



Council

Wednesday 23 March 2022, 9:00am

Hybrid meeting, physical location: Council Room

Minutes

Present Members:

Mr Victor Chu CBE (Chair); Mr Ayman Benmati; Mr Dominic Blakemore; Professor Jonathan Butterworth; Dr Alun Coker; Ms Tina Harris; Ms Tania Holt; Ms Lindsay Nicholson MBE; Mr Turlogh O'Brien CBE; Ms Christine Ohuruogu MBE; Professor Helen Roberts; Professor Ralf Schoepfer; Lord Sharkey; Dr Michael Spence; Mr Osman Teklies; Baroness Valentine; Ms Sarah Whitney.

Attendees:

For Minutes 83-100: Ms Charu Gorasia, Chief Financial Officer
For Minutes 84-100: Dr Clare Goudy, Chief of Staff, President & Provost's Office
For Minutes 83-100: Ms Natasha Lewis, General Counsel
For Minutes 83-100: Ms Fiona Ryland, Vice-President (Operations)
For Minute 87: Mr Paul Clark, Vice-President (Strategy)
For Minute 87: Mr Andy Smith, Chief Information Officer
For Minutes 87-88: Professor Geraint Rees, Pro-Provost (Academic Planning)
For Minute 88: Mr Ciaran Moynihan, Interim Director of UCL Global Engagement
For Minute 89: Ms Elizabeth Francis, Director of Financial Planning and Analysis
For Minute 89: Ms Kate Pearce, Director of Finance Business Partnering
For Minute 90: Mr Richard Jackson, Director, Sustainability
For Minute 90: Mr Matthew Swales, Director of Finance Services
For Minute 93: Dr Matthew Blain, Chief People Officer
For Minute 93: Mr Max Hill, Director of Workplace Health
For Minute 93: Mr Paul Stirk, Director of Safety Services
For Minute 100: Mr Ian Galloway, Commercial Director

Apologies:

Professor Stephanie Bird
Dr Martin Fry
Dr Justin Turner QC
Professor Anthony Smith, Vice-Provost (Faculties)

Officer(s):

Ms Anne Marie O'Mullane, Interim Secretary to Council
Ms Olivia Whiteley, Governance Officer

Part I: Preliminary Business

83. Operation of the Meeting

83.1. Due to the necessity of holding virtual meetings during the ongoing COVID-19 pandemic, it was not possible to convene a meeting fully in person of Council. Therefore, members of Council were participating in a hybrid meeting, using tools that enabled all members to see and hear each other simultaneously. Decisions would be ratified by Chair's Action after the meeting.

83.2. Notwithstanding that the meeting was hybrid, the Chair reported that, if a meeting had been held in person, a quorum would have been present and that due notice of the meeting would have been properly given to all members of Council.

84. Declaration of Interests

84.1. Ms Lindsay Nicholson MBE informed Council that she had been appointed Chair Elect of City Lit, Europe's largest adult education college. Council congratulated Ms Nicholson MBE on her appointment.

85. Minutes of the last meeting (5-01)

85.1. Council approved the minutes of the meeting held on 18 February 2022.

86. Matters Arising (5-02)

86.1. Exempt from publication, please see confidential minutes.

Part II: Strategic Items for Discussion

87. Confidential: Strategic Plan 2022-27: Enablers Paper (5-03)

87.1. Exempt from publication, please see confidential minutes.

87.2. Exempt from publication, please see confidential minutes.

87.3. Exempt from publication, please see confidential minutes.

88. Confidential: Provost's Report to Council (5-04)

88.1. Exempt from publication, please see confidential minutes.

88.2. Exempt from publication, please see confidential minutes.

88.3. Exempt from publication, please see confidential minutes.

88.4. Exempt from publication, please see confidential minutes.

89. Confidential: January (P6) Management Accounts (5-05)

89.1. Exempt from publication, please see confidential minutes.

89.2. Exempt from publication, please see confidential minutes.

90. Confidential: Title of item withheld (5-06)

90.1. Exempt from publication, please see confidential minutes.

90.2. Exempt from publication, please see confidential minutes.

90.3. Exempt from publication, please see confidential minutes.

91. Establishment of a People Committee (5-07)

91.1. Ms Anne Marie O'Mullane, Interim Secretary to Council introduced a proposed terms of reference and constitution for People Committee.

