MINUTES SECTION A – OPEN FOR PUBLICATION

Part One – Preliminary Items

1. Highlighted Items
   Council agreed the highlighted items.
   It was agreed that Item 10.4 should be taken as being “for information” and Item 10.5 would need to be considered by SIPCo prior to Council’s consideration and would come back to a future meeting.

2. Minutes
   The minutes of the meeting held on 8th May 2015 were approved.
3. **Matters Arising**
Council noted the table of actions arising from past meetings. The following was noted:

*Action 4, minute 10, 11.07.14, Council agreed* to remove the action under University Level Risk Review.

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 Chair, on behalf of Council, extended a warm welcome back to Mary Luckiram. Mary thanked all those present for their supportive comments during her absence.

The Chair, on behalf of Council, expressed thanks to the departing members; Rima Amin, Andrew Halper, Kieran Murphy and Carolyn Regan, for their generous commitment and contribution to Council and the work of the University.

The Chair, on behalf of Council, thanked Frank Toop for his outstanding contribution to Council and to the University during his 34 years of service. He will retire at the end of August.

It was noted that Nicola Hodson, who became a Council Member on 1st February 2015 had informed the Chair that she was no long able to make the necessary commitment required and would therefore stand down. The Chair noted that he would be meeting with Russell Reynolds to discuss future recruitment of three new members of Council.

The Chair reported that all members had participated in the annual appraisal of Council and thanked them for their engagement in the process. The ratings were almost identical to last years, which was satisfactory. The overall rating by Council members of their individual performance sat modestly between “acceptable” and “really well” at 3.6 out of 5 and in terms of Council’s performance it sat between “very well” and “exceptionally well” at 4.2. CGNC would review the detailed comments to see if there were improvements that should be proposed.

5.1 **HEFCE Consultation on Future Approaches to Quality Assessment in England, Wales and Northern Ireland**
Council noted that this consultation could lead to the abolition of the QAA in its current form. The key changes were a focus on student outcomes, professionalising the external examiners system and more responsibility resting with Council to give HEFCE assurance. City was already among the sector leaders in improving the links between Senate and Council. Members noted the need for Council to consider how it would “ensure the data and evidence used as the basis to improve the student academic experience and student outcomes are robust and appropriate”; also it was important that the new system did not impose an additional bureaucratic burden.

**Decision**
Council approved the approach agreed by Senate to form a group to help draft a response to the HEFCE consultation. Council members should be invited by the group to input to the University response. **[Action]** The Vice-Chancellor would report back at the next meeting. **[Action]**

6. **Council Calendar**
Council received the rolling Council Calendar and the following points were noted:

- The Plenary dinner on Vision and Strategy 2026 had moved to October and the Chair reminded members that the dinners are integral to the work of Council and all members are expected to attend.
- At the request of the Chair, Governance would organise an additional Chair’s dinner for September. This would be especially beneficial as new Chairs would be in place. The confirmed date would be circulated to all lay members in an open invitation. All Chairs would be expected to attend. [Action]
- Council was reminded that Professor Madeleine Atkins, HEFCE’s Chief Executive, would attend the November plenary dinner.

7. Vice-Chancellor’s Report
The Vice-Chancellor highlighted several items from his report. In discussion the following points were noted:

