

**MINUTES OF THE PROCEEDINGS**

**at the sixty-fourth meeting of the**

**COUNCIL OF THE IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE**

The sixty-fourth meeting of the Council was held on the twelfth floor of the Sir Michael Uren Hub, White City Campus, Imperial College London at 10:00 a.m. on Friday 22<sup>nd</sup> November 2019, when there were present:

Sir Philip Dilley (Chair), Professor N. Brandon, Mr. T. Courtauld, Mr J. Cullen, Professor A. Gast (President), Ms. S. Murray, Dame Alison Nimmo, Dr. M. Safa, Professor J. Sanders, Mr. M. Sanderson, Mr. A. Sood, Professor T. Tetley, Professor F. Veloso, Professor I. Walmsley (Provost), Professor J. Weber, Professor T. Welton, Mr. C. Williams and Mr. J. Neilson (Clerk to the Court and Council).

**In attendance**

Mr N. Moakes (Chair of Endowment Board) (items 11 - 14), Professor M. Murphy (Vice President, Advancement) (item 7), Miss A. Wolthuizen, and Mrs. R. Knight (Assistant Clerk to the Court and Council).

**WELCOME**

1. The Chair of Council welcomed everyone to the meeting; the first to be held in the Sir Michael Uren Hub, which would be opened early in January 2020.

**ITEM 1 – APOLOGIES**

2. Apologies were received from Mr. C. Brinsmead and Sir Jonathan Michael.

**ITEM 2 – MINUTES**

3. There were no comments on the minutes.

**Resolved:**

That the Minutes of the sixty-third meeting of the Council, held on Friday 20<sup>th</sup> September 2019, be approved.

**ITEM 3 – MATTERS ARISING**

4. There were no matters arising to note.

**ITEM 4 – CHAIR'S REPORT**

5. The Chair reported on the Remuneration Committee meeting held immediately prior to Council. The agenda had included the disclosure of expenses, senior pay and the gender pay gap. There had not been sufficient time to fully explore the latter, so a specific discussion of this would be held at a meeting early in 2020.
6. The Chair notified Council that the College had received a letter from the Office for Students (OfS) regarding a delayed payment of £14,000. The invoice had been sent to the wrong department and had been paid two days after the due date. Many universities had experienced the same problem.

**ITEM 5 – PRESIDENT'S REPORT**

7. The President opened her report with her dashboard, highlighting in particular the College's approach to mental health. This had become a subject of increasing concern amongst staff and students worldwide. The Student Support Strategy set out a College wide vision including principles which underpinned the provision of support, and the Provost's Board was leading on this work building on existing initiatives.
8. The project funding for the MRC London Institute of Medical Sciences (LMS), had been signed off by Her Majesty's Treasury. This reflected a major milestone in the joint project between the College and the MRC to provide a new research building on the Hammersmith Hospital Campus with the College contributing £25m of the total circa £80m cost in return for rights to a third of the building. It was suggested that Dame Amanda Fisher, Head of the Institute of Clinical Sciences, would be a good speaker at a future Council meeting to discuss the work of the LMS.
9. Other future building projects were discussed, including the plans to transform the Queen's lawn and other areas of the South Kensington campus, funded by the £5m Dangoor donation.
10. The Council watched the video shown at the 15 October launch of the Abdul Latif Jameel Institute for Disease and Emergency Analytics (J-IDEA). J-IDEA linked governments, research institutions and communities with a mission to combat threats from disease worldwide and had been supported by a generous donation from Community Jameel. The School of Public Health Campaign was now at a level sufficient to begin construction of the new building at

White City.

11. The President and other senior colleagues had recently returned from a visit to Ghana, where they had met alumni, including Sir Sam Jonah, who had recently been elected to the National Academy of Engineering. Shortly the President and the Vice-President (Advancement) would visit China to sign and celebrate a partnership agreement between the College and Sinopec, who were providing £11 million to establish a Resource Geophysics Academy to train PhD students.

