



**UNIVERSITY
OF LONDON**

BOARD OF TRUSTEES

Extraordinary Meeting
Wednesday 10 June 2020, at 9.00 am
By conference call

MINUTES

PRESENT

The Baroness Amos of Brondesbury	Andrew Halper
Jane Andrewartha	Professor Paul Layzell
Professor Michael Arthur	Andrew Ratcliffe
Stella Beaumont	Professor Stuart Reid
Abdul Bhanji	Mark Storey
Professor Edward Byrne	Professor Wendy Thomson
Philip Clark	Rosalyn Wilton
Sir Richard Dearlove (Chair)	

APOLOGIES

Kieran Murphy	Malcolm Roberts
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IN ATTENDANCE

Dr Ghazwa Alwani-Starr (Pro Vice-Chancellor (Strategy, Planning and Partnerships) and Director of Property and Facilities Management)
Chris Cobb (Pro Vice-Chancellor (Operations) and Deputy Chief Executive)
Lizzy Conder (Director of Finance (Investment and Risk Strategy))
Damaris Currie (Central Secretariat)
Rosalind Frendo (Director of Compliance and Secretary to the Board)
Karen Kröger (Director of Finance (Planning and Operational Strategy))
John G Stewart (Director of Legal Services)

5000 Members were welcomed to the extraordinary meeting of the Board, which was taking place by conference call, in line with the provisions of Statute 9.4, and which had been called to consider:

- (i) a proposal to establish a formal Finance Committee; and
- (ii) the proposed terms of:
 - (a) a three-year £20M revolving credit facility (RCF) with National Westminster Bank plc (NatWest); and
 - (b) a three-year £25M term loan with NatWest, under the Government's Coronavirus Large Business Interruption Loan Scheme (CLBILS).

Finance Committee

Constitution and Membership

5001 The Board considered a report (BT1449) on a proposal to establish a formal Finance Committee. The Board recalled that a subgroup of the Board (comprising Kieran Murphy, Andrew Ratcliffe and Rosalyn Wilton) had been

supporting the development of the Financial Strategy and acting as an informal finance committee (BTM 4978 of the meeting on 20 May 2020 refers). It was proposed that, pending the outcome of the ongoing governance review, and as an interim measure, this group was formally established as the Finance Committee, but with amended membership, as follows:

Rosalyn Wilton (Chair);
the Vice Chancellor;
Philip Clark; and
Kieran Murphy.

- 5002 In view of Andrew Ratcliffe's role as Chair of the Audit and Risk Assurance Committee (ARAC), it was not proposed that he serve as a member of the formal Finance Committee. However, the Board supported the suggestion that the Chair of the ARAC should attend meetings of the Finance Committee where possible. It was further noted that the Chair of the Finance Committee might attend ARAC meetings as appropriate.
- 5003 The Board noted that the Nominations Committee was due to consider appointments to University committees at its meeting on 12 June 2020. It would be informed of the establishment of the Finance Committee and would consider whether it wished to recommend any additional changes to the Committee's membership.

Terms of Reference

- 5004 Members noted the draft Terms of Reference for the Finance Committee. A member of the Board made two suggestions for further consideration: (i) the possible inclusion of specific reference to the Committee's role in financial planning in respect of COVID-19; and (ii) the amendment of point 1.3.5 of the terms of reference to indicate that the Committee should make recommendations to the Board in respect of the annual budgets of any subsidiary companies. The Director of Finance (Investment and Risk Strategy) indicated that these suggestions would be considered alongside any other recommendations in relation to the Finance Committee that arose from the governance review. The Board noted the need for clear delineation of the respective responsibilities of the Finance Committee and the ARAC in respect of financial matters.
- 5005 **AGREED**
- (i) The Board approved that the Finance Committee be formally established with the constitution and terms of reference set out in Appendix BT1449A and the membership detailed above (see BTM 5001), subject to any additional recommendations from the Nominations Committee.
 - (ii) The Board approved that Annex 1 of Ordinance 6 *Delegation of Functions* be updated accordingly to include the details of the Finance Committee's constitution and terms of reference.
 - (iii) The Board agreed that the suggestions for amendments to the terms of reference (BTM 5004 above refers) be considered alongside any other

recommendations in relation to the Finance Committee that arose from the governance review.

Revolving Credit Facility and Coronavirus Large Business Interruption Loan Scheme Facility

- 5006 The Director of Finance (Planning and Operational Strategy) presented a report on the proposed facility agreements (BT1448, Confidential), including:
- (i) Draft Facility Agreement for the RCF (Appendix BT1448A, Confidential)
 - (ii) Draft CLBILS rider (Appendix BT1448B, Confidential)
 - (iii) Covenant Modelling (Appendix BT1448C, Confidential)
 - (iv) Anticipated drawdowns (Appendix BT1448D, Confidential)
 - (v) University of London Assets (Appendix BT1448E, Confidential)
 - (vi) Draft Board minute and resolution (Appendix BT1448F, Confidential)
 - (vii) Draft CLBILS Facility Agreement (Appendix BT1448G, Confidential)

BTMM 5007-12 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

- 5013 Members noted the difficulties in predicting future income from the University's student accommodation due to the current uncertainties over how many students would choose to take up offers to study in the 2020-21 academic year. More information would be available after the deadline of 18 June 2020, when students were required to accept or decline their offers. The Board noted that some higher education institutions were offering an alternative January 2021 start date for postgraduate programmes, with a view to encouraging international students who were unable to, or did not wish to, commence study in the autumn 2020 term. Where this applied to MIs, this would be taken into account in relation to their nominations for rooms in University Halls of Residence.

- 5014 Members were updated on the latest forecast for 2019-20 for UoLW. It was suggested that it would be helpful for the Board to receive, at its next meeting, a presentation on UoLW financial projections.

BTMM 5015-20 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

- 5021 Having considered the report and noting the finance group's scrutiny of the proposals and its recommendation that the Board should proceed with the facility agreements, the Board was content that the University should proceed with the proposed three-year £20M RCF with NatWest and the three-year £25M term loan with NatWest, under the CLBILS.

BTM 5022 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.