



## **Council**

Thursday 18 February 2021, 8:00am

Video-conferencing meeting via Zoom

## **Minutes**

### **Present Members:**

Mr Victor Chu CBE (Chair); Mr Ayman Benmati; Mr Mintoo Bhandari; Mr Dominic Blakemore; Professor Lucie Clapp; Professor Annette Dolphin; Dr Martin Fry; Dr Andrew Gould; Ms Lindsay Nicholson MBE; Mr Turlogh O'Brien CBE; Ms Carol Paige; Professor Helen Roberts; Professor Ralf Schoepfer; Lord Sharkey; Dr Michael Spence; Mr Philip Sturrock; Dr Justin Turner QC; Baroness Valentine; Ms Sarah Whitney.

### **Attendees:**

For Minutes 49-58: Dr Clare Goudy, Chief of Staff, President and Provost's Office  
For Minutes 49-58: Professor Dame Hazel Genn, Interim Vice-Provost (International & Advancement)  
For Minutes 49-58: Mr Phil Harding, Director of Finance & Business Affairs  
For Minutes 49-58: Professor David Lomas, Vice-Provost (Health)  
For Minutes 49-58: Professor David Price, Vice-Provost (Research)  
For Minutes 49-58: Ms Fiona Ryland, Chief Operating Officer (COO)  
For Minutes 49-58: Professor Anthony Smith, Vice-Provost (Education and Student Affairs)  
For Minute 55: Dr Matthew Blain, Executive Director of Human Resources and Ms Alex Cumberbirch, Head of Delivery, TOPS Programme  
For Minute 56: Ms Collette Lux, Executive Director of Communications and Marketing  
For Minute 59: Mr Adrian Punaks, Executive Director of Development

### **Apologies:**

Dr Alun Coker

### **Officer(s):**

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

## **Part I: Preliminary Business**

### **49. Minute's Silence**

- 49.1. Council observed a minute's silence in memory of Sir Derek Roberts CBE, FRS, FREng, who twice served as the university's President & Provost.

### **50. Operation of the Meeting**

- 50.1. As a consequence of the Covid-19 pandemic, it was not possible to convene a meeting in person of Council. Therefore, members of Council were participating in a video conference, using tools that enabled all members to see and hear each other simultaneously. Decisions would be ratified by Chair's Action after the meeting.

### **51. Declaration of Interests**

- 51.1. The Chair of Council invited Council to declare any new interests they may have or any interests they had in the items being considered at the meeting.
- 51.2. The Secretary to Council, Vice-Provosts and COO declared interests in Item 10, Confidential: Vice-Provost Remits. All involved would depart the meeting for the duration of the item.
- 51.3. The SU UCL Democracy, Operations and Community Officer declared an interest in Item 11.2, Students' Union UCL Budget Reset.

### **52. Minutes from the Last Meeting (3-01)**

- 52.1. Council approved the minutes of the meeting held on 20 and 23 November 2020.
- 52.2. Exempt from publication, please see confidential minute.

### **53. Matters Arising from the Last Meeting**

- 53.1. Arising from minute 24, 20 November 2020: Mr Phil Harding, Director of Finance and Business Affairs, advised that the team would meet with EY this week about sign-off of the accounts.

