



Council

Monday 17 June 2024 at 2:00pm
Level 50 Boardroom, UCL School of Management, One Canada Square

Minutes

Present Members:

Victor Chu CBE (Chair); Professor David Attwell; Professor Stephanie Bird; Professor Jon Butterworth; Roger Blundell; Shaban Chaudhary; Dr Alun Coker; Tina Harris; Tania Holt; Dr Sandy Leaton Gray; Mary McHarg; Lindsay Nicholson MBE (for Minutes 100-109); Turlogh O'Brien CBE; Professor Helen Roberts; Lord Sharkey; Dr Michael Spence; Sarah Whitney.

Attendees:

For Minutes 112-136: Aimie Chapple, Vice-President (Operations); Charu Gorasia, Chief Financial Officer; Dr Clare Goudy, Chief of Staff, President & Provost's Office; Natasha Lewis, General Counsel; Aaron Porter, AdvanceHE.

For Minutes 115-118: Professor Paola Lettieri, Interim Vice-President (Strategy)

For Minutes 115-136: Professor Anthony Smith, Vice-Provost (Faculties)

For Minute 116: Deepan Banati, Director Finance Business Partnering (Academic); Audrey Fenwick, Head of Financial Planning

For Minutes 116-117: Katherine Sissons, Head of Financial Planning; Jess Yuille, Director Financial Planning & Analysis

For Minute 117: Marie Gallagher, Executive Director Projects, Vice-President (Operations)

For Minutes 117 and 119: Donna Dalrymple, Chief People Officer

For Minute 119: Lesley Houfe, Interim Director of EDI

For Minute 120: Victoria Ehmann, Legal Counsel; Ed Hall, Head of Finance Policy.

Apologies:

Dominic Blakemore; Phil Clark; Dr Justin Turner KC.

Officer(s):

Natalie Connor, Governance Officer; Anne Marie O'Mullane, Assistant Secretary to Council; David Pacey, University Secretary; Olivia Whiteley, Governance Manager.

Part I: Preliminary Business

112. Declaration of Interests

- 112.1. The Chair of Council invited Council members to declare any new interests they may have or any interests they had in the items being considered at the meeting. Professor David Attwell declared an interest in Item 17.4 regarding the Disestablishment of UKDRI HQ. Professor Helen Roberts declared an interest in Items 4 and 9 where they concerned overpayments.

113. Minutes (6-01)

- 113.1. Council approved the minutes of the meeting held on 22 April 2024.

114. Matters Arising from the Minutes (6-02)

- 114.1. Council received the Matters Arising paper.

Part II: Strategic Items for Discussion

115. Institutional Key Performance Indicators (6-03)

- 115.1. Professor Paola Lettieri, Interim Vice-President (Strategy), introduced the paper which proposed a series of Key Performance Indicators (KPIs) to monitor progress against UCL's strategic objectives. The consolidated list comprised 53 KPIs which were organised by outcome area across three tiers, with Tier 1 KPIs for monitoring by Council on an annual basis, Tier 2 KPIs for monitoring by faculties, departments or a relevant committee and Tier 3 KPIs under development and to be promoted once ready.
- 115.2. During discussion the following points were made:
- a. There was appetite to see KPIs on Equality, Diversity and Inclusion (EDI) promoted to Tier 1 for Council's future monitoring. The Interim Vice-President (Strategy) highlighted the suite of Tier 3 KPIs under the 'Living our values' outcome area, noting that reassessment of KPI statuses was planned for future strategic review. It was suggested that Council receive progress on these KPIs during their development.
 - b. Under the Tier 1 KPI on taught student population, it would be important to monitor performance across the breakdown of the student population as well as against overall target headcount.
 - c. Education and Student Experience featured across the three tiers, with TEF overall the composite Tier 1 KPI for this outcome area. NSS survey scores featured at the more granular level reflecting the nature of the survey questions and in particular the lack of a composite NSS survey question on student experience. In addition to monitoring the aggregate KPI on the TEF, it was suggested Council might promote one extra KPI from Tier 2 to Tier 1 for this outcome area.
 - d. A KPI on sustainability was reflected in Tier 3 and would be developed once the role of Director of Sustainability had been recruited to. The

Vice-President (Operations) added that a revised Sustainability Plan was currently undergoing review by committees including Academic Board and would be considered by Council in due course.

