

## **MINUTES OF THE PROCEEDINGS**

**at the fifty-sixth Meeting of the**

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

The fifty-sixth Meeting of the Council was held in the Boardroom, Commonwealth Building, Hammersmith Hospital Campus, Du Cane Road, London W12 0NN, at 10:00 a.m. on Friday 18<sup>th</sup> May 2018, when there were present:

Sir Philip Dilley (Chair), Professor N. Brandon, Mr. C. Brinsmead, Ms. A. Compton (except for Item 18), Mr. I. Conn, Mr. J. Cullen, Professor S. Eisenbach, Professor A. Gast (President) (except for Item 18), Ms. S. Murray, Ms. A. Nimmo (except for Item 7), Dr. M. Safa, Professor J. Sanders, Professor J. Stirling (Provost), Professor F. Veloso, Professor J. Weber, Professor T. Welton, Mr. C. Williams, and Mr. J. Neilson (Clerk to the Court and Council).

#### **Apologies**

Mr. T. Courtauld, Sir Jonathan Michael and Mr. M. Sanderson.

#### **In attendance**

Mr. A. Lawrence (Director of Finance, except for Item 18), Mrs. S. Waterbury (Vice President, Advancement, for items 8 to 10), Professor N. Jennings (Vice Provost, Research and Enterprise, for items 8 to 10), Dr. S. Hepworth (Director of Enterprise, for items 8 to 10), and Mr. J. Hancock (Assistant Clerk to the Court and Council).

#### **WELCOME**

The Chair welcomed Mr. Tony Lawrence, the Director of Finance, to his first Council meeting. Mr. Lawrence was attending in the absence of the Chief Financial Officer, Mr. Muir Sanderson, who was still recovering from his cycling accident.

#### **ITEM 1 – MINUTES**

##### **Council – 22<sup>nd</sup> February 2018**

1. The Minutes of the fifty-fifth meeting of the Council, held on Thursday 22<sup>nd</sup> February 2018, were taken as read, confirmed and signed.

**ITEM 2 – CHAIR’S REPORT**

2. The Chair congratulated Professor Jonathan Weber on his appointment as Dean of the Faculty of Medicine. Noting that several items to be discussed at this meeting were commercially sensitive and confidential, the Chair reminded members of the conditions of confidentiality for Council business, as set out in Ordinance A5 of the College’s constitution. In particular, he said material which was commercially sensitive or confidential, for example related to negotiations with third parties and personal appointments, should remain confidential unless and until indicated otherwise. While Council members could discuss items of Council business with others in a general way and on a confidential basis, the Chair suggested that such general discussions were conducted orally, and that documents or opinions should not be circulated on email or through social media. It was important that all members of Council could be confident that discussions and opinions remained confidential amongst the members, if they were to continue to have candid and honest discussions with each other.
3. The Chair also advised members that, in order to be registered as an HEI with the power to award degrees, the College had been required at relatively short notice to submit a detailed registration application to the new Office for Students (OfS) by 30<sup>th</sup> April 2018. The submissions had included an application form, an access and participation plan, self-assessments on governance and management and compliance with consumer protection law, and a student protection plan. He had approved the submissions by Chair’s action on behalf of the Council so that they could be submitted to the OfS by the due date.
4. Closing his report, the Chair advised that the Nominations Committee had met on 17<sup>th</sup> May, and had agreed to recommend that Sara Murray be appointed as a member of the White City Syndicate.

**Resolved:**

**That Sara Murray be appointed as a member of the White City Syndicate with immediate effect.**

**ITEM 3 – PRESIDENT’S REPORT**

5. Opening her report, the President, Alice Gast, said that the Imperial Festival held on 28<sup>th</sup> and 29<sup>th</sup> April had once again been a great success, with large numbers of visitors on each day. She reminded members that, at the 1851 Commission’s behest, the Festival in 2019 would involve all of the Exhibition Road bodies, including the College, the Science Museum and the other museums. The recent Spring Honours Dinner held at the Institute of Directors on the

eve of the Postgraduate Awards Ceremonies had also been successful. The involvement of friends and donors of each Faculty in the Dinner had worked particularly well, and would be replicated for future Honours Dinners.

