

COUNCIL

The Vice-Chancellor requests a meeting of the Council in the Council Room, The Old Schools, at 10.15 am on Monday 24 September 2012. Coffee will be available beforehand.

Circulated: 18 September 2012

Please noted that that there will be an informal pre-meeting of the Council at 9.30am in the Council Room. The purpose of the meeting is to allow members of the Council to discuss the documentation circulated for item B1(ii) ('External Finance') with the Senior Pro-Vice-Chancellor, the Director of Finance, the Joint Head of Legal Services and Mr David Bickerton from Clifford Chance LLP.

AGENDA

UNRESERVED BUSINESS

PART A: PRELIMINARY, LEGISLATIVE AND STRAIGHTFORWARD BUSINESS

A1 Declarations of Interest

Members of the Council are asked to declare any personal or prejudicial interests.

A2 Minutes

The unconfirmed minutes of the meeting held on 16 July 2012 are circulated.

The Council is asked to confirm the Minutes.

A3 Matters arising

- (i) Cambridge Assessment – OCR (Minute 120(I) refers)

The Chairman of the Local Examinations Syndicate reported to the Council, at its last meeting, that OCR had confirmed that errors in totalling and transcribing marks during the 2011 examinations had necessitated a number of grade changes. Ofqual had undertaken a regulatory investigation and had issued a direction to OCR. A letter from the Group Chief Executive of Cambridge Assessment to the Registry setting out the terms of the Direction and the actions which OCR will take in response was circulated electronically to the Council on 11 September and is recirculated with the papers.

The Chairman of the Local Examinations Syndicate will report.

- (ii) IPR Revenue Distribution Policy (Minute 123(b)(iii) refers)

The Finance Committee and the General Board at their respective meetings on 11 July 2012 approved a draft joint Report setting out proposed amendments to the IPR revenue distribution policy. The Council, by a majority, agreed to sign the draft Report at its meeting on 16 July 2012. One member indicated an intention to

submit a Note of Dissent. Only thirteen of those members of Council present at the meeting subsequently signed the Report. It is therefore proposed that the Report be withdrawn.

The Senior Pro-Vice-Chancellor will report.

A4 Procedure of the Council

(a) To approve arrangements for the chairing of agenda items

It is proposed that the Vice-Chancellor should chair all of items of business. A member of the Council who wishes to propose a different allocation of items between the Vice-Chancellor and the Deputy Chair is requested to inform the Registry or the Head of the Registry's Office before the start of the meeting.

(b) To approve confirmed business starred as straightforward

A member of the Council who wishes a starred item to be discussed at the meeting is requested to inform the Registry or the Head of the Registry's Office before the start of the meeting.

The Council is asked to approve matters for decision set out in the confirmed starred items.

Starred items are included in the agenda (rather than inclusion in a Circular or by reference to the Business Committee) only if it is believed that the business is of sufficient significance that there could be need for discussion at the meeting (or exceptionally if there is particular urgency about an item of straightforward business).

***(c) Council Circulars**

To note the issue and approval (or proposed issue and potential approval) of the following:

Circular	Issue	Approval
18/12	20 July	30 July
19/12	17 August	28 August (exceptionally)

A5 Vice-Chancellor's Report

The Vice-Chancellor will report further **only** on those items on the following list which are **bold** and unstarred (either on the agenda or, in advance, at the request of members of the Council); other matters are for information only.

*(a) The Vice-Chancellor invites the Council to congratulate members of the University elected as Fellows of the British Academy:
Professor Simon Franklin, **CL** (Professor of Slavonic Studies), Professor Simon Shaffer, **DAR** (Professor of History and Philosophy of Science), Professor Huw Price, **T** (Bertrand Russell Professor Philosophy),

(b) India trip (Chandigarh, Delhi, Bangalore, Mumbai): 4–19 September 2012.

*(c) Alumni weekend: 21-23 September 2012

A6 Council, legislative and comparable matters

***(a) Council Work Plan 2012-13**

The Work Plan for 2012-13 is attached to this agenda for approval by the Council.

The Registry or the Head of the Registry's Office will answer any questions.

***(b) Business Committee**

There was no meeting of the Business Committee on 17 September 2012

(c) The Council's Annual Report 2011-12

A first draft is circulated for any comment.

The Registry or the Head of the Registry's Office will answer any questions. Detailed drafting suggestions should be sent to the Head of the Registry's Office outside the meeting.

