

## KING'S COLLEGE, CAMBRIDGE

At a meeting of the Council held in the Wine Room  
On Tuesday, 7th November 2017 at 2 pm

<i>Present:</i>	Provost	<i>In</i>	Vice-Provost
	Dr Barber	<i>Attendance:</i>	First Bursar
	The Revd Dr Cherry		Senior Tutor
	Dr Davies		Domus Bursar
	Ms Headen		*Ms Grossfurthner
	Professor Humphrey		
	Dr Taylor		* <i>Open business only</i>
	*Ms Mulcahy	<i>By Invitation:</i>	<i>Mr Chapman (PEM)</i>
	*Ms Hawkins		<i>Ms James</i>
			<i>to take Minutes</i>

### OPEN BUSINESS

#### Apologies for Absence

Apologies were received from Professor Efstathiou, Dr Sagar and Ms Whittier. Professor Mouhot is on leave and Professor Dunn has tendered his resignation.

#### Declarations of Interest

There were no declarations of interest.

#### 375. Minutes of Open Matters of 24th October 2017

The minutes of the Open Business of the meeting held on 24th October 2017 were approved and signed.

#### 376. Matters Arising

**Paper 354** The Vice-Provost informed Council of the overlapping of the King's Men Christmas Concert and the KCMS concert on 27th November 2017 and proposed a revision in the timings for both to allow the Servery to remain open. Council agreed that the Servery must remain open and asked the Vice-Provost to liaise with both societies.

#### 377. Action List

Council noted the Action List.

**378. Minutes of Council Committees:**

- a. Council accepted the Minutes of the Catering Committee of 31st October 2017.
- b. Council accepted the Minutes of the Computing and Website Committee of 23rd October 2017.
- c. Council accepted the Minutes of the Investment Committee of 6th October 2017.
- d. Council accepted the Minutes of the Library Committee of 17th October 2017.
- e. Council accepted the Minutes of the Visitors Committee of 19th October 2017.

**379. Oral Reports from College Officers**

There were no oral reports.

**380. Chapel Events**

*The Dean presented a paper giving notice of a concert which will take place in the Chapel and will be broadcast on BBC Radio 3.*

Agreed:

Council noted and approved the use of Chapel for the event listed below:

<b>Friday 17 November 2017</b>	1930 – 2130	<b>The BBC Singers and the BBC Concert Orchestra</b> (Concerts at King’s) Works include: Simaku <i>The Scream</i> , C H H Parry <i>Songs of Farewell</i> , and Durufle <i>Notre Peré</i> and <i>Requiem</i> Conducted by Stephen Cleobury
	1330 - 1630	Rehearsal

**381. Annual Health & Safety Report**

*The Domus Bursar invited Council to endorse the Annual Report on Health and Safety and to recommend approval by the Governing Body.*

Agreed:

To endorse the Annual Health and Safety Report (2107), agree recommendation and objectives for 2017, and recommend approval by the Governing Body.

### **382. Buildings Report**

*The Domus Bursar presented a paper summarising plans for major building works during the period 2018 – 2025 and providing early justification for a single Contractor Site in support of work on the main College site.*

*A separate paper on the Contractor site will be submitted to Council in January 2018.*

### **383. Use of Chapel on Ash Wednesday**

*The Dean presented a paper asking Council for permission to close the Chapel once again on Ash Wednesday (14 February 2018) for ordinary visiting, and allow the community and others to use it as a place of spiritual refreshment.*

Agreed:

To allow the proposed Ash Wednesday programme to take place again this year and in future simply to add this to the normal list of Chapel events.

### **384. Conflict of Interest Policy**

*The First Bursar presented a paper asking Council to approve a Conflict of Interest policy, in accordance with the College's Ordinances B.1.8. The proposed policy is unchanged from last year.*

Agreed:

To approve the Council's policy on conflicts of interest and to circulate this to all members of the Governing Body.