91.2. During discussion the following key points were raised:

- a. Council members welcomed the establishment of the People Committee as it would allow the opportunity for the “conscience of Council” to be brought to bear on people and wellbeing issues, support the enhancement of strategies and processes, monitor equality, diversity and inclusion matters, engage in strategic conversations on people matters and the people related risks as listed on the strategic risk register.
- b. The constitution should be updated to include a professional services member of staff.
- c. In response to a question on why Health and Safety was not mentioned in the terms of reference of the People Committee, the Interim Secretary to Council advised that the matter of Health and Safety continued to reside at the Council level. Council received a standing Workplace Health and Safety Report at each meeting.
- d. There was discussion about whether the proposal should be considered by Academic Board or by the Governance Working Group of Academic Board given the potential impact of the committee on academic life and the signal it would give of cooperation. The Provost advised that the creation of this committee was a matter for Council and within its gift in order to support Council discharging its duties. The Chair of Council advised that while Council would take advice from Academic Board on matters of academic policy, the creation of the People Committee was not such a matter.

- e. There was discussion about the Provost's proposed membership of the People Committee and whether it was appropriate. The Provost explained it was important that he was a member of this Council committee whose focus was people matters given the fundamentally important role staff play at UCL. Any conflicts would be managed appropriately. The Chair of Council noted that the Provost was a full member of Council.
 - f. In response to a question on whether the Provost and Chair of Council had sufficient bandwidth to be members of the Committee, the Chair of Council advised that he would chair the Committee until it was settled and established as it was such an important committee. Both confirmed they had sufficient bandwidth.
 - g. It was recommended that the internal member with academic expertise should be recommended by Nominations Committee following consultation with Governance Committee of Academic Board. There was support for this approach being taken.
 - h. There was strong support for moving ahead and setting up the committee.
- 91.3. Council approved, with one member dissenting and one abstaining:
- a. The proposed Terms of Reference of the People Committee.
 - b. The proposed Constitution of the People Committee subject to the following changes:
 - i. The addition of a Professional Services member to the constitution, recommended by Nominations Committee.
 - ii. That the internal member with academic expertise should be recommended by Nominations Committee following consultation with Governance Committee of Academic Board.
 - c. The changes to the Regulations for Management to reflect the approved Constitution and Terms of Reference of the People Committee.

92. Proposed Change to the Statutes and Regulations for Management to allow for attendance at meetings virtually and to agree resolutions in writing (5-08)

- 92.1. Ms Natasha Lewis, General Counsel introduced proposed new additional wording for UCL's Statutes and Regulations for Management to expressly allow Members of Council, Committees and Sub-Committees of Council to (i) attend meetings virtually and (ii) to agree resolutions in writing.
- 92.2. During discussion the following key points were raised:
- a. A concern was expressed that there was a risk that the written resolution procedure could be used in the future to avoid discussion of matters. Council members considered that the written resolution procedure should be used in exceptional circumstances. The General Counsel advised that there were some circumstances where the written resolution procedure would allow for greater transparency and an opportunity for Council

members to formally input on resolutions which might otherwise be considered appropriate for Chair's action.

- b. It was preferable that for Council meetings, members could see and hear each other and there was a suggestion that participation by telephone was therefore not suitable. The Chair agreed that the preference would be for Council members to see and hear each other but that it might be necessary on occasion for Council members to join a meeting using telephone.
- c. Governance Committee of Academic Board had a remote meetings procedure which was reviewed every year and worked well. There needed to be protections in place on how written resolution procedures operated and getting the wording of the procedure right was critical to this.
- d. There was discussion whether the procedure should be considered by Academic Board as there was a potential impact on academic policy given that Academic Committee is a standing committee of Council and would fall within the definition of a Council Committee, thus the procedures would apply to Academic Committee. The Interim Secretary to Council advised that Academic Committee was treated as an academic governance committee and thus was not subject to the same procedures that applied to corporate governance committees who had the potential to take decisions that bind UCL as a body corporate. The Chair considered that the statute did not cut across academic policy and thus did not require consultation with Academic Board.
- e. There was discussion on whether it would be appropriate for members to have the ability to veto a resolution in writing. It was suggested 20% (or 5 Council members) would be the appropriate number who could veto a written resolution.
- f. There was support for the General Counsel proceeding to engage with the Privy Council on the proposed changes to UCL's statutes as long as the two agreed amendments were put into the statute which were the veto mechanism for written resolutions and the inclusion of phrasing that it was preferable that Council members could see and hear each other at Council meetings.

