COUNCIL
MEETING HELD ON 23rd NOVEMBER 2012
APPROVED MINUTES

Members

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<th>Meeting 1 12.10.12</th>
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<th>Meeting 3 8.02.13</th>
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Independent Members

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Staff & Student Members

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Key: ✓ In Attendance   A Apologies   P Part Attendance   N/M Not a Member

The University Secretary, Mr Frank Toop gave apologies.

MINUTES SECTION A – OPEN FOR PUBLICATION

Part One – Preliminary Items

The Chair welcomed Professor John Fothergill, Pro Vice-Chancellor (Research and Enterprise) to his first meeting in attendance.

1. Highlighted Items

Three additions to the highlighted items for discussion were made: Item 12, New Members; Item 15, Annual Accountability Return to HEFCE; and Item 20, HEFCE Not at Risk Letter.
2. **Minutes**  
The minutes of the meeting held on 10th October 2012 were approved.

3. **Matters Arising**  
Council noted the table of actions and highlighted the following matters arising. It agreed that action was complete for:

- Matter Arising 6, Minute 12.5, 14.11.11, Risk Register
- Matters Arising 7 & 8, Minute 10(iii), 26.0312, School Link System
- Matter Arising 9, Minute 6, 14.05.12, VC Report
- Matter Arising 14, Minute 3, Matters Arising
- Matters Arising 24 & 25, Minute 11, 12.10.12, HR Strategy
- Matter Arising 26, Minute 14, 12.10.12, Pro-Chancellor’s Appraisal

The following action had been subsumed into the Council calendar and would be deleted from the matters arising list:

- Matter Arising 11, Minute 7, 14.05.12, Strategic Plan Progress

4. **Conflicts of Interest**  
Council agreed that Members would indicate any conflicts of interest at the time of the item to which those conflicts pertained.

5. **Items Specially Brought Forward by the Pro-Chancellor**  
The Pro-Chancellor thanked Professor Arcoumanis for his informative presentation on Internationalisation at the Council plenary dinner held the previous evening. Council agreed that it would consider comparator information on aspects of institutional performance in internationalisation at its meeting in February 2013 and progress in internationalisation at City University London as it pertained to the Strategic Plan before the end of the current academic year.

   **[Action: Vice-Chancellor and Deputy Vice-Chancellor (International & Development)]**

The Pro-Chancellor made a formal record of Council’s gratitude for the significant contribution to the Council and the University made by the outgoing Dean of the Cass Business School, Richard Gillingwater.

The Pro-Chancellor reported that he had asked the Vice-Chancellor to brief Council on the University’s relationship with the Bureau of Investigative Journalism and actions being taken in the light of its recent link with controversy at the BBC. The Vice-Chancellor would give a briefing in his report (see Minute 6 below).

CGNC had agreed to appoint the following Council Members as School Links for Council: Roger Bright - School of Arts and Social Sciences; Carolyn Regan - School of Health Sciences; Hunada Nouss - Cass Business School; Philippa Hird - City Law School; and Dr John Low - Schools of Engineering & Mathematical Sciences and Informatics. The Pro-Chancellor would meet with each of the School Link Members to discuss the management of the link scheme. A report on the effectiveness of the scheme would be considered by Council at its meeting in March 2013.

   **[Action: Pro-Chancellor]**
Part Two – Major Items for Discussion or Decision

6. Vice-Chancellor’s Report
The Vice-Chancellor highlighted several items from his report, in particular:

(i) The appointment of almost 100 out of the 170 research-excellent academic staff.

(ii) The 2012/13 undergraduate admission figures and early stage 2013/14 figures which showed that the University had received 300 more applications to date for 2013/14 than it had at the same point in the 2012/13 cycle set against an overall sector-wide drop of 43,924. Council noted that the HEFCE Student Control Number for Home/EU students was not yet known and that competition to attract the unlimited portion allowed with higher entry qualifications would increase further this year. A Working Group to drive forward undergraduate recruitment and admissions had been established and was being led by Pro Vice-Chancellor Professor John Fothergill.

