

8th July 2005

**MINUTES OF THE PROCEEDINGS**  
**at the**  
**Forty-second Meeting of the**  
**COUNCIL**  
**of the**  
**IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE**

The Forty-second Meeting of the Council was held in the Council Room, 170, Queen's Gate at 10:30 a.m. on 8th July 2005, when there were present:

The Lord Kerr of Kinlochard (Chairman), Mr. G. Able, Dr. E. Buttle, Professor M. Duff, Sir Peter Gershon, Mr. B. Gidoomal, Dr. G.G. Gray, Professor J. King, Professor R.I. Kitney, Dr. M.P. Knight, Mr. J. Newsum, Mr. A.D. Roche, Dr. D.J. Wilbraham, the Rector and the President of the Imperial College Union, together with the Clerk to the Court and Council.

In attendance: The President elect of the Imperial College Union, Ms. S. Misbahuddin, and the Assistant Clerk to the Court and Council.

Apologies: Mr. D.P. Hearn, Professor S.K. Smith and the Deputy Rector.

**UNIVERSITY OF LONDON**

**The Future of the University of London (Paper C)**

25. The Rector introduced Paper C, saying that the University of London had been struggling to find an appropriate role for some time and now had little relevance to Imperial. The College paid an annual fee of some £800K to the University, but received very few benefits in return. These were limited to such items as student participation in sporting competitions and access to extra student accommodation in the inter-collegiate halls. Another consideration was the University's property holdings and Imperial would want to ensure that it received its share of these assets. The Rector believed that none of these problems were insurmountable.
26. The question of the University's future had recently been resurrected by the University's new Vice-Chancellor who was seeking to redefine the University and its relationship with its Colleges. His vision was, however, at variance with the College's needs and with those of the other large colleges - UCL, Kings and the LSE - and it was now time to consider whether the College should continue as part of the University or seek University status in its own right.
27. The Rector remarked that this could not be achieved quickly. If the College was to break with the University and recruit students to its own degrees, it would have to publish this in the next edition of its prospectus and the UCAS Guide. Even then, students applying to the College, rather than the University, would not actually be admitted until 2008 and it would be 2012 before the first of them graduated with an Imperial degree. The Chairman said that

he agreed that Imperial should award its own degrees, recognising that to do so would entail leaving the University. The other Council 8th July 2005 427 members of the Council concurred.

28. Professor Kitney suggested that the ideal time to launch the College's new status would be at the Centenary in 2007. Dr. Wilbraham agreed that the College should make use of its reserve powers to award degrees. In his view, the only issue was one of timing. He suggested that it would be beneficial if Imperial could do this in tandem with UCL, Kings and the LSE. The Clerk informed Governors that, although these Colleges were following the Imperial route in seeking degree-awarding powers, Imperial was the only one of the University's colleges to have been granted these powers to date. This meant that the other Colleges would not be able to work to the same timetable as Imperial for seceding from the University. The Chairman commented that a statement of intent from these Colleges released at the same time as Imperial announced its decision would have much the same effect. Mr. Able said that the sooner the College took this decision the better as it would only enhance its international reputation.
29. Mr. Newsum asked if breaking with the University would have an adverse impact on collaboration with other colleges. The Rector said that Imperial already collaborated extensively with the other Colleges, and with UCL in particular. These collaborations were arranged by the Colleges themselves and had nothing to do with the University. A decision to leave the University would, he said, have no material effect on the College's academic work.
30. Mr. Arif said that the College should be confident enough to secede from the University regardless of the other Colleges' intentions. Returning to the Rector's initial comments, he said that he believed all of the issues related to student activities were solvable. However, he hoped that, if the College did award its own degrees, it would retain the Associateships and Diplomas of the Royal College of Science, Royal School of Mines and City & Guilds Association that were currently awarded to Imperial students on completion of their London University degree. These awards had an historic status that was valued by the students and it would be a shame if they were lost.