92.3. Council:

- a. Considered and provisionally approved the proposed changes to the Statutes as set out in Appendix 1 subject to the following amendments being made to Statute 5(5) and Statute 5(6):
 - i. Amendment to statute 5(5) to say that "20% (or 5) members could object to a resolution being passed in writing."
 - ii. Amendment to statute 5(6) to say that "There was a preference for forms of communication to be used where members could be seen and heard".
- b. Authorised the General Counsel to liaise with the Privy Council to seek its informal approval to the proposed changes to the Statutes; and

- c. Considered and provisionally approved the proposed new Regulations 2.14 and 4.4 (provisions allowing virtual attendance at Council and Committee Meetings) as set out in Appendix 1.

93. Workplace Health and Safety Standing Report (5-09)

- 93.1. Dr Mathew Blain, Chief People Officer, Mr Max Hill, Director of Workplace Health and Mr Paul Stirk, Director of Safety Services, introduced a summary of occupational safety and health metrics and performance for January 2022.
- 93.2. Council:
 - a. Council received the Workplace Health and Safety Report.
 - b. Thanked Dr Matthew Blain for his tremendous work as Chief People Officer.

94. Chair of Committee Reports

- 94.1. Council noted that Finance Committee and Audit Committee would be meeting next week.

Part III: Other Business for Approval or Information

95. Confidential: Renewal of Wellcome Africa Health Research Institute strategic AAP award 2023 (5-10)

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

96. Change to the Name and Terms of Reference of Remuneration and Human Resources Committee (5-11)

- 96.1. Council:
 - a. Noted that the first paragraph of the Terms of Reference mistakenly contained a strikethrough through the word “Committee”, this would need to be reinserted so that it read: “Subject to any general or particular direction that may from time to time be given by Council, the Remuneration Committee is charged by Council”.
 - b. Approved the proposed amendments to the terms of reference for the Remuneration and Human Resources Strategy Committee to reflect its focus on performance and remuneration of the Provost, VPs and Deans and the remuneration of other high paid staff.
 - c. Approved the proposed amendment to the name of the Remuneration and Human Resources Strategy Committee to reflect the change in scope of the Committee.

- d. Approved changes to the Regulations for Management to reflect the approved amendments to the name and terms of reference of the Remuneration and Human Resources Strategy Committee.

97. To Receive the following reports

Academic Committee Annual Report (5-12)

- 97.1. Council received the Academic Committee Annual Report 2020-21.

OfS Standing Report (5-13)

- 97.2. Council received the OfS Standing Report.

Confidential: UCL Seal Report (5-14)

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

Confidential: Litigation Summary (5-15)

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

Action Taken by the Chair (5-16)

- 97.5. Council noted that in accordance with discussions at the Council meeting of 18 February 2022, the following action was taken by the Chair:
 - a. Approved the minutes of the meetings held on 29 November 2021 and 9 December 2021.
 - b. Approved the Research Integrity Annual Statement 2020-21.

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

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

98. Committee minutes

Confirmed minutes Academic Board, 9 February 2022 (5-17)

- 98.1. Council received the confirmed minutes of the Academic Board meeting held on 9 February 2022.

99. Any Other Business

Confidential: UCL Utilities Sourcing - Contract Award (5-18)

- 99.1. Exempt from publication, please see confidential minutes.
- 99.2. Exempt from publication, please see confidential minutes.
- 99.3. Exempt from publication, please see confidential minutes.
- 99.4. Exempt from publication, please see confidential minutes.

100. Date of the next meeting

100.1. The date of the next meeting of Council would be **28 April 2022 at 9:00am.**

Ms Anne Marie O'Mullane
March 2022