



# **COUNCIL MEMBER HANDBOOK**

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## Preface

- i. This document is intended to assist you with your duties and responsibilities as a UCL Council member. The document will sign-post you to further documentation/information contained in the briefing pack or web-links on the UCL website.
- ii. We hope that you find this guidance helpful. If you have any questions in relation to its contents, or if any aspect of your role as a member of UCL Council is unclear, please feel free to contact Anne Marie O'Mullane, Interim Secretary to Council ([a.omullane@ucl.ac.uk](mailto:a.omullane@ucl.ac.uk)).

## 1. A Brief History of UCL

- 1.1. Founded in 1826 in the heart of London, UCL was established to open up education in England for the first time to students of any race or religion, becoming the first university in London. In 1836, London University was incorporated by Royal Charter under the name University College, London and UCL became one of the two founding colleges of the University of London, which was granted a Royal Charter in the same year. In 1878 UCL became the first university in England to admit women on equal terms to men.
- 1.2. In 1900, the University of London was reconstituted as a federal university with new statutes drawn up under the University of London Act 1898. UCL, along with a number of other colleges in London, became a school of the University of London. While most of the constituent institutions retained their autonomy, UCL was merged into the University in 1907 under the University College London (Transfer) Act 1905 and lost its legal independence.
- 1.3. In 1977, a new charter restored UCL's legal independence, although still without the power to award its own degrees. Under this charter the college became formally known as University College London. In 1993, a reorganisation of the University of London meant that UCL and other colleges gained direct access to government funding and the right to confer University of London degrees. In 2005, UCL was granted degree awarding powers and became known as UCL rather than the formal title: University College London.
- 1.4. The main campus is located in Bloomsbury in central London although UCL has a number of sites across London, including a new site, UCL East, which is in development at Stratford.

- 1.5. UCL has undergone mergers with several institutions, including with the Institute of Archaeology (in 1986), Institute of Ophthalmology (in 1995), Institute of Child Health and the School of Podiatry (in 1996), Institute of Neurology (in 1997), the Royal Free Hospital Medical School (in 1998), the Eastman Dental Institute (in 1999), the School of Slavonic and East European Studies (in 1999), the School of Pharmacy (in 2012) and the Institute of Education (in 2014).
- 1.6. Further information about the key dates in UCL's history is available at the following links:
- [History of UCL](#)
  - [About UCL](#)

## **2. Council's Powers and Responsibilities**

- 2.1. UCL was established and is governed by a Royal Charter, which grants UCL Council, as UCL's governing body, the power to manage and administer the property of UCL and to conduct its affairs; subject to the advice of the Academic Board on matters of academic policy. Council approves UCL's mission and strategic vision and its long-term academic and business plans. Council delegates authority to the Provost, as chief executive, for the academic, corporate, financial, estate and human resources management of UCL. As a charity, UCL is also regulated by charity law, with the Office for Students (OfS) its principal regulator.
- 2.2. UCL Council has a responsibility to follow at all times the UCL Charter and Statutes and the Regulations for Management, which are UCL's instruments of governance. Council's powers and duties (also named Council's Terms of Reference) are set out in Statute 6:

1. The Council shall conduct the general business of the College consistently with the provisions of the Charter and these Statutes and of the Statutes and Ordinances of the University insofar as these are relevant.

2. Subject to the Charter and these Statutes, the Council, in addition to all other powers vested in it, shall have the following powers: Provided that the Council shall not make any decision on any question of educational policy or make Regulations on any matter having academic implications until the Academic Board has had an opportunity of expressing an opinion on such question or matter and until the Council has considered any opinion so expressed.

A. To govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the College and for these purposes to appoint Bankers and any other officers or agents whom it deems expedient to appoint.

B. To prescribe by Regulation the conditions for the admission of Students to the College.

C. To prescribe by Regulation the conditions as to the discharge of any liabilities of Students to the College under which Students shall be permitted to pursue their studies in College.

D. To suspend the College registration of Students for failure to comply with any conditions prescribed by Regulations under sub-paragraph (C) of this paragraph, and, in the case of Students of the University, to inform the University accordingly.

E. To determine fees, subscriptions and deposits.

F. To provide courses of instruction for Students and facilities for research and such other educational services as the Council shall deem to be desirable or expedient.

G. To prescribe the conditions governing the award of exhibitions, scholarships, bursaries, studentships, medals and prizes.

H. To promote and maintain a Students' Union for the benefit of Students of the College.

I. To prescribe by Regulation the conditions for the use and custody of the Seal.

J. From time to time at any Meeting of the Council to make, alter or revoke Regulations for the conduct of the business or affairs of the College: Provided that notice of an intention to propose any amendment to or revocation of the existing Regulations or the making of any new Regulations shall have been given in the notice calling such a Meeting.

K. To appoint the Provost and other Officers of the College, the Dean of Students, all Members of the Academic Staff and the Staff of the College upon such conditions as the Council may think fit.

L. To do all such acts and things as are necessary for the transaction of the business of the College or the furtherance of its objects.

3. Subject to the conditions or provisions, if any, attached by the donor to any gift from which the same are derived moneys and funds of the College may be invested in such stocks, funds, shares or securities and investments as the Council shall from time to time think fit, whether within the United Kingdom of Great Britain and Northern Ireland or not, including the purchase of land of any tenure or any interest therein in the said United Kingdom: Provided that in the case of moneys and funds held by the

College as trustees the powers conferred by this Statute shall be exercised subject to the provisions of the law relating to investment by trustees.

4. A. Subject to the proviso of sub-paragraph (B) below, to enter into any interest rate swap, any option to enter into an interest rate swap or any cap, collar, ceiling or floor in relation thereto, any forward rate agreement or any other hedging agreement similar in form or effect to the foregoing (each such agreement referred to hereinafter as a 'Hedging Agreement')

B. To determine from time to time the terms and conditions upon which a Hedging Agreement is entered into and to vary such terms and conditions, provided always that:

- i. entry into a Hedging Agreement is either:
  - a. a term or condition upon which money is borrowed or loan stock issued or subscribed for, or
  - b. otherwise entered into at the time of entering into borrowing or issue of or subscription for loan stock, and the sum of the notional principal amount of that Hedging Agreement shall not exceed the amount of monies required from time to time to repay such borrowing or to redeem or purchase such loan stock; or
- ii. the purpose and effect of entering into a Hedging Agreement is to hedge, vary or otherwise modify any financial arrangement which the College has entered into or is to enter into or the rights and obligations of the College under any such financial arrangement and the sum of the notional principal amount of the Hedging Agreement entered into pursuant to this sub-paragraph 4 (B) (ii) shall not exceed the notional principal amount of the financial arrangement or Hedging Agreement originally entered into and provided further that, at the time the terms of the Hedging Agreement are agreed, the effective rate of interest when the borrowing or issue of or subscription for loan stock and such Hedging Agreement are considered together will not exceed, in the opinion of the Council of the College, the market rate of interest for borrowing of similar amount and on similar terms prevailing at that time.

5. A. Where there is any delegation, according to provisions of the Charter, the Council shall:

- i. Inform the delegate in writing of the limits of the Council's powers.

- i. Lay down a detailed policy in writing for the performance of the function, duty or responsibility and inform the delegate in writing of any changes thereto as soon as reasonably practical.
- ii. Ensure that the terms of the delegated authority are clearly set out in writing to the delegate.
- iii. Ensure that they are kept informed and review on a regular basis the exercise by the delegate of his or her delegated authority.

B. Where any delegation is made it shall be on terms that:

- i. The delegate shall comply with the terms of his or her delegated authority.
- ii. The delegate shall not do anything that the Council does not have power to do.
- iii. The Council may wish with reasonable notice to revoke the delegation or vary any of its terms in a way which is consistent with this part.
- iv. The Council may give directions to the delegate as to the manner in which he or she is to report to it the exercise of his or her delegated authority.

C. The Council shall not delegate their power either to make Regulations in accordance with the foregoing sub-paragraph (2) (J) or to reach a decision under paragraph 10(2) of Statute 18.

2.3. Council's Primary Responsibilities (see 'Useful Links' below) are set in accordance with UCL's Charter and Statutes.

**Useful Links:**

- [Council's Statement of Primary Responsibilities](#)
- [UCL's Delegation Framework](#)
- [Council's Schedule of delegated powers](#)
- [Charter and Statutes](#)
- [Regulations for Management](#)
- [OfS document: Office for Students, Terms and conditions of funding for higher education institutions](#)
- [Charity Information](#)
- [CUC Higher Education Code of Governance](#)
- [UCL Annual Report, Financial Statements and Investment Portfolios](#)

**3. The Role of the Office for Students**

3.1. Established by the Higher Education and Research Act 2017, the Office for Students (OfS) is an independent public body of the Department for Education acting as the regulator and competition authority for the higher education sector in England. It



replaced the Higher Education Funding Council for England and the Office for Fair Access in January 2018.

- 3.2. The objectives of the OfS are:
- All students, from all backgrounds, with the ability and desire to undertake higher education, are supported to access, succeed in, and progress from higher education.
  - All students, from all backgrounds, receive a high quality academic experience, and their interests are protected while they study or in the event of provider, campus or course closure.
  - All students, from all backgrounds, are able to progress into employment, further study, and fulfilling lives, and their qualifications hold their value over time.
  - All students, from all backgrounds, receive value for money.
- 3.3. All higher education providers in England are required to register with the OfS in order to be eligible to:
- Award degrees
  - Access student loans
  - Apply for research grant funding (through research councils and Research England) and teaching grant funding
  - Use 'university' or 'university college' in the title
  - Hold a Tier 4 sponsorship licence to recruit international students.
- 3.4. UCL registered with the OfS in July 2018. The registration of all providers is subject to ongoing conditions.
- 3.5. The OfS monitors all providers' compliance with the conditions on an ongoing basis by using information gathered from lead indicators, reportable events and other intelligence and sources of information. The OfS also undertakes random sampling of around 5 % of providers each year for a monitoring visit as well as enhanced desk-based monitoring based on its risk assessment carried out on registration.
- 3.6. The OfS can impose a range of sanctions on a provider for breaches of conditions of registration:
- Enhanced monitoring or investigation
  - Monetary penalties
  - Suspension of registration with the OfS
  - Deregistration.
- 3.7. The conditions of registration with the OfS are as follows:
- A1-A2: Access and participation plan
  - B1-B5: Quality and standards
  - B6: Teaching Excellence and Student Outcomes Framework participation
  - C1: Guidance on consumer protection law

- C2: Student complaints scheme
- C3-C4: Student protection plan
- D: Financial viability and sustainability
- E1: Public interest governance
- E2: Management and governance
- E3: Accountability
- E4: Notification of changes to the Register
- E5: Facilitation of electoral registration
- F1: Transparency information
- F2: Student transfer arrangements
- F3: Provision of information to the OfS
- F4: Provision of information to the designated data body
- G1: Mandatory fee limit
- G2: Compliance with terms and conditions of financial support
- G3: Payment of OfS and designated body fees
- Z3: Temporary provisions for sector stability and integrity

- 3.8. The OfS stipulates that the provider's governing body has the ultimate responsibility for ensuring compliance with the conditions. At UCL, Council as the governing body has this responsibility. Council receives a report at each meeting on UCL's compliance with the OfS Regulatory Framework including the Reportable Events that have been reported since the last council meeting and information that has been requested by the OfS as part of their continued monitoring of the ongoing conditions of registration for UCL.
- 3.9. Council is solely responsible for ongoing compliance with conditions of E1, E2, E3, E4 and F3. Condition E1 requires the provider's governing documents must uphold the public interest governance principles that are applicable to the provider. Condition E2 requires the provider must have in place adequate and effective management and governance arrangements to:
- Operate in accordance with its governing documents.
  - Deliver, in practice, the public interest governance principles that are applicable to it.
  - Provide and fully deliver the higher education courses advertised.
  - Continue to comply with all conditions of its registration.
- 3.10. Condition E3 requires that the governing body of a provider must:
- Accept responsibility for the interactions between the provider and the OfS and its designated bodies.
  - Ensure the provider's compliance with all of its conditions of registration and with the OfS's accounts direction.
  - Nominate to the OfS a senior officer as the 'accountable officer' who has the responsibilities set out by the OfS for an accountable officer from time to time.

