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## College Council Minutes – Approved

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<b>Date</b>	<b>23 November 2021, 17.00</b>
<b>Location</b>	Microsoft Teams
<b>Present</b>	Lord Geidt (Chair); Dr Hillary Briffa; Paul Cartwright; Sir Jon Coles; Michael D’Souza; Paul Goswell; Sir Ron Kerr; Steve Large; The Rt Revd and Rt Hon Dame Sarah Mullally; Kat Thorne; Clare Sumner; Zahra Syed; Professor Richard Trembath, Professor Guy Tear; Nhuoc Lan Tu; and Professor Evelyn Welch.

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**Apologies** Vivek Ahuja

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**In attendance** Rebecca Seling, KCLSU Vice-President Education (Postgraduates) (*standing attendee*)  
Annie Kent, CFO/Vice President (Finance) (*for Items 7.1-7.2*)  
Kate Barlow, Programme Board Chair for the LIHE Project (*for Item 7.1 (iii)*)

**Secretariat:**

Irene Birrell, College Secretary

Joanna Brown, Governance Manager

Paul Mould, Deputy College Secretary & Chief Compliance Officer

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### 1 Welcome, apologies and notices

Apologies had been received from Vivek Ahuja.

No notice of conflicts of interest had been received. Members were asked to confirm that the currently published register of interests was accurate. No conflicts of interests in relation to any of the agenda items was declared, although Council Member, Michael D’Souza noted that regarding Item 3 [KCC-21-11-23-06.3] the transition to SONIA was administered by his employer, the Bank of England, and that two of his colleagues sat on the relevant committee.

During the pensions update discussion at Item 6.1 (Principal’s report), Council Members Guy Tear and Hillary Briffa both noted their membership of UCU.

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### 2 Approval of agenda

The report of the Governance and Nominations Committee was moved to the end of the agenda, and it was noted that the Chair of the Audit, Risk & Compliance Committee and the Chair of the Estates Strategy Committee would be invited to present at the relevant points during consideration of the Finance Committee report. The agenda was approved.

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### 3 Unanimous Consent Agenda (including Minutes of the Previous Meeting) [KCC-21-11-23-03]

The reports on the Unanimous Consent Agenda were taken as read and noted or approved as set out in the papers.

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### 4 Matters Arising from the Minutes

#### **Petition re membership of Council [KCC-21-11-23-04]**

Council noted that the GNC report to Council would be corrected as set out in the paper. Council did not consider that any further discussion was necessary.

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## 5 Report of the Chair

The Chair reported that he had spent some time since the last Council meeting engaging with staff and with members of Council.

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## 6 Report of the President & Principal

### 6.1 Summary Report on Key Issues [KCC-21-11-23-06.1]

The President & Principal presented his report to Council and provided updates, including:

- First six-months: The Principal had met many people in many fora and reported on the strong message for more direct and continued engagement. He was committed to this and would continue to send regular videos on broad issues to the entire College community, as well as meeting with One King's Leadership (200 people) every month; and holding regular Senior Leaders Forums (which includes Deans and the KCLSU).
- Return to Campus: There were more students on campus than ever before. Staff were also returning in significant measure though not five days per week. There had been few, isolated, covid cases on campus; safety messages, such as mask wearing, would be reinforced.
- Admissions: Extra numbers had put greater strain on teaching staff and support staff. He put on record thanks to staff who had gone above and beyond their duty. Additional staff resources would take time to implement. Steps had now been taken that should alleviate the problem for next year.
- Pensions Update: UCU had announced industrial action. UCU members had voted on two actions, one on pensions and one on pay. There would be a full strike on 1-3 December and alongside this a continuous period of "action short of a strike", which at this point in time consisted of members working only contracted hours and duties. Council were asked to note that these were not issues over which King's had control: both the pension vote and pay vote were collective decisions taken across the sector and not by King's as an individual institution. The university had experience of strike action and had set up an industrial action oversight group which would engage with all lines needed for the College to continue to run, including communications and educational experience.

- [REDACTED]
- [REDACTED]
- [REDACTED]
- Regarding student intake and admissions, it was noted that some of King's courses (medicine for example) were capped, and that for other areas it was too early to tell whether there would be greater attrition, but that resources had been released to mitigate for this. There was no doubt that this increase in student numbers on top of last year's increase had put significant pressure on university systems. It was reported that widening participation in the medical programmes had been monitored closely and that there had been no difference in outcomes. Employment opportunities remained significant for medics and dentists.

