



## COUNCIL

Tuesday 4 October 2011

## MINUTES

### *PRESENT:*

Sir Stephen Wall (*Chair*)

Dr Bob Barber	Ms Anne Bulford ( <i>Treasurer</i> )
Mr Luke Durigan	Ms Philippa Foster Back
Professor Malcolm Grant	Mr Rob Holden
<i>(President and Provost)</i>	Mr Mark Knight
Ms Vivienne Parry ( <i>Vice-Chair</i> )	Mr Tim Rees Jones
Ms Katharine Roseveare	Dr Benet Salway
Dr Gill Samuels	Dr Stephanie Schorge
Professor Chris Thompson	Baroness Warwick of Undercliffe
Professor Maria Wyke	

*In attendance:* Mr Rex Knight (Vice-Provost (Operations)); Mr Nick McGhee (Assistant Secretary to Council); Mr Nigel Percival (Operations Director – International) [Minute 6]; Mr Tim Perry (Secretary to Council); Professor Sir John Tooke (Vice-Provost (Health)) [Minute 7]; Mr Martin Walsh (Finance Director – International) [Minute 6]; Mrs Alison Woodhams (Director of Finance).

Apologies for absence were received from Professor David Attwell and Professor Nick Tyler.

*Any member of Council who had (or who knew of a family member who had) a material, personal, financial or other beneficial interest in any item on the Agenda was requested to declare that interest at the beginning of the meeting in order that such declaration could be recorded in these Minutes.*

*Key to abbreviations used in these Minutes:*

AHSC	Academic Health Science Centre
CPD	continuing professional development
HEFCE	Higher Education Funding Council for England
LRI	Cancer Research UK London Research Institute
NIMR	National Institute for Medical Research
OFFA	Office for Fair Access
SAUL	Superannuation Arrangements of the University of London
SLMS	School of Life and Medical Sciences
SMT	(Provost's) Senior Management Team
SoP	School of Pharmacy
USS	Universities Superannuation Scheme

<p style="text-align: center;"><b>Preliminary Formal Business</b></p>
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1 **COUNCIL – TERMS OF REFERENCE, CONSTITUTION AND MEMBERSHIP 2011-2012**

*Noted*

- 1.1 APPENDIX C 1/01 (11-12) – Council's terms of reference, constitution and membership for the session 2011-12, and a note by the Secretary on Council Standing Orders.

2 **MINUTES**

*Approved*

- 2.1 The Minutes of the Council meeting held on 6 July 2011 [*Council Minutes 93-129, 2010-11*] were confirmed by Council and signed by the Chair.

3 **MATTERS ARISING FROM THE MINUTES**

[See Minutes 5 and 8 below]

<p style="text-align: center;"><b>Matters for discussion</b></p>
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4 **PRESENTATION OF COUNCIL PAPERS**

*Received*

- 4.1 APPENDIX C 1/02 (11-12) – a note by the Secretary on the proposed revised format of Council papers.

*Discussion*

- 4.2 Council confirmed its satisfaction with the revised format of the papers. Members welcomed the suggestion that they should receive flagged copies of the papers in future; it was suggested that flagged electronic papers would also be useful.

**RESOLVED**

- 4.3 **That Council confirm its satisfaction with the revised format of the agenda and appendices.**

5 **UCL AND THE SCHOOL OF PHARMACY – PROPOSED MERGER**

**Received**

- 5.1 APPENDIX C 1/03 (11-12) – a note by the Vice-Provost (Operations).

**Reported**

- 5.2 As indicated in the note, the School of Pharmacy Council was required to pass resolutions at two consecutive meetings to agree to the signature of the Transfer Agreement and the winding up of the School as a separate institution. The first of these two meetings, on 22 September 2011, had passed the necessary resolutions.

**RESOLVED**

- 5.3 **That Council approve the entry into the proposed transfer of the assets, liabilities and undertakings of the School of Pharmacy to UCL (the “Transaction”) in accordance with the terms of the proposed agreement relating to that Transaction (the “Transfer Agreement”);**
- 5.4 **That Council approve the entry into the Transfer Agreement (subject to the School of Pharmacy passing its resolutions to transfer the assets, liabilities and undertakings of the School of Pharmacy to UCL and to approve the winding up of the School of Pharmacy in due course);**
- 5.5 **That Council authorise the execution of the Transfer Agreement by way of deed, on behalf of UCL, including such amendments as those executing the same on behalf of UCL in their reasonable discretion think fit; and other document required to be executed by UCL (whether by deed or otherwise) in connection with the Transaction;**
- 5.6 **That Council authorise relevant managers within UCL to do all such other acts and things as those persons in their reasonable discretion think fit in connection with the Transaction.**

6 **UCL INTERNATIONAL STRATEGY**

*[Mr Nigel Percival (Operations Director - International) and Mr Martin Walsh (Finance Director – International) were in attendance for this item]*

**Received**

- 6.1 APPENDIX C 1/04 (11-12) – a note by the Vice-Provost (International).