- 3.11. Condition E4 requires that the governing body of the provider must notify the OfS of any change of which it becomes aware which affects the accuracy of the information contained in the provider's entry in the OfS Register.
- 3.12. Condition F3 requires that the governing body provide the OfS, or a person nominated by the OfS, with such information as the OfS specifies at the time and in the manner and form specified and permit verification of that information and take steps to cooperate with any monitoring or investigation by the OfS.

**Useful Links:**

- [The OfS regulatory framework](#)
- [Document on the OfS regulatory framework](#)
- [Public Interest Governance Principles](#)

## **4. How Council Operates**

### **Meeting Dates**

- 4.1. The Council normally meets seven times each year. In addition, the Council holds an annual strategic away day, which is also attended by members of the Provost's SMT. Dates of Council meetings are published on the [Council meetings webpage](#).
- 4.2. Dates for each academic year are confirmed by Council in the penultimate or final meeting of the previous academic year. The dates are added to the [Council webpage](#) once approved.
- 4.3. During the current pandemic UCL has moved to virtual meetings. Council is conducting meetings on Zoom in order that Council members can see and hear each other simultaneously in line with [Charity Commission](#) guidance on convening a meeting in the absence of provisions on virtual meetings in UCL's statutes. Decisions of Council are ratified after the meeting using Chair's Action to ensure their validity.

### **In Advance of the Meeting**

- 4.4. Papers are circulated electronically via Convene board management software a week in advance of the meeting. The Secretariat will provide training to new members on how to use Convene.
- 4.5. Apologies for absence should be submitted to Anne Marie O'Mullane, Assistant Secretary to Council ([a.omullane@ucl.ac.uk](mailto:a.omullane@ucl.ac.uk)).
- 4.6. Meeting agendas are sub-divided into three parts: Part I (Preliminary Business); Part II (Matters for Discussion); and Part III (Other Business for Approval or Information).

When the papers are circulated, members of Council are invited to notify the Secretary should they wish to raise an item in Part III, otherwise not intended for discussion, as a substantive matter.

- 4.7. Council members may propose agenda items for addition to an upcoming meeting agenda or future meeting agenda to the Chair and/or Secretary to Council. These requests will not be unreasonably declined, however, ultimately it will be the decision of the Chair of Council.

### **At the Meeting**

- 4.8. Meetings usually take place in the Council meeting room in the South Wing and run in the afternoon with a break half-way through. After the meeting, the Chair of Council may decide to hold a private meeting with only the members of Council in attendance.
- 4.9. The quorum for Council is 10 members of Council, including at least 5 external members of Council (UCL Statutes 5(4)).
- 4.10. Council members declare any interest they have in items on the agenda for a meeting of Council at the commencement of the meeting.

### **After the Meeting**

- 4.11. The official record of Council meetings is the minutes of the meeting. The business of Council is categorised as either Confidential/Reserved business or Open business.

## **5. Council Effectiveness Review**

- 5.1. Council periodically undertakes a governance effectiveness review in line with the requirements of the Committee of University Chairs (CUC) Guide for Members of Higher Education Governing Bodies in the UK; this normally takes place every four years. The last effectiveness review took place in 2020 with management consultancy Halpin Partnership appointed to undertake the review (see 'Useful Links' for further details including the resulting report).

### **Useful Links:**

- [Council Effectiveness Review 2020](#)

## 6. Council Membership

- 6.1. The Council has 20 members comprising 3 Ex Officio members, 11 Appointed members and 6 Elected members. The 11 Appointed members must not employees of UCL or students and are appointed by Council. Three of the Elected members are Professors elected by and from the professorial members of Academic Board. Three of the Elected members are non-professorial academic staff elected by and from the elected non-professorial academic staff members of Academic Board.

### Membership 2021-22

- 6.2. Dates in brackets to the right-hand side of a Council member's name indicates length of continuous service in years. Length of service is not indicated for *ex officio* members.
- 6.3. The Chair is appointed from among the Council's Appointed Members for a term of office to be determined by the Council. The term of office of the Chair shall not normally exceed five years.

#### ***Ex Officio***

**President and Provost** – Dr Michael Spence AC

**Education Officer, Students' Union UCL** – Mr Ayman Benmati

**Union Affairs Officer, Students' Union UCL** – Mr Osman Teklies

#### **Appointed**

##### **Eleven members (not employees of UCL or students), appointed by Council:**

- Mr Dominic Blakemore (since 2015)
- Mr Victor Chu CBE (Chair, since 2019)
- Ms Tina Harris (since 2022)
- Ms Tania Holt (since 2022)
- Ms Lindsay Nicholson MBE (since 2014)
- Mr Turlogh O'Brien CBE (since 2018)
- Ms Christine Ohuruogu MBE (since 2022)
- Lord (John) Sharkey (since 2017)
- Mr Justin Turner QC (since 2017)
- Baroness (Jo) Valentine (2014-2022)
- Ms Sarah Whitney (since 2017)

#### **Elected**

**Three Professors elected by and from among the professorial members of Academic Board:**

- Professor Stephanie Bird (since 2021)
- Professor Jon Butterworth (since 2021)
- Professor Ralf Schoepfer (since 2020)

**Three non-professorial academic staff elected by and from among the elected non-professorial academic staff members of Academic Board:**

- Dr Alun Coker (since 2019)
- Dr Martin Fry (since 2020)
- Professor Helen Roberts (since 2019)

**Interim Secretary** – Ms Anne-Marie O’Mullane

**Useful Links:**

- [Council membership](#)

**7. UCL Council Members’ Role**

7.1. UCL was established and is governed by a Royal Charter, which grants UCL Council, as UCL’s governing body, the power to manage and administer the property of UCL and to conduct its affairs. UCL is an exempt charity under the terms of the Charities Act 2011, Schedule 3 (Statutory Instrument 1978, number 453). This status means that UCL is not required to register with the Charity Commission and as a consequence, UCL does not have a charitable number. It also means the Charity Commission is not UCL’s principal regulator. Our principal Regulator, the Office for Students, is charged with monitoring UCL’s compliance with charity law obligations. However, as a charity UCL must adhere to charity law and could be investigated by the Charity Commission if the Office for Students requested the Charity Commission to do so. UCL’s Council which is the board of trustees for the purpose of charity law has a set of legal responsibilities it must comply with. There needs to be adequate and effective arrangements for providing assurance to UCL Council that UCL:

- delivers its charitable purposes for the public benefit (all charities)
- submits the information the OfS requires in its role as the principal regulator of exempt charities.

7.2. All Council members are under a legal obligation as trustees to exercise their responsibilities in the interests of UCL as a whole, rather than as representatives of any particular constituency. Members must not put themselves under any obligation, financial or otherwise, to other individuals or organisations that might seek to influence them in the performance of their duties as members of UCL’s Council. Any line-management relationship that exists between Council members should be set aside within the context of carrying out Council business.

7.3. Members whose views are not consistent with the decisions of the governing body should abide by the principle of collective decision making and avoid putting specific

interests before those of the institution. Individually they must not make any agreement for which they do not have authority.

- 7.4. Members bring to the Council's deliberations a wide range of experience, expertise and knowledge and are expected to apply independence, objectivity and balanced and disinterested judgement to these deliberations. In addition, the qualities expected of Council members include:
- a commitment to UCL and its mission;
  - independence and objectivity;
  - the ability to understand and analyse complex issues in the world of contemporary higher education;
  - the ability to engage in constructive debate and decision-making at a strategic level; and
  - an understanding of the distinction between governance and management.
- 7.5. The Council's members have a major part to play in shaping UCL's strategy through developing an understanding of the issues affecting UCL as a whole, and contributing to UCL's effective governance. The management of UCL's activities within the strategic framework set by Council is the responsibility of the Provost and those staff to whom UCL's governing documents and the Provost delegates authority.
- 7.6. As part of their initial briefing, new external members of Council are provided with suggestions for how they may like to develop and sustain an engagement with the life of UCL, beyond the formal meetings of Council, in ways best suited to their particular interests and knowledge of UCL and the responsibilities of Council.
- 7.7. Council members are asked to make every effort to attend all Council meetings and the Council Away Day. We organise a series of lunch events for Council members hosted by UCL faculties/departments, which take place on Council meeting days, as well as social time after Council meetings; these will not take place while social distancing measures are in force but will resume once measures are sufficiently relaxed. The Chair of Council's Annual Dinner ordinarily takes place on the evening of the July Council meeting. Members are also regularly invited to UCL graduation ceremonies, inaugural and public lectures and other UCL events.
- 7.8. Certain external members of Council – notably the Chair, the Vice-Chair and the Treasurer – are *ex officio* members of various other UCL committees; there are also a number of places for other external members of Council to serve on these and/or other UCL committees. UCL recognises that the external member's role requires a significant commitment of time – and that external members will often have demanding professional and other commitments outside UCL. It is expected nevertheless that external members will normally feel able to serve on at least one other formal UCL committee in addition to Council.

## Useful Links:

- [Charity Commission for England and Wales](#)
- [Committee of University Chairs \*Higher Education Code of Governance\*](#)
- [Office for Students \*Terms and Conditions of funding for higher education institutions\*](#)
- [Information about UCL's charity status](#)

## 8. Duties and Responsibilities of Council Members

- 8.1. It is essential that Council members are not disqualified from being trustees. The full list of disqualifications is listed in the starter declaration form, which members are asked to sign on joining Council to confirm their willingness and fitness to act as Trustees. The Secretariat will also carry out a series of checks of open registers, such as Companies House, as well as internet searches, to verify that there is no information that contradicts the declaration.
- 8.2. UCL is regulated by the Office for Students (OfS) and, as part of the OfS regulatory requirements, members of governing bodies must be fit and proper persons. A fit and proper person:
- is of good character;
  - has the qualifications, competence, skills and experience that are necessary for their role;
  - is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed;
  - has not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.
- 8.3. All members of Council are subject to the same duties when acting in their capacity as Council members. The key duties that Council members have are:
- ensure UCL is carrying out its purposes for the public benefit;
  - comply with UCL's governing document (Charter and Statutes) and the law;
  - act in UCL's best interests;
  - manage UCL's resources responsibly;
  - act with reasonable care and skill; and
  - ensure UCL is accountable.
- 8.4. As a member of the Council you must ensure that UCL carries out its charitable purposes and no other purposes. The purposes must also benefit the public. As charity trustees, Council members must ensure UCL funds are only spent on its charitable purposes and no other purposes.



