

COU.24/25:13

Meeting:	Council OGM
Date:	Monday 30 th September 2024 – 5.30pm
Venue:	33 Bedford Square & Via Zoom

PRESENT	Catherine du Toit (CduT)	President & Chair
	Ravin Ponniah (RP)	Vice-President
	Sara Biscaya (SB)	
	Trevor Bolton (TB)	
	Alison Brooks (AB)	
	Pui Quan Choi (PC)	
Via Zoom	Susannah Hagan (SH)	
	Simine Marine (SMA)	
Agenda item 2	Steve Mertz (SM)	
	George Sawtell (GS)	
	Ingrid Schroder (IS)	School Director
	Ben Stirling (BS)	
	Steven Ware (SW)	
IN ATTENDANCE		
	Chris Pierce (CP)	Head of Part Time Studies
	Belinda Flaherty (BF)	Registrar
	Mike Aling (MA)	Head of Teaching
	Anna Font Vacas (AFV)	Head of Learning
	Rob Scully (RS)	Head of Finance
	Louise Wilkins (LW)	Company Secretary
	Joel Newman (JN)	Head of Academic Resources
	Tehmina Mahmood (TM)	Head of HR
	Tiger Wang (TW)	CTO
	Anita Pfauntsch (AP)	Head of Estates & Facilities
	Amanda Vidler	Assistant to the Company Secretary

1. Welcome and Apologise

CduT welcomed all members of Council, the AA’s Senior Management Team (SMT) and noted that five prospective candidates for the student member of Council would be in attendance to observe the meeting.

Apologies had been received from Cindy Walters and Jonathan Brierley. One member of Council joined the meeting via Zoom.

It was noted that this would be the last meeting for George Sawtell and Jonathan Brierley who are both stepping off Council. CduT offered thanks on behalf of the Council for their contribution to the AA Council.

CduT invited Council to declare any new conflicts of interest and noted that printed copies of the declarations had been circulated for review and signature. No new declarations were declared.

The meeting opened with a Trustee Training session led by Nicholas Eldred. This was followed by an Academic Induction session led by MA, BF and CP.

2. Minutes and Action Points

The minutes of the Council Workshop meeting held on 15th July 2024 were approved.

Actions from previous meeting are completed, or on the agenda or were due to come to a future meeting.

3. School Director's Report

The School Director's report being paper COU.24/25:03 was received by Council with opportunity to ask questions.

Steve Mertz had sent some feedback via email knowing he would need to leave early. A question was asked about the development and fundraising functions. IS confirmed she would be meeting with Ursola Rimbotti is Director of Development at the Soane Museum (previously Head of Principal Gifts at The National Gallery) every 5 weeks, with a view to updating the Fundraising Framework. The School will also be recruiting a development assistant and not utilising a consultant as originally planned. The assistant will manage the administration of a database and undertake the administrative tasks that are needed to get fundraising moving forward.

Council sought reassurance around mitigations the School were looking to take in response to the fall in postgraduate numbers which it was noted is partly down to the failure of English language tests as part of UKVI visa requirements. IS had been discussing this with SMT operations group and one idea is that passing the language test becomes a condition of application or interviews being held of all students including postgrads. Council agreed interviews or language tests prior to application should be explored further. A poll of current students will be conducted to understand the challenges they face in terms of the test and UKVI requirements. The Registrar noted that the Post Graduate programmes continue to see large number of applicants but the conversion rate to confirmed students has been an issue over the last two cycles.

Council queried the level of students returning to 4th Year and the reasons for lower numbers. BF and IS noted that there are a number of factors including some students reconsidering a career in architecture, a return to normal levels taking a year out, and also students using their two years of permitted work in the UK as part of their graduate visa after year 3, rather than after year 5. Council noted that TDAP had ended the 7-year visa, and now have 3 year and 2-year visas for study so students are not sponsored by the AA in their year out. The School has seen an increase in new students into 4th Year, this year this was 50 new students with no previous study at the AA which is welcomed and helps to improve diversity. Council asked if investment was required into partnerships with practices for year out students. Council discussed this but agreed such an option was not viable and would restrict opportunities for students to the UK. It was noted that the number of students leaving to continue Part 2 studies elsewhere is not a significant number.

3.1 Budget Update - Confidential item of Minutes

4. Annual Report on Employment Related Matters

The Annual Report on Employment Related Matters being paper COU.24/25:05 was received by Council and this follows on from the employee related part of the DAWS report (Dignity at Work and Study).

Council were informed work continues to improve take up of exit interviews, awareness needs to be raised these are a valuable opportunity to gather information and insight. Concerns about confidentiality appear to be a key factor in not taking up the exit interviews. The reasons for a low take up will be investigated through the upcoming staff survey though it may also be due to individual's preference 'not to say', which is particularly high amongst academic staff.

Council asked about high academic staff turnover but it was clarified that there are a relatively high proportion of staff who do very part-time roles such as one seminar or workshop. Academic staff alter their hours due to the demands of their own practices and the School. The high turnover is not a reflection of the AA staff body generally, a number of whom will stay for long time. Council asked if data about staff travelling by air to the School is currently recorded and heard that this was not currently recorded by HR although some would be captured in the Low Carbon Survey report.

TM was thanked for first annual report on employment related matters which will continue to be developed with more data being gathered over the next year to support this report.

5. Annual Report on Student Related Matters

The Annual Report on Student Related Matters being paper COU.24/25:06 was received by Council which follows on from the student related part of the DAWS report.