6. The President had also recently been invited to deliver the fourth annual ARROWS (Advance, Recruit, Retain, and Organize Women in STEM) lecture at Boston University. She was also involved in continuing discussions with important donors, and the President reminded members of the forthcoming launch on 7<sup>th</sup> June of the College's fundraising campaign for the School of Public Health.
7. The President drew members' attention to two of the 'for information' papers that had been provided for this meeting. She asked for members' feedback on the outcomes of the Away Day held in February, and also highlighted the report on UK Research and Innovation and the Government's Industrial Strategy Challenge Fund (ISCF). Imperial College had been successful in applying for funds from the first wave of ISCF funding, despite the very tight deadlines for applications, and she asked Council to provide their ideas on potential collaborative partners in the upcoming waves.
8. With regard to the Grand Challenges identified in the Government's Industrial Strategy, it was suggested that Imperial should be well placed to work on clean growth and the needs of an ageing society. The last was an area that also aligned with the School of Public Health's priorities, and its capabilities in this area would be further enhanced when it moved to the White City Campus and was able to collaborate more effectively with bioengineers located in the Michael Uren Biomedical Engineering Research Hub. The School of Public Health was also at the forefront of using technology to aid in treatments such as home-monitoring for cystic fibrosis patients.
9. In closing, the President asked the Clerk to update members on the case of a Professor who had been held on "security charges" by the Iranian authorities since mid-April. The College was in contact with the Foreign and Commonwealth Office and the Professor's family and colleagues.

#### **ITEM 4 – PROVOST'S REPORT**

10. Opening his report the Provost, James Stirling, commented on the detailed registration application which the College had submitted to the new HE regulator, the Office for Students (OfS) on 30<sup>th</sup> April. He reminded members that this represented a significant change to the UK HE regulatory environment. The new OfS had indicated that it would take a much tougher line with institutions on compliance than HEFCE had, and would have a renewed focus on the student experience and on diversity. Most of the five substantive elements to the submission – Access and Participation, Quality and Standards, Consumer Protection,

Financial Stability, Good Governance – were focused on students. Furthermore the application of consumer protection law to universities, and the OfS's access and participation requirements, presented particular challenges for the sector. While it was highly unlikely that the College would not achieve Registration, he suggested additional institutional effort would be required in these two areas to bring the College's processes and outcomes more in line with the new regulator's expectations. For example, if the College was unable to run a particular course or module it had previously offered to students, there was now an expectation that students would be compensated for this. It was therefore important that the College was very clear in what promises or offers were made to students, particularly in regard to the availability of particular course options. It was expected that the OfS would confirm its decision on registration before the beginning of the autumn term.

11. The Provost noted that the timescales for producing all of this documentation for the OfS had been very tight, and he thanked the Director of Strategic Planning, Dr Malcolm Edwards, and his team, and the College Secretary and his team, for preparing the College's submissions at such short notice. The Imperial College Union had also contributed to the College's submissions, and had sent a letter to the OfS supporting the College's approach to student access and participation, as well as student protection. On this latter point, the Provost suggested that the College's Widening Participation Strategy should be presented to the Council at a future meeting.
12. Turning to the ongoing dispute in relation to the USS Pension Scheme, the Provost directed members to the update on recent developments provided in the papers, a copy of which had first been discussed by the Audit and Risk Committee. He reported that, since that paper had been produced, the constitution of the Joint Expert Panel to review the current USS valuation had been agreed. It was important that the Panel be given sufficient time to arrive at an independent and considered conclusion, and the College had written to the Chair of the USS Board of Trustees making this point. The College was also continuing with its own internal initiatives, commenced in response to the pensions dispute. The most substantial of these was a wide-ranging review of the overall approach to pay and benefits for staff, with a particular focus on which sectors of the community should be prioritised in pay awards over the coming years. The College also intended to be more transparent about how and why pay awards are made at the level they are, including providing more data and evidence to the community prior to the local pay award process, as well as providing more information about how the discretionary pay award process and the Remuneration Committee function. A Working Group – chaired by Professor Nigel Brandon – would also consider which institutions should be used for benchmarking pay, following feedback from the staff community that comparing academic salaries with Russell Group and UK institutions was no longer sufficient, given the global market in which the College operated.
13. Although industrial action had now been suspended, members asked if there was still a risk of further industrial action in future. The Provost said there was, but that this would depend

on the outcome of the Joint Expert Panel's review, and how this was received by UUK and UCU members. Consequently, in his view it was unlikely that there would be any further industrial action at least until the autumn.