- 8.5. Council members must make decisions in line with its governing document, comply with charity law and any other legal requirements. Charity trustees should read relevant advice and seek advice when needed. Council members are advised to read [Charity Commission guidance CC3a, Charity trustee: what's involved](#).
- 8.6. Council members must act in UCL's best interests. When making decisions you must decide what will best enable UCL to fulfil its purposes. Decisions must be adequately informed and a balance struck between short-term and long-term consequences.
- 8.7. It is your responsibility to avoid potential or actual conflicts between your duties to UCL as a whole and your personal interests or your duties to others. This includes any duties owed to other UCL-related bodies. Where a conflict cannot be avoided it must be managed appropriately.
- 8.8. The Council maintains a Register of Interests of all its members and officers, which is available for public scrutiny. All Council members are required to keep their Register entry up to date and to declare any interests they have in items on the agenda for a meeting of Council at the commencement of the meeting.
- 8.9. Where a potential conflict arises, you must disclose the conflicting interests to the Council in sufficient detail for the Council to be able to give its informed consent. If the conflict involves another body that you owe duties to, you would also need to obtain the informed consent of that body. If the Council is satisfied that, despite the potential conflict, you can still comply with your duty to act in good faith in the interests of UCL as a whole then it might decide to authorise the conflict and you can continue to participate in relevant discussions and decisions. Where necessary, you should also seek the consent of the Council and/or the relevant other body to your not using or disclosing the confidential information of one body when performing your role for the other.
- 8.10. Where the Council does not authorise a conflict, or where an actual rather than a potential conflict arises, steps will be taken to ensure the conflict is appropriately managed. Steps could include being excluded from information, discussions or decisions (whether in meetings or otherwise) which will or might relate to the conflict matter, or, in exceptional cases, resigning from your position on the Council, the other relevant body, or indeed both. For a specific transaction, a conflict of interest may be sufficiently strong to necessitate a member taking no part in the discussion of that item, or being asked to withdraw from the meeting for the item, at the discretion of the Chair.
- 8.11. All members of Council are expected to conduct themselves in a manner appropriate to public office holders and to adhere to the seven principles of public life which were set out by the Committee on Standards in Public Life (the Nolan Principles) for the benefit of individuals who serve the public in any way.

- 8.12. Council member must also not receive any personal benefit from UCL unless it's properly authorised and is clearly in UCL's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner.
- 8.13. Council members must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence (sound judgement). There must be appropriate safeguards and measures to protect UCL's assets. Inappropriate risks should not be taken with UCL's assets or reputation. UCL must comply with any restrictions on spending funds and rules on borrowing.
- 8.14. Council members must act with reasonable care and skill, making use of any specific skills and experience. Council members must give sufficient time and energy to the role and actively participate.
- 8.15. Council member must ensure UCL complies with statutory and reporting requirements, ensuring accountability for functions and decisions that are delegated to staff and volunteers.

#### **Useful Links:**

- [Charity Commission guidance CC3 \*The essential trustee: what you need to know, what you need to do\*](#)
- [Charity Commission guidance on managing conflicts of interest](#)
- [OfS Regulatory Advice 5: Exempt Charities](#)
- [UCL Register of Interests for members of Council and attendees at Council meetings](#)
- [The Nolan Principles – Seven Principles of Public Life](#)

### **9. Development Opportunities and Reference Material for Council Members**

- 9.1. Advance HE runs a governor development programme and there may be some events that are of interest. Please contact Anne Marie O'Mullane, [a.omullane@ucl.ac.uk](mailto:a.omullane@ucl.ac.uk), if you would like to attend any of these events and we will book you on.
- 9.2. Advance HE also has useful reference material including Getting to Grips Guides and Illustrative Practice Notes (see 'Useful Links' below).
- 9.3. Websites focusing on HE:
  - The website for the [Committee of University Chairs](#) offers a range of reports and templates on the work of governors and governing bodies.
  - The [Higher Education Policy Institute](#) is an independent body which commissions and publishes research on higher education policy.

- The [Times Higher Education](#), published weekly, offers news, comment and analysis on developments in higher education. UCL staff can [register](#) for an account to access UCL's institutional subscription. For appointed members of Council, we can provide a THE subscription; please contact Olivia Whiteley ([o.whiteley@ucl.ac.uk](mailto:o.whiteley@ucl.ac.uk)) to arrange.
- [Universities UK](#) is one of main representative bodies for higher education institutions (HEIs) and undertakes and publishes its own research and briefings on developments in the sector.
- [WONKHE](#) articles critically analyse the latest development in Higher Education.

#### **Useful Links:**

- [Advance HE Governor Development Programme](#)
- [Advance HE Getting to Grips Guides](#)
- [Advance HE Illustrative Practice Notes](#)
- [A BUFDG Guide to Understanding University Finance](#)

## **10. The Chair of Council's Role and Responsibilities**

### **Leadership**

- 10.1. The Chair is responsible for the leadership of UCL Council, and for ensuring that the necessary business of Council is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of business.
- 10.2. The Chair should ensure, through a good working relationship with the Chairs of the Committees of Council that Committee business is carried on in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to Council.
- 10.3. The Chair should ensure that Council acts in accordance with the instruments of governance of UCL (i.e. the Charter, Statutes and Regulations for Management) and with UCL's internal rules and regulations, and should seek advice from the Secretary to Council in any case of uncertainty.
- 10.4. The Chair should ensure that Council exercises collective responsibility, that is to say, that decisions are taken corporately by members acting as a body. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
- 10.5. The Chair should agree and implement arrangements for the appraisal/review of the performance of individual members of Council. The Chair may encourage members to participate in appropriate training events such as those organised by Advance HE.

- 10.6. The Chair will be formally and informally involved in the process for the recruitment of new external members of Council with a view to achieving a balance of relevant expertise across Council as a whole.
- 10.7. The Chair will be responsible for the appraisal/review of the performance of the Provost, and will make recommendations to the Remuneration Committee accordingly.

### **Standards**

- 10.8. The Chair is responsible for ensuring that Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 10.9. The Chair shall ensure that the Secretary to Council maintains an up-to-date Register of Interests of members of Council, in order that the integrity of Council business shall be and shall be seen to be maintained, and shall make a full and timely personal disclosure.
- 10.10. Since UCL is a charity, the Chair shall be responsible for ensuring that Council exercises efficient and effective use of the resources of UCL for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

### **Business of UCL**

- 10.11. The Chair is responsible for ensuring that Council exercises control over the strategic direction of UCL and that the performance of UCL is adequately assessed against the objectives which Council has approved.
- 10.12. The Chair should at all times act in accordance with established protocols for the use of delegated authority or Chair's Action [*Statute 9*]. All instances of the use of delegated authority or Chair's Action should be reported to the next meeting of Council.
- 10.13. The Chair should endeavour to establish a constructive and supportive but challenging working relationship with the Provost, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of UCL.

### **External role**

- 10.14. The Chair will represent Council externally, in consultation with the Provost and senior officers of UCL as the Chair sees fit, including as a member of the Committee of University Chairs.

## **Personal**

- 10.15. The Chair will have a strong personal commitment to higher education and the values, aims and objectives of UCL.
- 10.16. The Chair will at all times act fairly and impartially in the interests of UCL as a whole, using independent judgement and maintaining confidentiality as appropriate.
- 10.17. The Chair is expected to attend all meetings of which he/she is Chair or a member, or give timely apologies if absence is unavoidable.
- 10.18. The Chair may wish to make himself/herself available to attend induction/training events organised by UCL or other appropriate bodies such as Advance HE.

## **11. Roles and Responsibilities of the Secretary to Council**

### **Appointment and reporting**

- 11.1. The Secretary to Council is appointed in accordance with the provisions of UCL's instruments of governance (*i.e.* the Charter, Statutes and Regulations for Management).
- 11.2. Irrespective of any other responsibilities the appointee may hold, in relation to his/her responsibilities as Secretary to Council the Secretary is responsible solely to Council and reports direct to the Chair of Council in relation to Council business (*i.e.* the preparation of agendas, papers, minutes, *etc.*).

### **Business of Council**

- 11.3. The Secretary is required to provide Council with authoritative guidance about its responsibilities under UCL's instruments of governance and regulations to which it is subject, including legislation and the requirements of the OfS, and on how these responsibilities should be discharged.
- 11.4. The Secretary should ensure that new or revised responsibilities for Council (*e.g.* arising from new legislation) are drawn to Council's attention.
- 11.5. The Secretary has a responsibility to alert Council if he/she believes that any proposed action would exceed Council's powers or be contrary to legislation or to the requirements of the OfS.
- 11.6. The Secretary has responsibility for advising Council on all matters of procedure.
- 11.7. All members of Council have access to the services of the Secretary, generally via a request to the Chair.

- 11.8. The Secretary shall ensure that all documentation provided to members of Council is suitably concise and its content is appropriate.
- 11.9. The Secretary will also act as Secretary to Committees of Council or be responsible for ensuring that adequate secretarial support is provided to such Committees.
- 11.10. The Secretary shall maintain the Register of Interests of the members of Council and of any other persons from whom Council requires a statement of interests.
- 11.11. The Secretary shall be responsible for the custody of the UCL Seal and for its proper use.
- 11.12. The Secretary shall be responsible for arranging an induction programme for new members of Council, and shall draw the attention of Council members to training activities arranged by Advance HE and other appropriate providers.
- 11.13. The Secretary shall arrange for the reimbursement to Council members of the expenses they incur in carrying out Council business.

#### **Working relationships and Conflict of Interest**

- 11.14. The Secretary may combine the function of Secretary with a senior administrative or management role in UCL. He/she must exercise care in separating these two functions.
- 11.15. If the Secretary perceives any conflict of interest between his/her separate functions, he/she should report it in the first instance to the Chair. If Council believes it has identified a conflict of interest of this nature, the Secretary will be offered an opportunity to respond to any such question.
- 11.16. The Secretary shall make a full and timely disclosure of his/her personal interests in the Register of Interests.
- 11.17. The Secretary is required to form effective working relationships with the Chair of Council and the Provost. The Secretary is required to consult the Provost and keep him/her fully informed on any matter relating to Council business (other than in relation to the Remuneration Committee's consideration of the Provost's emoluments).
- 11.18. The Secretary is required to advise the Chair of Council in respect of any matters where conflict, potential or real, may occur between Council and the Provost.
- 11.19. The Secretary will be required to form effective working relationships with other senior managers in UCL in order to facilitate the effective conduct of Council business.

11.20. Council will make arrangements to safeguard the Secretary's ability to carry out his/her duties.

## **Personal**

11.21. The Secretary will have a strong personal commitment to higher education and the values, aims and objectives of UCL.

11.22. The Secretary will at all times regulate his/her personal conduct in relation to Council and UCL in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership, and maintain confidentiality as appropriate.

11.23. The Secretary will participate in procedures established by Council for the regular review of his/her performance as Secretary. These procedures will be separate from procedures for the appraisal/review of any other responsibilities the Secretary may hold.

11.24. The Secretary is required to maintain a high standard of personal and professional self-development.

## **12. Confidentiality**

12.1. Council business that is Confidential or Reserved is restricted to matters which are commercially sensitive, or where disclosure might lead to damage or loss to UCL and/or third parties, or to matters relating to individuals where disclosure might infringe their rights to privacy. Members must not disclose matters which are in papers (or separately) designated as confidential, or the discussion of those items. The decision on which items are confidential is a judgment for Council. Approval of the agenda is delegated to the Chair, but it is entirely proper that members should be able to discuss whether or not a particular item should be confidential.

12.2. 'Open' business consists of those types of recorded information (e.g. papers or Minutes) which are disclosable under the Freedom of Information Act. Even in the case of open business, it is important that members are mindful of the principle of collective decision-making in making any statement about Council discussions or decisions. Free and frank debate is central to good governance. In that context, it is important that members do not feel any inhibition on their ability to speak freely, and express views in debate which may be controversial, or which they may modify in the light of subsequent discussion and consideration. For these reasons, members should avoid reporting views expressed at Council meetings in ways that are attributable to individuals or contradict the official record of the meeting that is recorded in the minutes, even on matters discussed in non-confidential business.

- 12.3. Although this is an unlikely eventuality, in the case of a breach or threatened breach of confidentiality, the party owed the duty of confidence could have the right to take action against an unlawful disclosure.
- 12.4.** If members are in any doubt over the confidentiality or otherwise of any matter, please seek advice from the Secretary to Council.

