

Paper to the UCML Executive Committee Meeting on 2 November 2018

Proposal to transfer Routes into Languages Programme to the University Council of Modern Languages

Executive summary

This paper sets out a proposal for transferring oversight and coordination together with brand ownership of the Routes into Languages (RiL) programme from the Office of Students (OfS) (originally HEFCE) to the University Council of Modern Languages (UCML). This follows the unanimous agreement 'in-principle' by UMCL membership, at the UMCL AGM in June 2018, for UUK to explore how this could be achieved. Although it will be for the UCML Executive Committee to determine exactly how this would work in practice, this paper proposes a governance model to facilitate the transfer involving the establishment of a Sub-Committee of UCML.

Given that the transfer of ownership of the RiL programme to UCML requires a change to UCML Standing Orders, the final proposal will need to be brought back to the UCML members for consideration and approval at the AGM on 5 July 2019. According to existing provisions in its Constitution and Standing Orders, the final proposal will either be presented by the Executive Committee at its own initiative, or by a motion lodged with the Hon. Secretary at least two months prior to the date of the AGM, duly proposed and seconded by the Council delegates.

In the meantime, this proposal is being submitted for comment and review by the UCML Executive Committee on 2 November 2018. This paper was originally submitted to the UCML Steering Group for consideration on 5 October and has been updated to reflect comments from the group. Feedback from the Executive Committee will be used to inform any further changes or information required to deliver the proposal.

To take this work forward UUK has invited a small number of colleagues with experience of RiL consisting of:

Dr Elena Polisca (UCML Vice Chair for languages and intercultural education)

Dr Steve Wharton, The University of Bath (Routes)

Professor Vicky Wright, University of Southampton, (Routes)

Until the transfer takes place, UUK, in partnership with a small working group consisting of members of Routes, will oversee the programme. The website will continue to be hosted and maintained by the University of Southampton for the foreseeable future, that is, not just until the transfer takes place. UUK understands that if the website required any amendments such as new features, this could generate a cost, however, this would presumably not be required unless it is something that was agreed by UCML. Given the website was substantially upgraded in terms of security and a new version of its operating system (Drupal) by Southampton it is not anticipated that any changes would be required soon.

In October UUK submitted a paper to OfS with proposals for maintaining oversight of the programme until a decision is made in July 2019, together with proposals for transferring RiL to the UCML. It should be noted that if the proposal is not accepted by UCML delegates in July 2019 it will not be possible for the current coordination arrangements to continue.

The structure for the rest of this paper is set out below:

Section 1 introduction, **paras. 1–4**

Section 2 Outline of the proposal, **paras. 5–9**

Section 3 Timeline for delivery of the proposal, **paras 10–4**

Section 4 The legal aspects of the transfer, **para. 10**

Section 5 Proposed governance arrangements, **paras. 11– 12**

Section 6 The licence agreement, **paras 14–15**

Annexe A Intellectual Property to be transferred to UCML

Recommendation

The Executive Committee is invited to review the paper and highlight any areas which require clarification or further information. Comments will be used to amend and finalise the proposal for submission to the AGM on 5 July 2019.

Section 1 Introduction

1. Routes into Languages (RiL) is an outreach project aimed at generating school-university partnerships to support the visibility and uptake of languages. It was funded in England by HEFCE from 2006¹ to 2016. All funding ceased in 2016; however, a substantial amount of Routes activity continues as evidenced by the [Routes](#) website. Routes into Languages Cymru has operated with a different set of funders (HEFCW and Welsh Joint Education Committee² and continues with multi-higher education institution (HEI) input and support from the four Welsh education consortia and the British Council in Wales. Although there is no Routes equivalent in Scotland and Northern Ireland similar activity takes place in these nations, and the SCILT³ in Scotland and NICILT⁴ play a similar role to the Routes project. In view of this there could be scope for rich collaboration and sharing of mission <https://www.qub.ac.uk/schools/nicilt/>.
2. When funding ceased in 2016, Universities UK International (UUKi) took on the custodianship of the programme. The primary responsibility as custodians focused on finding a new organisation that could both host the programme and, ideally, take on the ownership of the brand from the Office for Students (OfS), by July 2018.
3. This paper sets out a proposal to transfer the ownership of RiL from OfS to UCML in July 2019. The rationale for UUK proposing UCML as the owner is set out below:

¹ Initially additional funding was obtained from the Department for Education in England.

² This is the award organisation providing assessment in training and educational resources in England, Wales, Northern Ireland and elsewhere.

