

**GOLDSMITHS**  
**University of London**

**COUNCIL**

**Minutes of the meeting held on 29 November 2011**

- Present:** Mr Christopher Jonas (in the Chair), Professor Catherine Alexander, Dr Virginia Brooke, Dr Philip Broadhead, Mr James Haywood, Mr Dan Lambeth, Mr Patrick Loughrey, Ms Althea Efunshile, Dr Rupert Evenett, Mr James Grierson, Dr Alison Henwood, Mr Brian Lymbery, Mr Kenneth May, Dr Richard Noble, Professor Simon McVeigh, Mr Dick Melly, Professor Jane Powell, Ms Cathy Runciman, Ms Mary Stacey, Dr Gareth Stanton, Ms Colleen Toomey, Ms Jessica Wanamaker, Mr Tom Williams.
- Apologies:** Mr Mark Baillache, Mr Richard Bolley, Professor Mark d'Inverno.
- In attendance:** Registrar and Secretary (Secretary), Director of Finance, Head of Corporate Governance and Information Management.
- Observers:** Ms Vicky Annand, Mr Nick Grimmer, Mr David Mungall, Ms Lucinda Parr, Ms Ellen Tsang, UCU representation.

**OPEN BUSINESS**

**1 MEMBERSHIP OF COUNCIL**

The Chair welcomed the following new members who had joined Council on 1 September 2011:

Mr James Haywood  
Mr Dan Lambeth  
Dr Richard Noble  
Ms Jessica Wanamaker

**Noted:**

- (i) that, in the election of a member of the non-academic staff to succeed Mr Richard Bolley with effect from 1 September 2012, Ms Vivienne Rose had been elected;
- (ii) that Mr Mark Baillache had resigned from Council with effect from 30 November 2011 having taken a new post overseas, and that Mr Rupert Evenett had been appointed by Finance and Resources Committee as interim Chair, until a permanent arrangement should be agreed by Council.

**2 MINUTES**

**Resolved:**

that the Minutes of the meeting held on 30 June 2011 be approved.

### **3 MATTERS ARISING FROM THE MINUTES**

**Noted:**

a letter on behalf of the University of London Board of Trustees to the Warden, granting the College permission to exercise its degree-awarding powers, while remaining within the University, for any programmes delivered elsewhere with Goldsmiths validation (and not for provision at LASALLE College of the Arts only, as in the College's application) (11-487).

### **4 STANDING ORDERS**

**Noted:**

the revised Standing Orders in force for all Goldsmiths Committees, including Council, from 1 September 2011 (11-307).

### **5 CONFLICT OF INTERESTS POLICY**

**Noted:**

the College's Conflict of Interests Policy, and its potential implications for the obligations of members of the Committee (11-308).

### **6 TERMS OF REFERENCE, COMPOSITION AND MEMBERSHIP OF COUNCIL**

**Noted:**

the membership and statement of powers of Council for this academic year (11-488).

### **7 ANNUAL CIRCULATION OF COUNCIL MEMBER INFORMATION**

**Received:**

a list of information items, which since the Summer 2011 mailing had been sent only to new members, but which were still available to continuing members on request (11-489).

### **8 REPORT ON ACTION TAKEN BY THE CHAIR**

**Noted:**

that since the last meeting action had been taken by the Chair on behalf of Council (11-490):

- (i) to accept the resignation of Mr Hugh Jones as Registrar and Secretary under Statute 13<sup>1</sup>
- (ii) to approve amendments to the General Regulations, with effect from 1 September 2011, as set

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<sup>1</sup> Statutes as approved with effect from 1 September 2010. This action was taken too late to be included in the circulated Chair's Action report, but was reported by the Chair at the meeting.

out in Appendix A of paper 11-490;

- (iii) to approve amendments to the Financial Regulations, with effect from 1 August 2011, as set out in Appendix A of paper 11-490;
- (iv) to approve the rescission of Council's decision of 30 June 2011 to add "Credit Framework Regulations" to the list of Regulations in the Ordinance on the Creation and Maintenance of Regulations with effect from 1 September 2011 (Council minute 15, 30 June 2011, refers);
- (v) to approve the addition of "Fundraising" to the list of desirable skills appearing in recruitment documentation for new Council member recruitment (amending the list originally approved by Council Minute 15, 22 March 2007), with effect from the next recruitment round.

