

Council Minutes**21 July 2021**

Held via Teams from 3pm.

Present: Dinah Caine (Chair), Irene Adeyinka, Ronke Akerele, Sara Bafo, Monika Barnes, Ian Borman, Anna Carlile, Frances Corner, Susan Dilly, Ben Fowler, Anna Furse, Oscar Hadwin-Guardiola, Elisabeth Hill, Andrew Laurence, Ravi Mahendra (for items 1 to 15), Ben Morton-Wright, David Oswell, Lynn Percy (for items 1 to 23), Aaron Porter, Pam Raynor, David Reddaway, Philip Stoltzfus (for items 1 to 14), Naomi Thompson.

In attendance: Helen Watson (Secretary), Nirmal Borkhataria (for items 1 to 23), Matthew Brooks, Imran Chughtai, Matthew Cragoe, John-Dickinson-Lilley, Carol Ford, Stephen Graham, Simon Mattison, Claire Snowball, Holly Sorce, Elizabeth Williams (for items 8 to 15), Tyler Harris and Graham Pett (taking minutes).

Starring indicates those matters on which discussion was expected.

OPEN BUSINESS

1 Apologies

Received:

- 1.1 Professor Michael Banissy, Head of the School of Professional Services, Science and Technology, was unable to attend.
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2 Chair's Action

Noted:

- 2.1 The Chair had taken no action on the behalf of Council since the previous meeting.
- 2.2 The Chair mentioned that communication about the Recovery Programme and the terms of the RCF had been received by some Members to which responses would be formulated by the Registrar and Secretary in relation to Governance.
- 2.3 It was noted that the open staff meeting held by both recognised Unions earlier in the week was a rare and significant event.
- 2.4 It was noted that during the meeting there was opposition to the restructuring work being planned, and to potential compulsory redundancies.
- 2.5 Clarification was provided that the College had already signed up to a Revolving Credit Facility in April, and that it was hoped that further efforts to brief the College community on that fact would be more successful.

3 Minutes*

Received:

- 3.1 24th June 2021 – Open Minutes
- 3.2 24th June 2021 – Confidential Minutes

Noted:

- 3.3 Point 4.13 'with' to be updated to 'without' in the following sentence: "The consultation around the strategy needed to be shared *without* exacerbating or triggering trust issues."
- 3.4 Greater clarification was requested about how Council's approval of certain ideas was recorded. The Chair clarified that advice was provided to Council collectively and that the Chair, in their capacity as Chair of the governing body, then makes a judgement on the consensus of Members as part of Council's collective responsibility. This may mean that certain individual Members do not agree with a decision reached collectively as Council. The Chair may not always take a vote on matters but if Members want to formally have their opposition noted despite the overriding collective responsibility of Council then they are entitled to request this during any part of a meeting.

Resolved:

- 3.5 The Open and Confidential Minutes of the 24 June 2021 were approved.
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4 Actions

Received:

- 4.1 The action tracker ("**Tracker**").

Noted:

- 4.2 The Warden's Report encompassed those actions recorded for report at this meeting.
- 4.3 The Chair re-emphasised the importance of Members checking the Tracker regularly.
- 4.4 It was reported that the majority of industrial action complaints had been resolved at the first stage, with a small number outstanding at subsequent stages.
- 4.5 It was reported that where internal processes had been concluded, students can take the matter to the OIA and it is expected that those responses may be pending for some time because of the volume of cases across the sector.

Actions:

- 4.6 A full report on complaints received to date and progress made in addressing them to be provided at the first Council meeting of the 21-22 session.

Secretary's note: items 5 through 7 were discussed as confidential business.

8 Proposed changes to Students Union Articles of Association*

Received:

- 8.1 The new Community Interest Organisation (“CIO”) constitution – as required by the Education Act 1994.
- 8.2 The proposal to transfer the assets and liabilities of Goldsmiths’ Students’ Union (“SU”) to the CIO to effect the incorporation – as required by the SU’s Articles of Governance (Article 11.1).

