

MINUTES OF THE PROCEEDINGS

at the fifty-seventh Meeting of the

COUNCIL OF THE IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

The fifty-seventh Meeting of the Council was held in the Boardroom, Faculty Building, South Kensington Campus, Exhibition Road, London SW7 2AZ, at 10:00 a.m. on Friday 13th July 2018, when there were present:

Sir Philip Dilley (Chair), Professor N. Brandon, Mr. C. Brinsmead, Ms. A. Compton, Mr. T. Courtauld, Mr. J. Cullen, Professor S. Eisenbach, Professor A. Gast (President), Sir Jonathan Michael, Ms. S. Murray, Ms. A. Nimmo, Dr. M. Safa, Professor J. Sanders, Mr. M. Sanderson, Professor F. Veloso, Professor J. Weber, Professor T. Welton, Mr. C. Williams, and Mr. J. Neilson (Clerk to the Court and Council).

Apologies

Mr. I. Conn, and Professor J. Stirling (Provost).

In attendance

Mr. R. Tomkies (ICU President Elect), Professor N. Alford (Associate Provost, Academic Planning), Professor N. Jennings (Vice Provost, Research and Enterprise, for item 7), Dr. S. Hepworth (Director of Enterprise, for item 7), and Mr. J. Hancock (Assistant Clerk to the Court and Council).

WELCOME

The Chair welcomed Mr. Robert Tomkies, the Imperial College Union President Elect, to his first Council meeting. The Chair also welcomed the Chief Financial Officer, Muir Sanderson, back to the College and the Council following his accident in April.

ITEM 1 – MINUTES

Council – 18th May 2018

1. The Minutes of the fifty-sixth meeting of the Council, held on Friday 18th May 2018, were taken as read, confirmed and signed.

ITEM 2 – CHAIR’S REPORT

2. The Chair reported that the Remuneration Committee had met earlier that morning, and had confirmed the President’s remuneration following her reappointment by Council for a period of 3 years to August 2022. The Remuneration Committee had also reviewed the recently published recommendations in relation to senior staff remuneration from the Committee of University Chairs (CUC), as well as the newly established Office for Students’ (OfS) disclosure requirements. Both the CUC and the OfS would require universities to disclose additional information about the salaries, expenses and external interests of senior staff, and in particular those of the head of institution. The Remuneration Committee’s terms of reference were being amended to take account of these new requirements. The Chair suggested that the Audit & Risk Committee should also review the new disclosure requirements, and consider whether the College’s processes for disclosure, and for dealing with conflicts of interest, met these new regulatory requirements.

ITEM 3 – PRESIDENT’S REPORT

3. Opening her report, the President, Alice Gast, said that this would have been James Stirling’s last meeting of the Council as Provost. She reiterated his apologies and promised to pass on the good wishes for his health from Council. In advance of his forthcoming retirement at the end of August, both she and Professor Stirling had reflected on the first five years of the President and Provost governance model at the College, and what this structure had allowed them to achieve. A summary of these reflections, including a commentary on the complementary roles of President and Provost, was tabled for members’ information. The recent enforced absences of Professor Stirling and Mr. Sanderson had also demonstrated the excellence of the teams supporting the work of both Professor Stirling and Mr. Sanderson, as they had had to step into the breach.
4. The President’s Board had recently held an Away Day, as part of which members had considered what made Imperial College distinctive. The President invited the Deans to share their views with the Council. Professor Brandon said Imperial’s founding objects made it uniquely industry-facing; the aim to translate its findings into practice in industry and medicine was a key part of its character. Professor Welton cited Imperial’s strength and depth in all of its subject areas; that its academic staff were world leaders in their particular fields gave Imperial a big advantage. However, this could also make it difficult to identify and support ‘superstars’. Professor Veloso highlighted the College’s focus on entrepreneurship. In this regard, the White City development would create a unique environment for the College bringing together academics, entrepreneurs and industry, which would further enhance the College’s distinctiveness. Professor Weber said that the opportunity to collaborate with scientists and engineers from across the College presented

a unique opportunity for medicine at Imperial; tangible examples of what could be achieved from this multidisciplinary approach included the creation of the new multidisciplinary UK Dementia Research Institute at the College, which brought together staff from across the College with expertise in neuroscience, technology, mathematics and data science.