## PAPER C

**THE FUTURE OF THE UNIVERSITY OF LONDON**

A Paper by the Rector

1. Periodically, the University of London reviews itself, the last such examination being ten years ago. The current Vice-Chancellor (Sir Graeme Davies) recently started the process again and issued a consultation document on 'The Future for the Federal University' [http://www.lon.ac.uk/About\\_Us/Vice-Chancellor/consult.asp](http://www.lon.ac.uk/About_Us/Vice-Chancellor/consult.asp).
2. The central University performs two functions. The largest is the supply of services to some of the constituent Colleges, e.g. IT, HR and finance, the nationally important Senate House Library, intercollegiate halls of residence, etc. These services cost about £30M p.a. to deliver. The central University's academic function is almost entirely vestigial. Apart from the small School of Advanced Studies, no real academic responsibility remains for the Colleges' teaching and research.
3. The Vice-Chancellor's consultation document is predicated on the University continuing to exist in much its current form and seeks views on how the University "can be strengthened to the benefit of the colleges and their students". Some other HE institutions in London might like to join the federation and the consultation also asked for views about expansion. Apart from this central consultation, a number of related specific reviews are also being undertaken – of administrative services, student services and the external (distance learning) programme.
4. The Provost of University College issued his own discussion document simultaneously with the Vice-Chancellor's <http://www.ucl.ac.uk/news/feature/newsitem.shtml?londonfuture>. This Paper asked far more radical questions than the Vice-Chancellor and questioned whether the University had any role in the future. It proposed that the University be restructured or dissolved, with the opportunity for some of the smaller Colleges to come together in merged clusters centred on the four large Colleges (UCL, Imperial, QM and Kings) in geographic quadrants of London.
5. Imperial's response to the Vice-Chancellor is attached at Annex A. The consultation is now closed. Almost all of the responses criticised the central University for its anachronistic governance, inefficiency, and cost, though only UCL and ourselves suggested that dissolution would be a suitable solution. At LSE there was "little enthusiasm for the University" though it stopped short of recommending dissolution, mainly because of the effort required in apportioning assets. Most other Colleges valued the brand name of the University and recommended a fundamental review of its centrally provided services and governance.
6. It therefore seems unlikely that dissolution will be supported. We need to decide on how to proceed given the continued existence and cost of the current federation, even if a radical restructuring of its governance were agreed.
7. We have our own degree awarding powers but, up to now, have not invoked them. Recent changes to the Ordinances of the University of London appear to allow Colleges to award their own degrees, subject to approval by Heads of Colleges' Committee and the University's Council, yet remain within the federation. Legal advice is being taken to confirm whether it is as simple as it appears. One option, clearly, would be to begin the process leading to the award of our own degrees to our students.
8. An internal consultation could be begun and Senate asked to advise the Council at its December meeting. Because of the need to announce any change, if agreed, in the prospectus, the first cohort of students that could be awarded Imperial degrees would be those who entered in October 2007.

**THE FUTURE FOR THE FEDERAL UNIVERSITY OF LONDON**

**VICE-CHANCELLOR'S CONSULTATION OF FEBRUARY 2005**

Response from Imperial College London

Imperial College has for long been disinterested in the federal university of London. Since the early 1950s, it has enjoyed a direct relationship with the government's funding agency and has not had to rely on the central university for any of its financial support. This, together with its relative geographic distance from Senate House, has led to disengagement with the university except for a few student related areas.

The strength of the College is such that it does not derive any academic or reputational benefit from its membership of the university. The College is self-governing and self-reliant and the central university plays no part in its decisions. The College makes no reference to the university in most of its publications, notepaper or web sites. The university adds nothing to the College's academic brand; indeed the reverse is likely to be true – the university brand is strengthened by the reputation of its leading colleges.

The College collaborates with a very large number of institutions including, of course, other colleges of the university. Indeed, the largest number of research collaborations is with UCL. Several teaching links exist with institutions in London, both with members of the University and those which are not (such as the Royal College of Music and Royal College of Art). Joint degrees are offered with these bodies, so the convenience of a single university degree is not necessary for successful teaching collaboration. The single common factor about all of these collaborations, both teaching and research, is that none of them was mediated by the central university. It is instructive to note that in all of the College's recent mergers the central university was simply informed of progress rather than involved in any of the deliberations. Indeed, it would be difficult to conceive how the centre would be able to facilitate collaboration within the federal structure.

The College therefore concurs with the Provost of UCL's analysis that the university has no continuing value in its current form. The university has the edifice and bureaucracy of a normal university but its deliberations have, rightly, little or no impact on this College. Imperial contributes about £K800 a year as a membership fee but receives very little in return. The College has its own degree awarding powers (as yet unused) and it might be thought strange that an institution which many consider to be in the top three in the UK and the top 10-20 in the world, does not award its own degrees.

The College believes that small adjustments to the university's structure, governance or efficiency are unlikely to address the fundamental issue of its academic irrelevance to most of the constituent colleges. A new order needs to recognise this rather than rely on the illusion of unity offered by the current arrangements and 'University' name. This College would, therefore, support a radical re-structuring or dissolution, subject to various safeguards which would need to be negotiated. Any reconfiguration that might follow, for those colleges which wished to pursue such an option, would provide meaningful academic synergies within single management structures.

IMPERIAL COLLEGE  
8 April 2005

**MINUTES OF THE PROCEEDINGS**

at the

**Forty-fourth Meeting of the****COUNCIL of the IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE**

The Forty-fourth Meeting of the Council was held in the Council Room, 170 Queen's Gate, at 9:30 a.m. on 9th December 2005, when there were present:

The Lord Kerr of Kinlochard (Chairman), Mr. G. Able (for Minutes 1 - 56), Professor D. Begg (for Minutes 6 - 39), Sir Peter Gershon, Mr. B. Gidoomal (for Minutes 1 - 56), Dr. G.G. Gray, Mr. D.P. Hearn, Professor J.E. King, Professor R.I. Kitney, Dr. M.P. Knight, Professor Sir Peter Knight (from Minute 6 onwards), Mr. J. Newsum, Mr. A.D. Roche, Professor S.K. Smith, Dr. D.J. Wilbraham, the Rector (from Minute 6 onwards), the Deputy Rector and the President of the Imperial College Union, together with the Clerk to the Court and Council.

In attendance: The Assistant Clerk to the Court and Council, the Director of Strategy and Planning (for Minutes 37 - 56) and the Pro-Rector (Development & Corporate Affairs) (for Minutes 37 - 56).