## Part II: Strategic Items for Discussion

### 54. UCL Management Committees and Ways of Working (3-02)

- 54.1. Dr Michael Spence, UCL President and Provost, introduced a paper on creating a transparent university management committee and substructure at UCL. The following key points were made during the presentation:
- a. Currently there was a blurring between committees performing management functions and academic governance functions. The paper set out proposals for changing executive and academic governance structures with the aim of creating a legible and transparent structure and clear lines of accountability.
  - b. Council could also consider delineating more clearly between management and corporate governance. A University Secretariat would ensure that business progressed effectively through the system.
  - c. As the majority of the changes were to the management structure of the university, Council was invited to note them; the Provost was exercising powers delegated from Council. Council was asked formally to approve the disestablishment of Academic Committee, which currently operated as a Committee of Council.
- 54.2. During discussion, the following key points were made:
- a. In response to a question on the agility of decision-making within the new management committee structures, the Provost advised that not all items considered by sub-committees would need to be considered by University Management Committee (UMC) with appropriate reporting arrangements. UMC could make decisions in an emergency when required.
  - b. In response to a question on why it was necessary to make amendments to the Council Delegation Framework, the Provost advised that Council had made some delegations to committees that were semi-management committees. Changes would be required to make accountability transparent. There was support for the changes from a number of Council members as a means of increasing transparency and accountability which would increase trust.
  - c. The paper addressed the lack of clarity around management decisions. A further iteration of the paper would be welcome that set out the implications for Council sub-structures and corporate governance.
  - d. Concern was expressed that not enough time had been given to consider the implications of the changes, the terms of reference had not been included and the changes appeared to run ahead of the work of the Governance Working Group. The President and Provost advised that the aim of the changes was to make clearer the distinction between governance and management committees. Work was underway to identify the appropriate membership of the management committees and terms of reference would be developed in due course. The Provost had brought

the matter to Council to ensure that Council was comfortable with the direction of travel.

- e. In response to a question about committees established by Council it was noted that some of these were represented in the management structure, including some with delegated powers from Academic Board. The Secretary to Council advised that after the 2016 Council Effectiveness Review a number of Council committees were moved into the management committee structure.
- f. Student engagement had been integrated effectively in the temporary decision-making structures during the pandemic, this should be embedded in the new structures with student representation on all committees. Students wanted to be full partners in developing the university.
- g. Academic Board should be informed of developments, the vision of the Provost and it should be made clear if there was an opportunity for Academic Board to nominate to the committees. The Provost confirmed that it was important to think about ensuring there was an effective academic voice, this was a matter for academic governance. Management committees would be skills matrixed committees that would operate cognisant of Academic Board structures.
- h. There was discussion about the role of Academic Committee and its effectiveness. The Governance Working Group would consider the implications of the changes for corporate governance. The proposed disestablishment of Academic Committee would be deferred until Governance Working Group reported back to Council.
- i. The agenda for the Council meeting was weighted in favour of ongoing governance projects which demonstrated the need for a committee to exist and report back to Council.

54.3. Council noted the proposals for changes to management committees and to approve the proposal to disestablish Academic Committee.

**55. Confidential: TOPS Programme Update (3-03)**

55.1. Exempt from publication, please see confidential minute.

55.2. Exempt from publication, please see confidential minute.

55.3. Exempt from publication, please see confidential minute.

55.4. Exempt from publication, please see confidential minute.

**56. Communications and Marketing Report (3-04)**

- 56.1. Ms Collette Lux, Executive Director of Communications and Marketing, introduced the Communications and Marketing Report. The following key points were made during the presentation:
- a. There had been strong media performance for research coverage and expert comment in the UK and globally with 11.8 million readers globally, double that of last year.
  - b. Covid communications had comprised of website updates and emails to staff, students, prospective students and parents. There had been 250 email updates to 4 million readers with 1.5 million email reads.
  - c. Disruptive Discoveries and #MadeatUCL had been awarded winning brand campaigns. Podcast series had also won awards.
  - d. UCL had one of the most competitive entry criteria in the UK with 150,000 applications for 20,000 places. UCL had the largest EU and international student body; there was room to grow in the UK.
  - e. The pandemic had transformed traditional face-to-face events into global virtual occasions. Attendance had doubled at student recruitment open days with over 40,000 guest views. This work had only been achieved through a culture shift and the efforts of staff across UCL.
  - f. There remained a number of challenges. There was low brand awareness versus UCL's actual position with UK-promoted awareness 71% behind Oxbridge, Harvard and King's College London (King's), 37% for overseas. This was attributable to fragmented marketing spend and the use of orphan logos. It was important that UCL received credit for its activity.
  - g. Often UCL was the second choice behind Oxbridge, Imperial and King's and UCL wanted to be first choice ahead of Imperial and King's. There would be an increased focus on UK recruitment. UCL underperformed in comparison to the rest of the Russell Group in India for student recruitment and steps were being taken to address this. Global student recruitment agents for PGT would also be introduced as part of the objective to diversify the student body and maintain academic standards.
  - h. As students identified with their department and were more likely to open an email from the department, communications were cascaded through departments. Mechanisms for cascade would be improved. Use would be made of social media to connect with students.
- 56.2. The following key points were made during the discussion:
- a. The Executive Director of Communications and Marketing was congratulated for her work and the work of the team.
  - b. The matter of orphan logos was a real problem for UCL as UCL's image and brand was an important asset for the institution and would need to be addressed even if there was resistance as orphan logos devalued the institutional brand. Brand discipline was a serious matter. Council wished to receive plans on how to address the issue of orphan logos next academic year.

