
College Council Minutes - Approved

Date	22 November 2022, 17.00
Location	Council Room, Strand Campus
Present	Lord Geidt (Chair); Nhuoc Lan Tu (Vice-Chair); Vivek Ahuja; Dr Natasha Awais-Dean; Dr Hillary Briffa; Paul Cartwright; Donna Catley; Sir Jon Coles; Michael D'Souza; Vinay Jha; Yasir Khan; Sir Ron Kerr; Steve Large; Professor Rachel Mills; Professor Kim Piper; Clare Sumner; Professor Richard Trembath.
Apologies	Paul Goswell
In attendance	Shagun Bhandari, KCLSU VP Education (Postgraduate), Standing attendee pending Privy Council decision on second student member of Council Annie Kent, CFO/Vice President (Finance), Standing attendee Simon Cruickshank, Interim Deputy VP Finance Robert Folkes, Head of Financial Accounts Professor Adam Fagan, VP (Education & Student Success) Professor 'Funmi Olonisakin, VP (International, Engagement & Service) Darren Wallis, Director of Students and Education Secretariat: Irene Birrell, College Secretary Paul Mould, Deputy College Secretary & Chief Compliance Officer Xan Kite, Director of Governance Sheronlyn Balfour, Interim Governance Manager

1 Welcome, apologies and notices

The Chair welcomed members and attendees to the meeting.

2 Declarations of Interest

No notice of conflicts of interest had been received. Members confirmed that the currently published register of interests was accurate and that there were no conflicts of interests in relation to any of the agenda items.

3 Approval of agenda

The agenda was approved, subject to the agreement that items 9.1(i) and 9.2(i) be taken together as they were both concerned with the Financial Statements before returning to the remainder of item 9.1 and that Any Other Business would be taken before staff members left the meeting for discussion of the Report of the Remuneration Committee which would become the final item of the meeting.

4 Unanimous Consent Agenda (including Minutes of the Previous Meeting) [KCC-22-11-22-04]

Item 9.2(ii), the Prevent Report would be removed from the Unanimous Consent Agenda for discussion. The remaining reports on the Unanimous Consent Agenda were taken as read and noted or approved as set out in the papers.

5 Matters Arising from the Minutes

5.1 Revisions to Guidelines for the Award of Honorary Degrees, Honorary Fellowships & Fellowships and Process for Rescinding Honours

In July, the Fellowships and Honorary Degrees Committee had proposed revisions to be made to the Award Guidelines, the key ones being: to merge the Fellowship and Honorary Fellowship into one category of award; to limit the number of honorary degrees awarded in any one year to normally five; to limit the types of honorary degrees awarded to: Doctor of Divinity - DD, Doctor of Arts & Letters - DLitt, Doctor of Laws - LLD, and Doctor of Science - DSc; to require that honorary degree nominations be endorsed by an Executive Dean or member of the Senior Executive Team; to award honorary degrees individually at regular graduation ceremonies rather than group awards at a ceremony arranged for that sole purpose.

It also proposed a process for Rescinding of Honour as there was no established process for considering these requests.

Editorial amendments had been proposed over the summer and the revised documents were now presented for approval.

Decision:

Council approved the proposed revised guidelines for the award of Honorary Degrees and Fellowships of King's College London and the proposed process for rescinding of honours.

5.2 Actions Log

Noted.