***(d) Council Handbook and fundamental documents**

The Council is reminded that, at its meeting on 16 July 2012, it re-adopted the existing Council handbook including the standing orders and other fundamental documents (the Code of Practice, Statement of Primary Responsibilities and Statement of Corporate Governance) for use until December 2012.

***(e) Strategic meeting 24-25 September 2012**

The programme is attached for any necessary reference during the present meeting. A pack of papers has been distributed. A note of the meeting will be circulated as soon as possible after the meeting.

***(f) Council response to the remarks at Discussion on 24 April 2012 about the following topic of concern: The selective and unreasonable punishment of a single student for a collective act of protest by students and senior members.**

The Council is asked to approve a draft response for publication.

***(g) Election to the Council: Notice**

A draft Notice together with supporting documentation is circulated with the papers. The Council is invited to approve the publication of the Notice in the Reporter on both 3 and 10 October 2012.

(h) Graduate Union: Governance

A direction from the Council Committee for the Supervision of the Student Unions (CCSSU) to the sabbatical officers and Senior Treasurer of the Graduate Union is circulated with the papers.

Mr Shakeshaft chairs the CCSSU and will report as necessary. Dr Cowley and Mr du Quesnay are members.

A7 General Board

The General Board will have met on 19 September. The minutes will be circulated with the agenda for the October meeting of the Council.

The Vice-Chancellor is Chairman of the General Board and can report on any urgent matters. Dr Bampos, Dr Good and Dr Padman are members.

PART B: MAIN BUSINESS

B1 Finance, Planning and Resources Finance Committee

The Joint Head of the Legal Services Officer and Mr David Bickerton from Clifford Chance LLP will attend.

The Finance Committee will have met on 19 September. The Vice-Chancellor chairs the Committee. The Senior Pro-Vice-Chancellor, Mr du Quesnay and Professor Hopper are members.

(i) North West Cambridge project

An update on the financial appraisal is circulated with the papers.

The Senior Pro-Vice-Chancellor will report.

(ii) External Finance

Please note that the circulated materials and the Council's decisions are to remain strictly confidential until such time as the proposed bond issue, if approved, is launched. (The anticipated launch date is 1 October 2012 but may be later). Please note further that notwithstanding any launch, all legal advice contained in the circulated materials is privileged and confidential and remains so after any launch.

These papers are provided only to Council members and to the Officers attending.

The following documentation is now provided to the Council for discussion:

- A report in relation to the proposed bond issue, including an anticipated interest rate for the bonds, from Rothschild, in its capacity as financial adviser to the University;
- A copy, in near final form, of the prospectus to be dated, if approved, on or around 1 October 2012 and to be filed with the UK Listing Authority of the Financial Services Authority and the London Stock Exchange and to be issued by the University to prospective subscribers of the bonds;
- A proposed schedule for the launch of the bonds;
- A summary paper on the legal considerations relating to the proposed bond issue from the Joint Head of the Legal Services Office, including advice from Clifford Chance LLP on the University's potential legal liability in respect of the bond issue and its continuing obligations;

- A copy, in near final form, of the legal opinion to be given by Mills and Reeve to the Joint Lead Managers (HSBC Bank plc, Morgan Stanley & Co. International plc and The Royal Bank of Scotland plc), confirming the University's authority to issue the bonds;
- A draft Notice for publication in the Reporter concerning the Council's exercising of its delegated authority to borrow.
- A draft minute which, subject to Council members' approval, will form part of the record of the meeting.

The Senior Pro-Vice-Chancellor and the Joint Head of the Legal Services Office will report.

The minute of the Finance Committee's discussion of these two matters will be provided to the Council as soon as possible. If members of the Council wish to see copies of any of the documents reviewed by the Finance Committee and referred to in the minute, these are available from the Secretary.

UNIVERSITY OF CAMBRIDGE

COUNCIL

COUNCIL WORK PLAN 2012-3

The following timetable sets out those matters which the Council considers in accordance with an annual schedule. Dates, in some cases, are determined by reporting schedules; in others they are indicative. The work plan is updated for each ordinary meeting of the Council to take account of emerging issues.