- There were three significant higher education items in the recent Budget announcement. Universities with high quality teaching would be allowed to raise undergraduate fees in line with inflation from 2017/18; undergraduate student maintenance grants would become loans; finally, consultation was taking place on possibly freezing the threshold for repaying undergraduate fees. City currently had approximately 1,400 undergraduate students a year in receipt of maintenance grants (~40% of intake) and most (~1,200) received significant sums.
- The Students’ Union was congratulated on their work with Student and Academic Services, PVC (Research & Enterprise) and Chaplaincy on the decision to re-establish congregational “Friday Prayers” on campus.
- Council noted the requirement in the Education Act 1986 s43; “Every individual and body of persons concerned in the government of any establishment to which this section applies shall take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured for members, students and employees of the establishment and for visiting speakers”. [Secretary’s Note: The University seeks to mitigate risk in relation to honorary visiting appointments by reminding them of the requirement that “any communications entered into are legal, do not conflict with the University’s policies on equality and diversity and will not be such as to bring the University into disrepute”]
- The Audit and Risk Committee would consider adding radicalisation and its reputational impact to the ARC agenda. [Action]
- A proposal to introduce an academic staff contract ‘Academic (Education)’ for new staff whose role is education-focussed and are not engaged in 3* and 4* research and for whom the University will have no expectation in this regard. This followed moves in the sector to improve research intensity ratios by removing from the denominator staff who, according to their contracts of employment, are not obliged to perform research. Senate had discussed this at its July meeting. It was noted that this raised issues wider than the REF such as progression, promotion and workload allocation.
- Consideration was being given to moving the INTO venture to purpose built premises at Mile End Road. The PVC (International) had led on the proposal and the Pro-Chancellor had also been involved. Council would receive a further update at its November meeting. [Action]
- An update on the SMCSE strategic options review noting that Senate had received an initial briefing from the Dean and the matter had been discussed at SIPC0.
- That Unite and UCU, had rejected the pay offer.
8. **Students' Union**

8.1 **President of the Students' Union Report**
The President highlighted several items from her report:

- The Union was proud of its campaigns on free Wednesday afternoons, Faith on Campus “Friday Prayers”, Water Fountains and Pure City Living.
- The Union had been shortlisted for the first time for Campaign of the Year.
- The effort being put into the student representation process.
- More funding would be given to the elections process to increase participation. The SU Trustee Board continued to engage with this topic.

8.2 **Students' Union Trustee Board Report**
The President highlighted several items from the report:

- The Governance and Services Review was underway and the SU were happy with the progress being made.
- The Union Trustee Board planned to seek Council permission to incorporate as a Charitable Incorporated Organisation (CIO). Currently the Union was an unincorporated organisation, but this structure did not protect its trustees. Most Unions had become Companies. The CIO structure was now available which gave the same protections as a Company but unlike a Company limited by guarantee which was also a Charity it was only necessary to report to the Charities Commission and not both the Charities Commission and Companies House.

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

9. **University of London**

9.1 **Decision to Join the University of London (UoL)**
The Vice-Chancellor confirmed that the UoL Collegiate Council had recommended that City be allowed to join the UoL Federation. The UoL Trustee Board would be asked to approve this on 15th July 2015. UoL was likely to require a premium for membership services of £0.9M recognising the value of the University of London brand and the University’s past investment in assets such as the Senate House Library. Also the ability to use the intercollegiate halls was likely to be phased. SIPCo would take a lead role in overseeing realisation of the planned benefits.

**Decision**
Council approved City University becoming a College of the University of London (UoL) including the anticipated terms and conditions. Council delegated to the Vice-Chancellor and Pro-Chancellor approval of the final terms and conditions agreed by the UoL Trustee Board. If there were substantial changes the Pro-Chancellor would consult Council members before the delegation was exercised.

9.2 **Charter and Statutes Changes**
Council received a paper which sought its approval to certain matters if the University became a College of the University of London (UoL). These included the next steps for the change of name proposal and the broad changes to the Charter and Statutes that City would wish to agree with the Privy Council. This would enable early informal discussions to be held with the Privy Council and UoL and the drafting of the revised Charter & Statutes to progress. It was noted that the Lord Mayor preferred the title “Rector” rather than “Honorary Rector” in place of “Chancellor”. It was noted that this had a specific meaning of institutional head in a European context but it was also accepted that there were very few alternatives which were acceptable to both parties.

**Decisions**
1) Council approved the key changes required to the Charter & Statutes if City joined UoL and delegated to CGNC detailed oversight of those legal changes. Council would have to approve the final Charter & Statutes.

2) Council agreed to proceed with the formal consultation required by the Privy Council in respect of the proposed new name “City University of London”. The UoL approval for the proposed new name should be obtained before the consultation took place.

3) Council agreed that the Vice-Chancellor would have delegated powers to agree to proceed to consultation with the alternative name “City, University of London” or both this and the proposed new name, if there was an objection prior to consultation taking place.