During discussion on the Pensions Update, points made included:

- The Senior Vice President (Service, People and Planning) reported that following conversations with UCU leaders, the expectation was for a good natured but determined set of strike actions, which would affect the Strand campus more than others. Security issues had been discussed with the Union with the aim that staff and students who chose to come on campus would not feel intimidated. It was noted that UCU staff were committed to the education of King's students. It was also noted by Council that the issues on which staff were striking were not readily solvable, and that this was a national strike, which made local resolution more difficult. The university did not directly negotiate on either pay or pensions.
- It was understood from the UCU King's representatives that they were most concerned about pay and conditions, in particular workload and precarity of contracts. Council was informed of the progress been made in the last few years on gender and ethnicity pay gaps and that King's had done much to improve working conditions for Graduate Teaching Assistants (GTA) and to

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reduce the use of temporary contracts and fixed term contracts, though Covid had added additional complexity to these plans. It was acknowledged that more could be done locally to improve the situation for Early Career Researchers (ECR).

- Council noted the importance of building strong relationships and keeping relationships strong during strike action. It was important for the university to be clear about all that management and Council had been doing regarding pay and conditions, including Council’s scrutiny of the senior management team as well as the good news story about progress with gender and ethnicity pay gaps. Council endorsed recent communication efforts and noted the need to focus on different impacts on different people.
- The KCLSU President reported on the democratic process used to gauge students’ views on strike action. Students voted against the disruption to their education. It was noted that many of the UCU votes in favour of a strike came from the GTA cohort, who saw themselves as future members of the academic community and many of whom currently felt frustration due to recent administrative payroll issues. The KCLSU aimed to hold a post-strike Town Hall to understand the impact of the strike on students.

█ [REDACTED]

The Principal would submit a paper to the January meeting of Council on what has been done on issues beyond pay and pensions [ACTION].

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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6.3 [REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

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## 7 Reports of Committees

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### 7.1 Report of the Finance Committee KCC-21-11-23-07.1]

Council received the report of the Finance Committee (FC). The Chair of the Finance Committee, Michael D'Souza, presented the report.

#### (i) Financial Statements 2020-2021

The Committee received the university's consolidated financial statements for 2020-2021 and was satisfied that the adoption of the going concern assumption in their preparation was reasonable.

The Chair's presentation focused on the hard numbers. He noted that in recent years the university's financial position had been impacted by the need to meet its commitments on the pension scheme, reflecting the changing adjustments. Regarding operating cash, the Chair (FC) reported that a strong operating performance, supporting the prudent approach taken to cash conservation through Covid, had translated into a surplus cash position, and that the university had benefited this year from its endowment investments. He noted that management remained focused on the university's ability to generate cash as a key measure of financial performance, and for onward investment in global research and education missions. The impact of the pandemic had meant deferral of some of the cash investment: that spend reduction could not be maintained and 2021-2022 would see expenditure increase.

The CFO reported that it had been a unique year and that the cost reduction and cash retention evident in results was not sustainable. During the lock-down the principal had been to protect the work force, students and community, and this year would be a transitional period to how the university operated before -with departmental budgetary controls re-established. The CFO stated that the report before the Council still required reworking regarding how the numbers were explained in order that staff understand them fully. Sign-off was therefore scheduled for mid-December, with publication thereafter. During discussion points raised included:

- A request that the communications strategy involve Council. The Financial Statements were a good example of how Council had added value. Members endorsed the tougher stance in controlling communications. The local community needed to understand the need for stewardship and also understand where the income was going.
- That the narrative should be clear that the cash held at the moment was not sufficient for the level of investment needed for the future objectives and ambitions of the institution. The one-time surplus was due to a halt in hiring and in deferring spending and was not sustainable.
- It was noted that environmental sustainability was usually included in the financial statements and that there should be reference to some of the successes in this area, for example the divestment from fossil fuels in this financial year.
- Council were assured that the university had remained flexible regarding hardship funds. An additional provision of £1m was set up last year and this would be continued.

The Chair of the Audit, Risk and Compliance Committee (ARCC) reported that the Committee had been very impressed by the quality of the controls. There had been no 'priority one' concerns raised by the auditors and the issues of 'going concern' were satisfactory. ARCC had discussed the strike situation and whether that would be a going concern issue but had been reassured that the university was approaching matters and reporting in the correct and appropriate manner. The Chair of ARCC commended the statements for approval.

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It was noted that the Financial Statements remained confidential until published. Subject to corrections and edits as discussed Financial Statements were approved:

**Decision:**

- (i) That the consolidated financial statements be approved and scheduled to be signed.
- (ii) That Council is assured that adoption of the going concern assumption in the preparation of the consolidated financial statements is reasonable.

**(ii) Update on 2021/2022 and 5-year Forward Plan**

Update on 2021/2022

The Chief Finance Officer and VP (Finance)(CFO) stated that the unplanned, increased enrolment would generate increased income of about £40-50m, but that most of those resources had been allocated to cover the additional teaching consequently required. However, the reality was that those staffing-up expenditures were difficult to make early in the year, which meant the numbers would be high for the first quarter and likely to improve operating performance for the current year.

