

**COUNCIL MINUTES**
**(Open)**

Thursday, 24 November 2022

15:00 - 18:00

Microsoft Teams

**MEMBERS:**

Dinah Caine	DC	Council Chair
Lynn Percy	LP	Council Deputy Chair
Adam Denham	AD	Council Member
Aaron Porter	AP	Council Member (Joining late)
Alison Wooley	AW	Director of Development & Alumni Relations
Andrew Laurence	AL	Council Member
Anna Carlisle	AC	Council Member
David Oswell	DO	The Pro-Warden
David Reddaway	DR	Council Member
Fiona McLaren	FM	Council Member
Francis Corner	FC	The Warden
Hafsa Haji	HJ	Student Union President
Henrike Donnor	HD	Elected Council Member
Imran Chughtai	IC	Chief Financial Officer
Irene Adeyinka	IA	Council Member
Jilly Court	JC	Interim Chief Operating Officer
Kiran Grewal	KG	Council Member
Michael Guggenheim	MG	Council Member
Monica Barnes	MBa	Council Member
Naomi Thompson	NT	Elected Council Member
Pam Raynor	PRa	Council Member
Paul Rowlett	PRo	Council Member
Philip Stoltzfus	PS	Council Member
Stella Beaumont	SBe	Council Member (Joined at 16:00)
Susan Dilly	SD	Council Member

**ATTENDEES:**

Matt Brooks	MBr	Director of Governance & Legal Services
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Susan Edwards	SE	Director of People and Organisational Development
Steven Graham	SG	Head of School, Arts, and Humanities
Laraine Moody	LM	Governance Officer (Interim)

**APOLOGIES:**

Ben Morton-Wright	BM-W	Council Member
David Reddaway	DR	Council Member

**# MINUTE**

**OPEN ITEMS – PRELIMINARY MATTERS**

**Welcome**

The Chair welcomed all to the meeting, with a special welcome to FM and LM on the occasion of their first Council gathering of the governing body.

**1.0 Apologies for absence**

1.1 **NOTED:** BM-W and DR had conveyed their apologies for being unable to attend the meeting.

**2.0 Identification of Items for discussion**

2.1 **NOTED:** Shortly in advance of the meeting, the Chair had taken receipt of two letters concerning a recent disciplinary process undertaken in respect of members of College staff. Those letters had been shared with members of Council along with germane documents, albeit with certain redactions (with advice as to whether the redactions were necessary and proportionate in all the circumstances being provided by MBr). The governing body is seized of the letters and the matters set out within. However, Council requires expert advice as to how it can have consideration of those matters whilst adhering to the College’s governance framework, complying with the CUC Code of Governance, meetings its legal duties as well as protecting and promoting the rights and freedoms of individuals.

2.2 **ACTION: The Chair of Council will seek expert advice as to how the governing should proceed being seized of the letters and the matters contained therein and provide an update to her colleagues.**

**OPEN ITEMS**

**3.0 Chair’s Action**

3.1 **NOTED:** On behalf of Council the Chair appointed Irene Adeyinka and Monika Barnes to the Audit and Risk Committee for a term of 3 years (from 1 September 2022) on 13 and 25 October 2022 respectively.

#### **4.0 Open Council Minutes, 6 October 2022**

- 4.1 **RESOLVED:** Council approved the Open Council Minutes of the meeting of 6 October 2022 (CNCL141) subject to correction being made to the attendance list and it being clarified that, in her Chair's Report, DC had reported the Labour Party's position is in respect of Higher Education rather than her own.

#### **5.0 Matters Arising**

- 5.1 Council noted that there were no Matters Arising from the Open Council Minutes dated 6 October 2022 (CNCL141).

#### **6.0 Action Tracker**

- 6.1 **NOTED:** The Tracker omitted to include the preparation of a report as to declarations of participation in industrial action observed at Goldsmiths during the 2021-22 academic year.

It would appear that declarations were not made by many staff who participated in industrial action given the level of disruption to teaching and learning experienced by students. It follows that the level of deductions made was not what it ought to have been and there was a material mismatch between deductions and the awards to be made to students in respect of non-delivered teaching and learning opportunities. This is a matter of concern to the governing body.