4) A fixed date for joining UoL was preferred. This should be 1st August 2016.

5) An entry covering UoL should be considered for the risk register.

The Chair thanked the Executive for all of their work and thanked lay members for their active support in the long period leading to today’s decision.

10 Strategic Planning

10.1 Vision and Strategy 2026 Progress Report
Council received an update on progress following the staff engagement sessions. In discussion the following points were noted:

- The engagement program was continuing and approximately 650 staff across the institution had participated so far. The aim was to engage at least 1,000 staff members. The key discussion areas had been around lessons from the current Strategic Plan.
- A key issue was how ambitious the University should be. There needed to be an ambitious Strategy but not one where City failed to meet its milestones.
- Clarity was required around City’s distinctive features.
- Equality and diversity was a key issue for many staff.
- Staff had given positive feedback about the process and the consultation on the University of London application.
- The Executive would hold an Away Day immediately following the Council meeting, at which they would seek to merge an emerging top-down direction for the University with the results of the engagement process.
- At the next Council meeting there should be a high level draft of the Vision and Strategy 2026. Inevitably, this would place more emphasis on School and Professional Services Strategic Plans.
- The Dean of Cass Business School expressed his concern about the lack of academic engagement in his School in the process. It was noted that the development of School Strategic Plans should create greater engagement, ownership and force debate about difficult choices and decisions.

10.2 KPI/PI Biannual Report
Council received a report on the KPIs/PIs at institution level against Strategic Plan milestones, which are reported biannually to Council. The report also drew upon other data, such as rankings and current projects to provide a broader update on City's performance. In discussion the following points were noted:

- The report was published twice a year. The next one would be more helpful as it would update many of the indicators.
- As a point of clarification it was noted that the PI relating to undergraduate entry tariffs (PI 1.7) should be amended so that the actual for 2013/14 reads 379 rather than 371. It was noted that there was a general movement downwards for entry tariffs across the sector.
- A Gender and Equality Group had been established and the PVC (Strategy & Planning) was the UET project sponsor. The group would produce an
Athena SWAN action plan and analyse data in support of the application. The plan would illustrate the key issues and how the University was addressing those issues across the University. This was being run as a priority project.

10.3 University Level Biannual Risk Review
Council received the biannual review of the risk register which provided an assessment of the University’s risks overall. The paper also considered the theme of risk appetite which would be discussed by ARC at its next meeting. The following points were raised in discussion:

- Audit and Risk Committee (ARC) would consider adding Athena SWAN to the Risk Register at its next meeting. It was noted that Register was owned by the Executive and ARC had oversight. [Action]
- The Executive would provide ARC with a revised version of Risk 11 “The risk that the number and quality of research students is not achieved” for its consideration. [Action] It was noted there was a tension between increased numbers and quality. Also although the Dean of the Graduate School owned the risk, the Deans had ownership for their School.
- One member questioned why the Estates risk (Risk 18) was so high. The CFO assured Council that all of the key elements were being delivered and were sufficiently resourced. The PVC (Strategy & Planning) noted that the risk rating rested with the Owner and he was reluctant to trespass on that ownership though he did challenge owners regularly.

10.4 Potential Scenarios for the HE Sector following the General Election
Council noted the paper.

10.5 Academic Excellence Work Stream
Council agreed to defer this item to a future meeting following its consideration by SIPCo. There had not been time on the agenda for SIPCo to discuss the paper. [Action]

11. Finance and Estates

11.1 Forecast 2014/15, Budget 2015/16 and Financial Plan
Council received a paper covering the Forecast outturn for 2014/15, the Budget for 2015/16, and the Financial Plan through to 2017/18. This would be reported to HEFCE at the end of July 2015. In discussion the following points were noted:

- A surplus of not less than £1M for 2014/15 was anticipated
- The Budget for 2015/16 showed a surplus of £5.5M or 2.5% of income. Income was anticipated to grow by £14M to £220M. Cash balances at the year-end were estimated to decline from £85M (2013) to £24M (2016).
- The Financial Plans for 2016/17 and 2017/18 would deliver surpluses of £11.4M (5.0%) and £11.9M (5.1%) respectively but only due to assumptions being included for net revenue/cost savings as follows: £10.6M (2016/17) and £10.8M (2017/18) cumulatively. The plans for meeting this surplus position would be delivered mainly through increased levels of School contribution and year-on-year savings for Professional Services.
- Council noted the importance of delivering on these savings and making the University financially sustainable and able to invest in its Vision & Strategy 2026.