5.3 Student Success Transformation Programme

Council had considered an earlier version of this proposal in July 2022, ahead of the approval of the King's Strategy in September which had placed Student Success as the first priority. Council had agreed to a first instalment of funds being allocated in order to keep the programme planning moving forward but had asked for more detail before agreeing the full request of £13.3M. The report submitted to this meeting provided a clearer delineation of the individual projects within the programme and their rationale, timelines, cost and outcomes for the student experience. In discussion the following points were raised:

- The project was about people skills and relationships and not just about technology. It set out to build capacity, knowledge and teams for some very difficult challenges.
- KCLSU had been closely engaged in the design and the officers had been very helpful with their input and outlook.
- The project would be an endeavour for the whole institution and KCLSU would be critical to that along with links from central directorates to faculties.
- Professional Service staff resources and experience were central to the plans and critical to the success of the programme which was intended to shift processes from more transactional to more value added. There would be increased focus on on-boarding and more standardised operations for professional services across whole functions so that career progression could be recognised. Space and capacity would be created for colleagues to take advantage of opportunities.
- The current high turnover of junior professional staff was consistent with the experience of other universities across London with 1 in 3 staff leaving within 3-4 years. This should be addressed and was more likely to be successful through discussion across faculties.

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- Council welcomed the inclusion of a timetable and costs/benefits information and would receive regular reports on progress towards achievements as well as further in-depth discussions at Away Days.
 - The nominal deadline for Phase 1 was the end of 2023-24, but some of the design for Phase 2 would begin in parallel and the phases would likely cross in time.
 - Some of the incremental costs involved were external including suppliers and licensing, but some would be for internal operations and might involve buying out subject matter experts.
 - The KCLSU President emphasised the need for focus on the simplification of interactions with services for students so that conversations were coherent and staff had knowledge of a whole structure to help students navigate. The project planned to target this and to make a dramatic and significant transformation to the flow of information, building on the first iteration of the newly established student app through effective use of data managed at a central, rather than faculty, level.
 - Council heard that the importance of identifying effective programme directors was central to the plan and a pilot programme to address this was well underway led by King's Academy, but it noted that it was not visible in the key success factors or governance statements and the academic leadership and the management of this project should come together in a coherent whole.
 - It was reported that the SRO would be the VP (Education), supported by the SVP (Academic), SVP (Operations) and Executive Director of Students and Education committing significant time to this critical project.
 - A key factor would be behavioural change for individuals to be accountable for improvement across the institution and for those not currently delivering to change their practices.
 - The KCLSU President expressed concern that KCLSU had not been consulted on proposals for the partnership agreement and the estimate for the cost for student voice input and it was noted that the proposals were at concept stage and would be brought back in more detail following discussions with the KCLSU.
 - Council would like to see financial reports on savings accrued through efficiency savings as a result of the expenditure on some of the technology over time.

Decision:

Council approved the motion to establish the Student Success Transformation Programme and its associated governance and funding of £13.3m from the Strategic and Capital Investment Fund, on the understanding that it would have many opportunities for scrutiny and to gain further understanding of the mechanisms being put in place.

6 Report of the Chair

6.1 Ordinance Amendments [KCC-22-11-22-06.1]

Council considered proposed amendments to the Ordinances to align with changes to titles and roles within the senior executive, along with the addition of a task to the terms of reference of the College Education Committee recommended by the Academic Board. It was also proposed that the College Secretary be given authority to make such editorial amendments in future, reporting these to the Governance & Nominations Committee. Council noted that the current process for amending the Ordinances was quite onerous for this type of editorial amendment.

Decision:

Council **approved** the following motions:

- (i) That minor amendments be made to the composition of Council Committees reflecting changes in job titles and to the terms of reference of the College Education Committee.

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- (ii) That Ordinance B1 be amended to enable the College Secretary to make minor editorial amendments to the Ordinances, with such amendments being reported to the Governance & Nominations Committee.
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7 Report of the President & Principal

7.1 Summary Report on Key Issues [KCC-22-11-22-07.1]

The President & Principal presented his report to Council. He highlighted the following items: the success of King's staff member, Dr Syabira Yussof, in winning the Great British Bake Off; the national Times Higher Communication Award received for work on the Zoe Covid app; enrolment achievement within one percent of the prediction; the Knowledge Exchange Framework; cost of living challenges and an additional £3m allocated to support students through a series of measures and work to support staff through an employee welfare loan; industrial action; TEDI/PLuSAlliance developing plans to catch up progress which may have a financial impact in 2024-25; the strategic ten-year relationship agreement signed between King's and The Courtauld; appointments to senior executive positions; and decisions made by GSTT Charity regarding the Guy's Statue. The Charity, which is the owner of the statue, had decided to take down the hoarding around it for repair works to be undertaken and put an explanatory statement beside it. The Principal noted that King's owns the land the statue sits on but not the statue itself and was very mindful exploring all aspects of this decision and has involved the KCLSU and other relevant partners in this.

