



## **Council**

Friday 17 April 2020 at 9:15am

### **Minutes**

#### **Present Members:**

Professor Michael Arthur; Mr Mintoo Bhandari; Mr Dominic Blakemore; Mr Victor Chu CBE, Chair; Professor Lucie Clapp; Dr Alun Coker; Professor Annette Dolphin; Dr Andrew Gould; Professor Patrick Haggard; Ms Lindsay Nicholson MBE; Mr Turlogh O'Brien CBE; Ms Caroline Paige; Professor Hynek Pikhart; Professor Helen Roberts; Lord Sharkey; Ms Ashley Slanina-Davies; Mr Philip Sturrock MBE; Mr Justin Turner QC; Baroness Valentine; Ms Sarah Whitney.

#### **Attendees:**

For Minutes 72 - 87: Dame Nicola Brewer, Vice-Provost (International)  
For Minutes 72 - 87: Dr Celia Caulcott, Vice-Provost (Enterprise)  
For Minutes 72 - 87: Dr Clare Goudy, Provost's Chief of Staff  
For Minutes 72 - 87: Mr Phil Harding, Director of Finance & Business Affairs  
For Minutes 72 - 87: Ms Natasha Lewis, Director of Legal Services  
For Minutes 72 - 85: Professor David Lomas, Vice-Provost (Health)  
For Minutes 72 - 87: Professor David Price, Vice-Provost (Research)  
For Minutes 72 - 87: Ms Fiona Ryland, Chief Operating Officer  
For Minutes 72 - 85: Professor Anthony Smith, Vice-Provost Education & Student Affairs  
For Minute 76: Mr Kevin Argent, Deputy Director Estates and Director of Estates and Development

#### **Officers:**

Ms Wendy Appleby, Secretary to Council  
Ms Anne Marie O'Mullane, Assistant Secretary to Council  
Ms Olivia Whiteley, Governance Officer

## **Part I: Preliminary Business**

### **72. Operation of the Council Meeting**

72.1. The Chair set out the protocols for conducting the meeting virtually via Microsoft Teams. As remote participation in meetings where members could not see and hear each other simultaneously was not defined by UCL's

Statutes<sup>1</sup>, items marked for approval would be signed off by Chair's action following the meeting, where there was overall agreement amongst those participating that the item could be approved.

### **73. Declaration of Interests**

73.1. Dame Nicola Brewer stood down as a Non-Executive Director of Scottish Power Ltd on 16 March 2020. On 2 April 2020, Dame Nicola was appointed a Non-Executive Director ("Consejero") of Iberdrola S. A., the parent company of Scottish Power. Dame Nicola was also appointed as a member of the Board's committee on Sustainable Development.

### **74. Minutes (4-60)**

- 74.1. Council approved the minutes of the meeting held on 14 February 2020 subject to the following amendments:
- Include the observers from the Halpin Partner in the in-attendance section of the minutes;
  - Minute 50.3: remove "with one abstention";
  - Minute 53.1: change "Hunan" to "Hubei";
  - Minute 53.1 d: change "movement" to "reduction in overspend";
  - Minute 57.2 f: insert "many" before "researchers"; and
  - Include new minute section - Minute 57.2 h. There was a question why only £5million was allocated to accessibility costs.

### **75. Matters Arising**

75.1. Arising from minute 66, 2019-20, Baroness Valentine gave an update on progress with the Council Effectiveness Review. The Council Effectiveness Review Oversight Group met on the 24 March 2020. Halpin Partnership advised that good progress had been made on the review and they were confident that they could deliver to the original timetable. This was because the majority of interviews and observations of meetings had taken place prior to lockdown or could easily happen remotely. In order to handle alignment with Academic Board's consideration of the Commission of Inquiry report, Halpin would advise on a timeline to allow the phasing of the recommendations. Halpin would identify those recommendations that could be progressed immediately and those with a longer timeframe, including those that would be progressed by the new Provost. Council members were encouraged to contact Halpin Partnership if they had any further points to make.

