



## Council

Thursday, 21 November 2019 at 2:30pm

### Minutes

#### **Present Members:**

Professor Michael Arthur; Mr Minto Bhandari; Mr Dominic Blakemore; Mr Victor Chu, 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 Helen Roberts; Lord Sharkey; Ms Ashley Slanina-Davies; Mr Philip Sturrock MBE; Mr Justin Turner QC; Baroness Valentine; Ms Sarah Whitney.

#### **Attendees:**

For Minutes 24 - 47: Dame Nicola Brewer, Vice-Provost (International)  
For Minutes 25 - 29: Dr Celia Caulcott, Vice-Provost (Enterprise)  
For Minutes 24 - 47: Mr Phil Harding, Director of Finance & Business Affairs  
For Minutes 24 - 47: Professor David Price, Vice-Provost (Research)  
For Minutes 24 - 47: Ms Fiona Ryland, Chief Operations Officer  
For Minute 31: Professor Ijeoma Uchegbu, Provost's Envoy for Race Equality  
For Minute 31: Mr Oliver Kingsley, Jewish Society  
For Minute 31: Mr Shabeer Ashraff, President of the Islamic Society  
For Minute 31: Ms Hiba Aouicha, Women's Officer, Islamic Society  
For Minute 32: Professor Nigel Titchener-Hooker, Dean of the Faculty of Engineering  
For Minute 33: Mr Tom Rowson, TOPS Programme Director  
For Minute 34: Mr Adrian Punaks, Executive Director of Development  
For Minute 34: Ms Cathy Brown, Director of Strategy and Operations

#### **Apologies:**

Professor Hynek Pikhart  
Ms Lori Houlihan, in attendance  
Professor David Lomas, in attendance  
Professor Anthony Smith, in attendance

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

Ms Wendy Appleby  
Ms Anne Marie O'Mullane

## Part I: Preliminary Business

### 22. Declarations of Interest

- 22.1. There was a new declaration of interest for Ms Sarah Whitney who had been appointed a Non-Executive Director of the JPMorgan Global Growth & Income Trust with effect from 1<sup>st</sup> January 2020. Council extended its congratulations on the appointment.

### 23. Minutes (2-17)

- 23.1. Council approved the minutes of the meeting held on 15<sup>th</sup> October 2019 [Minutes 1 – 21, 2019-20] subject to the removal of “it” before “had not” in minute 5.2 k and a change to the wording of minute 6.1 b ii, with the addition of the phrase “due to the number of eligible students”, at the end of the sentence.

### 24. Matters Arising

- 24.1. Arising from minute 4.1, Mr Phil Harding confirmed that the Universities Superannuation Scheme (USS) had established a working group to explore the impact of pari passu security measures on debt raising activity; however, it had not reached any conclusions yet. An update would be provided to the next meeting of Council.

## Part II: Strategic Items for Discussion

### 25. Provost's Business

- 25.1. The Provost reported the following items to Council:

#### **Admissions**

- a. UCL had received 20,763 undergraduate applications by 15<sup>th</sup> October 2019. This represented a 3.8% increase compared to this point last year. There had been a 5% increase in home students, a 1.2% decrease in EU students and 9% increase in international students. The decrease in EU student applications was the first time it had occurred in recent years.

#### **Query following Financial Times' Article, *British Universities must stand up to Chinese Pressure***

- b. A Council member had been in touch with the Provost asking whether UCL had experienced any pressure from China which might have impinged on academic freedom. The Provost reassured Council that

there had been no such occurrence. A complaint had been received from the Chinese Embassy Scholarship Scheme about an external event at which the Tibetan flag was shown. An explanation was provided to the Chinese Embassy Scholarship Scheme as well as an apology.

**Violence on University Campuses in Hong Kong**

- c. There had been violent clashes taking place in Hong Kong Polytechnic University, the Chinese University of Hong Kong, and the City University of Hong Kong. UCL had nine students in Hong Kong. All but one had returned home and UCL had written to its partner institutions to express sorrow and regret.

**Fire Safety**

- d. Following the fire that took place in private student accommodation used by University of Bolton students, Education Secretary, Gavin Williamson wrote to all universities asking them to review fire safety procedures across all accommodation buildings, involving their commercial partners where applicable. The Provost further reported on the programme of remedial activity that was underway to address identified issues with student residences following the Grenfell Tower fire to ensure that all halls were compliant. Floors nine and 10 of New Hall had been closed as there was currently only a single exit; works to fix the issues at New Hall were due to begin soon.