- 6.3 **ACTION:** JC to provide an update on declarations made in relation to the last period of industrial action observed during the 2021-22 academic year.

### **FOR CONSIDERATION & APPROVAL WITH DISCUSSION**

#### **7.0 Warden's Report**

- 7.1 **NOTED:** Gillian Keegan has been appointed as the new Secretary of State for Education and Robert Halfon has been appointed as the Minister of State for Skills, Apprenticeships and Higher Education. It is envisaged that there will be particular focus on apprenticeships and lifelong skills.

The high inflationary environment is having a profound impact. The College concerned to do all we can to support staff and students to deal with the cost of living pressures. On a national basis, this matter is being looked at by UUK. Locally a package of measures has been put together (which are commended to Council for approval).

It is recognised that Tranche 1 of the Recovery Programme has given rise to some operational challenges, particularly in the Student Experience Directorate and the People and Organisational Development Directorate, which has resulted in severe pressure on services in recent months. Robust mitigations are being put in place to address the challenges and relieve the pressure at the earliest possible occasion.

Industrial action is being taken on a national dispute (pay, working conditions and pensions). A number of days of strikes will be observed. Alongside this will be action short of strike. It is incredibly disappointing that students will have their experience disrupted. Mitigations will be put in place to preserve the student experience.

TEF2023 requires the College to make a provider submission to be considered alongside our TEF indicators by a panel of assessors. Building on the substantial body of preparatory work already undertaken, the interim Pro-Warden (Academic) has established a task-and-finish group to produce the provider submission. The group has representation from academic schools, professional services and the Students' Union and has met twice. Much material has already been collated to support the case for and, on the basis of guidance recently published by the OfS, is now being curated. Prior to being finalised ahead of the 24 January 2023 deadline, the provider submission will be considered by an external reviewer, by an extraordinary meeting of Academic Board and by Council.

Goldsmiths needs to build its financial resilience. One way of doing this is to develop an endowment. The College is developing the early stages of an endowment fundraising campaign, the financial goal of which is to raise £100 million over the duration of the next Goldsmiths Strategy and beyond. Such a figure – endowed in perpetuity – would generate c.£5 million per annum (assuming investment at 5%) in revenue to support the College's mission.

Consultation on the new 10-year Goldsmiths Strategy is to begin in December, with a series of online focus groups run by an external facilitator to gather the perspectives of our staff community. Further focus groups for students will follow in the new year. There will also be an online survey including the same questions as the focus groups, ensuring staff, students and other key stakeholder groups have a chance to share their views.

A partnership has been forged with Oklahoma City University in the USA, and the proposal is that Goldsmith students will do a year studying screen in Los Angeles, and USA students visit Goldsmiths.

## **8.0 Strategy 2023-33**

- 8.1 **NOTED:** Subject to the views of Council, it is envisaged that the new Strategy will come into force in October 2023. The process for the development of the Strategy, including consultation with internal and external stakeholders, has been put in place with a view to meeting this timetable. The Strategy Development Group is leading the development work. On behalf of Council, the Strategy Sub-Group will have oversight of the process and progress being made.

Whilst members feel that the timetable is realistic, they counsel that significant effort will need to be made if it is met. Whilst Council is anxious to have the new instrument in a timely fashion, the priority is having the right one.

Members consider that a strategy should be bold and ambitious but must be grounded in the reality of the organisation as it is at the point of development and what is realistically achievable during the lifespan of the instrument. It was felt that this necessitates a dialogue with current and future stakeholders, particularly students.

The importance of effective measurement of performance against a strategy was emphasised.

It is felt by some that the appropriate starting point is to identify what differentiates Goldsmiths from other institutions. It is considered that the exercise of strategy development has the potential to re-motivate the community.

Significant attention was paid to potential “size and shape” scenarios based on various assumptions presented to Council by IC. It was observed that decisions as to size and shape need to be based upon evidence and careful assessment of challenges - the College’s to realise ambitions would likely be impacted by demographics, the attractiveness of portfolio of programmes, metrics and league tables.

It was suggested that the strategy should additionally consider issues of governance, inclusivity and participation.

The efforts to build an endowment to enhance the financial resilience of the College as described by AW was welcomed.