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<sup>1</sup> Guidance, Charities and Meetings (Charity Commission England and Wales)  
<https://www.gov.uk/government/publications/charities-and-meetings-cc48/charities-and-meetings#the-definition-and-forms-of-a-meeting>

## Part II: Strategic Items for Discussion

### 76. Provost's Business

- 76.1. The Provost reported on the steps being taken to address the impact of COVID-19, noting that a number of these items had also been covered in the telephone briefing on 2 April 2020:

#### **Governance Structures**

- a. A Gold/Silver/Bronze governance structure had been put in place to replace SMT during the COVID-19 crisis. This allowed UCL to respond quickly to the challenges being faced. Project Aquamarine had been established to deal with acute issues resulting from COVID-19 and Project Sapphire had been established to deal with issues related to the next academic year and future work. An integration centre had been established to interrogate the feasibility of proposals before they were referred for decision. A red team had been established to provide challenge to assumptions and to avoid the risks of group think. An External Affairs function had also been established, led by Professor Hazel Genn. The Provost expressed the view that those universities that demonstrate humanity and care for their staff and students, prioritising safety, will be the ones that survive in the longer term.

#### **Examinations**

- b. The Vice-Provost (Education and Student Affairs) provided an update on the management of examinations. In total, 3,333 assessments across 2,367 modules were adjusted, equating to 130,000 individual student assessments which was 31% of the total. Of the 2,000 invigilated exams that would have taken place at the Excel Centre, 237 had been excluded because module teams already had enough information about student achievement, 1,061 had been changed to coursework and 667 would be timed exams taken over a 24-hour period. Only 40 exams had been deferred. This had been a huge piece of work; colleagues were thanked for their efforts. The Education Officer, Students' Union UCL and Postgraduate Students' Officer, Students' Union UCL were thanked for their efforts in supporting the development of the no detriment policy designed to ensure that there was no academic disadvantage for this year's cohort. Decisions on examinations had been recommended by Education Committee to Academic Committee who had approved them. Academic Committee had also established a small group to handle emergencies. So far the group had not needed to meet.

#### **Support and help for the PhD community**

- c. As laboratory based research had gone into hibernation apart from COVID-19 research, some postgraduate research (PGR) students had been encountering delays to their research and encountering hardship.

UCL was assessing whether more could be done to support researchers who were not covered by the schemes now in place for UKRI and Wellcome-funded researchers.

### **Mitigating actions**

- d. A number of steps had already been taken to mitigate the impact of Coronavirus. These included a recruitment freeze, no international travel permitted until 1 August 2020, lay-off of high-cost consultants and a new system of approval for non-pay spend.

### **Planning**

- e. Longer term scenario planning was taking place and included the input of public health experts and epidemiologists. Scenarios included a surge in Coronavirus with intermittent lockdown that could impact on Term 1 or Term 2. It was difficult to plan with the so many variables and unknown information therefore a range of approaches were being planned and tested.

### **Insights on recruitment**

- f. A British Council survey of 11,000 Chinese students had indicated that, of the 1,800 respondents who already studied outside China, 40% would still study overseas, 20% might continue study overseas, 12% were unlikely to return and 28% remained undecided. The concerns of survey respondents centred on health and safety therefore steps were being taken to provide assurance on this to existing and prospective students.

### **Communications**

- g. Daily updates were being circulated to staff and updates had been provided to Academic Board. The use of technology to run an engagement with Academic Board on 13 May 2020 was being explored.

### **Sector Developments**

- h. UUK had circulated proposals to government which outlined a package of measures which would help to achieve stability in the higher education sector. The proposals included ones designed to mitigate the adverse impact of reduced fee-income from international student recruitment on research activity as international students' fees cross-subsidised research.

### **External Affairs**

- i. An External Affairs Team had been established led by Professor Hazel Genn; Professor Graham Reid would also be a key member. The team would ensure that UCL was able to engage constructively with government in a coordinated fashion, harnessing the breadth of UCL's research expertise.

**UCL Ventura Continuous Positive Airway Pressure Device**

- j. UCL engineers, UCLH clinicians and industry partners Mercedes-AMG High Performance Powertrains had developed a Continuous Positive Airway Pressure Device, called UCL-Ventura, which could help keep Covid-19 patients out of intensive care. It was a prime example of how UCL was contributing to the national effort. The device was in production and the design and manufacturing specifications were openly available to allow for production of devices across the world; so far, some 1,500 licenses had been granted.

