### Members

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<th>Meeting 1 10.10.14</th>
<th>Meeting 2 28.11.14</th>
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**Key:** ✓ In Attendance  A Apologies  P Part Attendance  NM Not a Member  S Sabbatical

### Part One – Preliminary Items

1. **Highlighted Items**
   Council agreed the highlighted items.

2. **Minutes**
   The minutes of the meeting held on 10th October 2014 were approved.
3. **Matters Arising**
Council noted the table of actions arising from past meetings.

- It was agreed the following actions could be deleted as they were now regarded as business as usual:
  - Action 4, Minute 7, 28.03.14: inviting the Senior Elected Senator and an additional elected member of Senate (on a rotating basis) to attend the plenary sessions.
  - Action 5, Minute 13.1, 28.03.14: reports on IP commercialisation to cover the full scope of the activity.
  - Action 6, Minute 20, 28.03.14: Council Members to check their Register of Interests entry.
- Action 15, Minute 10.3, 10.10.14: This potential change to Investment Policy for the Grammenos Fund would return for Council approval in March 2015 or if necessary February 2015.

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 expressed his thanks on behalf of Council to Philippa Hird and Andy Friend for their presentations, at the previous evening’s plenary session, on their experience of implementing cultural change. Dame Lynne Brindley had been unable to attend but had provided a very useful case study prior to the dinner. The Chair requested that the Executive consider what might be done differently in the future having considered the presentations and case study. He suggested that the Executive use Dame Lynne Brindley's bullet points as an aide-mémoire.

The Chair confirmed that Dame Lynne Brindley had agreed to complete her agreed second three year term ending January 2017.

Item 18.2, Remuneration Committee minutes, would be discussed under the Independent Members section of the meeting.

The Chair noted the timetable for developing the new Strategic Plan – this would commence on the morning of the Away Day on 6th February 2015 with a view to signing off the new Plan in May 2016 or July 2016.

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

- At the March 2015 plenary, the Deputy Vice-Chancellor would present and lead a discussion on academic quality and standards.
- The Chair confirmed that the new Chief Executive of HEFCE, Professor Madeleine Atkins would be invited to attend the March or July 2015 plenary, with July being the preferred date.
- It was agreed that there would be an additional Chairs’ dinner in January 2015 prior to the February Council meeting and Independent Council members who were not Chairs were reminded that they too were invited.

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

- *The Conversation*, the academic news and commentary website was performing well and had launched in the USA. City is a founding partner of the UK site which provides an Independent and trusted platform for
academic output to be shared with the public. The Conversation UK had an October readership of 6.5 million.

- A Pulse Staff Survey was underway to gauge staff satisfaction and engagement levels a year on from the 2013 “City Voice” Survey and subsequent Staff Focus Groups. The Pulse Survey approach would be developed as a regular feature of the University calendar. The outcomes would be reported to the December meeting of ExCo. An interim highlights report would be circulated to Council members. [Action]
- On 19th November the University received confirmation that the proposed Assessment Boycott industrial action had been suspended until at least 15th January. Management would continue with preparations to minimise its effect, should it resume. It was noted that UCU had tabled a proposal to end the final salary USS pension scheme.
- Stephen Avery had been appointed to the CBI London Council.
- The Counter-Terrorism and Security Bill was presented to Parliament. This outlined plans to place universities under a statutory duty to prevent people from being drawn into terrorism. Universities would have to assess the risk and put mitigating actions in place. Institutions would need to consider Government guidance when deciding who may speak on campus. The University must ensure that it had clear procedures around visiting speakers and an online statement on Freedom of Speech.
- The Vice-Chancellor rehearsed the possible position that the Government might take on postgraduate funding in its Autumn Statement.
- Nic Dakin, Labour MP for Scunthorpe and a recent member of the Education Select Committee, visited the University on 20th November for discussions with members of the University Executive Team, the Students’ Union and to tour the Engineering facilities.