**e. Industrial Action**

The Independent Workers Union of Great Britain (IWGB) had balloted security, cleaning and catering staff employed by Axis and Sodexo for strike action, demanding that they be insourced. The outcome was a mandate for strike action with the first strike day taking place on 19<sup>th</sup> November 2019; a second day of action would take place on 4<sup>th</sup> December 2019. The impact of the first day of strike had been minimal with all major buildings operating as normal. Nevertheless, UCL had committed to ensuring that security, cleaning and catering staff would receive the same or equivalent pay and benefits as directly employed staff. UCL was committed to having all changes in place by August 2021. The priority was the provision of additional holiday pay for the Christmas closure period, which would be put in place by 1<sup>st</sup> December 2019. It was noted that IWGB was not a recognised trade union although UNISON was for these staff.

- f. The University and College Union (UCU) had undertaken a dual ballot on pay and pensions, which resulted in a mandate for industrial action for both disputes. Union members also voted in support of “action short of strike” from 25<sup>th</sup> November 2019. There would be eight days of strike between 25<sup>th</sup> November 2019 and 4<sup>th</sup> December 2019. Communications had been circulated by the President and Provost and the Director of

Human Resources, the latter on operational matters. A FAQ webpage had been developed to support students which included information about drop-in sessions and other support for students.

- g. Strike pay would be deducted in the February 2020 payroll and would be used to support student learning. Staff had been advised that for action short of a strike, UCL reserved the right to deduct pay for partial performance. To support student learning, UCL planned to provide a fund that students could apply to with a view to this being a sufficiently adequate measure to satisfy the expectations of the OfS and the Office of the Independent Adjudicator for HE (OIA).
- h. Universities UK (UUK) was the negotiating body for the pension dispute and negotiations were currently taking place. While the offer made by UUK in the latest round of talks had been welcomed by UCU, UCU found the offer insufficient. It was likely that the pay dispute would not be addressed until the pension dispute was resolved. Not all institutions were experiencing strike action, which added an additional layer of complexity for UCL.

**26. Annual Report and Financial Statements for year ended 31<sup>st</sup> July 2019 (Paper 2-18)**

- 26.1. The Director of Finance and Business Affairs introduced the paper which set out the 2018-19 Annual Report and Financial Statements, accompanied by an Audit Results Report and a summary of amendments made following the final auditor review and internal circulation to the Senior Management Team as well as presentation at both Finance Committee and Audit Committee.
- 26.2. The Director of Business and Finance made the following points:
  - a. There were two additional adjustments made following circulation of the paper. The first change was to note 7 on page 30; salary related disclosure. The President and Provost's basic salary was 9.5 times the median pay of staff instead of 9.0 times the median pay of staff. The President and Provost's total remuneration was 8.5 times the median total remuneration of staff rather than 8.1 times the median total remuneration of staff. There would be a lessons learned review of the pay sign-off to avoid these oversights happening again.
  - b. The second change was in the consolidated accounts where there was a change in the accounting treatment of UCLB-held investments, the impact of the change was a decrease in the deficit reported under total comprehensive income.
  - c. The Financial Review had been changed to provide more clarity on the underlying operating position and a more accessible explanation of the nature and impact of the £254.5m movement in the USS pension provision.

- d. These changes did not affect the conclusions of the audit which was an unqualified opinion.
- 26.3. In response to questions from Council members, the Director of Finance and Business Affairs made the following points:
- a. The difference in the surplus amount in forecasts and the financial statements was that Transforming Our Professional Services (TOPS) expenditure had been included in the financial statements.
  - b. The 31% increase year-on-year of individuals earning over £100,000 was correct and was due to a number of factors. There had been a group of individuals who were just below the threshold of £100,000 in 2017/18 who had now crossed over it. There had also been an increase in part-time staff who must be scaled up to full-time equivalent for the purposes of the financial statements.
  - c. The 15% increase in staff loss of role had been interrogated and did not appear to present any pattern.
  - d. It would be explored in the future whether Finance Committee could see the changes made before they were submitted to Audit Committee.
  - e. Work was continuing to address the deterioration in payment performance of UCL's National Health Service (NHS) partners.
- 26.4. Council:
- a. Noted the Audit Results Report.
  - b. Noted the amendments made following circulation to Finance Committee and Audit Committee.
  - c. Approved the Annual Report and Financial Statements for the year ended 31<sup>st</sup> July 2019 for signature and submission to the Office for Students (OfS).