### **13. Personal Liability of Council Members**

- 13.1. It is extremely rare, but not impossible, for trustees to be held personally liable:
- To the charitable institution, if they cause a financial loss by acting improperly;
  - To a third party that has a legal claim against the charitable institution which the charitable institution cannot meet.
- 13.2. The law generally protects trustees who have acted honestly and reasonably from personal liability to their charity. The Commission and the courts:
- Can relieve trustees from liability if they have acted honestly and reasonably and have not benefited from their actions;
  - Rarely enforce liability on an unpaid trustee who has made an honest mistake;
  - Expect higher standards from trustees who act in a professional capacity or are paid for being trustees;
  - Trustees who receive an unauthorised payment or benefit from their charity have a duty to account for (ie repay) it. The Commission cannot relieve trustees from this duty.
- 13.3. There is no legal protection for trustees who have acted dishonestly, negligently or recklessly. However, there may be financial protection for those trustees who have made an honest mistake and can rely on the indemnity provisions in the charity's governing document, insurance cover or relief from the Commission or the court.
- 13.4. The Committee of University Chairs (CUC) Guide for Members of Higher Education Governing Bodies in the UK (March 2009) contains guidance on the personal liability of members of higher education governing bodies:

Extract from CUC Guide for Members of Higher Education Governing Bodies in the UK (November 2009):

#### *Personal Liability*

*1.19 The law relating to the personal liabilities of members of governing bodies is complex and its interpretation is, of course, ultimately a matter for the courts. This guide does not attempt a statement of the law, but offers general guidance on conduct, to avoid actions which could involve a personal liability. Members of*



*governing bodies should satisfy themselves that they understand their own position in their particular institution, and should:*

- *act honestly, diligently and in good faith*
- *be satisfied that a course of action proposed is in accordance with the institution's statutes or instruments and articles of government*
- *not bind the institution to a course of action which it cannot carry out*
- *ensure that the institution does not continue to operate if it is insolvent*
- *seek to persuade colleagues by open debate, and register dissent if they are concerned that the action would be contrary to any of the above.*
- *avoid putting themselves in a situation where there is actual or potential conflict between their interests and those of the institution.*

*1.20 If this advice is followed it is unlikely that personal liability could arise, particularly since the powers and responsibilities of governing bodies are exercised in a collective manner and decisions are made by formal resolution. Moreover, the higher education institution is a separate legal entity, distinct from its members or officers. However, claims may be made in relation to the collective decisions and actions of the governing body. The Funding Councils have drawn the attention of governing bodies to the desirability of taking out insurance against the costs of any claims of negligence that may be made against members of the governing body in carrying out their duties. Institutions have been given details of brokers who offer appropriate schemes.*

*1.21 Institutions may consider it appropriate that members sign an undertaking that they understand and accept the responsibilities they are taking on.*

- 13.5. The CUC Guide also includes the following note to governing bodies on legal compliance:

*“Governing bodies should ensure that their institutions comply with all relevant legal requirements – for example those relating to health and safety; human rights; data protection; freedom of information; race relations; gender, age and disability discrimination – and other legal obligations, such as contracts made in the institution's name. They should also ensure that appropriate processes and procedures are in place to achieve such compliance.”*

- 13.6. UCL holds a ‘Directors & Officers’ insurance policy with a cover of £7m which covers all members of UCL Council (external, staff and student members). The D&O policy is worldwide with some minor exclusions on what is covered. The policy states that those persons covered by the policy ‘are covered in their personal capacity against damages and legal costs and expenses arising from claims made against them by reason of wrongful acts committed by them in their capacity as [members of Council]’. Moreover, in the event that a higher education institution is no longer financially viable, the members of the governing body have no financial liability.

- 13.7. UCL engages in business activities involving Australia and as a result must comply with relevant Australian laws. Non-compliance with such laws may risk the imposition of liability on UCL as an organisation and/or on the trustees personally. This is similar to the position in the United Kingdom. The risk to trustees of personal liability in Australia is considered very low. In Australia, personal liability of officers tends to arise where there has been reckless, negligent or dishonest involvement in contraventions of Australian law (statutory and common law). Penalties depend on the severity and nature of the contravention and the degree of an individual's personal involvement, ranging from administrative actions, civil liability, criminal penalties and common law remedies. The comments in this section 11 as to discharging duties and mitigating exposure under UK law are also largely applicable for Australian law purposes.
- 13.8. As part of the starter declaration form, UCL ask new Council members to sign an undertaking that they understand and accept the responsibilities they are taking on.

**Further reading:**

- [Charity Commission guidance CC3 The essential trustee: what you need to know, what you need to do](#)

**14. Personal Data**

- 14.1. The Secretariat may collect, use, store and transfer different kinds of personal data about our Council members. This is such as to manage our relationship with Council members as well as to fulfil UCL's legal, compliance and contractual obligations. A privacy notice has been developed in conjunction with Legal Services which sets out how Council members' data is managed. A copy of the Privacy Notice is contained in Appendix One.
- 14.2. The kinds of personal data we request from our Council members include the following (please see Privacy Notice for a more detailed list):
- Full name and any former names;
  - Contact details, including correspondence/work and usual residential address(es), telephone and/or mobile number(s), email address;
  - Nationality/citizenship;
  - Current country of residence;
  - Date and place of birth;
  - Gender;
  - Photograph and short biography (placed on the [Council membership webpage](#));
  - Qualifications and professional accreditations where relevant;
  - Information relating to disqualifications and fitness to act as a trustee;
  - Information about disabilities, ethnicity, religious beliefs, sexual orientation.

14.3. We hold a list of contact details for members of Council which is made available to selected UCL colleagues as required (e.g. the Provost's Office, the Communications and Marketing Team). If you do not wish your home address or mobile number to appear on this list, please notify the Interim Secretary to Council, Anne Marie O'Mullane ([a.omullane@ucl.ac.uk](mailto:a.omullane@ucl.ac.uk)).

## 15. Council Member Expenses

15.1. UCL can reimburse, in line with the UCL Expenses Policy, expenses incurred by Council members in fulfilling their duties on Council. This can include the cost of travel and overnight accommodation where appropriate.

15.2. Expenses claims are submitted to UCL Accounts Payable by the Secretariat. To claim expenses, please contact Olivia Whiteley ([o.whiteley@ucl.ac.uk](mailto:o.whiteley@ucl.ac.uk)) providing details of the expenses incurred and copies of original receipts or booking confirmations.

## 16. Governance Structures

### Key Governance documentation

16.1. UCL's instruments of governance are the Charter and Statutes and UCL's Regulations for Management.

### Useful Links:

- [UCL Charter and Statutes](#)
- [UCL Regulations for Management](#)

### Council Committees

16.2. Council has a number of standing committees: Audit Committee, Finance Committee, Honorary Degrees & Fellowships Committee, Nominations Committee, People Matters Committee, and Remuneration Committee.

16.3. The Audit Committee, which meets at least three times annually, is chaired by an external member of Council and comprises a majority of external members. The Committee considers reports from the Internal Auditors arising from their audits, which highlight significant issues and management's response thereon, and reviews the conclusions of this work. The Audit Committee also approves the annual programme of UCL's external provider of Internal Audit Services. Plans are drawn up based on assessment of the relative risks in relation to the UCL2034 Strategy, the significance of each operating area and their materiality in the context of overall UCL

activity. In complying with provision 29 of the UK Corporate Governance Code (to conduct, at least annually, a review of the effectiveness of risk management and internal control systems), the Audit Committee conducts a high level review of the arrangements for internal control and data quality, with regular consideration of risk and control, as well as of the adequacy and effectiveness of procedures surrounding the management and quality assurance of data submitted to the Higher Education Statistics Agency (HESA), the OfS, the UKRI, the Student Loans Company, and other bodies. The Committee is also responsible for meeting with the External Auditor to consider the nature and scope of the annual audit, and thereafter discuss audit findings, the management letter and internal control report arising out of the audit of the annual financial statements. The Audit Committee reviews the annual financial statements, paying particular attention to financial disclosures, accounting adjustments and control issues. The Audit Committee also performs a 'whistleblowing' function by monitoring the effectiveness of UCL's Policy on Public Interest Disclosure.

- 16.4. The Finance Committee comprises external members, the Provost and academic staff members. The Committee meets at least four times annually, and is chaired by the Treasurer. Inter alia, it recommends to the Council UCL's annual revenue and capital budgets, the acquisitions or disposals of land or buildings, monitors performance in relation to the approved budgets and reviews UCL's annual financial statements with regard to UCL's financial performance and strategy. The Committee also receives and considers reports from the OfS and UK Research and Innovation (UKRI) as they affect UCL's business and monitors adherence with the regulatory requirements.
- 16.5. UCL operates a system of delegated authorisation on activity committing UCL to expenditure or delivering a service. Council members should note the limits for approval with respect to Council and Finance Committee, as set out at terms of reference 10 and 11 of Finance Committee:

*Subject to any general or particular direction that may be given from time to time by Council, the Finance Committee is charged by Council to:*

- 10. Consider and, if thought appropriate, approve the financial implications of capital projects, relating to expenditure exceeding £10 million including the detailed evaluation of business cases, on the advice of the Estates Management Committee, and proposals exceeding £5m for acquisition or disposal of freehold or leasehold sites or buildings, and make recommendations to Council for expenditure on capital projects exceeding £25m.*
- 11. Consider for approval other orders, contracts and financial commitments exceeding £10 million, and make recommendations to Council for expenditure on these items exceeding £25m.*

- 16.6. The Investments Committee, which reports to Finance Committee, is chaired by the Treasurer and comprises up to three other external members with investment expertise appointed by Council. It governs, manages and regulates the investments of UCL.
- 16.7. Council approved the establishment of the Estates Committee in April 2021 which reports to Finance Committee. The work of this sub-committee will cover not only financial aspects of estates proposals and ongoing work, but would cover the full range of estates governance issues.
- 16.8. The Nominations Committee considers the filling of vacancies in the external membership of Council and the membership of other UCL Committees, and maintains an overview of Committee membership more generally.
- 16.9. Council approved the establishment of the People Matters Committee in April 2021. This Committee will undertake the detailed governance scrutiny for Council of the work of the People and Culture, Equity and Inclusion and Health and Safety management committees.
- 16.10. The Remuneration Committee is chaired by the Vice-Chair of Council and comprises four other members of Council, including the Chair. In the course of 2017-18, and at the request of the Provost, the Council agreed that the Provost should no longer be a member of the Committee. The Committee determines the annual remuneration of senior officers of UCL and where necessary decides on any severance payments. The Provost has always been excluded from discussions relating to his own remuneration package. The Committee approves the salaries of any non-clinical staff earning £180,000 or more, or any adjustment to salary for this group of staff above 3% of salary. The Remuneration Committee also receives a report of the annual review of all staff earning £150,000 or more.

**Useful Links:**

- [UCL's formal committees](#)
- [UK Corporate Governance Code](#)

**Academic Governance**

- 16.11. The Academic Board, Chaired by the President & Provost is a large body of approximately 1,700 members that provides advice to Council on a range of matters that have a bearing on UCL's academic activity. The powers and duties of Academic Board laid down by Statutes (Statute 7) are as follows:

1. Subject to the provisions of Article 8 of the Charter and to the Statutes and Ordinances of the University, the duties of the Academic Board shall be:

- a. To consider and advise the Council upon all academic matters and questions affecting the educational policy of the College, the organisation of teaching, examining, research, and courses of instruction, including the following:
  - i. Matters concerning academic co-operation between the College and any other body;
  - ii. Appointments to established Chairs and Readerships of the University of London tenable at the College;
  - iii. Any other matter that may be referred to it by the Council.
- b. To consider and advise the Council upon conditions and tenure of appointment of Members of the Academic Staff.
- c. To discharge such other duties and functions connected with the College as the Council may from time to time assign to it.
- d. To elect and nominate as and when necessary Members to the Council in accordance with Statute 3(1).
- e. To recommend the award of degrees of the University.