- e. Rationale for target setting related to EDI would be helpful to understanding why particular target values were deemed appropriate. For some KPIs a normative target might be appropriate, whereas for others it would be important to monitor trends; making this distinction across the KPIs would be helpful.
- f. The Interim Vice-President (Strategy) emphasised the importance of a sickness absence rate KPI to monitoring mental health and wellbeing among staff. Council members considered it would be important to make clear the basis for this KPI and that it anticipated sufficient sample consistency to monitor useful trends.
- g. Given the duties of Council it was considered that breach of statutory requirements (a Tier 2 KPI) should continue to be a matter for Council outside of KPIs monitoring.
- h. On UCL's position in the Global League Table, which was an increasingly competitive space especially at the upper end of the scale, the President and Provost would request consideration of ambitions as part of an area of work recently initiated on rankings and performance.
- i. Council would expect to see reporting beyond the KPI on fundraising, to understand whether aims besides financial targets were being met, and on the REF to be alerted to any key issues arising between REF years.
- j. Under 'Positive Enabling Environments', it was noted that underpayments could be significant and should be considered for inclusion alongside overpayments. Noting that control weaknesses were being reviewed by Council committees, it was requested that the Chief Financial Officer provide a breakdown of overpayments to Council at a future meeting.

115.3. Council approved the list of strategic KPIs subject to the refinements discussed above.

116. Confidential: Multi Year Budget Setting 2024/25 (6-04)

116.1. Exempt from publication as disclosure would be likely to prejudice the commercial interests of UCL and its partners, please see confidential minutes.

116.2. Exempt from publication as disclosure would be likely to prejudice the commercial interests of UCL and its partners, please see confidential minutes.

116.3. Exempt from publication as disclosure would be likely to prejudice the commercial interests of UCL and its partners, please see confidential minutes.

117. Confidential: Financial Shocks (6-05)

- 117.1. Exempt from publication as disclosure would be likely to prejudice the commercial interests of UCL and its partners, please see confidential minutes.
- 117.2. Exempt from publication as disclosure would be likely to prejudice the commercial interests of UCL and its partners, please see confidential minutes.
- 117.3. Exempt from publication as disclosure would be likely to prejudice the commercial interests of UCL and its partners, please see confidential minutes.
- 117.4. Exempt from publication as disclosure would be likely to prejudice the commercial interests of UCL and its partners, please see confidential minutes.

118. Provost's Report to Council (6-06)

- 118.1. Dr Michael Spence, President and Provost, introduced the Provost's Report to Council.
- 118.2. During discussion the following points were made:
 - a. An update was provided that a letter of requisition had been received signed by students and staff requesting a special meeting of Academic Board to discuss motions on supporting Palestinian students and academics and on links with defence companies. The motions included setting up review bodies to examine relevant ties. The question of risk of UCL funding the Israel-Gaza conflict via its research and finance portfolios and subsidiaries UCLB and UCLC had already been examined and concluded that it was not at risk.
 - b. In response to a question concerning the impact of the failed supplier update applied to UCL's core student information platform, it was noted that there was no recourse available to obtain financial compensation, however the supplier had worked quickly and extensively with UCL to resolve the issue. Of the immediate actions taken to reduce risk of further major outages, an advisory board had been created which it was hoped would include representatives from the supplier to advise and input on decision-making for the platform.
 - c. Exempt from publication as disclosure would be likely to prejudice the commercial interests of UCL and its partners, please see confidential minutes.
- 118.3. Council received the Provost's Report to Council.