In discussion, Council raised the following points:

- A formal review of the Courtauld relationship should be undertaken at some point to determine whether the benefits were being realised. It was suggested that this should be after two years and should be a systematic process for all large projects including the PlusAlliance and Crick. It was agreed that a report on the Crick Institute would come to the next meeting of Council.
 - King's was represented by UCEA for national pay bargaining and UCEA was consulting with its members on the response to industrial action. UCEA had proposed some in-year uplift to recognise the cost of living issue rather than reopening last year's negotiations and bring the coming year's negotiations forward early. It was anticipated that a meaningful and realistic offer would be forthcoming but there could still be a gap between what employers felt was sustainable and affordable and what UCU was seeking. Pensions were nationally negotiated by UUK and King's did not believe that the 2020 valuation should be reopened but rather that the next valuation negotiations should be brought forward sooner for agreement with the UCU on the way in which any improvement in funding might be shared. King's had commissioned the Pensions Policy Institute to look at equity dimensions of the previous settlement in a very useful report that had been shared. The CFOs of the larger universities were working to coordinate responses for influence with the USS.
 - King's is also looking at the possibility of local action and is talking to the UCU. However, any such actions would be after the conclusion of the national negotiations.
 - Council noted the importance of communicating directly with staff and students, in multiple fora, with respect to action taken to assist with cost of living and investment in mental well-being.
 - The KCLSU President was co-president of the national campaign asking for hardship funding, bursaries and cheaper food options for students and Council noted the student initiatives in this area. KCLSU reported that hardship funding should be available to all students rather than individuals having to apply for one-off assistance.
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- KCLSU also noted a pressing need for free sanitary products for students, which had been in the planning stage for sometime and which it would like to be carried forward.

7.2 BRC Update [KCC-22-11-22-07.2]

The outcome of the 2021 competition for re-designation of NIHR Biomedical Research Centres had been unexpected with the Guy's and St Thomas' (GSTT) application being unsuccessful and the South London and Maudsley bid being reduced by c50% (c£41m over 5 years). King's had partnered with GSTT and SLAM in successfully establishing BRCs through three successive rounds since 2007 and the outcomes were not expected given the BRCs prior success, the joint investment that has been made into the facilities, and KCL's recent REF performance.

Council considered the background to the outcome and opportunities to develop the future of Translational Medicine at King's, in partnership with our NHS Trusts, within KHP. To date, both the SLAM and GSTT BRCs have provided clear, direct benefits to patients and to UK health outcomes and Translational Medicine remains at the core of King's Health Faculties. In discussion the following points were made:

- King's mental health BRC remained in 7th or 8th position in terms of the 20 awards in the package at £41m. Around 60 staff were employed through the BRC, the majority of whom had been retained and redeployed within KHP. Moves were being made towards a joint research management office across the university and partners in the Centre for Translational Medical Research.
- It was clear that the government was looking to see more of the NIHR funding being more geographically dispersed and to areas of the country with very considerable unmet needs. Ironically, South London itself was an area with significant unmet needs and King's would be looking at broadening its partnership opportunities.
- Broader lessons would be learnt for the application process methodology for other projects in future.

7.3 Update on TEF Process and New Criteria [KCC-22-11-22-07.3]

Council noted an update on approach being taken for the provider TEF submission 2023 to the Office for Students (OfS). The senior executive was preparing the submission which would be submitted to the OfS before the next Council meeting.