Apologies: Dr. E. Buttle

**PROPOSAL TO SECEDE FROM THE UNIVERSITY OF LONDON (PAPER L)**

46. Introducing Paper L, the Rector said that the arguments for leaving the University had already been well-rehearsed and the Council had already indicated in general terms that it was in favour of secession. Since then, the Management Board and the Senate had considered the proposal in greater detail and had both agreed to recommend that the College should commence negotiations to secede from the federation.
47. The ICU President, Ms. Misbahuddin, said that students were concerned by the ViceChancellor's comments that Imperial would not be allowed to maintain its current sporting links with the other Colleges in the University, nor make use of other University of London Union's facilities on a reciprocal basis. The Chairman and the Rector both assured Ms. Misbahuddin that the College would do all it could in its negotiations with the University to ensure that these links could be maintained after Council 9th December 2005 91 secession and that, if it was impossible to do so, the College would mitigate the consequences for students as far as was possible. The Rector said he could see no reason for these links not to continue. It was in the interests of the other Colleges to continue to have academic, research and sporting links with Imperial. Any proposal by the University to remove Imperial from these existing relationships would be counter-productive to both sides and would be recognised as such by the other Colleges.
48. The Chairman asked whether there were any indications that other Colleges would consider breaking away from the University once Imperial had announced its intention to do so. Dr. Eastwood replied that it seemed likely that the LSE would consider its position in the wake of Imperial's decision. UCL and King's College were much closer to the University and would find it harder to disentangle their affairs from those of the federation. In any case, it was likely that, rather than break away, they would seek to increase their influence over the University.

The other smaller colleges in the federation valued their links with the University and would be unlikely to want to secede.

49. Professor Kitney said that the Council's decision would cause a great deal of interest, both within the higher education sector and the wider world. He asked if Governors should have any special instructions in case they were approached by members of the Press. The Rector said that the College would release a press statement about the decision, but that it would not be sensible to try and conduct negotiations with the University through the press. Any enquiries should therefore be referred to the College's Communications Division. Resolved: That negotiations with the University of London be commenced with the aim of preparing a Memorandum of Agreement between the College and the University setting out the basis for the College's withdrawal from the Federation.

PAPER L

**PROPOSAL TO SECEDE FROM THE UNIVERSITY OF LONDON**

A Paper by the Rector

1. Council will recall from its July meeting that we questioned the value that the University of London adds to Imperial College. Since that meeting, the Management Board and the Senate have considered whether the college should commence negotiations to secede from the federation. Both bodies recommend Council to proceed.
2. The arguments for leaving the University have been well-rehearsed. In essence, the Imperial brand is stronger than the University one (made up, as it is, of 20 colleges of diverse kinds) and the University offers no administrative or organisational advantage in return for the subscription fee and other costs.
3. Various issues will need to be negotiated with the University should we withdraw. The Senate Paper at Annex A outlines the main topics. In addition to continuing access to the sports leagues mentioned in the Senate paper, IC Union would wish to remain affiliated to the University of London Union in order to retain representation when negotiating with London-wide bodies. Since the Senate Paper was written, the Distance Learning Programme, operated from Wye, has commenced negotiation of a £500K investment from the University, in return for a share of student fee income. It might be advantageous for students on this programme to remain registered with the University and graduate with a University rather than Imperial degree.
4. The process and outline timetable for seceding is set out in the Senate Paper. A group under the chairmanship of the Director of Strategy and Planning has been established ready to take forward negotiations should Council approve. The Vice-Chancellor is aware of our position. The aim would be to withdraw from the University with the necessary amended Charter for our 100<sup>th</sup> birthday in July 2007. The first undergraduate students admitted on the basis of graduating with an Imperial degree would then commence their studies in October 2008, though all existing students could be given the option of converting to an Imperial degree.
5. The Council is asked to approve the commencement of negotiations with the University of London with the intention of drafting a Memorandum of Agreement between the College and the University setting out the basis for the College's withdrawal from the Federation. The Memorandum and the necessary Charter, Statute and Regulation revisions would be brought to Council for approval, hopefully in July 2006.

R.B.S.

SENATE  
2 November 2005

## LEAVING THE UNIVERSITY OF LONDON

A Paper by the Rector

### INTRODUCTION

1. The University of London (UoL) earlier this year undertook a consultation on its future. This college responded in a mode that reflected its traditional view of the central University. At its meeting on 8 July 2005, the Council considered this consultation and our response and resolved to commence the process of awarding Imperial College rather than UoL degrees, recognising that this might mean seceding from the University. The Council paper and our response to the UoL consultation are attached in the Annex. This Paper discusses some of the issues involved in leaving the UoL, together with a tentative timetable.

2. The Quality Assurance Agency (QAA) has recently undertaken an institutional audit of the central UoL. Its report is awaited but it may be expected to raise questions on the value that the UoL adds to colleges' own quality assurance processes. The move to acquire and use degree-awarding powers by other UoL colleges is likely to accelerate. In addition to ourselves, University College London has recently been granted degree-awarding powers and the other major colleges have applied for such authority. Although it might be possible to stay within the UoL and award our own degrees, the college would pay about £K800 *pa* to remain members of the club whilst receiving no significant benefit.

