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## College Council Minutes - Approved

The Council is asked to approve the minutes of the previous meeting.

**Date** 31 March 2022, 17.00

**Location** Microsoft Teams

**Present** Lord Geidt (Chair); Nhuoc Lan Tu (Vice-Chair); Vivek Ahuja; Dr Hillary Briffa; Paul Cartwright; Michael D'Souza; Sir Ron Kerr; Steve Large; The Rt Revd and Rt Hon Dame Sarah Mullally; Kat Thorne; Zahra Syed; Professor Richard Trembath, Professor Guy Tear; and Professor Evelyn Welch.

**Apologies** Donna Catley; Sir Jon Coles; Paul Goswell; Clare Sumner

**In attendance** Rebecca Seling, KCLSU Vice-President Education (Postgraduate) (*standing attendee*)  
Professor Mike Curtis, SVP (Academic)  
Annie Kent, CFO/Vice President (Finance)  
Professor Reza Razavi, VP (Research) (*Item 7.3*)  
Richard Salter, Director of Analytics (*Item 7.2*)  
Oliver Gardham, Analytics Team (*Item 7.2*)

**Secretariat:**

Irene Birrell, College Secretary

Paul Mould, Deputy College Secretary & Chief Compliance Officer

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### 1 Welcome, apologies and notices

The Chair welcomed members and attendees to the meeting.

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### 2 Declarations of Interest

No notice of conflicts of interest had been received. Members were asked to confirm that the currently published register of interests was accurate. Professor Kapur reported that he had been appointed to the Advisory Board of SUSTech and this would be added to the Register. No conflicts of interests in relation to any of the agenda items was declared.

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### 3 Approval of agenda

A report on the process for the proposed amendments to be made to the Charter and Statutes would be given under Any Other Business and this item would be taken before the Remuneration Committee Report in order to simplify the requirements for members and attendees to leave the meeting. The agenda was approved with these amendments.

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### 4 Unanimous Consent Agenda (including Minutes of the Previous Meeting) [KCC-22-03-31-03]

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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### 5 Matters Arising from the Minutes

None.

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## 6 Report of the Chair

### Ordinance Amendments [KCC-22-03-31-05.1]

Council considered proposals to amend the Ordinances which had been circulated in writing 14 days before the meeting in accordance with the requirements of the Charter and Statutes.

One of the amendments was to introduce a new Council Committee concerned with staff and culture strategy which had been developed through discussion with the Vice-Chair of Council and the Governance and Nominations (GNC) and Remuneration (RemCom) Committees as well as colleagues within the university. The work of the new committee would be complemented by that of the Audit, Risk & Compliance Committee and the Remuneration Committee, as well as an executive committee also in the process of being established. The purpose of the Committee would be to ensure that King's delivers on its promises in terms of an outstanding staff engagement and experience, and EDI commitments compliance. In discussion the following points were noted:

- Council noted that it would be important for the new committee to consider matters at a strategic rather than executive level, but not feel responsible for setting strategy in the area. The purpose would be to ensure from the Council's perspective that the administration was moving forward with the strategy that Council has agreed upon. The smaller grouping would enable discussion at a more detailed level.
- The composition of the new Council committee did not include the trades unions, but the parallel executive committee would include a trades union representative to ensure the executive is engaging effectively with staff in developing an appropriate pay and benefits structure.
- The success of the new committee would be reviewed after a period of operation.

### Decisions

Council approved the following motions:

- (i) That the Ordinances be amended to establish a new Council Committee entitled "Staff and Culture Strategy Committee" with the terms of reference and composition provided at the **Annex** to these minutes.
- (ii) That paragraph 5.2 Ordinance Appendix B, the Terms of Reference of the Academic Board, be amended concerning agenda setting as set out in the **Annex** to these minutes.
- (iii) That paragraph 7.1 Ordinance Appendix B, the Terms of Reference of the Academic Board, be amended concerning the length of term of membership as set out in the **Annex** to these minutes.
- (iv) That clause 3 of Ordinance Appendix B, the Terms of Reference for Academic Board Operations Committee be amended concerning the composition of that committee as set out in the **Annex** to these minutes.