#### **ITEM 6 – PROVOST’S REPORT**

12. The Provost, Professor Ian Walmsley, announced that Professor Richard Craster had been appointed Dean of the Faculty of Natural Sciences with effect from 1 January 2020. He was a former Head of Department of Mathematics, and Director of the Abraham de Moivre CNRS Imperial international research unit.
13. The Academic Strategy was moving forward with work started to prioritise the initial investment opportunities and a launch event planned for the 14<sup>th</sup> January. The strategy would be the subject of the Council Away Day in February 2020.
14. Council were updated on the USS pension position. The 2018 valuation had fixed contributions at 30.7% overall from October 2019, with a further increase due in October 2021. A new valuation would take place with effect from 31 March 2020. The second report from the Joint Expert Panel, when available, was expected to encourage greater transparency around the valuation methodology and it was hoped that this would contribute to finding a way forward.
15. Recent staff achievements included the election of four Imperial academics as Fellows of the Royal Academy of Engineering, including the President. The Centre for Environmental Policy and the Department of Mechanical Engineering had both been awarded their first Bronze Athena Swan Awards in recognition of support for women in higher education. The Department of Chemistry had also renewed its Gold status, making it one of a small number of departments in the UK to maintain this level. The College had also maintained its place in the top 30 employers for working families for the fourth year running.
16. The early admissions data for 2020 indicated that undergraduate and postgraduate taught applications had increased. Postgraduate Research applications were down, and this was attributed to uncertainty over the future relationship with the EU. The long-term trend would be examined next year.

#### **ITEM 7 – FINANCE COMMITTEE REPORT (PAPER A)**

17. Christopher Williams presented the report of the Finance Committee’s meeting held on 7

November 2019 on behalf of the Committee's Chair.

18. Much of the meeting had been spent discussing the work of the Finance Committee Task Force. Membership consisted of Christopher Williams (chair), Mahnaz Safa, the Provost, the four Deans, the CFO, the Director of Finance and the Director of HR and Organisational Change.
19. The Task Force had met twice since the last Finance Committee in June and had agreed improvement in operating cash flow is achievable through cost reduction; rises in tuition fees; and increases in research overhead recovery and student to staff ratios. The next meeting of the Task Force would be in February 2020, when it would receive draft plans.
20. The Committee had discussed the OfS financial forecast for the period to 2023/24 into which the Task Force actions had now been factored. The main points discussed were: delivery risk; contingency plans to manage downside risk including cutting the capital plan; timing and nature of the next debt raise.
21. The Committee had agreed that the submission was appropriate, and that Council should approve it. However, they had also recognised the importance of ensuring that actions are completed, and benefits are delivered. The Finance Committee will continue to track progress against these targets and milestones closely, including once the Task Force's time-limited remit finishes at the end of this financial year.
22. There had also been discussion on whether the Finance Committee has appropriate academic representation and it was agreed that the Provost be asked to join the Committee. Whilst Deans are not members of Finance Committee, they are welcome to attend meetings, as are all other Council members. The Committee did specifically ask that the Deans join the June 2020 Finance Committee meeting when next year's budget and plan would be approved so they can discuss the actions needed to deliver the agreed milestones and targets.
23. Council approved the appointment of the Provost to the Finance Committee.

#### **ITEM 8 – AUDIT AND RISK COMMITTEE (PAPER B)**

24. The Chair of the Audit and Risk Committee, John Cullen, presented the report from the meeting held on 4 November 2019. Apart from the annual reports from external and internal auditors, the main item of business had been a report on NHS related risks, which had included a helpful discussion about the application of the Follett principles concerning the employment of all medically qualified academic staff working for both the NHS Trust and a university. The Committee had been assured by the Dean of Medicine that the College had

worked jointly with their partner NHS organisations to define their separate employment responsibilities in practice, but he recognised that these responsibilities needed to be set out more clearly in Joint Working Agreements.

25. Mr. Cullen talked through the Annual Report from the Audit and Risk Committee (Paper G). The report was a key output of the Committee and was an important consideration in the decision to recommend the College's annual report and accounts to Council.
26. The Chair drew members' attention to the reappointment of KPMG as internal auditors, during 2018-19, and the work that had been completed to reduce the number of outstanding recommendations. This reflected the constructive working relationship between the Committee, the Internal Auditors and management.