## **9 WARDEN'S REPORT**

Council received an oral report from the Warden, including the following topics:

- (i) the current occupation of the Whitehead building and the industrial action anticipated on 30 November 2011;
- (ii) the successful Open Day in October, and recent inaccurate press reports about falling numbers at Goldsmiths (albeit that there were concerns about recruitment during the transitional period of student funding approaching, in response to which the Senior Management Team was receiving weekly student admissions reports);
- (iii) the need for growth in academic developments in areas of high student demand, investment in infrastructure (including through possible shared services), and for improved project management;
- (iv) the improved position of the College in the QS world rankings of universities: Goldsmiths was now 97th in the world for Arts and Humanities, and within the UK in the top 20 for Arts and Humanities and the top 30 for Social Sciences.

## **10 ACCOUNTABILITY RETURN TO HEFCE**

**Received:**

- (i) Financial Statements (11-393R), recommended for approval by Audit Committee (9 November 2011, following prior consideration by Finance and Resources Committee on 7 November 2011, according to the amended terms of reference of Finance and Resources Committee with effect from 1 September 2011);
- (ii) External Auditor's Report (incorporating draft letter of representation) (11-432R);
- (iii) Financial Forecast (11-392R);
- (iv) Audit Committee Annual Report (11-434R)
- (v) Response by the Warden to the Audit Committee Annual Report (11-506);
- (vi) Draft Assurance Statement (11-433);
- (vii) Internal Auditor's Report (11-329R).

Council noted the view of the Audit Committee that there was now satisfactory assurance in the areas of value for money (VFM) and data quality, although more needed to be done to define measures that would assist in recording and demonstrating the achievement of VFM within the framework already established.

On risk management, governance and control Audit Committee had found that, despite significant improvements overall during the year, in two areas - capital expenditure and risk management - it could give only limited assurance.

The weaknesses identified by the Committee related to the processes of capital expenditure governance and whether these were established and operating effectively. Specifically there was concern about the lack of clarity of roles and responsibilities of key committees with regard to their consideration and approval of the capital programme, and the absence of robust capital contract review and completion processes.

Key areas of concern relating to risk included project management, although it was acknowledged by Audit Committee that there had been general improvement in project governance since the Committee's last Annual Report. Council noted that the timing of delivery of the Internal Auditor's Annual Report, which had given a satisfactory assurance in this area, meant that additional evidence relating to an external review of the current student records project, which had been available to Audit Committee and which had informed the Committee's opinion, could not have been available to Internal Audit.

Council considered the Warden's response to the Audit Committee Annual Report and were pleased to note the measures planned to address Audit Committee's concerns, involving the establishment of a new office specialised in the management of projects, which would also be responsible for risk management. The line management arrangements remained to be determined pending a forthcoming separate review of the duties of the Registrar and Secretary.

Members of Council were supportive of the plans described by the Warden. However, in discussion the importance of the continued separation of project management and project governance within the new structure was emphasised. It was also suggested that in principle the office should be self-financing based on improvements in efficiency. It was noted that the office would be created in part by drawing together existing staff from other departments.

**Resolved:**

to approve the Financial Statements for 2010-11 (11-393R), the draft letter of representation (within 11-432R), the financial forecast and commentary (11-392R) and the draft Assurance Statement (11-433).

**Noted:**

- (i) that HEFCE no longer required the submission of a Corporate Planning Statement, and that there were changes this year in the reporting requirements for financial forecasts;
- (ii) that, in approving the Public Benefit Statement Council was affirming, as required by HEFCE in its role as Principal Charity Regulator, that it had had regard to the Charity Commission's guidance on public benefit.

## **11 INTERNAL AUDIT STRATEGIC PLAN**

### **Resolved:**

to approve the draft Internal Audit Strategic Plan (11-233R2), on the recommendation of Audit Committee.

### **Noted:**

- (i) that the Operational Internal Audit Plan had not been presented for approval by Council this year, in order to reduce the burden of detail included in the Council agenda, but that Audit Committee had resolved to approve it subject to Council approval of the Strategic Internal Audit Plan;
- (ii) that the Operational Plan was available to Council members on request.

## **12 MINUTES OF AUDIT COMMITTEE**

### **Received:**

the minutes of the meetings of Audit Committee held on 4 October 2011 (11-491) and 9 November 2011 (11-492).

## **13 IMPLICATIONS OF CHARITABLE STATUS**

### **Received:**

a discussion paper by the Head of Corporate Governance and Information Management concerning responsibilities and risks associated with charitable status (11-439R, including separately-bound appendix consisting of Charity Commission guidance for the information of Council members);

Council noted that recent changes in legislation had increased the need for more explicit articulation of the ways in which the College operated for the public benefit, but did not require fundamental change in the mode of operation. Members endorsed the view expressed in the paper that there was a need for greater awareness across all the College's departments of ways in which they could contribute to the Public Benefit Statement and thereby improve it, since it was likely that many achievements were at present being omitted. It was further noted that the development of the process of impact assessment required under the Research Excellence Framework (REF) would facilitate the articulation of public benefit, including by the collection of case histories from particular research projects.