(iii) The development plans being implemented for academic staff with Module Evaluation Scores of 3.5 and below (on a 5 point scale) and detailed oversight by the Executive Committee of these scores and actions being taken. Guidance was being provided to all Schools which drew on the model developed by the Cass Business School.

(iv) Analysis of City’s current and planned position in the sector on a chart which mapped institutional wealth against institutional performance.

(v) The executive decision taken to cease holding Friday prayers (Jumah Salaat) on University premises from 2nd November 2012. Communications had been sent to students and staff and the University Imam was leading Friday prayers in a venue in close proximity. A list of local venues for Friday prayers had also been provided on the University website. Council noted that Islington Borough Council had a long term aim to develop a prayer environment in the vicinity and was supportive of the University’s decision to direct students to that venue rather than provide one in-house. The President of the Students’ Union raised the issue of comparison with other institutions and Council noted that there was considerable variation in practice across the Sector. Sector practice should continue to be monitored. The Students’ Union was encouraging students to use the new venue and reported that approximately 100-150 students currently attended Friday Prayers.

Council agreed that it was in full support of the decision and asked the Vice-Chancellor to provide an update report on the success of implementation in due course.

[Action: Vice-Chancellor]

(vi) The increase in overall tariff on entry for undergraduate study to a provisional 406, crossing the 400 entry tariff barrier that many schools and colleges used as a metric for academic standing.

[vii] The rapid growth of Tech City. Pro Vice-Chancellor Professor John Fothergill was leading this enterprise and would provide a report to Council on its developments and activities towards the end of this academic year.

[Action: PVC (Research and Enterprise)]

This item is continued in the Closed Section of the Minutes.
7. **President of the Students’ Union Report**
The President of the Students’ Union highlighted several items from his report, in particular:

(i) The completion of the Students’ Union registration with the Charity Commission.
(ii) An increase in the number of student representatives participating in training with 164 out of the 479 representatives participating in 2012.
(iii) An increase in the number of students participating in clubs and societies from 1739 in 2011/12 to 1893 in 2012/13.
(iv) The introduction of a new monthly magazine for all students entitled ‘CityonTopic’.
(v) A round up of sports scores at 7th November.
(vi) The introduction of a new service from the Students’ Union offering housing advice to any student experiencing accommodation problems.

The President also provided a report of issues currently being worked on with the Executive Team. Council noted that the student experience would be the topic of its next plenary evening on 22 March 2013 and that the Pro-Chancellor would work with the President of the Students’ Union in preparation for that meeting.

8. **Progress in implementing the Strategic Plan**

8.1 **Progress Report from the Executive**
The Executive Committee had approved the implementation plan for the year ahead and this was becoming part of business as usual. The implementation plans and performance monitoring mechanisms had been discussed with Strategy Implementation and Performance Committee and the first performance report would be made to Council on 8th February 2013 and would form the basis of the risk discussion at Audit and Risk Committee on 27th February.

Professor Richard Verrall, Pro Vice-Chancellor (Strategy and Planning), gave a verbal report of progress including work towards the improvement of the physical and digital library resource, information services for students and estates projects. Approval for the Northampton Square estates project would be sought at the February meeting of Council and Council members were encouraged to meet Professor Verrall to discuss the project ahead of that meeting.

**[Action: All Members of Council]**

Strategy Implementation and Performance Committee would discuss the presentation of estates projects to Council with the Executive Team to ensure that the interdependency of projects was clear.

**[Action: Chair of Strategy Implementation and Performance Committee]**

Council Members questioned the extent to which the cultural change at the heart of the Strategic Plan was understood by staff and students throughout the institution and how this could be measured and agreed that this should be discussed at its February meeting. It noted the Vice-Chancellor’s Open House meeting scheduled for 28th November and other communication plans and mechanisms in place. It also noted indicators of changed culture seen in the integrated approach to risk management with the Strategic Plan, doubled numbers of research applications made for EU grants, integration with new research-excellent staff joining the Schools and use of module evaluations within all academic appraisals.

