



Council

Thursday 15 December 2022, 2.00pm

Council Room, South Wing with facilities to join the meeting online via Teams

Minutes

Present

Victor Chu CBE (Chair); Deniz Akinci; Hamza Ahmed; Professor Jon Butterworth; Professor Stephanie Bird; Dominic Blakemore (minutes 24-32); Phil Clark; Dr Alun Coker; Tina Harris; Tania Holt (minutes 24-32); Lindsay Nicholson (minutes 24-32); Turlogh O'Brien CBE; Christine Ohuruogu (minutes 24-31); Professor Helen Roberts; Lord Sharkey; Professor Ralf Schoepfer; Dr Michael Spence; Dr Justin Turner KC (minutes 24-28); Sarah Whitney (minutes 24-28).

Apologies:

Dr Martin Fry

Attendees

For minutes 24-45: Charu Gorasia, Chief Financial Officer

For minutes 24-45: Dr Clare Goudy, Chief of Staff, President & Provost's Office

For minutes 24-45: Natasha Lewis, General Counsel

For minutes 24-45: Andy Smith, Interim Vice-President (Operations)

For minutes 24-27: Professor Anthony Smith, Vice-Provost (Faculties)

For minute 28: Professor Kathy Armour, Vice-Provost (Education & Student Experience)

For minute 28: Paul Clark, Vice-President (Strategy)

For minute 28: John Dubber, Chief Executive, Students' Union UCL

For minute 28: Professor Geraint Rees, Vice-Provost (Research, Innovation & Global Engagement)

For minute 28: Professor Sacha Stern, Chair of Executive Committee of Academic Board

For minutes 28 and 31: Ian Dancy, Executive Director of Operations

For minutes 28 and 30: Stephen Glover, Director of Financial Planning and Analysis

For minutes 30 and 33: Matthew Swales, Director of Finance Services

For minute 31: Patrick Ward, Interim Executive Director Health and Safety

For minute 32: Ian Galloway, Commercial Director

Officers:

Anne Marie O'Mullane, Interim Secretary to Council

Olivia Whiteley, Governance Officer

Part I: Preliminary Business

24. Operation of the Meeting

- 24.1. It was noted that due notice of the meeting had been properly given to all members of Council. Due to the impact of ongoing weather conditions and rail strikes the meeting was held by video-conference via Zoom, using tools that enabled all members to see and hear each other simultaneously. Notwithstanding that the meeting was being held by video conference, the Chair reported that a quorum was present and that decisions would be ratified by Chair's Action after the meeting.

25. Declaration of Interests

- 25.1. The Chair reminded Council members of their obligations to declare the nature and extent of their interests (direct or indirect) in any proposed or existing transaction or arrangement with UCL, and each Council member in attendance, notwithstanding the nature of that attendance, confirmed that he/she had no interest in any way in the matters to be considered at the meeting.

26. Minutes of the last meeting (2-01)

- 26.1. Council approved the minutes of the meeting held on 21 October 2022, subject to the following amendments being made:
- a. Exempt from publication, please see confidential minutes.
 - b. Exempt from publication, please see confidential minutes.
 - c. Exempt from publication, please see confidential minutes.

27. Matters arising from the minutes

- 27.1. No matters arising were identified.

Part II: Matters for Discussion

28. Confidential: Draft Strategic Plan 2022-27

Confidential: Draft Strategic Plan 2022-27 (2-02)

- 28.1. Dr Michael Spence, President and Provost, provided an overview on the key aims of the draft Strategic Plan 2022-27. The President and Provost emphasised that this was a strategy for 'housekeeping' (that is, for addressing specific institutional challenges emerging from dramatic growth in both the scale and complexity of the university's activity in preceding decades). The Strategy was therefore not an attempt to direct the substance of UCL's extraordinary academic activity. The excellence of that activity stemmed from

the work of the departments and faculties and not from any attempt to organise it at a pan-university level.

- 28.2. Following input from Academic Board (AB), a task and finish group had been established, which would take forward work in January 2023 on student number planning in advance of the Financial Strategy being considered by Council in February 2023 for approval.
- 28.3. Strategy leads Professor Geraint Rees, Vice-Provost (Research, Innovation & Global Engagement); Professor Kathy Armour, Vice-Provost (Education and Student Experience); Andy Smith, Interim Vice-President (Operations) and the President and Provost set out the key elements of the Strategic Plan.
- 28.4. Paul Clark, Vice-President (Strategy), set out an overview of the extensive consultation that had taken place across UCL and the impact of that feedback including advancing consideration of shape earlier than previously planned and adding an additional Grand Challenge theme. The Interim Vice-President (Operations) set out details on how a delivery plan would be developed and delivered. Progress would be measured using a framework of KPIs for the Strategic Plan.

