

## **MINUTES OF THE PROCEEDINGS OF THE**

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

Held on 15 July 2022, at 9.30 am, in the Sir Michael Uren Building, W12 0BZ

#### **Present**

Mr J. Allan (Chair), Professor Sir L. Borysiewicz, Professor N. Brandon, Mr T. Courtauld, Professor R. Craster, Professor A. Gast (President), Dr L. James, Sir R. Kalifa, Mr D. Khanna, Dr. T. Lawrence, Dr M. Meaney, Sir Jonathan Michael, Professor J. Sanders, Mr S. Saxena, Professor F. Veloso, Professor I. Walmsley (Provost), and Ms. G. Brankin (College Secretary).

#### **In attendance**

Mr D. Allen, Dr M. Edwards (item 4.3), Mr R. Feasey, Ms R. Knight (Assistant Secretary), Mr P. Manning (item 4.2), Professor R. Martinez-Bottas (item 5.1), Ms A. Wolthuizen, and Ms H. Wong.

#### **WELCOME AND APOLOGIES**

1. The Chair welcomed all attendees, particularly Ms H. Wong, the ICU President-elect. Apologies were received from Mr J. Cullen, Mr R. Lewis, Professor J. Mestel, Ms S. Murray, Dr M. Safa, Professor J. Weber and Mr C. Williams.

#### **MINUTES AND MATTERS ARISING**

2. The Minutes from the meeting held on 13 May 2022 were approved.

#### **Resolved:**

**That the Minutes of the meeting of the Council, held on 13 May 2022, be approved.**

3. There were no matters arising.

#### **CHAIR, PRESIDENT AND PROVOST REPORTS**

##### **Chair's Report**

4. Since the last meeting the Chair had met Mr G. Clark, the Chair of the House of Commons Science and Technology Select Committee.

5. The Chair provided a brief update on the governance effectiveness review. A small steering group had been formed. As part of the review the Council meeting was being observed by Mr David Allen, a Halpin consultant.
6. The Nominations Committee had considered two appointments, which were presented to Council.

**Resolved:**

**That**

- a) **Sir Jonathan Michael be appointed to Council for a second consecutive term until 31 December 2023; and**
- b) **Mr James Seppala be appointed as an external member of Endowment Board with immediate effect until 31 July 2026.**

**President's Report (Paper 2.2)**

7. The following was highlighted from the paper:
  - a. A number of staff had recently received national honours;
  - b. A summary of the political developments since the last meeting, including the appointment of a new minister for Education;
  - c. Since the last Council meeting the College had been very engaged with parliament and had hosted a number of government ministers and delegations from the UK and abroad. Of particular note was the Imperial Global Science Policy Forum Event, which celebrated the College's links with India;
  - d. The likelihood that the UK would remain associated with Horizon Europe was low. It was expected that Plan B alternatives would be published in the coming weeks, ahead of an announcement in the autumn;
  - e. The Advancement Division had raised £50 million in new gifts and pledges as of June, which was projected to rise to £60 million by the end of the financial year.
8. In discussion it was noted that in June the College had received the letter from the Education Minister regarding participation in the Race Equality Charter. The Council had discussed the College's participation in the scheme at a previous meeting. The

letter raised concerns across the sector, which had been communicated to the Minister.

### **Provost's Report (Paper 2.3)**

9. Council noted the appointment of Professor Mary Ryan as Vice Provost (Research and Enterprise) for a 5-year term. Professor Emma McCoy, Vice Provost (Education and Student Experience) would leave the College for LSE in October, and Council noted thanks to the exceptional contributions she had made to the College's educational success through the Covid pandemic and improving the student experience. There was a discussion about the strategy to retain and motivate talent, particularly female and European academic staff.
10. The following was noted from the paper:
  - a. The academic strategic initiatives were on track, and the Teaching and Learning strategy was currently being refreshed with a view to implementing the revised strategy in the next academic year;
  - b. There had been negotiations with the joint trade unions (JTU) regarding the total reward package, which was weighted towards the lower pay grades. The JTU members rejected the College offer, which would now be implemented as offered;
  - c. The Provost's Visiting Professor Programme, which aimed to improve the diversity of academic staff by identifying leading academics from under-represented groups, had appointed four very high calibre individuals.
  - d. The formation of a working group to manage and work to resolve continuing issues with student visas under the Academic Technology and Approval Scheme (ATAS).
11. In addition, Council noted that the NSS survey results were very positive; the College had been positioned in the upper quartile for two consecutive years. Whilst there had been some outstanding results there were areas to examine and improve.

## **REPORTS FROM COMMITTEE CHAIRS**

### **Property Committee**

12. The Committee had discussed White City development and undergraduate accommodation. They had received a presentation on partnering and co-location models for White City and continued to focus on the four areas discussed at the February away day. In relation to accommodation, the Committee had supported the decision to dispose of Pembridge Gardens, which was a legacy property that required maintenance and did not meet the aim of providing purpose designed and modern spaces as set out in the first-year accommodation strategy.

### **Audit and Risk Committee**

13. The College Secretary and General Counsel provided an oral report on behalf of the Committee Chair. At its meeting on 7 July 2022 the Committee had:
  - a. Approved the External Audit Strategy for year end, noting there were no significant changes in approach from the previous year;
  - b. Approved the Internal Audit Plan to December 2022, and would confirm the provision plan to July 2023 at the November meeting;
  - c. Received and discussed the annual Health and Safety Report, noting the significant improvement in engagement with services and training, and the increase priority and visibility of mental health support;
  - d. Received the regular risk updates, including cybersecurity incidents and noting the improved completion rates for mandatory staff training, which formed part of the risk mitigation for core compliance topics.

