



Council

Friday 21 October 2022, 2:00pm

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

Minutes

Present (in person):

Mr Victor Chu CBE (Chair); Mr Hamza Ahmed; Mr Deniz Akinci; Mr Dominic Blakemore; Professor Jon Butterworth; Dr Alun Coker; Ms Tania Holt; Ms Lindsay Nicholson MBE; Mr Turlogh O'Brien CBE; Ms Christine Ohuruogu; Professor Helen Roberts; Lord John Sharkey; Dr Justin Turner KC; Dr Michael Spence; Professor Ralf Schoepfer; Ms Sarah Whitney

In attendance (attended online):

Ms Tina Harris; Professor Stephanie Bird

Attendees:

For Minute 1 – 23: Ms Charu Gorasia, Chief Financial Officer

For Minute 1 – 23: Ms Clare Goudy, Chief of Staff, President & Provost's Office

For Minute 1 – 23: Ms Natasha Lewis, General Counsel

For Minute 1 – 23: Mr Andy Smith, Interim Vice-President (Operations)

For Minute 5: Mr Paul Clark, Vice-President (Strategy)

For Minute 7: Ms Helen Bonneville, Director, Property and Asset

Apologies

Mr Phil Clark; Dr Martin Fry; Professor Anthony Smith

Officers:

Ms Anne Marie O'Mullane, Interim Secretary to Council

Ms Olivia Whiteley, Governance Officer

Part I: Preliminary Business

1. Operation of the Meeting

- 1.1. While this meeting was in-person, there were some members of Council participating by video conference, using tools that enabled all members to see and hear each other simultaneously. The meeting was confirmed as quorate.

- 1.2. For Item 12, Special Resolution to Amend the Statutes and resolution to amend the Regulations for Management to allow for attendance at meetings virtually and to agree resolutions in writing, only Council Members present in-person at the Council Meeting were eligible to vote on the Special Resolution. Any Council Members attending the Council Meeting online did not count towards the quorum, were not eligible to vote on the Special Resolution and would be noted as being in attendance at the Council Meeting in the Council minutes.

2. Declaration of Interests

- 2.1. 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. Each Council member present confirmed that they had no interest in any way in the matters to be considered at the meeting.

3. Minutes of the last meeting (1-01)

- 3.1. Council approved the minutes of the meeting held on 9 September 2022 subject to the following changes being made:
 - a. The heading should be changed from “confidential minutes” to “minutes”.
 - b. That minute 169.3.c be placed in the open section of the minutes.
- 3.2. Council agreed that going forward the Provost’s Report to Council would be split into open and confidential sections and a similar approach would be taken for minuting this item.

Part II: Matters for Discussion

4. Year In Review / Year in Preview (1-02)

- 4.1. Dr Michael Spence, President and Provost presented the Year in Review / Year in Preview.
- 4.2. The President and Provost thanked a Council member for noting that the report should have referred to the work undertaken to improve the manner in which issues of institutional significance were discussed with Academic Board. In response to a question on progress with establishing the People Committee given its important role in relation to culture, the Chair of Council advised that Nominations Committee would be discussing the matter of filling vacancies on People Committee at its next meeting.
- 4.3. Council noted and discussed the Year In Review/Year in Preview paper.

5. Confidential: UCL Draft Strategic Plan: 2022-27 (1-03)

5.1. Exempt from publication, please see confidential minutes.

5.2. Exempt from publication, please see confidential minutes.

5.3. Exempt from publication, please see confidential minutes.

6. Confidential: Draft Financial Strategy

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. Confidential: Estates Strategy and the indicative allocation of funds over the Strategic Plan period 2022-27 (1-04)

7.1. Exempt from publication, please see confidential minutes.

7.2. Exempt from publication, please see confidential minutes.

7.3. Exempt from publication, please see confidential minutes.

8. Confidential: Provost's Report to Council (1-05)

8.1. Exempt from publication, please see confidential minutes.

8.2. Exempt from publication, please see confidential minutes.

8.3. Exempt from publication, please see confidential minutes.

9. Confidential: Committee Reports

9.1. Exempt from publication, please see confidential minutes.

9.2. Exempt from publication, please see confidential minutes.

10. Workplace Health and Safety Report (1-06)

10.1. Mr Andy Smith, Interim Vice-President (Operations), presented the Workplace Health and Safety Report.

10.2. Council received the Workplace Health and Safety Report.

11. National Student Survey Results 2022 (1-07)

11.1. This item was deferred until the next meeting of Council.

12. Special Resolution to Amend the Statutes and resolution to amend the Regulations for Management to allow for attendance at meetings virtually and to agree resolutions in writing (1-08)

12.1. Ms Natasha Lewis, General Counsel, presented the Special Resolution to Amend the Statutes and resolution to amend the Regulations for Management to allow for attendance at meetings virtually and to agree resolutions in writing.