14. Closing his report, the Provost reported that two members of staff – Professor Colin Prentice (Professor of Biosphere and Climate Impacts in the Department of Life Sciences) and Professor Robin Grimes (Professor of Materials Physics in the Department of Materials) – had recently been elected as Fellows of the Royal Society, and he congratulated both Professor Prentice and Professor Grimes on their election.

#### **ITEM 5 – WHITE CITY SYNDICATE REPORT**

15. The Chair of the White City Syndicate, Alison Nimmo, provided the Council with an oral report on the Syndicate's most recent meeting. She confirmed that the Masterplan for the South Campus had been submitted to Hammersmith and Fulham Council in January, as had a planning application for Scale Space, the College's joint venture with Blenheim Chalcott. It was hoped that Scale Space would be up and running by the end of 2019. The further development of the North Campus was also progressing well, and the plans for the new building for the School of Public Health were well advanced. The Syndicate had also been considering its terms of reference and membership. Now that the Masterplan had been submitted, the Syndicate would focus more on key infrastructure projects, and on building long-term relationships with potential partners in the future development of the White City Campus. Its revised terms of reference, which Ms Nimmo said would be presented to the Council at its next meeting, would reflect this new focus, and would also differentiate the Syndicate's responsibilities from those of the Finance Committee. Closing her report, Ms. Nimmo suggested that the Council should revisit the White City Campus at one of its future meetings, as the Campus had developed considerably since the Council's last visit to White City. The President agreed, and noted that it was intended that the Council meeting in November would be held at the Molecular Sciences Research Hub at White City.
16. It was suggested that a future report on the White City Campus could include key milestones through to 2019. Ms. Nimmo agreed, and said this would be brought back to the Council. Members also asked if Dame Judith Hackitt's recently published Review of Building Regulations and Fire Safety following the Grenfell Tower fire would have any effect on the College's development of the White City Campus. Ms. Nimmo said that construction work at the Campus would have to comply with any regulatory changes made as a result of the review, but the primary impact of the Grenfell Tower fire for the College had been on its outreach and community engagement work at White City, given its proximity to the Grenfell

Tower. In this regard, local community access to the Invention Rooms, and the College's other outreach activities, had been particularly well-received.

17. Members also asked about the timetable for replacing the cladding on the College's Woodward Hall of residence. It was reported that the College intended to replace this cladding in 2019, and the Council was reminded that, because of its many other fire safety features, Woodward Hall was considered to be safe; replacement of the cladding was therefore desirable, but not an immediate necessity. In relation to the Grenfell Inquiry the Council was advised that Professor David Nethercot, Emeritus Professor of Civil Engineering at the College and a former Head of Department, had been appointed as an assessor to assist the Inquiry Chair in considering technical issues relating to the design and construction of the building and its refurbishment.