It was noted that there was a need to consider the implications of charitable status when selecting and reviewing institutional Key Performance Indicators (KPIs) (see Minute 15 below). However, this did not necessarily mean that additional KPIs were needed, since sufficient evidence as to whether the College was honouring its public benefit obligations might be able to be deduced from KPIs serving a broader range of purposes.

Members suggested that when developing the Strategic Plan consideration should be given to the question of community involvement and to the priority level to be accorded to it.

Council further noted the risks associated with charitable status, noting that in general these were

very limited. The existence of the formal concept of a "Serious Incident" might affect the way in which risks and incidents were dealt with procedurally, but the major risks involved were intrinsically independent of charitable status. It was suggested that the growth of international partnerships had the potential to increase the risk of a serious incident given the lack of direct control, and that the College also needed to consider what its public benefit obligations meant in the context of international partnerships.

**Resolved:**

- (i) to approve the amendment to the wording of the Conflicts of Interest Policy proposed in section 3 of paper 11-439R, to accommodate the need for minor changes in Register of Interest declarations consequential upon the new regulatory arrangements.
- (ii) to receive a report at a future meeting from a small group of members of Council on possible future approaches to the articulation of the College's public benefit achievements.

**14 CHARITABLE STATUS OF THE STUDENTS' UNION**

**Received:**

a report from the Chief Executive of the Students' Union, concerning the intention of the Students' Union to register with the Charity Commission (11-493).

**Noted:**

- (i) that the Students' Union intended to register as a charity within the current academic year, but would for the time being remain an Unincorporated Association, so that there would be no amendments to the Articles of Governance needed in the immediate future;
- (ii) that since the preparation of paper 11-493, which referred to the review of the Articles of Governance planned for 2011-12 (according to the 5-year cycle envisaged in 2007), it had emerged that staffing changes within the College relevant to the College's relationship with the Union meant that it would be preferable to defer the review until 2012-13.

**Resolved:**

that the first review of the Articles of Governance of the Students' Union be deferred from 2011-12 to 2012-13.

**15 STRATEGIC PLAN AND KEY PERFORMANCE INDICATORS (KPIs)**

**Received:**

- (i) outline proposals and examples concerning Key Performance Indicators (KPIs) to support the new Strategic Plan (11-494);
- (ii) a description of proposed arrangements for communication of the Plan (11-495).

Council noted its formal responsibilities to set KPIs and, as part of their responsibilities as charity trustees, to ensure the College operated for the public benefit (Minute 13 above also refers).

It was felt that the London and the World pillar KPIs would be useful for the purposes of public benefit

assurance, but that additional indicators would be required for the full range of uses. Council would regularly need to be in a position to evaluate the College's expanding portfolio of external relationships and it would be desirable for there to be KPIs related to this if possible.

The benefits of selecting some KPIs which would facilitate benchmarking against other institutions in the sector (especially where publicly available) were recognised, and it was noted that some of the currently-proposed KPIs related to indicators used by HEFCE for routine assurance review.

It was pointed that not all KPIs were structured in such a way that an increased numerical value showed improved performance: for example the percentage of disabled individuals in a category would reach an optimum level below 100 percent.

It was noted that the proposal in paper 11-494 for a KPI "Staff costs as a proportion of total spend" should actually have read ".....total income".

The following suggestions for future KPIs were made:

- (i) External relationships generally (see above);
- (ii) Overseas student recruitment, preferably including an indicator of the calibre of students admitted (although the limitation of numerical indicators was recognised);
- (iii) Investments;
- (iv) Staff satisfaction;
- (v) Equality and Diversity indicators, having particular regard to the Equality Act publication requirements.

**Resolved:**

- (i) that KPIs on 2010-11 performance (which should normally have come to Autumn term Council) be presented to the next meeting, but be based on new indicators;
- (ii) that these new indicators be based on those in paper 11-494, updated in the light of discussion;
- (iii) that Council be consulted by correspondence in advance of the preparation of the 2010-11 KPIs report for the Council agenda of 29 March 2012, and that a final listing of KPIs for use in 2012-13 and after to be approved by Council on 29 March 2012, in the light of any discussion of the 2010-11 worked example to be received at that meeting.

**16 INSTITUTE OF MANAGEMENT STUDIES AND OTHER ACADEMIC DEVELOPMENTS**

**Received:**

a report on Academic Developments (11-496), including a proposal for an Institute of Management Studies and a Confucius Institute.

