



Council

Monday 29 November 2021, 09.00am

Video-conferencing meeting via Zoom

Minutes

Present Members:

Mr Victor Chu CBE (Chair); Mr Ayman Benmati; Professor Stephanie Bird; Professor Jonathan Butterworth; Dr Alun Coker; Dr Martin Fry; Dr Andrew Gould; Ms Lindsay Nicholson MBE; Mr Turlogh O'Brien CBE; Professor Helen Roberts; Professor Ralf Schoepfer; Lord Sharkey; Dr Michael Spence; Mr Philip Sturrock MBE; Mr Osman Teklies; Dr Justin Turner QC; Baroness Valentine; Ms Sarah Whitney.

Apologies:

Mr Dominic Blakemore

Attendees:

For Minutes 24-52: Ms Charu Gorasia, Chief Financial Officer
For Minutes 34-52: Dr Clare Goudy, Chief of Staff, President & Provost's Office
For Minutes 24-52: Ms Natasha Lewis, General Counsel
For Minutes 24-52: Ms Fiona Ryland, Vice-President (Operations)
For Minutes 24-33: Professor Anthony Smith, Vice-Provost (Faculties)
For Minute 29: Professor Dame Hazel Genn, Vice-President (External Engagement)
For Minute 29: Ms Kirsty Walker, Director of Media Relations
For Minute 29: Ms Susan Acland-Hood, Permanent Secretary to the Department for Education
For Minute 29: Mr Vishal Patel, Private Secretary at Department for Education
For Minutes 31-32: Ms Elizabeth Francis, Director Financial Planning & Analysis
For Minutes 31-32: Ms Kate Pearce, Director Finance Business Partnering
For Minutes 31-32; 35: Mr Matthew Swales, Director Finance Services
For Minutes 33-34: Mr Kevin Argent, Director of Estates Development
For Minutes 33-34: Mr Chris Shore, Director, Capital Projects
For Minute 34: Mr Andrew Dick, Director of the UCL Institute of Ophthalmology
For Minute 34: Ms Rachel Fishwick, Head of Strategic Partnerships for the Faculties of Brain Sciences and Population Health Sciences
For Minute 34: Mr Martin Greenhalf, UCL Project Director for Oriel; Consultant at Turner and Townsend
For Minute 34: Mr Adam Harman, UCL Property
For Minute 34: Mr Zak Patel, Head of Finance, Capital & Infrastructure Projects
For Minute 34: Professor Alan Thompson, Dean of the Faculty (Brain Sciences)
For Minute 36: Dr Matthew Blain, Chief People Officer

For Minute 36: Ms Hayley Ramsay, Deputy Head of Safety Services

For Minute 37: Ms Clare Foyle, Planning Manager

For Minute 37: Mr Dean Stokes, Director of Planning

Observers:

Ms Tina Harris

Ms Tania Holt

Officer(s):

Ms Anne Marie O'Mullane, Interim Secretary to Council

Ms Olivia Whiteley, Governance Officer

Part I: Preliminary Business

24. Operation of the Meeting

24.1. Owing to the ongoing 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 enable all members to see and hear each other simultaneously. Decisions would be ratified by Chair's Action after the meeting.

24.2. Notwithstanding that the meeting was being held by video conference, 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.

25. Introduction

25.1. The Chair of Council welcomed Ms Tina Harris and Ms Tania Holt as observers to the meeting. They would be joining Council on 1 January 2022.

25.2. The Chair of Council welcomed Ms Charu Gorasia, Chief Financial Officer, to her first meeting in her role as Chief Financial Officer, which she was attending as part of her induction.

26. Declaration of Interests

26.1. Notwithstanding that they were participating in discussions via video conference instead of in person, the Chair reminded Council members of their obligations to declare the nature and extent of their interests (direct or indirect) in any proposed or existing transaction or arrangement with UCL, and each Council member present confirmed that he/she had no interest in any way in the matters to be considered at the meeting.

26.2. There were no new interests declared.

27. Minutes of the last meeting (2-01)

27.1. Council approved the minutes of the meeting held on 22 October 2021 subject to the following amendments being made:

- a. Exempt from publication, please see confidential minutes.
- b. Exempt from publication, please see confidential minutes.
- c. Exempt from publication, please see confidential minutes.
- d. Exempt from publication, please see confidential minutes.
- e. Exempt from publication, please see confidential minutes.

Part II: Strategic Items for Discussion

28. Confidential: Provost's Report to Council (2-02)

28.1. Exempt from publication, please see confidential minutes.

28.2. Exempt from publication, please see confidential minutes.

28.3. Exempt from publication, please see confidential minutes.

29. Confidential: Current Government policy landscape and implications for universities (2-03)

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.