³ Scotland's National Centre for Languages, see <https://www.scilt.org.uk/>

⁴ Northern Ireland Centre for information on Language Teaching and Research

- The historical role of UCML as the stakeholder body which gave rise to the Routes programme originally;
 - UCML's ongoing role as the overarching representative of languages departments and scholarly associations in the UK;
 - UCML's reach across the nations of the UK, including Northern Ireland and Scotland, where the Routes brand could potentially be licenced for use in the future, as well as Wales where the Routes Cymru brand is well established;
 - UCML's existing robust governance structures, answerable to and representative of the interests of the sector, which would fulfil the required oversight function by OfS.
4. Until the transfer takes place, UUK, in partnership with a small working group consisting of members of Routes, will oversee the programme.

Section 2 Outline of the proposal

5. All copyright, knowhow and other registered or unregistered intellectual property associated with the RiL programme will be transferred exclusively, and in perpetuity, to UCML in July 2019. UUK is currently pursuing what this means in practice with the OfS. This includes if, and how, UCML could dissolve RiL if this was required, or if UCML wished to hand the programme on to another owner. (See paragraph 11.)
6. Although it is up to the UCML Executive Committee and Steering Group to determine exactly how this would work in practice, this paper proposes a governance model to facilitate the transfer involving the establishment of a Sub-Committee of UCML.
7. The Sub-Committee would ensure a 'light touch' oversight of activities delivered under the Routes brand by granting permission to use the brand to HEIs, consortia of HEIs and other relevant bodies as appropriate. This would be achieved through the development of Licensing Regional Partnerships (RPs) which would allow use of the brand and associated materials for a fixed time. The licence between UCML and the RP would provide UCML with the authority to remove the RP if the programme was not being delivered in a manner that meets its aims and the education aims of UCML.
8. In accordance with the UCML constitution, the final proposal will include amendments to reflect UCML's ownership of the brand and the establishment of the sub-committee and an additional member of the Executive Committee.
9. This model has been developed with support from the Vice-Chair of Education and professional staff experienced with delivering the Routes programme.

Section 3 Timeline for delivery of the proposal

10. A table summarising the steps towards delivering a final proposal are set out in Table 1.

Table 1: Time line

Steps	Time frame
1.UUK working in partnership with a small working group consisting of members of Routes and the UCML Vice-Chair of Education, to finalise the proposal to transfer Routes to UCML	Sept 2018
2. Proposal submitted to Professor Segal, UCML Hon. Secretary, for UCML Executive Committee to review on 5 October	25 Sept 2018
3. UUK to amend proposal following feedback from UCML Steering Group	Once minutes are released
4. Amended proposal sent to Working Group for comment	23 October
5. UUK amends the Proposal and submits to Professor Segal, UCML Hon. Secretary, for Executive Committee meeting on 2 November	26 October
6. Proposal is amended following feedback from Executive Committee Proposal and finalised. Final proposal to include <ul style="list-style-type: none"> (a) a 'Deed' that has been agreed in principle by OfS and UCML for the transfer of ownership of RiL from OfS to UCML (b) a Licence Agreement between UCML and the Regional Partnership. This would require the creation of a template to facilitate this (c) amendments to UCML's Standing Orders to reflect UCML's ownership of the brand and the establishment of the sub-committee (d) clarification of the constitution of the Regional Partnerships; and (e) any other documentation as required by the UCML Steering Group and Executive Committee. 	October – December 2018
7. Chair of UCML presents an update on progress to members at Plenary Meeting in January 2019	January 2019
8. FINAL proposal submitted to Professor Segal, UCML Hon. Secretary	February 2019
9. UUK to liaise with OfS and UCML to ensure arrangements for the deed are in place and the establishment of the Routes sub-Committee	February – April 2019
8. Professor Segal, Hon. Secretary, sends paper to General Council Delegates at least 2 months before the AGM on 5 July 2019	NS to notify delegates by 5 June 2019 at the latest

9. Approval for proposal sought at AGM	5 July 2018
10. If the proposal is approved, the signing of the 'Deed' will take place immediately after the AGM. UUK to liaise with OfS and UCML for this to happen	Immediately after the AGM July 2019

Section 4 The legal aspects of the transfer

11. It is proposed that the transfer of the programme is executed by way of a **'deed' between the OfS and UCML**. As this is not a contract, this would mean that there would be no ongoing contractual relationship between OfS and UCML. It will be important that both parties are able to review the deed and confirm suitability. This must include:
- clarity in terms of what the deed commits UCML to, and for how long; and
 - the conditions for the dissolution of RiL; or
 - for UCML handling the programme on to another owner.
- UUK will pursue this with the OfS and understands that external advice on a pro bono basis will be sought by colleagues within UCML.
12. A formal deed would need to be drawn up but in practice this would mean that:
- the OfS transfers all its copyright, knowhow and other registered⁵ or unregistered intellectual property associated with the Routes into Languages programme exclusively, and in perpetuity, to the University Council of Modern Languages (UCML). An non-exhaustive list is provided in Annexe A
 - this is a permanent transfer and would allow UCML to licence the intellectual property (IP) to other organisations for the purposes of delivering RiL. This means that all existing Routes-owned IP can be used on a creative commons license
 - UCML would be responsible for ensuring that Routes into Languages is delivered by competent, responsible organisations (expected to be an HEI or an organisation affiliated with an HEI) and ensuring that the quality of provision accords with the parameters outlined in the Licensing Regional Partnerships (see para.13e)
 - this would be achieved by processes deemed appropriate by UCML over time⁶. The initial approach is described in Section 2.