### IMPLICATIONS OF LEAVING THE UNIVERSITY

3. Various consequences would follow on leaving the University. One of the main reasons for not pursuing this course up to now has been a potential claim to a share of the central UoL assets on their realisation. In practice, though, benefits are likely to be limited. Most of the University's academic estate is leased to the Bloomsbury Colleges and was bought, from public funds, for that purpose. Other property is occasionally sold, but the proceeds are re-invested in university schemes in which this College normally does not directly benefit. To do so, would need us to convince the rest of the University to re-direct proceeds elsewhere. Even if we were not likely to benefit from the majority of the estate and other assets (e.g. endowments) in the short term, it might be possible to hold title to 'our share' should we leave the University, perhaps through a shareholding in a common property company. Legal advice, though, is that we could not require the University to surrender an interest in any part of its assets to a member on their departure.

4. We could, though, negotiate arrangements for a share in property assets that are genuinely intercollegiate and purchased or donated for the benefit of all members of the University. The most important of these are the intercollegiate halls of residence. We currently use about 250 bed spaces per year and would wish to negotiate access to the halls at a similar



level after exit from the University. We might also seek to maintain a legal interest in these halls. If the University sold an intercollegiate hall, even if the proceeds were re-invested in new accommodation, and we wanted to continue to use such halls, the College might otherwise be required to make a capital contribution larger than that sought from the UoL Colleges. Alternatively, rents paid by Imperial students might be higher than those paid by students of UoL Colleges. Maintaining a legal interest would obviate either possibility.

5. We should also claim an appropriate share of the intercollegiate endowments funded by donations made for scholarships, prizes or lectureships. Alternatively, we might consider seeking to maintain access to these awards.

6. Continuing participation in the University of London Union (ULU) sports leagues would be important to our students. We have no reason to believe that ULU would not welcome our continued presence as the loss of our students would undoubtedly weaken their leagues.

7. Likewise, many technical and other support staff are members of the UoL pension scheme, SAUL. As many non-UoL institutions are already members of SAUL, we would not foresee any difficulty in college staff, new as well as existing, becoming or remaining in membership after our exit from the University.

8. Although we are not significant users of the UoL Library, small numbers of staff and students, mainly from the Centre for History of Science, Technology and Medicine and in Humanities, make use of it. We would need to secure continued access to the Library on a fee per user basis, as now.

9. On secession, we would, of course, award Imperial degrees rather than UoL ones. The College's Charter gives us the authority to award our own degrees and needs the Council only to approve a regulation in order to exercise this power. Other than needing to administer PhD awards and appeals (currently undertaken by the UoL) no other change need occur in any college run curriculum setting, assessment, quality assurance, approval, or administrative process. The Distance Learning Programme at Wye, also used by the Business School, is administered by the UoL. At present, students are registered as external students of the UoL (taught by Imperial staff) and not by our Registry as Imperial students. The main additional burden for the college in administering the DLP would be the need to make arrangements for holding examinations overseas.

10. After secession, students already registered on courses leading to a UoL degree (and those accepting offers on that understanding) would continue to be awarded UoL degrees on graduation though they could be offered the choice of graduating with an Imperial degree instead. No change of course or examination would, of course, be needed.

11. Although our current Charter gives authority to award our own degrees, we would seek a new or amended Charter on exit from the UoL as the current one requires us to observe the Statutes of the University. Unless the Privy Council directs otherwise when amending the Charter, associateships and diplomas would continue to be awarded to graduates on the same basis as now.

## **PROCESS**

12. The Management Board has considered the issues and will recommend to Council that negotiations with the UoL be opened with the intention of seceding from the federation. Senate is asked now to make a formal report to the Council about any academic consequences of leaving the UoL. Council will be asked to take a decision on whether to negotiate an exit from

the University at its 9 December 2005 meeting. The Management Board has established project team which will be ready to take forward any decision to proceed. This group would oversee the negotiation of a formal Memorandum of Agreement between the College and University setting out the terms of secession.

13. The Project Team, reporting to the Management Board, consists of:

Director of Strategy and Planning (chair)  
College Secretary  
Pro-Rector (EQ)  
Principal of the Business School  
President, ICU  
Director of Finance  
Academic Registrar  
Management Trainee (secretary)

14. If the Council in December agrees to proceed, the group would aim to complete its work and report to the Management Board by June 2006. Senate would also receive a report at its June meeting. The Council would then, at its 14 July 2006 meeting, receive reports, recommendations and the Memorandum of Agreement and determine whether to secede from the UoL and seek the necessary charter revisions. It would be hoped that formal exit from the University could be achieved in time for our 100<sup>th</sup> birthday - 8 July 2007. In any case, it is unlikely that our prospectus could incorporate any change in degree until the February 2007 edition which implies that the first cohort of undergraduate students to enter the college with the intention of graduating with an Imperial degree would be those starting in October 2008, whilst the last student departing with a UoL degree might not graduate until 2013 or 2014.

15. Senate is invited to endorse the recommendation to Council that the college commence negotiation to secede from the University of London.

R.B.S.  
19 Oct 2005

14th July 2006

**MINUTES OF THE PROCEEDINGS**

at the

**Forty-sixth Meeting of the****COUNCIL**

of the

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

The Forty-sixth Meeting of the Council was held in the Council Room, 170 Queen's Gate, at 10:30 a.m. on 14th July 2006, when there were present:

The Lord Kerr of Kinlochard (Chairman), Professor D. Begg, Mrs. P. Couttie, Sir Peter Gershon, Mr. B. Gidoomal, Dr. G.G. Gray, Professor J.E. King, Professor R.I. Kitney, Dr. M.P. Knight, Mr. J. Newsum, Ms. K. Owen, Mr. A.D. Roche, Professor S.K. Smith, Dr. D.J. Wilbraham, the Rector, the Deputy Rector and the President of the Imperial College Union, together with the Clerk to the Court and Council.