## **27. Office for Students Annual Accountability Return (2-19)**

- 27.1. Council received a paper outlining a number of annual assurance returns that must be submitted to the Office for Students.
- 27.2. **Annual Accountability Return**  
Council considered the completed Annual Accountability Return for submission to the OfS.
- 27.3. **Audit Committee Annual Report**  
The Chair of Audit Committee, Mr Dominic Blakemore, introduced the Audit Committee Annual Report which covered the work of the Audit Committee in the year 1<sup>st</sup> August 2018 to 31<sup>st</sup> July 2019 including the Internal Audit Report. The Audit Committee was satisfied with the adequacy and effectiveness of UCL's internal control systems in place during that year. Audit Committee was also satisfied that UCL had in place effective arrangements for:

- risk management, control and governance;
- economy, efficiency and effectiveness (VFM);
- management and quality assurance of data submitted to the OfS and sector bodies.

27.4. In reaching this opinion, the Audit Committee relied on reports from KPMG, the internal auditors. KPMG also provides a 'Head of Internal Audit opinion', which was one of significant assurance with minor improvement opportunities. It was confirmed that the Audit Committee would monitor management responses and progress closely for the twelve reviews that took place during the year ended 31<sup>st</sup> July 2019.

**27.5. Financial Forecasts including Financial Commentary**

The Director of Finance and Business Affairs set out the Financial Forecasts including Financial Commentary.

**27.6. Compliance with the Research Concordat**

Council considered the completed return on compliance with the Research Concordat.

**27.7. Prevent Update and Prevent Annual Accountability Statement**

The Students' Union members of Council left the room for the Prevent Update and Prevent Annual Accountability Statement due the Students' Union UCL's policy not to engage with the Prevent agenda. The Registrar and Head of Student and Registry Services introduced the Prevent Update which reported on UCL's implementation of the Prevent Duty and the accountability statement.

**27.8. Council:**

- a. Approved the completed Annual Accountability Return for submission to the OfS.
- b. Approved the Audit Committee Annual Report for submission to the OfS.
- c. Approved the Financial Forecasts including Financial Commentary for submission to the OfS.
- d. Approved the completed Accountability Return on compliance with the Research Concordat for submission to the OfS.
- e. Approved the Prevent Update and Prevent Annual Accountability Statement, the latter for submission to the OfS.

**28. Governance and Compliance Committee (2-20)**

28.1. The Chair of Council introduced the discussion paper on the establishment of a Governance and Compliance Committee as a standing committee of Council. The key points arising from the presentation were:

- a. There was a real need for the Governance and Compliance Committee due to the increased complexity of the external environment and

increased oversight. There was not enough airtime at Council to consider the issues arising and this was affecting the quality of discussions; UCL needed a governance framework that was worthy of the 21<sup>st</sup> century.

- b. It was important that the membership and remit were given due consideration and this was why the Chair had asked that a discussion paper rather than a recommendation paper be brought to Council at this stage. A further proposal would be developed in the light of the discussion.

28.2. The following points were raised in discussion:

- a. It was queried whether the establishment of the Governance and Compliance Committee should wait until the Council Effectiveness Review had been completed.
- b. It was suggested that the Governance and Compliance Committee should be a joint committee of Academic Board (AB) and Council. However, the Chair of Council noted that Council was ultimately responsible for the effective governance of the institution and this could not be jointly held with AB. This, however, did not prevent collaboration on specific pieces of activity.
- c. It would be important to de-couple the Governance and Compliance Committee which was about standard-setting and best practice from the periodic activity of the Council Effectiveness Review.
- d. UCL was an innovator and needed to benchmark to best practice for governance and compliance to ensure it caught up with its competitors as at present UCL was very much behind the curve with some aspects of its governance arrangements over 40 years old.
- e. One member expressed an uneasiness that the proposed terms of reference for the Governance and Compliance Committee covered both governance and compliance as this might lead to a risk of conflating both areas and expressed a view that compliance should not dictate changes to governance.

28.3. Council

- a. Agreed to discuss the establishment of the Governance and Compliance Committee at the next meeting of Council informed by an updated paper, drawing on this discussion.