#### **ITEM 9 – WHITE CITY SYNDICATE REPORT (PAPER C)**

27. The Chair of the White City Syndicate, Dame Alison Nimmo, presented the report from the White City Syndicate, which had met on 14 October 2019.
28. Hammersmith and Fulham had given planning consent to the masterplan for the southern section of the White City land, which was a significant milestone. The whole area was developing rapidly confirming the wisdom of the initial decision to buy the land. The main challenge going forward would be matching the College's ambition with the available resources, including expertise.
29. Work was continuing to implement the Infrastructure Delivery Plan, in particular through negotiations with TfL and Network Rail to complete the bridge over the Central Line which would create the main access route to the south site.
30. The next Syndicate meeting would focus on understanding the leasing strategy and risks.
31. The Chair of Council thanked Dame Nimmo for her contributions and chairing of the Syndicate. Although she was stepping down from Council and Chair of the Syndicate, she would remain a member of the Syndicate. Mr Toby Courtauld would chair the next White City Syndicate meeting.

#### **ITEM 10 – ADVANCEMENT ANNUAL REPORT AND WAY FORWARD (PAPER D)**

32. The Vice President (Advancement), Mr Michael Murphy, presented paper D. The College had built a strong advancement team which had significantly improved its fund-raising capabilities in recent years. The College had moved through the start-up phase, and although the College was less developed than some competitors at fundraising, it had built the necessary structures and hired the staff needed to begin to improve its performance. At the

Away Day Council would be discussing example philanthropic priorities based upon the academic strategy. The relationship between College and donor was essential, as people gave to people in areas where they trusted the people and institution and where they felt that their donations would have an impact.

33. The current fund raising was reliant on large gifts and College was still developing the pipeline of major gift prospects. A typical donation required four prospects for each gift. Council discussed what this activity looked like in the College, and at the range of Advancement staff assigned to different categories of potential donor. There were usually around ten interactions with each prospect before a donation would be made. The team was at an appropriate size for now and the Vice President was bringing in performance metrics to check that this team could achieve the objectives.
34. There was discussion about the College's ambition for philanthropic revenue. It was recognised that, although there was an alumnus giving programme and a regular pool of donors, the system was not comparable to the US where the inclusion of alumni satisfaction and participation in ranking measures had created a different culture. In the UK the relationship with students, and the experience of completing the NSS in the final year, were important. Other UK specific challenges included compliance with the GDPR. Alumni giving was an important part of the advancement culture and could be developed in the future.

## **ITEM 11– ANNUAL REPORT AND ACCOUNTS**

### **Annual Report and Accounts for the Year ended 31 July 2019 (Paper E)**

35. The Chief Financial Officer, Mr Muir Sanderson, presented the Annual Report and Accounts. It was noted that there had been some minor edits since the papers had been circulated. The nature of the report had been amended from last year to improve the quality of the communication of the analysis and data. The risk section provided more sophisticated analysis and explanation which was linked back to the strategy, and there was scope to change it further in future years. Next year there were plans to streamline the Annual Report and Account document and create other reports about College activities aimed at external audiences. Council recognised that the reports needed to consider the best way of communicating with the target audiences, and that a series of shorter reports could be more effective.
36. Some example issues which arose from the accounts included:
  - a. The success of fundraising efforts had increased the level of creditors;
  - b. A delay in a specific improvement programme, since remedied, had delayed the issuing of some student invoices, temporarily increasing debtors.
  - c. A problem across the sector this year had been volatility in results due to the accounting treatment of the USS pension deficit, and differences between the 2017

and 2018 USS valuations. The accounts reflected the 2017 valuation which led to a £140m increase in the College's pension provision. The result of the 2018 valuation is likely to lead to an £80m reduction in the provision in next year's accounts.

**Resolved:**

That the Annual Reports and Accounts for the year ended 31 July 2019, be approved.