In attendance: Mr. J. Collins (President Elect of the Imperial College Union), the Assistant Clerk to the Court and Council and the Director of Strategy and Planning (for Minutes 29 – 41).

Apologies: Mr. G. Able and Professor Sir Peter Knight.

**LEAVING THE UNIVERSITY OF LONDON (PAPER G)**

29. The Rector reminded the Council that in December it had agreed that the College should begin negotiations with the University of London with a view to leaving the Federation. Since that time, a working group had been set up with Dr. Rodney Eastwood as Chairman. Dr. Eastwood, Professor Rees Rawlings and the ICU President, Ms. Sameena Misbahuddin, had also met regularly with the University to take the negotiations forward. The Rector congratulated Dr. Eastwood and the members of the Working Group for the excellent job they had done in achieving a satisfactory settlement with the University in a short space of time.
30. Dr. Eastwood, who had joined the meeting for this Item, then introduced Paper G. The advantages and disadvantages of being a member of the University had, he said, been discussed at length. Indeed, they had first been considered by the College in 1908. Unlike the other Colleges of the University, Imperial had, for the last fifty years, received its funding direct from Government rather than through the University. (The other Colleges have only received direct funding for about the last ten years). It had therefore always retained a degree of independence from the University. It was also clear from all the discussions in the various groups and committees in the College that it gained very little from being part of the Federation. Indeed, as the University's reputation rested to an extent on the reputation of its premier colleges, Imperial, the LSE, UCL and Kings, it could be argued that the University's reputation would suffer most as a result of the split. He had attended the University's

Council Meeting in late June when the Memorandum of Understanding (MoU) between the University and the College had been discussed, and this very point had eventually been made at that Meeting.

31. Moving on to the substance of the MoU, Dr. Eastwood said that the College had tried to obtain the best terms it could but that there were some items that might be of concern to Governors. One example was the indemnities, albeit limited, which the College had had to give to the University in the event of legal action being taken against the University as a result of Imperial's withdrawal. However, the two main issues the College had wanted to secure agreement on - students' continued participation in the University of London Union (ULU) organised sports competitions and continued access to the intercollegiate halls of residence - had both been successfully negotiated. Finally, Dr. Eastwood noted that the University's decision to end the College's participation in the External Programme was disappointing as the College would now have to make alternative arrangements if it wanted to continue to offer distance learning programmes.
32. The Chairman recognised that a decision to leave the University of London would be a momentous one in Imperial's history and asked each of the external members for their views. Dr. Gray said he was in favour of leaving the University, but asked what the overall cost was likely to be, particularly in relation to the replacement of the 250 student bedspaces provided by the intercollegiate halls and provision for the external programme. Dr. Eastwood said that the College would have to decide whether to replace these beds. Although access to the intercollegiate halls was useful in terms of numbers, they were not popular with students because they tended to be remote from the main Campus and were normally "catered". This meant that students had to leave Campus early in order to receive the evening meals for which they had already paid and thus missed out on evening events at South Kensington. A replacement for these spaces could be provided by a new Eastside Hall, a development for which the College already had planning permission. As the College intended to pursue this option in due course regardless of whether or not it left the University, the cost could not really be ascribed to the decision to withdraw. The additional expense of mounting an external programme would be dependent on what courses the College decided to offer. However, Dr. Eastwood said, the College was not leaving the University to save money, but rather to achieve its independence.
33. Mrs. Couttie also supported the proposal to withdraw from the University, but asked about the indemnities being provided to the University. Dr. Knight said that the College had agreed to provide the University with limited cover for a small number of closely defined risks. The College did not believe that these risks were significant and the level of indemnity provided was not material to the overall College budget.
34. Mr. Roche said that he was in favour of the proposal and he praised the College's team for achieving an excellent result in such a short time. He asked if this was likely to set a precedent for other colleges in the Federation. Mr. Newsum agreed and asked if Imperial would be maintaining its links with the other Colleges in case they also left the University. The Rector said that the College already had good relations with colleges such as the LSE and UCL and that these links had been fostered directly between the institutions without any input or support from the University. Such links would remain regardless of Imperial's or any other college's status within or outside the University. The Chairman suggested that one or two of the other elite Colleges might well consider their position in the light of Imperial's withdrawal. However, he said, Imperial's motive for leaving was to achieve its own

independence and not to seek the break up of the University. What other colleges did was a matter for them.