**[Action: University Executive Team]**
The next staff survey would be held in May/June 2013 and could be re-shaped to provide some indication of engagement with, and experience of, the Strategic Plan, but this would be limited by the need to maintain a comparable set of indicators with previous years to allow trend analysis.

8.2 Annual Research Quality Monitoring
Council noted the results of the second ARQM exercise which showed an improvement in the quality of research outputs on track to meet the milestone requirement for the REF submission. Around half of the overall improvement was provided by improvements in the performance of existing staff and around half by the new appointments.

8.3 THE World Rankings
The University had improved its scores on the 2012 THE World Rankings exercise calculation, but had remained outside of the top 400 institutions at 466th compared with 417th last year. The reasons for the lower ranking were that the Sector had improved overall, there was a notable increase in performance by universities in the Far East and many new universities had joined the rankings for the first time including 41 which were ranked higher than City University London. Council was assured that the influx of new institutions should stabilise from 2013.

The University scored extremely highly for international mix but both the teaching and research scores had been affected by its relatively poor performance in the academic reputation survey. The survey was completed by academic staff around the world and the University was working to increase its citation scores through use of the institutional repository to improve the perception of its standing.

Council agreed that the University’s performance in the global rankings would be considered again alongside the next annual research report.

[Action: Pro Vice-Chancellor (Research and Enterprise)]

9. Professional Services Review
Council noted a paper on the principles and timeline for the Professional Services Review.

This item is continued in the Closed Section of the Minutes.

10. Financial Statements

10.1 Flash Forecast
The Flash Forecast for 2012/13 showed an overall financial performance £1.1M ahead of budget, although the operating performance was £0.6M behind budget. The Executive Team remained committed to delivering an operating performance at no more than the £8.9M deficit set out in the budget approved by Council. This operating performance would be ensured in the Mid-Year Forecast. The variance seen in the Flash Forecast reflected investments in strategically-critical areas.

Strategy Implementation and Performance Committee had discussed the Flash Forecast with the Executive Team and its Chair highlighted its observation that the costs associated with the Professional Services Review were not yet known and were not included in the current forecast.
10.2 Audit and Risk Committee Annual Report
Council received the Audit and Risk Committee Annual Report on the year 2011/12. Audit and Risk Committee (ARC) gave Council assurance that the University’s arrangements for risk management, control, governance, value for money and management and assurance of data submitted to HESA and HEFCE were adequate and effective. Where there were issues, they were not material and they were in the process of being addressed.

ARC had considered the publication category for reports concerning the audit of Student Records Management and had decided that these should remain open to demonstrate the serious attention given to the matter; Council endorsed this decision.

Council noted the potential for bribery cases concerning international agents and was assured that ARC was currently considering that issue and that the University was in the process of issuing new contracts to all international agents.

10.3 Chief Financial Officer Report on the Financial Statements 2011/12
Council received the report of the Chief Financial Officer (CFO) on the Financial Statements 2011/12. The overall deficit for the year was £1.0M which was an improvement of £2.1M from the forecast. The position excluding restructuring (£1.6M) was a surplus of £0.6M (£0.8M surplus in 2010/11) which was an improvement of £2.9M from the forecast. However, the headline position was that the University had recorded a fourth consecutive deficit.

Council noted that the University’s share of the loss in the INTO Joint Venture had fallen from £1M last year to £0.4M this year and the Executive Team reported that further reduction of the loss was the continuing focus of active management in the current year.

Council noted concern about the LPFA Pension Fund liability. The Auditors had determined that the LPFA valuation included in the Financial Statements was prudent and possibly slightly inflated. The CFO reported that City University London was a small participant in the scheme, but that he planned to increase the University’s role in determining the future of the scheme at the next LPFA meeting. The University did not intend to move away from the scheme while it was in the current deficit position.