### **Finance Committee (Paper 3.3)**

14. The Acting Chief Financial Officer presented the report on behalf of the Committee Chair. He noted that the budget had been the main topic at the meeting on 27 June 2022. There had been some shared papers with the Property Committee regarding undergraduate accommodation, and the disposal of Pembridge Gardens had been approved.

## **MATTERS FOR DECISION**

### **2022-23 Capital Plan and Budget (Paper 4.1)**

15. Council received a presentation which set out:
  - a. The proposed operating budget for 2022/23, set in the context of previous performance and projected income, expenditure, cashflow and FTEs;
  - b. Potential and expected downside risks and upside opportunities;
  - c. The capital budget for the next three years, incorporating committed expenditure.
16. There was a discussion, and the following was noted:
  - a. The impact of the USS pension provision, inflation, and energy price increases;
  - b. The need to invest in staff to alleviate workload pressures, to support the student experience, to move forward with diversifying the student body and to maintain a sustainable staff- student ratio;
  - c. The scale of ambition and investment to improve longer term operating models, such as rationalising the number of CRM systems and the need to invest to achieve sustainability targets;
  - d. The need to periodically review the budget, and to collaborate intelligently between academic departments and professional services to respond to the upcoming financial challenges and volatility that is prevalent in the sector and beyond.
  - e. Finance Committee papers were available to all Council members on Diligent, and that members could attend Finance Committee meetings remotely by conversation with the Chair of the Committee and notifying Central Secretariat.

### **Resolved:**

**That the 2022-23 Operating Budget and Capital Plan be approved.**

### **Annual Risk Review (Paper 4.2)**

17. Council received a presentation which set out:
  - a. The risk framework, risk cycle and the approach to the assessment of risk;

- b. The outcome of the annual risk review, including changes to the principal risks, their mitigation and controls as agreed by the President's Board and endorsed by the Audit and Risk Committee.
- 18. In discussion, the Council explored the principal risks, particularly cybersecurity and the associated business continuity and recovery objectives. It was agreed the Council should have a focused discussion item on the scale of the cybersecurity risk. It was noted that the Audit and Risk Committee had observed that whilst sustainability was embedded in a number of principal risks, there would be benefits to setting it out as a separate principal risk.

**ACTION: The Audit and Risk Committee to discuss sustainability, and to ensure that the risks and opportunities were captured appropriately as a Principal Risk.**

**Resolved:**

**That the Annual Risk Review and the updates to the Principal Risk Register be approved.**

**Access and Participation Plan 2022-23 variation request (Paper 4.3)**

- 19. The following was noted from the paper:
  - a. That the OfS had adopted a broader approach to widening participation that enabled the College to showcase actions it was taking;
  - b. The approach to each of the four new priorities, including the decision to exclude activities that were being explored for reasons other than widening participation that would also address the priorities.
- 20. In discussion, that there was a need to develop the learning system which embedded the evaluation of activities and the impact they had had. Successful initiatives should be rolled out to other areas of College, whilst others should end.

**Resolved:**

**That the approach to the Access and Participation plan variation be endorsed.**

**MAJOR DISCUSSION ITEM**

**Partnerships Principles (Paper 5.1)**

- 21. Council received a presentation which set out:

- a. The background and context to the work of the Partnerships Working Group and the purpose of the guiding principles set out in the paper;
  - b. How the principles would be applied, noting the need for transparency and consistency to reduce risk and avoid adding bureaucracy to activities which were paramount to the College's mission;
  - c. The objectives and priorities for the implementation, including a single oversight body to apply principles consistently, and the mapping of existing partnerships to understand the base position and provide a starting point for the strategy of a balanced portfolio.
22. In discussion, the scale of the task was recognised. The approach would need to be risk based, starting with the highest impact partnerships. Many partnerships originated as low-level engagement between individuals, which added complexity and underlined the need for transparency and consistency for the guiding principles to be effective. The creation of a shared database of decisions would support this and would also enable analysis of partnerships by nationality and other characteristics.

## **ANNUAL REPORT**

### **Imperial College Union (Paper 6.1)**

23. Council received the proposed constitutional changes set out in the paper, which had been recommended by the ICU Trustee Board.

### **Resolved:**

**That section H.4 of the ICU Constitution be removed with effect from 1 August 2022.**

24. Dr Lloyd James reflected on the successful transformation undergone by the Union, and the projects that had been delivered positive changes for the student community. He felt that the relationship between the Union and the College was very strong and productive, whilst highlighting some areas for improvement.
25. Council noted thanks to Dr James for his contributions to Council and to College more broadly.

## **STARRED ITEMS FOR NOTING AND FORMAL APPROVAL**

26. Council received the starred items and noted the Health and Safety Annual Report (Paper 7.1), Dates of Future Council meetings (Paper 7.2), Staff Matters (Paper 7.3) and the Major Projects Report (Paper 7.4).

**Resolved:**

**That the dates of future Council Meetings be approved.**

**ANY OTHER BUSINESS**

27. There was none.

**THANKS TO CHAIR AND COUNCIL**

28. Professor Alice Gast reflected on College governance during her time as President. She noted the strong relationship between Council and the executive and the open and candid dialogue. She expressed her thanks that these had been improved by the introduction of the annual strategy away day and the opportunities for members to meet academic staff in departments.

**THANKS TO PRESIDENT**

29. The Chair thanked Professor Gast for her contributions to Council and her leadership. He noted that the Council had held a farewell dinner the evening before, where they had reflected on Professor Gast's achievements during her term as President.

The meeting closed at 1pm