5. The President was pleased to report that the College's offer of a 3% local pay award on all salaries up to £100,000 had been accepted by all three trades unions. This award was higher than the national offer of 2%, which had been rejected by at least two trades unions, and its acceptance would protect the College from any strike action which might be taken in relation to the national pay award. The agreed pay award had been made possible by the allocation of an additional £3m in recurrent expenditure on top of the £8.8m that had originally been budgeted for this year.
6. Recognising the importance of the College's international dimension and the need to maintain strong links with European universities, the College was considering holding the Council Away Day in February 2019 in Paris. This would also give Council members the opportunity to meet key European colleagues. She will report further on new collaborative opportunities in Asia, South America and Africa at an upcoming meeting.
7. Before ending her report, the President asked Professor Neil Alford, Associate Provost (Academic Planning), to update the Council on progress with the College's Estates Strategy, and in particular the developing strategy for the Faculty of Medicine. Professor Alford said he had been working with the College's masterplanners, Allies and Morrison, on the plans for the School of Public Health. As part of this work, they had developed a model which included information on all of their current accommodation across the College's medical campuses, and allowed for the dynamic consideration of different options and configurations. The same model could also be used to look at options for the Faculty of Medicine's estates strategy, and Professor Alford and Professor Weber provided members with an illustrative demonstration of how the model could be used. Members noted that the estates strategy was developing, and that it would be presented to Council in due course, alongside any individual capital projects requiring approval as part of the strategy.
8. Finally, the President provided members with a confidential update on the potential commercial opportunity that had been reported to Council previously. The College was still in discussions, and was considering the opportunity carefully. It would be presented in detail to the Council before any final decision was taken.

ITEM 4 – FINANCE COMMITTEE REPORT (PAPER A)

9. The Chair of the Finance Committee, Chris Brinsmead, presented Paper A. At its meeting on 20 June 2018 the Committee had considered the proposed College budget for 2018-19. The

Committee had confirmed that the budget matched the College strategy, and was satisfied that the College was financially sustainable, and that its proposed capital expenditure was affordable. However, it had not undertaken a detailed consideration of every aspect of the budget on a line-by-line basis. Mr Brinsmead said the Committee had debated the right balance of top-down versus bottom-up scrutiny given the amount of time available to the Committee and planned to consider this further at upcoming meetings.

10. The Chair looked forward to the results of the Committee's further consideration of this issue, but noted that the creation of the Finance Committee had already improved the level of scrutiny provided to the College's finances.

ITEM 5 – AUDIT & RISK COMMITTEE REPORT

11. The Chair of the Audit & Risk Committee, John Cullen, provided members with an oral report of the Committee's last meeting, when it had considered both the internal and external audit plans for the coming year. A particular area of focus for the external auditors would be the new disclosures required as a result of the new accounts direction for 2017-18 recently issued by the Office for Students. The Committee had also reviewed a paper on risk management by the College's new Director of Risk Management, Sarah Walsh. A revised version of this paper would be presented to the Council in September. Finally, he said the Committee had received an excellent paper from the Dean of the Faculty of Medicine, Professor Weber, on the College's relationship with the NHS, and the risks and opportunities this presented to the College.

ITEM 6 – COLLEGE BUDGET 2018-19 (PAPER B)

12. The Chief Financial Officer, Mr. Sanderson, presented Paper B, and reminded members that the detailed budget papers considered by the Finance Committee had been made available to all members of the Council for information. As well as considering the proposed budget for 2018-19, the Finance Committee had also reviewed longer-term budget projections. While the proposed budget for 2018-19 was relatively straightforward, the longer-term projections showed that the College's ability to continue to make the investments necessary to maintain its current position was more problematic, as income was projected to grow at a lower rate than expenditure. For the next three years the College's cash flow projections were positive, and it would generate the cash required to meet its current capital investment programme. In the longer term the College would need to improve efficiency and generate additional income, if it was to maintain and enhance its current position.
13. Members asked how future pension liabilities might impact on both the College's finances, and its accounts. If the College had to make a significant provision in its accounts because

of increases to pension liabilities, the Chief Financial Officer was asked if this would affect any of its loan covenants. Mr. Sanderson acknowledged that this was a complex issue, not least because the pension scheme was a multi-member scheme and the College was not itself responsible for the negotiations on future provisions. For the coming year, USS had proposed an increase in employee and employer contributions to be implemented in April 2019, pending further negotiations on how best to address the pension deficit. The impact on the 2018-19 budget would be relatively small. However, if further significant increases had to be made to employer's contributions in future years, it was likely that this would impact on the College's ability to fund its capital investments at the same rate as at present.