- c. Consideration should be given to the use of UCL and University College London in different settings. For example, 'University College London' would be more helpful for international audiences and the acronym 'UCL' did not play to the London agenda.
- d. In response to a query on the use of strap lines and how it was deployed, the Executive Director of Communications and Marketing advised that it was gradually being phased out and thought was being given to how it was being used within creative stories.
- e. Students' sense of department reflected what students got involved in outside of their studies. Those who were involved in wider activities would have an increased sense of belonging to the wider UCL. The Students' Union was keen to work with the Communications and Marketing on this matter.

**57. Provost's Report to Council (3-05)**

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

**58. Governance Working Group Update**

**58.1. Minutes from the GWG Meeting, 27 January 2021 (3-06)**

- a. Council received the minutes from the GWG meeting that took place on 27 January 2021.

**58.2. Recommendations of the Governance Working Group Sub-Committee (3-07)**

- a. Mr Turlogh O'Brien introduced the paper and explained that as the recommendations set out in the paper had been overtaken by the direction of travel as set out in the Provost's paper on management committees, Council was invited to consider recommendations five to ten for approval.
- b. Council approved the recommendations of the group established by Council to address the questions of how Council receives advice from the academic community as it affects the academic mission:
  - i. Council's Nominations Committee should work with the Executive Committee of Academic Board (ExComAB) on the selection of the academic members of Council's committees, increasing the number of co-options where appropriate, making the best use of the skills and knowledge in the university and spreading the workload more widely than just elected Council members.
  - ii. Council should receive timely advice from AB on significant issues for decision through a combination of reviews of academic benefit statements and receipt of the memos prepared for AB meetings by the Governance Committee of AB (GCAB). This will need very

effective agenda planning so that there is sufficient time for each stage.

- iii. The chair of ExComAB or GCAB or a deputy could attend some meetings of Council as an observer, particularly after AB meetings, so that reports could be given of relevant matters on their agenda with due regard to the note set out in the paper pertinent to this recommendation.
- iv. On significant decisions by Council, where AB has provided a review of the academic benefits, a memo setting out the reasoning for the decisions should be prepared, in addition to the meeting minutes, and circulated to AB.
- v. The minutes of Council meetings should be written to be as open as possible, with the confidential parts limited only to those items for which this is essential.

**58.3. Critique of the Council Effectiveness Review Report produced by the Academic Board Commission of Inquiry Implementation Group and the response produced by Halpin Partnership (3-08)**

- a. Baroness Valentine introduced the Critique of the Council Effectiveness Review Report produced by the Academic Board Commission of Inquiry Implementation Group and the response produced by Halpin Partnership.
- b. During discussion the following key points were made:
  - i. Lessons would need to be learned for the next effectiveness review and there was a desire to move forward rather than go back over old ground.
  - ii. Council had not responded to the Commission of Inquiry Report and the recommendations it made to Council and the Critique on the Council Effectiveness Review Report. The GWG was asked to prepare a response to Academic Board on the activity that it had undertaken to consider and, where appropriate, address the recommendations of the Commission of Inquiry.
  - iii. Disappointment was expressed at the response produced by Halpin Partnership.
- c. Council noted the critique of the Council Effectiveness Review Report produced by the Academic Board Commission of Inquiry Implementation Group and the response produced by Halpin Partnership.