The outcomes would be based on student experience and student outcomes and the first of these would draw heavily on NSS data. King's might expect to move down from silver to bronze on the basis of the data, but assurances had been received that the judgements would not be based on data alone. The qualitative statement being drafted would be very important and KCLSU was also preparing a student submission. The weighting of narrative submission in the outcome would be 50 percent and indications were that panels would be given scope to focus on recognition of gaps and weaknesses and the measures being taken to improve things which was a strength for King's. Considerable information had been amassed about measures and initiatives across the nine faculties for the submission which was being shared with external friends in the drafting process.

The final submission would be shared with Council Members when available.

8 Report of the KCLSU President [KCC-22-11-22-08]

The KCLSU President presented his first report of the academic year which provided information on: the 2022/23 KCLSU sabbatical officers; the KCLSU officers' key objectives for 2022/23; and KCLSU activities, campaigns, and student insights. He highlighted the cost of living crisis and call for sanitary supplies. In discussion Council noted the following:

- The report was well written and presented and very welcome.

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- The requests for help with cost of living, sanitary products and funding for trans inclusion and simplification of name change processes would be reviewed by the executive team who would liaise with KCLSU on these.
 - The table of complaints was very helpful and Council asked for further information on the split between those with disabilities and those seeking mitigation in order that action could be taken to meet King's obligations.
 - Council asked if it might see the student TEF submission when it was ready as well as the College submission.
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9 Reports of Committees

9.1(i) Financial Statements [within KCC-22-11-22-9.1]

Council considered the draft Financial Statements and going concern assumption which were recommended by Finance Committee in conjunction with the Audit, Risk & Compliance Committee.

The university would be reporting a large deficit for 2021-22 in the financial statements, however this was after a £283.8m cost for an increase in the USS pension provision upon completion of the March 2020 valuation. The surplus before other gains and losses, excluding movement on the USS pension provision, was £42.2m; earnings before interest, taxes, depreciation, and amortisation was £118.7m; net cash inflow from operating activities was £135.8m; and change in cash and cash equivalents was £1.5m.

The Chair of Finance Committee reported that Council should take a degree of comfort that the statements have been through extensive and detailed review. Council received a presentation on the process and resulting statements. It was noted that the cash flow did not include the Bush House South-West Wing purchase and that the USS pension adjustment had been agreed by university finance officers across the sector. Careful consideration had been given to the treatment of the Champion Hill residence building which required either heavy provision in the accounts or recognition as an asset and King's was not yet ready to make that decision and so had agreed a £20m impairment provision. [...redacted...] A global mobility liability policy was being drafted as an enabler to control movement of staff in tax terms which had tremendous personal implications as well as institutional ones. Provision had been made in the accounts to deal with legacy issues and surplus trend.

Council noted that the dependency on international student fees had grown and that the proportion of staff costs as a proportion of income had dropped because of difficulties with recruitment but that the cost of individual staff had increased.

Decision:

Council approved the motion that the consolidated financial statements be approved and signed and that the going concern assumption be adopted.

9.2(i) External Audit Report and Management Letter [within KCC-22-11-22-9.2]

Council considered the External Audit Report and the draft Management Letter for approval. It noted that, in addition to ARCC committee consideration, the Chair of ARCC and Independent Member Mr Waseem Malik met with the external auditors at KPMG to go through the accounts and their management letter in close detail.

Council offered congratulations to the finance team on their work on the financial statements, undertaken in difficult circumstances. It also noted that their presentation to staff would require

explanatory communication for transparency and understanding of matters such as the impact of global issues.

Decision:

Council approved the External Auditors' Report for the year ended 31 July 2022 and the letter of management representation from the university to the external auditors.