14. The Chair of the Finance Committee, Chris Brinsmead, confirmed the Committee's view that the proposed budget for 2018-19 was sustainable, and that the capital plan for the coming year was affordable. He suggested that, as well as considering the budget in July and the annual accounts in November, the Council should also review the College's mid-term finances in the spring.

Resolved:

- (i) **That the College budget for the period 2018-19, as set out in Paper B, be approved.**
- (ii) **That the College's Capital Plan for 2018-19, as set out in Paper B, be approved.**

ITEM 7 – INDUSTRIAL COLLABORATIONS (PAPER C)

15. The Chair welcomed Professor Nick Jennings, Vice Provost (Research and Enterprise), and Dr. Simon Hepworth, Director of Enterprise, to the meeting. Professor Jennings introduced Paper C and reminded members that Imperial College had a long history of industrial collaboration, and that this had always been a key component of Imperial's approach. However, the nature of this type of collaboration was changing; corporations were less interested in simply funding research, but were now more interested in setting up joint programmes, with academics splitting their employment and working part-time in industry and academia. Corporations also wanted direct access to future talent, and so were interested in the College's students as well as its research outputs. In addition, the Government's industrial strategy expected universities to have a major role in supporting innovation and wealth creation. The College was adapting to these changes and bringing together the various groups in College involved in corporate engagement to provide for a more integrated approach.
16. Council discussed the benefits and risks of having academic staff employed jointly by industry. In most cases where an academic was also employed in industry, the College benefited from the relationship and from the stimulating environment this provided.

Members were reminded that the ethical dimension of external collaborations were considered very carefully under the College's relationship review policy.

17. Professor Jennings was asked if post-docs and early career researchers had access to the careers service. Although its primary focus was undergraduate students, he confirmed that post-docs and researchers could also make use of the careers service. Imperial has a highly regarded Postdoc and Fellows development that also provides support and career services.
18. Dr. Hepworth stated that the aim of the Enterprise Division was to develop long-term and enduring relationships with a diverse range of partners in sectors relevant to all of the College's activities. The College already had strong relationships in the oil and gas sectors and with pharmaceutical companies, but was seeking to develop similar strong relationships with the banking and financial sectors, and also with innovative companies such as Google. It was noted that the banking and financial sectors recruited large numbers of graduates; this could provide the basis for developing deeper relationships with these companies.
19. Members asked to what extent the College was able to involve its corporate partners in more than one area. The College's multi-disciplinary research institutes provided structures that could support this sort of activity, but this was often complicated by having to deal with different parts of corporate organisations. Furthermore, research funding tended to be directed towards individual projects and academics rather than to the College, and it was important to continue to support these personal relationships.
20. In addition to the issues set out in the paper, it was suggested that there was also a role for branding and marketing in developing relationships with industry, and that Council members could assist in promoting the College's activities in their own areas, and also in establishing new corporate relationships. The Council endorsed the plans for bringing the diverse strands of engagement with industry together, and agreed that closer alignment between corporate partners, executive education and the careers service was a positive step in this regard.

ITEM 8 – IMPERIAL COLLEGE BUSINESS SCHOOL STRATEGY (PAPER D)

21. The Dean of the Imperial College Business School, Professor Francesco Veloso, introduced Paper D, and gave a presentation to the Council on the Business School's strategy.
22. Asked about the apparent decline in importance of the MBA qualification, Professor Veloso said that businesses were increasingly favouring pre-experience qualifications such as MScs, and were also questioning the costs and benefits of a 2-year MBA. However, the MBA was still the School's most visible programme, especially in the US, and was also necessary for global business school rankings. He doubted that this would change in the immediate future. He also noted that the School's close collaborative working with the other faculties

distinguished it from other business schools.

