Division of Ecology and Evolution, Faculty of Natural Sciences, resigned with effect from 30 September 2012 to take up an appointment at the Université de Neuchâtel, Neuchâtel, Switzerland.

**Dr Simon LEATHER**, Reader in Applied Ecology, Division of Ecology and Evolution, Faculty of Natural Sciences, resigned with effect from 9 September 2012 to take up an appointment at Harper Adams University College, Newport. Following his resignation he will continue his association with the College as Visiting Professor in the Division of Ecology and Evolution, Faculty of Natural Sciences, with effect from 1 October 2012 for a period of two years.

**Dr Nikolay Valeriev NIKOLOV**, Reader in Pure Mathematics, Department of Mathematics, Faculty of Natural Sciences, resigned with effect from 1 September 2012 to take up an appointment at Oxford University.
SENATE EXECUTIVE SUMMARY

A Note by the Academic Registrar

1. Senate met on 31 October 2012. An Executive Summary of the meeting is provided for the Council’s information. The full Minutes of the meeting of the October Senate are not yet available.

2. The following points are drawn to the attention of the Council:

PUBLIC INFORMATION ABOUT HIGHER EDUCATION – KEY INFORMATION SETS AND THE WIDER INFORMATION SET

3. The Senate was informed that the Key Information Sets, which institutions are now required by HEFCE to prepare for each full-time and part-time undergraduate course, had been published on 27 September 2012 on the new Unistats website (http://unistats.direct.gov.uk/). This website enables users to compare the data provided in the KISs. KIS widgets have also been added to the College’s on-line prospectus.

4. Senate also noted that in addition to requiring the creation of KISs, HEFCE had specified what wider information institutions should as a minimum make publicly available. The Quality Assurance Advisory Committee (QAAC) had been working to ensure that these requirements were met.

5. It was reported that from October 2012 HEFCE would be undertaking a pilot audit exercise on the 2012-13 KISs. HEFCE had confirmed that a selection of the College’s KISs would be audited as part of this. The auditors would be visiting the College on 22 and 23 January 2013 to discuss the processes used at Imperial to compile the KIS data and to consider the data for a sample of courses (not more than 20) in further detail. The College would be asked to make available for inspection evidence supporting the data returned for each of these courses. HEFCE would confirm to the College which courses it wished to audit in late December 2012.

QAA INSTITUTIONAL AUDIT 2010: MID-CYCLE FOLLOW-UP

6. The Senate was informed that the mid-cycle follow-up by the Quality Assurance Agency (QAA) to the College’s 2010 Institutional Audit was due in early 2013. The review would be a paper-based exercise and the College would be asked to comment on actions taken to address the recommendations made in the 2010 Institutional Audit; actions taken to address any recommendations in other QAA reports since the Audit; and significant changes in collaborative arrangements since the Audit.
NATIONAL STUDENT SURVEY 2012

7. The Senate considered the results of the National Student Survey 2012, which had been published in September, noting that the College had achieved a higher or equal percentage satisfaction in 2012 than in 2011 for all question categories.

8. The Senate was informed that the Faculties were currently developing plans for further enhancing the student experience.

REVISIONS TO THE COLLEGE’S INVESTIGATION OF ALLEGATIONS OF RESEARCH MISCONDUCT PROCEDURE

9. The Senate approved revisions to Ordinance D17, The Investigation of Allegations of Research Misconduct, and agreed that these should be recommended to Council.

PROVISIONAL STUDENT NUMBERS 2012-13

10. The Senate considered the provisional count of student numbers taken on 23 October 2012, noting that the total number of full-time registered students was 14,738 as compared with 14,666 in the official count on 31 December 2011.

11. The Senate was informed that undergraduate numbers were 2.6% down on last year whilst postgraduate taught numbers had increased by 7.9%. The College would be reviewing its admissions strategy for 2013-14 entry to ensure that this was as effective as possible.

NEW COURSES

12. The Senate approved the establishment of the following new courses:

   a. A two-academic year MSc in Physics with Extended Research in the Department of Physics, with effect from October 2012.

   b. A double Master’s (MA/MSc) programme in Global Innovation Design, delivered by the Department of Mechanical Engineering in collaboration with the Royal College of Art (RCA) with effect from July 2013 subject to clarification of all regulatory issues and the production of a suitable Memorandum of Agreement with the RCA.

N.W.