

MINUTES OF THE PROCEEDINGS

at the sixtieth Meeting of the

COUNCIL OF THE IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

The sixtieth Meeting of the Council was held in Seminar Rooms G23, 24 & 25, the Molecular Sciences Research Hub, White City Campus, Imperial College London at 9:00 a.m. on Friday 15th February 2019, when there were present:

Sir Philip Dilley (Chair) (except for Item 11), Professor N. Brandon, Mr. C. Brinsmead, Mr. I. Conn, Mr. T. Courtauld, Professor S. Eisenbach, Professor A. Gast (President), Sir Jonathan Michael, Ms. S. Murray, Dame Alison Nimmo, Professor J. Sanders, Mr. M. Sanderson, Mr. R. Tomkies, Professor F. Veloso, Professor I. Walmsley (Provost), Professor T. Welton, Mr. C. Williams and Mr. J. Neilson (Clerk to the Court and Council).

Apologies

Mr. J. Cullen, Dr. M. Safa and Professor J. Weber.

In attendance

Mr. J. Hancock (Assistant Clerk to the Court and Council).

ITEM 1 – MINUTES

Council – 23rd November 2018

1. The Minutes of the fifty-ninth meeting of the Council, held on Friday 23rd November 2018, were taken as read, confirmed and signed.

ITEM 2 – CHAIR'S REPORT

2. The Chair provided members with a brief report.

ITEM 3 – PRESIDENT’S REPORT

3. Opening her report the President, Professor Alice Gast, said there had been recent visits to the College by the new Minister for Universities, Mr Chris Skidmore MP, the Chair of the Office for Students, Sir Michael Barber, and the Government’s Chief Scientific Advisor, Sir Patrick Vallance. She also congratulated Dr Henrietta Bowden-Jones (OBE) and Professor Geoff Maitland (CBE) who had both been honoured in the New Year’s Honours list. She and the rest of Council also congratulated Alison Nimmo, who had been made a Dame in the New Year’s Honours.
4. Turning to Brexit, Professor Gast reported that the College had increased the frequency of its regular updates to staff, and was enhancing its preparations with the consideration of a number of no-deal scenarios, and how the College might respond to these.
5. The development of the White City Campus continued apace, and Professor Gast reported that the detailed planning application for plots A & G, which included housing the School of Public Health, had been approved in November 2018. Construction of the ScaleSpace buildings on the South side of the campus had also now commenced. Unfortunately, a major flood in the Residential Tower, which had occurred prior to its practical completion, had caused significant damage to several apartments and circulation areas. Although the full cost of repair works would be covered by insurance, occupation of the building would now be delayed until the beginning of 2020, a year later than originally planned.

ITEM 4 – PROVOST’S REPORT

6. The Provost, Professor Ian Walmsley, reported that the Dean of the Faculty of Medicine, Professor Jonathan Weber, had been involved in a serious car accident while travelling on College business in Zimbabwe. He had injured his back, but was expected to make a full recovery, and was currently in St Mary’s hospital recuperating. It was not known how long he would be away from the College, and in the interim Professor Martin Wilkins, Vice Dean Research and Head of the Department of Medicine, had been appointed as the Acting Dean of the Faculty in Professor Weber’s absence. Council members joined Professor Walmsley in wishing Professor Weber a speedy recovery.
7. Professor Walmsley then updated the Council on recent developments relating to the USS pension scheme. The USS was currently consulting with the UUK and employers on the 2018 valuation, which had been commissioned by the trustees of USS following the Joint Expert Panel’s (JEP) Report. Before submitting its response to the consultation, the College was consulting with staff and with Trade Union representatives, but it was likely that the College response would be underpinned by the following four principles

- a. The College did not support any renegotiation of benefits
 - b. The College fully supported the recommendations of the Joint Expert Panel (JEP) and would continue to pressure all parties involved in the 2018 valuation consultation to consider them seriously.
 - c. The College recognised that USS associates increased risk with the JEP proposals and awaited details on the required contribution rate and possible contingent measures USS believe would be necessary to support this increase in risk.
 - d. The Colleges believed maintaining its status as a world-leading university and distributing the financial burden fairly should determine how any future increases in contributions should be shared.
8. The main point of uncertainty related to the contingency contributions, which USS had said should be imposed to take account of what they saw as the increased risks to the scheme under the proposals made by the JEP. These contingent contributions would have a material impact on the College's financial position, and the College was awaiting guidance from USS on the circumstances in which they would come into force.
9. Professor Walmsley was pleased to report that Imperial had won funding for six Centres for Doctoral Training (CDTs) from the EPSRC. In addition to the six CDTs Imperial was leading, it would also be partnering in a further six CDTs led by other institutions. He reminded members that each CDT would receive between £5 – 7m from the EPSRC, spread over nine years, to train cohorts of around 40 PhD students in priority areas of research. The College's figure of six CDTs was the third largest in the sector, behind Bristol and UCL.
10. Closing his report, Professor Walmsley said that work was continuing on the development of an over-arching academic strategy for the College, which would be presented to Council in the autumn. Each Faculty had now presented its Strategy to the Provost's Board, and the process of drawing these together had begun. Professor Walmsley had so far visited 16 of Imperial's 23 academic departments, and had been struck by the engagement and enthusiasm of the staff and student community. Common issues raised include space constraints and a desire for a greater dialogue with the senior levels of College, but overall it was clear that there was great desire to contribute to the success of the College.