9.1(ii) Report of the Finance Committee [remainder of KCC-22-11-22-9.1]

(ii) Five-Year Forward Plan

The forecast is based upon extensive work undertaken during the Strategy 2026 and the Size and Shape 2.0 workstreams within and across the College. This set of OfS forecasts had been the most thoroughly contributed to and consulted on at King's in recent history. The majority of this work had been overseen and influenced by academic leadership, bringing confidence in the commitment to delivering the changes it described. The figures and underlying logic reflected a more proactive positioning of the College, a clear link to strategy and a considered investment aspiration. The work to deliver this would be planned in detail through a revised integrated planning process commencing in November.

The paper was the penultimate version of the submission required by OfS annually to include the five-year plan, size and shape, and margin growth. The time scale included one year beyond Strategy 2026 and took King's to 7% margin.

Decision:

Council approved the motion that the five-year forecast to the Office for Students (OfS) be approved and that authority be delegated to the Chair of Council and Principal for the final sign off and submission to the OfS in the prescribed format in January 2022.

Remaining items noted on the Unanimous Consent Agenda (at Item 4):

(iii) Investment Annual Report

(iv) Chief Finance Officer Report

9.2(ii) Report of the Audit, Risk & Compliance Committee [remainder of KCC-22-11-22-9.2]

(ii) Prevent Duty

The KCLSU President had asked that this item be taken off the unanimous consent agenda. He asked how the data was generated, what King's was doing about the ramifications of this legislation on the student body, and what King's was doing to prevent the Prevent legislation. In discussion the following points were noted:

- King's approached Prevent from a safeguarding perspective. It had received over 1600 referrals last year and had investigated only five and made no resulting reports. King's main concern was the health and safety of students while also recognising its statutory obligations. All staff involved were highly trained and acted from a welfare perspective. King's was working closely with KCLSU and departments to encourage students to express themselves freely.
- The KCLSU President reported that many students felt self-censorship on issues such as terrorism and asked what King's was doing to help them. The Principal agreed that self-censorship was a matter in which King's would wish to help in promoting freedom of expression and that expert scholars and KCLSU might work together to identify these boundaries.

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- Council asked how King’s numbers of referrals compared with other institutions and although formal data was not available, anecdotal evidence suggested that King’s numbers were quite low.
 - Council noted that staff training in this area was critical.
 - ARCC had been assured that King’s was meeting its obligations.

(iii) Annual Report of Audit Risk and Compliance Committee

The report of work undertaken in the 2021-22 year concluded that the College’s arrangements for control and governance, securing value for money, and for producing high quality data for reporting to key public bodies were all adequate and effective.

(iv) Portfolio Risk Management

The Committee had noted that changes had been made to project and programme management as a result of Business Assurance report recommendations produced two years ago at the request of the Chair of ARCC. ARCC would be taking this as a regular report at its meetings so that continuous assurance can be sought on the College’s progress with its various projects. A report on major projects would be presented termly to Council so that it could also have a clear view on the status of projects across the College and to what extent the £400million strategic pool had been committed.

Remaining items noted on the Unanimous Consent Agenda (at Item 4):

(vi) Annual Research Integrity Statement

(vii) Annual Report of the Director of Business Assurance

(viii) Internal Assurance update

(ix) Enterprise Risk Management update

(x) Risk presentations and discussions: Operational Risk; Risks to the Education Strategy

9.3 Report of the Governance and Nominations Committee [KCC-22-11-22-9.3]

(i) Away Day Follow-up

The Committee had considered the outcomes of the Away Day held on 21 September 2022 and listed proposed follow-up actions. In discussion Council noted the following:

- The newly appointed Executive Director of Student Support Transformation would be invited to present to Council.
- Further developed proposals for King’s Online detailing the fit with King’s campus and Pearson provision would be presented to Council and the Principal would report on progress in his regular Principal’s reports in the meantime.
- The Principal would provide Council with a mid-year statement of management priorities, showing individual executive responsibilities and timing to be presented through the Remuneration Committee.