## **9.0 Student Experience and Student Outcomes**

9.1 **NOTED:** Council received a presentation on “Student Voice” from HH.

9.2 Members welcomed the increasingly evidence led contributions of the SU to the work of Council. These provide the governing body with an insight into the student experience which is invaluable.

## **10.0 Academic Controls and Assurance**

10.1 **NOTED:** the Academic Board Report and the report from the Pro-Warden Academic and Chair of the QSSC and LTSEC.

10.2 The Office for Students published their priority areas for investigation and programmes or subject areas which are not meeting the minimum B3 thresholds, with five subject areas which are potentially at risk.

10.3 Three heads of school are putting in more mid-level support for departments to develop plans and to collectively own them.

10.4 **ACTION:** Risks to be identified in a table which can be considered in relation to overall Risk Reports.

## **11.0 Risk Management**

11.1 Council noted the Risk Management Report from the Senior Management Team, which is prepared termly, and seen on 6 October 2023 and subsequently twice by Audit and Risk Committee on 17 October and 14 November 2023.

## **12.0 Expenses Review**

12.1 Council noted the review undertaken of the College's Expenses Policy and Associated Procedures Report. It was confirmed that no breaches of relevant policies had been identified during the review.

## **13.0 University Title and Charter and Statutes**

13.1 **NOTED:** This was the second occasion on which Council considered an Amendment Supplemental Charter and amended Statutes.

13.2 MBr had received an email from the President of the GUCU stating concerns about Council seeking a Supplemental Charter and requesting postponement of the process. The concerns were that there had been insufficient consultation on the changes, particularly as they pertain to the governance framework, and that the changes inappropriately conferred powers on the Warden. MBr advised that the changes sought to the College's constitutional documents were primarily to achieve university title and to reflect the consequently changed relationship between Goldsmiths and the University of London. The petitions and applications proposed did not constrain the College from making further ones in the future. No new powers were being conferred upon the Warden. The College has always enjoyed legal personality and as such has had the power to act to raise loans (the specific concern of GUCU).

13.3 **RESOLVED: to**

- a. **To approve an Amendment Supplemental Charter and amended Statutes (as attached) for a second and final time**
- b. **To Petition His Majesty The King for an Amendment Supplemental Charter in the form attached to this notice of resolution to amend Goldsmiths' existing Charter (as set out in the draft Amendment Supplemental Charter also attached to this notice of resolution) subject to any amendments required by His Majesty The King; and**
- c. **To amend the Statutes attached to this notice of resolution and to request that His Majesty The King approve the revisions to the Statutes as noted, to come into effect on the same date as the Supplemental Charter and subject to any amendments required by His Majesty The King**
- d. **To amend the OfS Register as appropriate, upon the granting of an Amendment Supplemental Charter.**

## **14.0 Finance and Resources Committee Impact Report**

14.1 Council received and noted the Finance and Resources Impact Committee Report.

14.2 Thanks were given to the Finance Department and all involved in helping to ensure that the College improved its financial position, when compared to a year ago, which will help secure a sustainable future for the College.

14.3 Council approved the Annual Report, Financial Statements, and the Annual Financial Returns for Office for Students.

#### **15.0 Audit and Risk Committee Impact Report**

15.1 Council received and noted the Audit and Risk Committee Impact Report.

15.2 The Internal Audit Opinion was not as good as in previous years; however, the Internal and External Auditors were both satisfied. Difficulty arose in terms of the changes being made with internal controls, and it is hoped that next year will see an improvement.

#### **16.0 External Relations Committee Impact Report**

16.1 Council received and noted the External Relations Committee Impact Report.

#### **17.0 People, Organisation Development and Equalities Committee Impact Report**

17.1 Council received and noted the People, Organisation Development and Equalities Committee Impact Report.

17.2 Council approved the remaining Human Resources and Equalities Committee to the People and Organisational Development Committee.

17.3 Council approved the amended People, Organisation Development and Equalities Committee Terms of Reference.

#### **18.0 Office for Students Reportable Events**

18.1 Council noted that the College had not reported any events to the Office for Students since it last met on 6 October 2022.

#### **19.0 Future meetings:**

19.1 Council will meet next on 23 March 2023, 15:00-1800; and 22 June 2023 at 15:00-1800.