#### **ITEM 6 – AUDIT & RISK COMMITTEE REPORT**

18. The Chair of the Audit & Risk Committee, John Cullen, provided members with an oral report of the Committee's last two meetings. In March the Committee had considered a number of reports from the internal auditors, as well as the annual Animal Research Report. Following a tender exercise the Audit & Risk Committee had also approved the re-appointment of PWC as the External Auditors for a period of 3 years, with the option to extend for a further two years. This timetable had been agreed to align the appointment of both Internal and External Auditors, as it was felt this would provide the Committee with a wider choice of firms for both appointments.
19. The Audit & Risk Committee's meeting in May had concentrated on risk issues. The main issues discussed were the College's pension scheme and a presentation from the Vice Provost (Research), Professor Nick Jennings, on the College's research grant success rate. Although the College attracted a considerable amount of research funding in absolute terms, its overall success rate was lower than some of its peer institutions (ie the ratio of grant applications made to awards received was lower at the College). Professor Jennings had set out some of the reasons for this, and had also explained how the College was addressing this issue. The Committee had asked Professor Jennings to provide it with an update in a year's time, and also to consider some leading indicators for success. Closing his report, Mr. Cullen noted that the Strategic Risk Register would be discussed with the Council at its meeting in September.
20. In relation to animal research, the Provost noted that the Annual Animal Research Report would be published shortly. He undertook to circulate the published report to Council members for information.

**ITEM 7 – CONDITIONAL SALE OF THE CENTRE HOUSE ESTATE, WHITE CITY (PAPER A)**

21. Before this item was discussed, Alison Nimmo declared a potential conflict of interest as a Director of the Berkeley Group, the potential purchaser of the Centre House site. Ms. Nimmo had not been provided with any of the papers in relation to this item, and left the meeting for the duration of the discussion of this item.
22. Presenting Paper A, the President reminded members that the conditional sale of the Centre House Site to St James, part of the Berkeley Group, had been agreed in November 2016. In the period since then there had been significant change in the external planning environment, with more ambitious affordable housing targets now being imposed by the GLA. Although the revised agreement provided for a lower return on the sale of the site, it was still strategic for the future development of the site and offered a considerable profit over the price the College had paid to purchase the site.
23. It was suggested that, in view of the changed circumstances, the College should now re-examine all elements of the agreement with St James, and not just the financial element. It was noted that the financial elements of the agreement were still positive for the College, and that the other key non-financial elements remained in place. On this basis, it was agreed that the Finance Committee should be given authority to review the proposals and determine whether or not it was acceptable to the College.

**Resolved:**

**That, subject to final review and approval by the Finance Committee, the terms of the Chief Financial Officer's delegated authority to proceed with the disposal of the Centre House site.**

**ITEM 8 – STRATEGY UPDATE (PAPER B)**

24. The Chair welcomed Mrs. Sarah Waterbury (Vice President, Advancement), Professor Nick Jennings (Vice Provost, Research and Enterprise) and Dr. Simon Hepworth (Director of Enterprise) to the meeting.
25. The President presented Paper B and noted that, as it was three years since the Strategy had been approved, it was timely now both to review progress against the Strategy, and to consider how it might be updated. In addition to the KPIs set out in Paper B, the President also tabled examples of key scientific breakthroughs that had been made possible by the Strategy. She also noted that the Strategy had not originally included a separate global or international component, and some additional information on the College's international developments was therefore provided. Finally, she noted that the assessments in the 'what would excellence look like' section had been updated.

26. It was noted that the College's performance in the National Student Survey (NSS) had not improved as much as had been hoped. The ICU President, Ms. Compton, said that the changes made as a result of the new learning and teaching strategy launched in 2017 were already having a positive impact on the student experience. Initial feedback on this from students was positive, particularly in relation to assessment and feedback, which had been an issue for the College in previous NSS results. These improvements would take some time to be reflected in the NSS scores, but she expected the College's score would improve in future years.
27. With regard to staffing, the Council was reminded that the staff survey results had been generally positive; staff were proud to work for the College, and the College had received several 'best employer' awards in a number of areas. However, for many academic staff, salaries and pensions remained a key area of concern. It was also suggested that all staff could be given swipe card access to the Faculty Building, to encourage greater openness and a more inclusive culture. The Provost, Professor Stirling, said that, following the recent strike over pensions, the College had launched a pay and benefits review, and had received over 300 submissions. One issue that had been raised was the cost of housing in London, and how the College could help staff with this. The Residential Tower at White City included 59 'key worker' flats which would be used to provide accommodation for early career academics, and the College also had a shared equity scheme to assist with property purchase. Members agreed that affordable accommodation for early career members of staff was a particular issue in London, and it was suggested that this could be discussed in more detail at a future Council meeting.
28. It was suggested that the College should also consider the extent to which it was on track to meet the quantifiable targets set as part of the Strategy. Where it appeared that these would not be met, it should consider whether further action was required, or if the target itself was unrealistic. For example, it was now clear that the target to receive donations from 15% of the College's alumni was unrealistic, and should be reset. Receiving 30% of College's research funding from Industry would also be better replaced with a concrete target rather than a percentage. Council suggested that new metrics and goals should build upon the current Strategy, focusing on "we will...by 2023" and "what excellence looks like by 2023". Members agreed with this, noting that the UK environment had changed considerably in the period since the current Strategy had been approved, with Brexit and other matters coming to the fore. A refreshed Strategy will need to take account of this changed environment.