29.4. Exempt from publication, please see confidential minutes.

29.5. Exempt from publication, please see confidential minutes.

29.6. Exempt from publication, please see confidential minutes.

29.7. Exempt from publication, please see confidential minutes.

30. Update on UCU industrial action

30.1. Dr Michael Spence, President and Provost, presented an oral update on UCU industrial action. The following key points were raised:

- a. UCU were re-balloting on the proposed changes to the Universities Superannuation Scheme (USS) between 6 December 2021 and 14

December 2021. Unison were also balloting for strike action on pay between 6 December 2021 and 28 January 2022. These two issues were national issues over which UCL had little control.

- b. Last academic year there had been a national pay bargaining award of a 1.5% increase which was awarded on 1 August 2021. UCL had budgeted for a 2% increase; the remaining 0.5% was invested into the London Living Allowance with an increase of 7.8%. It had been argued by the University and College Union and UNISON that the pay award was below inflation and therefore constituted a pay cut.
- c. An initial period of UCU Industrial action would take place between 1 – 3 December 2021. Action Short of Strike would also take place and would have a longer duration; staff would confine themselves to contractual obligations. For this first period, it has been agreed that Staff who undertook Action Short of Strike would not face deductions from their salary. This would be kept under review.
- d. UCL was keen that students' assessment and award of qualifications were not impacted. The Vice-Provost (Faculties) and Vice-President (Operations) were leading a group to plan for and oversee mitigating actions.

30.2. The following points were raised in discussion:

- a. In response to a query, Mr Osman Teklies, Union Affairs Officer, advised that the Union Executive meeting had reached the difficult decision not to support the strike and to support mitigation activity.

30.3. Council noted the update on UCU industrial action.

31. Confidential: Forecast 1 2021/22 (2-04)

31.1. Exempt from publication, please see confidential minutes.

31.2. Exempt from publication, please see confidential minutes.

31.3. Exempt from publication, please see confidential minutes.

32. Confidential: Annual Report and Financial Statements (including Audit Committee Report)

Confidential: External Audit Report and Management Representation Letter for year ending 31 July 2021 (2-05)

32.1. Exempt from publication, please see confidential minutes.

Confidential: Statement on Going Concern (2-06)

32.2. Exempt from publication, please see confidential minutes.

32.3. Exempt from publication, please see confidential minutes.

Confidential: Annual Report and Financial Statements (2-07)

- 32.4. Exempt from publication, please see confidential minutes.
- 32.5. Exempt from publication, please see confidential minutes.
- 32.6. Exempt from publication, please see confidential minutes.

Audit Committee Annual Report 2020-21 (2-08)

- 32.7. In the absence of the Chair of Audit Committee, Mr Turlogh O'Brien, member of Audit Committee, introduced the Audit Committee Annual Report 2020-21. The following key points were made during the presentation:
 - a. Audit Committee found the process for drawing up the accounts to be sound and could be relied upon. Audit Committee met privately with EY who had been satisfied that there had been full cooperation with the audit process. Audit Committee considered the draft opinion, the management representation letter, and the corporate governance statements.
 - b. Audit Committee were satisfied that there were adequate and effective internal controls in place during the year for:
 - i. risk management, control and governance;
 - ii. economy, efficiency and effectiveness (VFM);
 - iii. the management and quality assurance of data submitted to HESA, and other bodies; and
 - iv. corporate governance.
 - c. KPMG had prepared a report which was attached as an appendix to the Audit Committee Report. The Head of Internal Audit Opinion was that 'significant assurance with minor improvement opportunities' could be given on the overall adequacy and effectiveness of the organisation's framework of governance, risk management and control.
- 32.8. The following key point was made during the discussion:
 - a. In response to a question, the Vice-President (Operations) confirmed that room had been made on the audit programme for department-level audits. UCL East audit on financials would be put back a year as it was not quite ready yet for review. A management review of the Transforming Our Professional Services (TOPS) programme would be undertaken; a review could be undertaken by KPMG if found necessary.
- 32.9. Council received the Audit Committee Annual Report.

33. Confidential: Unpausing the Capital Programme (2-09)

- 33.1. Exempt from publication, please see confidential minute.
- 33.2. Exempt from publication, please see confidential minute.
- 33.3. Exempt from publication, please see confidential minute.

34. Confidential: Oriel (UCL Institute of Ophthalmology / Moorfields Eye Hospital collaboration) (2-10)

- 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.