### **385. Financial Controls**

*The First Bursar presented a paper asking Council to review the Regulations approved for Financial Controls within the College.*

Agreed:

To approve the Financial Controls Regulations.

### **386. Oversight of Conferences and Events in College**

*A paper from the Vice-Provost reported on new conferences and events organised by the Catering Department and asked Council whether it wishes to continue receiving these reports or to be notified only on events which the Vice-Provost deems problematic.*

Agreed:

To be notified only on events which the Vice-Provost deems problematic.

### **387. Security of the rear Gate**

*The Domus Bursar presented a paper asking Council to approve the opening of the Rear Gate at 0830 (from 0700) and securing at 1745 (currently 1730).*

*The Domus Bursar reported that the later opening would allow the Gates to be staffed and the later closing time would enable any late comers to attend Evensong.*

*The First Bursar reported that some departments had experienced a number of small security incidents and Council agreed that, in order to get a sense of the scale of the problem, Security incidents will be reported by the Head Porter to the Security Working Group and thence to Council.*

Agreed:

- a. Opening the Rear Gate at 0830,
- b. Securing the Rear Gate at 1745, and
- c. The Rear Gate will be staffed at all times when open.

### **388. Staff Winter Wonderland Event**

*The First Bursar presented a paper asking Council to approve the Staff Winter Wonderland Event in Chetwynd Court on 17<sup>th</sup> November.*

*He reported that the Staff Consultative Group had apologised for the short notice and lack of consultation and realise now that such events must be approved by Council in good time. The Senior Tutor has agreed to join the Staff Consultative Group.*

*There were no objections to the event from students as the Servery will operate as usual.*

*The Development Director and Dean were concerned about noise from the event impacting on the concert in the Chapel that evening, and the possible lack of Catering.*

Agreed:

To approve the Staff Winter Wonderland Event provided no amplified music is played after 7.30pm, that the Catering situation is clarified and that a full plan is circulated to Council by correspondence.

### **389. Loan for the School's Cultural and Sports Centre**

*The First Bursar presented a paper asking Council to approve a loan of £2 million to enable the School to complete its Sports and Cultural Centre. The School will be entirely responsible for this loan and its repayment.*

Agreed:

To approve the loan of £2 million, repayable over 10 years from the profits arising from letting the facility, based on the following terms and conditions:

## 1. Reported

- 1.1 It was reported that at its meeting on 9 February 2017 the governing body of the College (the “**Governing Body**”) had approved the proposal to construct a new sports and cultural centre at the site of the King’s College School (the “**School**”), and had delegated authority to the Council to decide on the same.
- 1.2 It was noted that arrangements were proposed whereby the College would borrow £2,000,000 from Barclays Bank PLC (the “**Bank**”), and such monies would be applied by the College and the School towards the construction of the new sports and cultural centre (the “**Transaction**”). It was further noted that the Governing Body had approved the Transaction in principle at its meeting on 9 February 2017.
- 1.3 The Council now needed to consider and, if thought fit, approve the Transaction.

## 2. Documents

- 2.1 The following documents were produced to the meeting, which it was noted would be required to document the Transaction:
  - (a) a draft document containing key terms; and
  - (b) a draft document containing the terms and conditions,(together the “**Facility Agreement**”).
- 2.2 It was noted that the Facility Agreement represented the terms and conditions upon which the Bank is prepared to make available to the College a term loan facility in the maximum principal sum of £2,000,000 (the “**Facility**”).