ITEM 5 – FINANCE COMMITTEE REPORT (PAPER A)

11. The Chair of the Finance Committee, Chris Brinsmead, provided members with a brief oral report on the Committee's last meeting held on 5th February 2019. The Committee had

considered the updated financial dashboard, and suggested some additional improvements. It had also approved the College's TRAC (Transparent Approach to Costing) return.

ITEM 6 – EARLY TERMINATION OF THE TECHNOLOGY PIPELINE AGREEMENT (TPA) WITH IPGROUP (PAPER B)

12. The Chief Financial Officer, Muir Sanderson, presented Paper B and reminded members that in May 2018 the Council had agreed in principle that the College should in future carry out Technology Transfer operations in-house, and that the existing TPA should not therefore be renewed or extended. Following discussions with IP Group, it was now proposed that the TPA should be terminated in advance of the scheduled expiry date, and that services, people and assets should be transferred from Imperial Innovations Ltd to the College and, where appropriate, to its wholly-owned subsidiary, Imperial White City Incubator Ltd. He confirmed that the commercial terms agreed with IP Group were fair, and invited the Council, if it saw fit, to approve the proposals set out in Paper B.

Resolved:

- (i) **That the proposal to terminate the Technology Pipeline Agreement with Imperial Innovations Ltd (the IP Group subsidiary which is a party to the agreement) in advance of the scheduled expiry date of 2020, and the transfer of services, people and assets from Imperial Innovations Ltd to the College and, where applicable, to the College's wholly-owned subsidiary, Imperial White City Incubator Ltd, as set out in Paper B, be approved.**
- (ii) **That the Director of Enterprise and the Chief Financial Officer be given delegated authority to enter into all and any agreements as they may deem necessary or desirable to proceed with the termination of the Technology Pipeline Agreement and the transfer of services, people and assets from Imperial Innovations Ltd to the College and, where applicable, to the College's wholly-owned subsidiary, Imperial White City Incubator Ltd.**
- (iii) **That the resolutions set out above are taken as read, confirmed and signed at the Sixtieth meeting of the Council, held on Friday 15 February 2019, and that the Clerk (Mr John Neilson) and/or the Assistant Clerk (Mr Jon Hancock) to the Council be given authority to certify a copy of the resolutions as having been duly passed and provide such copy to Imperial Innovations Ltd and IP Group plc in time for completion of the approved transactions.**
13. The Chair suggested that the Council return to the issue of technology transfer again at a future meeting, given its crucial importance to the College's Academic Strategy.

ITEM 7 – REMUNERATION COMMITTEE ANNUAL REPORT (PAPER C)

14. The Chair presented Paper C and noted the recent national focus on the levels of executive pay. The Remuneration Committee was sensitive to this, and was prudent in setting the remuneration of the President and other members of the senior staff. During the year, the Committee had also received information on the College's local pay award, which had been agreed by all three Trades Unions and implemented on schedule on 1 August 2018, and the College's gender pay gap. Members were reminded that detailed information on the College's gender pay gap was publicly available on the College's website.
15. It was suggested that staff in some subjects could be attracted by higher salaries at some other universities, particularly in the US, and that the College might need a mechanism for making sure that the salaries of the very best staff remained competitive. The Provost, Professor Walmsley, said this issue was being considered as part of the College's wider pay and benefits review, which was currently underway.

ITEM 8 – ANNUAL MONITORING REPORT TO THE OFS – RATIFICATION OF CHAIR'S ACTION (PAPER D)

16. The Chair presented Paper D, and advised members that he had approved the College's Annual Monitoring Return by Chair's Action so that it could be submitted to the OfS by the deadline of 23rd January 2019. He asked the Council formally to ratify his approval of the return to the OfS by Chair's Action.

Resolved:

That the approval of the Annual Monitoring Return for 2017-18 to the Office for Students by Chair's Action, as set out in Paper D, be endorsed.

ITEM 9 – STAFF MATTERS (PAPER E)

17. Paper E was received for information. Professor Walmsley noted that, following the Faculty of Medicine's recent reorganisation, four of its eight departments would now be led by women, a first for the College.

ITEM 10 – SENATE REPORT (PAPER F)

18. Paper F was received for information.

ITEM 11 – ANY OTHER BUSINESS**Search Committee for the Chair of Council (Paper G)**

19. As this item concerned his re-appointment and the search for his successor, the Chair, Sir Philip Dilley, left the meeting at this point. In the absence of the Deputy Chair of Council, Mr. John Cullen, Mr. Chris Brinsmead took the Chair for the remainder of the meeting.
20. Mr. Brinsmead presented Paper G, and advised members that the Nominations Committee had considered proposed terms of reference and membership for the Search Committee, and had also reviewed the revised job description and person specification for the Chair. He commended these to the Council for approval.
21. Members queried the suggested time commitment of one day a month for the Chair set out in the person specification. It was suggested that this was too low, and that a more realistic estimate of the Chair's time commitment would be up to three days a month with one day a month being needed on average for official duties, but still with the proviso that the Chair might have to devote significantly more time than this as and when occasion demanded. Mr. Brinsmead agreed to discuss these comments with the Deputy Chair, John Cullen, and the other members of the Nominations Committee, and to revise the person specification accordingly.

Resolved:

- (i) **Subject to confirmation of a revised time commitment for the Chair, that the job description and person specification for the next Chair of Council, as set out at Annex 1, be approved.**
- (ii) **That the process for appointing the next Chair, as set out in Paper G, be approved.**
- (iii) **That Sir Philip Dilley be re-appointed as Chair of Council from 1 June 2019 until his successor is ready to take up appointment.**

NEXT MEETING

22. Mr. Brinsmead reminded members that the next meeting would be held on Friday 17th May 2019 at the Charing Cross Campus.