119. Annual EDI Review 2022-23 and Key Priorities for 2023-24 and EDI Data Monitoring Report 2023 (6-07)

- 119.1. Donna Dalrymple, Chief People Officer, and Lesley Houfe, Interim Director of EDI, introduced the Annual EDI Review 2022-23 and Key Priorities for 2023-24 Report and the EDI Data Monitoring Report 2023.
- 119.2. The following points were raised in discussion:
- a. In consideration of progress and key priorities on disability and neurodivergence, Council members noted that it was important to prioritise line manager training, equipment and space provision and to reconsider the use of terms such as ‘disabled community’ and the risk of presenting needs as homogenous.
 - b. The Chief People Officer highlighted work planned on reasonable adjustments for staff and addressing needs in a centralised way, as well as the intention to drill down further on intersectionality.
 - c. Acknowledging the high rate of staff non-disclosure in relation to ethnicity and other EDI personal data, there was support for the campaign to address concerns and encourage staff to review and share their personal data for the purposes of monitoring and targeting action.
 - d. UCL training needed to take a sophisticated approach to informing staff of their responsibilities with respect to EDI in the context of multiple legal frameworks, including new freedom of speech legislation. While online training for staff had been received positively, it was suggested to build more targeted training for staff focusing on academic freedom.
 - e. As part of the EDI documentation Council should also, in future, receive assurance that policies were up to date in line with legislation, as well as breakdowns of how applications of the Disciplinary Procedure impacted staff with protected characteristics.
 - f. In consideration of fairness and transparency, it was questioned to what extent ‘lived experience’ was a helpful term in describing select protected characteristics.
 - g. In discussion of diversity, it was suggested that the People Committee of Council have oversight of the data, including how the data reflected the diversity of the London and UK populations, and to consider the extent to which this should be monitored or acted upon.
- 119.3. Council:
- a. Approved:
 - i. The Draft Annual EDI Review 2022-23 & Key Priorities for 2023-24.
 - ii. The EDI Data Monitoring report for 2023 and the headline analysis.
 - b. Noted the Actions & Progress from the EDI Report 2018-2022 (at March 2024).

120. Delegated Authorisations (6-08)

- 120.1. Natasha Lewis, General Counsel, introduced the paper which outlined work undertaken to date on the Delegated Authorisations project, including proposed revisions to the Financial Regulations and an initial plan of action to undertake a full review of delegated authorisations across UCL in the coming academic year. The project had emerged as a priority project for UCL in 2023/24 and responded to recommendations from internal auditors KPMG who had identified clarity around delegations as an area of weakness.
- 120.2. Council:
- a. Deleted UCL's current Financial Regulations and approved the proposed updated Financial Regulations attached at Appendix 2.
 - b. Deleted the Principles Governing Institutional Authorisation of Sponsored Research Proposals and Related Agreements document (which is replaced by section 11 and Annex D of the updated Financial Regulations attached at Appendix 2).
 - c. Approved Annexes A to F of the updated Financial Regulations (which contain the current Delegated Authorisation Limits) and deleted the current documentation containing the Delegated Authorisation Limits, including section 10 of the Gift Acceptance Policy; with such changes having effect from 1 August 2024.
 - d. Noted the initial proposal for the continuation of the Delegated Authorisations project.

121. Workplace Health and Safety Report (6-09)

- 121.1. Council received the Workplace Health and Safety Report. It was noted that the commentary on performance against the five-day timeframe for reviewing incidents had not been included, as Council had requested at the last meeting, and it was asked that this be addressed from the next report.

122. Committee Reports

Audit Committee Report (6-10)

- 122.1. Council received the Confidential Audit Committee Report.

Finance Committee Report (6-11)

- 122.2. Council received the Confidential Finance Committee Report.

Investments Committee Report (6-12)

- 122.3. Council received the Confidential Investments Committee Report.

People Committee Report (6-13)

- 122.4. Council received the People Committee Report.

Part III: Other Business for Approval or Information

123. Recommendation of the Appointment of the Vice-Provost (Faculties) (6-14)

123.1. Council approved the appointment of Professor Jennifer Hudson as Vice-Provost (Faculties) for a 5-year term of office, effective from 1 August 2024.

124. Confidential: Recommendation of the Appointment of Interim Dean of the Faculty of Engineering Sciences (6-15)

124.1. Exempt from publication due to the confidentiality of personal information.

125. Withdrawn – Confidential: Revolving Credit Facility Renewal (6-16)

125.1. Council noted that the paper had been withdrawn.

126. Harm Reduction Strategy (6-17)

126.1. Council approved, on the recommendation of UMC and the Work Health and Safety Committee, a new strategy and action plan around the use of illegal drugs and the misuse of prescription drugs by UCL students. This would include the proposed redevelopment of student disciplinary procedures but would not condone antisocial or criminal behaviour in the student body.

