



## Council

29 April 2021, 10:35am

Videoconferencing via Zoom

## Minutes

### Present Members:

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

### Attendees:

For Minutes 92-107: Dr Clare Goudy, Chief of Staff, President & Provost's Office

For Minutes 92-107: Professor Dame Hazel Genn, Vice President (External Engagement & Advancement)

For Minutes 92-107: Professor David Lomas, Vice-Provost (Health)

For Minutes 92-107: Ms Fiona Ryland, Vice-President (Operations)

For Minutes 92-107: Professor Anthony Smith, VP (Faculties)

For Minutes 92-107: Professor Deborah Gill, Vice-Provost (Education and Student Experience)

For Minutes 97: Dr Kathryn Walsh, Executive Director, Office of the Vice-Provost

For Minutes 100: Ms Natasha Lewis, Director of Legal Services

### Apologies:

Ms Sarah Whitney

Professor David Price, Vice-Provost (Research, Innovation & Global Engagement)

### Officer(s):

Ms Wendy Appleby, Secretary to Council

Ms Anne Marie O'Mullane, Assistant Secretary to Council

Ms Olivia Whiteley, Governance Officer

## **Part I: Preliminary Business**

### **92. Welcome**

- 92.1. The Chair welcomed Professor Deborah Gill, Interim Vice-Provost (Education and Student Experience) to her first meeting.

### **93. Operation of the Meeting**

- 93.1. Owing to the lockdown imposed by the Government 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.

### **94. Declaration of Interests**

- 94.1. The Chair of Council invited Council to declare any new interests they may have or any interests they had in the items being considered at the meeting.
- 94.2. Ms Wendy Appleby, Secretary to Council raised an interest in Item 8, Governance Working Group Update as it related to her role.

### **95. To Approve Minutes of the Following Council Meetings**

- 95.1. Council approved the minutes of the meeting held on 18 February 2021.
- 95.2. Council approved the minutes of the meeting held on 24 February 2021 subject to the following changes being made:
- a. Minute 72.2: Remove the following sentence: "In connection with Item 2, Dr Andrew Gould declared that he was a former Chief Executive Officer of Jones Lang LaSalle".
  - b. Exempt from publication, please see confidential minute.
- 95.3. Exempt from publication, please see confidential minute.
- 95.4. Council approved the minutes of the meeting held on 29 March 2021.

### **96. Confidential: Matters Arising (7-02)**

- 96.1. Exempt from publication, please see confidential minute.

## Part II: Strategic Items for Discussion

### 97. Innovation and Enterprise Interim Strategy (7-03)

- 97.1. Dr Kathryn Walsh, Executive Director, Office of the Vice-Provost, introduced the proposed Innovation and Enterprise Interim Strategy. The following key points were made during the presentation:
- a. The current strategy 'Transforming Knowledge and Ideas into Action' would come to an end in 2021. There were a number of major funding and governance submissions that required a live strategy to be in place, for example, the Knowledge Exchange Concordat and the Higher Education Innovation Fund Accountability Statement. The need to make UCL an easier university to work with was also under active consideration but it was noted that it would take time to ensure structures were in place that allowed businesses to access UCL in a straightforward way.
  - b. The opportunity had been taken to undertake a light-touch review and to increase an emphasis in some areas to support UCL's ambitions. Three cross-cutting themes had been added: sustainability, equality and diversity, and place. The team was working with Professor Stephen Caddick, Pro-Vice-Provost (UK) on place.
- 97.2. During discussion the following key points were made:
- a. Place could mean many different things. It was questioned whether it meant sustainable transformation in a place, or UCL trying to influence how it intervened in a place and have impact. UCL had a clear role in London to engage in debate and have an impact but there was a risk with this theme if it did not translate into tangible outcomes. Dr Walsh, Executive Director, Office of the Vice-Provost, advised that the answers to these questions were being worked through.
  - b. There was a real opportunity to support local business and engage in supporting local regeneration for example via using small businesses via procurement. A lot of business patterns had changed due to Covid-19. Dr Walsh advised that a listening exercise was underway with local businesses. Ms Fiona Ryland, Vice-President (Operations) advised that she would raise the matter of procurement with the Procurement Team.
- 97.3. Council approved the Innovation and Enterprise Interim Strategy.