MICHAELMAS TERM 2012

24 September 2012
(morning)

Ordinary meeting

Annual Report of the Council – first draft – **in agenda**
Confirm Standing Orders, Code of Practice, Statement of Primary Responsibilities, Statement of Corporate Governance – **in agenda**
Approve outline Council workplan for forthcoming academical year – **in agenda**

24 and 25 September 2012

Strategic meeting

Residential: at the Marriott Hotel, Huntingdon. Topics will include strategic financial planning, including the North West Cambridge Project and fundraising.

22 October 2012

Ordinary meeting

Review conclusions from strategic meeting
Annual Report of the Council – second draft
North West Cambridge project update and, if ready, Report to the Regent House.
Fundraising in the Collegiate University - update
Honorary Degree nominations for the calendar year immediately following, and preliminary proposals for the year after (if available; otherwise in November)
Receive and approve the recommendations of the Nominating Committee for External Members of the Council (if available; otherwise in November).
Response to Board of Scrutiny report

26 November 2012

Ordinary meeting

Annual Report of the Council – sign off for publication
Consider and approve Financial Statements for publication
Receive consider and publish General Report to the Council

17 December 2012

Ordinary meeting

The biennial half election of members of the Council in classes (a), (b) and (c) will have taken place. Induction of new members takes place separately.

ACCMEN's report of appointment of Council members to Council committees and other bodies
Audit Committee Annual Report

Risk Steering Committee Annual Report

LENT TERM 2013

21 January 2013

Ordinary meeting

First meeting of new members in classes (a), (b), (c) and (e)

Honorary degree nominations: publish list
Confirm Committee membership
Confirm dates of Council meetings (as approved by the Business Committee) for the forthcoming academic year
Office of External Affairs and Communications: annual report

18 February 2013

Ordinary meeting

Confirm date of the September Strategic Meeting

18 March 2013

Ordinary Meeting

Preliminary discussion of University budget for the forthcoming financial year

March-April (date not yet determined)

Strategic Meeting

Strategic meeting, provisionally part day in Cambridge: exact time and location to be determined.

EASTER TERM 2013

22 April 2013

Ordinary Meeting

Draft Budget and Allocations Report 2013-14– first consideration
Strategic meeting – review conclusions

20 May 2013

Ordinary Meeting

Budget and Allocations Report 2013-14 – conclude consideration, sign and publish
Report from CUP

17 June 2013

Ordinary Meeting

Last meeting of outgoing student members

Preliminary discussion of programme for September strategic meeting
Preliminary draft of Council workplan for the next academical year
Report from Cambridge Assessment

LONG VACATION 2013

15 July 2013
(long meeting)

First meeting of new student members

Initial review of Standing Orders, Code of Practice, Statement of Primary Responsibilities and Statement of Corporate Governance
Receive Board of Scrutiny Annual Report
Revised workplan for the next academical year

The Deputy Chairman chairs.

The Vice-Chancellor's annual report to the Council
Consideration of the Council's priorities for the forthcoming academical year

23 September 2012
(morning)

Ordinary meeting

The Council's Annual Report 2012-13 – first draft.
Confirm or revise Standing Orders, Code of Practice, Statement of Primary Responsibilities and Statement of Corporate Governance

September 2013 (dates to be determined)

Strategic Meeting: provisional

Residential: out of Cambridge; place to be determined. Topics to be determined.

MICHAELMAS TERM 2013 (FORWARD LOOK)

21 October 2013

Ordinary Meeting

Strategic meeting September 2013 - consider conclusions.

The Council's Annual Report 2012-13 – second draft
Receive draft General Board Report to the Council for 2012-13

Honorary Degree nominations 2013 and preliminary proposals for 2014.

25 November 2013

Ordinary Meeting

Consider and approve Financial Statements 2012-13.

Sign Annual Report of the Council 2012-13; receive, consider and publish General Board Report to the Council 2012-13

16 December 2013

Ordinary Meeting

The minutes and associated papers of the Finance Committee, Audit Committee, Planning and Resources Committee and Human Resources Committee are brought to the Council at the earliest convenient opportunity following those Committees' meetings. Business Committee minutes are brought to the Council when there is a meeting in the week immediately preceding the Council's meeting; they otherwise go in Council circulars. Most other Committee minutes go in Council circulars.

The minutes and associated papers of the General Board are brought to the Council at the earliest convenient opportunity following the Board's meetings.

There is a progress report on the North West Cambridge Project at every meeting.

There are termly reports from CUDO. These are scheduled to fit with other business.

KAA

September 2012

