COUNCIL
MEETING HELD ON 27th NOVEMBER 2015
APPROVED MINUTES

Members

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<th>Meeting 1 09.10.15</th>
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<th>Meeting 4 06.05.16</th>
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Key: ✓ In Attendance  A Apologies  P Part Attendance  NM Not a Member  S Sabbatical

In Attendance Reason and Meeting Section
Professor John Fothergill Pro Vice-Chancellor Research and & Enterprise) (PVC (R&E))
Professor Giulia Iori Professor of Economics & Chair Gender & Equality Group, Item 15
Dr William Jordan University Secretary
Miss Sarah Lawton Governance Administrator
Professor Richard Verrall Pro Vice-Chancellor (Strategy & Planning) (PVC (S&P))

MINUTES SECTION A – OPEN FOR PUBLICATION

Part One – Preliminary Items

1. Highlighted Items
   Council agreed the highlighted items. Council agreed to “un-star” Item 14.3, THE World Rankings, as this would be covered under Item 8, Vice-Chancellor’s Report.

2. Minutes
   The minutes of the meeting held on 9th October 2015 were approved.
3. **Matters Arising**
   Council noted the table of actions arising from past meetings.

   **Action 2, Minute 7, 10.10.14.** The HR Director said that four recent USS workshops for staff had been quite well attended. A modeller would be provided in due course advising on how Defined Contribution benefits might be calculated. A webinar containing information provided by USS at the workshops would be circulated to all staff. “USS Update” would remain as a standing item on the Council agenda.

   **Action 6, Minute 13.1, 20.03.15.** This action had been completed. Professor Iain Gray had met with the PVC, Research & Enterprise and the Director of Research and Enterprise, to discuss the Research and Enterprise agenda. It would be useful to prepare a full update on progress for discussion at the March 2016 Council meeting.

   **Action 14, Plenary Debrief,** The Chair thanked those members who had provided the names of employers that they, along with a member of the Executive would meet with. Ideally the meetings would take place in January in order to get the maximum value from them and allow for reflection before the Away Day on 5th February. Those lay members who had not yet provided contacts were encouraged to do so following the meeting. The Vice-Chancellor would discuss which members of the Executive were best invited to each visit at ExCo on 1st December. **[Action]**

4. **Register of Interests**
   Council noted the register of all members’ interests and agreed to notify the Governance Team of any changes on a regular basis.

5. **Conflicts of Interest**
   There were no conflicts of interest.

6. **Items Specially Brought Forward by the Chair**

   6.1 **Appointment of Council Member**
      Council approved the appointment of Professor Sir Nigel Thrift to Council, for a period of 3 years, with effect from 1st February 2016. The Chair thanked the Chair of CGNC and the Committee Members for their work on this appointment.

   6.2 **Any Other Items from the Chair**
      This was Professor Steve Haberman’s last meeting as a member and the Chair, on behalf of Council thanked him for his 3 years of membership of Council.

      On behalf of all attendees at the previous evening’s plenary dinner, the Chair had offered thanks to Professor Madeleine Atkins, CEO of HEFCE, whose presentation had been timed perfectly in light of the emerging issues in the sector. The Chair would also send a written note of thanks to Professor Atkins. **[Action]**

      The University Secretary was required to report to Council about any compulsory redundancies on a quarterly basis. He reported that there had been one such case in the last three months. The staff member in question had lodged an appeal against the decision.

      The Chair, Deputy Chair, Vice-Chancellor and University Secretary had met with seven Trade Union representatives on 26th November. The tone of the meeting had been cordial, and the Trade Unions had welcomed the initiative. The University Secretary would in future provide the Trade Unions with an alert when full minutes of Council meetings were published. Responsibility for many of the issues raised rested with the Vice-Chancellor and would be for discussion with University through
the JCNB. The Vice-Chancellor had set in train work with HR, prior to the meeting, to discover the number of grievances recorded in recent years. Numbers would in future be reported to Council as part of the Annual HR report. The Vice Chancellor had also asked HR to explore further issues around exit interviews raised at the meeting.

7. **Council Calendar**
Council received the rolling Council Calendar and the following points were noted:
- The Senate Annual Report would be presented at this meeting as the timing did not allow for this at the last Council meeting.
- The topic for the plenary dinner in March had yet to be determined and the Chair would welcome suggestions from members outside of the meeting.

