



University of London
BOARD OF TRUSTEES

Wednesday 14 July 2010
3.30 pm
Room 104, Senate House

MINUTES

PRESENT

Dame Jenny Abramsky (Chair)	Mr Maxwell Hutchinson
Mr Abdul Bhanji	Professor David Latchman
Sir Graeme Davies	Mrs Suzanne McCarthy
Ms Judith Evans	Mr Charles Perrin
Mr Steven Fogel	Professor Peter Rigby
His Honour Judge Ian Grainger	Professor Geoff Whitty
Mr Edward Hartill	Professor Rick Trainor

APOLOGIES Professor Geoffrey Crossick

IN ATTENDANCE

Mr Mazdak Alizadeh*	Mr Kim Frost
Mr Martin Burchett	Ms Janet Hoskin ⁺
Mr Richard Cryer	Mr Robert Pearce ⁺
Miss Damaris Currie	Miss Catherine Swarbrick
Ms Collette Cushion	Mr Nizam Uddin*

*present for BTMM 0916-21

⁺present for BTMM 0876-94

Minutes of the Meeting Held on 26 May 2010

0873 The Board confirmed the minutes of the meeting held on 26 May 2010.

Matters Arising

0874 The Board noted Document BT248 on matters arising.

Vice-Chancellor's Report

0875 The Board considered the Vice-Chancellor's Report (BT249) which included the list of the Vice-Chancellor's Main Activities and Meetings since 24 March 2010 (BT249A). These activities included the formal launch of the Centre for Creative Collaboration on 21 June 2010 and the Vice-Chancellor thanked those members who had attended.

Warburg Institute

- 0876 The University's Counsel, Mr Robert Pearce QC, and Ms Janet Hoskin from Pinsent Masons were present for this item.
- 0877 The Board considered a report on progress in respect of the Warburg Institute (BT250, Confidential). The report included: a letter from the Chair to the Chairman of the Warburg Institute Advisory Council dated 7 June 2010 (BT250A, Confidential) and a letter dated 17 June 2010 from the Chairman of the Warburg Institute Advisory Council to the Chair (BT250B, Confidential). Since the original dispatch of papers, an additional letter, dated 9 July 2010, had been received by the Chair from Bates Wells and Braithwaite acting for the Warburg Institute Advisory Council, and had been circulated to the Board (BT250C, Confidential).
- 0878 The Chair advised the Board that, as the latest letter (BT250C) made reference to the Board having a conflict of interests, she had asked Counsel to provide members with further advice on this issue. Counsel reminded members of the comments he had made in respect of this matter at the previous meeting (BTMM 0814-16 refer). He advised the Board that it had three separate interests:
- (i) as funder of the Warburg Institute and other activities;
 - (ii) as supplier of services to the Warburg Institute and other activities;
and
 - (iii) as Trustee of the Warburg Institute charitable trust.
- 0879 The Board had a duty to ensure these three responsibilities were discharged equitably, and funds distributed fairly. Counsel stated that, as he had advised previously, it could not be a criticism of the University that it found itself with responsibilities arising from its roles as Trustee of the University and as Trustee of the Institute, as the intentions of those who gave the Warburg chattels to the University had been that the University should be the Trustee of that gift.
- 0880 To manage the conflicting interests the Board must ensure that, when it made a decision, it was clear of the capacity in which it was making it. For example, Counsel explained that, when the Board took decisions regarding the funding of the various activities of the University, it did so as Trustee of the University and had a responsibility to ensure the claims of the Warburg Institute and the other parts of the University were considered on equal terms. Decisions taken in respect of how best to undertake the administration of the Warburg Institute in the light of the funds available to it, were taken as Trustee of the Warburg Institute.
- 0881 Counsel updated the Board on progress made since its meeting on 26 May 2010. At that meeting, a draft Scheme had been presented to the Board together with a letter dated 7 May 2010 from the Chairman of the Warburg Institute Advisory Council setting out the definitive response of the Advisory

Council on the proposed Scheme (BTMM 0811-15 refer). This letter had been accompanied by an appendix detailing researches conducted by the Institute and by a file of the documents referenced in the appendix. Following advice from Counsel that there was a need for further work to consider the response in more detail, the Board had agreed to make a final decision on whether to seek a Scheme at its meeting on 14 July 2010, to allow time for that work to be undertaken.