2. Subject to the provisions of the Charter and these Statutes the powers of the Academic Board shall be governed by Regulation or decision of the Council made in manner hereinbefore provided.

3. Subject to the provisions of the Charter and these Statutes, and to such powers as may be delegated to it by the Council, the Academic Board shall have power to delegate upon such conditions as it may from time to time determine any of its powers and duties to Faculty Boards or Committees or Sub-Committees formed from its own number or otherwise appointed, or to Officers of the College, with or without power to the Faculty Boards, or such Committees or Sub-Committees further to delegate any of the delegated powers to any subordinate body.

16.12. Council members who are not members of Academic Board are invited to attend meetings of Academic Board as observers. Dates of meetings are published on the [Academic Board meetings webpage](#). If you wish to attend an Academic Board meeting as an observer, please inform the Secretary of Academic Board, [Mr Nick McGhee](#), two weeks prior to the meeting so that all IT arrangements can be put in place.

16.13. Academic Committee, chaired by the President and Provost, is responsible for monitoring the effectiveness of UCL's academic strategies, policies and procedures in respect of the management of research, teaching and learning, the definition and maintenance of academic standards and the enhancement of the quality of the student experience. The Education Committee, chaired by the Vice-Provost (Education and Student Experience) and the Research Degrees Committee (RDC) chaired by the Pro-Vice-Provost (Doctoral School) both report to Academic Committee. Other subcommittees include: the Student Experience Committee; Student Recruitment, Admissions and Funding Committee; and Library Committee.

### Useful Links:

- [Academic Board](#)
- [Academic Committee](#)
- [Regulation for Management 3, Academic Board](#)

## 17. Academic Freedom

17.1. Academic Freedom at UCL is enshrined in the [Statutes](#), which state:

1. This Statute and any Regulation made under this Statute shall be construed in every case to give effect to the following guiding principles, that is to say:

- a. To ensure that academic staff have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges; *[Statute 18 Academic Staff, Part 1 Construction and Application, Construction.]*

17.2. Council should also have regard to the CUC Higher Education Code of Governance with respect to academic freedom (extract from Element 2.7 below):

*The governing body must understand and respect the principle of academic freedom, the ability within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges. The governing body must understand its responsibility to maintain, promote and protect the principle of academic freedom.*

### Useful Links:

- [CUC Higher Education Code of Governance](#)

## 18. Students' Union UCL

18.1. UCL's Charter and Statutes provide for a Students' Union:

*The UCL Union shall consist of all registered Students of the College, together with other such persons as under its Constitution it may determine. Any registered student shall, however, have the right to opt not to be a member of the UCL Union and may exercise that right in accordance with procedures prescribed and published by the Union. (Statute 16)*

18.2. [Students' Union UCL](#) is the UCL Union and provides the student community with advice and support, a recognised channel of representation and activities including clubs and societies, among other services. The [purpose of the Union](#) is set out as follows:

*We exist for the advancement of education of students at UCL for the public benefit by:*

- *promoting the interests and welfare of Students at UCL during their course of study and representing, supporting and advising students;*
- *being the recognised representative channel between Students and UCL and any other external bodies; and*
- *providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.*

18.3. Students' Union UCL is a registered charity and is governed by a [Board of Trustees](#) which is responsible for the overall management and administration of the Union and is supported by a structure of committees. The Board of Trustees has responsibility for setting the Union's strategy following a vote by the [Union Council](#) which comprises the elected student officers of the Union.

18.4. Two of the Students' Union UCL sabbatical officers are *ex officio* members of the Council as prescribed in the UCL Charter and Statutes. These two officers are the Education Officer and Union Affairs Officer, as the holders of the corresponding offices of the Students' Union UCL. These officers also fill positions across a number of [UCL's formal committees](#) including Nominations Committee and Honorary Degrees and Fellowships Committee, and as observer to Finance Committee and Investments Committee.

18.5. Insofar as concerns Council's duties with respect to the Students' Union UCL, the Charter and Statutes set out that Council has the following responsibilities:

- "To promote and maintain a Students' Union for the benefit of the Students of the College" (Statute 6);
- Approval of the Students' Union Constitution and any amendments thereto (Article 14 of UCL Charter);
- Consulting the Students' Union prior to approving a Disciplinary Code and Disciplinary Procedure and determining procedures, including a student complaints and appeals procedure (Statute 13). UCL's Disciplinary Code and Procedure in Respect of Students and the UCL Student Complaints Procedure are set out respectively in [Section 8](#) and [Section 10](#) of the UCL Academic Manual.

18.6. Council, following recommendation by the Finance Committee, receives annually for approval the Students' Union UCL Budget for the forthcoming financial year. Council also receives each year an Impact Report from the Students' Union UCL which provides an overview of the Union's work over the past year.

**Useful Links:**

- [Students' Union UCL website](#)



- [Students' Union UCL Impact Report 2020-21](#)
- [How the Students' Union UCL is governed](#)
- [Purpose, Vision, Mission and Values of the Students' Union UCL](#)

## 19. Leadership Team and Management Structure at UCL

19.1. In February 2021 Dr Michael Spence AC joined UCL as the new President and Provost. Prior to this, Dr Spence had been Vice-Chancellor of the University of Sydney since July 2008.

19.2. Key Senior Staff Responsibilities:

### **President and Provost, Vice-Presidents and Vice-Provosts**

- President & Provost – Dr Michael Spence
- Vice-President (Advancement) – Ms Angharad Milenkovic
- Vice-President (External Engagement) – Professor Dame Hazel Genn (Ms Kirsty Walker from August 2022)
- Vice-President (Operations) – Ms Fiona Ryland
- Vice-President (Strategy & Planning) – Mr Paul Clark
- Vice-Provost (Education & Student Experience) – Professor Kathleen Armour
- Vice-Provost (Faculties) – Professor Anthony Smith
- Vice-Provost (Health) – Professor David Lomas
- Vice-Provost (Research, Innovation & Global Engagement) (RIGE) – Professor David Price (Professor Geraint Rees from mid-May 2022)

### **Deans of Faculties**

- Arts and Humanities – Professor Stella Bruzzi
- Brain Sciences – Professor Alan Thompson
- Built Environment (The Bartlett) – Professor Christoph Lindner
- Institute of Education – Professor Li Wei
- Engineering Sciences – Professor Nigel Titchener-Hooker
- Laws – Professor Piet Eeckhout
- Life Sciences – Professor Geraint Rees
- Mathematical and Physical Sciences (MAPS) – Professor Ivan Parkin
- Medical Sciences – Professor Mark Emberton
- Population Health Sciences – Professor Ibrahim Abubakar
- Social and Historical Sciences – Professor Sasha Roseneil

### **Directors of Professional Services Divisions**

- Chief Financial Officer – Ms Charu Gorasia
- Chief Information Officer – Mr Andy Smith
- Commercial – Mr Ian Galloway
- Culture – Mr Simon Cane

- Estates (Development) – Mr Kevin Argent
- Human Resources – Ms Donna Dalrymple (Interim)
- Innovation & Enterprise – Dr Kathryn Walsh
- Legal Services – Ms Natasha Lewis
- Library Services – Dr Paul Ayris
- Operations – Mr Ian Dancy
- Planning – Mr Dean Stokes
- Professional Services Hub – Ms Natalie Conway
- Research Services – Ms Claire Glen
- Student and Registry Services – Ms Sarah Cows

#### **Pro-Provosts**

- Pro-Provost (Academic Planning) – Professor Geraint Rees
- Pro-Provost (Equity & Inclusion) – Professor Sasha Roseneil
- Pro-Provost (London) – Professor Alan Thompson

#### **Pro-Vice-Provosts**

- Pro-Vice-Provost (Artificial Intelligence) – Professor Geraint Rees
- Pro-Vice-Provost (Digital Education) – Professor Norbert Pachler
- Pro-Vice-Provost (Doctoral School) – Professor David Bogle
- Pro-Vice-Provost (International) – Professor Deenan Pillay
- Pro-Vice-Provost (UCL Library Services & UCL Office for Open Science & Scholarship) – Dr Paul Ayris
- Pro-Vice-Provost (UK) – Professor Stephen Caddick

There are also a number of [Pro-Vice-Provosts \(Regional\)](#) in UCL Global Engagement who report to the Vice-Provost (RIGE).

19.3. The University Management Committee comprises:

- President and Provost (Chair)
- Vice-Provosts and Vice-Presidents [8]
- Deans of Faculty [11]
- Chief Financial Officer
- Chief Information Officer
- Executive Director, Communications and Marketing
- Executive Director, Human Resources
- Director, UCL East

19.4. The Charter and Statutes provide for the Faculties of UCL as determined by Council on the advice of Academic Board. Each Faculty comprises one or more Academic Units which are determined and assigned by the Council on the advice of Academic Board.

19.5. There are [11 Faculties](#), as set out in UCL Regulation for Management 10, as follows:

- Arts and Humanities
- Built Environment
- Brain Sciences
- Engineering Sciences
- UCL Institute of Education
- Laws
- Life Sciences
- Mathematical and Physical Sciences
- Medical Sciences
- Population Health Sciences
- Social and Historical Sciences.

19.6. The Faculties are grouped into four Schools as follows:

BEAMS	Built Environment; Engineering Sciences; Mathematical and Physical Sciences
IOE	Institute of Education
SLASH	Laws; Arts & Humanities; Social & Historical Sciences
LMS	Brain; Life; Medical; and Population Health Sciences

19.7. The Vice-Provost (Faculties) has responsibility for overseeing academic planning across the Faculties.

**Useful Links:**

- [Information on the Leadership Team](#)
- [A list of UCL academic units organised by Faculty](#)
- [A list of the Heads/Directors of those academic units](#)

**20. UCL's Mission and Strategy**

20.1. UCL's mission is to be 'London's Global University: a diverse intellectual community, engaged with the wider world and committed to changing it for the better; recognised for our radical and critical thinking and its widespread influence; with an outstanding ability to integrate our education, research, innovation and enterprise for the long-term benefit of humanity'. The mission is supported by its 20-year strategy, UCL 2034, which outlines UCL's mission, vision, ambitions and key enablers for success. See Section 19, Key Messages for some of the headlines from progress against the strategy.

20.2. A new UCL Strategy will be developed and approved in Academic Year 2021/22. Strategy conversations will start in Term 3 2020/21; initially with the University Management team and senior academic leaders, before a wider, more

comprehensive exercise across the university and its external partners in the Autumn. Council would be regularly involved in this strategy development process.

## **21. Key Messages**

21.1. UCL is consistently placed in the global top 10 in a wide range of rankings including:

- 8th in QS World Rankings 2022
- 8th in The Times University Guide 2019
- 15th in the Times Higher Education World Rankings 2020
- 15th Academic Rankings of World Universities 2019
- 10th in the Complete University Guide (Independent) 2020.

21.2. Other key facts and figures:

- 30 Nobel Prize Winners
- 41 Athena Swan awards
- 14,300 staff
- 43,800 students
- Over 300,000 alumni in over 190 countries
- Circa £5400 million total research income annual
- It's All Academic Campaign has raised over £624m in philanthropic funding over four of the campaign, as well as over 263,000 volunteering hours
- Transforming UCL, £1.25bn investment in estate over 10 years
- Over £1.5bn annual turnover.

### **Covid-19 Pandemic**

21.3. UCL demonstrated tremendous resilience and dedication throughout the pandemic, with medical students volunteering on hospital wards; research projects springing up to help us understand the disease and its impact; and our public health expertise influencing policy decisions at a national and international level.