Noted:

- 8.3 It was noted that the SU is currently not incorporated which means that its Trustees carry a significant amount of risk on its behalf.
- 8.4 Although the College and the SU are separate legal entities, the College under the Education Act carries certain statutory responsibilities over the SU. One being to approve the constitutional arrangements of the SU and second to review those constitutional arrangements on a 5-yearly basis.
- 8.5 Council discussed the new constitution that would supersede the current articles in place for the SU once its incorporation has been approved and the new corporate body registered with Companies House.
- 8.6 It was noted that in order to facilitate the continuation of the SU, its assets and liabilities would also need to be transferred to the new corporate body that this constitution will give rise to.
- 8.7 It was noted that the ‘model’ constitution was used and that, if approved, Council would be required to review the constitution every 5 years as opposed to every 3 years currently.
- 8.8 Thanks were expressed to Ed Nedjari, CEO of the SU, for his extensive work in bringing the SU to a much more robust and secure position for all concerned.

Resolved:

- 8.9 Council approved the new CIO constitution.
- 8.10 Council approved the transfer of the assets and liabilities of the SU to the CIO to effect the incorporation – as required by the SU’s Articles of Governance (Article 11.1).

9 Proposed changes to Academic Regulations

Received:

- 9.1 Proposed changes to the Academic Regulations, as recommended by Academic Board.

Resolved:

- 9.2 Council approved the proposed changes to Academic Regulations as recommended by the Academic Board.

10 Space Utilisation Policies

Received:

10.1 The revised Space Utilisation policies.

Resolved:

10.2 Council approved the revised Space Utilisation policies.

11 Risk Management Policy*

Received:

11.1 The Risk Management Policy, as recommended by the Audit and Risk Committee.

Noted:

11.2 It was noted that the Audit and Risk Committee had closely scrutinised this Policy when it last met and that it had been starred for discussion to provide a further opportunity for assurance for Council.

Resolved:

11.3 Council approved the Risk Management Policy as recommended by the Audit and Risk Committee.

12 Spin Outs*

Received:

12.1 A briefing on the approach to the formation of spin out companies at Goldsmiths and details regarding the formation of a specific spin out company.

Noted:

12.2 It was noted that no equity was being sought in establishing the proposed spin out company.

12.3 The purpose of the proposed spin out company is to support the research of an academic member of staff at the College and allow greater opportunity for their research to access external research funding.

12.4 A separate webinar session on the mechanics of establishing a spin out and the opportunities for Goldsmiths offered through such entities shall be offered to Members in the near future.

12.5 It was noted that spin outs are not seen as high return assets, but that they can be viewed as underpinning a culture change and support for the entrepreneurial development of students as well as the local community.

Action:

- 12.6 Council Members were asked to register their interest with Governance Services for a separate webinar session on the mechanics of establishing a spin out.

Resolved:

- 12.7 Council approved the establishment of the proposed spin out company.
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13 Protective Marking of Council and Committee Business

Received:

- 13.1 The Confidential and Reserved Statement of Business, as commended by the Nominations & Governance Committee.

Resolved:

- 13.2 Council approved the confidential and reserved statement of business as recommended by the Nominations & Governance Committee.
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14 Tuition Fees for 2022/23*

Received:

- 14.1 The proposed tuition fees for 2022/2023.

Noted:

- 14.2 It was noted that Council is being asked to approve non-regulated tuition fees subject to further consideration of the Fees Working Group, which is set to meet the week commencing 26 July 2021.
- 14.3 If the Fees Working Group recommends a different percentage increase to that proposed by FRC (not the initially proposed 3%) then the matter would be required to return to Council for re-approval. It was noted that SU representation had not been present at FRC when this approach was discussed.
- 14.4 The SU President raised concerns over this proposal as previously expressed to the Warden. The SU wished to make clear that their opposition should not be taken in any tokenised “matter of course” manner, as it felt it had, and the impacts on students were disproportionately felt by those from lower income backgrounds. It was expressed that the SU felt this was at odds with the values of the College.
- 14.5 Council provided reassurance about the College’s attitude towards the SU’s opposition and that it was not of a tokenistic nature.
- 14.6 It was noted that the SU has asked that serious consideration be given to what real impacts this action would have upon the kind of institution the College desires to be.
- 14.7 It was noted that the recommended 3% increase was inflation driven and is necessary given the College’s financial position. It was suggested that all stakeholders should recognise the Government’s hostile approach to HEI funding. It is understood that funds have to come from somewhere and in a period where job cuts are to be avoided as much as is feasible, fees are the College’s main lifeline.