## **29. Council Effectiveness Review (2-21)**

29.1. Exempt from publication, please see confidential minutes.

29.2. Exempt from publication, please see confidential minutes.

29.3. Exempt from publication, please see confidential minutes.

**30. Financial Strategy Funding Proposal (2-22)**

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

**31. Promoting Race Equality and Tackling Discrimination at UCL (2-23)**

- 31.1. The Provost introduced the paper which set out a draft Statement on Race and a request to adopt the International Holocaust Remembrance Association (IHRA) working definition of antisemitism and the All Party Parliamentary Group on British Muslims definition of Islamophobia. The key points made were:
  - a. Council had previously considered the IHRA working definition of antisemitism in March 2019 and had tasked the Senior Management Team with coming up with a comprehensive plan to tackle the issues involved.
  - b. AB had been consulted in February 2019 about the antisemitism definition and mixed views had been expressed on its adoption. AB had been consulted in May 2019 on the Statement on Race and there had been widespread support for the adoption of the statement. An online consultation with all staff and students, but particularly focussed on AB, took place over the summer soliciting opinion on the use of definitions of faith-based discrimination. The consultation had received 133 responses with a slim majority supporting the adoption of the definitions.
  - c. The Statement on Race and the definitions of antisemitism and Islamophobia were being put forward for consideration as it was important to recognise and name the challenge in order to tackle it. Antisemitism and Islamophobia were active issues on UCL campus and needed to be addressed.
  - d. There were external pressures to adopt the IHRA working definition of antisemitism. Two letters had been received from the Minister for Universities, Science, Research and Innovation requesting the adoption of the definition.
- 31.2. Professor Ijeoma Uchegbu, the Provost's Race Equality Envoy, introduced the draft UCL Statement on Race. The key points made were:
  - a. UCL acknowledged the fact it faced the challenge of institutional racism. Black, Asian and Minority Ethnic (BAME) staff at UCL were less likely to be promoted to senior positions, and UCL had an awarding gap (% achieving a first class or second class upper degree) between White and BAME students of 4%.

- b. The adoption of a Statement on Race would assist with changing behaviours over time and encourage talented people to apply to UCL both as staff and students.

31.3. Mr Oliver Kingsley, Jewish Society, introduced the definition of antisemitism. The key points made were:

- a. There was an immediate need for the IHRA definition to be adopted by UCL. In an online poll conducted by the Jewish Society, 72% of respondents had indicated that they had been victims or witnessed antisemitic behaviour.
- b. There was a legitimacy to the definition as it has been adopted by 31 countries, the UK government, the police and the Crown Prosecution Service.
- c. It was understood that the definition was not perfect. It did not prohibit debate on Israel or the actions of Israel but on the existence of Israel as a state itself.
- d. There should be protections in place to protect students from antisemitism. UCL should be a place of tolerance and safety.

31.4. Mr Shabeer Ashraff, President of the Islamic Society and Ms Hiba Aouicha, Women's Officer for the Islamic Society advised Council that they would like the opportunity to work with UCL on developing a definition of Islamophobia that was self-defined. This would send the message that UCL was focussed on a solution that was pertinent to the Islamic community at UCL.

31.5. The following points were made in discussion:

- a. There was the option of including the two caveats proposed by the Home Affairs Selection Committee in 2016 in the IHRA working definition:
  - It is not antisemitic to criticise the Government of Israel without additional evidence to suggest antisemitic intent.
  - It is not antisemitic to hold the Israeli Government to the same standards as other liberal democracies, or to take a particular interest in the Israeli Government's policies or actions, without additional evidence to suggest antisemitic intent.

It was confirmed that the Jewish Society would be happy should the caveats be added to the IHRA working definition on antisemitism. While the caveats were not adopted by the UK Government, it would be possible for UCL to adopt them.

- b. It would not be appropriate to have a single definition as each community would have a different view on what the definition should cover; each minority should be able to self-define their suffering and how it should be tackled.
- c. It was queried what the adoption of the definitions achieve as there were existing tools and legal provisions already in place to tackle antisemitic

and Islamophobic behaviour as well as racist acts. However, Professor Uchegbu noted that the incidents of racism reported through the reporting tool at UCL were extremely low and indicated a lack of trust in the system of reporting. The adoption of the statement on racism and definitions of antisemitism and Islamophobia indicated that UCL took this matter seriously and demonstrated a shift in culture to support reporting. Once the environment changed a culture of reporting would develop.

