## Members

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### Key

- ✓ In Attendance
- A Apologies
- P Part Attendance
- NM Not a Member
- S Sabbatical

### In Attendance and Meeting Section

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<th>Name</th>
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<tr>
<td>Professor John Fothergill</td>
<td>Pro Vice-Chancellor (Research &amp; Enterprise)</td>
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<td>Miss Xan Kite</td>
<td>Assistant University Secretary</td>
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<td>Ms Mary Luckiram</td>
<td>Director of Human Resources</td>
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<td>Mr Richard Middleton</td>
<td>Interim Registrar</td>
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<td>Mr Frank Toop</td>
<td>University Secretary</td>
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<td>Professor Richard Verrall</td>
<td>Pro Vice-Chancellor (Strategy &amp; Planning)</td>
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## MINUTES SECTION A – OPEN FOR PUBLICATION

### Part One – Preliminary Items

1. **Highlighted Items**

   The Pro-Chancellor welcomed Mr Richard Middleton, the Interim Registrar.

   Council **agreed** the highlighted items for discussion set out in the agenda. A paper from the Unions had been placed on the table for members.
Decisions
Council would timetable a discussion on potential opportunities for spin-out companies. Item 18.2 focused primarily on the governance of those companies.

2. Minutes
The minutes of the meeting held on 8th February 2013 were approved, subject to the correction of Minute 13 which should refer to the Investment Policy (rather than Strategy).

3. Matters Arising
Council noted the table of actions. Senate had recommended a change to the Ordinances in respect of Chair’s action and this would now go to CGNC for approval (Matter Arising 8, Minute 20, 16.07.12)

Decisions
It agreed that action was complete for the following item:

Matter Arising 23, Minute 11.2, Strategic Estates Investment Projects: all Council members had now arranged to attend a tour of the estate.

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 Chair
The Pro-Chancellor and Dame Lynne Brindley had attended the meeting of Court on 12th March and would provide feedback to the Vice-Chancellor. The Pro-Chancellor, Vice-Chancellor and Deputy Vice-Chancellor (International & Development) would review the relationship between the University and Chancellor at the invitation of the current Chancellor, Lord Mayor Roger Gifford. The review would include proposals to work with each Chancellor during the years before and after their period of office.

The School link scheme was in operation and had been welcomed by the Deans.

Decisions
(i) Progress in the implementation of the School link scheme would be reviewed at the October meeting.

(ii) The University Secretary would look to include new members of Council in the School link scheme.

6. Reflections on the Previous Evening
The Pro-Chancellor noted that it had been very useful to put into focus the executive and student perspective on the student experience and that the presentations had prompted a good discussion with Council members. This was the start of an ongoing engagement of Council with the student experience. A future topic might be the impact and role of social media in the student experience.

Decisions
(i) The President of the Students’ Union would investigate comparative data on funding of students’ unions by universities and report back to Council.

(ii) All Deans would be invited to future plenary evenings.
7. **Council Calendar**
Council noted the indicative calendar for Council business which would be discussed further with the Executive Team and highlighted the following points:

- Dates for meetings in 2014 were currently being agreed and would be circulated in due course.
- The proposed Council Away Day was to be discussed under item 16 on the agenda. If approved it would provide an opportunity to talk directly with Deans.
- Steve Egan, Deputy CEO of HEFCE would speak at the pre-meeting event in July 2013.
- A short paper on the Information Services work stream would be considered in July 2013 ahead of a major discussion scheduled for October 2013.
- The International Strategy would be presented for approval in July 2013.

**Decisions**

(i) An update report would be provided for Council in May following the meeting of the Intellectual Property Commercialisation Group in April. A full discussion would then be held in October including coverage of potential opportunities.

(ii) The University Secretary would revise the Council Calendar taking account of the above and any decision on the Away Day.

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**Part Two – Major Items for Discussion or Decision**

8. **Vice-Chancellor's Report**
The Vice-Chancellor highlighted several items from his report and the following points were raised:

- The Interim Registrar reported that interim multi-faith prayer facilities (while building works were carried out) were to be provided at Finsbury Library for two hours a day. Council was concerned that this arrangement appeared to carry a risk that the facilities might not be equally accessible to all faiths.
- The President reported that some Muslim students saw some potential discrimination in their treatment as other societies were not obliged to share the name of the preacher and the content of the sermon beforehand.
- A member suggested that engaging urban designers, elected members and residents with an exciting much longer term (decadal) estate plan would be helpful and would make the approval of individual projects easier. However, it was acknowledged that gaining a mutual understanding was the first priority and would be difficult. Words such as “University” and “international students” currently did not excite but raised issues and problems in the minds of residents.
- UET was focused on tracking the 50 academic staff departures which would fund 50 of the new academic staff appointments in Phase 1. Members were reminded that Phase 0 had been already funded from savings and Phase 2 was planned to be funded by a combination of growth in income and further staff departures.
- The tabled paper from the Trade Unions made allegations about inappropriate pressure being applied to persuade staff to leave the institution. The Vice-Chancellor said that the academic appraisal process had changed to one that was evidence-based and this may be perceived as threatening for a relatively small number of staff but it was important that the University did not let its students down. It was noted a voluntary severance round was not currently open and there were very few staff asking about severance currently.
Decisions
(i) The Interim Registrar would review the interim multi-faith prayer facilities to ensure proper provision for all faiths. He should also confirm that the University’s requirement to review the content of sermons and the name of the preacher was justifiable given the President of the Students’ Union’s comment.