BF introduced the first report and welcomed feedback. Council suggested an executive summary on page one would be useful for next year. Council agreed it made interesting reading and were encouraged to see the scholarships and bursaries increasing year on year. Council heard that the grant from the AA Foundation had been increased for 2024-25.

Council suggested that the NSS survey results needed to be celebrated more, as they are a credit to the School but not well publicised. It was noted that the NSS scores would ideally be correlated with the AA's student survey and promoted as part of the fundraising efforts.

BF was thanked for the first annual report on student related matters.

6. Academic Governance

6.1 I-TDAP Update (Confidential item)

Academic Board Q4 Report

Council received and approved the paper COU.24/25:07 being the Academic Board Q4 report.

6.2 Corporate Governance, Compliance and Committee reporting

CduT noted there were no Committee reports as no meetings had occurred since the last Council meeting in July 2024.

6.3 President & Vice President Succession

Council received the paper COU.24/25:09 being an update on the President and Vice-President succession planning process. TB noted that this process has commenced earlier than in the past to allow time for a handover period.

TB reminded the Committee that the Council had agreed previously that candidates should be either architects or very well connected to architecture and would be appointed for a 3-year period commencing June 2025. TB noted that conversations have been undertaken with all eligible candidates. The nomination process will remain open until 5pm on 21st October 2024 with the need for a letter supported by a nominator and seconder to be provided to TB and LW. Nominator and seconder to be independent members of Council so not the director, staff or student members. A confidential ballot will be carried out at the next meeting of Council on 18th November 2024.

6.4 Nomination Committee Report

Council received the paper COU.24/25:08 which made recommendations for new Council members, committee membership of the student member of Council and the appointment of a new chair of the Finance and Audit Committee.

6.5 New Council member Recruitment

Council received recommendations from the Nomination Committee on new Council member appointments with reasoned statements being set out in paper COU.24/25:08 and links to CVs provided. Council also received the resignation of Johnathan Brierley and the proposal that Nick McMahon observe Council meetings until a vacancy on Council becomes available which is likely to be June 2025.

Council adopted following Resolutions: -

- 1/ Council received Jonathan Brierley's resignation with effect from 1 October 2024, and noted their thanks to Jonathan for his work and dedication to Council since January 2020.
- 2/ Council accepted the recommendation from the Nomination and Remuneration Committee and appoint Omotayo Emden as an independent member of AA Council from 15 October 2024.
- 3/ Council accepted the recommendation from the Nomination and Remuneration Committee and appoint Caspar Llewellyn Smith as an independent member of AA Council from 15 October 2024.
- 4/ Council accepted the recommendation from the Nomination and Remuneration Committee and appoint Mark Burch as an independent member of AA Council from 15 October 2024.
- 5/ Council accepted the recommendation from the Nomination and Remuneration Committee and appoint Mark Bassett as an independent member of AA Council from 15 October 2024.

6/ Council agreed to Nick McMahon observing open meetings of Council, until 14 July 2025, with a view to appointing Nick as a member of Council when a vacancy arises in 2025.

6.6 Student Member of Council – update

Council adopted the resolution:-

7/ Council agreed that the elected student member should be appointed to the Estates and Infrastructure Committee.

Council noted the student will be able to attend the first E&I Committee on 29 October 2024. The election process will conclude on Wednesday 16th October 2024 following interviews and five candidates being put up to election. The student member of Council can serve up to three years, but they have to remain a student of the AA so for example a 4th year student, they serve 2 years.

6.7 Appointment of chair of the Finance and Audit Committee

Council adopted the below resolution based on the reasoned statement provided within the Nomination Committee report.

Resolution adopted:-

8/ Council appointed Ben Stirling as Chair of the Finance and Audit Committee.

6.8 Nomination, Remuneration and Governance Committee – membership

The Committee would welcome any interest from Council members who wish to join the NRG Committee. The Committee will also bring proposals for committee membership for the new Council members at the meeting on 18 November 2024.

6.9 Finance & Audit Committee report - Annual Financial Return to OfS

Council received the paper COU.24/25:10 which set out the need to consider whether or not Council should delegate the signing off of the OfS annual return. RS and BS had agreed that the resolution should be withdrawn and a proposal with more explanation will be provided to Council on 18 November, when the Finance and Audit Committee has had the opportunity to review the list of documentation the OfS require. Council agreed to the resolution being withdrawn and coming back to the Council at its next meeting.

6.10 Tuition Fee Proposal – New PGDip in Conservation and Reuse

Council received and approved the fee proposal set out in paper COU.24/25:11 upon the recommendation of the Finance & Audit Committee.

7. AOB

As there was no other business the meeting concluded at 20.15hrs.

Action arising from previous AA Council meeting on 3 June 2024

	Action	Owner	Due Date
A3	Discussion at a future Council meeting to be held on the strategy for research at the AA	CduT/LW	July 2025

Action arising from AA Council meeting on 15 July 2024

	Action	Owner	Due Date
A2	Visit to Hooke Park for Council members to be arranged	LW	End of May 2025
A4	Conversation on membership, its criteria, payment and right to vote would be included within the cycle of business for next year	LW	End of July 2025
A11	SMT Operations group to review the register, its format and how the mitigating actions were being recorded	LW	End of December 2024

Action arising from AA Council meeting on 30 September 2024

	Action	Owner	Due Date
A12	LW to make initial contact with specialist legal advisors on legal route for challenging the OfS decision to extension temporary TDAP	LW	Completed

Chair: 

Signed: 18th November 2024