Advice from Academic Board to Council regarding the Draft Strategic Plan 2022-27 (2-03)

- 28.5. Professor Sacha Stern, Chair of Executive Committee of Academic Board (ExComAB), presented the advice from Academic Board to Council regarding the Draft Strategic Plan. This included an overview of the results from the survey conducted by ExComAB with Academic Board members on the draft strategic plan, the motions agreed by Academic Board at its meeting on 16 November 2022 regarding the Draft Strategic Plan and the motions voted for by Academic Board on 13 September 2022 on the Size and Shape paper and a set of questions for Council to consider when deliberating on the Draft Strategic Plan. Council received the advice from Academic Board to Council regarding the Draft Strategic Plan and thanked Academic Board for its invaluable contribution.

A Strategy for Student Life at UCL (2-04)

- 28.6. John Dubber, Chief Executive, UCL Students' Union presented the draft strategy for Student Life at UCL. Council noted the draft Strategy for Student Life at UCL.

Draft Financial Strategy and Draft Estates Strategy – Verbal Update

- 28.7. Charu Gorasia, Chief Financial Officer and Andy Smith, Interim Vice-President (Operations) provided verbal updates on the Draft Financial Strategy and Draft Estates Strategy. Council noted the verbal updates on the Draft Financial Strategy and Draft Estates Strategy.

Discussion and Deliberation

- 28.8. Exempt from publication please see confidential minutes.
- 28.9. Exempt from publication please see confidential minutes.

Decision

- 28.10. Accepting the advice of the Academic Board, and as amended during the meeting, Council approved the Strategic Plan 2022-27.

29. Provost's Report to Council (2-05)

- 29.1. Council received the Provost's Report to Council.

30. Confidential: Office for Students Financial Monitoring Return

Confidential: 2021-22 Annual Report and Financial Statements (2-06)

- 30.1. Exempt from publication, please see confidential minutes.
- 30.2. Exempt from publication, please see confidential minutes.

Audit Committee Annual Report 2021-22 (2-07)

- 30.3. Council received the Audit Committee Annual Report 2021-22.

Confidential: OfS Annual Financial Return Workbook and Commentary (2-08)

- 30.4. Exempt from publication, please see confidential minutes.

31. Workplace Health & Safety Gap Analysis Action Plan including the Workplace Health and Safety Annual Report (2-09)

- 31.1. Ian Dancy, Executive Director Operations and Patrick Ward, Interim Executive Director of Health & Safety, presented the Workplace Health & Safety Gap Analysis Action Plan and the Workplace Health and Safety Annual Report.
- 31.2. During discussion, the following points were made:
 - a. Council members welcomed that this matter had been elevated for Council consideration and the level of urgency for taking action.
 - b. In response to a question on how quickly documentation could be brought up to date, the Interim Executive Director of Health & Safety advised that documentation could be brought up to date quickly but that the challenge was usability of systems, access to systems and record keeping.
 - c. It was important that individuals responsible for Health & Safety had the necessary training and competencies to deliver their responsibilities with the appropriate support as required. It was important to incentivise compliance. A Council member welcomed the introduction of a no-blame

culture, where only those who wilfully did not follow protocols or were negligent would face consequences.

- d. The systems and processes needed to be consistent, tailored to the needs of the department and user-friendly.
- e. One of the biggest health and safety risks was stress and workload. Consideration should be given to the guidance of the Health and Safety Executive as well as a movement to a workload management system. The Executive Director of Operations advised that Workplace Health and Wellbeing and the Health and Safety Team would continue to work closely given that people welfare was intrinsically important to health and safety.
- f. It was important that spaces were accessible and inclusive. The reconvening of the improvement board was encouraged. The Executive Director of Operations agreed to look into this matter but noted that the work of the service improvement programme, as set out in the Strategic Plan 2022-27, would also be addressing many pain points.

31.3. Council:

- a. Received the findings of the Workplace Health & Safety Gap Analysis Report and the draft action plan.
- b. Received the Workplace Health and Safety Annual Report.

32. Confidential: UCL Utilities Purchasing Strategy (2-10)

- 32.1. Exempt from publication, please see confidential minutes.
- 32.2. Exempt from publication, please see confidential minutes.
- 32.3. Exempt from publication, please see confidential minutes.

33. Confidential: EIB Covenant Amendment (2-11)

- 33.1. Exempt from publication, please see confidential minutes.
- 33.2. Exempt from publication, please see confidential minutes.
- 33.3. Exempt from publication, please see confidential minutes.
- 33.4. Exempt from publication, please see confidential minutes.
- 33.5. Exempt from publication, please see confidential minutes.
- 33.6. Exempt from publication, please see confidential minutes.
- 33.7. Exempt from publication, please see confidential minutes.
- 33.8. Exempt from publication, please see confidential minutes.

