

**Lynn Freeland**

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**From:** Wye Parish Clerk [wye.pparishclerk@btinternet.com]  
**Sent:** 30 June 2010 11:38  
**To:** Programme Officer  
**Subject:** Evidence required from yesterday  
**Attachments:** Council201109.pdf

Dear Lynn

I am attaching the Minutes of the 13<sup>th</sup> Meeting of the Council of Imperial College which was held on 20 November 2009. I quoted from these yesterday. The minutes are numbered from page 31 to 48 but the various appendices and papers run to page 148! However the document is only 873KB so is easy to circulate by email.

The discussion on Wye runs from pages 43 – 46, and comprises paragraphs 47-58. The Parish Council wants to draw the Inspector's attention to paragraph 50 (where there is mention of the College's strategy of low-key engagement with Wye) and also to paragraph 52 (especially the penultimate sentence where Lord Kerr, the Chairman of the Council, suggests that 'an alternative tactic might be to try and work with the community ...').

I will be coming to the examination tomorrow and will bring hard copies of the relevant pages but in the meantime hope the electronic version of the whole document is useful.

Many thanks for all your help.

Best wishes

Jenny

**Jenny Oram**  
**Parish Clerk**  
**Wye with Hinxhill Parish Council**  
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**MINUTES OF THE PROCEEDINGS**

at the

Thirteenth Meeting of the

**COUNCIL**

of the

**IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE**

The Thirteenth Meeting of the Council was held in the Council Room, 170 Queen's Gate, South Kensington Campus, at 10:00 a.m. on Friday, 20 November 2009, when there were present:

The Lord Kerr of Kinlochard (Chairman), Professor D.K.H. Begg, Sir David Cooksey, Mrs. P. Couttie, Professor M.J. Dallman, Sir Peter Gershon, Ms. C. Griffiths, Professor Dame Julia Higgins, Dr. M.P. Knight, Professor Sir Peter Knight, Professor J. Kramer, Ms. J.R. Lomax, Baroness Manningham-Buller, Mr. J. Newsum, Mr. S. Newton, Ms. K. Owen, Professor S.M. Richardson, Professor S.K. Smith, the Lord Tugendhat, the President of the Imperial College Union (from Minute 6 onwards) and the Clerk to the Court and Council.

Apologies: The Baroness Wilcox and the Rector.

In attendance: The Assistant Clerk to the Court and Council and Professor Sir Keith O'Nions (from Minute 41 onwards).

**WELCOME**

The Chairman welcomed Professor Richardson to his first Council Meeting in his new capacity as Deputy Rector.

**CHAIRMAN'S BUSINESS**

1. The Chairman informed members that some of the issues he wished to discuss under Chairman's Business constituted reserved area of business as defined in the College's Statutes. This meant that the student member of the Council could not participate in the consideration of this item of business. The ICU President, Mr. Ashley Brown, would therefore join the Meeting at the conclusion of this item. Furthermore, as the Statutes also required that the minutes and other records relating to such matters should not at any time be available to a student member, only the Council's decisions in relation to these matters would be minuted.
2. The Chairman then confirmed that the proposed resolution to appoint Professor Sir Keith O'Nions as the Acting Rector from 1 January 2010 had been approved by email on Friday, 13 November and thanked members for responding so quickly to the request to consider and approve this resolution. Sir Keith had another engagement that coincided with this meeting of the Council, but had agreed to join the meeting as

Fund, Mr. John Anderson, who had, over the year, developed his skills across both property and quoted investments. Mr. Newton also thanked the other members of the Board whose wise counsel and support had been most constructive.

45. Dr. Knight reminded members that, when the College Fund had agreed to take on the development of new postgraduate accommodation at Winstanley Road, the College had provided the Fund with a rental guarantee to underpin the future income from the development. The College was hoping to progress a similar development at the Woodlands site and Dr. Knight advised members that, to support this, it was likely that the Council would be asked to approve a similar rental guarantee for the Woodlands development at its next Meeting. With regard to the Winstanley Road development itself, Dr. Knight said that this was progressing very well and that this boded well for the Woodlands proposals. Turning to Imperial Innovations, Dr. Knight reminded the Council that, while the College had a majority shareholding in excess of 50%, it had nomination rights for two directors on the Innovations Board. One of those posts was filled by Dr. Knight himself as Chairman of Innovations. However, since the resignation of Dr. Tidu Maini in 2007, the second position had remained vacant. Dr. Knight said that, in his view, the time had now come to fill this second position. He suggested that the second director should be someone who was well respected within the academic community and who could ease the tension that might sometimes exist between Innovations and the College's academics. He suggested that the ideal candidate to do this would be the new Deputy Rector, Professor Stephen Richardson. He hoped that Professor Richardson could be appointed in time for Innovations' Annual General Meeting on 15 December and, to this end, he would be making a formal proposal at the next Management Board Meeting on 11 December. The Chairman agreed that Professor Richardson would be an excellent candidate and said that the Council would have no difficulty in endorsing his appointment if that was the Management Board's recommendation.
46. Before closing the discussion, the Chairman congratulated Mr. Newton and the other members of the College Fund Board on the Fund's performance over the last year. Everyone knew how difficult the financial environment had been in this period and to have achieved the level of returns the Fund had managed was quite remarkable.