8. **Vice-Chancellor's Report**
The Vice-Chancellor highlighted several items from his report. In discussion the following points were noted:
- The Government’s Green Paper on the future of Higher Education in England had been published on 6th November and had opened a two-month consultation on a very wide range of proposals. The main focus of the paper was on the proposed introduction of a Teaching Excellence Framework (TEF). If the proposals were approved, from 2017, institutions able to satisfy a simple quality assurance review would be allowed to increase undergraduate fees in line with inflation. From 2018 an evolving three or four-tier structure was proposed to allow fees to vary with teaching excellence. The tiers would be defined using proxy metrics and peer review at institution level. One of the proxy metrics was likely to be completion rates, currently an area of challenge for City on which it ranked at 63rd in the UK. The University’s response to the Green Paper would be led by the Deputy Vice-Chancellor. The deadline for which was 15th January 2016. The DVC would circulate the response to Council members in draft to enable them to offer comments prior to its submission to BIS. **[Action]**
- The Nurse report on the Research Councils had been accepted by the government. It proposed the establishment of Research UK as a Non-Departmental Public Body, which would bring together all the current Research Councils under a single Chief Executive and Accounting Officer.
- The impact of the Comprehensive Spending Review on City would need to be worked through. Issues that would affect the University included postgraduate loans, teaching grant protection for high cost subjects and the grant to loan switch for undergraduate maintenance and health professionals.
- Professor Andrew Jones, Dean of Arts and Social Sciences, had accepted the post of PVC (Research & Enterprise) with effect from 1st March 2016. Recruitment for a new Dean of Arts & Social Sciences would commence next month.
- The Universities and Colleges Employers’ Association had reached agreement with UCU, Unite and Unison and the agreed 1% increase would be backdated to 1st August and included in November salary payments.
- Cass had increased its ranking across its portfolio of programmes. The School rose eight places to 32nd in the world and one place to 5th in the UK in the *Financial Times* Global Executive MBA 2015 rankings.
- Discussions with INTO about the future of the Joint Venture with City University were ongoing.
- City had risen to 421st in the *THE* World Rankings as a result of an improved score on citations.
9. **President of the Students’ Union Report**

The President highlighted several items from her report. In discussion the following points were noted:

- The AGM had taken place the previous evening and approximately 150 students had attended.
- An increase to 88 societies had led to an exciting and more vibrant campus.
- The student segmentation work had been approved and would commence in January with a view to publishing in April.
- The SU had transitioned over to the new Students’ Union website and were currently working on updating the functionality and content.
- The Carrot Awards would take place on 7th December, and would celebrate outstanding contributions that staff, students and friends have made to the Students’ Union over the past year.
- A “Keep Calm and Study On” campaign would be held over the two exam periods, January 11th – 22nd and May 9th – 27th.

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

10. **University of London – Next Steps**

Council received an update on the University of London process and the proposed wording of the Supplemental Charter and Statutes. The consultation on the change of name for the University had concluded on 25th November. Pinsent Masons would prepare, on behalf of City, a petition to the Privy Council for a Supplemental Charter to enable City to become a member College of the University of London and had commenced an informal consultation with the Privy Council about the text and timing of the petition.

**Decisions**

- Council **agreed** to petition the Privy Council for a Supplementary Charter; and **agreed** to delegate to the University Secretary, in consultation with legal advisers, the power to agree the detailed wording of the petition.
- Council noted the proposed wording of the Supplemental Charter and Statutes and **agreed to delegate to CGNC** the power to make further minor changes required to the Charter and Statutes prior to the Council Away Day.

11. **Vision and Strategy 2026 – Financial Investment**

Council noted a briefing paper which sought agreement that, in parallel with the development of the Vision and Strategy 2026 which envisaged the growth of the University, the Executive should begin to investigate, without commitment, options for the expansions of City’s estate, and in particular for the expansion of Cass to a site in or near the City. In discussion the following points were made:

- Space per student, both real and perceived, was seen as a symbol of quality for business schools and Cass now seemed overcrowded. Some Masters programmes were taught at 200 Aldersgate and all undergraduates were taught at Northampton square.
- New accommodation for Cass and consolidation on a single site would allow expansion in other Schools on the Northampton Square campus.
- The new site might perhaps be around twice the size of the current site at Bunhill Row and would allow some space for growth.