Part III: Other Business for Approval or Information

34. UCL Health Alliance Update (2-12)

34.1. Council:

- a. Approved that UCL become a member of the new legal entity, under the terms described in the Articles of Association (Appendix 2).
- b. Subject to terms being agreed, approved that UCL enter into a brand licence agreement with the new legal entity on substantially the same terms as under the existing arrangement with the NHS Trusts.

35. Confidential: Honorary Degrees and Fellowships Committee (HDFC) Recommendations including a Regulations for Management Change (2-13)

- 35.1. Exempt from publication, please see confidential minutes.

36. Confidential: Recommendations of Nominations Committee (2-14)

- 36.3. Exempt from publication, please see confidential minutes.

37. Change to the Academic Committee Constitution including a Regulations for Management Change (2-15)

- 37.1. Council approved the proposed amendments to the constitution of the Academic Committee and to reflect those changes in the Regulations for Management. This included a change to the constitution to reflect its academic representation from across the faculties in light of the abolition of the former UCL School structures.

38. Change to the Terms of Reference for Finance Committee and Audit Committee including a Regulations for Management Change (2-16)

38.1. Council:

- a. Approved a proposed amendment to the Terms of Reference of Finance Committee to remove the OfS condition of registration E3 from its own responsibilities as set out in its terms of reference;
- b. Approved a proposed amendment to the Terms of Reference of Audit Committee to assign the committee responsibility for OfS condition of registration E3; and
- c. Approved amendments to the Regulations for Management to reflect these changes.

39. Confidential: Universities Superannuation Scheme Update (2-17)

- 39.1. Exempt from publication, please see confidential minutes.

40. Confidential: Forecast 1 2022/23 (2-18)

40.1. Exempt from publication, please see confidential minutes.

41. National Student Survey 2022 Results (2-19)

41.1. Council received the National Student Survey 2022 Results.

42. Confidential: Council Business Plan 2022/23 (2-20)

42.1. Exempt from publication, please see confidential minutes.

43. To Receive the Following Reports:

Confidential: Remuneration Committee Annual Report (2-21)

43.1. Exempt from publication, please see confidential minutes.

Academic Committee Annual Report (2-22)

43.2. Council received the Academic Committee Annual Report.

Workplace Health and Safety Report (2-23)

43.3. Council received the Workplace Health and Safety Report.

OfS Standing Report (2-24)

43.4. Council received the OfS Standing Report.

Action Taken by the Chair (2-25)

43.5. Council received a report on action taken by the Chair since the last report to Council.

43.6. In accordance with discussions at the Council meeting of 21 October 2022, the following action was taken by the Chair:

- a. Approved the minutes of the meeting held on 9 September 2022 subject to a number of changes being made as agreed at the meeting.
- b. Approved the proposal to appoint Hamza Ahmed to Nominations Committee for the duration of his term on Council.
- c. Approved the Prevent Monitoring: Accountability and Data Return 2022, noting that the Chair of Council would sign the return for submission to the Office for Students.

43.7. Exempt from publication, please see confidential minutes.

Confidential: Use of the Seal (2-26)

43.8. Exempt from publication, please see confidential minutes.

Confidential: Current Litigation Summary (2-27)

43.9. Exempt from publication, please see confidential minutes.

44. To Receive the Following Committee Minutes:

Confirmed Academic Board Minutes 11 May 2022 (2-28)

44.1. Council received the confirmed minutes of Academic Board held on 11 May 2022.

Confirmed Academic Board Minutes 30 May 2022 (2-29)

44.2. Council received the confirmed minutes of Academic Board held on 30 May 2022.

Confirmed Academic Board Minutes 13 September 2022 (2-30)

44.3. Council received the confirmed minutes of Academic Board held on 13 September 2022.

Unconfirmed Academic Board Minutes 2 November 2022 (2-31)

44.4. Council received the unconfirmed minutes of Academic Board held on 2 November 2022.

Confirmed Confidential Finance Committee Minutes 26 September 2022 (2-32)

44.5. Exempt from publication, please see confidential minutes.

Unconfirmed confidential Finance Committee Minutes 14 November 2022 (2-33)

44.6. Exempt from publication, please see confidential minutes.

Confirmed Confidential Audit Committee Minutes 13 June 2022 (2-34)

44.7. Exempt from publication, please see confidential minutes.

45. Date of the next meeting:

45.1. The date of the next meeting of Council would be **Thursday 16 February 2023 at 2.00pm.**

Anne Marie O'Mullane, Interim Secretary to Council
December 2022