Decisions

1) Council approved the Financial Plan to be submitted to HEFCE and agreed to delegate finalisation of the return to HEFCE to the Vice-Chancellor.
2) Council approved the Financial Plans for 2016/17 and 2017/18 for the purposes of making the return to HEFCE but noted it was a statement of
intent and detailed plans needed to developed to deliver the targets. Council would need to be supportive of the hard choices that were made to achieve the targets.

11.2 Grammenos Fund – Investment Policy
Council received a discussion paper to confirm the scope of the Investment Policy. The Grammenos Fund would require more work and Council would receive an update at a future meeting.

Decisions
1) Council approved the Investment Policy covering the University’s Endowed Funds.
2) The revised Policy would be presented at the next meeting. [Action]

11.3 Financial & Estates Planning to 2021/22
The Chair of the Strategy, Planning and Performance Committee (SIPCo) gave Council a verbal update on Financial & Estates Planning to 2021/22. A key assumption made was a recurrent 5% surplus to provide capacity to fund investments. Major estates priorities were: Cass Business School, City Law School (CLS) and the Library. Cass accommodation at Bunhill Row was at full capacity, so successful programmes could not expand and the building would be due for major refurbishment shortly. There had been ongoing discussions regarding CLS as the lease at Gray’s Inn Place was due for renewal and the University continued to explore options for the Sebastian Street site. The Library had received investment but more was needed to bring it up to sector standards. The following points were noted:
- The scale of future property decisions were of a different order of magnitude than had been the case to date.
- There were various options to resolve accommodation issues for Cass. The University could sell Bunhill Row, or maintain it and add another building. Currently 200 Aldersgate was accommodating some overspill for programmes and facilities at Northampton Square were much improved. Cass did feel that it was important to retain brand advantage and remain in close proximity to the City and the Moorgate site was very well placed with regard to the Crossrail project. If Cass was not close to the City then it would impact the premium charged and demand.
- The Executive had sought the advice of SIPCo with regard to its appetite to develop the Sebastian Street site. Members felt that a compelling case was required that had integrity and was consistent with the overall Vision & Strategy 2026. The business case would need to be part of a coherent estates plan underpinned by financial planning and the case to provide a new building for CLS was not yet compelling. There was concern that there was not much room for expansion for CLS at Sebastian Street. The Director of Property and Facilities would continue to work with the Dean of CLS to develop a case.
- Planning consent for Sebastian Street would expire in 2017 but discussions would be undertaken with Islington Council to define what a “meaningful start” would include. If the University did commence development in a way to satisfy this definition then the planning consent would be preserved.

12. International Update
Council agreed that as there was insufficient time to meaningfully consider this item it would be deferred to the next meeting when there would be a presentation. [Action]
13. Committee Matters

13.1 Restructuring Committee Final Report
Council received the final report of the Restructuring Committee and in discussion the following points were noted:

- In 2015 the Committee reviewed and approved Annex 2 “Areas of Strength and Areas for Improvement”. This paper summarised City’s recent experiences in managing change and the lessons City had learnt from these experiences, and outlined the key findings from the PSR review. Council noted that the Executive were actively taking forward some of the areas for improvement and would consider Annex 2 and monitor the implementation of these improvements.
- The Committee also reviewed an early draft of the “Core Principles of Change” at City. A number of suggestions were made and would be taken forward by the Executive.
- Council thanked Philippa Hird for acting as Chair of the Restructuring Committee.

Decision
Council agreed to disestablish the Restructuring Committee whose work had come to an end following the completion of the PSR.

