

Dear B Watson,

**Freedom of Information (Scotland) Act 2002**  
**Our Ref: 417-21**

I refer to your enquiry dated 26 October 2021 asking to be supplied with information under the provisions of the Freedom of Information (Scotland) Act 2002 ("the FOISA") in relation to the relationship between St Andrews University Services Limited and Campus Living Villages (CLV) as outlined below.

1. Please provide a description of the nature of your business relationship with Campus Living Villages (CLV).

In broad terms the University of St Andrews and CLV have entered into joint ventures to finance and build quality, affordable, on campus student accommodation. The University's response to your information request, our ref 418-21, provides papers of the business of the sub-committee of the University Court Planning and Resources Committee ("PARC"), which describes the nature of this business relationship.

2. Please give details of any current Limited Liability Partnerships (LLPs) with CLV.

- CLV (St Andrews) UK LLP - OC393768 - (Fife Park 3)
- CLV (St Andrews) UK 2 LLP - OC412533 - (Fife Park 2)
- CLV (St Andrews) UK 3 LLP - OC418013 - (GAP)

3. Please provide in full (or redacted where necessary to protect business interests) all contracts between CLV and the University regarding the provision and maintenance of student accommodation.

APPENDIX A of the University's response lists the contracts between the parties. The University is unable to release contracts where:

- (a) Those are available in the public domain; or
- (b) Where the cost of providing the information exceeds £600.

Contracts available in the public domain

The Contracts listed in APPENDIX A with grey block are available from the noted public domain registers i.e. the *Books of Council of Session* or the *Land Register*. The details required to source those contracts from the public records are provided.

The University is not required to release information where materials are reasonably available other than making a request under the provision of freedom of information legislation – even where a fee to access those information is required. The University is withholding contracts which are available from the public records noted through application of the exemption available from FOISA, section 25, paragraph (1) – *information otherwise accessible*. This is an absolute exemption, which does not require application of the public interest test.

Where the cost of providing the information exceeds £600

The University is unable to release the requested contracts that are not available in the public domain, as the cost of retrieval and for the redaction of information is estimated to exceed £600 – meaning that those information are exempt from release.

The University in consultation with our legal representatives and on advisement from Campus Living Villages ("CLV") have identified that the contracts contain information within the following classes, which are exempt from release:

- Personal data; and
- Information that if released would prejudice substantially the commercial interests of (a) the University (b) the University of St Andrews Services Limited and (c) Campus Living Villages (St Andrews) UK Limited.

Given the volume, nature and complexity of the relevant documentation the University estimates that the costs of applying the necessary redactions will exceed £600. The contractual documentation exceeds 1,600 pages; it is estimated that the time taken to check and retrieve from the contracts for the information to be redacted and for those redactions to be made will take in excess of 80 hours i.e. 3 minutes to review each page and to mark-up information that falls within the exempt classes noted and for the redactions to be applied. The filtering exercise required to identify the classes of information for redaction requires a suitably qualified individual – meaning that the higher hourly rate on which calculations can be made applies (£15 per hour). Therefore, the estimated cost to carry this work out is £1,200 meaning that this element of the request can be refused as it exceeds the £600 cost limit presently set by the relevant fees Regulations. On that basis the University gives notice under FOISA, section 12 paragraph (1), that this element of the request is refused on the grounds of excessive cost.

The University has provided a list of the contracts held which may be of assistance to you in narrowing the scope of your enquiry. For example, if a particular contract is of interest then a request for such, if made, may fall under the fees limit.

4. Please provide a response as to why the University decided to enter into an LLP with CLV.

Please refer to the paper, PARC 15/41(b), provided as part of the University's response - this sets out the background and rationale for the University establishing a partnership with CLV to develop the University's student accommodation stock.

5. Did St Andrews University Services Limited, or the University of St Andrews, or any other wholly or partly-owned subsidiary of the University of St Andrews approach CLV initially in respect to potential LLPs, or were these contracts offered to tender?

Please refer to the paper, PARC 15/41(b), provided as part of the University's response – this describes the tendering process applied after which CLV were engaged.

6. What role does St Andrews University Services Limited have in the management and provision of student accommodation during term time.

None, Residential and Business Services operate all University student accommodation during term time. Please also refer to the paper, PARC 16/36, paragraphs 4.5 and 4.7, provided to you as part of the University's response to information request our ref: 418-21, which provides the rationale for that decision.

7. If the principal activity of St Andrews University Services Limited is the running of accommodation services during vacation periods, as outlined in annual company reports and University financial statements, please provide clarification as to why the decision was made to enter this subsidiary of the University into an LLP with CLV, rather than the parent institution the University of St Andrews.

The University does not hold any recorded information, which would answer this part of your inquiry. The FOISA, section 17, requires that where information requested of a public authority is not held that notice to that effect is given. Please consider this part of the University's response to constitute such notice.

The University sought to engage an experienced and suitably qualified Development Partner, that demonstrated (via a competitive procedure) a commitment to develop and construct student accommodation. Following an assessment of the proposals received in relation to the award criteria, it was considered that CLV were the appropriate party to engage.