35. Mr. Gidoomal also approved the decision to withdraw. He remarked that he was also a member of the Governing Body of St. George's Medical School and from its discussions he believed that there was a risk that Imperial's reasons for leaving might be misinterpreted by some of the University's other colleges. He suggested that the College would have to ensure that its existing relationships were not strained by any such misinterpretations.
36. Ms. Owen said she believed there was an overwhelming case in favour of withdrawal. Sir Peter Gershon asked if there were any implications for the College's charitable status and also if there were any tax issues involved. Dr. Eastwood replied that the College was an exempt charity in its own right and that this status did not depend on its being a part of the University. There was a question whether the College might be liable for VAT for its payment for services received from the University, such as the Medical Examinations Question Bank, but it was believed at present that such services would not be liable for VAT. Professor Smith said that the issue of the Question Bank was an interesting one as Imperial itself had supplied half of the questions. He went on to stress that, as the College controlled all aspects of the medical course and its examinations, there would be no diminution in the quality of the education provided for medical students. This was important as the General Medical Council would have to recommend a change in the Medical Act to name the College as a provider of medical education alongside the University and other medical schools. He did not believe that this would present any difficulties.
37. Dr. Wilbraham confirmed that he strongly supported the proposal, but asked why the College's existing awards of the Diploma of Imperial College (DIC) and its Associateships were still under discussion. Dr. Eastwood said that the future of these awards was being considered internally. There had been a suggestion that, as the DIC and the Associateships had previously been awarded by the College because it could not award degrees, now that the College would be awarding degrees, there was no need for these other awards. His view was that they had a special place in the College's history and should be retained, a view with which Dr. Wilbraham concurred.
38. Professor Kitney said that, as the elected staff representative, he wanted to report that the proposal had been discussed in detail by the Senate and more widely within the College and that the academic staff were very strongly in favour of withdrawal from the University.
39. The President of the Imperial College Union, Ms. Misbahuddin, said that the sporting issues had nearly all been resolved. Although she had reached agreement with the ULU Executive that Imperial teams could compete in the cup competitions, this would still have to be formally ratified by the ULU Council in October. (The last Meeting of the ULU Council at which this had been considered and agreed had been inquorate). She hoped that the newly elected ULU Council would not take a contrary position in the new academic year.
40. Ms. Misbahuddin then raised another issue. As Imperial would no longer be a member of the University, the ICU would have no representative on the ULU Council. However, Transitional Students (i.e. those still registered for University awards), would still be members of the ULU and would therefore need some form of representation on its Council. Dr. Eastwood agreed to discuss this refinement with the University. Mr. Collins noted that, as the ICU would no longer be represented by the ULU on a national basis, it would need to

take measures to ensure it still had a national as well as a local voice, possibly through membership of the National Union of Students (NUS). The ICU would consider how to take this forward in the coming year, although he noted that membership of the NUS would entail additional subscription fees for the Union.

41. Drawing the discussion to a close, the Chairman noted that it was still proposed that the College's name should be "The Imperial College of Science, Technology and Medicine" and asked if consideration had been given to changing this to include the word "University". The Rector said that, when the College had conducted a branding exercise some three years before, it had consulted widely with alumni and other groups across the world. The feedback had been overwhelmingly in favour of retaining the name "Imperial College" as this identity had global recognition and was associated with the College's high quality image and reputation. The same feedback also suggested that to change the name to "University" would be a retrograde step and would damage the College's standing.

Resolved:

- (i) That the Council agrees that, by the time of its Centenary in July 2007, the College should withdraw from the University of London.
- (ii) That the Council hereby empowers and authorises the Rector on behalf of the College to enter into a Memorandum of Understanding with the University substantially in the terms set out in Annex B to the Paper entitled "Leaving the University of London", subject to any minor amendments the Rector may reasonably agree;
- (iii) That the Council hereby empowers and authorises the Rector to submit a formal request to the University of London that Imperial College's status as a College of the University should be withdrawn in accordance with the terms of University Statute 51.

**PAPER G****LEAVING THE UNIVERSITY OF LONDON**

A Paper by the Rector

**BACKGROUND**

1. As members will recall, at its meeting on 9 December 2005 the Council considered a proposal that the College should leave the University of London. In essence, the argument for doing so was that the Imperial brand is stronger than the University's and that the University offers no administrative or organisational advantage in return for the subscription fee and other costs which the College incurs by membership of it. The Council therefore resolved that negotiations with the University of London should be commenced with the aim of preparing a Memorandum between the College and the University setting out the basis for the College's withdrawal from the Federation.
2. Following this decision, a project team was established, chaired by the Director of Strategy and Planning, to oversee the negotiation of a formal Memorandum of Understanding (MoU) between the College and the University. (Membership of the Project Team is shown in Annex A).
3. Three members of the Project Team (the Director of Strategy and Planning, the Pro-Rector (Educational Quality) and the ICU President) have subsequently met approximately monthly with representatives from the University (the Vice-Chancellor, the Academic Registrar and the Director of Administration) to discuss and agree the terms of the MoU. A number of meetings have also taken place with the University's Director of Finance and Academic Registrar to agree the amounts and principles governing future payments to the University. Throughout this process the lawyers of both parties have been consulted and they have taken part in the final stages of the negotiations.
4. As a result of these meetings a draft MoU has been agreed by both parties, a copy of which is attached at Annex B.<sup>(1)</sup>
5. The College's proposed secession from the University has been extensively discussed at meetings of the Council and the Management Board. It has also been discussed at meetings with the College's Heads of Department and by the Imperial College Union and the Senate. At none of these meetings has any material reservation been expressed. The HEFCE has also been kept informed and has raised no issues in relation to the proposed withdrawal.
6. At the meetings of the College's Senate on 14 June 2006 and of the Management Board on 30 June 2006 both bodies agreed to recommend to the Council that the College should secede from the University. The Management Board further agreed to recommend to the Council that this should be under the terms of the draft MoU.
7. The draft MoU has also been endorsed by the University's Heads of Colleges' Committee on 23 June 2006 and was formally approved by the University's Council on 28 June 2006.