10.4 Financial Statements 2011/12
Council approved the Financial Statements 2011/12 including the Corporate Governance Statement and the Statement of University Council responsibilities, noting that minor typographical errors would be corrected in the final signed version.

The Auditors had suggested that the University should seek greater clarity around its investments and spin-outs, but had not included this in the management letter. The Pro Vice-Chancellor (Research and Enterprise) reported that terms of reference were being drawn up for a new Commercialisation Panel including external members which would meet in January to form recommendations on improved governance in the area for consideration by Council. It was envisaged that the Panel would meet twice a year and take a risk assessment approach to the management of its business.

[Action: Pro Vice-Chancellor (Research & Enterprise)]
10.5 **US GAAP**
Council noted that the timetable for the production of the US GAAP version of the University’s Financial Statements inevitably followed that for the preparation of the UK GAAP version and was expected to be available for approval in early January 2013. Council agreed to delegate authority to approve the US GAAP statements to Audit and Risk Committee (ARC). ARC had, in turn, agreed to delegate authority to its Chair following circulation to its members in order to submit the statements to the US authorities by the deadline which fell before the next meetings of ARC and Council.

*Action: Chair of Audit and Risk Committee*

11. **HR Strategy**
Council approved the HR Strategy which had been simplified by the Director of HR in consultation with Philippa Hird as agreed at the previous meeting. The Strategy expanded on the strategic aims relating to human resources and people management from the University Strategic Plan 2012/16. It focused on requirements for the whole University and its Implementation Plan set out a challenging set of actions for all leaders, to be supported by the HR team.

Council expressed its full support for the HR Strategy and asked how the document would be brought to life. The Vice-Chancellor explained that the first impact on staff would be seen in performance management for example through the standard academic CV, academic appraisal reforms and professorial banding.

Council observed that managers might require guidance on the degree to which strict enforcement should be employed for each of the management tools and processes and the Vice-Chancellor reported that the new tools would draw these together and make clear the enforcement required.

12. **New Council Members**
Council approved the appointment of Iain Gray as a Council Member for three years from 1st April 2013. It noted that Mr Gray was a serving Council Member at the University of the West of England (UWE) and that his Membership at UWE is likely to end around Easter 2014.

Council also approved the appointment of Brendan Barber as a Council Member for 3 years from 1st January 2013. Mr Barber had been interviewed by the Vice-Chancellor and Pro-Chancellor and his appointment was proposed by the Chair of Corporate Governance and Nominations Committee.

**Part Three – Other Matters for Discussion or Decision**
The following items were not starred for discussion and therefore not discussed and taken as read, with the exception of Item 15.

13. **Letter of Representation**
Council approved the Letter of Representation which would be signed by the Pro-Chancellor and Vice-Chancellor.

*Action: Pro-Chancellor / Vice-Chancellor*

14. **External Auditors Re-appointment**
Council approved the re-appointment of KPMG as External Auditors for the University for 2012/13.
15. **Annual Accountability Returns to HEFCE**

Council approved the Annual Assurance Return to HEFCE.

Council agreed to delegate authority to approve the following elements of the Annual Accountability Return to Audit and Risk Committee: Audit Committee Annual Report; External Audit Management Letter and Management Responses; Internal Audit Annual Report; Value for Money Report; and TRAC report. Audit and Risk Committee had agreed to delegate authority to its Chair to approve these elements on its behalf.

**[Action: Chair of Audit and Risk Committee]**

Council agreed to delegate authority to approve the following elements of the Accountability Return to the Pro-Chancellor and Vice-Chancellor: Annual Monitoring Statement; Financial Results and updated forecast tables; Commentary – explanation of significant variances between the current and June 2012 submissions; and HESES 2012/13 return.

**[Action: Pro-Chancellor and Vice-Chancellor]**


Council approved the Occupational Health and Safety Annual Report. It endorsed Corporate Governance and Nomination Committee’s recommendation that the Occupational Health and Safety Report should be made to Council and Audit and Risk Committee every six months.