- 0882 Counsel advised that he had hoped to be able to provide, for this meeting, detailed advice on the merits of an application to seek a Scheme, to enable the Board to make a decision on whether such an application should be sought. Since the Board's previous meeting, Counsel had provided the University with a detailed and extensive list of further documents and information needed to gain a deeper knowledge of the University and to investigate the detailed points made by the Advisory Council. This work had proved to be considerably more time consuming than originally envisaged and Counsel expressed his gratitude to the staff of the University who had now provided him with most of the documents and information he had requested. Counsel informed members that he would require further time to analyse the information provided and to formulate additional advice to the Board. This would include preparation of the draft documentation which would form any application to make a Scheme. It would, therefore, be necessary to reschedule the Board's consideration of the matter until its October 2010 meeting.
- 0883 The Board was also advised that, since its previous meeting, Professor Peter Mack had been appointed as the next Director of the Warburg Institute. It was pointed out that, as indicated in the report, a deferral of any decision on seeking a Scheme until the Board's October 2010 meeting, would allow the new Director to become fully acquainted with the situation and to participate in internal discussions regarding future arrangements.
- 0884 Members expressed concerns regarding the delay, and enquired as to whether there was merit in convening an additional meeting of the Board to consider this matter prior to October 2010. Counsel advised that the October 2010 meeting was a more realistic target since he had considerable work to undertake in respect of various issues raised by the Advisory Council which required careful and thorough investigation. Counsel indicated that he appreciated the Board's desire to proceed as soon as possible with its consideration of the matter. However, he stressed the importance of ensuring that all relevant documentation had been fully scrutinised and taken into account in the preparation of any application for a Scheme. The Board noted Counsel's comments, and agreed to delay consideration of the matter to the October 2010 meeting. However, it further agreed that, should the documentation from Counsel be available at an earlier date than anticipated, the possibility of arranging an additional meeting in September 2010 to take the matter forward should be investigated.

BTMM 0885 to 0892 are considered exempt from disclosure in accordance with section 42 of Part II of the Freedom of Information Act 2000.

0893 The Board recalled that, at its meeting in May 2010, it had agreed to establish a small steering group to provide guidance to Counsel as required (BTMM 0816-7 refer). The Board agreed that provision for this group should be retained to provide Counsel and University officers with guidance as necessary during the summer period.

0894 **AGREED**

- (i) That a decision on the draft Scheme for the Warburg Institute should be deferred until the next meeting of the Board on 20 October 2010. However, should all the relevant documentation be available earlier, the possibility of convening a meeting in September 2010 would be explored.
- (ii) That Counsel should draft a letter based on the points listed at BTM 0889 above.
- (iii) To retain a small steering group to provide Counsel and University officers with guidance as necessary during the summer period.

0895 Mr Pearce and Ms Hoskin left the meeting at the conclusion of the item.

The Spending Challenge

0896 The Board considered Document B251, a report on recent correspondence received by the University in respect of forthcoming spending reviews and the need to effect savings. Attached to the report were: a letter from the Secretary of State at the Department for Business, Innovation and Skills and the Minister of State for Universities and Science dated 26 May 2010 (BT251A); and a letter of 24 June 2010 from the Prime Minister and Deputy Prime Minister (BT251B).

0897 The Vice-Chancellor reported that senior managers had been asked to focus on discretionary spend in their areas of responsibility. Members' attention was drawn to a table showing an analysis of planned discretionary spend by cost centre on the second page of BT251.