8. President of the Students’ Union Report
The President gave a verbal report and the following points were noted:
- The newly refurbished student bar was now open.
- The success of the Green Dragons project which has been featured on the HEFCE website. The Green Dragons panel considers ideas from students and staff to make the University and surrounding community a more sustainable environment. The funding is provided by the NUS Green Fund and the Students’ Union continually looks at how it can be developed year on year. More involvement from academics would be welcomed. The Green Dragons project had been shortlisted at the Green Gown Awards.
- To develop the Student Charter into a “living document”, as previously discussed at Council, a “We are City” award will be established.
- At the request of the Chair, the SU President would ensure that Council members were added to the distribution list for SU updates and circulations. [Action]
- The first term of the new academic year had seen more students participating in community work than ever before and the PVC (Strategy & Planning) would circulate to members a very positive video about “City Volunteering” following the meeting.

Part Two – Major Items for Discussion or Decision

9. Finance

9.1 Audit and Risk Annual Report
Council received the Audit and Risk Committee (ARC) annual report on the year 2013/14. Andrew Halper (member of ARC) presented the paper on behalf of the Chair of ARC who was unable to attend. 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. In discussion the following points were noted:

- The Director of Internal Audit’s annual report gave a positive opinion on VfM at the University although ARC continues to encourage developing the approach by thinking about societal benefits.
- During the year there had been a breach of the University policy on using the External Auditors for non-audit services. ARC had debated this in detail to ensure that the independence of the External Auditors was not compromised and to ensure the situation did not recur.
- ARC had received evidence and agreed the University was a going concern.
- ARC had agreed that the risk process was much improved and that the discussions in ARC had improved significantly.
- ARC had had a useful update at its last meeting on the INTO joint venture.
- ARC had received and debated the annual Health & Safety report and would review progress at its next meeting.

9.2 Chief Financial Officer’s Report on the Financial Statements
Council received the CFO’s report for information.

9.3 Financial Statements 2013/14
Council received the Financial Statements for the year ended 31st July 2014, including the Corporate Governance Statement and the Statement of University Council responsibilities. In discussion the following points were noted:

- The CFO noted that Financial Statements for y/e July 2014 showed a deficit of £7.7M which was an improvement of £3.1M compared to the forecast deficit of £10.8M.
- The External Audit had taken place and KPMG had reported that there were no unadjusted differences identified in the current year and reported that all of the five recommendations raised in 2012/13 had been implemented. There were no recommendations in respect of the 2013/14 audit.
- The CFO noted that significant progress had been made with the INTO joint venture. It was noted that although the joint venture’s accounts were not yet signed, the CFO had been informed that they were now ready for sign off.
- Council noted that the number of outstanding internal audit recommendations had now been substantially reduced.

Decision
Council approved the Financial Statements for the year ended 31st July 2014.

9.4 Student Recruitment 2014 Flash Financial Forecast
The student fee income for 2014/15 had been re-forecast in the light of actual recruitment. This was more or less on budget at £146M (excluding NHS contract income) with potential variation in the range of £1.2M adverse variation and £0.5M favourable. Cass had recruited well in postgraduate taught which compensated for its under-recruitment of overseas undergraduate students. Overall it had a favourable variance of £1M on a £69M budget. This helped compensate for under-recruitment in SMCSE. In discussion the following points were noted:

- The CFO tabled a comparison of the Flash Forecast 2013/14 against previous year’s actuals. Council noted that the budget figures had been a stretch budget.
• The CFO noted the variances by School and student category but overall tuition fee income was broadly in line with budget.
• Favourable postgraduate taught (PGT) recruitment in Cass was compensating for adverse PGT variances in the other Schools. The budgets for PGT in some Schools had probably been over-optimistic. The University would consider its PGT student targets in the light of the recruitment numbers.
• One member asked whether there would be any implications for Cass as a result of the extra approximately 200 students and the Dean of Cass confirmed that more would have to be spent from the income to enhance the student experience. Any additional expenditure approved would be reflected in the midyear forecast.
• It was noted that recruiting undergraduate overseas students was now more difficult for several reasons including government policy and increased competition.

