



COUNCIL

Tuesday 23 November 2011

MINUTES

PRESENT:

Sir Stephen Wall (*Chair*)

Professor David Attwell	Dr Bob Barber
Ms Anne Bulford (<i>Treasurer</i>)	Mr Luke Durigan
Ms Philippa Foster Back	Professor Malcolm Grant
Mr Mark Knight	<i>(President and Provost)</i>
Ms Vivienne Parry (<i>Vice-Chair</i>)	Mr Tim Rees Jones
Ms Katharine Roseveare	Dr Benet Salway
Dr Gill Samuels	Dr Stephanie Schorge
Professor Chris Thompson	Baroness Warwick of Undercliffe
Professor Maria Wyke	

In attendance: Mr Rex Knight (Vice-Provost (Operations)); Ms Lori Manders (Director, Development and Alumni Relations); Mr Nick McGhee (Assistant Secretary to Council); Mr Tim Perry (Secretary to Council); Professor David Price (Vice-Provost (Research)); Mr Nigel Waugh (Director of Human Resources); Mrs Alison Woodhams (Director of Finance).

Apologies for absence were received from Mr Rob Holden and Professor Nick Tyler.

Any member of Council who had (or who knew of a family member who had) a material, personal, financial or other beneficial interest in any item on the Agenda was requested to declare that interest at the beginning of the meeting in order that such declaration could be recorded in these Minutes.

Key to abbreviations used in these Minutes:

FC	Finance Committee
HEFCE	Higher Education Funding Council for England
HEI	higher education institution
HR	Human Resources
REF	Research Excellence Framework

Preliminary Formal Business

18 **MINUTES**

Approved

- 18.1 The Minutes of the Council meeting of 4 October 2011 [*Council Minutes 1-17, 2011-12*] were confirmed by Council and signed by the Chair.

19 **MATTERS ARISING FROM THE MINUTES**

[See Minutes 28 and 29 below]

Matters for discussion

20 **REPORT BY THE VICE-PROVOST (RESEARCH)**

Received

- 20.1 APPENDIX C 2/17 (11-12) – an update report from the Vice-Provost (Research), and APPENDIX C 2/18 (11-12) – the 2011 UCL Research Strategy, *Delivering a Culture of Wisdom*.
- 20.2 An oral report from Professor David Price, Vice-Provost (Research).

Noted

- 20.3 This presentation from Professor Price was carried over from the meeting of 6 July 2011, when Council approved in principle an earlier draft of the revised UCL Research Strategy [*Council Minute 122, 2010-11*].

Reported

- 20.4 Professor Price drew attention to the three major objectives of the Strategy: excellence, cross-disciplinarity, and impact. UCL was actively making the case for the ‘value added’ nature of multi-disciplinary centres of research excellence, as well as for a broader understanding of the term ‘impact’. In drawing Council’s attention to the concept of UCL Research Frontiers, Professor Price noted that appropriate recognition of interdisciplinary work would be taken into account as part of the process of drawing up criteria for UCL staff selection in REF 2014. Subject to Council approval of the Strategy, Professor Price intended to liaise with UCL’s Corporate Support Services to discuss how they could most effectively contribute to achieving its aims.

RESOLVED

20.5 **That Council approve the 2011 UCL Research Strategy.**

21 AUDIT COMMITTEE – ANNUAL REPORT

Received

21.1 APPENDIX C 2/19 (11-12) – the Audit Committee annual report 2010-11 with, at Annexe 2, the Internal Audit annual report 2010-11.

21.2 An oral report from Mark Knight, Chair of Audit Committee.

Noted

21.3 The terms of reference of the Audit Committee provided for the presentation of an annual report to the Provost and to Council, the annual report thereafter to be forwarded to the Higher Education Funding Council for England.

21.4 According to the provisions of the HEFCE Audit Code of Practice, Council was expected formally to approve the Annual Report of the Audit Committee before it approved the Annual Financial Statements [see Minute 22 below].

Reported

21.5 At its meeting on 21 November 2011 the Audit Committee had confirmed its satisfaction with the effectiveness of UCL's internal control systems for the year ending 31 July 2011. KPMG, who had been appointed internal auditors on 1 March 2011, had given an unqualified opinion that UCL had satisfactory arrangements in order to provide assurance to Council over the effectiveness and adequacy of the risk management, control and governance processes, and adequate arrangements in place to promote economy, efficiency and effectiveness.

RESOLVED – on the recommendation of Audit Committee

21.6 **That Council approve the Audit Committee annual report 2010-11 and the Internal Audit annual report 2010-11.**

22 ANNUAL FINANCIAL STATEMENTS

Received

22.1 APPENDIX C 2/20 (11-12) – the draft audited Financial Statements for 2010-11;

APPENDIX C 2/20 (11-12) – Annexe 1 – a commentary on the Financial Statements by the Director, Financial Control and Analysis;

APPENDIX C 2/20 (11-12) – Annexe 2 – the report to the Audit Committee from External Auditors Deloitte LLP;

APPENDIX C 2/20 (11-12) – Annexe 3 – the External Auditors' management letter, setting out the accounting and major audit issues arising from their audit of the UCL Financial Statements.