- d. This was a matter where it would be difficult to achieve consensus on this matter but it would be important to respect the lived experience of our staff and students.
- e. There were a number of comments made that the definitions were not enough but they were considered to be a starting point.
- f. It was queried whether the definitions need to be adopted at once. There were a number of comments that the matter should be delayed until all elements were ready. Presenters confirmed that they were not interdependent; one community was ready to adopt a definition and should not be held back by the fact that the definition of faith discrimination for another community was not ready. It was recognised that it was important that the development of the definition of Islamophobia was progressed as a matter of priority.
- g. There were concerns that the IHRA definition would result in the need to re-design module content. In response it was confirmed that no evidence of this had been submitted for consideration. However, concerns about academic freedom would be kept under review.
- h. Academic Board had approved the establishment of a working group to compose an acceptable definition of antisemitism. It was queried whether the item could be postponed until they had produced a definition.
- i. The Academic Board working group had not been formed as the proposers had been waiting for the Provost to approach on expanded membership and the Provost had been expecting to be approached about membership.
- j. The Chair of Council read out a comment from a Council member requesting that the item be delayed until AB considered the matter at its meeting in December. The Provost noted that AB had considered the IHRA definition once already and had been included in an online consultation on the Statement on Race and the definition on antisemitism and Islamophobia; there were diverse opinions expressed as part of both consultations. While the working group could come up with a new definition this would not be a quick exercise. Any new definition would also need to get the buy-in of the Jewish communities. Council agreed that, should AB develop a definition of antisemitism, it would consider it in the future.
- k. It was recommended that the Statement on Race be amended to make it more pertinent to the UK context as racism will manifest differently

around the globe. This could be achieved by including the phrase “in the UK” after the word “Racism” in the second sentence of the statement.

- I. It was clear that Council had to occupy a leadership role in tackling discrimination and racism.

31.6. Council following an overwhelming majority vote:

- a. Approved the adoption of a Statement on Race developed by UCL’s Race Equality Steering Group subject to the second sentence being amended with the inclusion of the phrase “in the UK” after the word “Racism”.
- b. Approved the adoption of the working definition of antisemitism in full, with two additional caveats recommended by the Home Affairs Select Committee in 2016.
- c. Approved the establishment of a working group to examine Islamophobia and Muslim student and staff experience and recommend actions and activities, including bringing forward a statement on Islamophobia that is supported by UCL’s Muslim community.

**32. UCL School of Management Expansion One Canada Square, Canary Wharf (2-24)**

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. Transforming Our Professional Services (TOPS) Update (2-25)**

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.

**34. UCL Campaign Update (2-26)**

34.1. Exempt from publication, please see confidential minutes.

34.2. Exempt from publication, please see confidential minutes.

34.3. Exempt from publication, please see confidential minutes.

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

#### **35. Appointment: Interim Director of the Institute of Education (2-27)**

- 35.1. On the recommendation of the Provost, Council approved the appointment of Professor Sue Rogers as the Interim Director of the Institute of Education from 10<sup>th</sup> January 2020 until a permanent Director and Dean was appointed and took up the role.

#### **36. UCL Institute of Neurology and Dementia Research Institute Infrastructure (2-28)**

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

#### **37. Nominations Committee Recommendation (2-29)**

- 37.1. On the recommendation of Nominations Committee, Council approved the appointment of Mr Minto Bhandari to the UCL Finance Committee as an external member.

#### **38. Revision of Student Complaints Procedure (2-30)**

- 38.1. Council approved the Student Complaints Procedure. It would apply to student complaints made from 1<sup>st</sup> January 2020.

#### **39. Honorary Degrees and Fellowships Committee Recommendations (2-31)**

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

#### **40. Office for Students (OfS) Regulatory Framework: Council Oversight and Reportable Events (2-32)**

- 40.1. Council received the report on the Office for Students Regulatory Framework: Council Oversight and Reportable Events.

#### **41. UCL Health and Safety Annual Report 2018/19 (2-33)**

- 41.1. Council received the UCL Health and Safety Annual Report 2018/19.

**42. UCL Health and Safety Policy 2019/20 (2-34)**

42.1. Council received the UCL Health and Safety Policy 2019/20.

**43. Annual Quality Assurance Report (2-35)**

43.1. Council received the Annual Quality Assurance Report as assurance of UCL's adherence to the OfS ongoing conditions of registration B1 – B5 and the relevant part of the terms and conditions of funding.

**44. Action Taken by the Chair (2-36)**

44.1. Council received a report on action taken by the Chair on behalf of Council since the last report to Council. The decision was as follows:

- a. Approval of the appointment of a Tribunal in accordance with Statute 18. Paragraph 16.

**45. Missed Deadline: Office for Students (2-37)**

45.1. Council received a report on a missed OfS deadline and the lessons that had been learned to avoid such a circumstance happening again.

**46. Minutes of Council Committees (2-38)**

46.1. Exempt from publication, please see confidential minutes.

**47. Date of Next Meeting (2-39)**

47.1. The next meeting of Council would take on Friday 14<sup>th</sup> February 2020 at 2:30pm in Base KX.

The meeting finished at 7.30pm

Ms Wendy Appleby, Secretary to Council  
November 2019