**External Auditors' Representation Letter (Paper F)**

37. Council received the Representation Letter (Paper F).

**Resolved:**

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

**Annual Report from the Audit and Risk Committee (Paper G)**

38. Council received the Annual Report from the Audit and Risk Committee, as presented by the Committee Chair during item 8, Audit and Risk Committee Report (Paper B).

**Annual Accountability and Assurance Return for OfS (Paper H)**

39. The College Secretary, Mr John Neilson, presented the Annual Accountability and Assurance Return for OfS. The substance had been discussed at the Finance Committee as noted above. Council noted the return.

**Resolved:**

(i) That the Financial Commentary and Summary Return for OfS, as set out in Paper H, be approved.

(ii) That the Annual Accountability and Assurance Returns for OfS, as set out in Paper H, be approved.

**ITEM 12– ANNUAL SUBMISSIONS TO THE OFFICE FOR STUDENTS**

**Annual Report on Educational Quality (Paper I)**

40. Council received the Annual Report on Educational Quality, which was presented by the Provost. The report is not required to be submitted to the OfS, but it is a means to enable Council to assure itself that the College is meeting the OfS registration conditions. The report had been discussed and endorsed by Senate and its Quality Assurance and Enhancement Committee, and had been informed by internal audits, NSS scores, the Postgraduate Taught

Experience Survey and input from external examiners. Mr Jeremy Sanders had met with the Provost and other members of staff involved in Quality Assurance to discuss the detail of the report.

41. Council discussed the report, noting that by some measures, including recruiting, assessment and attainment, the College was performing well, whereas improvement was needed in others, especially student satisfaction.
42. The College's poor position in the NSS score rankings was discussed. It was noted that the College had set up the action committee to identify and implement a set of actions designed to materially and permanently improve student satisfaction. The set of actions taken last year were now being highlighted so as to inform students for the upcoming survey. Since NSS is completed on exit, Council members suggested that pulse surveys or feedback during the year could be useful tools to indicate progress.
43. The President of the Imperial College Union, Mr Abhijay Sood, explained that the NSS also included questions about the union and those scores had also declined. The Union carried out internal surveys throughout a student's time at Imperial, and they planned to change some questions to be more closely aligned to those on the NSS, in order to identify areas that needed improvement.

**Resolution:**

That the Annual Quality Assurance Report for Education Programmes 2018-19, as set out in Paper I, be approved.

**Annual Prevent Return (Paper J)**

44. The College Secretary presented the report of College activities relating to this statutory requirement. The legislation required universities to prevent vulnerable people from undertaking terrorism. The College had trained a significant number of staff, usually as part of wider welfare training programmes.

**Resolved:**

- (i) That the Prevent Annual Accountability Statement and Data Return, as set out in Annexes 1 and 2 to Paper J, be approved for submission to OFS.
- (ii) That the Chair be authorised on behalf of the Council to sign off the statutory declarations contained in Annex 1.

**ITEM 13– ENDOWMENT STRATEGY UPDATE AND ANNUAL REPORT (PAPER K)**

45. The Chair welcomed the Chair of the Endowment Board, Mr Nick Moakes, to the meeting. Mr Moakes presented the Annual Endowment Report. He explained that the Endowment had started as a mixed collection of assets, which now had more structure. In 2013 the equity had been part outsourced, and then the more strategic parts of the Endowment had been handed back to the College. More recently the remaining portfolio had been unitised with coherent investment objectives.
46. All parts of the Endowment portfolio now had a clear evaluation process. The holding in the IP Group was the least liquid, and Council had discussed the strategic management of that asset. The annual report had explained that the IP Group had completed its acquisition of the shares in Touchstone Innovations Plc. The Endowment would put its holding of IP Group shares into the unitised scheme at the end of January, to have all assets in one place, unless there was a major event that would make that inappropriate. At that point all unit holders will have exposure to the entire scheme, and the Board would be comfortable that the assets were structured as they would wish.
47. The property portfolio remained a work in progress.
48. Table 1 in the annual report would be less complex in future, once the structure had been unitised. The distribution rate for unit holders had been ahead of the rate of inflation.
49. The Chair of Council thanked Mr Moakes warmly, as this was his last report to Council.