- 14.8 It was noted that the Equity awards are a promising programme for improving sponsorships for student funding.
- 14.9 Council agreed that it was great to hear of the scholarships for BAME students and that it would be great to communicate this widely in the various BAME networks in the local community.
- 14.10 It was noted that the College needed to both challenge and collaborate in facing the current difficulties.
- 14.11 The SU voiced objections to the proposal and requested that its opposition be recorded in the minutes.

Action:

- 14.12 A paper to discuss the position of tuition fees would be brought to a future meeting of Council.

Resolved:

- 14.13 Council approved the proposed tuition fees for 2022/2023 subject to no further proposed amendments from the Fees Working Group (with such amendments therefore needing additional Council approval).

15 Warden's Report*

Received:

- 15.1 The Warden's Report.

Noted:

- 15.2 Thanks to all Council members was noted for all of their time and dedication of the previous year.
- 15.3 It was noted that TEF, Quality and Standards are going to be crucial aspects of the OfS's scrutiny in the near future.
- 15.4 In certain areas the College has narrowed its benchmark difference in the latest NSS despite dropping overall. There was no active promotion of the survey this year however, the College has recorded the highest ever number of NSS responses in 2020-2021.
- 15.5 Thanks to the Interim Director of Finance and the Goldsmiths Company were noted too for their involvement in the securing of the Rolling Credit Facility.
- 15.6 It was noted that the current recruitment cycle looks promising so far, and although there has been a 5% drop in applicants to date, conversions of applications to accepted offers are up.
- 15.7 It was noted that the external regulatory and legislative environment is currently very hostile.
- 15.8 It was noted that the College will be significantly dropping its carbon output over the next two years as part of the Green New Deal.

- 15.9 Institutional cohesion was crucial in facing the College's significant challenges. Should efforts to support ourselves fail, a merger or worse would be the only alternative. Bailouts from the Government are not likely to be forthcoming.
- 15.10 It was noted that domestic ratings were critical to the OfS's thinking and approach to reshaping higher education, and the College is facing challenges in these rankings currently.
- 15.11 It was noted the NSS results are being scrutinised closely at the current time.
- Action:**
- 15.12 Retention and completion data in addition to other measures that form part of Goldsmiths PROCEED metrics to be reported to the next meeting, as had been done consistently on an individual department level in the past.
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16 Freedom of Speech*

Received:

- 16.1 An update on Freedom of Speech and the current Bill before UK Parliament.

Noted:

- 16.2 It was noted that the new legislation makes explicit the existing responsibilities of Members of Council as Governors in relation to freedom of speech.
- 16.3 Cohesion across codes of practice and governing instruments will be crucial, and a mapping exercise to develop this will be held over the next two months.
- 16.4 Council was asked how the Equality Act 2010 will be implemented in relation to the proposed legislation under these duties.
- 16.5 It was noted that the College has public sector Equality Act duties that could come into stark conflict with the proposed freedom of speech legislation.
- 16.6 It was noted that codes of practice on Freedom of Speech will be received in future for Council's approval.
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17 Academic Board Report*

Received:

- 17.1 The Academic Board Report.

Noted:

- 17.2 It was noted that a conversation was being held around the revised appeals procedure going forward.
- 17.3 The SU manifesto impact report was presented and well received.
- 17.4 A Comprehensive Curriculum Review Framework will be presented to Council in October.