35. Confidential: Debt Financing: LIBOR Transition (2-11)

- 35.1. Exempt from publication, please see confidential minutes.
- 35.2. Exempt from publication, please see confidential minutes.
- 35.3. Exempt from publication, please see confidential minutes.
- 35.4. Exempt from publication, please see confidential minutes.
- 35.5. Exempt from publication, please see confidential minutes.
- 35.6. Exempt from publication, please see confidential minutes.
- 35.7. Exempt from publication, please see confidential minutes.
- 35.8. Exempt from publication, please see confidential minutes.

36. Workplace Health and Safety

Workplace Health and Safety Standing Report (2-12)

- 36.1. Dr Matthew Blain, Chief People Officer, introduced the paper which provided a summary of occupational safety and health metrics and performance for October 2021. The following points were highlighted during the presentation:
 - a. Following the incident in the MRC Prion Diseases (Brain Sciences), a call was held between Safety Services and Health and Safety Executive (HSE) and following this and supporting information provided by the Department, the HSE were satisfied with the response taken and no further actions would be taken by the HSE.
 - b. Following a fire in a laboratory, a full investigation had been undertaken by the Fire Services Team to identify lessons learnt. An action plan of the recommendations had been produced and work was being led by Estates to resolve the actions.
 - c. There were two possible covid outbreaks on campus in this period, both linked to social events; transmission was limited.

- d. Counter Terrorism and Security Officers (CTSO) would be conducting an on-site inspection of the security of UCL's holdings of dangerous substances. No formal report had been received yet.

36.2. The following points were raised in discussion:

- a. In response to a question on whether advice had been provided to heads of academic units that they could release results of the investigation where appropriate, the Chief People Officer confirmed that the results of the investigation could be released as the main purpose of investigations was to learn lessons and prevent future incidents. The Chief People Officer would double check whether this advice had been provided to heads of academic units.
- b. It was suggested that stress management standards be introduced. This would require departments to produce action plans. The Chief People Officer advised that this suggestion would be considered further.

36.3. Council received the Workplace Health and Safety Report.

Health and Safety Committee Annual Report 2020/21 (2-13)

36.4. Council received the Health and Safety Committee Annual Report 2020/21.

37. Strategic Risks (2-14)

37.1. Ms Fiona Ryland, Vice-President (Operations), introduced the paper which set out an update on UCL's risk profile, including the latest Strategic Risk Register and Covid-19 Risk Register.

37.2. The following points were raised in discussion:

- a. In response to a question, the Vice-President (Operations) advised that the description of a risk as intolerable (post-mitigation) refers to how serious the risk was and how difficult the risk was to mitigate. This rating was deemed appropriate in relation to strike activity and how serious the dispute was and how difficult it was to resolve it.
- b. In response to a question on whether the carbon cost of new building was being built into the Net Zero Carbon Plan, the Vice-President (Operations) advised she would follow up after the meeting with an answer to that question.
- c. Risks were presented as siloed from each other. Yet, for example, the financial model, investment needs and net zero carbon were all connected.

37.3. Council received the update on UCL's risk profile.

38. Confidential: Committee Reports

38.1. Exempt from publication, please see confidential minutes.

Part III: Other Business for Approval or Information

39. Prevent Monitoring: Accountability and Data Return 2021 (2-15)

- 39.1. Council approved the Chair of Council signing the Prevent Accountability Declaration for submission along with the workbook to the Office for Students (OfS).

40. Retrospective Re-Election of the Vice-Chair of Council (2-16)

- 40.1. Council approved the retrospective re-election of Baroness Valentine as Vice-Chair of Council from 1 October 2020 until 31 July 2022.

41. Nominations to Vice-Provost and Vice-President Selection Panels (2-17)

- 41.1. Council deferred consideration of the proposed process for appointing Council members to Vice-Provost and Vice-President recruitment panels until the next Council meeting.

42. Confidential: Branding Requests (2-18)

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

43. Sealing Arrangements (2-19)

- 43.1. Council approved the passing of the following resolution:

a. It is RESOLVED THAT:

The temporary arrangements for sealing set out in Appendix 1 of the Regulations for Management which were approved by Council on 17 April 2020 and extended on 14 June 2021, as set out in the attached Regulations in Annex 1, are extended until 30 September 2022.

44. To approve the following Academic Units

Arts & Sciences (2-20)

- 44.1. Council approved the establishment of UCL Arts and Sciences (UASc) as an academic unit of UCL as defined in Statute 10, assigned to the Faculty of Arts and Humanities, with effect from 1 September 2022.