**Impacts of COVID-19 on construction contracts**

- k. Exempt from publication, please see confidential minutes.
- l. Exempt from publication, please see confidential minutes.

**Equalisation of terms for outsourced staff**

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

- 76.2. Council endorsed the approach being taken to address the COVID-19 crisis and thanked staff for their efforts in addressing the challenges faced.

**77. Confidential: Financial Impact of COVID-19 (4-61)**

- 77.1. Exempt from publication, please see confidential minutes.
- 77.2. Exempt from publication, please see confidential minutes.
- 77.3. Exempt from publication, please see confidential minutes.

**78. Executing Documents Requiring the University Seal (4-62)**

- 78.1. The Director of Legal Services introduced the paper setting out changes to the Regulations for Management that would be necessary to accommodate affixing the seal and witnessing deeds during the COVID-19 crisis.
- 78.2. Council approved the following changes to the Regulations for Management:
  - a. The requirement for building and related contracts of a value of less than £50,000 be executed by a member of Council in the presence of a UCL officer be permanently removed from Regulation 18.
  - b. Regulations 18.3, 18.5 and 18.8 to 18.12 (inclusive) be temporarily amended whilst social distancing measures are in place during the COVID-19 crisis to allow a Council Member, Director of Finance and Business Affairs or the Director of Estates (as required by the Regulations) to instruct and authorise a UCL officer (namely Assistant Secretary to Council) in writing to be the signatory to a deed or document in their place.

- c. Regulations 18.3, 18.5 and 18.8 to 18.12 (inclusive) be temporarily amended whilst social distancing measures are in place during the COVID-19 crisis to allow for a solicitor or notary to witness a UCL officer (a Council Member, Director of Finance and Business Affairs or the Director of Estates (as required by the Regulations)) being the signatory to a deed or document.

### **Part III: Other Business for Approval or Information**

#### **79. Confidential: Annual Progress Report 2034 (4-63)**

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

#### **80. Confidential: Annual Report on Principal Theme Three, Addressing Global Challenges (4-64)**

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

#### **81. Annual Report on Enabler B, Valuing Our Staff (4-65)**

- 81.1. Council received an update on progress for Enabler B, Valuing our Staff.
- 81.2. Council approved an update to the HR Strategic objectives for the period to August 2021.

#### **82. SLMS Report (4-66)**

- 82.1. Council received an annual update on the activity of the School of Life and Medical Sciences (SLMS) since its last report in April 2019.
- 82.2. Council noted the low National Student Survey (NSS) Scores for the Division of Medicine and activity that was taking place to improve them. It was noted that student feedback indicated that there were issues related to staff and their interaction with students. This was an area that was being addressed.

#### **83. IOE Report (4-67)**

- 83.1. Council received an annual report from the UCL Institute of Education (IOE) covering the headline developments since its previous report in May 2019.

#### **84. Confidential: Appointment of Internal and External Auditors (4-68)**

- 84.1. Exempt from publication, please see confidential minutes.
- 84.2. Exempt from publication, please see confidential minutes.

**85. Confidential: Policy for Socially Responsible Investment (4-69)**

85.1. Exempt from publication, please see confidential minutes.

85.2. Exempt from publication, please see confidential minutes.

**86. OfS Reportable Events (4-70)**

86.1. Council received a report on the continued approach to oversee UCL's compliance with the Office for Students (OfS) Regulatory Framework, including the Reportable Events that had been reported since the last Council meeting in February 2020, information that had been requested by the OfS as part of their continued monitoring of the ongoing conditions of registration for UCL and information on the OfS approach to COVID-19 and UCL's compliance with their guidance.

**87. Confidential: Action Taken by the Chair (4-71)**

87.1. Exempt from publication, please see confidential minutes.

**88. Confidential: Minutes of Academic Board, Audit Committee and Finance Committee (4-72)**

88.1. Exempt from publication, please see confidential minutes.

**89. Confidential: Any Other Business**

89.1. Exempt from publication, please see confidential minutes.

**90. Date of the Next Meeting**

90.1. The next meeting of Council was due to take place on Thursday 18 June 2020. The meeting would be held virtually should social distancing measures continue.

Wendy Appleby, Secretary to Council  
April, 2020