### 98. Confidential: Office of the Vice-Provost (Research, Innovation & Global Engagement) report to Council on UCL 2034's Principal Theme 3 (7-04)

- 98.1. Exempt from publication, please see confidential minute.

**99. Provost's Report to Council (7-05)**

- 99.1. Dr Michael Spence, President and Provost introduced the Provost's Report to Council. The following key points were made during discussion:
- a. In response to a question on next steps for Council in relation to the International Holocaust Remembrance Alliance (IHRA) definition of antisemitism, the Provost advised that Academic Board had established a working group to devise an alternative definition. This would be recommended to Council for adoption. Council would need to consider this recommendation and determine whether the IHRA should remain in place or decide to accept the alternate definition.
  - b. In response to a question on the lack of gender balance of the Academic Board Working Group on the Definition of Antisemitism, the Provost advised that he had written to raise the issue but that it was not something within his gift to fix.
  - c. In response to a concern raised about the lack of participation of the Jewish Society in the Working Group on the Definition of Antisemitism, the Provost advised that the Society supported the IHRA definition and thus considered their position to be compromised if they had to nominate a representative to a working group which was seeking to devise an alternative definition to the IHRA definition.
  - d. In response to a question on the Provost's plans for Legal Services, the Provost provided clarification on the plan to introduce the role of General Counsel. Internal Audit would also be brought into the office. The aim was to introduce a consistency of practice for the procurement of legal advice.
  - e. In response to a question on the future roles of the Registrar, and Secretary to Council, the Provost provided an overview of recent discussions on the matter including the proposed reporting lines for the role as well as the recommendations of the Governance Working Group Sub-Committee. The Provost confirmed that he was open to working with any model of operation preferred by Council. A number of Council members expressed the view that as Council had not received a paper on the matter for this meeting it was not appropriate to discuss it in any substantive manner.
  - f. In response to a question on the steps that would be taken to support effective admissions processes following the release of A-level results, Professor Deborah Gill, Interim Vice-Provost for Education and Student Experience explained the plan to manage offers this year.
  - g. In response to a question on how the Academic Leadership Group fitted into governance structures, the Provost advised that it was an important informal mechanism where the voice of Heads of Department could be heard directly and where conversations could take place around live issues in the life of UCL.
  - h. In response to a question about the External Engagement section of the report on freedom of speech, a comment was raised on the importance of considering the rules of engagement which would support more reflective

debate so that difficult ideas and issues were discussed well. The Provost advised that he was proud of the sophisticated speaker programme of Students' Union UCL.

- i. There was discussion about the external consultant firm engaged to support UCL's Strategy development. The Provost advised that UCL did not have strong management information systems which was a technical issue that the future Vice-Provost (Strategy) would need to lead on. In the meantime, UCL needed expertise behind the scenes for this time-limited project. The process would be inclusive and university led.

99.2. Council received the Provost's Report to Council.

**100. Confidential: UCL Branch in South Africa (7-06)**

100.1. Exempt from publication, please see confidential minutes.

100.2. Exempt from publication, please see confidential minutes.

100.3. Exempt from publication, please see confidential minutes.

**101. Governance Working Group Update**

**101.1. Minutes from the GWG Meetings, 22 February 2021 and 25 March 2021 (7-07)**

- a. Council received the minutes from the GWG meetings that were held on the 22 February 2021 and 25 March 2021.

**101.2. Report of the Sub-Committee on how Council receives advice from the academic community on university policy as it affects the academic mission (7-08)**

- a. Mr Turlogh O'Brien CBE introduced the paper which contained proposals from the GWG Sub-Committee. The following key points were made during the presentation:
  - i. There were two aspects to the proposals which addressed Council governance and academic governance.
  - ii. It was recommended to move immediately and establish an Estates Committee.
  - iii. It was recognised that the populating of committees would involve a resourcing model and it would be necessary to model time commitments. One solution would be co-opt to new Council committees.
  - iv. A steer from Council was sought in relation to the Academic Oversight Committee. More detailed work would be required to move this matter forward and it required the collaboration of Academic Board members should a joint committee be established. In all

circumstances the delegation arrangements would need to be reworked.