22.2 Oral reports by the Treasurer and Mrs Alison Woodhams, Director of Finance.

Reported

22.3 At its meeting earlier in the day, Finance Committee had recommended the Financial Statements for approval by Council, subject to a number of minor amendments in the Operating and Financial Review section. These amendments would be made by officers before the Financial Statements were formally signed off. Subject to this action and Council approval, the Financial Statements were now ready for submission to HEFCE. The external auditors, Deloitte LLP, had identified no grade 1 issues. The results represented a strong performance in what had been a difficult year.

22.4 The proportion of overall expenditure devoted to staff costs had fallen to 58% from 60% in 2010-11. This reflected a decision to increase spending on certain non-staff costs (such as estates maintenance and student bursaries and scholarships). It was noted however that the data included grant-supported staff.

RESOLVED – on the recommendation of Finance Committee

22.5 **That Council approve the audited Financial Statements for the year 2010-11.**

23 GIFT ACCEPTANCE POLICY

Received

23.1 APPENDIX C 2/21 (11-12) – the UCL Guidelines for the Acceptance of Gifts and Donations.

23.2 An oral report by Ms Lori Manders, Director, Development and Alumni Relations.

Reported

23.3 The acceptance of gifts and donations was currently a matter being given careful attention across the higher education sector. The Woolf report into the links between the London School of Economics and Libya was due for publication in the near future¹. The principles embodied within the guidelines now before Council were in accordance with those being adopted at other HEIs.

¹ The report was published on 30 November 2011 and is available at www.lse.ac.uk/woolf

Discussion

- 23.4 In the course of discussion, Council members raised questions about: the procedure in the event of a series of smaller gifts amounting to more than £1m from an individual or organisation over time; the processes in place for ensuring that gifts made direct to academic departments were referred to the Development and Alumni Relations office; and the role of the Provost in the process of soliciting donations and developing relationships. The difficulty of agreeing abstract guidelines in this complex area, and the need to grant staff sufficient flexibility to enable them to make appropriate judgements in individual cases, were noted. It was agreed that the provision of worked examples to staff involved in this area would be helpful.

RESOLVED

- 23.5 **That Council approve the UCL Guidelines for the Acceptance of Gifts and Donations, subject to further consideration being given to a mechanism for ensuring all gifts and donations were referred to Development and Alumni Relations, and to receipt of a follow-up report following the publication of the findings of the Woolf enquiry.**

24 REFORM OF UCL COMMITTEES – REPORT BY COUNCIL SUB-GROUP

Received

- 24.1 APPENDIX C 2/22 (11-12) – the report of the Council sub-group on reform of UCL committees.
- 24.2 An oral report by Nigel Waugh, Director of Human Resources, regarding the proposals for reform of HR committees referred to in the sub-group's report.

Reported

- 24.3 The Director of Human Resources outlined the rationale behind the proposals for reform of the HR committees outlined in the paper.

Discussion

- 24.4 Council endorsed the sub-group's recommendations *etc* in respect of Estates Management Committee, Information Strategy Committee, Museums, Heritage and Cultural Property Committee, and Scholarships and Student Funding Committee.
- 24.5 Council members raised several queries regarding the proposals for reform of HR committees:
- Whilst Council was supportive of the proposal to introduce a formal consultation process with staff on any significant changes to people management policy, some concerns were

expressed about the lack of formal mechanisms for consultation with trade union representatives in particular. One suggestion made was that a joint consultation committee, including trade union representation, be established alongside the Equalities and Diversity Committee.

- It was suggested that the word 'people' could usefully be replaced by 'staff' in the designation of proposed new committees.
- It was agreed that further clarification of the terms of reference and composition of the bodies concerned would be required.

24.6 Noting that the sub-group's paper referred to the need for a stronger reporting relationship between UCL Business and Finance Committee, Council discussed how this could best be achieved without compromising the managerial independence of UCL Business. A suggestion that UCL Business be invited to make a presentation on their governance arrangements to a future meeting of Council was welcomed.

RESOLVED

24.7 **That Council approve the proposals :**

- **that there be no change to the current operation of Estates Management Committee but that its reporting line in future be to Finance Committee rather than Council;**
- **that the Information Strategy Committee be disestablished with effect from 1 January 2012 and replaced by a Lead Officer arrangement, with the Director of Information Services Division filling this role and subject to Council approval of the details of how the Lead Officer arrangement will operate;**

24.8 **That revised proposals for the restructure of HR committees be submitted to the next meeting of Council for further discussion and approval.**

25 PROVOST'S BUSINESS

25A New Campus Development

25A.1 UCL had signed a Memorandum of Understanding with Newham Council, committing the two parties to a six-month period of exclusive discussions concerning proposals for the development of a campus on the Carpenters Estate, a 20-acre site adjacent to Stratford Regional Station. The period would be used to develop UCL's strategic development brief for the site, and to undertake due diligence and viability assessment work. A press release had been

prepared².