Five-year plan

The CFO reported that the run-rate on costs would be much higher in the future with the return to more normal post-covid positions. The five-year plan before Council was a high-level draft of what would be submitted to the Office for Students (OfS) in February. The recommendation before Council was for a delegated sign-off as the Finance Committee did not meet again before the OfS deadline.

It was noted that the report did not include issues such as the impact of the Augar Review, should it be implemented due to the uncertainties that this would be implemented. In this scenario the five-year plan would need to be revisited.

The Chair of the Finance Committee added that this report was produced in response to the OfS requirement to demonstrate sustainability and was not the university's five-year plan. This is being further developed as part of the strategy refresh with the paper reflecting the challenges.

During discussion Council were assured that the high-level figures would not preclude forward movement with digital transformation.

Council requested an update report at its January meeting, ahead of the OfS February deadline.

[ACTION]

**Decision:**

- (i) That the five-year operating forecast as a basis for reporting to the Office for Students (OfS), be approved; and
- (ii) That delegation of authority to the Chair of Finance Committee and Principal for the final sign off of the submission to the OfS in the prescribed format in February 2022, be approved.

(iii) [REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

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- [REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

*All remaining items were noted on the Consent Agenda:*  
(iv) Chief Finance Officer Report  
(v) Investment Subcommittee Report  
(vi) Autumn Spending Review  
(vii) Management Accounts  
(viii) Tax 2020 review  
(ix) Schedule of Insurances

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**7.2 Report of the Audit, Risk & Compliance Committee [KCC-21-11-23-07.2]**

The report of the Audit, Risk and Compliance Committee (ARCC) was presented by its Chair.

**(i) External Audit Report and management letter of representation**

Discussion of the external audit report and management letter of representation had taken place during the discussion of the Finance Committee report. The Chair (ARCC) recommended the motion for approval.

**Decision**

That the External Auditors' Report for the year ended 31 July 2021 be approved, and that the letter of management representation from the university to the external auditors be sent.

**(ii) Annual Report of ARCC**

Council received a report reviewing the Committee's work in the 2020-2021 year, which had focussed primarily on cyber security and risk management. The Chair (ARCC) provided a summary of the report. Regarding cyber security and university resilience, ARCC was now reasonably comfortable about both what had been done and what future processes were being put in place and its cyber work was, therefore, likely to abate going forward. ARCC was content with the work of the governance and operational teams regarding risk management though there remained work to be

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completed, the next step being operational work down at the decanal level. Going forward the Committee's focus would be on areas requiring assurance such as service metrics, staff surveys, and back-office systems and operations.

The Senior Vice President (Operations) also stated that the university had made good progress on strengthening its security posture, and oversight and governance arrangements. There were regular cyber security tests of university defences and the university had a ransomware plan. He noted, however, that there was no room for complacency, and that there had been an increasing number of attacks on educational institutions.

A member noted that compliance and risk management was especially important – and complex – with respect to research. For example, does the university have an inventory of all the refrigerators on campus and what is in them? It was noted that for this specific risk, there was an inventory and the university's freezers had been consolidated into a 'fridge park'. More generally, the university was very clear about its management of higher risk research materials and it was proposed that a more detailed plan regarding what was being stored where be brought to a future Audit, Risk & Compliance Committee meeting. *[ACTION]*

*All remaining items were approved or noted on the Consent Agenda:*

- (iii) Annual Statement regarding the Prevent Duty (**Approved**)
- (iv) Annual Research Integrity Statement (**Approved**)
- (v) Annual Report of the Department of Business Assurance
- (vi) Internal Audit Update
- (vii) Compliance report
- (viii) Enterprise Risk Management update
- (ix) Risk presentations and discussions: Financial Sustainability

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### **7.3 Report of the Academic Board [KCC-21-11-23-07.3]**

*All items were approved or noted on the Consent Agenda:*

- (i) Annual OfS Registration report (**Approved**)
- (ii) Action Plan against the Researcher Concordat (**Approved**)
- (iii) Terms of Reference – CEC and CRC (**Approved**)
- (iv) Academic Board elections results
- (v) Research – strategic discussion
- (vi) Student experience – progress and initiatives
- (vii) Equality, Diversity and Inclusion
- (viii) Online Professional Education
- (ix) External Examiners Overview Report
- (x) School merger in FoLSM
- (xi) Academic Board Committee reports

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### **7.4 Report of the Estates Strategy Committee [KCC-21-11-23-07.5]**

- (i) 

This item had been approved under the report of the Finance Committee [KCC-21-11-23-07.1]

*All remaining items were noted on the Consent Agenda*

- (ii) Estates – strategic governance
- (iii) Surrey Street Update
- (iv) Report of the Director of Estates & Facilities
- (v) Major Projects Status: governance & progress
- (vi) Capital Projects Dashboards