21.4. During the pandemic we transformed the relationship with the Student Union sabbatical officers and the 1,600 Student Academic Representatives (STARs). Involving students in the decision-making processes was fundamentally important from the very start of the COVID-19 crisis.

### **Equality, Diversity and Inclusion**

21.5. UCL achieved a Race Equality Charter Bronze award and took the first steps towards acting on racial injustice and inequalities where they exist, including through the important work happening in UCL's Sarah Parker Remond Centre for the Study of Racism and Racialisation; we have also confronted UCL's role in Eugenics through

the Eugenics Inquiry and will implement the recommendations of that report together with recommendations following the 'Black Lives Matter' Town Hall meetings.

### **Academic leadership**

- 21.6. Enduring intellectual excellence – derived from talented individuals' curiosity about, and commitment to, their chosen subject areas – is the prerequisite of academic leadership. This, more than anything, underpins the contributions that a university makes to society. At UCL, such leadership is manifested by our academics in many ways, including, but not limited to: contributions to the intellectual life of their discipline(s); developing novel lines of enquiry; taking responsibility for educational programmes; professing the knowledge of a field to the wider community; supporting and nurturing those learning or establishing themselves within the academic community; and being open to engagement with cross-disciplinary collaboration.
- 21.7. UCL's is committed to open scholarship, with a number of initiatives such as UCL Open, the first university megajournal that gives anyone with an internet connection access to ground-breaking research free of charge. In response to the COVID-19 pandemic, UCL has launched a new collection of COVID-19 research on ScienceOpen.com. This collection is publicly available and lists all UCL contributed published content related to the COVID-19 pandemic.

### **Education**

- 21.8. UCL strives to inspire its students at every level – undergraduate, postgraduate taught and postgraduate research – and to equip them with the knowledge and skills they need to contribute significantly to society and be leaders of the future in their chosen field and profession. The Connected Curriculum, UCL's framework for research-based education, builds a learning culture that develops students' critical thinking and readiness for the next step in their careers. Through it, students can participate in the research process and benefit from an offer that explores how the creation and application of knowledge contributes to the world's 'grand challenges'.
- 21.9. The new Student Centre opened in February 2019, bringing student services including prayer and multi-faith facilities into one place and providing an additional 1,000 study spaces. The building has proved extremely popular, with over 770,000 visits in its first six months, and has won various awards including the Judges' Inspiration awards at the 2019 Institute of Civil Engineering Awards and first place at the 2019 Building Awards.

### **Research and Innovation**

- 21.10. UCL's commitment to innovation, its home in the heart of a global capital, and the breadth and depth of its expertise offers it a unique opportunity to address the most

important problems confronting humanity in the 21st century. UCL's cross-disciplinary interaction makes its subject specific expertise greater than the sum of its parts.

21.11. UCL's research partnerships are key to its success. UCL works with industry and research collaborators across the world and in all sectors, including a memorandum of collaboration with the European Space Agency and involvement with a number of space missions including the ExoMars mission, collaborations with Google Deepmind and Moorfields Eye Hospital to use AI to diagnose a range of eye conditions, and participation in the Capabilities in Academic-Policy Engagement (CAPE) project alongside various UK universities and the UK Government, which aims to foster academic engagement with policy professionals.

21.12. UCL completed its submission to Research Excellence Framework (REF) 2021 in March 2021. UCL aims to build on its excellent performance in REF2014 and its status as the top-rated university in the UK for 'research power', a measure of average research score multiplied by staff numbers submitted.

## **An accessible, publicly engaged organisation**

- 21.13. UCL has a proud history of being the first university in England to be open to all, irrespective of race or religion, and the first to admit women on an equal basis. It continues to seek out those students best able to benefit from, and contribute to, its thriving intellectual community, regardless of background and circumstances. UCL's widening participation strategy aims to raise awareness of higher education and to assist in the preparation for higher education by addressing the academic, social and cultural issues underlying historic levels of low participation.
- 21.14. UCL Culture connects the university's researchers and collections with artists, performers and the public. UCL Culture oversees UCL's collection of public art, including new pieces in the Student Centre by UCL alumna Rachel Whiteread and multidisciplinary duo Thomson & Craighead. The newly refurbished Bloomsbury Theatre opened in 2019. As well as being a firm fixture on the comedy and music circuit, it has hosted innovative research showcases such as Performance Lab, which brought UCL's research to life through theatre, dance, music and comedy.
- 21.15. The award-winning #MadeAtUCL campaign was UCL's first public awareness campaign to showcase the real-life impact that our ground-breaking research has on people, lives and communities. #MadeAtUCL showcased the top 100 Disruptive Discoveries from across all UCL faculties, and allowed the UCL community and general public to vote for their favourite story. Close to 20,000 votes were received across all the stories in just three months, and it is estimated that the associated social media campaign reached around 2 million people.
- 21.16. It's All Academic is UCL's major philanthropy and engagement campaign, and was launched with a fundraising target of £623m. As of the end of May 2020, the Campaign total has reached £590 million and 263,000 volunteer hours. Within this, a total of £34m has been raised to support towards the creation of a new interdisciplinary neuroscience building that will be the hub and headquarters of the UK Dementia Research Institute. The Coronavirus Response Fund, started in March 2020 to support research into various aspects of COVID-19, hit the £1m milestone in June 2020.

## **London**

- 21.17. UCL's relationship with London is central to its commitment to becoming a global leader in knowledge exchange, enterprise and open innovation with societal impact. In 2019, Professor Alan Thompson was appointed Pro-Vice-Provost (London) to co-ordinate and champion UCL's London activity, with partners including local government and communities, industry and businesses, schools and HEIs and many more. During the COVID-19 pandemic, UCL has been working with business and

enterprise to advise them on how to adapt their business models to new ways of working , and with the boroughs of Camden and Newham on projects.

21.18. Summer 2019 saw the Mayor of London break ground on our new campus, UCL East. Sited on the Queen Elizabeth Olympic Park, UCL East will be part of East Bank, a new destination for world class culture and education which also includes the BBC, Sadler's Wells, and the V&A in partnership with the Smithsonian Institution. It will bring together students, researchers, communities and partners from 12 new academic centres carrying out multidisciplinary work across issues as diverse as manufacturing, sustainability, heritage, healthcare and inclusivity. UCL East: work has remained on track for Pool Street West to open in 2022 and Marshgate the following year. UCL's commitment to the wider East Bank partnership will help to transform the communities, working closely with local residents, their politicians and other leaders in the way that UCL did historically in Bloomsbury.

### **Delivering Global Impact**

21.19. Since 2015 UCL Global Engagement's seed-funding programmes have benefited more than 550 UCL academics, with £760k of internal funding allocated and leveraging more than £17m of external funding. UCL's strategic global partnerships, developed from the "bottom up", continue to grow with support from the Global Engagement office. UCL has two "anchor" or strategic partners, Peking University and University of Toronto and five institutional partners: Max Planck Society, Paris Science et Lettres, University of Hong Kong, Osaka University and Yale.

21.20. Efforts to intensify UCL's engagement in Europe include UCL's Cities partnerships Programme (CpP) to support and celebrate sustainable academic partnerships in major cities. It was announced in 2020 that Stockholm would be the third city added to the programme, following Rome in 2018 and Paris in 2019. So far the programme has funded 47 projects in Rome across all 11 Faculties, and working with 35 institutional partners; the first year in Paris has seen the launch of 19 multidisciplinary projects with 20 institutional partners.

### **Useful Links:**

- [About UCL](#)
- [Key information on student figures](#)
- [The Annual Report and Financial Statements](#)

## **22. Partners**

22.1. UCL engages with many different partners in many different circumstances for example research partnerships and innovation partnerships. UCL Global Engagement helps put UCL's knowledge and ideas to work in the world.



The [Cities Programme](#) launched in 2018. This cross-UCL initiative supports, funds and promotes the work that UCL academics carry out with partners in global cities, with the aim of developing sustainable, multidisciplinary research and teaching partnerships. [Rome](#) was the first city to launch in 2018 and is now a hub of activity. [Paris](#) was the second city added to the programme in 2019 and is already embarking on projects with 20 partners. [Stockholm](#) is the third city added to the Cities Programme, added in 2020. UCL has longstanding partnerships, cutting-edge research collaborations and multiple joint degree programmes globally. For further information about these matters please contact [Professor David Price, Vice-Provost \(Research, Innovation and Global Engagement\)](#).

- 22.2. The [UCL London Office](#) offers a front door to all, opening up UCL as an accessible tool and resource and acting as a gateway between UCL and London. The office provides a platform in which collaboration can be more closely aligned with our local communities, senior leaders, academics and policy makers. The aim of the office is to create reciprocal relationships with London and Londoners. [The London Framework](#) is a core document setting out the key principles which define the purpose of UCL London. For further information about UCL London Office activity please contact [Professor Alan Thompson, Pro-Provost \(London\)](#).

## 23. Subsidiaries

- 23.1. UCL has two subsidiaries UCL Business Ltd (UCLB) and UCL Consulting Ltd (UCLC). Both subsidiaries are non-profit, wholly owned subsidiaries of UCL. UCLB is the commercialisation company of UCL and its partner NHS Trusts. UCL Consulting supports UCL's consultancy policy by helping UCL staff find, develop and deliver external consultancy work.

### Useful Links:

- [UCLB](#)
- [UCLC](#)

## 24. Estates

- 24.1. UCL Estates, comprising Estates Operations and Estates Development, manages UCL's entire estate and its facilities infrastructure. This includes property acquisition and management, capital projects, engineering and maintenance, environmental sustainability, safety, security, cleaning, student residences and central room bookings.
- 24.2. UCL's extensive building and refurbishment programme - Transforming UCL – is well under way comprising of a £1.25 billion investment.

## UCL East

24.3. Marshgate and Pool Street West form UCL East, a new world-class campus located on Queen Elizabeth Olympic Park at East Bank as part of the education and cultural legacy of London 2012. UCL East will be home to around 60 innovative new UCL degree programmes and research in fields like decarbonising transport, biodiversity, robotics, AI, disability and accessibility, sport science and technology, manufacturing, architecture, health, finance, business, media, heritage and culture. The first building to open its doors at UCL East will be on Pool St West in September 2022. A second, larger building on the campus will open at Marshgate in September 2023. For further information about UCL East please contact UCL East Director, Professor Paola Lettieri FREng.

### Useful Links:

- News article, 11 January 2022: [New campus gets set to open in the Queen Elizabeth Olympic Park](#)
- [UCL East webpage](#)

## Institute of Neurology and Dementia Research Institute

24.4. The new purpose-built Institute of Neurology and Dementia Research Institute facility on Grays Inn Road will enable new and more efficient ways to translate UCL's exceptional research power into treatments. We are creating a dual hub for UCL neuroscience, with a landmark new facility at 256 Grays Inn Road supporting our laboratories at Queen Square. For further information please contact the Programme Sponsor, [Professor Alan Thompson, Dean of the Faculty of Brain Sciences](#).

### Useful Links:

- [ION/DRI Programme](#)

## Oriel

24.5. In December 2021, UCL Council gave conditional approval of the purpose-built, integrated eye-care centre that maintains our world-leading position and will have a real impact for patients nationally and internationally. The decision will allow the allocation of £44.5m of UCL funding, conditional on securing additional sources of funding, towards Oriel, a joint initiative between UCL Institute of Ophthalmology, Moorfields Eye Hospital NHS Foundation Trust (Moorfields), and Moorfields Eye Charity. The proposed new centre received a £30 million grant from Research England's flagship UK Research Partnership Investment Fund (UKRPIF) in 2019. Camden Council passed a resolution to grant planning permission in 2021. It is planned that new building will be completed in 2026. For further information please

contact the Programme Sponsor, [Professor Alan Thompson, Dean of the Faculty of Brain Sciences](#).