The LLP arrangement between the University and CLV provides a clear project-specific corporate structure for strategic decision making and governance within the University, and between the University and CLV. The LLP structure also assists the parties in managing effectively the day-to-day operational decision making within the parameters of the individual project LLPs.

8. Please disclose the framework for rent increases as agreed by the University and CLV within contracts regarding the provision and maintenance of any accommodation in St Andrews.

Please refer to the University's response, for part 3 of this request.

In broad terms, rent increases are aligned with inflation, and increases are capped to ensure that prices remain affordable.

#### Your right to seek a review of how your information request was managed

If you are not satisfied with the University's response and/or our reasoning set-out above, you have the right to request a review of our decision. The timelines in which this right is available are set out in section 20(5)(a) and (b) FOISA. In broad terms the right to seek a review must be exercised within 40 working days of receiving this response.

The Information Assurance and Governance team are currently working remotely due to the Coronavirus pandemic. Any request for review at this time should be sent by email to [foi@st-andrews.ac.uk](mailto:foi@st-andrews.ac.uk) stating:

- a) your name and address;
- b) details of your original request; and
- c) the reasons why you are dissatisfied with our response.

If you remain dissatisfied with how your request for information has been dealt with following Review, you also have the right to apply to the Scottish Information Commissioner (SIC) for a decision. In the event of an appeal to the SIC, the Commissioner will generally only be able to investigate the matters raised in the request for review.

Details on how to make an appeal online to the SIC can be found on their website: <http://www.itspublicknowledge.info/YourRights/Unhappywiththeresponse/AppealingtoCommissioner.aspx>.

This concludes the University's response.

Yours sincerely,

Chris

Christopher Milne  
Head of Information Assurance and Governance  
Office of the Principal  
University of St Andrews

## APPENDIX A

### University of St Andrews: Contracts with Campus Living Villages (“CLV”)

#### Gap Sites

Note: CLV (St Andrews) UK 3 LLP is a SPV and its members are (i) St. Andrews University Services Limited and (ii) Campus Living Villages (St Andrews) UK Limited

No.	Contract	Parties	BC&S registered?	BC&S Deed No.	Land Register Title No.
1	Agreement for Leases	(i) The University Court of the University of St Andrews (ii) Kleinwort Benson (Guernsey) Limited as trustee of the M&G Secured Lease Income Fund and its nominee Borrowdale Nominees Limited (iii) Kleinwort Benson (Guernsey) Limited as trustee of the St Andrews Unit Trust and its nominee Borrowdale Nominees Limited (iv) CLV (St Andrews) UK 3 LLP	No	N/A	N/A
2	Head Lease	(i) The University Court of the University of St Andrews (ii) Kleinwort Benson (Guernsey) Limited as trustee of the St Andrews Unit Trust and its nominee Borrowdale Nominees Limited	Yes	11817247	FFE121884
3	Sub-Underlease (Site 1)	(i) The University Court of the University of St Andrews (ii) CLV (St Andrews) UK 3 LLP	Yes	11917802	FFE126229 (undergoing first registration)
4	Sub-Underlease (Site 2)	(iii) The University Court of the University of St Andrews (iv) CLV (St Andrews) UK 3 LLP	Yes	11917806	FFE126234 (undergoing first registration)
5	Direct Agreement	(i) The University Court of the University of St Andrews (ii) Kleinwort Benson	No	N/A	N/A

		(Guernsey) Limited as trustee of the St Andrews Unit Trust and its nominee Borrowdale Nominees Limited (iii) CLV (St Andrews) UK 3 LLP			
6	LLP Agreement	(i) St. Andrews University Services Limited (ii) Campus Living Villages (St Andrews) UK Limited (iii) CLV (St Andrews) UK 3 LLP	No	N/A	N/A
7	LLP Agreement Side Letter	(i) St. Andrews University Services Limited (ii) Campus Living Villages (St Andrews) UK Limited (iii) CLV (St Andrews) UK 3 LLP	No	N/A	N/A
8	Carpark and Compound Licence	(i) The University Court of the University of St Andrews (ii) CLV (St Andrews) UK 3 LLP	No	N/A	N/A
9	Lifecycle Works Agreement	(i) The University Court of the University of St Andrews (ii) CLV (St Andrews) UK 3 LLP	No	N/A	N/A
1	Amended and Restated Pre-Emption Deed	(i) Campus Living Villages (St Andrews) UK Limited (ii) St. Andrews University Services Limited (iii) CLV UK Accommodation Holdings PTY Limited (iv) CLV (St Andrews) UK LLP (v) CLV (St Andrews) UK 2 LLP (vi) CLV (St Andrews) UK 3 LLP	No	N/A	N/A
1	Various Collateral Warranties	(i) The University Court of the University of St Andrews (ii) CLV (St Andrews) UK 3 LLP or Sir Robert McAlpine Limited (dependent on who has underlying appointment) (iii) [relevant contractor/designer/sub-contractor]	No	N/A	N/A