**Reported**

- 6.2 The office of the Vice-Provost (International) received a high volume of enquiries from overseas bodies seeking to explore various ways of establishing a relationship with UCL. Although a very high proportion of such proposals were not felt to be appropriate, an opportunity would

occasionally arise that seemed to presage some real strategic benefit. Such cases would then be taken through an early review stage before proceeding to risk evaluation if appropriate.

- 6.3 The proposed relationship with Apollo Hospitals would involve the delivery of CPD modules in biomedicine to health care staff in India, with UCL supplying the academic content and brand, and Apollo the CPD platform ('Medvarsity') and established links with a ready market via their existing distance learning arrangements. Discussions were currently focussed on how UCL material might be configured for Medvarsity.
- 6.4 The project was driven by the Global Health agenda. While 80% of health care investment in India was in the private sector, private health care reached a broad spectrum of the Indian population and UCL stood to gain valuable experience in delivering CPD online potentially to a global constituency. Any agreement would be framed to protect UCL's interests with respect to editorial control and intellectual property rights.

### ***Discussion***

- 6.5 The Chair noted a desire among Council members to see those overseas opportunities in which UCL chose to become engaged more clearly situated within a conceptual framework. Council members would also welcome clarification on the criteria used to evaluate such proposals and the metrics by which UCL could judge their success. The revised International Strategy would address these issues. The Vice-Provost (International) would be developing the revised Strategy in consultation with, among others, a subset of Council members. The Strategy was a possible area of discussion for the Council / SMT awayday on 19 January 2012.

## **7 REPORT FROM THE VICE-PROVOST (HEALTH)**

*[Professor Sir John Tooke, Vice-Provost (Health), was in attendance for this item]*

### ***Received***

- 7.1 APPENDIX C 1/05 (11-12) – a report by the Vice-Provost (Health).
- 7.2 A presentation, filed with these minutes at APPENDIX C 1/14 (11-12).

### ***Reported***

- 7.3 Sir John drew Council's attention to the fundamental difference between the model adopted in the case of UCL Partners and the model prevalent in other AHSCs, which sought to unify the governance structure. He noted in particular the assumption of the Deanery function, which would draw a significant volume of activity to UCL and provide an opportunity to transform the postgraduate medical curriculum. In response to NIHR feedback the strategy for the School was being revised to facilitate a deeper involvement with the health

service; UCL Partners was a necessary prerequisite to carrying out research across the translational pathway, and to drawing together postgraduate medical education and the university.

**Discussion**

7.4 Council warmly welcomed the paper and congratulated Sir John on a clear, imaginative and ambitious development of the UCL Partners framework document received by Council at its meeting on 9 October 2008 [*Council Minute 7, 2008-09*].

7.5 Council members requested an update report on the proposed transfer of the London Deanery once the arrangements were clarified.

**RESOLVED**

7.6 **That Council endorse the report of the Vice-Provost (Health) at APPENDIX C 1/05 (11-12).**

**8 COUNCIL WHITE PAPER – UCL STRATEGY 2011-21**

**Received**

8.1 Tabled at the meeting, and filed with these minutes as APPENDIX C 1/15 (11-12) – the Council White Paper 2011-21.

**Reported**

8.2 At its meeting on 6 July 2011 Council received a report on the outcome of the consultation process on the Provost's Green Paper, and authorised the Provost to make the necessary amendments in preparation for publication [*Council Minute 116, 2010-11*]. That process had now been completed. The Provost thanked Council for its support during the development of the document.

**Discussion**

8.3 Council members noted negative media comment on UCL's failure to meet its widening access targets. The Vice-Provost (Operations) responded that, while it was the case that targets had been missed, these had been set by UCL – and UCL had not, unlike some other HEIs, taken the option of changing these targets at a later stage. The Provost noted that the OFFA requirements would remain a significant challenge, particularly in view of the new arrangements for the waiving of the student numbers quota in respect of applicants achieving A-level grades of AAB or above, as well as proposals for post-examination university admissions.