#### Useful Links:

- News article, 10 December 2021: [UCL Council approves new world-leading UCL and Moorfields eye centre](#)
- [Oriel Project Website](#)

#### PEARL

24.6. Located in Dagenham, PEARL (Person-Environment-Activity Research Laboratory), which finished construction in April 2020, is a unique facility to explore the ways in which people interact with their environment. It is a massive space – around 4,000m<sup>2</sup> and 10m high. It has received an A+ rating for energy performance, making it UCL's first net zero carbon building, with the export of surplus energy from solar panels expected to make it carbon negative.

#### Useful Links:

- [PEARL website](#)
- News article, 26 May 2021: [PEARL is the first UCL building classified as net zero carbon](#)

#### Student Centre

24.7. Opened in 2019, the Student Centre is located on Gordon Street on a former World War II bombsite. It has 1,100 study spaces, with settings ranging from quiet study to collaborative areas. The Centre is designed as a 'one-stop' location which houses UCL's Student Enquiries and Student Wellbeing Centres, drop-in services to seek advice on disability, mental health, and wellbeing issues. It is open 24 hours a day, seven days a week, every single day of the year. It was awarded BREEAM "Outstanding" as of July 2021.

#### Useful Links:

- [UCL Student Centre](#)
- [Celebrating one year of the student centre](#)

#### 25. Compliance

25.1. A compliance webpage sets out information on how matters of compliance are managed across UCL, including policies which describe how UCL discharges its responsibilities in order to ensure compliance with its legal obligations.

25.2. The following areas are covered:

- UCL Anti-corruption and Bribery Policy
- Brexit
- Consumer Protection
- Data Protection
- Dignity at UCL
- Disclosure of Conflict and Declaration of Interest Policy
- Equality at UCL
- Fraud Policy
- Freedom of Information
- Freedom of Speech
- Gifts and Hospitality Policy
- Intellectual Property Policy
- Modern Day Slavery Statement
- Office for Students regulatory framework and ongoing conditions of registration
- Open Access
- Public Interest Disclosure Policy
- Research Ethics
- Right to Work and Immigration
- Safeguarding
- Safety Services
- Student Visa Engagement Monitoring Policy and Guidance

**Useful Links:**

- [Compliance webpage](#)

**26. Trade Unions recognised by UCL**

- 26.1. The following trade unions are recognised by UCL to represent UCL staff and to negotiate terms and conditions of employment on their behalf.
- The University and College Union (UCU) is recognised by UCL to represent its Academic, Research and Teaching staff, and Professional Services staff at grade 7 and above. See the [UCL UCU](#) website.
  - UNISON is recognised by UCL to represent its Clerical, Secretarial, Manual and Ancillary staff. Please see the [UCL UNISON](#) website.
  - Unite is recognised by UCL to represent its Technical staff. For more information please see the [Unite](#) webpage.

**27. Key Acronyms**

**Aggregations of Faculties**

- BEAMS: Built Environment; Engineering Sciences; Mathematical and Physical Sciences
- IOE: Institute of Education
- SLASH: Laws; Arts & Humanities; Social & Historical Sciences
- LMS: Brain; Life; Medical; and Population Health Sciences

### **General Acronyms**

- AB: Academic Board
- AC: Academic Committee
- ASER: Annual Student Experience Review
- BSU: Biological Sciences Unit
- CAM: Communications, Digital and Marketing
- GAC: Gift Acceptance Committee
- GOS ICH: Great Ormond Street Institute of Child Health
- IoN: UCL Queen Square Institute of Neurology
- IoO: Institute of Ophthalmology
- IQR: Internal Quality Review
- ISD: Information Services Division
- MG1: Marshgate 1 (UCL East building)
- OfS: Office for Students
- OVPA: Office of the Vice-Provost (Advancement)
- OVPESE: Office of the Vice-Provost (Education and Student Experience)
- OVPRIGE: Office of the Vice-Provost (Research, Innovation and Global Engagement)
- PSW: Pool Street West (UCL East building)
- PT: Principal Theme (from UCL Strategy 2034)
- SOM: UCL School of Management
- SOP: UCL School of Pharmacy
- SRS: Student and Registry Services
- SU UCL: Students' Union UCL
- TOPS: Transforming our Professional Services
- UCLC: UCL Consultants
- UCLB: UCL Business
- UCLP: UCL Partners
- UKRI: UK Research and Innovation
- UMC: University Management Committee
- USS: Universities Superannuation Scheme
- UKDRI: UK Dementia Research Institute
- UUK: Universities UK

## 28. Secretariat Contact Details

### **Interim Secretary to Council**

Anne Marie O'Mullane

Phone Number: 020 3108 8930

Email: [a.omullane@ucl.ac.uk](mailto:a.omullane@ucl.ac.uk)

### **Governance Officer**

Olivia Whiteley

Phone Number: 020 8138 7436

Email: [o.whiteley@ucl.ac.uk](mailto:o.whiteley@ucl.ac.uk)



## Appendix One – Privacy Notice

# Privacy Notice for UCL Council Members

## 1. Introduction

- 1.1 UCL (“we” “us”, or “our”) respects your privacy and is committed to protecting your personal data.
- 1.2 Please read this Privacy Notice carefully – it describes why and how we collect and use personal data and provides information about your rights. It applies to personal data provided to us, both by yourself or by third parties.
- 1.3 We keep this Privacy Notice under regular review. It was last updated on 25 October 2021.

## 2. About us

- 2.1 UCL, a company incorporated by Royal Charter (number RC 000631), is the entity that determines how and why your personal data is processed. This means that UCL is the ‘controller’ of your personal data for the purposes of data protection law.

## 3. Personal data that we collect about you

- 3.1 Personal data, or personal information, means any information about an individual from which that person can be identified. It may include your name but it may also be other information such as your date of birth, nationality and gender which when combined identify you. It does not include data where the identity has been removed (anonymous data). This information may be collected in a variety of ways, including electronically, in paper form, by telephone or in person.
- 3.2 We may collect, use, store and transfer different kinds of personal data about you. This may include:
  - your full name and any former names;
  - your contact details, including correspondence/work and usual residential address(es), telephone and/or mobile number(s), email address;
  - your nationality/citizenship and country of domicile;
  - your current country of residence;
  - your date and place of birth;

- your gender;
- your ethnic background;
- your sexual orientation;
- your religious beliefs;
- your relevant qualifications and professional accreditations;
- information about disabilities;
- your photograph and a short biography (for the [Council membership webpage](#));
- membership of other boards or organisations;
- interests in organisations;
- attendance and participation in UCL affairs;
- disqualification or removal from acting as a trustee, other relevant office or director;
- unspent offences or sanctions relevant to holding a trustee position;
- information relating to serious misconduct or mismanagement (whether unlawful or not) in your employment or in the conduct of an entity with which you are or have been associated;
- information relating to adverse findings in civil proceedings;
- information relating to adverse findings in disciplinary proceedings by a regulatory authority or professional body;
- information relating to deliberate tax default;
- information relating to involvement with any entity that has been refused registration to carry out a trade or has had a registration terminated;
- information relating to involvement with a Higher Education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator;
- sex offenders register checks;
- fitness to act as a trustee;
- information relating to disobeying a Charity Commission order or direction;
- information relating to being a designated person for the purposes of anti-terrorist legislation; and
- information relating to insolvency.

3.3 In limited instances, we may receive personal data about you, including special category personal data or criminal convictions data, from third parties in particular where checks are required to verify your suitability to be a UCL Council member, in line with legal requirements.

#### **4. How we use your personal data**

4.1 Overall, we will use your personal data to manage your relationship with us as a UCL Council member. The main purposes for which we process your personal data as a UCL Council member are set out in the table below.



4.2 Data protection laws require us to meet certain conditions before we are allowed to use your personal data in the manner described in this notice, including having a "legal basis" for the processing. Where we process special category personal data or criminal convictions data, we are required to establish an additional legal basis for processing that data.

4.3 We take our responsibilities under data protection laws extremely seriously, including meeting these conditions. The main legal bases on which your personal data are processed for a particular purpose are also explained in the table below.

Purpose	Lawful Basis
<p><b>To consider and process your appointment to Council</b></p> <p>We will use your personal information to:</p> <ul style="list-style-type: none"> <li>• assess your suitability for appointment; and</li> <li>• communicate with you about the appointment process.</li> </ul> <p>As part of process of providing assurance that Council members meet the criteria of 'Fit and Proper' persons including those set out in the OfS Conditions of Registration, we conduct checks against the following registers:</p> <ul style="list-style-type: none"> <li>• <a href="#">Companies House</a> and the <a href="#">Charity Commission</a> register of disqualified individuals;</li> <li>• The <a href="#">Individual Insolvency Register on www.gov.uk</a>;</li> <li>• The list of Deliberate Tax Defaulters on <a href="#">www.gov.uk</a>.</li> </ul> <p>We also conduct internet searches to confirm whether there is any evidence that contradicts the UCL Council Member Declaration of willingness and fitness to act as a trustee of UCL.</p> <p>We may also process criminal convictions data from collecting information in</p>	<p><b>For all personal data:</b></p> <p><b>Compliance with a legal obligation</b> In this context we will often process personal data in order to comply with our legal obligations, e.g. charity law.</p> <p><b>Performance of a task in the public interest</b> UCL will be processing personal data in its capacity as a public authority in connection with its core purposes of education, research and innovation. Please see our <a href="#">Statement of Tasks in the Public Interest</a> for further information.</p> <p><b>For special category personal data:</b></p> <p><b>Statutory and government purposes</b> We may process your special category personal data where it is necessary due to a function conferred by an enactment or rule of law, in particular from the UCL Royal Charter.</p> <p><b>For criminal convictions data</b> <b>Regulatory requirements relating to unlawful acts and dishonesty</b> We may process your criminal convictions data in order to comply with, or assist a third party to comply with, a regulatory requirement that requires the taking of steps to establish whether a person has: (i)</p>

Purpose	Lawful Basis
<p>connection with your appointment as a trustee.</p>	<p>committed an unlawful act, or (ii) been involved in dishonesty, malpractice or other seriously improper conduct do so. Where we are relying on a legal basis other than those set out above, we will inform you of the legal basis before we start processing based on that legal ground.</p>
<p><b>To manage our relationship with you as a member of Council</b></p> <p>We will use your personal information to:</p> <ul style="list-style-type: none"> <li>• manage your appointment to UCL Council;</li> <li>• communicate with you relating to performing your role and about UCL generally, e.g. in the form of e-newsletters and email bulletins in order to keep you informed about important developments at UCL and relevant events at UCL;</li> <li>• support your training, health, safety and welfare requirements and to make any necessary arrangements or adjustments in the case of disability;</li> <li>• carry out any necessary investigations in relation to you or another person;</li> <li>• provide you with access to relevant systems to undertake your role and manage your use of facilities;</li> <li>• maintain absence records;</li> <li>• monitor compliance by you with UCL's policies and legal obligations; and</li> <li>• monitor your use of our networks to protect the security and integrity of UCL's IT network and information and electronic communications systems. Please see UCL's Policy on Monitoring Computer and Network Use for further guidance on</li> </ul>	<p><b>For all personal data:</b></p> <p><b>Compliance with a legal obligation</b> In this context we may process personal data in order to comply with our legal obligations, e.g. in respect of charity law.</p> <p><b>Performance of a task in the public interest</b> UCL will be processing personal data in its capacity as a public authority in connection with its core purposes of education, research and innovation. Please see our <a href="#">Statement of Tasks in the Public Interest</a> for further information.</p> <p><b>Vital interests</b> Your personal data may be processed by UCL and transferred to the emergency services where this is required to protect your vital interests.</p> <p><b>Legitimate interests</b> The processing of your personal data may be necessary for the purposes of the legitimate interests pursued by us or by a third party, except where such interests are overridden by your interests or by fundamental rights and freedoms which require protection of personal data.</p> <p><b>For special category personal data:</b></p> <p><b>Vital interests</b></p>