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## **Fife Park Phase 2**

Note: CLV (St Andrews) UK 2 LLP is the project SPV and its members are (i) St. Andrews University Services Limited and (ii) Campus Living Villages (St Andrews) UK Limited

<b>No.</b>	<b>Contract</b>	<b>Parties</b>	<b>BC&amp;S registered?</b>	<b>BC&amp;S Deed No.</b>	<b>Land Register Title No.</b>
1	Agreement for Leases	(i) The University Court of the University of St Andrews (ii) Kleinwort Benson (Guernsey) Limited as trustee of the M&G Secured Lease Income Fund and its nominee Borrowdale Nominees Limited (iii) CLV (St Andrews) UK 2 LLP	No	N/A	N/A
2	Head Lease	(i) The University Court of the University of St Andrews (ii) Kleinwort Benson (Guernsey) Limited as trustee of the M&G Secured Lease Income Fund and its nominee Borrowdale Nominees Limited	Yes	11652647	FFE113660
3	Minute of Variation of Head Lease	(i) The University Court of the University of St Andrews (ii) Kleinwort Benson (Guernsey) Limited as trustee of the M&G Secured Lease Income Fund and its nominee Borrowdale Nominees Limited	Yes	11652633	FFE106485
4	Sub-Underlease	(i) The University Court of the University of St Andrews (ii) CLV (St Andrews) UK 2 LLP	Yes	11807900	FFE122247
5	Direct Agreement	(i) The University Court of the University of St Andrews (ii) Kleinwort Benson (Guernsey) Limited as trustee of the M&G Secured Lease Income Fund and its nominee Borrowdale Nominees Limited	No	N/A	N/A



		(iii) CLV (St Andrews) UK 2 LLP			
6	LLP Agreement	(i) St. Andrews University Services Limited (ii) Campus Living Villages (St Andrews) UK Limited (iii) CLV (St Andrews) UK 2 LLP	No	N/A	N/A
7	Carpark and Compound Licence	(i) The University Court of the University of St Andrews (ii) CLV (St Andrews) UK 2 LLP	No	6	N/A
8	Lifecycle Works Agreement	(i) The University Court of the University of St Andrews (ii) CLV (St Andrews) UK 2 LLP	No	N/A	N/A
9	Pre-Emption Deed	(i) Campus Living Villages (St Andrews) UK Limited (ii) St. Andrews University Services Limited (iii) CLV UK Accommodation Holdings PTY Limited (iv) CLV (St Andrews) UK LLP (v) CLV (St Andrews) UK 2 LLP	No	N/A	N/A
1	Various Collateral Warranties	(i) The University Court of the University of St Andrews (iv) CLV (St Andrews) UK 2 LLP or Sir Robert McAlpine Limited (dependent on who has underlying appointment) (ii) [relevant contractor/designer/sub-contractor]	No	N/A	N/A

### **Fife Park Phase 3**

Note: CLV (St Andrews) UK LLP is the project SPV and its members are (i) St. Andrews University Services Limited and (ii) Campus Living Villages (St Andrews) UK Limited

No.	Contract	Parties	BC&S registered?	BC&S Deed No.	Land Register Title No.
1	Agreement for Leases	(i) The University Court of the University of St Andrews (ii) Kleinwort Benson (Guernsey) Limited as trustee of the M&G Secured Lease Income Fund and its nominee Borrowdale Nominees Limited (iii) CLV (St Andrews) UK LLP	No	N/A	N/A
2	Head Lease	(i) The University Court of the University of St Andrews (ii) Kleinwort Benson (Guernsey) Limited as trustee of the M&G Secured Lease Income Fund and its nominee Borrowdale Nominees Limited	Yes	11438341	FFE106485
3	Sub-Underlease	(i) The University Court of the University of St Andrews (ii) CLV (St Andrews) UK LLP	Yes	11652658	FFE113664
4	Direct Agreement	(i) The University Court of the University of St Andrews (ii) Kleinwort Benson (Guernsey) Limited as trustee of the M&G Secured Lease Income Fund and its nominee Borrowdale Nominees Limited (iii) CLV (St Andrews) UK LLP	No	N/AB	N/A
5	LLP Agreement	(i) St. Andrews University Services Limited (ii) Campus Living Villages (St Andrews) UK Limited (iii) CLV (St Andrews) UK LLP	No	N/A	N/A
6	Carpark and Compound	(i) The University Court of the University of St Andrews	No	N/A	N/A

	Licence	(ii) CLV (St Andrews) UK LLP			
7	Lifecycle Works Agreement	(i) The University Court of the University of St Andrews (ii) CLV (St Andrews) UK LLP	No	N/A	
8	Various Collateral Warranties	(i) The University Court of the University of St Andrews (v) CLV (St Andrews) UK LLP or Sir Robert McAlpine Limited (dependent on who has underlying appointment) (ii) [relevant contractor/designer/sub-contractor]	No	N/A	N/A