#### **WYE CAMPUS (PAPER H) <sup>(1)</sup>**

47. Introducing Paper H Dr. Knight said that the Council had asked for a report on the future of the Wye Campus now that all academic activity at the Campus had come to an end. In doing so, he said it was necessary to give members a history of the College's involvement in Wye, its various attempts to resolve the continuing and serious financial problems there and also its strategy for managing the remaining assets at Wye. Much of the information contained in the Report was now and would remain commercially sensitive. For this reason, Dr. Knight asked members to keep the full report confidential. The history of the College's involvement with Wye was not a great one and, with hindsight, it was difficult to see why the College had agreed to the merger in the first place. If there was a lesson from this, said it was that the College should be much more cautious in the future about succumbing to external pressure in order to help a failing institution in severe financial difficulty. He suggested that the College should in future be much firmer in resisting any such mergers.

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1. The contents of Paper H are commercially sensitive and confidential. Paper H has therefore been excluded from these published Minutes.

48. Although Imperial had persevered in trying to resolve the problems at Wye for longer than might reasonably have been expected and had continued to subsidise its serious financial deficits, this position was not sustainable and the College had had to close the Wye Campus. During this time considerable local opposition to Imperial's involvement at Wye had built up. There were many strands to this opposition, some of which were contradictory, but when taken together meant that it was unlikely that any action taken by the College at Wye would now be viewed positively. In these circumstances, and following the recognition that there was not a viable academic future for the Wye Campus, the College was trying to find other uses for the assets there and was maintaining its position as a responsible landlord at Wye.
49. Continuing, Dr. Knight said that despite its best efforts, the College had been unable to find an alternative academic use for the site. It had been in contact with other educational establishments in the UK and in the US and had also been in contact with Government departments, all to no avail. Most significantly, the University of Kent, the most obvious likely partner for Wye, had been given the opportunity to take over the one reasonably successful course at Wye, but had signally failed to attract any students and had walked away from the deal after just one year. As there was currently no academic activity at Wye and no likelihood of any academic activity being resurrected there in the foreseeable future, Dr. Knight said the Wye Campus North should now be classified as a non-core asset and transferred to the College Fund, as had been done with the College's other non-core assets. However, Dr. Knight suggested that the Fund should only be asked to take on the Campus North if this was unencumbered. If the Council decided to declare Wye Campus North to be a strategic asset or otherwise sought to constrain the options open to the Fund for developing these assets, he believed that this would reduce the value of the asset for the Fund to such an extent that it would refuse to accept it, in which case the Campus North would remain as a liability for the College.
50. Before closing his report, Dr. Knight said that the College Fund was applying for planning consent to turn the Withersdane Centre, which had previously been transferred to the Fund, into a Care Home. There had been full engagement with the local community and with the Parish Council on this proposal. However, if planning consent was given, this would be the final confirmation for many locals that there was no viable academic future for Wye. Because of this, the application was likely to stir up feelings at Wye. Finally, Dr. Knight set out the issues for the Council:
- a. Although the Wye Campus North was clearly now a non-core asset, was there a reputational risk involved in declaring it so and transferring it to the College Fund?
  - b. Should the Council impose any conditions on the transfer of the Wye Campus North to the Fund, recognising that if it did so, the Fund might then refuse to accept the asset on those terms?
  - c. Was the College's strategy of low-key engagement with Wye still valid?
51. Mr. Newton said that, as the Chairman of the College Fund, he was apprehensive about taking on the Wye Campus North. The reality was that currently this was a liability and not an asset and this would especially be the case if any restrictions were imposed. In his view, the College Fund had to operate commercially and should not therefore take on liabilities as these would undermine its ability to meet its investment objectives. Having said that, he recognised that there was an argument that, if it was unencumbered, it could potentially have an asset value. In such circumstances, the Fund Board might be persuaded to take it on.