25B Vice-Provost (Education)

- 25B.1 Professor Anthony Smith had been appointed Vice-Provost (Education) for a five-year term with effect from 1 January 2012. Professor Smith was currently the Principal and Dean of the School of Pharmacy.

<p style="text-align: center;">Matters for approval or information</p>

26 RISK MANAGEMENT UPDATE

Received

- 26.1 APPENDIX C 2/23 (11-12) – a note by the Director of Financial Planning and Strategy, incorporating at Annexe 1 the Strategic Risk Register 2011-12, at Annexe 2 a risk tolerance matrix, and at Annexe 3 a risk improvement plan.

RESOLVED

- 26.2 **That Council approve the Strategic Risk Register for 2011-12 and the Improvement Plans for risks rated ‘intolerable’ or ‘severe’.**

27 LAY MEMBERSHIP OF COUNCIL – RECOMMENDATIONS BY NOMINATIONS COMMITTEE

Received

- 27.1 APPENDIX C 2/24 (11-12) – a note by the Secretary to Council, outlining proposals of the Nominations Committee regarding the lay membership of Council.

RESOLVED

- 27.2 **That Lord Clement-Jones of Clapham be appointed a lay member of Council for an initial three-year term with effect from 1 October 2012;**

That Dr Gill Samuels be reappointed a lay member of Council for a second three-year term with effect from 1 October 2012.

² The press release is available at <http://www.ucl.ac.uk/news/news-articles/1111/111123-newham-additional-campus>

28 **ACADEMIC UNITS OF UCL**

Received

- 28.1 APPENDIX C 2/25 (11-12) – a note by the Secretary to Council, introducing proposed amendments to the schedule of formally established academic units of UCL.

RESOLVED – on the recommendation of Academic Board

- 28.2 **That, in accordance with Statute 10, Council approve the following:**
- **that the School of Pharmacy be established as an academic unit of UCL, assigned to the Faculty of Life Sciences, with effect from 1 January 2012;**
 - **that UCL Australia be established as an academic unit of UCL, outwith the faculty structure but reporting to the Vice-Provost (International) and ultimately to the Provost, with effect from 1 January 2012;**
 - **that the UCL School of Energy and Resources be disestablished as an academic unit of UCL with effect from 1 January 2012.**

29 **REGULATIONS FOR MANAGEMENT – AMENDMENTS**

Received

- 29.1 APPENDIX C 2/26 (11-12) – a note by the Secretary to Council, introducing proposed amendments to UCL Regulations for Management.

RESOLVED

- 29.2 **That the amendments to Regulation for Management as set out in the Secretary’s note at APPENDIX C 2/26 (11-12) be approved.**

30 **COUNCIL AWAY DAY – 19 JANUARY 2012**

Received

- 30.1 APPENDIX C 2/27 (11-12) – a note by the Secretary to Council, summarising arrangements for the Council Away Day to be held on 19 January 2011.

Noted

- 30.2 Although no request to raise this item for discussion had been received by the Council officers prior to the meeting, the Chair of Council noted a suggestion made in the meeting by one Council member that the

coming Away Day should include a greater element of small group discussion and not simply comprise a series of presentations followed by question and answer sessions.

31 HEALTH AND SAFETY COMMITTEE – ANNUAL REPORT

Received

- 31.1 APPENDIX C 2/28 (11-12) – the Health and Safety Committee annual report 2010-11.

RESOLVED

- 31.2 **That the Health and Safety Committee annual report 2010-11 be approved.**

32 UCL HEALTH AND SAFETY POLICY – ANNUAL UPDATE

Received

- 32.1 APPENDIX C 2/29 (11-12) – the revised Health and Safety Policy, approved by the Health and Safety Committee at its meeting on 11 October 2011.

RESOLVED – *on the recommendation of the Health and Safety Committee*

- 32.2 **That the Health and Safety Policy be approved.**

33 DELEGATION OF AUTHORITY TO CHAIR OF COUNCIL

Received

- 33.1 APPENDIX C 2/31 (11-12) – a note by the Director of Human Resources.

RESOLVED

- 33.2 **That Council authorise the Chair of Council, on behalf of Council, to approve recommendations of a Redundancy Committee established under Statute 18.11 relating to open-ended contracts.**

34 REPORTS OF COMMITTEES TO COUNCIL

Received

- 34.1 APPENDIX C *³2/32 (11-12) – a list of committee minutes received since the last meeting of Council.

³ An appendix or annexe reference preceded by an asterisk indicates that, for the sake of economy, the document was not issued with the Agenda but was available on request to the Council Secretary's office and is filed with these Minutes.

35 **CHAIR'S ACTION ON BEHALF OF COUNCIL**

Received

- 35.1 APPENDIX C 2/33 (11-12) – a note summarising action taken by the Chair since the last report to Council.

Tim Perry
Secretary to Council (and Director of Registry and Academic Services)
December 2011