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## 7 Report of the President & Principal

### 7.1 Summary Report on Key Issues [KCC-22-03-31-07.1]

The President & Principal presented his report to Council. Updates not included within the report included:

- Industrial Action – there had been some picketing outside of some buildings with good natured colleagues and no one stopped from going into buildings. The greatest impact had been on the Strand campus and actions to mitigate against impact on students had been taken wherever possible, but it had not been possible to make up all the missed classes as staff are not obliged to inform the university of their intention to strike in advance. The last of the strikes in the current

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ballot round had ended. UCU had sought another ballot that could align with the exam period and UNISON still had two days of strikes in place for the coming week.

- Application figures were good and in excess of many in the Sector. The overseas student market was providing additional numbers of applications, the largest of which coming from China, but with a significant increase in the number of applications from India.

The following points were raised in discussion:

- The increase in student applications from Indian students was assisted by the less restrictive British visa scheme, but other jurisdictions were now becoming less restrictive which was resulting in a competitive race and it was hoped that the Government would respond appropriately to keep Britain attractive to that cohort.
- Despite the increase in number of student applications, it was intended that the total student number admitted in 2022/23 would be slightly lower than the current intake in order to compensate for increases in previous years.
- It was good to see King's taking a lead in helping Ukrainian people. King's had 100 students from Ukraine and 400 from Russia and had established a task and finish team to support these students. The College would engage with Citizens UK to sponsor up to 50 students and their families. There were some issues being resolved with UK Government about the way in which this scheme would work.
- Student satisfaction would be affected by the current industrial action. King's was endeavouring to provide mitigation, but there was inevitable impact. One gesture of recognition was that free graduation gowns would be offered.
- The industrial action issues were pay and pension. This was a national dispute where King's could engage in local bridge building but it required a national resolution. One matter within King's control was the London Weighting pay element and negotiations on that were underway with offers made from King's. King's had one of the highest London Weightings amongst Russell Group universities. The unions had not accepted the USS decision in the pension negotiation and there could be further strikes. Three bargaining meetings had been set for pay discussion with the hope that an agreement might be reached by June.
- Emergency regulations had been put into place in 2017 by Academic Board which could be used to help manage marking and award processes in the event of strikes during the marking period.

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## **7.2 Balanced Scorecard Update [KCC-22-03-31-07.2]**

The Director of Analytics presented revisions made to the Balanced Scorecard following the review of key performance indicators undertaken over the past year.

In discussion the following points were noted:

- The revised Scorecard was a continuation of the past format but presented fewer numbers and removed the future projections which had been aspirations rather than performance targets. It was intended that further clear targets would be presented in September in a new formulation that would extract half a dozen or so precise targets from the benchmarks and provide transparency around who would be accountable for achieving those targets. The version presented at the meeting gave a sense of what the executive saw as most important, what was being done well, what was close but required more work, and what was in the red and required sustained efforts.
- In future, members would find it useful to have a narrative interpretation in the event targets were not being reached as to why that was so, what steps were planned to address deficiencies and at what cost, and who would be accountable.
- The Scorecard should draw out the tensions between the many and varied areas in which King's was trying to achieve and thus help make choices from a more focused list of targets.
- The education attractiveness and average tariff scores had improved and graduate outcomes and continuation numbers were being monitored. Research performance was on a positive

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trajectory with income from research councils rising and improved cost recovery. The Postgraduate research student submission rate was an exception to the areas of improvement and had been impacted by the pandemic. Diversity was an area of strength in comparison to the Sector, but the Sector was not particularly diverse. Sustainability was improved as was the staff/student ratio, but this had resulted from the unplanned student number growth and there was work to be done to review that. [REDACTED]

- The benchmarks provided good indicators of student engagement and experience but there was a lack of instruments to track staff experience and no good measure of service quality and efficiency.

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### **7.3 Planning for the Ref2021 Results [KCC-22-03-31-07.3]**

The Research Excellence Framework (REF) 2021 results, reflecting seven years' worth of work, would be known at the next meeting having been released under embargo on 9 May 2022, released to the press under embargo on 11 May 2022 and been fully released on 12 May 2022. Mindful of the financial and reputational implications, plans had been developed for the dissemination of results with external, College-wide and local communication communications and analytics.

The REF was the national evaluation of research against all other institutions and would affect the funding received. It measures overall quality of outputs of researchers at each institution through peer review of impact case studies and environment data and resulted in a 1-4 star ranking process.