Finance Report

0898 The Board considered the Finance Report (BT252) which included: the Monthly Finance Report for May 2010 (BT252A); Schedules of Income and Expenditure (BT252B); the Group Balance Sheet as at the 10 months to 31 May 2010 (BT252C); and the Cash Flow Statement (BT252D). All papers were Confidential.

0899 The Director of Finance drew members' attention to the proposed budget for 2010-11, which had been revised following the Board's meeting on 26 May 2010. Members were advised that the Collegiate Council had considered the budget at its meeting on 2 July 2010, and had expressed concern regarding the size of the deficit of the University of London Institute in Paris (ULIP) in proportion to its turnover. The Director of Finance drew attention to paragraph

12 of the report which expanded upon the Collegiate Council's discussion in respect of ULIP.

0900 The Board was content with the report and the budget as presented. Members were pleased to note the details of the disposal of the Guilford Street property (see also BTMM 0924-5 below) and expressed their gratitude to the Estates and Facilities Division and Knight Frank.

0901 **AGREED**

The Board approved the 2010-11 budget for the University as detailed in Appendix BT252B.

Procurement

Catering Services Tender

0902 The Director of Finance introduced a report on the Catering Services Tender (BT253 and BT253A, both Confidential). The Board considered the report which detailed the tender process and the recommendation to the Board, and also set out the reasons for that recommendation. In response to a query, the Director of Finance confirmed that a credit reference had been received for the recommended supplier.

0903 **AGREED**

That the catering services contract should be offered to Aramark Ltd.

Facilities Management Services Tender

0904 The Board considered a report on the Facilities Management (FM) Services Tender, including a report for the Board (BT254A, Confidential) and a Review of FM Services Briefing Report considered by the Senior Management Team (SMT) on 16 March 2010 (BT254B, Confidential).

0905 The Director of Finance reported that, as indicated in the report, it was presently anticipated that the recommendation of the internal tender selection panel would be for the preferred supplier to provide a 'fully bundled' Total FM solution and that the annual value of the contract would be between £6M and £7M.

0906 The Director of Finance advised the Board that, should the contract be taken forward in this manner, a group of University staff (principally the building services group and audio visual team) would transfer their employment to the preferred supplier under TUPE (Transfer of Undertakings [Protection of Employment] Regulations 1981). The Board was informed that, before a final recommendation was reached, the University wished to give the affected staff the opportunity to make representations to the tender selection panel.

0907 The Director of Finance reported that the UNISON staff representative had written to the Vice-Chancellor and the Chair of the Board requesting a meeting and the Director of Human Resources was setting up a meeting between the representatives of the staff affected and the tender selection

panel. The tender selection panel's recommendation would, therefore, fully reflect the views of the affected staff and any proposals that they made.

- 0908 The Director of Finance highlighted the recommendation in the report that the Board establish a sub-group, consisting of the Chair, the Vice-Chancellor and one other member of the Board, to consider any recommendation from the internal tender selection panel and give delegated authority to the sub-group to approve that recommendation. The Board was asked to give authority to officers, in the event that a single supplier was approved by the sub-group, to enter negotiations with that supplier to finalise the contract ready for signature by 13 September 2010 within the parameters set out in paragraph 11 of BT254A.
- 0909 It was noted that, during their recent visit to the Estates and Facilities Division, members of the Board had met some of the affected staff who had made clear their concerns about the options under consideration.
- 0910 The Review of FM Services Briefing Report (BT254B) stated that the risks associated with the project were generally low. It was suggested that the risk level should be raised to medium, and that the risks would need to be carefully monitored and appropriate controls be put in place to ensure problems did not arise. The Director of Finance agreed to raise these points with the contract manager.
- 0911 **AGREED**
- (i) To establish a sub-group, consisting of the Chair, the Vice-Chancellor and Mr Edward Hartill, to consider any recommendation from the internal tender selection panel, and to give delegated authority to the sub-group to approve that recommendation.
 - (ii) To give authority to officers, in the event that a single supplier was approved by the sub-group, to enter negotiations with that supplier to finalise the contract ready for signature by 13 September 2010 within the parameters set out in paragraph 11 of BT254A.
 - (iii) That the Director of Finance would advise the contracts manager of the Board's comments regarding the risks associated with the project, including that these risks merited a 'medium' rating.