**Decision**

Council approved the Executive’s request to explore potential estate options for establishing a new single site, integrated Cass Business School.
12. **Senate Annual Assurance Report**

Council considered the Senate Annual Assurance Report. This report, which had been largely drawn from the minutes of Senate meetings, had been approved by Senate at its October meeting and gave an assurance to Council that the University’s arrangements for the enhancement of academic quality and assurance of academic standards in 2014/15 had been **Adequate and Effective**. Where there were issues, they were not material to this judgment and they were in the process of being addressed. In discussion the following points were noted:

- The report seemed to demonstrate some complacency regarding student progression where there had been a deterioration in performance in 2014/15 and a further subsequent fall in progression rates. The Vice-Chancellor would highlight this issue at Senate on 9th December. [Action]

- The attendance of lay Council members at Senate had been well received by Senators. The Chair of Senate thanked all those who had attended meetings so far. The Governance Office would circulate future dates to lay members and invite lay members to attend the meetings. [Action]

- The extent of Council’s future responsibility for Quality Assurance would not be known until the outcome of HEFCE’s review of quality assessment had concluded.

13. **Finance**

13.1 **Audit and Risk Committee Annual Report**

Council received the Audit and Risk Committee (ARC) annual report for 2014/15 which was presented by Hunada Nouss, Chair of ARC. ARC gave Council assurance that the University’s arrangements for risk management, control, governance, value for money and management & quality assurance of data submitted to HESA and HEFCE were **Adequate and Effective**. Where there were issues, they were not material to this judgment and they were in the process of being addressed. In discussion the following points were noted:

- There had been 4 Limited Assurance Reports, one of which covered Management of Third Party Accommodation Providers. ARC had engaged in in-depth discussions of this risk. The Head of Academic and Student Services would attend the March meeting of ARC for a further discussion of the issue.

- The Health and Safety Audit had alerted ARC to serious concerns and had prompted changes to personnel and governance at City.

- ARC’s programme of discussions with Risk Owners, now in its second year, had provided a strong sense of how risk was managed in the University.

- ARC had recommended that risk appetite should form part of the Council Away Day to consider the Vision and Strategy 2026. The Executive had agreed to recast through a risk appetite lens the vignettes offered in the Vision and Strategy slides which summarised the strategies and the progress made by other Higher Education institutions over the past five years. [Action]

- Adrian Haxby had become a member of ARC and attended his first meeting in November.

- The Chair of ARC thanked all its members for their commitment and attendance over the last year.

13.2 **Chief Financial Officer’s Report on the Financial Statements**

Council received the CFO’s report for information and noted the headline news that the University was reporting an overall surplus of £1.5M, the first surplus for 7 years.
13.3 Financial Statements 2014/15
Council received the Financial Statements including the Corporate Governance Statement of University Council responsibilities. In discussion the following points were noted:

- The surplus for 2014/15 had been adjusted from £2.6M to £1.5M following a late funding notification from HEFCE concerning the reconciliation of data from the Student Completion Survey which had informed HEFCE’s allocation of teaching funds for 2013/14 and 2014/15.
- The format of the Statements would change in 2016 from SORP to FRS102. Around half the work required to implement the changes had been completed. Land and buildings would be revalued as part of the change and this would reduce annual depreciation. The CFO would circulate a summary schedule to Council Members setting out the changes to be made for information. [Action]

**Decision**
Council approved the Financial Statements for 2014/15.

13.4 Student Recruitment 2015 Flash Financial Forecast
Council received a verbal update from the CFO and noted that no changes were required to the existing financial forecast for the year as a result of the recruitment of Students for 2015/16. Overall, the CFO reported that it was likely that there would be a surplus for 2015/16 once the full range of factors affecting the year’s finances had been factored in. These included changes in depreciation to buildings, possible further payments relating to INTO and of the University taking onto its balance sheet its share of the deficit in the USS.

13.5 Institutional Sustainability
Council received the Annual Sustainability Assurance Report, which formed a part of the annual accountability returns to HEFCE and covered financial performance, financial sustainability, risk management, control and governance, value for money, the management and quality assurance of data and opportunities and challenges for institutions. The information was taken from the University’s performance indicators. The PVC (Strategy and Planning) would seek feedback from HEFCE on the report in the course of the year ahead.

**Decision**
Council approved the Annual Sustainability Assurance Report which would be signed by the Pro-Chancellor.

14. Progress in implementing the Strategic Plan
14.1 University Level Risk Review
Council considered the biannual review of the University’s Risk Register which provided an assessment of the University’s risks overall. In discussion the following points were noted:

- Three new risks had been added: Breach of Health and Safety Legislation; Failure to comply with the Prevent Statutory Duty; and Equality and Diversity issues. These additions had been prompted by previous strategic Council discussions.
- The new Risk 16 in relation to the Prevent Statutory Duty should be further explored given that Council would be responsible for the implementation of Prevent. A note on the roles and obligations of Council should be circulated to ARC and the SU President for comment and then discussed at the Council Away Day. [Action]
- The PVC (Strategy and Planning) should request that ExCo review the ownership of Risk 18 and Risk 24. [Action]
14.2 Biannual KPI/PI Report
Council received a report on the KPIs/PIs at institution level against Strategic Plan Milestones. In discussion the following points were made:

- The recent data on progression would be followed up through developing a diagnosis of the recent falls in progression rates in SHS and Cass and plans would be developed to correct this.
- The issues identified in the ‘Your Voice’ survey would be further explored and addressed with Schools.
- The University would from 2016 conduct a Staff Survey on an annual basis.