(ii) Council Communication Strategy

The Committee had welcomed the emerging Council and governance communications and engagement framework which would begin implementation immediately. In discussion Council noted the following:

- The strategy provided initial steps which should form part of the wider King’s communications strategy and messages should be reinforced between staff and governor communications with core messages woven into messages from the Chair and Executives.

- A commitment would be required from independent Council members to have at least one engagement with students and with staff facilitated by executive colleagues each year.
- There would be an engagement plan around the governance review.
- The Strategy should involve students.
- Council Members should see communications to be sent in their name before they are issued.

(iii) KCL-UCU Letter re Council Membership

The Committee had considered a letter issued by UCU to the Council on 12 August 2022 reiterating its proposals with respect to changes to Council membership and the means by which Council seats were filled. Council had already agreed that these matters would be included in the 2023-24 governance review.

The Committee had also been informed of questions and proposals raised recently in the Academic Board with respect to the role of the Board in human resources matters concerning academic staff and had agreed that these issues should also be considered as part of the governance review.

Remaining items noted on the Unanimous Consent Agenda (at Item 4):

- (iv)** Council and Committee Appointment Recommendations
- (v)** Protocol for staff appointments to ARCC
- (vi)** Ongoing Searches
- (vii)** Members' Interests Audit
- (viii)** Ordinance Amendments

9.4 Report of the Estate Strategy Committee [KCC-22-11-22-9.4]

All items noted on the Unanimous Consent Agenda (at Item 4):

- (i) Master Planning Update*
- (ii) Bush House South-West Wing & VWB Planning*
- (iii) KIS – Phase 1*
- (iv) Estates Management Statistics*
- (v) Residential Strategy*
- (vi) Major Project Status Report*
- (vii) Report of the Director of Estates & Facilities*

9.5 Report of the Academic Board [KCC-22-11-22-9.5]

(i) OfS Conditions of Registration

Decision:

Council **approved** the motion that the Annual Report on Ongoing Conditions of Registration for Office of Students for 2022/23 be approved and that it be accepted as assurance that the College continues to meet the OfS ongoing conditions of registration.

(ii) HR Excellence in Research Award – Research Concordat Action Plan

Decision:

Council **approved** the motion that the HREIR Action Plan for 2022-25 be approved.

All remaining items noted on the Unanimous Consent Agenda (at item 4):

- (iii) The Future of Online Education at King's*
- (iv) Strategy Refresh*
- (v) Academic Workforce Report*

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- (vi) Academic Board Sub-Committee reports
 - (vii) Other items approved or noted
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9.6 Report of the Chairs' Committee [KCC-22-11-22-9.6]

All items noted on the Unanimous Consent Agenda (at Item 4):

- (i) Dormant Subsidiary Change of Use
 - (ii) Chairs' Committee Updates
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10 Any Other Business

(i) Freedom of Speech Bill

The Principal provided an update on the freedom of speech bill working its way through Parliament noting that universities had been advocating against confusion of freedom of speech and academic freedom, but the current draft of the Bill had not resolved the issue. There was concern that any alleged breach of the new legislation would be taken through a civil court rather than the reasonable appeal/dispute processes currently in place.

Council asked that the CFO investigate the sufficiency of liability insurance held by King's for potential claims arising from the new Bill.

All executive staff, attendees and Secretariat excluding the Principal and College Secretary left the room.

9.7 Report of the Remuneration Committee [KCC-22-11-22-9.7] [PRIVATE & CONFIDENTIAL]

Council considered reports on the following items reviewed by the Committee:

- (i) Senior Team Performance Assessments
- (ii) Annual Remuneration Report and Salary Information
- (iii) Senior Executive Expenses Assurance

In discussion Council noted that performance against objectives for members of the senior team had been guided by commitments in Strategy 2026 and included a benchmarking report on progress against objectives that would be updated on at least a yearly basis.

[Redacted section]

10 Adjournment

Having already taken other business, the Chair adjourned the meeting at 19:28.

Lord Geidt

December 2022