- 17.5 It was noted that the Departmental Development planning for 2021/22 focuses on retention, attainment and graduate outcomes and is scrutinised closely. Undergraduate courses will be emphasised.
- 17.6 It was noted that 47 modules have been scrutinised in relation to CMA guidance.
- 17.7 It was noted that Professional Services Blueprint was discussed, and contribution target levels were also discussed fully with by Academic Board.
- 17.8 Council was pleased with the work being done by the Academic Board and that more information and facilitation to prepare Council for the possible future upheaval around Quality and Standards would be welcomed.

Action:

- 17.9 Comprehensive Curriculum Review Framework to be presented to Council in October.

18 Racial Justice*

Received:

- 18.1 A report on Racial Justice work at Goldsmiths and the consultation on the Deptford Town Hall Statues.

Noted:

- 18.2 It was reported that a Co-Chair of the Racial Justice Strategy Board (“**RJSB**”) had been appointed. RJSB’s first Choice had accepted the role. The Warden and the Co-Chair will chair meetings on an alternate basis, though both will attend all meetings.
- 18.3 It was reported that the RJSB is gaining momentum in its work and a network of key stakeholders is in the process of being well established.
- 18.4 Under the Colleges’ Statutes, any alteration of the fabric of a building (for example, Deptford Town Hall “**DTH**”) is a decision for Council. Therefore, Council’s explicit approval of this consultation is being sought. It was noted that a range of stakeholders are to be consulted with the outcomes of the consultation then being brought back to Council for review. Were the Statues to be taken down as a result of any process that Council pursues, it is possible at that stage that the Secretary of State might take a position.
- 18.5 Council was made aware of the possibility that any potential decision taken could be overruled by external bodies.
- 18.6 It was noted that a clear reference to the fact that Council’s decision would be subject to planning permission appeared to be absent from the consultation and suggested that it should be made much more explicit.
- 18.7 It was stated that the context is well covered in the section on the website entitled 'How the consultation will guide next steps over the statues'.
- 18.8 Members stated that, for many people within the community, the consultation process itself and the community’s access to the discussion was just as important, if not more so, than the final outcome of the process. Acknowledgement of the problems around the architecture is significant to many people.

Resolved:

- 18.9 Council approved the commencement of a consultation exercise on the Statues fixed to Deptford Town Hall.

19 KPI Report*

Received:

- 19.1 The KPI Report

Noted:

- 19.2 It was noted that not only COVID-19 but also other factors such as the Overseas Development funding cuts have had an impact on wide range of activities.

19.3 The contents of the KPI report were noted.

20 Internal Audit Plan 2021/22

Received:

20.1 The draft Internal Audit Plan for 2021/2022 was received and noted by Council.

21 Reports from Committees of Council

Received:

21.1 Audit and Risk Report.

21.2 Estates and Infrastructure Report.

21.3 External Relations Committee.

21.4 Finance and Resources Committee Report.

21.5 Human Resources and Equalities Committee Report.

Noted:

21.6 It was noted that the concluding sentence of the second paragraph of the Finance and Resources Committee Report should read, "Several members of the Committee expressed concern that savings envisaged under the Academic Portfolio Review would be challenging to realise."

22 Nominations and Governance Report*

Received:

22.1 A report from the Nominations and Governance Committee and proposed changes to Council committees.

Resolved:

22.2 Council approved the disestablishment of the Estates and Infrastructure Committee.

22.3 Council approved the amended Terms of Reference for the Finance and Resources Committee reflecting the responsibilities it will assume upon disestablishment of the Estates and Infrastructure Committee.

22.4 Council approved the appointments to Committees of Council upon the recommendations of the Nominations and Governance Committee.

22.5 Council approved the amended Terms of Reference for the Remuneration Committee.

22.6 Council approved the Terms of Reference for the Chairs of Council Committees Group.

23 Retirements from Council

Noted:

- 23.1 It was noted that this would be the last meeting for Mr Ian Borman and Mr Ben Fowler.
- 23.2 Council expressed sincere thanks on behalf of the College and their fellow members of Council for the work and support that Ian and Ben have provided over their 6 and 3 years of membership respectively.
- 23.3 It was noted that both offered their thanks and best wishes to the future of Council and the College.
- 23.4 Plans will be made for members to meet in person when safe to do so.