127. Degree Outcomes Statements (6-18)

127.1. Council approved the 2023/24 Degree Outcomes Statement.

128. To Approve Changes to the Regulations for Management

Amendment of Regulation for Management 4.5 Academic Committee Terms of Reference (6-19)

128.1. Council approved the proposed amendments to RfM 4.5 to remove Student Recruitment, Admissions and Funding Committee (StRAFC) as a standing committee of Academic Committee.

Amendment of Regulation for Management 4.6 – Change to Constitution of Audit Committee (6-20)

128.2. Council approved the proposed amendments to RfM 4.6 to increase the size of the membership of Audit Committee to six members.

Amendment of Regulation for Management 4.10 – Change to Constitution of People Committee (6-21)

- 128.3. Council approved the proposed amendments to RfM 4.10 to change the constitution of People Committee to replace the Chair of Council as Chair of People Committee (ex officio) with an appointed member of Council.

Amendment of Regulation for Management 11.1 – Disestablishment of UKDRI HQ (6-22)

- 128.4. Members of Council queried the reason for disestablishment as well as the scope of the TUPE transfer; the Assistant Secretary would request that the Director of Operations for the Faculty of Brain Sciences address these questions.
- 128.5. Council approved the disestablishment of the UK DRI HQ as an academic unit of UCL under Statute 10 with effect from 1 August 2024 and to amend Regulation for Management 11 to reflect that change and remove ION DRI HQ from the list of academic units attached to the Faculty of Brain Sciences.

Amendment of Regulation for Management 11.1 – Renaming Institute of Risk and Disaster Reduction (6-23)

- 128.6. Council approved a proposal to change the name of “Institute for Risk and Disaster Reduction” to “Department of Risk and Disaster Reduction” and a request to amend Regulation for Management 11.1 to reflect that change.

Amendment of Regulations for Management 12.1, 12.2 and 12.3 related to relating to Staff-Student Consultative Committees (6-24)

- 128.7. Council approved the changes to RfMs 12.1, 12.2 and 12.3 relating to Staff-Student Consultative Committees.

129. Recommendations of Nominations Committee (6-25)

Council Member Vacancy

- 129.1. Council approved that the vacancy for an appointed member of Council arising on 1 October 2024 remain unfilled pending the outcome of the Council Effectiveness Review.

Proposed appointments to Council’s standing committees and their sub-committees

- 129.2. Council approved:
- a. The appointment of Sarah Whitney as Chair of Audit Committee from 1 October 2024 until the end of her appointment on 30 September 2026.
 - b. The appointment of Dominic Blakemore as an Appointed Council member on Audit Committee from 1 October 2024 until the end of his term of appointment, 30 September 2027. In line with protocols on long

- service, the affirmation of his appointment to Audit Committee for the duration of his term on Council.
- c. The re-appointment of Turlogh O'Brien CBE to Audit Committee from 1 October 2024 until the end of his term of appointment on 30 September 2027.
 - d. The re-appointment of Tina Harris to Audit Committee from 1 October 2024 until the end of her term of appointment on 30 September 2027.
 - e. The co-option of Professor Patrick Haggard to Finance Committee for a further term of one year from 1 October 2024 following a mutual review.
 - f. The re-appointment of Tania Holt to Finance Committee from 1 October 2024 until the end of her term of appointment on 30 September 2027.
 - g. Should Professor Stephanie Bird be re-elected as an elected member of Council, the re-appointment of Professor Stephanie Bird to Finance Committee from 1 October 2024 until the end of her term of appointment on 30 September 2027.
 - h. The re-appointment of Turlogh O'Brien CBE to Estates Committee from 1 October 2024 until the end of his term of appointment on 30 September 2027.
 - i. The re-appointment of Professor Michael Pitt to Estates Committee as an External Member for the period from 1 October 2024 until 30 September 2025.
 - j. Should Professor Stephanie Bird be re-elected as an elected member of Council, the re-appointment of Professor Stephanie Bird to Estates Committee from 1 October 2024 until the end of her term of appointment on 30 September 2027.
 - k. Should Professor Jon Butterworth be re-elected as an elected member of Council, the re-appointment of Professor Jon Butterworth to Estates Committee from 1 October 2024 until the end of his term of appointment on 30 September 2027.
 - l. The appointment of Dominic Blakemore from 1 October 2024 until the end of his term of appointment on 30 September 2027 to People Committee and his appointment as Chair of People Committee from 1 October 2024 until the end of his term of appointment on 30 September 2027.
 - m. The appointment of Goksu Danaci, Students' Union President elect, to People Committee as an appointed SU UCL member from 16 July 2024 – 15 July 2025.
 - n. The re-appointment of Turlogh O'Brien CBE to Remuneration Committee from 1 October 2024 until the end of his term of appointment on 30 September 2027.
 - o. The re-appointment of Tania Holt to Remuneration Committee from 1 October 2024 until the end of her term of appointment on 30 September 2027.