Business Change Programme

- 0912 The Board considered Document BT255, a progress report on the Business Change Programme (BCP). Members commented that good progress had been made since the report to the Board's previous meeting (BTMM 0842-3 refer). It was noted that a report on the first year of the BCP would be presented to the Board in the autumn term.

Strategic Risk Register

- 0913 The Board received a report on the Strategic Risk Register (BT256) including, at Appendix BT256A, the Strategic Risk Register July 2010 for members'

consideration. It was noted that the Strategic Risk Register reflected a detailed review of the risks faced by the University based on an assessment conducted by the SMT in relation to the University's Strategic Plan 2009-14. The Secretary, in her capacity as Chair of the Risk Management Steering Group (RMSG) reported that many areas of the Strategic Risk Register had required only minimal amendment following the recent review, which suggested that the twice-yearly reviews undertaken by the RMSG were effective. As part of the review, detailed consideration had been given to the relationship between Divisional risks and the strategic risks of the University.

0914 The Chair of the Audit and Risk Committee was asked for her views, and suggested that both senior management and the Committee were working well in respect of risk management.

0915 **AGREED**
To approve the Strategic Risk Register.

University of London Union (ULU) Constitution

0916 The President of ULU, Mr Nizam Uddin, and the Vice-President of ULU, Mr Mazdak Alizadeh, joined the meeting for this item.

0917 The Board considered Document BT257, a report on the proposed new ULU Constitution, incorporating: a note from the President and Vice-President of ULU (BT257A); proposed amendments to be presented to the ULU Senate (BT257B); and the proposed ULU Constitution (BT257C).

0918 The President of ULU introduced the item. The Board was reminded that, at its meeting on 26 May 2010, the Board had approved the proposed ULU Constitution in principle, subject to several amendments which were to be presented to the Board for approval at its meeting on 14 July 2010 (BTMM 0850-60 refer).

0919 The President of ULU advised that, in the light of the Board's comments at its May 2010 meeting, a number of amendments had been prepared for submission to the ULU Senate for approval (Appendix BT257B). Unfortunately, however, the meeting of the ULU Senate had been inquorate.

0920 The President of ULU stated that he and the Vice-President of ULU were due to finish their term of office at the end of July 2010 and were keen to ensure stability during the forthcoming transitional period. As a result, they were requesting that the Board approve the proposed ULU Constitution at Appendix BT257C on the understanding that the amendments at BT257B would be resubmitted to the ULU Senate for approval in the autumn term 2010. The President of ULU advised the Board that the approval of the Constitution would enable ULU to take forward its registration with the Charity Commission.

0921 **AGREED**

The Board approved the proposed ULU Constitution at Appendix BT257C on the understanding that the amendments at Appendix BT257B would be submitted to the ULU Senate for approval in the autumn term 2010.

0922 The President and Vice-President of ULU left the meeting at the conclusion of the item.

Estates Matters

0923 The Director of Estates and Facilities introduced his report on a number of estates-related matters (BT258, Confidential).

Guilford Street

0924 At its meeting on 26 May 2010, the Board of Trustees had delegated joint authority to the Chair, the Vice-Chancellor and one independent member of the Board to approve the disposal of the University's Guilford Street property in the event that a recommendation needed to be agreed before the July 2010 meeting (BTM 0862 refers). Consequently, a small sub-group had met on 7 June 2010 to consider the matter. Documentation provided for the meeting was attached for the Board's information (BT258A, Confidential). As detailed in the report, the sub-group had agreed the disposal of the property to Great Ormond Street Hospital Children's Charity (GOSHCC).