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1. Annex B contains information that is commercially sensitive and which is confidential. Therefore it has not been included in these Minutes.

8. The purpose of this Paper is to outline:
  - a. The significant items within the MoU.
  - b. The financial implications of a decision by the College to withdraw from the University.
  - c. The next steps which would need to be taken following a decision to withdraw.

### **SIGNIFICANT ITEMS WITHIN THE MOU**

9. All items within the draft MoU have now been agreed between the College and the University and with expert input, as needed. (The number shown in parentheses after each heading below indicates the paragraph number in the draft MoU). The College has undertaken due diligence throughout this process and this is highlighted in the appropriate sections below.

10. **Subscriptions and Fees for Services (4)**. Students who are studying at Imperial but remain registered for a University of London degree will continue to have rights of access to various University services. The College will therefore continue to pay an annual fee to the University in respect of these services for these students but this fee will reduce each year as the number of University-registered students declines. The fee will have fallen to an insignificant level by 2011-12 and to zero by 2012-14. (See Schedule 3 of the MoU for more detail).

11. **Employees and Title Holders (5)**. Academic staff currently have the title of 'Professor/ Reader/ Teacher of the University of London'. On withdrawal these will be automatically replaced by equivalent College titles. Letters will be sent to all existing staff explaining the consequences of withdrawal, including the replacement of titles. (See Schedule 4 of the MoU).

12. **Transitional Academic Arrangements (6)**.

a. The College expects to leave the University from the 2007-08 session. All postgraduate entrants from 2007-08 will be registered for an Imperial degree. Because of the long lead times of the printed undergraduate prospectus, undergraduate entrants in 2007 will continue to register for a University of London degree (unless they subsequently elect to transfer to an Imperial one).<sup>(2)</sup> Undergraduate entrants from 2008 will register for an Imperial degree.

b. Students will receive a letter explaining the consequences of the College's withdrawal from the University and that they have the option to transfer to an Imperial degree or remain registered for a University degree. (See Schedules 5 and 6 of the MoU). No matter what decision he or she makes, a student's course, teaching, assessment or examination will not change as a result of the College's withdrawal. The two joint postgraduate courses with University of London colleges will continue and students may continue to enrol at other colleges for intercalated degrees within medicine.

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2. The Undergraduate Prospectus for 2007 states that students will be registered for a University of London degree.



c. Those students remaining registered with the University will retain all their current access rights and services from the University unless the College chooses to provide these itself.

d. The continuation of the award of Imperial College Diplomas and Associateships is currently under discussion and will form part of a continuing project to ensure the smooth transition to secession and the award of Imperial College degrees.

13. **Indemnity (7).** The University of London requires the College to indemnify it against certain claims which might arise as a consequence of secession. A degree of protection and certainty for the College has, though, been negotiated with agreement on a minimum and maximum limit for any one claim and also to set a cap on the total cost of all claims.

14. **Academic and Other Services (8).** From the date of withdrawal the College's staff and the students who are, or choose to be, registered for an Imperial degree will have the same rights of access to the Senate House Library as the staff and students of any other institution which is not a member of the Federation. The College will be able to purchase tickets which will provide this access. Those students who are registered for a University of London degree will have the same rights of access as other University of London students. Staff and students will also continue to enjoy access to the libraries of University of London colleges.

15. **External Programme (9).**

a. The College currently offers a number of distance learning programmes (DLP) through the University's External System. The majority of these programmes are based at the Wye Campus (~1000 students), although the College's Business School also offers a distance learning MBA (~225 students).

b. Throughout the negotiations with the University the College has made it clear that it would wish to remain within the University's External Programme (EP) with DLP students being awarded University of London degrees *i.e.* to maintain the *status quo*. The request was considered by the University's External System Lead Colleges' Committee (ESLCC) on 31 May, which decided that, should the College withdraw from the University, it could no longer participate in the EP or purchase EP infrastructure services from the University.

c. The College will therefore need to make other arrangements for its DLP at Wye and for the distance learning MBA. It should be noted that the College's DLP students are registered with and pay fees to the University, not the College.

16. **Students' Union (10).** The President of the Imperial College Union (ICU) successfully negotiated with the University of London Union (ULU) that, for a fee paid by the ICU, Imperial students may continue to compete in ULU organised sports leagues and cups (see Schedule 7 of the MoU) (though participation in the cups is still dependent on the ULU Council ratifying, in the Autumn Term, the University's Inter-Collegiate Sports Committee's decision recommending Imperial's continued participation). This is of importance to the College's students. The ICU will no longer be represented by the ULU on London or national issues but may seek national representation through another channel.

17. **Accommodation Services (11)**. The College currently benefits from a quota of 250 places in the University of London's intercollegiate halls of residence. <sup>(3)</sup> Access to these 250 bedspaces has been secured for 2007-08 and will decline to zero by 2013-14 (and an insignificant level by 2011-12). (See Schedule 8 of the MoU). The College will have no liability for empty spaces (voids) in intercollegiate halls if it does not take up all its allocated places.

18. **Trusts and Scholarships (12)**. The University has a number of Trust Funds, some of which were established to benefit Imperial and should therefore transfer to the College after withdrawal. Both the University's and the College's lawyers undertook a comprehensive review of all University of London Trust Funds in order to determine which of these should transfer to the College and these are listed in Schedule 1 of the MoU. It has also been agreed that any Trust Funds which materialise after withdrawal and which are related to the College will also transfer.