Bartlett departments (2-21)

- 44.2. Council approved the establishment of the following as academic units of UCL as defined in Statute 10, assigned to The Bartlett, Faculty of the Built Environment, with effect from 1 January 2022:

- a. The Bartlett Centre for Advanced Spatial Analysis (CASA);
b. The Bartlett School of Architecture (BSA);

- c. The Bartlett School of Sustainable Construction (BSSC);
- d. The Bartlett School of Environment, Energy and Resources (BSEER);
- e. The Bartlett Development Planning Unit (DPU);
- f. The Bartlett School of Planning (BSP);
- g. UCL Institute for Global Prosperity (IGP);
- h. UCL Institute for Innovation and Public Purpose (IIPP);
- i. UCL Urban Laboratory (UL).

Global Business School for Health (2-22)

- 44.3. Council approved the establishment of the Global Business School for Health (GBSH) as an academic unit of UCL as defined in Statute 10, assigned to the Faculty of Population Health Sciences, with effect from 10 January 2022.

45. Confidential: Honorary Degrees and Fellowships Committee Recommendations (2-23)

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

46. Change to the Terms of Reference of Remuneration and Human Resources Strategy Committee (2-24)

- 46.1. Council approved the proposed changes to the Terms of Reference of the Remuneration and Human Resources Strategy Committee with immediate effect.

47. Changes to the Regulations for Management (2-25)

- 47.1. Council approved the proposed changes to the Regulations for Management.

48. Strategic Plan 2022-2027 Consultation (2-26)

- 48.1. Council received the update on the launch of the consultation process for the Strategic Plan 2022-27, prior to more detailed discussion at the extraordinary meeting of Council in December.

49. To receive the following Annual Reports:

Confidential: Nominations Committee Annual Report (2-27)

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

Confidential: Investments Committee Annual Report (2-28)

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

Confidential: Remuneration and Human Resources Strategy Committee Annual Report (2-29)

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

50. To receive the following reports:

Annual Assurance on Quality and Standards (2-30)

- 50.1. Council received the report and noted the assurance of compliance with the Office for Students (OfS) conditions as described.

Confidential: Litigation Summary (2-31)

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

OfS Standing Report (2-32)

- 50.3. Council noted the OfS Standing Report.

Confidential: UCL Seal Report (2-33)

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

Action Taken by the Chair Report (2-34)

- 50.5. Council received a report on action taken by the Chair since the last report to Council. In accordance with discussions at the Council meeting of 22 October 2021, the following action had been taken by the Chair:
- a. Approved the minutes of the meeting held on 13 September subject to a number of changes being made.
 - b. Approved the reporting of the Strategic Risk Register to Council on a twice-yearly basis with changes to UCL's risk profile being reported via the Provost's Report to Council.
 - c. Approved the appointment of Ms Tina Harris as a member of Audit Committee from 1 January 2022 for the duration of her term as a Council member.
 - d. Approved the appointment of Ms Christine Ohuruogu as a member of Nominations Committee from 1 January 2022 for the duration of her term as a Council member.
 - e. Approved the proposed changes to the Constitution of Honorary Degrees and Fellowships Committee with immediate effect.
 - f. Approved the proposed change to the Constitution of Nominations Committee.
 - g. Approved the proposed changes to the Regulations for Management.

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

Confidential: Council Business Plan 2021/22 (2-35)

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

51. Committee Minutes

Confirmed minutes Academic Board, 2 June 2021 (2-36)

- 51.1. Council received the confirmed minutes of the Academic Board meeting held on 2 June 2021.

Confidential: Confirmed minutes Academic Board, 15 July 2021 (2-37)

51.2. Exempt from publication, please see confidential minutes.

Confidential: Confirmed minutes Audit Committee, 11 June 2021 (2-38)

51.3. Exempt from publication, please see confidential minutes.

Confidential: Confirmed minutes Audit Committee, 22 October 2021 (2-39)

51.4. Exempt from publication, please see confidential minutes.

Confidential: Unconfirmed minutes Audit Committee, 16 November 2021 (2-40)

51.5. Exempt from publication, please see confidential minutes.

Confidential: Confirmed minutes Finance Committee, 14 June 2021 (2-41)

51.6. Exempt from publication, please see confidential minutes.

Confidential: Confirmed minutes Finance Committee, 6 October 2021 (2-42)

51.7. Exempt from publication, please see confidential minutes.

52. Date of the next meeting

52.1. The date of the next meeting of Council would be 9 December 2021 (additional meeting TBC).

Anne Marie O'Mullane
November 2021