0925 The Director of Estates and Facilities drew the Board's attention to information in his report relating to the disused below-ground public lavatories immediately adjacent to the Guilford Street property. The Board agreed that, as recommended in the report, the transaction for the lavatories should take place separately, so as not to delay the sale of the rest of the site.

Other Matters

0926 The Board noted the University's approach with regard to the Carbon Reduction Commitment. A report on the University's carbon management plan would be presented to members in due course.

0927 Members considered and approved a number of leases as proposed in the report. They also noted the update on the matter of the Bedford Estate Covenants.

0928 **AGREED**

- (i) That the transaction with GOSHCC for the disused public lavatories adjacent to the Guilford Street property should take place separately, so as not to delay the sale of the rest of the site.
- (ii) To approve leases, as detailed in paragraphs 10 and 11 of BT258, for the second floor of 18 and 20 Gower Street and for Rooms 26, 26A and 27 Senate House.

External System Change of Name

- 0929 The Board considered a report (BT259) on changes to the University's governance arrangements to accommodate the change of name of the External System, and on implementation of the new name in 2010-11.
- 0930 The report detailed the new names of the formal committees of the External System. The Vice-Chancellor reported that the External System Academic Committee would become the 'International Academy Academic Committee', rather than the 'International Programmes Academic Committee' which was stated in the report. This was due to the fact that the Central Academic Body defined in the Ordinances would be the 'International Academy'.
- 0931 **AGREED**
To delegate authority to the Vice-Chancellor to approve any such changes as were necessary to the University's Ordinances to reflect the change of name of the External System.

Update on Human Resources Strategy

- 0932 The Board considered Document BT260 (and BT260A) which provided a six-monthly update on the Human Resources Strategy 2009-10. Members of the Board had recently visited the Human Resources Division, and it was suggested that, in view of the relatively small size of the Division, the progress achieved in respect of the Human Resources Strategy was commendable. The Director of Human Resources advised that the Human Resources Strategy for 2010-11 would be presented to the Board at its meeting on 20 October 2010.

The University Marine Biological Station Millport (UMBSM)

- 0933 The Vice-Chancellor introduced Document BT261 (Confidential) on progress made to secure funding for the development of the UMBSM. The final report by Jura Consultants on the options for the future of the UMBSM was attached at Appendix BT261A (Confidential).
- 0934 The Vice-Chancellor updated members on several meetings which had taken place with a view to identifying sources of external capital. A meeting with the Wellcome Trust had been held on 2 July 2010. However, unfortunately, the Trust was unable to assist due to the specific wording of its mission. More positive discussions had taken place at a meeting with the Wolfson Foundation on 7 July 2010. The Vice-Chancellor had also continued dialogue with the Higher Education Funding Council for England (HEFCE) and had engaged in a constructive discussion with the Chief Executive of the Scottish Funding Council.

Reappointment of External Auditors

- 0935 The Board considered a report on the appointment of the external auditors (BT262, Confidential).

0936 **AGREED**

To reappoint Deloitte LLP as the University's External Auditors and to approve the proposed fee as detailed in Document BT262.

Endowments

0937 Members considered a report on the use of endowments (BT263). The Director of Finance reported that the issues raised in the report related to a recommendation in Deloitte LLP's management letter of 30 November 2009.

0938 **AGREED**

The Board approved a standing authority in respect of the use of endowments as set out in paragraph 3 of Document BT263.

Appointment of the Deputy Chair of the Board of Trustees

0939 The Board agreed that Mr Abdul Bhanji should be reappointed as Deputy Chair for the 2010-11 session.

0940 **AGREED**

That Mr Abdul Bhanji should be reappointed as Deputy Chair of the Board of Trustees for the 2010-11 session.

Membership of Committees

0941 Document BT264 set out proposals for memberships of a number of committees of the Board.

0942 **AGREED**

The Board approved the appointments to Committees as set out in Document BT264, and authorised the Vice-Chancellor to approve, at the appropriate time, the outstanding appointments to the Remuneration Committee and the Safety Committee.

