

From: henrypeterson@aol.com,
To: a.sewell@imperial.ac.uk,
CC: OnePortalWay@londoncommunications.co.uk, john.sheldon@opdc.gov.uk, j.anderson@imperial.ac.uk,
BCC: r.slorach@imperial.ac.uk, markjonathonwalker@gmail.com, johncox321@aol.com, hayescanal@hotmail.co.uk,
Subject: Re: Imperial's planning application at One Portal Way, North Acton 21/0181/OUTOPDC
Date: Fri, 11 Feb 2022 17:32

Attachments:

Dear Alice,

Thanks for letting me know that there will be a response from Imperial to matters raised during the consultation period on the above application.

As John Sheldon at OPDC is aware, the Old Oak Neighbourhood Forum will be following up with a second objection letter. This will cover matters of detail on the environmental impact of the proposals, and the Fire Statement and Strategy submitted with the application. The latter documents were one of the subjects discussed at the meeting of the Forum and the Grand Union Alliance on February 1st 2022.

I am disappointed to hear that you are not responding further to the governance and vires issues raised in the Forum's letter of 16th January. As this letter made clear, I have already looked at the content of the College ordinances and the web page on the College Endowment. My letter raised queries as a result of assessing this material.

If the College is fully confident that the activities of the Endowment Board in pursuing the proposals for One Portal Way fall within the powers and vires of the College, why are you or your colleagues not willing to provide further information on this subject? At our Forum's February meeting there was continued concern as to why a university is undertaking a very major property development of the kind contained in this planning application, and whether it is within the legal capacity of the College to do so?

Below are a series of extracts from the April 2020 *Guide for Members of Governing Bodies of Universities and Colleges in England, Wales and Northern Ireland*. As questioned below, we do not see how College's responses to our questions are compatible with the guide. Nor do we find material in this guide that covers the lawfulness of commercial property development activity way beyond the needs of the estate of a university.

- 1.1 Institutions of higher education are legally independent corporate institutions which have a common purpose of providing teaching and undertaking research.*
- 1.2 In the case of the pre-1992 universities, the constitution and powers of the governing body are laid down in, and limited by, the charter and statutes of the institution.*
- 1.4 Governing bodies are entrusted with funds, both public and private, and therefore have a particular duty to observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of their business, and wherever possible following a policy of openness and transparency in the dissemination of their decisions.*

These parts of the guide we understand. As explained in my letter of 16th January, we have studied the College's Charter, Statutes and Ordinances and understand that Imperial is a 'pre 1992' university and a '*legally independent corporate institution*' for which these documents define its governance arrangements. But as we have pointed out, the content of these documents contain some limitations and does not mean that the College has powers to do anything that it wishes.

On the basis of responses to date to our queries, we do not see evidence of *openness and transparency in the dissemination of decisions*.

Estate Management 1.10 The governing body is responsible for oversight of the strategic management of the institution's land and buildings. As part of this responsibility it should consider, approve and keep under review an estate strategy which identifies the property and space requirements needed to fulfil the objectives of the institution's strategic plan, and also provides for a planned programme of maintenance

We have looked at the available information on how the College's Endowment carries out its investment activities, and how these have extended over recent years into direct development activity by the College, on non-core property including that with no academic or research content. We have looked at the minutes of College Council meetings going back to the time when the site at One Portal Way was acquired. There is very little reference to this site acquisition and no details on how it came to be approved. As we understand this was a £85m acquisition undertaken in 2017.

There are reports from the Endowment Board on how its members have chosen to review and vary the Board's approach to investment and to risk. None of these provide assurances on the basic question of the powers and vires of the College to undertake non-academic commercial development activity on a huge scale.

Charitable Status 1.11 All higher education institutions have charitable status under the Charities Act 1993. In the case of the institutions which are exempt or excepted charities under the above Act, members of the governing body are not, in a legal sense, trustees. However, in all cases, members of governing bodies must ensure that the property and income of the institution are applied only in support of purposes which are charitable in law.

2.21 Requirements that members of governing bodies need to bear in mind in relation to the charitable status of their institutions include:

- *applying the assets and income of the institution only for the defined charitable purposes*
- *acting only within their legal powers*
- *taking particular care in organising trading activities which may not be regarded as charitable.*

Several of our members are or have been trustees of charities. We are not clear how charity law applies (or does not apply) to the activities of the Endowment Board on property development? And if not, why not?

Proper Conduct of Public Business 4.1 *Governing bodies are entrusted with public funds and therefore have a particular duty to fulfil the highest standards of corporate governance at all times, and to ensure that they are discharging their duties with due regard for the proper conduct of public business. Institutions of higher education were included among the public spending bodies examined by the Committee on Standards in Public Life, and consequently members of governing bodies should observe the Seven Principles of Public Life drawn up by the committee. These principles are as follows.....*

Openness and accountability are two of these principles, as you will no doubt be aware.

So we remain unsatisfied by your brief response, directing us again to look at material on the College website. May we please have a fuller reply to our 16th January letter and to the points raised above.

Regards,

Henry Peterson
Adviser to the Old Oak Neighbourhood Forum

-----Original Message-----

From: Sewell, Alice <a.sewell@imperial.ac.uk>
To: henrypeterson@aol.com <henrypeterson@aol.com>
CC: OnePortalWay@londoncommunications.co.uk <OnePortalWay@londoncommunications.co.uk>; john.sheldon@opdc.gov.uk <john.sheldon@opdc.gov.uk>
Sent: Thu, 10 Feb 2022 8:45
Subject: RE: Imperial's planning application at One Portal Way, North Acton

Dear Henry,

Thank you for taking the time to comment on our application on behalf of the Old Oak Neighbourhood Forum.

We have considered the detailed comments raised by the Old Oak Neighbourhood Forum and will shortly make a joint response to all matters raised in the consultation period.

In my reply of 29th September 2021, I answered your queries on the Endowment's governance and signposted you to the relevant College ordinances and the Endowment's website. We do not have anything further to add on this matter.

Kind regards,
Alice

Alice Sewell MRICS

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From: henrypeterson@aol.com <henrypeterson@aol.com>

Sent: 16 January 2022 13:52

To: Sewell, Alice <a.sewell@imperial.ac.uk>

Cc: President <president@imperial.ac.uk>; Provost <provost@imperial.ac.uk>; Sanderson, Muir <muir.sanderson@imperial.ac.uk>; Anderson, John R <j.anderson@imperial.ac.uk>; Maksimovic, Cedo <c.maksimovic@imperial.ac.uk>; Tetley, Terry D <t.tetley@imperial.ac.uk>; andrew.boff@london.gov.uk; markjonathonwalker@gmail.com; emma.williamson@opdc.london.gov.uk

Subject: Imperial's planning application at One Portal Way, North Acton

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Dear Alice Sewell,

Please find attached a further letter on the above from the Old Oak Neighbourhood Forum. This covers further questions on the legal capacity of the College Endowment, and the potential reputational damage to the College arising from this proposed development at North Acton.

Regards,

Henry Peterson, adviser to the Old Oak Neighbourhood Forum