9.5 Institutional Sustainability
Council received the Annual Sustainability Assurance Report, noting that the information was taken from the University's performance indicators. In discussion the following points were noted:
- The ASSUR report was in its second pilot year and the format of the report was still experimental. It was primarily an assurance tool for Governing Bodies.
- It was noted that Research Income should be categorised as “amber” and noted that NSS would remain “green”.
- The word “will” would replace “should” as follows “…where the institution and its core publicly-supported activities will be sustainable”.

Decision
Council approved the Annual Sustainability Assurance Report, subject to the agreed amendments. The report would be submitted to HEFCE on Monday 1st December 2014.

10 Estate
10.1 Capital Cases
Council considered the businesses cases for the redevelopment of the University’s Main Entrance in Northampton Square and the provision of a 240 seat lecture theatre. The total cost of the combined project would be £10.538M with delivery aimed for the start of academic year 2016/17 (start onsite May 2015). Council had already approved £2.6M to enable planning and design.
In discussion the following points were noted:
- The new main entrance complex would reinforce Northampton Square as the University's principal point of arrival. This project would be the final stage in making the new basement spaces function well and complete the major reworking of the central circulation. It would offer potential for wide staff and student engagement on refining internal decoration, artwork and external features. There was funding for artwork or some internal pieces which would engage students and staff.
- The design responded to consultation with focus groups representing the University community and would involve creating a temporary entrance in the Refectory Building North-West Corner of the Square, which links directly to staircases and lift. Several enabling projects would also be undertaken prior to commencement of works to allow the University to teach the planned additional student numbers.
- There was some concern from members to ensure that there would be continuity of services that would be displaced including the Students’ Union.
It was agreed that an assurance of this would be placed in the minutes. The following bullet point covers this issue.

- Alternative arrangements for the provision of bookshop facilities are being discussed with Waterstones, who have developed various delivery models with other Universities and may include temporary pop-up areas at other locations at peak times until the Tait Level 1 Student Amenity project is implemented. This will provide the opportunity for a more permanent retail facility which would include the Student Union shop located close to the SU offices. In the meantime it is planned to locate SU headquarters in the Drysdale Building and discussions are also in hand with the Library to replace some of the Graduate Library Centre study spaces closer to Level 6 Quiet Study floor, until a new facility is provided at Sebastian Street.

- The CFO confirmed that the lowest cash holdings during the project would be £20M in August 2015 and August 2016. The project should be capable of completion without borrowing though he was investigating whether a planned banking facility which could be drawn down might be sensible.

- The Director of PAF noted that tenders had been expected back at this stage but the shortlisted companies had requested extensions and as it was deemed wise to cooperate with the shortlisted contractors, the extensions were granted. The final tenders were expected in January 2015 and Council would be kept informed of developments. There was a risk of additional costs if there were delays from the actual cost of inflation being greater than planned.

**Decision**

Council approved the cases for the redevelopment of the University’s Main Entrance in Northampton Square and the provision of a 240 seat lecture theatre at a total cost of £10.538M and noted the need to ensure the continuity of services that would be displaced during the works including the Students' Union.

10.2 **Bath Street Lease**

Council received a verbal update on progress with lease negotiations with Moorfields Hospital, which were now finalised.

**Decision**

Council agreed to extend SIPCo’s delegated powers in respect of Bath Street, if required, until the next meeting of Council. [SIPCo have now approved the signing of the lease.]

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

11.1 **Culture Working Group**

Council considered the Culture Working Group progress report. The focus of the group was on organisational development drawing from the Staff Survey and supporting the cultural changes being covered by the other work streams. A framework of projects had been agreed not an action plan. The Chair suggested that the report be brought back to Council after reflection on the previous evening’s plenary session discussions. [Action] The Executive were encouraged to seek support from Independent Council members.