HEFCE Financial Memorandum

0943 The Board received and noted a report on the revision of the HEFCE Financial Memorandum. A copy of the draft Model Financial Memorandum was attached at Appendix BT265A.

Senate House Project

0944 The Board noted a report from the Director of Special Projects providing an update on current progress in respect of the Senate House Project (BT266, Confidential).

Information Systems (IS), Information Technology (IT) and Communication Strategy

0945 The Board noted Document BT267 on the outcome of the Review of IS, IT and Communications Strategy. Attached to the report was a summary prepared for University staff on the outcome of the review (BT267A).

Academic Promotions and Titles Committee 2009-10

0946 Document BT268 reported on business transacted by the Academic Promotions and Titles Committee during 2009-10. The terms of reference and constitution of the Committee were at Appendix BT268A. A list of promotions and conferments of title agreed at the Committee's meeting on 9 June 2010 was available on the Table¹. The Board noted the report.

Benefactions

0947 The Board noted Document BT269 on the gifts and bequests received by the University during 2009-10.

Action Taken under Delegated Authority

0948 The Board noted the action taken under delegated authority since that reported to its previous meeting on 26 May 2010, as detailed in Document BT270.

Sealings

0949 Members noted a report from the Vice-Chancellor on sealings of documents (BT271).

Queen's Birthday Honours

0950 The Board noted Document BT272 on honours bestowed in the 2010 Queen's Birthday Honours List.

Dates of Future Meetings

0951 Members noted the dates of future meetings of the Board as follows (all meetings would commence at 4.00 pm).

2010-11

Wednesday, 20 October 2010

Monday, 29 November 2010

Wednesday, 26 January 2011

Wednesday, 30 March 2011

Wednesday, 25 May 2011

Wednesday, 13 July 2011

¹ The list was attached to the signed minutes of the meeting.

2011-12

Monday, 10 October 2011

Monday, 21 November 2011

Wednesday, 25 January 2012

Wednesday, 21 March 2012

Wednesday, 23 May 2012

Wednesday, 18 July 2012

Other Business

- 0952 The Board's congratulations were extended to Professor Trainor on his receipt of an honorary knighthood in the Queen's Birthday Honours list, and to Professor Latchman on his award of a CBE.
- 0953 Members also congratulated Ms Judith Evans on her appointment as Chair of the Council of St George's, University of London, with effect from 1 October 2010. As a result, Ms Evans would cease to be a member of the Board with effect from that date. The Chair expressed her gratitude for the valuable contribution Ms Evans had made to the work of the Board.
- 0954 The Chair reported that this would also be the final meeting of the Vice-Chancellor whose term of office would end on 31 August 2010. The Chair paid tribute to the Vice-Chancellor commenting on many of the achievements since his appointment in October 2003. She highlighted, in particular: the new governance structure established in August 2008; the refurbishment and rewiring of Senate House; the decisions made on the future directions regarding the ULU Building and the Senate House Library; developments in respect of the External System; and the recent establishment of the Centre for Creative Collaboration, which in its first few months had seen expectations regarding visitors and outputs surpassed considerably.
- 0955 The Chair stated that it was to the Vice-Chancellor's great credit that, as he concluded his time as Vice-Chancellor, another institution should be seeking to join the University.
- 0956 The Chair also expressed her gratitude to Mr Perrin whose term of office on the Board would end on 31 July 2010. She remarked on the dedication shown by Mr Perrin to the University during his time not only as a member of the Board but also previously of the Council from its inception in 1994-95. The Chair commented that Mr Perrin had served the University in many ways, serving on a wide variety of committees and groups. She commented, in particular, on the highly valued contribution made by Mr Perrin to the Investments Committee during his two separate periods as Chair: from 1996 to 2005 and from 2008 to 2010.