King's performance in the last REF in 2014 had been exceptional, but REF2021 results would not be a comparable set as there had been significant changes to the REF process including a requirement to submit all eligible staff (80% were submitted in REF 2014). Whilst King's was looking forward to another positive outcome, it was necessary to be prepared for a less successful outcome.

In discussion the following points were made:

- It was anticipated that institutional results would be more bunched up around King's than had been seen in 2014, and that King's would remain at a similar level for power results, but might move with respect to GPA where a very small change could cause a shift in ranking.
- Members noted that fine margins could have significant impact and that King's must be prepared to deal with unexpected outcomes.
- The outcome would impact the strategy for research once results were fully evaluated.
- It was important to emphasise that this REF 2021 was a very different exercise this time around and it would be invidious to make comparisons in many ways as almost every aspect of the process had changed. Research England would wait until it had all the results before it made funding decisions.

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## **8 Report of the KCLSU**

### **8.1 Report of the KCLSU President [KCC-22-03-31-08.1]**

The KCLSU President presented her report to Council, highlighting in particular:

- The importance of graduation for student celebration at a memorable occasion and the positive and welcome move to offer free graduation gowns in recognition of the impact of the UCU strikes. There was now a student led campaign for fee reimbursement as a result of the impact of the strikes as well.
- KCLSU would welcome a framework for dealing with the impact of all global conflict following the actions taken in solidarity with Russian and Ukrainian students. There was a need for an equal framework for all conflicts and value for all lives, for example those in Afghanistan and the Middle East.

In discussion Council Members noted the following:

- There may be fewer overseas students in attendance at graduation ceremonies this year because many would have to return to the UK for the ceremony. King's was preparing for

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70-80% of students from last three years to attend and would be holding 52 ceremonies over the next few months as a consequence.

- Council members would welcome sight of data concerning the number of students being supported as a result of global conflict.

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## 8.2 KCLSU Returning Officer's Report [KCC-22-03-31-08.2]

The KCLSU Spring Elections had taken place between January and March 2022, with the election of 99 places across 82 positions. The turnout had not been as high as hoped for with a total of 2,297 voters, but this had been attributed to the challenges of post-Covid student engagement and the impact of staff strikes as well as the focus on free and fairer elections. Comparisons with national experience would be made once national information was made available in due course. It was not considered that election participation in itself was indicative of student engagement with KCLSU.

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*The following report had been approved on the Unanimous Consent Agenda*

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## 9 Reports of Committees

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### 9.1 Report of the Governance and Nominations Committee [KCC-22-03-31-09.1]

(i) **Hybrid pattern of meetings**

**Decision:**

Council approved the motion that an annual hybrid pattern of meetings be introduced for Council where those with heavy transactional business (for example the November meeting concerned with the annual accounts) be held online and those with strategic discussions be held in-person. The normal annual pattern of meetings would be: November and March online (mostly transactional business) and September (Away Day), January, May and July in person.

(ii) **Appointment of Finance Committee Members**

**Decision:**

Council approved the motion that the following appointments to the Finance Committee be approved with terms from 1 April 2022 to 31 July 2025:

- Diego Cervantes-Knox, co-opted independent member of the Committee.
- Professor Paul Guest, academic staff member of the Committee

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

- (iii) Communication of the role of Council.
- (iv) Council Effectiveness Review
- (v) Council Member Search

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### 9.2 Report of the Finance Committee [KCC-22-03-31-09.2]

(i) **Strategy Refresh and financial sustainability**

The Committee had met on 25 February for a workshop exploration of the challenges and opportunities ahead and the Chair of the Finance Committee reported that it had been a very helpful session. Executive Deans had been present which had been greatly appreciated by the Members. They had made clear that the Deans required better and more timely data and financial information in order to facilitate effective planning.

(ii) **Directions and Implications for Budget 2022-23**

Budget preparation was at an early stage in the annual process. The margin had been raised as an important topic again this year and there remained a lot of work to clarify how and when King's would get to 4-6%, particularly taking account of inflationary pressures. However, the senior team was resolved to get there in steps over a series of years and would present a plan for this in the next few months.