**59. Confidential: Advancement Report (3-09)**

59.1. Exempt from publication, please see confidential minute.

59.2. Exempt from publication, please see confidential minute.

59.3. Exempt from publication, please see confidential minute.

**60. Confidential: Vice-Provost Remits (3-10)**

60.1. Exempt from publication, please see confidential minute.

60.2. Exempt from publication, please see confidential minute.

60.3. Exempt from publication, please see confidential minute.

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

**61. Confidential: HS2 TP3 Data Centre Relocation (3-11)**

61.1. Exempt from publication, please see confidential minute.

61.2. Exempt from publication, please see confidential minute.

61.3. Exempt from publication, please see confidential minute.

**62. Students' Union UCL Budget Reset (3-12)**

62.1. Council approved the Students' Union Budget Reset.

**63. Regulatory and Policy Changes for Approval**

**63.1. Changes to the Terms of Reference for Academic Committee to reflect the change in delegation from Academic Board (3-13)**

a. Council noted that the paper had been withdrawn.

**63.2. Academic Board Recommendation on Time Limits for Elected Members of Academic Board (3-14)**

a. Council approved the proposal under Article 17 of the Charter to modify Regulation for Management 3.2(e) and abolish the requirement to step down from Academic Board for at least one year once six consecutive years of membership as elected member had been completed.

**63.3. Changes to the Regulations for Management to update the terms of reference for Academic Committee and Time Limits for Elected Members of Academic Board (3-15)**

a. Council approved the following changes to the Regulations for Management:

i. Change to RfM 3.2(e) to abolish the requirement to step down from Academic Board for at least one year once six consecutive years of membership as elected member have been completed.

ii. Change to RfM 3.3(d) in accordance with the change to RfM 3.2(e) noted above.



- 63.4. **Amendment of Student Complaints Procedure (3-16)**
  - a. Council approved the proposed amendments to the Student Complaints Procedure to reflect the requirements of the Office of the Independent Adjudicator.
  
- 64. **Other Items for Approval**
  
- 64.1. **Research Integrity Annual Statement (3-17)**
  - a. Council approved the Research Integrity Annual Statement for 2019-20.
  
- 65. **Confidential: Items from Finance Committee for Noting**
  
- 65.1. **Financial Update (3-18)**
  - a. Exempt from publication, please see confidential minute.
  
- 65.2. **Higher Performance Initial Teacher Training (3-19)**
  - a. Exempt from publication, please see confidential minute.
  
- 66. **Annual Reports for Noting**
  
- 66.1. **Principal Theme 5, London's Global University (3-20)**
  - a. Council received Principal Theme 5, London's Global University Annual Report.
  - b. Council members were invited to make suggestions or comments on the outlined delivery of The London Framework, in particular the actions proposed in Appendix B and Key Performance Indicator (KPI) development.
  
- 66.2. **Enabler A, Annual Report on the Student Experience (3-21)**
  - a. Council received the Enabler A, Annual Report on the Student Experience.
  
- 66.3. **Gift Acceptance Committee Annual Report (3-22)**
  - a. Exempt from publication, please see confidential minute.
  
- 66.4. **Academic Committee Annual Report (3-23)**
  - a. Council received the Academic Committee Annual Report for 2019/20.
  
- 66.5. **Library Committee Annual Report (3-24)**
  - a. Council received the Library Committee Annual Report for 2019/20.
  
- 67. **Other Matters for Noting**
  
- 67.1. **UCL Public and Community Engagement Strategy 2020-27 (3-25)**
  - a. Council received the UCL Public and Community Engagement Strategy 2020-27.

**67.2. OfS Standing Report (3-26)**

- a. Council received the Office for Students (OfS) Regulatory Framework – Continued Council Oversight, Reportable Events and Requested Information Report.