#### **ITEM 14– INVESTMENT REVIEW (PAPER L)**

50. The President of Imperial College Union presented this paper, which had been discussed with the Provost and Chief Financial Officer in advance of the meeting. Ethical investment had repeatedly featured in sabbatical officer manifestos and had been discussed in Student Council meetings. Although past conversations had not been constructive, now was a good time to revisit the matter. The composition of the review group had been discussed by the Presidents' Board, and the President tabled a response paper which outlined an alternative composition and some practical arrangements.
51. It was proposed that the review group would be established by the Presidents' Board, with the President of ICU included as a member. The group would report to the Endowment Board in February and to the Council later that month. It was noted that the role of the Endowment Board was to comment and advise; they could not decide policy on responsible investment but would implement the decision of Council.
52. Council recognised that the investment policy needed to be practical so that it could be implemented, and the performance measured within the College's governance structure. This involved recognising the limited scale of the Endowment compared to much larger

funds, as it would be challenging to implement cost-effective detailed restrictions.

53. Council agreed the proposal to establish a working group, as described in the paper from the President's Board, to review the Investment Policy.

**ITEM 15–PROPOSAL FOR THE AWARD OF HONORARY DEGREES AND THE IMPERIAL COLLEGE MEDAL (PAPER M)**

54. The President presented the nominations for the award of honorary degrees and the Imperial College medal. It had been a few years since the College's Awards Committee had been established, and there was scope to improve further. The College strived to balance the medal nominees amongst research, teaching and support staff. It was hoped that the process for next year would be kicked off in the summer with a meeting of the Presidents Board with Deans and other senior Faculty staff to encourage all Faculties to contribute and put forward the best people.

**Resolved:**

That the nominations for the conferment of Honorary Degrees and for the award of the Imperial College Medal, as set out in Paper M, be approved

**ITEM 16– IMPERIAL COLLEGE UNION ANNUAL REPORT (PAPER N)**

55. Paper N was received for information.

**ITEM 17– CHANGES TO THE IMPERIAL COLLEGE UNION CONSTITUTION (PAPER O)**

56. The President of the Imperial College Union presented the paper.

**Resolved:**

That the amendments to the Imperial Union Constitution to add an additional appointed External Trustee be approved for submission to the Charity Commission.

**ITEM 18– RESEARCH INTEGRITY ANNUAL REPORT (PAPER P)**

57. Paper P was received for information.

**ITEM 19– COLLEGE ORDINANCES REVISION TO STUDENT DISCIPLINE ORDINANCE (PAPER Q)**

58. Paper Q was received.

**Resolved:**

That the revised Ordinance E2: Student Disciplinary Procedure be approved.

**ITEM 20– HARLINGTON TRUST ANNUAL REPORT (PAPER R)**

59. Paper R was received for information.

**ITEM 21– STATEMENT ON MODERN SLAVERY 2019 (PAPER S)**

60. Paper S was received.

**Resolved:**

That the 2018-19 Statement on Modern Slavery, as set out in the Appendix to Paper S, be approved.

**ITEM 22– STAFF MATTERS (PAPER T)**

61. Paper T was received for information.

**ITEM 23 – MAJOR PROJECTS REPORT (PAPER U)**

62. Paper U was received for information.

**ITEM 13 – ANY OTHER BUSINESS**

63. The President drew the media and events listing documents to the attention of Council members, particularly the Spring Honours dinner on the 5<sup>th</sup> of May and the CERN tunnel tour scheduled for 23 and 24 April 2020.

64. The Chair of Council thanked Dame Alison Nimmo and Professor Tom Welton, the two outgoing members of Council, for their contributions and support.

65. On behalf of former and current Council members, the Deputy Chair, Mr John Cullen, expressed thanks to the outgoing Chair of Council, Sir Philip Dilley, for his leadership over the past eight years.

**NEXT MEETING**

66. The Chair reminded members that the next meeting would be held at 5.30 pm on Thursday 13 February, at Kew Gardens.

Meeting closed at 12:55.