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The inflationary pressures impacted the day to day running costs, capital costs and potential salary and staff costs and were estimated to be in the region of £150-160 million just to stand still. The pressure could be higher with geopolitical impacts on inflation and this must be covered within the strategy refresh. The Committee had concluded that it was prepared to support the main elements of the strategy refresh in principle and had noted that £200 of the £400 million required could be afforded from current cash reserves.

Members asked if at some point Council could receive notification of the criteria to be used for determining whether something would be funded from the fund for the strategic initiatives or from general operating. The CFO was seeking clarity on the elements within 'capital commitments' to determine which were operating costs and which were truly capital investment.

The Committee had discussed the historic inclination to look at projects on a first come first served basis rather than using collective criteria and the need to look at capital commitments on a longer term horizon in order to determine priorities.

The Principal noted that King's would experience real difficulty in generating a margin beyond 3% in a planned way and had reduced its confidence over the last six months in achieving the commitment of 4-6%. A four-year financial plan would accompany the strategy refresh in order to show how the refresh was affordable and the implications of it for size and shape. The financial plan would need to be very clear about where the funds will come from and the very limited areas in which it could be spent with scorecard targets and accountability.

■ [REDACTED]

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

- (iv) Chief Finance Officer Report
- (v) Reappointment of Members of the Investment Subcommittee

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**9.3 Report of the Audit, Risk and Compliance Committee [KCC-22-03-31-09.3]**

- (i) **Health and Safety Report**

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The Committee gave assurance to Council that the requisite budget and effort was being expended to meet all health and safety compliance requirements.

**Decision:**

Council approved the annual report of the Director of Health & Safety Services, noting the requirement to use available budget to recruit to key positions in the coming months.

(ii) **Compliance Report**

The report was noted without comment.

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

- (iii) Annual Report of the Chief Procurement Officer
- (iv) Internal Audit Update
- (v) External Audit Update
- (vi) Enterprise Risk Management Update
- (vii) Risk presentations and discussions

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**9.4 Report of the Estates Strategy Committee [KCC-22-03-31-09.4]**

*All items were noted on the Consent Agenda:*

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

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**9.5 Report of the Academic Board [KCC-22-03-31-09.5]**

*All items were noted on the Consent Agenda:*

- (i) Academic Board Terms of Reference amendments [approved in minute 6]
- (ii) Academic Board Operations Committee Terms of Reference amendments [approved in minute 6]
- (iii) The Service, People & Planning Portfolio
- (iv) Research Strategy Refresh
- (v) KCL/UCU joint statement
- (vi) Academic Board subcommittee reports
- (vii) Regular items approved or noted

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*All non-standing attendees left the meeting at this point*

**10 Any Other Business**

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

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[REDACTED]

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*Senior Executives other than the Principal and visitors left the meeting at this point*

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9.6 [REDACTED]

[REDACTED]

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**11 Adjournment**

There being no other business, the Chair adjourned the meeting.

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**Lord Geidt**  
**March 2022**



## Revisions to Ordinances

### ADDITION TO ORDINANCE APPENDIX B - STAFF & CULTURE STRATEGY COMMITTEE

#### Terms of Reference

#### 1. Authority

To be responsible to the Council for the provision of oversight of the people and culture strategy approved by Council, monitoring progress on achieving agreed objectives delegated to the executive for implementation, and providing advice and guidance to the senior executive as required. In carrying out its responsibilities the Committee will look at the holistic staff experience, recognising that a great staff experience is essential to a great student experience.

The Committee's work is complemented by the work of Council's Remuneration Committee which focuses on remuneration, objectives, and performance of members of the senior executive team as well as succession planning and EDI issues for that group. The Committee also works in parallel with the Audit, Risk & Compliance Committee of Council which has oversight of statutory reporting on compliance with legislation and regulations concerning staff and employment matters.