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### **7.5 Report of the Fellowships & Honorary Degrees Committee [KCC-21-11-23-07.6]**

*All items were approved or noted on the Consent Agenda:*

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- (i) Nominations for Honorary Degrees (**Approved**)
  - (ii) Nominations for Honorary Fellowships (**Approved**)
  - (iii) Nominations for Fellowships (**Approved**)
  - (iv) Guidance on Application of Awards
  - (v) Honorary Degrees Awards – Conferral Backlog
  - (vi) Fellow Vacancies
  - (vii) Criteria and Procedure for removing Honours
  - (viii) Posthumous Awards
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## **8 Report of the KCLSU President [KCC-21-11-23-08]**

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The Chair welcomed the KCLSU Vice-President Education (Postgraduates) to the meeting as a regular observer. The President of the KCLSU presented her report, noting that she had already provided the KCLSU update on the UCU strikes earlier in the meeting. Other critical issues that the KCLSU had been working on included:

- The relationship between KCLSU and King’s more broadly: KCLSU were working with the VP (Education) and the Executive Director of Students & Education on the KCL/KCLSU relationship agreement in order to ensure that issues that could not be solved in just one year would still be addressed once sabbatical officers had left office.
- Drink spiking: KCLSU officers had been meeting with different student groups to hear their concerns, particularly those boycotting King’s venues. Strict measures had been put in place to guard against drink spiking. KCLSU officers would also be meeting with the sports societies in December to discuss ‘lad culture’.
- Funding had been obtained in order to hold events for the increased student intake for this year but there remained a need to further discuss the next three years, which would also see the impact of increased numbers.
- A series of wellbeing focused events had been held, and well received.
- Islamophobia awareness month: it was noted that a discussion in which the President & Principal had participated had been very well received.
- KCLSU was currently trying to understand the implications of the Higher Education (Freedom of Speech) Bill going through parliament for student societies in general and KCLSU in particular. The KCLSU President noted that being a university, there were inevitably going to be strong opinions on a range of matters and that the safe space policy, currently being reviewed, was intended to help students feel that they could attend any event.

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## **9 Any Other Business**

None

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## **10. Report of the Governance and Nominations Committee [RESERVED]**

The Chair of the Governance and Nominations Committee (GNC) presented the report to Council

### **(i) Appointments**

#### **Decisions:**

- (i) That Lan Tu be appointed Vice-Chair of Council, effective immediately, for a three-year term.
  - (ii) That Lan Tu be appointed to a third term as an Independent Member of Council for a three-year term effective 1 August 2022.
  - (iii) That Guy Tear be appointed as a member of Audit, Risk and Compliance Committee for three years to 31 July 2024 or until his appointment as a Member of Council ends, whichever is the shorter.
  - (iv) That Debbie Gupta be appointed as an Independent Member of the Finance Committee for a three-year term effective 1 January 2022.
  - (v) That Keith Nichols be appointed as an Independent Member of the Finance Committee for a three-year term effective 1 January 2022.
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- (vi) That Donna Catley be appointed as an Independent Member of Council for a three-year term effective 1 January 2022.
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At this point, the Chairman, the College Secretary and anyone not a member of Council withdrew from the meeting. Vice-Chair, Lan Tu, took the Chair.

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(ii) **UCU letter re Conflict of Interest**

The President and the Principal informed Council of an open letter circulated by the UCU making assertions about conflicts of interest of the Chair. As per standard procedures, the matter was referred to the Governance and Nominations Committee. The Governance and Nominations Committee discussed the issue in the absence of those named in the letter (i.e., Chair and Secretary) and has provided assurance regarding propriety in these matters as our internal and external communications reflect.

With respect to the assertion regarding Privy Counsel of Oman, this claim is incorrect as it has been confirmed that there has been no such association that required a declaration. In other matters, interests were recorded correctly and in accordance with our policy and consistent with other organisations; and the register of interests has been appropriately updated as new information about interests has become available. Council minutes show that no business relating to declared interests had been discussed at Council during the Chair's tenure where a conflict could have arisen.

As to the correspondence with the College Secretary, the College register of interests and correspondence show that the Secretary has maintained the register in accordance with the current guidelines and has responded accurately with the information available.

The Council discussed these matters and endorsed the approach and further requested the Governance and Nominations Committee to: a) ensure a uniform approach to declaration of interests prior to meetings across committees and subcommittees; b) consider ways in which individual Council members are better supported in their Declaration of Personal Interests, especially as some King's operations and interactions may not be visible to individual Council Members; and c) and that a process be developed so that the Council can have view of the major decisions of the Investment Subcommittee through the Finance Committee reports.

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**Lord Geidt**  
**November 2021**