11.2 **Biannual KPI/PI Report**

Council received the biannual KPI/PI report setting out the current performance and milestones for all key performance indicators (KPIs) and performance indicators (PIs). The PVC (S&P) noted that the heat maps were subject to on-going review and that the report should be considered in conjunction with the Risk Register. A corrected sheet for PI2.3 (RGC income per academic member of staff) was tabled. In discussion the following points were noted:
• There was now a summary page showing all the heat maps and the directional movement for those KPIs/PIs which had been updated.
• One member noted that the “student progression and completion” milestone looked vulnerable and asked whether there was an indication of how many students were dropping out for pastoral reasons compared to opting for the wrong course. The DVC noted that there had been a high rate of drop-outs in SMCSE, and student engagement and pastoral care had been increased. It was a key area for improvement for all Schools with high drop-out rates.
• One member noted that the self-referral for EU and overseas students was high and questioned whether there could be a connection with drop-outs in particular courses. The DVC noted that we would not know as the information was confidential. He would look into the possibility of obtaining a high level summary from Counselling. [Action]. A member suggested that it might be worth considering further investment in Counselling if it helped retention.
• It was noted that there was also a correlation between reduced drop-out rates and the rise in tariffs but it was a complex issue and there was a wide variation between courses.
• The next report would incorporate the most recent data from HESA, giving comparatives, to be released in December 2014. Council noted the importance of improving the progression and citations PIs.

11.3 University Level Risk Review
Council considered the biannual review of the University’s Risk Register which provides an assessment of the University’s risks overall. In discussion the following points were noted:
• ARC had left the decision as to the colour of the serious/likely risks to the Executive to decide.
• The Chair stressed the need for assurance that the risks were properly owned and the University Secretary confirmed that ARC’s Calendar now included a cyclical review with owners which was working well.
• Risk 12 on the Estate should be reviewed as the score of 12 seemed inappropriate compared with other risks. The current process relied heavily on the risk owner’s assessment.
• The Chair congratulated all those concerned and noted the significant improvement in the management of the University’s risks.

11.4 Professional Services Review
Council received a final report on PSR and noted the commitment to continuing service efficiency, benefit and enhancement reviews as part of the business as usual planning and budgetary process. PSR was expected to deliver 10.5M of the planned £12M saving. Restructuring Committee would receive a final report on service definition and approaches to change in early 2015.

Decision
Council endorsed the closure of the PSR Programme from the end of this calendar year.

11.5 THE World Rankings
Council received a report on the latest THE World Rankings. City had climbed two places to 466th. The most negative variances against comparators related to citations and the University’s reputation in teaching and research. In discussion the following points were noted:
• The Executive was working hard to ensure that publications were uploaded by academics onto City Research Online (CRO) to ensure that citations were maximised. If the citation score increased by 25-30 then the University would move up by 150 places in the league table. It was noted that some
pre-1992 institutions were ranked highly because of particular activity e.g. Plymouth – bio-medical and Portsmouth – pharmaceutical and dental. It was noted that citation score was 4/5 year average score and so was slow to change.

- The reputational survey was dependent on the University’s reputation internationally and this was also slow to change but should improve following the REF.
- The Times Higher was in the process of changing the way it assesses these rankings for Universities and currently there was no way of predicting how the changes would impact upon City.

12. **HR Annual People Report**
Council received the HR Annual People Report summarising the activities undertaken during 2013/14 and planned for 2014/15 in pursuit of the agreed HR Strategy and supporting Implementation Plan. In addition the report provided a summary of the activities the University is pursuing in relation to staff equality objectives agreed by the Equality Committee, with a focus on gender equality.

In discussion the following points were noted:

- The Athena Scientific Women’s Academic Network (SWAN) application would be submitted to the Equality Challenge Unit following the meeting. The outcome of the application will not be known for at least 6 months, there were likely to be 200 applications. The Director of HR would seek to establish an External Advisory board to act as a critical friend and sounding board. It might be useful to enlist an Independent member of Council as one of its members.

- Other initiatives relating to the equality agenda were internal and included offering support for staff preparing for promotion; support for female staff returning from periods of maternity leave; provision of more opportunities for female staff to be involved in leadership, e.g., committee roles should be encouraged. The Deans were seeking to create a potential talent pipeline of academically excellent women. This was a particular change in SMCSE. Irrespective of the Athena SWAN application these initiatives would continue. It was important that 6 months was not lost in waiting for the result from the Athena Swan application.

- There was concern that the report showed that the female percentage of Heads & Deputy Heads of Department had fallen in two years from 43% to 19% and the overall leadership group percentage had fallen from 35% to 23%.