19. **Assets (15)**.

a. The University currently holds a number of assets of which its Colleges could claim a share if the University was dissolved. In order to ensure that the College was fully informed of its legal position regarding possible future claims on these assets, the College sought Counsel's opinion. The University has agreed that the College would be permitted to assert a claim for a share of the assets of the University in the event of the latter's dissolution or restructuring, although equally it did not concede that any such entitlement would exist.

b. Following discussions between both parties' lawyers, and having sought additional expert legal advice, it was determined that ownership of the nuclear reactor fell with the College. It is anticipated that this will assist the decommissioning project.

### **FINANCIAL IMPLICATIONS OF WITHDRAWAL FROM THE UNIVERSITY**

20. The College has agreed with the University those services for which it will continue to pay following the College's withdrawal, the terms of payment, and any annual increase. (See Schedule 3 of the MoU). Payment is for services and membership of the University for those students who remain registered for a University of London degree (for example, for the production and distribution of degree certificates) and for those items which will continue after the College no longer has any University registered students (for example, continued access to the bank of multiple choice medical examination questions). Schedule 3 provides a degree of financial certainty for both the College and University for the seven year period to 2013-14.

21. The overall financial effect of withdrawing from the University is likely to be minimal, though will depend on our strategy for replacing the eventual loss of the intercollegiate hall bed places and dealing with the loss of access to the University's External Programme for our Distance Learning Programme.

22. A comparison of the College's current payments to the University against the anticipated costs after withdrawal (items in Schedule 3, for which the College will continue to pay the University, and items which the College will now pay for itself as well as the legal costs associated with withdrawal) results in a positive position in 2007-08 of ~£100K. This

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3. These halls of residence are operated by the University and provide accommodation for students from all of the Colleges in the Federation.

figure grows thereafter to ~£450K in 2011-2012. This is mostly as a result of the reduction in the annual fee being paid to the University. However, these figures do not take account of any future College strategy related to student accommodation or the DLP. The legal costs related to the withdrawal will be incurred mostly in the period 2005-07.

### **NEXT STEPS**

23. If the Council agrees to withdrawal, the University of London will convene an additional meeting of its Council in October to formalise the College's departure under Statute 51. (See Schedule 2 of the MoU).

24. The College itself will need to make a number of changes to its Charter and Statutes to reflect its new status as a University in its own right. In recognition of the importance of this step, it is currently proposed that the College should seek the granting of a new Charter and Statutes, replacing those of 1998.

25. In addition to the changes to the College's Charter and Statutes, the General Medical Council will need to recommend a change to the Medical Act to add the College's name to the list of institutions that are authorised to provide medical education. (At present the College is listed as part of the University of London).

26. Provided that the changes to the Charter and Statutes are agreed by the Privy Council in time, the date of secession is expected to be 8 July 2007, the College's Centenary.

### **WITHDRAWAL OF IMPERIAL AS A COLLEGE OF THE UNIVERSITY**

27. As noted in the attached MoU, the procedure by which a College may withdraw from the University of London is set out in Statute 51 of its Statutes. This states that:

"The Council [of the University] shall at the request of a College withdraw from it the status of College. The College shall satisfy the Council that appropriate arrangements have been made in respect of the completion of their studies for any students registered for a degree or other award of the University at the College at the time when it would cease to be a College."

28. Ordinance 21 (17) of the University's Ordinances goes on to state that:

"Statute 51 provides that the Council shall at the request of a College withdraw from it the status of College. The College shall satisfy the Council that appropriate arrangements have been made in respect of the completion of their studies for any students registered for a degree or other award of the University at the College at the time when it would cease to be a College."

29. The MoU, which has been now been approved by the University's Council, includes an explicit recognition on the University's part "that Imperial has made appropriate arrangements for those Imperial Students registered for a University Award". All that is now required is for the College to make a formal request to the University that its status as a College of the University should be withdrawn and for the University to pass the resolutions granting this as set out in Schedule 2 of the MoU.

**DECISIONS REQUIRED**

30. The Council is invited to determine whether or not the College should withdraw from the University of London and, if so, to:

- a. Consider and, if it sees fit, approve the Memorandum of Understanding with the University at Annex B to this Paper.
- b. Subject to such approval, empower and authorise the Rector on behalf of the College to enter into the Memorandum of Understanding with the University substantially in the terms set out in Annex B to this Paper, subject to any minor amendments the Rector may reasonably agree.
- c. Empower and authorise the Rector on behalf of the College to submit a formal request to the University of London that its status as a College of the University be withdrawn in accordance with the terms of University Statute 51.

**MEMBERS OF THE PROJECT TEAM****Chairman**

Director of Strategy and Planning - Dr Rodney Eastwood

**Members**

Pro-Rector (Educational Quality) - Professor Rees Rawlings

College Secretary – Mr Tony Mitcheson

Academic Registrar – Mr Vernon McClure

Director of Finance – Mr Andrew Murphy

Director of Human Resources – Mr Chris Gosling

Principal of Business School – Professor David Begg

President of the Student Union – Ms Sameena Misbahuddin

Internal Communications Manager – Ms Caroline Gaulter

**Secretary**

Dr Carole Hobden - (Strategy and Planning Officer)