

**UNAPPROVED COUNCIL MINUTES
MEETING HELD ON 18th MAY 2023, 9.00am to 12pm
AG04 COLLEGE BUILDING**

Members		Meeting 1 06.10.22	Meeting 2 25.11.22	Meeting 3 23.02.23	Meeting 4 31.03.23	Meeting 5 18.05.23	Meeting 6 29.06.23
Independent Members	Ms Julia Palca (Chair)	✓	✓	✓	✓	✓	
	Professor Sir Anthony Finkelstein (President)	✓	✓	✓	✓	✓	
	Professor Bob Allison	N/M	N/M	N/M	N/M	✓	
	Ms Kru Desai	✓	✓	✓	✓	A	
	Ms Adrienne Fresko	✓	✓	✓	✓	✓	
	Mr Simon Harding-Roots	A	A	✓	✓	✓	
	Mr Adrian Haxby	✓	✓	✓	✓	✓	
	Mr Thomas Lee-Warren	A	A	N/M	N/M	N/M	N/M
	Dr Andrew Mackintosh	✓	✓	✓	✓	✓	
	Ms Catherine McGuinness	✓	✓	A	✓	✓	
	Ms Ebele Okobi	✓	A	A	N/M	N/M	N/M
	Mr Anant Prakash	✓	A	✓	✓	A	
	Professor Sir Eric Thomas	N/M	N/M	N/M	N/M	A	
	Ms Jen Tippin	A	A	A	A	✓	
	Mr Ron Zeghibe	✓	✓	✓	✓	✓	
Staff and Student	Professor Elisabeth Hill	N/M	✓	✓	✓	✓	
	Ms Mary Luckiram	✓	✓	✓	✓	✓	
	Professor Debra Salmon	✓	✓	✓	✓	✓	
	Professor Andre Spicer	N/M	✓	✓	✓	✓	
	Ms Gesmina Tsourrai	✓	✓	✓	✓	✓	
	Ms Helen Watson	✓	✓	✓	✓	✓	

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

In Attendance	Reason and Meeting Section
Mr Dominic Davis	Director of SPPU
Professor Juliet John	Vice-President, Education
Dr William Jordan	College Secretary
Ms Sarah Lawton	Governance Administrator
Ms Marion O'Hara	Chief Financial Officer

MINUTES SECTION A – OPEN FOR PUBLICATION

Part One – Preliminary Items

- Highlighted Items**
Council **agreed** the highlighted items.
- Minutes**
The minutes of the meeting held on 31st March were approved.
- Matters Arising**
Council noted the actions arising from past meetings.

Matter Arising 1: Industrial Action

UCU's Marking & Assessment Boycott commenced on 20th April. All staff have been formally advised that City does not accept partial performance and that the salary of members of staff participating in the boycott would be withheld on a continuous basis at 50% until the marking was undertaken and/or they confirm they have resumed their full duties. The decision to deduct at 50% was aligned with the majority position in the sector.

The impact of the boycott was expected to be focused in particular areas rather than widespread although the extent of participation would not be fully apparent until the due date for marks to be returned to the university. For some of the bigger programmes in SPGA – understood to be one of the foci of greater impact – this would be at the end of May.

Mitigations, including sourcing alternative markers (sometimes the Head of Department was stepping in) and the possible suspension of the Senate Assessment Regulations, were in place. A focus was placed on finalists and Executive Deans were currently confident that the majority of students will be able to graduate. If, as a result of Industrial Action, the President suspended Senate Regulations to allow students to progress, Council would be notified by circulation in accordance with City's Ordinances.

It was a very concerning time for students and regular communications and support to students was continuing.

UNISON:

City had been notified of a further ballot for industrial action by UNISON in relation to the August 2023 pay uplift. City had not been notified of the dates of this fresh ballot.

USS:

The March 2023 valuation process had commenced and employers were awaiting the series of consultations on technical aspects of the valuation.

The proposal to transfer responsibility for representing the employers on USS, from UUK to UCEA, had been broadly welcomed by employers, including City. The change would enable more coherent management of industrial relations with UCU on pay and pensions.

4. Conflicts of Interest

In relation to Item 9, City St George's Project, it was noted that:

- The Chair at St George's was a personal friend of Adrian Haxby.
- The interest of the independent members in terms of their future role post-merger should be recorded.
- The interests of staff members and staff attending Council in terms of their employment status post-merger should be recorded.
- Staff members and attendees at Council would, at future meetings, withdraw from discussion and voting on the terms of any staff restructuring that might directly affect them personally.

5. Items Specially Brought Forward by the Chair

Director of Property and Facilities

Kevin Gibbons was leaving City to take up a new role at UAL and the Chair, on behalf of Council, noted thanks to Kevin for all he has done for City's estate during his 19 years of service. Council wished Kevin all the very best for the future.

Council recruitment

The Chair noted the appointments of Professor Bob Allison and Professor Sir Eric Thomas and welcomed Bob to his first meeting as a Council member.

COLAI

Owing to work commitments, Simon Harding-Roots was stepping down from the governing body and if any members were interested in taking his place they should notify the Chair of Council. Should there be no interest among Council members the Chair would ask the President to nominate a member of staff.