Section 5 Proposed governance arrangements and how these would be managed

13. Suggested governance proposals are set out below:

⁵ As far as UUK is aware there is no registered IP (registered trademarks, designs or patents) but including this would take account of any if these are discovered later.

⁶ By including this UCML would have flexibility and not be forced to maintain the same processes indefinitely.

- a. The programme would be overseen by a **Sub-Committee of the UCML Executive Committee** reporting to the Executive Committee and the UCML membership through its biannual plenary meetings.
- b. This would be chaired by the Vice Chair Education (or another UCML Vice Chair if the Vice Chair Education is directly involved in a Routes into Languages network).
- c. The Chair (VC Education) would determine the composition of the Sub-Committee but it is suggested that, as a minimum, representatives from the Routes regional partnerships, Routes Cymru, and other UCML members, schools and funders would be included. Membership could also include representatives from HEIs in Northern Ireland and Scotland and /or Scottish CILT (SCILT) with interests in establishing activities under the Routes brand. The Association for Language Learning and the British Council could also be invited to interact with the Sub-Committee and attend meetings as key partners and stakeholders.
- d. It is envisaged that members of the Sub-Committee would collaboratively develop their own terms of reference to ensure ownership of the practical and strategic directions. These terms of reference would need to be approved by the UCML Executive Committee for overarching governance reasons related to ownership of the Routes brand.
- e. The Sub-Committee would meet twice yearly and be responsible for:
Licensing Regional Partnerships (RP) to use the brand and associated materials for a fixed period. Initially, this could be for the period of funding that the RP must run the programme or, if there is no current funding available, for a year to allow the RP to show that they can operate and attract suitable funding.
- f. A term could be introduced to allow for automatic renewal of the PR unless either side proactively wanted to withdraw. This would reduce any administrative burden on UCML because once the licences to the RPs had been issued they would continue to be in force unless circumstances changed.
- g. Chairing an annual collective meeting of all those with RPs
 - this meeting could be funded from the money that the RPs receive to run the programme
 - the agenda could be developed by the RPs and the role of UCML would be to reassure itself that the programme was being delivered in a manner that met the aims of the programme and the education aims of UCML
 - a meeting would provide an opportunity for the RPs to share and disseminate good practice across the sector

- h. Encourage collaborative work, sharing good practice and the dissemination of the outcomes of any data gathered to demonstrate the impact of Routes-branded activities. This could include exploitation of individual HEIs' own tracking systems (e.g. the Higher Education Access tracker [HEAT]⁷). This information could be reported to the sector through both the UCML and the Routes websites and sector-specific events such as seminars or conferences.
- i. Seek sponsorship to support activities to be delivered under the Routes brand.

Section 6 The licence agreement

- 14. The licence agreement between UCML and the Regional Partnership will cover the following:
 - a. The use of the brand;
 - b. Any core materials that are developed using funding attached to Routes into Languages that means the materials would be considered part of the Routes into Languages programme;
 - c. All universities and/ or consortia would retain intellectual property rights (IPR) of resources and initiatives that they had developed under the Routes brand;
 - d. Clarification about the difference between the above materials and the materials that may have been developed by RPs under different funding streams if this is the case (both English and Welsh Governments have paid for materials developed under the Routes into Languages programme banner which are owned by the universities that developed these materials);
 - e. How RPs would share such materials between themselves, e.g. using Creative Commons licences which prevent commercial re-use;
 - f. The timescale of the licence and the auto-renew clause;
 - g. Who the various parties to the agreement would be.
- 15. The licence could provide the RP with the authority to add/remove further partners to the licence (technically via a sub-licence) for the duration of the term without involving UCML if this did not change any of the terms of the licence. This would allow for local flexibility as necessary.

⁷ [HEAT](#) is a monitoring and evaluation service for subscribing Higher Education Institutions. The service tracks engagement in outreach activities and builds evidence of future student achievement to prove the value of outreach.

All intellectual property rights (IPR) owned by OfS in the Routes into Languages programme, including, but not limited to:

- Routes into Languages name
- Routes into Languages logo
- Routes into Languages website design and all copyright inherent in website
- Style Guides and regional logos
- National Network for Translation
- National Network for Interpreting
- Routes into Languages Social media channels (twitter, YouTube, Facebook etc)

This should ensure that reference is made to everything that the OfS might own in relation to RiL. However, if other organisations own materials that are on the Routes website (or elsewhere) then they will still own these.