#### 2. Duties

- 2.1 To recommend to Council for approval strategies and transformational initiatives related to staff and culture.
- 2.2 To support the senior executive in the development, implementation and monitoring of strategies related to staff, staff recruitment, retention and development. In so doing, the Committee will have access to data and information related to the following (as well as such other data as it may determine it needs from time to time):
  - Results of staff surveys and consultations, and reporting to Council on the results, interventions and outcomes of a continuous staff experience improvement initiative.
  - HR related data on workforce, including but not limited to, staff turnover, health and safety issues, complaints and disciplinary issues.
  - College offerings for staff development, their uptake and outcomes.
- 2.2 To report to Council on the results, interventions and outcomes of a continuous staff experience improvement initiative.
- 2.3 To oversee the impact of the College's compliance with the 2010 Equality Act, the Health and Safety Act and other current or future legislation related to staff and employment matters.
- 2.4 To oversee the College's equality, diversity and inclusion strategies, including the establishment of key performance indicators and reporting annually to Council on their implementation and progress made.
- 2.5 On the basis of above, to make recommendations to Council on strategy, College Ordinances and regulations related to staff and to advise the Senior Executive on related policy and programmes.
- 2.6 To undertake such other staff and culture related issues as the Council or Chair shall from time to time decide.

#### 3. Composition

- 3.1 The Committee shall comprise:

##### *Appointed Members*

- 3.1.1 Three independent members (at least one to be a member of Council)
- 3.1.2 Four staff (senior academic, junior academic, professional – at least one to be a member of Council if possible, and a Head of Department).

- 3.1.3 Post Graduate Research Student
- 3.1.4 Post-Doctoral Early Career Researcher
- Ex Officio Members*
- 3.1.5 Chair of the Remuneration Committee of Council (or designate)
- 3.1.6 SVP (Service, People and Planning)
- 3.1.7 President of KCLSU (or designate)
- 3.1.8 Director, Equality, Diversity & Inclusion
- 3.1.9 Director, Human Resources

3.2 Members, other than ex officio members, are appointed by Council on the recommendation of the Governance & Nominations Committee.

3.3 The College Secretary or their designate shall act as Secretary to the Committee.

#### 4. **Frequency of meetings**

- 4.1 The Committee shall meet as necessary and at least once per term.
- 4.2 The business of the Committee may be conducted by electronic voting or email in accordance with Ordinance B9.

#### 5. **Reporting Procedures**

A report of each meeting of the Committee will be circulated to all members of College Council.

### **AMENDED ORDINANCE APPENDIX B, ACADEMIC BOARD TERMS OF REFERENCE, PARAGRAPH 5.2**

- 5.2 The agenda shall be set by the Chair, supported by the College Secretary. Members of the Academic Board are able to suggest issues for the agenda. They are also able to require that an item be considered subject to the following criteria and authority:
- (i) It is supported by at least 10% of the membership of the Academic Board.
  - (ii) It is received by the Secretariat six weeks prior to the date of the meeting at which the members seek to have the item discussed.
  - (iii) It is within the terms of reference of the Board or one of its standing committees, and if it falls within the terms of reference of a standing committee it is referred to that committee for initial discussion rather than directly to the Board.
  - (iv) Prioritisation of placement on the Agenda for such items will be determined by the Academic Board Operations Committee in the event that more requests are submitted than can be managed in a meeting alongside other necessary business.
  - (v) A decision regarding the pertinence of particular criteria to a proposed item lies with the Principal. If such a decision were challenged the Academic Board Operations Committee would be consulted for a resolution.

### **AMENDED ORDINANCE APPENDIX B, ACADEMIC BOARD TERMS OF REFERENCE, PARAGRAPH 7.1**

- 7.1 Elected Staff Members of Academic Board shall normally serve a three-year term ending on 31 July. Memberships that begin after the first meeting of the academic year shall be extended beyond three years to end on the 31 July in the fourth year of appointment. Elected Staff Members are eligible for a further single three-year term after which they must wait for 12 months before they may stand again.

### **AMENDED ORDINANCE APPENIDX B, ACADEMIC BOARD OPERATIONS COMMITTEE TERMS OF REFERENCE, CLAUSE 3**

- 3.1 The Chair of the Academic Board Operations and Nominations Committee shall be the Vice-Chair of Academic Board.

3.2 The Academic Board Operations and Nominations Committee shall be appointed by Academic Board and shall comprise:

3.2.1 Three ex-officio members of Academic Board:

- (i) Vice-Principal (Education)
- (ii) Vice-Principal (Research)
- (iii) One Executive Dean appointed by the Principal

3.2.2 Five staff elected by the Academic Board from among the elected staff of the Academic Board

3.2.3 Student Members:

- (i) President of the KCLSU or designate
- (ii) One student elected by the Academic Board from among the elected students of the Academic Board