23. It was suggested that the White City Campus could provide the College with a powerful showcase for the way it managed collaborative working, both across the College and with business. In addition, Imperial could also act as a convening power with and between businesses. Developing this type of proposition could also be key to attracting and unlocking the necessary funding for the White City Campus, including the Business School.
24. Members welcomed this exposition of the Business School's strategy, and thanked Professor Veloso for his compelling presentation. Members asked what happened when faculties' strategies were in conflict, particularly in respect of capital needs, as the College could not fund all of the faculties' aspirations. The President said that, while there would always be conflicting needs, it was important that the College's senior management worked together to set priorities. It was also widely recognised that the College's strategy and tactics had to take advantage of opportunities as and when they arose.

ITEM 9 – HEALTH AND SAFETY ANNUAL REPORT (PAPER E)

25. Presenting Paper E, the Clerk, John Neilson, noted that the report had also been considered by the Audit & Risk Committee. He acknowledged that the report in its current form was too long, and said that next year a briefer and more focused report would be provided. Mr. Neilson highlighted 4 key points in the report: the work undertaken on safety leadership; the HSE prosecution in December 2017; the results of the fire safety audit; and the increased provision for mental health and wellbeing.
26. Mr. Williams noted that the report stated that the ACM cladding to the Woodward Building would need to be replaced with a 'non-combustible' product and asked about the current safety of the building. Mr. Sanderson confirmed that building had been reviewed and declared safe by the London Fire Brigade following the Grenfell tragedy. He agreed to provide a more detailed report on the safety of the building, and replacement strategy for the cladding, at the next meeting of the Audit & Risk Committee.

ITEM 10 – REPORT FROM THE PRESIDENT OF THE IMPERIAL COLLEGE UNION (PAPER F)

27. The ICU President, Alex Chippy Compton, presented Paper F, a copy of the Union's Impact Report, and noted that the Union had had a successful year. It had a new Chair of Trustees, and had also appointed a new Health and Wellbeing Officer. It was the first students' union to make such an appointment, and several other unions were now following Imperial's lead. The Union had worked hard on diversity and equality issues, and had also conducted a review of its Constitution. It was hoped that the new Constitution would be agreed early in

the next academic year, after which it would be presented to the Council for approval. On behalf of the Council the Chair thanked Ms. Compton for all she had achieved during her year in office, and he commended again the excellent relationship between the College and the Union.

ITEM 11 – DATES OF FUTURE COUNCIL MEETINGS (PAPER G)

28. Mr. Neilson presented Paper G, which was considered for approval.

Resolved:

That the dates of future Council Meetings, as set out in Paper G, be approved.

ITEM 12 – REVISIONS TO THE RESEARCH MISCONDUCT PROCEDURES (PAPER H)

29. Mr. Neilson presented Paper H, which was considered for approval.

Resolved:

That the proposed revisions to Ordinance D17, as set out in Paper H, be approved.

ITEM 13 – REVISIONS TO THE SENATE TERMS OF REFERENCE (PAPER I)

30. Mr. Neilson presented Paper I, which was considered for approval.

Resolved:

That the proposed revisions to Ordinance A8, as set out in Paper I, be approved.

ITEM 14 – AMENDED TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE (PAPER J)

31. Mr. Neilson presented Paper J, which was considered for approval.

Resolved:

That the proposed revisions to the terms of reference of the Remuneration Committee, as set out in Paper J, be approved, and that Ordinance A9 be amended accordingly.

ITEM 15 - STAFF MATTERS (PAPER K)

32. Paper K was received for information.

ITEM 16 - MAJOR PROJECTS REPORT (PAPER L)

33. Paper L was received for information.

ITEM 17 - SENATE REPORT (PAPER M)

34. Paper M was received for information.

ITEM 18 - ANY OTHER BUSINESS

35. There was none.

NEXT MEETING

36. The Chair reminded members that the next meeting would be held on Friday 14th September 2018 in the Dyson School of Design Engineering at the South Kensington Campus.