- One member pointed out that when considering equality the ethnic mix at the top tier of the institution was important.

- Council and its members view the equality agenda as a priority for the University and the Chair stated that the Director of HR has Council’s full support in taking forward this challenge.

- The Director of HR brought Council up to date on the relationship with the Trade Unions including the signing of the recognition agreement, the recent workshop facilitated by ACAS to improve the relationship and the more positive discussions on the PSR 2 consultation. The relationship felt more reflective and had improved recently.

13. **USS Consultation**
Council received a verbal update from the HR Director. In discussion the following points were noted:

- Since the October meeting there had been meaningful dialogue through the Joint Negotiating Committee.

- A proposal has been put forward by the employers which although is more extensive than UCU’s proposal, is possibly not sufficient to meet the Regulator’s requirements.
• The Dean of Cass informed the meeting that he had put his signature to a five page letter which had gone to the Trustees challenging the assumptions used by the Actuary.

• USS consultation would remain as a standing item on Council’s agenda.

14. Health and Safety Report
Council noted the Health and Safety annual report which was presented to ARC on 12th November. The report followed a review by the Executive to improve the level of compliance and assurance. The standard of reporting had improved significantly. There were a number of concerns in respect of SMCSE including the need to finalise the local H&S policy, a sample of risk assessments reviewed did not fulfil the “suitable and sufficient” test required by the legislation, and 12 of 19 recommendations from the 2012 audit had not been completed. There had been a 20% increase in the use of the Staff Counselling Service. In discussion the following points were raised:

• The Executive were very aware of the importance of the issues and there were several areas where significant improvement needs to occur. An external audit of Health & Safety was planned for the University once these immediate issues had been addressed. The Vice-Chancellor noted that the University was in the process of engaging an external consultant as a “critical friend” to ensure it was on right path. ARC would review the position in March 2015 and report back to Council.

• Members questioned the increase in staff using the Counselling Service and asked what the reasons might be. The HR Director suggested that although the service is confidential, it could be flagged up if particular areas/departments used the service more than others, whilst retaining staff confidentiality.

• It was noted that if staff knew the Change Model used by the employer, this should reduce stress.

• One member asked if cycling safety awareness was provided and the SU president confirmed that the Environment Group facilitated this provision for staff and students.

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

15. Letter of Representation
Council approved the Letter of Representation which was signed by the Pro-Chancellor, Vice-Chancellor and Chief Financial Officer.

16. External Auditor's Re-appointment
Council approved the re-appointment of KPMG as External Auditors for the University for 2014/15.

17. Annual Accountability Returns to HEFCE

17.1 Annual Monitoring Statement
Council approved the Annual Monitoring Statement which would be signed by a member of the University Executive Team and submitted to HEFCE by the 3rd December 2014.

17.2 Designated Officer's Annual Assurance Return
Council approved the Annual Assurance Return which would be signed by the Vice-Chancellor and submitted to HEFCE.
17.3 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 – Other Items for Information and not to be discussed unless starred
The following items were not starred for discussion and therefore not discussed and taken as read with the exception of item 23.

18. Minutes for Note
The following minutes had been approved by the Chair, but not yet by the full committee:

18.1 Audit and Risk Committee, 6th October 2014 and 12th November 2014.
18.2 Restructuring Committee, 17th October 2014
18.4 Remuneration Committee, 19th November 2014

19. Student Counselling Service – Update
Council received the Student Counselling Service update for information.

20. Value for Money Annual Report
Council received the annual Value for Money Report. It was noted that all the appendices were available on request.

21. Council Members’ Register of Interests
Council noted the register now published on the web. It was noted that this should now include all interests (not just those where there is a perceived conflict). Council members would update their interests regularly to ensure they are current.

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.

The classification of Item 18.3, Remuneration Committee minutes, 19.11.14 would be amended to “closed”.

24. Date of Next Meeting
Council Away Day, Friday 6th February 2015 (9am – 5pm).

The message setting out highlights from this Council meeting would be circulated to staff today.

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 2014.