- b. During discussion the following key points were made:
  - i. The Sub-Committee members were thanked for their work on this.
  - ii. Concern was raised about the number of proposed new committees and the burden that might be placed on Council members. Mr O'Brien advised that the People and Culture Committee would need to have a different membership to the Remuneration Committee hence the decision to propose separate Committees. The Estates Committee would be a sub-committee of Finance Committee and the committee would require specific expertise, which might be co-opted.
  - iii. The role of a Council member had been steadily growing in terms of time commitment. The Chair acknowledged that there had been increased commitment this year with more frequent meetings and at short notice. This was due to the exceptional period UCL was experiencing. Convening meetings frequently at short notice would not be possible in a post-Covid era where Council members' diaries reverted to usual arrangements.
  - iv. Council should not repeat the work already undertaken by a Council Committee. It should be given assurance that the proposal has been appropriately scrutinised. This would leave Council time to do deeper dives on issues and to devote itself to big topics and longer discussions on strategic matters.
  - v. Academic Board needed to be involved as soon as possible in the discussion about a joint committee on academic oversight. Academic Board would need to reflect on the impact on its delegated powers. The Provost confirmed that he also intended to bring the bigger picture for management committee structures to Academic Board and show how it fitted with Council.
  - vi. It was important to not lose sight of the goal to improve communications between Council and Academic Board. It was agreed that the proposals around Academic Oversight Committee should be brought to Academic Board for consideration.
  - vii. As an institution, UCL was much better placed now to engage in a constructive dialogue. It was important to keep this momentum going.
  - viii. There was discussion about the proposal for Nominations and Governance Committee. It was concluded that it was not desirable to set up a separate committee at this stage therefore this approach could be trialled and reviewed in the Autumn.
  - ix. A full review of structures would take place in 18 months.
  - x. A different title for People and Culture Committee would need to be found.
- c. Council:
  - i. Approved the establishment of an Estates Sub-committee under the Finance Committee as soon as is practicable.

- ii. Approved the recommendation that Audit Committee should present its updated risk review to Council twice yearly.
- iii. With respect to the extension of the Nominations Committee's remit to cover Governance, it was decided to consider this again in the autumn and keep governance matters with Council for the time being.
- iv. Approved the establishment of a 'People Matters' Committee to cover the work of the relevant management committees on behalf of Council.
- v. Approved the recommendation that the remit of the Remuneration Committee should be limited to performance and remuneration of the Provost, VPs and Deans and the remuneration of other high paid staff.
- vi. Approved the recommendation that the time commitments of both academic and external members of Council should be modelled to see the scale of the co-option that may be needed to populate all the committees.
- vii. Approved the recommendation that the arrangements should be reviewed after 18 months.

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

#### **102. Confidential: Review of ongoing compliance with consumer law during the Covid-19 pandemic (7-09)**

##### 102.1. Council:

- a. Noted the report and the areas considered in the review of compliance with consumer law as required by the OfS.
- b. Received assurance of ongoing compliance condition C1 of the regulatory framework.
- c. Approved confirmation of its agreement that the assurance is adequate, addresses the elements of interest to the OfS and demonstrates ongoing compliance with condition C1 of the regulatory framework.

#### **103. UCL Officers for Sealing Deeds and Documents (7-10)**

- 103.1. Council approved the list of UCL Officers authorised for the purposes of sealing deeds or documents pursuant to regulations for Management 18.3.

#### **104. Items from Finance Committee for Noting**

##### **Confidential: Forecast 2020/21 and draft budget 21/22 (7-12)**

- 104.1. Exempt from publication, please see confidential minute.