**Resolved:**

that an Institute of Management Studies be established as a new Academic Area of the

College with formal effect from 1 September 2012, it being noted that the necessary consequential amendments to the Ordinance on Academic Departments and Areas would be made as part of the review of Ordinances conducted by Council in the Spring or Summer term 2012.

**Noted:**

- (i) that the Institute of Management Studies would be operating in shadow form from 1 January 2012, with appropriate in-year amendments to reporting lines, budgetary authority and any other elements required to bring effect to the above decision;
- (ii) that start-up funds had already been provided for in the 2011-12 budget;
- (ii) that Professor Simon McVeigh would be the Pro-Warden with line management responsibility for the Institute.

## **17 NEW STRUCTURES FOR FUNDRAISING ACTIVITIES**

**Received:**

to consider a paper concerning future structures to support fundraising activities (11-497).

It was noted that it was proposed to explore the establishment of a Development Board to promote fundraising, which would be outside the committee structure of the College and whose members might be trustees of a Foundation (a separate charity).

Important questions which would need to be considered would include the future of External Relations and Development Committee, the current role of which overlapped with that of the proposed Development Board, although it was noted that the roles were not identical.

Members of Council pointed out that if the Development Board were not a committee of Council it would be necessary to ensure that there were alternative mechanisms of accountability to ensure that it would focus its activities on the priorities of the College. However there should be sufficient opportunities for well-supported activity to avoid losing goodwill by a false start. It was suggested that a Foundation might only be justified for larger-scale operations than was likely at Goldsmiths, but that there was a stronger case for a Development Board, which could be established within the College's own current legal framework.

**Resolved:**

to receive a further report with a more detailed proposed model for a Development Board, and the implications for External Relations and Development Committee, at the next meeting.

## **18 REDUNDANCY COMMITTEES**

**Received:**

a proposal concerning the establishment and reporting of Redundancy Committees under Statute 16 (11-414R);

## **Resolved:**

- (i) that the Chair be empowered to establish Redundancy Committees on Council's behalf in accordance with Statute 16 (II) (in the Statutes as approved by the Privy Council with effect from 1 September 2010), and/or to approve the recommendations of Redundancy Committees on behalf of Council, where this is necessary to avoid significant delay;
- (ii) to resolve that any Chair's action taken in respect of Redundancy Committees be reported in the Chair's action report in the next Council agenda following each stage of the redundancy process, and that reports on the overall process and outcomes be submitted to both Council and Academic Board at the conclusion of that process;
- (iii) that a Redundancy Committee be established to consider proposed redundancies of academic staff in the Department of Professional and Community Education, arising from the cessation of Learning and Skills Council funding to the College, it being noted that the Chair would appoint the Council members of the Redundancy Committee.

## **Noted:**

that Academic Board (1 November 2011) had resolved that the Warden be empowered to nominate the Academic Board members of a Redundancy Committee established by or on behalf of Council (which would be reported in the termly Chair's action report to Academic Board).

## **19 ANNUAL REPORTS OF COMMITTEES**

### **Received:**

reports on the activities of Committees in 2010-11 as follows:

#### **(i) Strategic Aim Committees <sup>2</sup>**

- Aim 1: Academic Development Committee (11-313);
- Aims 2 & 6: Research and Enterprise Committee (11-498);
- Aim 3: Learning, Teaching and Quality Committee (11-339);
- Aim 4: Student Committee (11-340);
- Aim 5: Equality and Diversity Committee (11-405);
- Aim 8: Estates Committee (11-397R);  
and Information Management and Systems Committee (11-349R);
- Aim 9: Human Resources Committee (11-426R);
- Aim 10: External Relations and Development Committee (11-499).

Council noted that Student Committee had been abolished from 1 September 2011, and its functions transferred to Learning, Teaching and Quality Committee (formerly Learning and Teaching Quality Committee). <sup>7</sup>

Members noted with some concern the problems in acquiring adequate data to enable the appropriate annual statistical reporting to the Equality and Diversity Committee, in particular in relation to staff. The disproportionately high number of appeals and complaints had been

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<sup>2</sup> Council noted that the Aims against which the Strategic Aim Committees reported were those of the Goldsmiths currently in force (Minute 10, 14 December 2006, refers). Once a final version of the new Strategic Plan had been approved by Council and the Goldsmiths Strategy thereby rescinded, terms of reference of committees would need to be amended - if possible with effect from 1 September 2012.

brought by black and minority ethnic students was also noted, although the Pro-Warden (Students and Learning Development) reported that this proportion was falling.