#### **ITEM 9 – ADVANCEMENT REPORT (PAPER C)**

29. The Vice President (Advancement), Mrs Waterbury, introduced Paper C, and also gave the Council a presentation on Advancement, which set out in detail philanthropic revenue and



expenses since 2014, provided a number of external benchmarks, and included a consideration of additional performance measures other than the revenue generated by Advancement. She noted that effective fund-raising often required the development of long-term relationships with prospective donors, and that it was an activity that could often take years to bear fruit.

30. Members thanked Mrs. Waterbury for her presentation. Members were particularly interested in the cost per £ generated, which appeared to be in line with those at other institutions including those in the US. However, Oxford, Cambridge and the main US institutions had much larger Advancement divisions than the College's, and Mrs. Waterbury was asked whether enlarging the Department would lead to a concomitant increase in revenue. She said that the Department had grown considerably since 2014, and that it would be preferable for there now to be a period of relative stability in staffing, while growing the donor base before further growth was considered. Members also asked about legacy gifts to the College. Mrs. Waterbury said the College has increased its legacy giving programme and receives regular legacies and bequests, although, in the UK, these cannot be included as Advancement revenue until the bequest has actually been received. In many cases this would be many years after the legacy had been agreed with the donor.
31. Council welcomed the report on Advancement, and agreed that this was an important activity that should be supported. It was suggested that the presentation should also be used internally to communicate the value provided by a professional fund-raising operation. This was not just about the level of revenue generated by Advancement, but also about the additional investment in academic and other activities that it enabled.

#### **ITEM 10 – REPORT ON THE COMMERCIALISATION OF RESEARCH (PAPER D)**

32. The Vice Provost (Research and Enterprise), Professor Nick Jennings, and the Director of Enterprise, Dr. Simon Hepworth, presented Paper D, which was concerned with the College's approach to technology transfer and the support provided for innovation and entrepreneurship across the College. The Council endorsed the approach set out in the paper, and noted that further proposals regarding the College's technology transfer arrangements would be presented to the Council in due course.

#### **ITEM 11 – CONFIDENTIAL ITEM**

33. The President provided members with an update on a potential commercial opportunity that was currently under discussion. Due diligence was still being undertaken, and the matter was commercially sensitive and confidential. It was currently expected that firm proposals would be presented to the Council for consideration in July.

**ITEM 12 – UK RESEARCH AND INNOVATION AND THE INDUSTRIAL STRATEGY CHALLENGE FUND (PAPER E)**

34. Paper E was received for information.

**ITEM 13 – COUNCIL AWAY DAY – IMPERIAL COLLEGE, A GREAT PLACE TO WORK (PAPER F)**

35. Paper F was received for information.

**ITEM 14 – USS PENSIONS (PAPER G)**

36. Paper G was received for information.

**ITEM 15 - STAFF MATTERS (PAPER H)**

37. Paper H was received for information.

**ITEM 16 - MAJOR PROJECTS REPORT (PAPER I)**

38. Paper I was received for information.

**ITEM 17 - SENATE REPORT (PAPER J)**

39. Paper J was received for information.

**ITEM 18 - ANY OTHER BUSINESS – RESERVED ITEM OF BUSINESS**

40. Recorded separately.

**NEXT MEETING**

41. The Chair reminded members that the next meeting would be held on Friday 13<sup>th</sup> July 2018 in the Seminar and Learning Centre at the South Kensington Campus.