**[Action: Vice-Chancellor]**

17. **Honorary Awards**

Council approved seven nominees to be offered an honorary award from the University.

*This item is continued in the Closed Section of the Minutes.*

18. **Register of Interests**

Council approved the recommendation from Corporate Governance and Nominations Committee that Council Members should declare all interests in the next annual review of interests, whether they present a potential conflict or not, and agreed that all current interests should be published on the University website.

**[Action: Assistant University Secretary]**

**Part Four – Items for Information (or discussion if time allows)**

The following items were not starred for discussion and therefore not discussed and taken as read, with the exception of Item 20.

19. **Minutes for Note**

The following minutes had been approved by the Chairs, but not by the full Committee in some instances:

19.1 Senate, 10th October 2012
19.2 Corporate Governance and Nominations Committee, 15th October 2012
19.3 Remuneration Committee, 22nd October 2012
19.4 Strategy, Implementation and Performance Committee, 6th November 2012
19.5 Audit & Risk Committee, 14th November 2012

20. **HEFCE Not At Risk Letter**

Council noted the letter setting out HEFCE’s assessment of the institutional risk for the University for 2010-11 which concluded that City University London was ‘not at higher risk’ and was meeting the accountability obligations set out in the Financial
Memorandum and other HEFCE guidance. However, this year HEFCE had requested that the University should share its revised financial forecasts with HEFCE officers. The reason for the additional oversight was HEFCE’s view that the University was implementing a challenging and ambitious strategic plan and its note of issues raised by the financial forecasts and commentary submitted with the annual accountability return which would be addressed in the revised financial plan underpinning the Strategic Plan. The Chief Financial Officer (CFO) had met with HEFCE Officers and had agreed to regular meetings to provide update reports on mitigating actions taken to address risk.

[Action: Chief Financial Officer]

Council asked whether there was any sign of a HEFCE reduction in research funding in 2014 and the CFO reported that he had asked about that and that there was no current expectation of a step change in funding, but that HEFCE officers had stressed that many organisations were seeking to increase their share of the research funding. The CFO would present a set of scenarios for different funding outcomes to the May meeting of Council.

[Action: Chief Financial Officer]

21. Risk Register
Council noted the Risk Register which had been revised following the launch of the Strategic Plan.

22. Student Appeals/Disciplinary Cases
Council received the Annual Report from Senate on student appeals and disciplinary cases.

23. Council Calendar
Council noted the calendar for Council business throughout 2012/13. The calendar contained all regular standing items and known items for the remainder of the Year, additional in-year items would be added as required.

24. University Events
Council noted the upcoming events.

25. Whistleblowing Policy
Council approved the new Whistleblowing Policy and agreed to delegate authority to the Chair of Audit and Risk Committee to approve any changes to the final wording arising from current consultation with the Unions and Students' Union.

[Action: Chair Audit and Risk Committee]

The Policy followed legal advice to include students and sought to ensure that it could not be used to circumvent other procedures. It allowed a fast track to dismiss an inappropriate disclosure by empowering the University Secretary to take this decision, but required him/her to report that decision to the Chair of Audit and Risk Committee who had the power to overrule and require an investigation.

26. Audit and Risk Committee Revised Terms of Reference
Council approved revisions to Ordinance Appendix 3, the Terms of Reference of Audit and Risk Committee.

[Action: Assistant University Secretary]

27. FOI Review
Council agreed that Item 9, Professional Services Review, should be Closed and that the minute on the Bureau of Investigative Journalism should also be Closed.
28. **Date of Next Meeting**
   Friday 8th February 2013 from 9am to 12pm.
   
   There would be a meal on the evening of Thursday 7th February 2013 for the Chairs of Council Committees and the Vice-Chancellor to which all members were also invited.

**Part Five – Short Meeting of Independent Members**

29. **Short Meeting of Independent Members**
   There was a short meeting of the Independent Members, which was not minuted.

Rob Woodward
Pro-Chancellor and Chair of Council
November 2012