## **(ii) Other Committees**

### **Noted:**

- (i) that the Audit Committee Annual Report formed part of the HEFCE Accountability Return and appeared under that item on the present agenda (paper 11-434R);
- (ii) that Health and Safety Committee routinely reported in the Spring term, and Remuneration Committee in the Summer term.

## **20 STUDENTS' UNION FINANCIAL STATEMENTS**

### **Received:**

the financial statements of the Students' Union (11-436), together with a commentary by the Chief Executive of the Union.

## **21 STUDENTS' UNION ANNUAL REPORT**

### **Received:**

the Students' Union Annual Impact Report for 2010-11 (11-500).

## **22 FORTHCOMING MEETINGS**

### **Noted:**

the following dates of forthcoming meetings in 2011-12:

29 March 2012  
19 June 2012

### **Resolved:**

that meetings of Council be held on the following dates in 2012-13 (all Thursdays):

29 November 2012  
21 March 2013  
27 June 2013

**CONFIDENTIAL BUSINESS**  
*Exemptions 43 of the Freedom  
of Information Act apply for one year*

## **23 THE COLLEGE'S APPROACH TO FEE-CHARGING**

### **Received:**

a paper concerning arrangements for fee-charging (11-501).

## **24 APPOINTMENT OF THE CHAIR OF COUNCIL**

*(Minute 20, 7 April 2011, refers)*

### **Received:**

an oral report from Ms Mary Stacey, Chair the Search Committee for the Chair of Council, together with the *curriculum vitae* of the candidate recommended by the Search Committee for appointment (11-507).

### **Noted:**

the membership of the Search Committee, as follows:

Ms Mary Stacey (Chair)

Mr Kenneth May

Ms Kay Stables (Head of the Department of Design)

Mr James Haywood (President of the Students' Union)

Dr Tim Miller (Chair of Council, School of Oriental and African Studies, University of London)

### **Resolved:**

that Baroness Morris of Yardley (The Right Honourable Estelle Morris) be appointed Chair of Council with effect from 1 September 2012, to serve until 31 August 2015.

## **25 APPOINTMENT OF INDEPENDENT MEMBERS OF COMMITTEES**

### **Received:**

- (i) proposals from Nominations Committee for the appointment of existing members to Committees (11-333R).
- (ii) a proposal from Nominations Committee concerning special arrangements for certain roles as Committee Chair (11-502).

### **Resolved:**

- (i) that, notwithstanding the established practice of reappointing Committee members for no more than a six-year maximum term, the following be reappointed as Chairs of Council Committees for a third term with effect from 1 September 2012:

Mr James Grierson                      Chair of Estates Committee

Mr Dick Melly                              Chair of Health and Safety Committee

- (ii) that the paragraph of the Standing Orders relating to reappointments be clarified as follows in relation to long-term custom and practice with effect from 1 September 2012 (**new text in bold**):

3.1 Unless otherwise determined in the Statutes, Ordinances or these Standing Orders,

elected or appointed members of committees other than students shall serve for a period of three years and be eligible for reappointment **for a second and final term, unless (in the case of appointed members) Council or Academic Board (as appropriate to the reporting line of the Committee concerned - including Council for joint committees of Council and the Board) determines that there is an exceptional case for reappointing a particular individual beyond two terms.** Student members shall serve for a period of one year and be eligible for reappointment **as determined by the appointing body,** provided that they shall cease to be members on ceasing to be students.

*[Secretary's note: The words "(in the case of appointed members)" was added after the meeting, by the Chair on behalf of Council, to remove the unintended implication that Council or Academic Board might determine the duration of elected membership on an individual basis.]*

- (iii) that independent members of committees be appointed as set out in paper 11-333R.

**Noted:**

the arrangements proposed by Nominations Committee for the appointment of a future Chair of Finance and Resources Committee.

**RESERVED BUSINESS**

**26 APPOINTMENT OF HEADS OF ACADEMIC DEPARTMENTS**

**Received:**

recommendations for the appointment of Heads of academic departments (11-503).

**Resolved:**

- (i) that Dr Jorella Andrews be reappointed Head of the Department of Visual Cultures for a further year, with effect from 1 September 2012;
- (ii) that Dr Juliet Sprake be appointed Head of the Department of Design from 1 September 2012 to 31 August 2015;
- (iii) that Professor Linda Pring be appointed Joint Head of the Department of Psychology, from 1 January to 31 March 2012.

**Noted:**

that it was not yet possible to bring forward recommendations for the Headships of the Departments of Professional and Community Education (PACE) and Psychology with effect from 1 September 2012, and that it was hoped that this would be possible at the March meeting.