**105. To Receive the Following Reports**

**Confidential: UCL Seal Report (7-13)**

105.1. Exempt from publication, please see confidential minute.

**OfS Standing Report (7-14)**

105.2. Council received the OfS Standing Report.

**Action Taken by the Chair (7-15)**

105.3. Council received the report on Action Taken by the Chair. The Chair took action as follows:

- a. That, in accordance with discussions at the Council meeting of 18 February 2021, the following action was taken by the Chair:
  - i. Approved the minutes of the meeting held on 20 and 23 November 2020.
  - ii. Approved the recommendations of the group established by Council to address the questions of how Council receives advice from the academic community as it affects the academic mission as set out in paper 3-07.
  - iii. Approved the changes to the portfolios of Vice-Provosts and the plans and timelines for recruitment to the Vice-Provost positions.
  - iv. Approved the Students' Union Budget reset.
  - v. Approved the proposal under Article 17 of the Charter to modify Regulation for Management 3.2(e) and abolish the requirement to step down from Academic Board for at least one year once six consecutive years of membership as elected member had been completed.
  - vi. Approved the following changes to the Regulations for Management
  - vii. o Change to RfM 3.2(e) to abolish the requirement to step down from Academic Board for at least one year once six consecutive years of membership as elected member have been completed.
  - viii. Change to RfM 3.3(d) in accordance with the change to RfM 3.2(e).
  - ix. Approved the proposed amendments to the Student Complaints Procedure to reflect the requirements of the Office of the Independent Adjudicator.
  - x. Approved the Research Integrity Annual Statement for 2019-20.
- b. That, in accordance with discussions at the Council meeting of 24 February 2021, the following action was taken by the Chair:
  - i. Approved the proposed variation of the Access and Participation Plan for submission to the Office for Students.
- c. That, in accordance with discussions at the Council meeting of 29 March 2021, the following action was taken by the Chair:
  - ii. Approved UCL's membership of the North Central London Provider
  - iii. Alliance. Approved the appointment of the UCL Vice Provost (Health) to the Provider Alliance Board. Approved the use of the name "UCL Health Alliance", subject to the arrangement of an appropriate and



enforceable agreement, which should include the following conditions:

- Brand usage principles: A framework on appropriate use of the UCL brand, and our brand architecture requirements, with clarity of what actions to take to enforce these provisions. The expectation is that the Alliance brand should be as distinct as possible from that of UCL, so as to differentiate the two organisations and their activities.
  - Change of not-for-profit status: Should the remit change and become profit generating, a requirement for specific approval of the use of the UCL brand on any commercial ventures.
  - Brand-use termination: A right to terminate the use of the brand in certain circumstances.
  - Right to veto new members: A right of veto over membership of the Alliance in the event that a third party seeks to join that we would not want to associate with the UCL brand.
- iv. Approved the following actions:
- For the Provost to formally respond to the Chair of the Provider Alliance to confirm UCL's participation in the Alliance, and endorsement of the name subject to an appropriate agreement.
  - For Legal Services to work with the new Provider Alliance and UCL Communications to develop an appropriate structure and documentation for the use of the UCL brand in these circumstances.
- v. Approved the proposal to offer to appoint Professor Li Wei as IOE Dean and Director from 1 July 2021 for a period of 5 years until 30 June 2026.
- d. The Chair took action as follows:
- i. Approved the appointment of Ms Ester Ruskuc to the Discipline Review Body for the purposes of hearing a case in the third term of 2021-22.
- e. The Chair took action as follows:
- i. Approved the appointment of Professor Deborah Gill as Interim Vice-Provost (Education and Student Experience) from 1 April 2021 until the position is recruited to.

105.4. Exempt from publication, please see confidential minutes.

## **106. To Receive the Following Confirmed Minutes**

106.1. Council:

- a. Received the confidential minutes of the Finance Committee meeting held on 26 January 2021.
- b. Received the minutes from the Academic Board meeting held on 16 December 2021.

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- c. Received the minutes from the Academic Board meeting held on 10 February 2021.
- d. Received the minutes from the Academic Board meeting held on 3 March 2021.
- e. Received the confidential minutes from the Audit Committee meeting held on 17 November 2020.

### **107. Date of the Next meeting**

107.1. The next meeting of Council will take place on Wednesday 12 May 2021 at 9:00am – 10:30am.

Wendy Appleby  
May 2021