



Council

Monday 19 October 2020, 2.30pm

Video-conferencing meeting via Zoom

Minutes

Present Members:

Professor Michael Arthur; Mr Ayman Benmati; Mr Mintoo Bhandari; Mr Dominic Blakemore; Mr Victor Chu CBE (Chair); Professor Lucie Clapp; Dr Alun Coker; Professor Annette Dolphin; Dr Martin Fry; Dr Andrew Gould; Mr Turlogh O'Brien CBE; Ms Caroline Paige; Professor Helen Roberts; Professor Ralf Schoepfer; Mr Philip Sturrock MBE; Mr Justin Turner QC; Baroness Valentine

Attendees:

For Minutes 1 - 21: Dr Celia Caulcott, Vice-Provost (Enterprise)
For Minutes 1 - 21: Dr Clare Goudy, Chief of Staff, President & Provost's Office
For Minutes 1 - 21: Mr Phil Harding, Director of Finance and Business Affairs
For Minutes 1 - 21: Professor David Price, Vice-Provost (Research)
For Minutes 1 - 21: Ms Fiona Ryland, Chief Operating Officer
For Minutes 1 - 21: Professor Anthony Smith, Vice-Provost (Education and Student Affairs)

Apologies:

Ms Lindsay Nicholson
Lord Sharkey
Ms Sarah Whitney
Professor Dame Hazel Genn, Vice-Provost (International & Advancement)
Professor David Lomas, Vice-Provost (Health)

Officer(s):

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

Part I: Preliminary Business

1. Operation of the Meeting

- 1.1. 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.

- 1.2. The Secretary to Council advised that legal advice had found a reliance could not be placed on Charity Commission guidance around video-conferencing for committees open to external scrutiny. As a result, a Special Resolution would be required in order to make changes to the Charter and Statutes to enable decision-making at meetings undertaken via video-conferencing. A Special Resolution would need to be considered at a physical meeting and it was discussed by Council how this could be achieved in the short to medium term.

2. **Welcome**

- 2.1. Dr Martin Fry and Professor Ralf Schoepfer were welcomed to their first Council meeting as elected non-professorial member and elected professorial member respectively. Dr Fry was welcomed back to Council having previously served 6 years on Council from October 2013 to September 2019.

3. **Declaration of Interests**

- 3.1. The Chair of Council invited Council members to declare any new interests they may have or any interests they had in the items being considered at the meeting.
- 3.2. Council members declared interests in items appearing on the agenda as follows:
 - a. Professor Helen Roberts declared her interest in Item 7 as she was a member of USS. It was agreed that other Council members who were USS members should be invited to declare this on their Register of Interests. Professor Roberts also declared her interest in Item 12 as she was proposed for appointment to Nominations Committee.
 - b. Mr Ayman Benmati declared an interest in Item 12 as he was proposed for appointment to Nominations Committee.
 - c. Ms Carol Paige declared an interest in Item 13 as she was proposed for co-option to Finance Committee.
 - d. Dr Alun Coker declared his interest in Item 13 as he was proposed for appointment to Finance Committee.

4. **Minutes (1-01)**

- 4.1. Council approved the minutes of the meeting held on 2 September 2020 subject to the following changes being made:
 - a. Minute 141.2 a: The minute should refer to the reasons for not introducing mass testing, which were the costs involved as well as the public health advice on the matter.

- b. Minute 144.2 a: Wording of the minute should change from stating that the Governance Working Group (GWG) reports should be placed in the first section of the paper to stating that GWG reports should be placed higher up on the agenda.
- c. Minute 144.2 b: An explanation should be provided on what recommendation seven covered.
- d. Minute 140.1 e: Reference should be made to concerns about failure in postgraduate admissions this year as this reflected the discussion at the meeting.

Part II: Strategic Items for Discussion

5. Provost's Business

- 5.1. The Provost reported the following successes:
 - a. UCL's Bronze Race Equality Charter had been renewed. Only 15 institutions had received the award. The Institute for Child Health had received a Gold award from the Athena Swan Charter. This was the third Gold Award for an academic unit at UCL.
 - b. Research England data indicated that UCL was first for external investment in spinout companies with £579m invested by others.
 - c. Professor Sir Roger Penrose, Emeritus Professor of Mathematics at the University of Oxford and alumnus of UCL had been awarded a Nobel Prize in Physics for work relating to black holes. Sir Roger had graduated with a first-class Mathematics degree from UCL in 1952.
 - d. UCL had received the most UKRI funding for Covid research. UCL's research position had been going from strength to strength before Covid; it was crucial that it retained this trajectory despite this difficult period.
- 5.2. The Provost provided a detailed report on enrolment. There were 48,000 students enrolled, which was 109% against target. While UCL's financial position seemed positive, it was too early to ascertain how retention rates would perform. An intensive student engagement programme had been put in place for the first six weeks of term. The international student cohort was spread evenly between those who wished to study remotely and those who wished to study in London.
- 5.3. The Provost provided an update on the operation of the temporary operating model across UCL as well as an update on rates of Covid infections among students and staff, on and off campus. So far there was no indication there was any link between conducting teaching and contracting Covid. The majority of cases in halls had been related to social activity.