## 3. Resolved

- 3.1 After due and careful consideration of the Facility Agreement and taking into account their duties and obligations under the Charities Act 2011 and the Charter, Statutes, and Ordinances of the College, and considering the best interests of the College and of the School, **it was duly resolved** by the Council that:
  - (a) the Transaction be and hereby is approved;
  - (b) there be delegated to the First Bursar and the Dean as Chair of the School Governors (acting alone or together) all powers, authorities and discretions of the Council as may be necessary for the authorisation of all acts, matters or documents in connection with the Transaction, including, but not limited to the authority to negotiate and finalise the documentation necessary to give effect to the Transaction (the “**Transaction Documents**”) (such authority to include but not be limited to the Facility Agreement);
  - (c) the First Bursar and the Dean as Chair of the School Governors be severally authorised on behalf of the College to execute and deliver the Transaction Documents by signing them for and on behalf of the College to indicate acceptance of the terms and conditions thereof;
  - (d) the First Bursar and the Dean as Chair of the School Governors be severally authorised to do all such things including the execution of

documents, certificates and notices in such form and including such amendments as the First Bursar and the Dean as Chair of the School Governors in his or their sole discretion, see fit and to provide further confirmation to any party involved with the transaction as is necessary or desirable to give effect to the Transaction;

- (e) the College has considered whether it needs to obtain professional independent advice (legal, financial or otherwise), prior to resolving to enter into the Facility Agreement and (whether on the basis of such advice or otherwise) it has made its own independent decision to enter into the Facility Agreement and understands the terms, conditions and risks involved including, without limitation, the circumstances in which Fixed Rate Breakage Costs (or other payments) may be payable in accordance with, and as defined in, the Facility Agreement;
- (f) that the Bank is authorised to act in all matters concerning the Facility upon instruction from the College signed in accordance with the Bank's mandate for any of the accounts of the College held with the Bank current from time to time; and
- (g) to report to the Governing Body as soon as reasonably practicable following the completion of the Facility Agreement.

### **390. Accounts and Auditor's report**

*The First Bursar introduced Paul Chapman from Peters, Elworthy and Moore. The Audit Team had carried out its checks and reported that no new problems had arisen and any points remarked on in previous years had been addressed. Mr Chapman talked briefly through the Key Issues Memorandum. The College had received a clean report from the Auditors and the Accounts could be signed.*

*The Provost thanked the Assistant Bursar and the Accounts team for their hard work and congratulated Mr Chapman on a very efficient and smooth audit. The First Bursar will propose to the Annual Congregation the re-appointment of Peters, Elworthy and Moore.*

*Mr Chapman reported that a Declaration of Interest form had not yet been received from one Council member. This would be chased up and submitted to the Auditors.*

Agreed:

- a. The Accounts for the year to 30<sup>th</sup> June, 2017 together with the Auditor's report were received.
- b. Agreed to accept the Accounts and the Auditor's report and to forward them to the Annual Congregation.
- c. Agreed to recommend to the Annual Congregation the re-appointment of Peters, Elworthy & Moore as auditors for 2017-18.

### **391. 1441 Foundation Dinner and Campaign Launch**

*The Development Office asked Council to approve a proposal to move the 1441 Foundation Dinner in 2018 from 24<sup>th</sup> November to 27<sup>th</sup> October. This event will combine the usual 1441 event with the College's Campaign Launch.*

*Council was concerned about the impact this might have on students, particularly new ones, at the start of term. It was agreed to make the event as inclusive as possible for Junior members so they do not feel any sense of alienation.*

*The Development Director agreed that the scale of the event would require a Working Group to help plan and progress the event.*

Agreed:

To approve moving the date of the 1441 Foundation event in 2018 to 27<sup>th</sup> October and give permission for the use of the Hall and College grounds.

### **392. Request to cover the pictures in Hall for the BME dinner**

*This paper was withdrawn as the students accepted that it was not possible for Maintenance to do the required work in time for Saturday's dinner.*

*It was agreed that the Senior Tutor and the President of the KCSU would formulate a document laying out the procedure for approval of the LGBT+, BME and Women's Dinners, which could be agreed by Council in advance and followed by the organisers every year.*

*The Domus Bursar requested the inclusion of the Bursary in the formulation process, and the Senior Tutor will convene a meeting which will include all the relevant departments.*

### **393. Any Other Business**

There was no other business.

*The meeting closed at 4.10 pm.*

*The next meeting of Council will be held on Tuesday, 21st November 2017 at 2.15 pm in the Wine Room.*