12.2. During discussion the following key points were made:

- a. A Council member raised a concern with the proposed wording as presented in the Special Resolution as it would allow for special resolutions to be passed other than in person. The Council member suggested two alternative updates to the wording of Statute 5 (6) in order to address this concern.
- b. The Chair of Council read out comments received from a Council member who had given apologies for the meeting and who had concerns with passing resolutions where Council members were not meeting in person.
- c. The Chair of Council noted that the intended changes would allow for flexibility. Having undertaken research there was no precedent for companies to differentiate for how special resolutions were treated. Any special resolution would require 28 days' notice so no one should be taken by surprise by proposed changes to the Charter and/or Statutes. Procedurally, Council would have to proceed to vote on the Special Resolution presented to the meeting and if the vote was not carried, the proposed amendments could be reconsidered at a future meeting.
- d. The General Counsel explained that there were two occasions where Council is required to pass a special resolution – changes to the Charter and changes to the Statutes. In both cases there were protections built into the process. There must be 28 days' notice given of the proposed changes, a two-thirds majority of those present and voting was required to change a Statute and the process must be run twice for changes to the Charter with the additional protection that as well as a two-thirds majority of those present at the meeting, the resolution must be passed by an absolute majority. In addition, the consent of the Privy Council to the changes must be sought. The General Counsel explained that the Privy Council had given its informal consent to the proposed changes to the Statutes and reminded the Council that it had already approved the proposed changes itself in principle in a previous meeting.
- e. There was discussion of whether acceptance of the proposed additional changes put forward in the meeting by the Council member would take

the process back to square one and what was required for providing notice on a special resolution. The General Counsel advised that Article 24 of the Charter required the written notice of a special resolution to specify the substance of that resolution. Case law involving companies was clear that the notice should set out the exact wording of the special resolution (the substance must be identical) and it was reasonable that this principle should apply by analogy to notices and special resolutions proposed to be passed by a Royal Charter body. As such, 28 days' notice of the proposed additional changes would need to be given to Council members. Further, the Privy Council expected to be informally consulted in respect of any changes to Statutes and so their informal consent to any further revisions to the proposed Statute wording would need to be sought prior to a resolution being put to Council. Council members noted that Council must be guided by the legal advice provided to Council.

- f. Council members discussed the proposed amendment and there was a consensus on a preference for considering and passing special resolutions in person.
- g. The use of telephone was not preferred for considering passing special resolutions as it inhibited Council members from seeing and hearing each other.
- h. Council members noted that Council needed to be able to function flexibly and that it would not have been possible to pass such a special resolution at the height of the pandemic when UCL's governance documents did not permit passing a resolution at a meeting conducted online.
- i. Concern was raised about disenfranchising individuals who could not attend in person to consider and pass a special resolution.

12.3. Council:

- a. Approved, by way of a Special Resolution, the proposed changes to the States as set out in Appendix 1, in line with the requirements for passing a special resolution as set out in section 24 of the Charter.
- b. Authorised the General Counsel to liaise with the Privy Council to seek its formal approval to the proposed changes to the Statutes; and
- c. Approved the proposed new Regulations 2 and 4 (provisions allowing virtual attendance at Council and Committee Meetings and provisions allowing resolutions in writing by Council, Committees and Sub-Committees of Council Meetings) as set out in Appendix 2 to come into effect on the date of receipt of approval by the Privy Council of the proposed amendments to the Statutes.

Part III: Other Business for Approval or Information

13. Confidential: Campaign Planning (1-09)

- 13.1. Exempt from publication, please see confidential minutes

14. Appointment to the Nominations Committee (1-10)

14.1. Council approved the proposal to appoint Mr Hamza Ahmed to Nominations Committee for the duration of his term on Council.

15. Confidential: Prevent Monitoring: Accountability and Data Return 2022 (1-11)

15.1. Council approved the Prevent Monitoring: Accountability and Data Return 2022 and noted that the Chair of Council would sign the return for submission to the Office for Students.

16. Confidential: Recommendation of the re-appointment for a second term of Dean of Faculty of Arts and Humanities (1-12)

16.1. Exempt from publication, please see confidential minutes,

17. Confidential: UCL Utilities Purchasing Strategy (1-13)

17.1. Exempt from publication, please see confidential minutes,

18. Confidential: Draft FY21/22 Year-End Management Accounts (1-14)

18.1. Exempt from publication, please see confidential minutes.

19. Confidential: UCL's submission to the Teaching Excellence Framework 2023 (1-15)

19.1. Exempt from publication, please see confidential minutes.

20. To Receive the following reports:

Register of Interests (1-16)

20.1. Council noted the Register of Interests for members of Council and attendees at Council meetings for the period 1 October 2022-30 September 2023.

OfS Standing Report (1-17)

20.2. Council noted the OfS Standing Report.

Action Taken by the Chair (1-18)

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

20.4. In accordance with discussions at the Council meeting of 9 September 2022, the following action was taken by the Chair:

- a. Approved the minutes of the meeting held on 7 July 2022 and the Special Meeting held on 3 August 2022.
- b. Approved the proposed changes to the Regulations for Management (the removal of the Vice-Chair as an ex officio member of Finance Committee).
- c. Approved the re-appointment of Mr Dominic Blakemore as Chair of Audit Committee for the remainder of his term recommended by Nominations Committee on 16 December 2016 (Minute 2.8, 16 December 2016).

20.5. Exempt from publication, please see confidential minutes.

Use of the Seal (1-19)

20.6. Exempt from publication, please see confidential minutes.

Current Litigation Summary (1-20)

20.7. Exempt from publication, please see confidential minutes.

21. To Receive the following Council papers:

Council Terms of Reference, Constitution and Membership (1-21)

21.1. Council noted the Council Terms of Reference, Constitution and Membership for 2022/23.

Confidential: Committee Business Plan 2022-23 (1-22)

21.2. Exempt from publication, please see confidential minutes.

22. Committee Minutes

Confirmed Confidential Finance Committee Minutes, 22 July 2022 (1-23)

22.1. Exempt from publication, please see confidential minutes,

Confirmed Confidential Finance Committee Minutes, 3 August 2022 (1-24)

22.2. Exempt from publication, please see confidential minutes,

23. Date of the next meeting

23.1. The date of the next meeting of Council would be **Thursday 15 December 2022 at 2:00pm.**

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