13.2 Remuneration Committee Annual Report
The Chair of Remuneration Committee gave Council a verbal report covering key actions in the last year and proposed areas for debate next year:

- RemCo had reviewed Senior Staff Pensions’ and Reward Strategy with the assistance of Aon Hewitt; received regular reports on Higher Paid Staff (i.e. earning more than £100k); and agreed a Performance Pay arrangement for Senior Staff.
- The Committee of University Chairs (CUC) had produced a Practice note on Remuneration Committees, “Governing Body and Remuneration Committee Practice on Senior Staff Remuneration”. A key issue for future discussion at RemCo was how far to go in being transparent. RemCo would consider including a report in the Financial Statements.
- RemCo would consider revising its Terms of Reference enabling it to take on a role in equality and diversity, while not diminishing the Executive’s or Council’s responsibility.
- The Chair thanked Carolyn Regan for chairing Remuneration Committee.

13.3 Council Committee Dates 2016
Council noted the future meeting dates and the Chair asked members to inform him if they had any potential conflicts.

14. Ordinances and Regulations
Council received the minutes of the Corporate Governance and Nominations Committee (CGNC) which proposed three changes to the Ordinances.

Decisions
1) Council approved changes to Ordinances including allowing the Vice-Chancellor, in certain circumstances, to suspend or depart from Regulations in order to ensure that a group of students may progress or graduate where it would not be reasonable and/or equitable to adhere to the existing Regulations.
2) Council agreed to invite the Students’ Union President to be a member of SIPCo for 2015/16
3) Council approved a revised Ordinance setting out the Collective Responsibilities of Council.
4) Council approved the proposal for two meetings each term between several Council members and (1) a group of staff and (2) a group of students (selected through the Student’s Union) with the aim of helping Council members to be more fully informed about the University. It would be important to be careful that all participants understood that Council should not encroach on Executive responsibilities which rest with the Vice-Chancellor and his team.

The Pro-Vice Chancellor, Mr Rob Woodward, left the room for the following item and Deputy Pro-Chancellor took over the Chair.

15. Appraisal of the Pro-Chancellor
The Deputy Pro-Chancellor suggested that rather than work through the list of questions provided, members could look at the appraisal report from the minutes of July 2014 and consider if it still applied or if anything had changed. The Deputy Pro-Chancellor would provide feedback to the Pro-Chancellor following the meeting.

Council members were overwhelmingly positive in their comments. They felt that the Pro-Chancellor gave very effective leadership. He was approachable and accessible, maintained a good understanding of current Sector issues, was extremely generous with his time and worked very well with the Executive. The Pro-Chancellor had succeeded in building a strong networking role on the Committee of University Chairs (CUC).

During his feedback meeting on the appraisal process the Deputy Pro-Chancellor would, as he did last year, raise the issue of support with the Pro-Chancellor to ensure he felt fully supported in his role as Chair.

The Pro-Chancellor, Mr Rob Woodward, returned to the room and resumed chairing the meeting.

Part Three – Other Items for Decision without Discussion Members noted they should star an item in this section if they wished it to be discussed.

16. HEFCE Risk Letter
Council noted the annual risk letter from HEFCE and that the University was “not at higher risk”; the expressed concerns of HEFCE had been reduced significantly.

17. Student Counselling
Council noted the report.

18. Student Appeals, Complaints & Disciplinaries Annual Report
Council noted the report.

19. Student Performance Monitoring Report: Retention and Progression
Council noted the report.

20. Student Performance Monitoring Report: Students with Disabilities (and Other disadvantaged or underrepresented backgrounds)
Council noted the report.

21. Student Representatives Mid-Term Review
Council noted the review.

22. Minutes for Note
22.1 Senate, 6th May 2015
22.2 Audit and Risk Committee, 8th June 2015
22.3 Corporate Governance and Nominations Committee, 15th June 2015
23. **University Events**  
   Council noted the list of upcoming events.

24. **FOI Review**  
   Council agreed the open/closed/restricted classification of items for the meeting as set out in the agenda.

   **Decision**  
   Council agreed to change the classification of Minute 7.3 Item 22.3, CGNC minutes, to “Restricted” and make it available to staff on the intranet.

25. **Date of Next Meeting**  
   Friday 9th October 2015.

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

26. **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, July 2015