52. Baroness Manningham-Buller asked what the reputational risks now were. The courses had now closed and academic activity had ceased at Wye. Although there was local opposition, it was clear the College had explored every available option and had tried very hard to come up with a viable solution. It was difficult in these circumstances to see what additional harm could now be caused. The Chairman said that he believed there was still a risk of damage to the College's reputation. The earlier Science Park proposal had, he said, been badly handled and had helped to sour relations between the local community and the College. In the end, the outcome sought by the local community – the return to a vibrant College in the village – was clearly impossible, but their failure to recognise this did not diminish the reputational problem for the College. He suggested that an alternative tactic might be to try and work with the community to identify a different use for some of the buildings on the site. But in doing so, the community would have to recognise the wider issue, that there could be no return to large scale academic activity at the Campus.
53. Sir David Cooksey noted that the new Javelin train service between London and Ashford was due to start shortly. This would he said reinvigorate the area around Ashford, although this would take some time. Mr. Newton was right to be cautious about the current value of the Wye Campus, but in due time it might move from being an effective liability to a real asset. Mrs. Coultie said she too thought the additional reputational risk was slight and that the time was now right for the College to take decisive action.
54. Mr. Newsum said that the public would not recognise the distinction between the College and the College Fund, so the reputational risk of effecting this transfer was, in his view, limited. There was also much to be said for having control of all of the Wye assets (most of which were already in the College Fund) in the same place. Transferring the Wye Campus North would also enable the Fund to make decisions about the Wye assets in the context of the whole estate, rather than just part of it.
55. The Chairman said that he regularly received letters from members of the local community at Wye. The perception there was that the College's only interest in Wye had been the opportunity to obtain the land and other assets and that it had not been interested in maintaining academic activity there. This was clearly untrue, but was still a view that prevailed with some. He believed that, because of this, the reputational risk was still a real one and that the College should therefore exercise caution in relation to the Wye Campus North. He agreed that the Campus was, by the College's own definition, now a non-core asset, but suggested that the concomitant transfer to the College Fund should not be undertaken without full consideration of these risks. Professor Sir Keith O'Nions said that the reputational risks had matured early on in the College's relationship with Wye; the real reputational damage had already occurred and was this was unlikely to be further exacerbated by the transfer of the Campus to the Fund. He suggested rather that the reputational risks would remain while the College failed to find a resolution to the Wye issues. If the College was able to find a sensible way forward and make a clear and final decision, it would then have to deal with the consequences of that decision, but once that was done, he thought the risks would decline. Professor Begg agreed and said that although making a clear decision on the future of the Wye Campus might cause some short term problems, these would be outweighed by the long term benefits. Professor Sir Peter Knight also agreed and said that he believed the longer the site was left vacant, the worse the reputational risk to the College. Transferring it to the Fund for it to find an alternative use for the site would enable this risk to be managed.

56. Mr. Newton reminded members that the real issue was the restrictions to be placed on the transfer, if any. If the Campus was transferred unencumbered to the Fund, it would manage the asset on a commercial basis, as it managed all the College's other non-core assets. However, if any restrictions were placed on the Fund, or if it was required to return to the Council to confirm its decisions, then the transfer would be considerably less attractive to the Fund. Without restrictions, the Fund could take a view on the value of the property and then respond to any opportunities as and when they arose. To have to bring such decisions back to the Council could result in those opportunities being lost. Realistically, he said, the Fund Board would be sensible and sensitive in managing all the assets at Wye, but its decisions in the end would have to be commercial.
57. Ms. Lomax said she was shocked at the large amount of money that had been expended in subsidising activities at Wye since the merger. If the College had been acting on a purely commercial basis, a decision to close the Wye Campus would have been taken long before now. She recognised why this had not been done, but agreed with the other members that the time was now right to make a decision and move forward.
58. The Chairman thanked members for their comments; it was clear that all members agreed that the Wye Campus North was a non-core asset and that it should not be retained by the College. It was also clear that most members believed the reputational risks involved in transferring the Campus North to the College Fund were manageable. As Mr. Newton had confirmed, the real issue was whether that transfer should be subject to any restrictions, or if the Fund should be given free rein in managing the asset. He noted that the Paper did not propose any restrictions or consider what form these might take. He therefore suggested that the Council return to this issue at its next Meeting, but with a clearer picture of what these possible restrictions might be.

#### **PROPOSAL TO ESTABLISH AN IMPERIAL COLLEGE MEDAL (PAPER I)**

59. Presenting Paper I, the Clerk noted that the College regularly received nominations for awards where the award of a Fellowship or Honorary Degree was not thought appropriate, but where the College would still like to recognise the contribution made by that person. It was therefore proposed that the College establish a new award of the Imperial College Medal, which could be awarded in such circumstances.

#### **Resolved:**

- (i) That the establishment of the Imperial College Medal as one of the honorary awards made by the University be approved.
- (ii) That the proposed amendments to Ordinance B2, Honorary Degrees, Fellowships and Associateships of the University, be approved.

#### **NOMINATIONS FOR THE AWARD OF HONORARY DEGREES, FELLOWSHIPS AND ASSOCIATESHIPS OF THE COLLEGE (PAPER J)**

60. The Clerk presented Paper J and commended the nominations for the award of Honorary Degrees, Fellowships and Associateships of the College contained therein.