Purpose	Lawful Basis
<p>the monitoring that we may carry out.</p> <p>We may process special category personal data e.g. data relating to health in order to make reasonable adjustments. We may process criminal convictions data where it affects your ability to continue your appointment to Council.</p>	<p>Your special category personal data may be processed by UCL and transferred to the emergency services where this is required to protect your vital interests.</p> <p><b>Legal claims</b> Your special category personal data may also be processed by UCL where this is necessary for the establishment, exercise or defence of legal claims.</p> <p><b>Consent</b> In relation to managing any reasonable adjustments requested, we will generally seek to obtain your consent to the processing of your special category personal data for this purpose.</p> <p><b>Equality of opportunity or treatment</b> We process special category personal data in order to monitor equality of opportunity/treatment.</p> <p><b>Statutory and government purposes</b> We may process your special category personal data where it is necessary due to a function conferred by an enactment or rule of law, in particular from the UCL Royal Charter.</p> <p><b>For criminal convictions data</b> <b>Regulatory requirements relating to unlawful acts and dishonesty:</b> We may process your criminal convictions data in order to comply with, or assist a third party to comply with, a regulatory requirement that requires the taking of steps to establish whether a person has: (i) committed an unlawful act, or (ii) been involved in dishonesty, malpractice or other seriously improper conduct do so. Where we are relying on a legal basis other than those set out above, we will inform you</p>

Purpose	Lawful Basis
	of the legal basis before we start processing based on that legal ground.
<p><b>Internal, external and statutory reporting, audit and other legal obligations, including compliance with legal entity registration requirements and monitoring equality of opportunity or treatment</b></p> <p>We will use your personal information to:</p> <ul style="list-style-type: none"> <li>• comply with our legal obligations, including relating to organisational group entities' registration requirements with governmental bodies and regulators (including UCL group organisations situated abroad), regulatory obligations, public authority obligations and our obligations under freedom of information law (requiring <i>information to be made publicly available</i>);</li> <li>• share with organisations that UCL works with to the extent required for the purposes of due diligence compliance checks, for example relating to anti-money laundering;</li> <li>• produce statistics and research for internal and statutory reporting purposes;</li> <li>• manage our accounts and records, including <i>information to be made publicly available</i> (such as minutes published on UCL's website); and</li> <li>• monitor our compliance with our responsibilities under equalities legislation and information disclosures to HESA.</li> </ul> <p>This may include the processing of special category personal data, e.g. information</p>	<p><b>For all personal data:</b></p> <p><b>Compliance with a legal obligation</b>  Much of our processing of your personal data in this context will be in order to comply with our legal obligations, e.g. legal entity registration requirements, UK equal opportunities monitoring and freedom of information legislation.</p> <p><b>Performance of a task in the public interest</b>  UCL will be processing personal data in its capacity as a public authority in connection with its core purposes of education, research and innovation. Please see our <a href="#">Statement of Tasks in the Public Interest</a> for further information.</p> <p><b>Legitimate interests</b>  The processing of your personal data may be necessary for the purposes of the legitimate interests pursued by us or by a third party, except where such interests are overridden by your interests or by fundamental rights and freedoms which require protection of personal data. In particular, to permit companies we work with to undertake required due diligence.</p> <p><b>For special category personal data:</b></p> <p><b>Equality of opportunity or treatment</b>  We process certain types of special category personal data in order to monitor equality of opportunity/treatment.</p> <p><b>Legal claims</b></p>

<b>Purpose</b>	<b>Lawful Basis</b>
<p>about disabilities or ethnicity, in addition to religious beliefs, sexual orientation and political opinions. We may process criminal convictions data where it affects your ability to continue your appointment to Council from legal obligations.</p>	<p>Your special category personal data may also be processed by UCL where this is necessary for the establishment, exercise or defence of legal claims.</p> <p><b>For criminal convictions data</b>  <b>Regulatory requirements relating to unlawful acts and dishonesty:</b>  We may process your criminal convictions data in order to comply with, or assist a third party to comply with, a regulatory requirement that requires the taking of steps to establish whether a person has: (i) committed an unlawful act, or (ii) been involved in dishonesty, malpractice or other seriously improper conduct do so.  Where we are relying on a legal basis other than those set out above, we will inform you of the legal basis before we start processing based on that legal ground.</p>
<p><b>Identification and security, including information security</b></p> <p>We will use images of you in order to issue you with a UCL ID card.</p> <p>We will also process your personal data to manage our access control systems and for other security purposes, including in relation to information security and our IT systems and also via on-premises CCTV security cameras.</p>	<p><b>Legitimate interests</b></p> <p>In these circumstances we will generally rely on UCL's legitimate interests in maintaining a secure environment for all members of UCL when processing your personal data, and in protecting our IT systems.</p>
<p><b>Marketing/publicity purposes</b></p> <p>We may take photographs or videos of you during your appointment as a member of Council, including where you attend events such as graduation. These images will generally be used for UCL's marketing/publicity materials.</p>	<p><b>Legitimate interests</b></p> <p>When using your personal data for marketing or publicity purposes, we will generally rely on our legitimate interests in promoting UCL, including our courses, our activities and our overall aims and objectives.</p>

Purpose	Lawful Basis
<p>Your personal data may also be processed by UCL in a social media context, including where students are given permission to take over a particular UCL-operated social media account for a specific time period. For example, we may publish an interview with you or information about your work on our social media platforms, or share photographs or other images of you. This will generally be for UCL's marketing/publicity purposes.</p>	

4.4 Please note that where the provision of personal data is a statutory requirement and you do not provide us with the personal data required, UCL may not be able to process your appointment to UCL Council, as applicable.

4.5 We do not generally process your personal data based on your consent (as we can usually rely on another legal basis). If we do process your personal information based on your consent, we will inform you of this before we start the processing and you will have the right to withdraw your consent at any time. See "Your Rights" in section 9 below.

4.6 We do not use automated decision making (where an electronic system uses personal data to make a decision about you without human intervention) or profiling (where an electronic system uses personal data to try and predict something about you).

4.7 We may also anonymise your data, meaning data from which you cannot be identified, and use this for the purposes of:

- evaluating the skills and effectiveness of Council and Council Committees (for example, by completion of a skills matrix); and
- submitting (via UCL Human Resources, who store named data internally) UCL's annual data return to HESA.

## 5. Who we share your personal data with

5.1 Your personal data will be collected and processed primarily by UCL staff. Access to your personal information is limited to staff who have a legitimate need to see it for the purpose of carrying out their job at UCL. We will share your personal data, where appropriate, with other UCL Council members for the purpose of carrying out Council activities.

- 5.2 Your personal data may be disclosed to other organisations as required by law, for crime prevention, investigation or detection purposes or in order to protect your vital interests. In addition, we may have to share your personal data with the parties set out below for the purposes outlined in section 4:
- Governmental organisations and regulators for the purpose of UCL managing its legal obligations:
    - *some of this information may become a matter of **public record***. Where you object to your personal data becoming part of the public record, you must notify the Council Secretariat or Data Protection Officer to assess any provisions which may allow your personal data not to become part of the public record;
  - organisations we work with in order for those entities to fulfil their due diligence requirements;
  - the public – some information is required to be made **publicly available**;
  - organisations providing training and facilities access to you; and
  - the media and attendance at events.
- 5.3 We use the services of various external service providers to help us run our university efficiently, particularly in relation to our IT systems. Some of these services (such as email hosting and data backups) involve the service provider holding and using your personal data. In each case where we share your information with one of our service providers, the service provider is required to keep it safe and secure. They are also not permitted to use your information for their own purposes.
- 5.4 We require all third parties to respect the security of your personal data and to treat it in accordance with the law. We do not allow our third party service providers to use your personal data for their own purposes – we only permit them to process your personal data for specified purposes and in accordance with our instructions.

## 6. International transfers

- 6.1 We do not systematically transfer your personal data outside the European Economic Area (EEA). We may transfer your personal data outside of the EEA in response to a due diligence request from partners we work with located abroad or in order to fulfil UCL's organisational registration requirements as set out above. There are also other circumstances in which we may transfer your personal data outside the EEA, e.g. where we use a third party cloud services provider based outside the EEA to store personal data.
- 6.2 Where we transfer your personal data across national boundaries to a third party, such as one of our service providers, we will protect your personal data by ensuring that those transfers are made in compliance with all relevant data protection laws. Generally, this means where we transfer your personal data to a third party that is located in a country which does not have adequate privacy protection, we will put in

place a contract with the third party that includes the standard international data transfer contractual terms approved by the European Commission.

- 6.3 For further information on the measures in place, please contact us using the details set out under 'Contacting Us' below.

## **7. Information security**

- 7.1 We have put in place appropriate security measures to prevent your personal data from being accidentally lost, used or accessed in an unauthorised way, altered or disclosed. We have established procedures to deal with any suspected personal data breach and will notify you and any applicable regulator of a breach where we are legally required to do so.

## **8. Data retention**

- 8.1 We will only retain your personal data for as long as necessary to fulfil the purposes we collected it for, including for the purposes of satisfying any legal, accounting, or reporting requirements.
- 8.2 We will keep your personal data according to the [Records Retention Schedule](#).

## **9. Your rights**

- 9.1 Subject to certain circumstances, you may have the following rights under data protection legislation in relation to your personal data:
- A right to access personal data held by us about you
  - A right to require us to rectify any inaccurate personal data held by us about you
  - A right to require us to erase personal data held by us about you. This right will only apply where, for example, we no longer need to use your personal data to achieve the purpose we collected it for; or where you withdraw your consent if we are using your personal data based on your consent; or where you object to the way we process your data (in line with the right to object below)
  - A right to restrict our processing of personal data held by us about you. This right will only apply where, for example, you dispute the accuracy of the personal data held by us; or where you would have the right to require us to erase the personal data but would prefer that our processing is restricted instead; or where we no longer need to use the personal data to achieve the purpose we collected it for, but we require the data for the purposes of dealing with legal claims
  - A right to receive personal data which you have provided to us in a structured, commonly used and machine readable format. You also have the right to require us to transfer this personal data to another organisation
  - A right to object to our processing of personal data held by us about you



- A right to withdraw your consent where we are relying on it to use your personal data. Note that a withdrawal of consent will not affect the lawfulness of processing based on consent before its withdrawal
- A right to ask us not to use information about you in a way that allows computers to make decisions about you and ask us to stop.

9.2 In certain circumstances, we may need to restrict your rights in order to safeguard the public interest (e.g. the prevention or detection of crime) and our interests (e.g. the maintenance of legal privilege).

9.3 If you wish to exercise any of these rights, please contact the [Data Protection Officer](#).

9.4 You can contact UCL by telephoning +44 (0)20 7679 2000 or by writing to: UCL, Gower Street, London WC1E 6BT.

9.5 Please note that UCL has appointed a Data Protection Officer. If you have any questions about this Privacy Notice, including any requests to exercise your legal rights, please contact our Data Protection Officer using the details set out below: Data Protection & Freedom of Information Officer [data-protection@ucl.ac.uk](mailto:data-protection@ucl.ac.uk).

## 10. Complaints

10.1 If you wish to complain about our use of personal data, please send an email with the details of your complaint to the [Data Protection Officer](#) so that we can look into the issue and respond to you.

10.2 If we are unable to adequately address any concerns you may have about the way in which we use your data, you have the right to lodge a formal complaint with the data protection authority in your country or our main data protection regulator, the Information Commissioner's Office. For further information on your rights and how to complain to the ICO, please refer to the [ICO website](#).