- 5.4. The Provost provided an update on the interventions taken to improve the recent failures in postgraduate admissions. There had been a number of process and systems improvement introduced as well as increases in staffing.
- 5.5. Council members had an opportunity to ask questions and discuss the Provost's update. During discussion the following points were raised:
- a. There was a request for further details about UCL's approach to testing as some Council members were aware that certain institutions were taking an approach of mass testing or pooled testing. The Provost advised that Public Health England and the London Borough of Camden did not recommend mass testing. UCL's Public Health Advisory Panel was of the same opinion for a number of reasons including the high false positive rate resulting in individuals self-isolating when they did not need to do so.
 - b. A number of Council members suggested there were benefits in routine asymptomatic testing as many individuals who contracted Covid were asymptomatic. There could be a reduction in false positive rates if a pooled testing approach was taken.
 - c. The Provost advised that mass testing of approximately 60,000 individuals on a regular basis would be difficult to achieve due to the large amount of person hours required to run such a process. The approach of advising close contacts of index cases to isolate was the optimum approach. There were issues of confidentiality in revealing who had contracted Covid as well as in ensuring that those infected came forward and identified their contacts so track and trace could operate effectively.
 - d. It was agreed that a briefing would be provided to interested Council members by the Dean of the Faculty of Population Health Sciences, Professor Graham Hart, and the Vice-Provost (Health), Professor David Lomas, as leaders of UCL Public Health Advisory Panel.
 - e. The Provost reassured Council members that those studying at UCL remotely could avail of online alternatives to the in-person enrichment activities and acknowledged that this did result in additional effort by staff to deliver this.
 - f. A Council member indicated that it was important for UCL to deliver on its promises to students of one to two hours of face-to-face activity as students had moved to London expecting this. There had been reports that this had not been the case for some students.
 - g. The Chief Operating Officer provided an update on the comprehensive package of measures that had been put in place to support the mental health and resilience of staff and students. UCL had created new posts to support new undergraduate students: student success advisors, which would be initially filled through secondment opportunities and undertake outreach activity. There was also the student of concern process that was used to create a straightforward referral process for anyone worried about the wellbeing of a UCL student..

6. Confidential: Financial Update (1-02)

- 6.1. Exempt from publication, please see confidential minutes.
- 6.2. Exempt from publication, please see confidential minutes.
- 6.3. Exempt from publication, please see confidential minutes.

7. USS Draft Consultation Response (1-03)

- 7.1. The Director of Finance and Business Affairs introduced the paper which set out the Universities Superannuation Scheme (USS) Valuation 2020 – Consultation on Technical Provisions, the questions asked in the consultation and the draft response for Council’s consideration. The following key points were made during the presentation:
 - a. The consultation covered a complex set of issues around the technical provisions which would be used by the Trustee to calculate the liabilities accumulated in the scheme as at the valuation date of 31 March 2020 and a contribution rate would be set for maintaining current benefits. A consultation would then take place with employers on any changes to contribution rates circa March 2021.
 - b. USS was currently undertaking a consultation with employer representative body UUK and in turn UUK was consulting with employers. UCL had shared information with employees and engaged in its own consultation.
 - c. The proposed response was more critical of USS than had been the case in the past in an attempt to place pressure and shift the position of the trustees to a materially acceptable position.
 - d. Should the contribution rate increase there were concerns about affordability for employees and employers, intergenerational fairness as well as the appropriateness of the investment strategy of de-risking. The opt-out rate of between 12 – 18% was already high for a defined benefit scheme.
 - e. There were concerns over the duration of the deficit recover contribution plan particularly in the context that the Joint Expert Panel (JEP) recommended 15 – 20 years. There had been precedent for longer timescales.
 - f. Feedback from staff indicated many were in favour of retaining the defined benefit scheme, a small minority wished to switch to Defined Contribution and a small minority wished to withdraw from USS altogether. Concerns had been expressed that the recommendations of JEP had not been fully implemented by USS.
 - g. The Director of Finance and Business Affairs and the Executive Director of Human Resources had met with the Trade Union, UCL UCU and an update was provided on UCL UCU’s requests.