(ii) The Vice-Chancellor and Executive Team would report on the progress in respect of the 50 Phase 1 academic staff departures to SIPCo and then to Council in May.

9. President of the Students’ Union Report
The Pro-Chancellor thanked the President and the other sabbatical officers of the Students’ Union for their contribution to the previous evening’s pre-meeting. The President reported that:

- The block grant from City University London to the Students’ Union at £445k was lower than some other London universities including LSE (£0.7M) and UCL (£2M). However, it was difficult to compare like-for-like because the service mix between union and university varied for each institution.
- Some students were reporting negative impacts on their experience due to low university staff morale.
- A new Trustee, Chris Shelley, who had considerable NUS experience, had been appointed.

The following points were highlighted in discussion:

- The Executive felt a case for further investment in the Students’ Union was good but they had decided, last summer, that it could only be funded if the savings from PSR were exceeded i.e., the investment needed to be affordable.
- It was suggested that the NUS might be able to provide comparative funding data.

10.1 Professional Services Progress Review
Council considered a report of progress made on the Professional Services Review (PSR) and highlighted the following issues in discussion:

- SIPCo had discussed the Executive Team’s progress and had agreed that Council’s role now was monitoring progress. It had suggested that the Executive Team should develop a template for reporting progress on the PSR. SIPCo had also noted that the process for seeking efficiencies would need to continue after PSR.
- The JCNB PSR Working Party would continue to meet up to the start of the consultation period.
- It was important to build relationships with the Unions and staff more generally during the process. Integrity and a willingness to listen and not pre-judge were important.
- The Executive Team had still to finally determine the process to be used to select staff for the new structure.
- The Executive did not yet have an assessment of the total cost of change especially the Information Services cost and therefore the payback period. These would be required to evaluate decisions.
- Narrative and metrics on the quality of current services and quality required as a result of the review should be developed.
Decisions
(i) The wording of the paper would be amended before publication to show when responses to the consultation would be considered.

10.2 Restructuring Committee
Council considered a mechanism to maintain its oversight of the Professional Services Review.

Decisions
(i) Council agreed to establish a Restructuring Committee with terms of reference “to monitor and give assurance to Council in respect of the Professional Services Review noting that the Vice-Chancellor has delegated powers to implement the Review findings.” The Committee would not advise the Executive.

(ii) Council agreed to appoint Philippa Hird as Chair of the Restructuring Committee and to delegate authority to determine the rest of the membership to the Pro-Chancellor and Chair of Corporate Governance and Nominations Committee (CGNC).

(iii) The Restructuring Committee would be reviewed in the Autumn term.

11. Research and Enterprise Work Stream
Council considered a report on the projects within the Research and Enterprise Work Stream and highlighted the following issues in discussion:

- Research and enterprise were distinct but partially overlapping cultures.
- There were implications for the estate from this work stream that needed to be fully considered.
- The CFO noted that he was reviewing capital investment for Engineering equipment.
- The PVC Research & Enterprise noted that there was a strong correlation at University level between research performance and NSS scores.
- Some Council members noted again the major changes being implemented through the Strategic Plan and the need for the Executive to constantly monitor the possibility of multiple major issues occurring simultaneously and how this risk could be mitigated.

12. QAA Report and Action Plan
Council considered the QAA Institutional Review Report published in January 2013 and the action plan required by that Report that had been approved by Senate and published on the University’s website.

Decisions
Council endorsed the action plan.

13. Finance

13.1 Outline Budget and Financial Plan Update
Council considered an update on the progress in setting the budget for 2013/14. The CFO highlighted the following:

- Current projections showed a deficit of £17.7M, which was in line with the Strategic Plan.
• HEFCE funding confirmation would improve this position by £2.5M.
• Changes to the capitalisation limit could improve the Income & Expenditure position by £2M, though it was recognised this would not change the cash position.
• The financial plan underlying the Strategic Plan was currently being revised.

**Decisions**

(i) the proposed budget and the revised financial plan would be presented for approval in May.

(ii) They should include an analysis showing a pessimistic view if the assumptions (especially those related to the de-regulated market) were not met.

(iii) They should show the outcome of stress testing carried out by the Executive e.g., the interest environment could change rapidly, which might also impact the potential to borrow and thus implement the Strategic Plan.

(iv) The presentation of the Income & Expenditure statement should be reviewed to more clearly show the ongoing position and those investment costs that were one off.