129.3. Council noted:

- a. That Goksu Danaci, Students' Union President elect, would be an observer on Finance Committee, Estates Committee and Investments Committee from 16 July 2024 – 15 July 2025.
- b. That Goksu Danaci, Students' Union President elect, would be an ex officio member of Honorary Degrees and Fellowships Committee.
- c. That Sarah Whitney would be stepping down as a member of Estates Committee with effect from 30 September 2024 and the Committee will be running with a vacancy pending the outcome of the Council Effectiveness Review.
- d. The Secretary to Council was seeking to address with the Chair of Estates Committee the vacancies arising on Estates Committee for up to three remaining members with real estate expertise drawn from the UCL academic community and externally.
- e. Following the end of Lindsay Nicholson MBE's term of appointment as Council member on 30 September 2024, there would be a vacancy on Nominations Committee for an appointed Council member pending the outcome of the Council Effectiveness Review.
- f. Following the end of Lindsay Nicholson MBE's term of appointment as Council member on 30 September 2024, there would be a vacancy on People Committee for an appointed Council member pending the outcome of the Council Effectiveness Review.

130. Council Effectiveness Review 2024 Update (6-26)

- 130.1. Council noted the Council Effectiveness Review 2024 update.

131. Upcoming Events in 2023/24 (6-27)

- 131.1. Council noted the list of upcoming events in 2023/24.

132. Council Schedule 2024/25 (6-28)

- 132.1. Council received and noted the schedule of dates for Council in 2024/25.

133. To Receive the Following Reports

Confidential: SumVax Report (6-29)

- 133.1. Exempt from publication as disclosure would be likely to prejudice the effective conduct of UCL's affairs.

Academic Board Report (6-30)

- 133.2. Council received the report of the Academic Board meeting of 8 May 2024.

UCL Library Committee Annual Report (6-31)

- 133.3. Council noted the UCL Library Committee Annual Report 2022-23.

OfS Standing Report (6-32)

- 133.4. Council noted the OfS Standing Report.

Action Taken by the Chair (6-33)

- 133.5. Council received the report on action taken by the Chair since the last meeting.

- 133.6. Exempt from publication as disclosure would be likely to prejudice the effective conduct of UCL's affairs.

UCL Seal Report (6-34)

- 133.7. Council received the report on the use of the seal.

Current Litigation Summary (6-35)

- 133.8. Council received the confidential current litigation summary.

134. To Receive the Following Committee Minutes

Minutes of the Academic Board held on 7 February 2024 (6-36)

- 134.1. Council received the minutes from the Academic Board meeting held on 7 February 2024.

Confidential Minutes of the Finance Committee meeting held on 12 April 2024 (6-37)

- 134.2. Council received the confidential confirmed minutes from the Finance Committee meeting held on 12 April 2024.

135. Vote of Thanks

- 135.1. Noting this was her last meeting, Council members thanked the outgoing Assistant Secretary to Council, Anne Marie O'Mullane, for the excellent support she had provided to Council.

136. Date of the next meeting

- 136.1. The next meeting of Council would take place on 11 July 2024.

David Pacey, University Secretary
June 2024