**67.3. Confidential OfS Review of Consumer Marketing Authority compliance during Covid-19 – Progress Report (3-27)**

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

**67.4. Action Taken by the Chair (3-28)**

- a. Council noted that the Chair of Council took Chair's Action to ratify the decisions taken by Council at its meeting on 20 and 23 November 2020 to approve:
  - the minutes of the meeting of 19 October 2020, subject to a number of amendments;
  - the 2019-20 Annual Report and Financial Statements for signature and submission to the Office for Students (OfS), subject to the condition that the residual audit work (testing and review) did not identify any material issues;
  - the submission of the commentary and templates to the OfS subject to the change being made to remove income from UCLB sales of license rights from the forecast;
  - the signing of the Prevent Accountability Statement Declaration;
  - the recommendation to mobilise and stabilise FM services at UCL East, initially by the adoption of an outsourced user-experience led model for a maximum 5-year term (to 2028, from the opening of Marshgate) after which the low-risk services at UCL East could be brought in-house depending on the agreed FM model for the entire UCL portfolio;
  - the recommendations in principle to introduce academic benefit statements so that the details of the pilot phase for 2020/21 could be resolved and put into effect early in 2021;
  - the text of the apology for UCL's role in the institutionalisation of eugenics for internal and external publication;
  - the Revenue Sharing Policy subject to the Academic Board having the opportunity to consider the Revenue Sharing Policy;
  - an extension to the period of office of the current Dean of Students, from 1 October 2020 until 31 September 2022;
  - the Budget for 2020/21;
  - the recommendation of the President and Provost to re-appoint Professor Nigel Titchener-Hooker for a further term as Dean of the Faculty of Engineering Sciences from 1 June 2021 to 31 August 2026;
  - the recommendations of the President and Provost to re-appoint Professor Ivan Parkin for a further term as Dean of the Faculty of

Mathematical & Physical Sciences from 1 October 2021 to 31 August 2026;

- the recommendations from Honorary Degrees and Fellowships Committee for the award of Honorary Degrees and Fellowships as well as the award of a posthumous Honorary Degree.

**67.5. UCL Seal Report (3-29)**

- a. Council received a report on the use of the seal since the last report to Council in October 2020.

**68. Minutes from Council Committees and Academic Board**

68.1. Council received the confirmed minutes from the Academic Board meeting held on 29 October 2020.

68.2. Council received the confirmed confidential minutes from the Audit Committee meeting held on 12 October 2020.

68.3. Council received the confirmed confidential minutes from the Finance Committee meeting held on 7 October 2020 and 13 November 2020.

**69. Date of the Next Meeting**

69.1. The next meeting of Council would take place on Wednesday 24 February 2021 at 8:30am.

**70. Any Other Business**

**70.1. IHRA Definition**

- a. The Provost provided an update on the Academic Board (AB) meeting on Wednesday 10 February 2021 where (AB) had a thoughtful and constructive debate on the International Holocaust Remembrance Alliance (IHRA) definition. There was a universal commitment to tackle antisemitism. A vote took place after the meeting among the AB members who had attended the meeting and the options were (a) Retain IHRA as is, (b) retain and amend (with the amendments precisely specified), (c) replace (with the procedure precisely specified) and (d) retract (and return to the Equality Act as a basis). The preference was (c) replace. The matter would be brought to the April Council meeting, where Council would be invited to make a statement that Council's adoption of the IHRA working definition had no legal force and did not supersede existing law and policy at UCL, nor would it be used in complaint and disciplinary procedures.

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- b. During discussion the following key points were made:
  - i. Council members advised that those who had attended the AB meeting confirmed that the meeting had been respectful and well chaired.
  - ii. It would be important that when Council discussed the matter in April, there was a report on actions taken to tackle antisemitism as well as the forward plan.
  - iii. Council members had been approached by organisations about the AB decision. Communications should be routed to the Provost and the Chair of Council.
  - iv. The Jewish Society had advised that they had not been fully involved in the Report of the UCL AB Working Group on Racism and Prejudice and their comments had been included in the report.
  - v. Appropriate student engagement of relevant student societies would be important.

Wendy Appleby  
February 2021