### 13.2 Investment Policy

Council received a report on the Investment Policy from Deloitte, following a workshop involving, the CFO, Kieran Murphy and John Low. Minor changes were proposed to the policy – primarily expanding the current counterparty list to consider non UK counterparties, though those investments would still be GBP denominated.

**Decisions**

(i) The section in the report 1.3 “Key Outputs from the Investment Policy Workshop” was approved and would be used in order to update the Investment Policy.

(ii) The CFO would implement the changes and bring a finalised Policy in the format outlined by the Report in Appendix 1 to the May meeting for approval.

*Professor Curran declared an interest in the following item as Chair of UCEA. He did not participate in the discussion.*

### 14. Pension Auto Enrolment

Council noted progress made towards implementing pension auto enrolment by the implementation staging date on 1st July 2013 and establishing a defined contribution scheme which had been designed for the sector by UCEA using Mercers. (The paper wrongly referred to a defined benefit scheme and this would be corrected.) The following points were raised in discussion:

• There was concern at the potential risks of setting up the scheme in a short timescale as members had experience of how difficult these schemes were to unwind.
• It was recognised that it was appropriate to provide an alternative scheme provided this did not breach USS and LPFA agreements.
• Many staff had not joined the USS and LPFA schemes and the new scheme might be particularly relevant to visiting lecturers, casual staff and Unitemps workers.
- It was important that independent advice was sought and the legal position fully investigated.

**Decisions**

(i) The Director of HR would review the proposed new pension scheme seeking independent advice and bring a proposal to a special meeting of the Remuneration Committee.

(ii) Remuneration Committee would make a recommendation on the new pension scheme to the May Council. If a final decision could not be taken at the May meeting, Council would consider whether delegated powers were appropriate.

15. **Ordinance Changes**

Council considered the following Ordinance changes recommended by CNGC.

**Decisions**

Council approved amendments to the following:

(i) Ordinance D.1, Pro-Chancellor and Deputy Pro-Chancellor Vacancies – covering simultaneous vacancies in these posts - subject to editing to ensure that Council actively took the decision and no “rubber stamping” is implied.

(ii) Ordinance D.2, Appointment of Council Members – allowing the Pro-Chancellor to serve a maximum of 2 terms as Pro-Chancellor and this could be in addition to the normal 3 term(s) of a Council member. A term of membership is normally 3 years. At the end of the second term as Pro-Chancellor, the Pro-Chancellor would resign from Council.

(iii) Ordinance B.1, Authority Delegated to the Vice-Chancellor – Council would retain the power to name buildings.

16. **Governance Operations**

Council considered changes to governance operations recommended by CGNC.

**Decisions**

Council approved the following:

(i) Replacement of one Council meeting per year with a half day Away Day session (Spring Term) and reduction in the number of Strategy, Implementation and Performance Committee (SIPCo) meetings from 6 to 5. CGNC had agreed that SIPCo would review its effectiveness after its first year of operation.

(ii) Changes in style so as to reduce the volume of Council minutes, Council would revise again if necessary.

(iii) Introduction of a third publication category for Council papers to enable circulation to staff of some papers withheld from the public. It was recognised this raised the risk of inappropriate disclosure and staff would be given guidance on the necessary confidentiality. The new category would in future be released on the staff intranet but there would need to be sensitivity around the timing of the release to ensure that key matters were not conveyed to staff by the minutes but via the Executive. It was suggested that “Restricted” might be a better term for the new category.

(iv) Allocation of responsibility for monitoring sustainability in preparation for new requirement to make an Annual Sustainability Assurance Report (ASSUR) to HEFCE to SIPCo and complementary move of responsibility for monitoring the annual Transparent Approach to Costing (TRAC) return from Audit and Risk
Committee to SIPCo. Council approved a change in the Ordinances to effect this change.

**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 20.

17. **Minutes for Note**

The following minutes had been approved by the Chair, but not by the full Committee:

17.1 Corporate Governance and Nominations Committee, 11th February 2013, including minor amendments to the Ordinances approved by the Committee in line with its delegated authority.

17.2 Remuneration Committee, 25th February 2013.

17.3 Audit and Risk Committee, 27th February 2013.

17.4 Strategy, Implementation and Performance Committee, 5th March 2013.

18. **Reports Presented to Audit & Risk Committee**

18.1 Risk Report. The full risk register would be discussed at the July meeting of Council following the Risk Review to be undertaken in the Summer Term.

18.2 Spin-Out Companies, noting planned governance improvements.

18.3 UKBA, noting progress made in meeting the process requirements.

19. **University Events**

20. **FOI Review**

Council considered the open/closed classification of items for the meeting.

**Decision**

Council agreed the following:

(i) To open Item 11 – QAA report and action plan.

(ii) Item 10.1 - Professional Services Review would become part closed and the Deputy Vice-Chancellor and the University Secretary would agree the sections that were closed.

21. **Date of Next Meeting**

Friday 24th May 2013 from 9am to 12pm.

On the evening of the 23rd May there would be a meal for the Chairs of Council Committees and the Vice-Chancellor to which all independent members are also invited.

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

22. **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  
March 2013