- 7.2. During discussion the following key points were made:
- a. There was discussion about the tone of the draft response and it was ultimately agreed that the tone was pitched at the right level as an attempt to influence a more positive outcome for employers and employees.
 - b. In response to a query on the debt recovery plan duration, the Director of Finance and Business Affairs advised that he was not aware the Pension Regulator favoured shorter durations. The only case for a short duration would be if the covenant strength had materially changed and there was no indication this would be the case.
 - c. In response to a query on pre-retirement discount rates, the Director of Finance and Business Affairs advised that a pre-retirement discount rate of Gilts+3.5%, which was at the upper end, was appropriate given there was no indication that the covenant strength would change. In any case, UCL was prepared to support a package of additional covenant support if it was felt necessary to enable setting the discount rate at that level.
- 7.3. Following a majority vote, Council approved the proposed response to the USS Valuation 2020 – Consultation on Technical Provisions.
8. **Governance Working Group Update: Minutes from the 16 September 2020 GWG Meeting (1-04)**
- 8.1. Council received the minutes of the Governance Working Group from its meeting held on the 16 September 2020.
9. **Governance Working Group Work Strand: How Council best receives advice on university policy (1-05)**
- 9.1. The Vice-Chair of Council and Chair of the Governance Working Group introduced a discussion paper, which focussed on how Council received advice from the academic community on university policy as it affected the academic mission. The following key points were made during the presentation:
- a. The proposed work strand was considered by the Governance Working Group considered to be the optimum approach for achieving consensus and successful implementation around package of issues (including more complex ones) raised by the UCL Academic Board Commission of Inquiry Report, the Halpin Review of Council Effectiveness and the Visitor report.
 - b. It was important that the person(s) who led the work strand had the trust of all parties. The GWG had a preference for one or two external Council members to lead on this work.
 - c. The Chair of Council had put himself forward to lead the work strand supported by the Vice-Chair of Council.
- 9.2. The following key points were made during the discussion:

- a. A range of views was expressed on the Chair of Council leading the workstrand. It was agreed that the Chair of Council would contact members of the GWG in order to ascertain the optimum approach to this matter and it would be discussed again at the next meeting of Council.
- b. It was requested that the discussion paper be brought to AB in line with Article 22 of the Charter. The Vice-Chair of Council advised that this matter would be taken away and considered.
- c. It was requested that the recommendations of the Academic Board Commission of Inquiry Report should be formally responded to by Council. The Vice-Chair of Council advised that the GWG was due to consider the recommendations contained in the report and would formulate a response for Council's consideration in due course. As part of this exercise, Council would also receive the Commission of Inquiry Implementation Group's critique of the Halpin Review of Council Effectiveness Report as well as the response produced by Halpin Partnership.

9.3. Council:

- a. Approved the proposed workstrand on how Council received advice from the academic community on university policy as it affected the academic mission.
- b. Agreed that the matter of who would lead the workstrand would be discussed at the next meeting of Council.

Part III: Other Business for Approval or Information

10. **Council Terms of Reference, Constitution and Membership 2020/21 (1-06)**

- 10.1. Council noted its terms of reference, constitution and membership for 2020/21.

11. **Changes to the Terms of Reference of Audit Committee (1-07)**

- 11.1. Council approved the proposed changes to the terms of reference of Audit Committee.

12. **Nominations Committee Membership (1-08)**

- 12.1. Council approved the proposal to appoint Professor Helen Roberts to Nominations Committee for the duration of her term on Council.
- 12.2. Council approved the proposal to appoint Mr Ayman Benmati to Nominations Committee for the duration of his term on Council.

13. Confidential: Nominations Committee Recommendations (1-09)

13.1. Exempt from publication, please see confidential minutes.

14. Council Business Plan 2020/21 (1-10)

14.1. Council received the Council business plan for 2020/21 and noted that UCL Students' Union items that will be considered by Council would be added to the business plan.

15. Register of Interests (1-11)

15.1. Council noted the Register of Interests for members of Council and attendees at Council meetings between 1 October 2020 and 30 September 2021.

16. Confidential: UCL Seal Report (1-12)

16.1. Exempt from publication, please see confidential minutes.

17. Student Suspensions and Exclusions 2019/20 (1-13)

17.1. Council received a report on the number of students suspended and/or excluded from UCL in the academic year 2019-20.

18. OfS Standing Report (1-14)

18.1. Council received a report on the continued approach to oversee UCL's compliance with the OfS Regulatory Framework, on UCL's compliance and information that has been requested by the OfS as part of their continued monitoring of the ongoing conditions of registration for UCL.

19. Confidential: Action taken by the Chair (1-15)

19.1. Exempt from publication, please see confidential minutes.

20. Confidential: Minutes of Audit Committee and Finance Committee (1-16)

20.1. Exempt from publication, please see confidential minutes.

21. Date of the next meeting

21.1. The next meeting of Council was due to take place on Monday 23 November 2020. The meeting was due to begin at 2:30pm but an earlier start time would be sought.

Wendy Appleby, Secretary to Council