14.3 THE World Rankings
Council received the THE World Rankings which had been discussed under Item 8, Vice-Chancellor’s Report.

Professor Giulia Iori joined the meeting at this point.

15. Equality and Diversity Report – Gender Equality Project Update
Council received a verbal update from the PVC (Strategy & Planning) and the Chair of the Gender Equality Working Group (GEWG), Professor Giulia Iori. In discussion the following points were noted:

- The GEWG expanded the focus of the previously established Athena SWAN Working Group. It aimed to develop a future application for the Athena SWAN Bronze award; assist Schools with departmental applications; monitor and review the implementation of the University’s Athena SWAN Action Plan; and take forward further strategic planning around gender equality initiatives.
- The application was only the beginning of a long path towards addressing Equality and Diversity issues. Achieving a Bronze award would indicate that there were still areas to be improved upon.
- Although awareness of the initiative was widespread across the University it would be further increased once the cultural survey and focus groups were underway with the aim of identifying areas of good practice and where improvements could be made. In addition, a publicity and communications plan for all stakeholders would be developed.
- Professor Iori was in the process of establishing an External Gender Equality Diversity Group consisting predominantly of senior women in business, the professions and academia who had a commitment to gender equality and equality issues. Professor Iori would welcome suggestions for a Chair.
- The Chair of Remuneration Committee (RemCo) noted that consideration of equality and diversity issues would be added to the RemCo Terms of Reference. The Chair of RemCo would meet with the SU President as the Students’ Union were also deeply committed to the Equality and Diversity agenda and much of their work was focussed in that space. [Action]

Professor Giulia Iori left the meeting at this point.

16. Health and Safety Report
Council noted the Annual Health and Safety Report which was presented to the Audit and Risk Committee on 9th November. The report summarised the University’s Health and Safety performance for the academic year 2014/15. In discussion the following points were noted:

- The concerns identified in the Annual Report about health and safety issues in SMCSE were being addressed. The Dean of Engineering had taken the Vice-Chancellor on a recent walk-around of the key areas for concern in the School and significant improvements had been made. There was now greater ownership of health and safety management by senior leaders in the School.
• Other potentially high risk areas for the University included the School of Health Sciences and Property and Facilities, with large scale construction work taking place.
• The HR Director would further consider the suggestion of engaging external advisors. This course of action had recently proved helpful to Transport for London. [Action]

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.

17. Letter of Representation
Council approved the Letter of Representation to be signed by the Pro-Chancellor, Vice-Chancellor and Chief Financial Officer.

18. External Auditors’ Re-appointment
Council agreed to appoint KPMG to act as External Auditors for 2015/16.

19. Annual Accountability Returns to HEFCE

19.1 Annual Monitoring Statement
Council approved the Annual Monitoring Statement which would be signed by the Vice-Chancellor and submitted to HEFCE by 3rd December 2015.

19.2 Designated Officer’s Annual Assurance Return (Annex E)
Council approved the return.

19.3 Delegation to the Vice-Chancellor
Council agreed to delegate to the Vice-Chancellor final sign-off of the Annual Accountability Returns to HEFCE.

Part Four – Items for information and not to be discussed unless starred.

20. Minutes for Note
20.1 Corporate Governance and Nominations Committee, 12.10.15
20.2 Strategy, Implementation and Performance Committee, 21.10.15
20.3 Remuneration Committee, 22.10.15
20.4 Audit and Risk Committee, 09.11.15

21. Value for Money Annual Report
Council received the report.

22. University Events
Council noted the list of upcoming events.

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

24. Dates of Next Meetings
• Chairs’ Dinner, Thursday 4th February 2016, to which there is an open invitation to all lay members.
• Council Away Day, Friday 5th February 2016, a draft agenda and any relevant papers would be circulated by Governance in due course. [Action]
• Council Meeting, Friday 11th March 2016.
Part Five – Short Meeting of Independent Members

25. 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, December 2015.