<b>Matters for approval or information</b>
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9 **COUNCIL EFFECTIVENESS REVIEW: UPDATE**

**Received**

- 9.1 APPENDIX C 1/06 (11-12) – a note by the Secretary and the Vice-  
Provost (Operations).

10 **REVIEW OF KEY PERFORMANCE INDICATORS**

**Received**

- 10.1 APPENDIX C 1/07 (11-12) – a note by the Vice-Provost (Operations).

11 **REGULATIONS FOR MANAGEMENT: AMENDMENT**

**Received**

- 11.1 APPENDIX C 1/08 (11-12) – a note by the Secretary to Council,  
introducing proposed amendments to UCL Regulations for  
Management.

**RESOLVED**

- 11.2 **That the amendments to Regulation for Management as set out in  
the Secretary's note at APPENDIX C 1/08 (11-12) be approved.**

12 **INDEPENDENCE OF CLERKING ARRANGEMENTS FOR COUNCIL**

*[Council Minute 7, 2010-11]*

**Noted**

- 12.1 At its meeting on 14 December 2000 Council had approved a Protocol  
'for the conduct of the Council Secretary in the event of actual or  
potential conflict and for the Council formally to review its satisfaction  
with the independence of its clerking arrangements' *[Council Minute 14,  
2000-01]*. The Protocol included the following provision:

At its first normal meeting of each session, the Council should be asked  
formally to confirm its satisfaction with the independence of its clerking  
arrangements. If, in the preceding 12 months, any instance of potential  
or actual conflict has arisen between the Council Secretary's duties and  
duties as a manager at UCL, the Chair of Council will report thereon to  
Council.

- 12.2 The Council officers were satisfied that there had been no instance in  
the last 12 months of potential or actual conflict arising between the

Council Secretary's duties and his duties as a manager at UCL.

**Received**

12.3 APPENDIX C 1/09 (11-12) – a note by the Chair.

**RESOLVED**

12.4 **That Council confirm its satisfaction with the independence of its clerking arrangements in the period 1 October 2010 – 30 September 2011.**

13 **NOMINATIONS COMMITTEE: ANNUAL REPORT**

**Noted**

13.1 Nominations Committee was charged by its terms of reference (*inter alia*):

To consider the filling of vacancies for lay members of Council and to make recommendations to Council thereon, in accordance with the provisions of the relevant UCL Statutes and Regulations for Management.

13.2 Nominations Committee was further charged by its terms of reference to submit an annual report to Council.

**Received**

13.3 APPENDIX C 1/10 (11-12) – the annual report of the Nominations Committee for 2010-11.

**RESOLVED**

13.4 **That the Annual Report 2010-11 of the Nominations Committee – APPENDIX C 1/10 (11-12) – be approved.**

14 **REGISTER OF INTERESTS 2011-12**

**Received**

14.1 APPENDIX C 1/11 (11-12) – a note by the Secretary.

**Noted**

14.2 The Register of Interests had been endorsed by the Provost and approved by the Chair, on behalf of Council.

14.3 The report on UCL's risk management, control and governance arrangements, issued by the HEFCE Audit Service following a visit to UCL in February 2005, recommended that 'To ensure completeness members [of Council] should sign off their own annual declaration [in the Register of Interests] at the first meeting they attend each session'.



Members of Council were therefore asked to sign off their entry in the Register during the course of the meeting.

15 **USE OF THE UCL SEAL: ANNUAL REPORT**

***Noted***

15.1 Regulation for Management 18.13 provided as follows:

A Report shall be submitted to at least one meeting of the Council in each session recording the deeds and documents which have been executed or to which the UCL Seal has been affixed under this procedure since the date of the preceding Report to Council.

15.2 The last such Report was submitted to the Council meeting of 24 November 2010.

***Received***

15.3 APPENDIX C 1/12 (11-12) – a list of sealings executed in the period 1 October 2010 to 30 September 2011, together with a list of officers authorised to witness the use of the UCL seal.

16 **ACTION TAKEN BY THE CHAIR ON BEHALF OF COUNCIL**

*[See also Minute 14 above]*

***Received***

16.1 APPENDIX C 1/13 (11-12) – a note summarising action taken by the Chair since the last report to Council.

Tim Perry  
Secretary to Council (and Director of Registry and Academic Services)  
October 2011