UCEA Pensions Meeting

The Chair had chaired the recent UCEA meeting and the outcome was looking more positive than previously anticipated.

CUC Conference

The Chair had attended this conference and noted a discussion had taken place about staff mental health and in particular the mental health of Senior Teams. City needed to ensure that appropriate support was in place and the HR Director confirmed that this would be looked at.

St George's Estate

Simon Harding-Roots had been taken on a site visit at SG which had given him a sense that the estate was well run. There had been a good and open dialogue with SG colleagues. The timing of the NHS redevelopment of the site remained a huge unknown, but the NHS Chair had indicated to City's Chair that whatever way the site was managed moving forward, the University would be central to the planning.

Senate

The Chair encouraged independent members to attend a forthcoming meeting of Senate, the final meeting of this academic year would take place on 12th July.

Graduation

The Chair encouraged independent members to accept the invitation (diaries permitting) to one of the July Graduation ceremonies.

6. Calendar

Council noted the calendar of business. It would be helpful to have a report on KPIs at the March 2024 meeting.

7. President's Report

Council noted the update from the President on work and activities undertaken since the last meeting. The following points were noted:

- The President felt confident that strides had been made with regard to the strategy in getting colleagues on board with being a distinctive, aligned and self-confident institution and in building a collective team approach to the process. Self-confidence was proving more of a challenge but was being addressed by speaking to staff about agility, "plumbing" and how those lead to empowerment.
- It had become clear that in terms of empowerment, SLT needed to accelerate work focussed on its next level of management by providing support to Heads of Department, Associate Deans and Professional Services Management.
- It would be important for City to develop financial headroom, room for innovation, space for risk and to address workload issues.
- The Portfolio Review would address many current issues which had been hitherto comparatively neglected.
- Other work underway included a revision of the process governing academic promotions and enhanced scrutiny of the quality of unfunded research undertaken by academic staff.
- City could not afford inefficiencies in the Operating Model which therefore needed to be transformed at pace. Further consolidation of services was essential and the COO would be instrumental in achieving this. The President noted that traditional approaches to delivering services and support were not necessarily what students now wanted.
- The ratio of academic to professional services staff at City was 50:50, which is typical in the sector, and the question was whether this was what a 21st Century university needed. Digital transformation would provide more opportunities to develop new roles for academics and professional service staff in the future.
- AI offered scope to transform some of the work which professional services staff undertake in the medium-term. To prepare for this, City needed to first get its data estate in order. This was a priority of the Digital Transformation being taken forward by the CIO in collaboration with the VP Digital and Student Experience.

- The COO noted that standardising processes was the first step required in process transformation and encouraged members to attend the IT presentation at the June Plenary Dinner which would provide more detail of City's plans in this area.
- The Chair noted that the challenge would be to do all of the required transformational work in a way which limited the impact on staff morale. Openness and transparency and sharing this work as part of the empowerment agenda was the approach the President and SLT were aiming for.

8. **SU Report**

Council received the update from the SU President and in discussion the following points were noted:

- Strikes remained the key current concern for the officer team and students, with the UCU Marking and Assessment Boycott now underway. The Union continued to work with City to ensure that measures are in place to minimise the impact.
- The Union had completed the final draft of its new strategy to be presented to the Board of Trustees on Tuesday 23 May 2023 for approval. The final strategy was the outcome of an extensive piece of research and the Union had reached out to all City students as part of the process.
- 'Enhancing the student experience' had not emerged from the research work conducted to support the strategy development process, but nonetheless formed a major part of the work of the SU. Responsibility for the agenda was shared between the SU and City.
- Following the strategy research, the Union committed to reviewing its brand and visual identity and work had commenced work with Bert Agency to take this forward.
- Following consultation, Sports Development would move from CitySport to the Union. This included moving two existing roles and using savings in leadership time to establish a new role to focus on increasing engagement in non-competitive sport through the CityActive program. The transfer will take place on 1 June 2023.
- The Union had funded the Union President and Communities Manager to take part in a visit Auschwitz as part of the Lessons from Auschwitz Universities Project which aimed to bring together student and campus leaders from across university campuses in England through education on the Holocaust and anti-racism work to combat antisemitism and promote community cohesion.

9.1 **City St George's Project**

Council considered the report and in discussion the following points were noted:

- The project governance structure had been reviewed and strengthened to support the current phase of the project (at Annex 1). This comprised two parts, one part focused on the joint work towards combination with equal representation of colleagues across both City and St George's with the other strand focused internally to City.
- A review was underway of the ToRs (including membership) of the Joint Executive project group which was comprised of SLT members from both institutions. This group's remit was to provide effective, coordinated and strategic leadership of the project. The group would meet on a monthly basis and report on its work to the Joint Councils group.
- Preferred models of programme delivery up to and beyond the signing of a legal agreement in November 2023 were being developed. These models included outsourcing, internal delivery with contingent labour, or a combination of these. Exploratory meetings had been held with a couple of management consultancy firms to help inform thinking and planning for future steps (including procurement of delivery resources).
- City was discussing further with legal advisers and with St George's colleagues the best way forward in relation to teach-out issues and degree awarding powers.
- The first stages of branding analysis work was underway.

- The Chair of SaFCo noted his continued concern about the strength of the financial case for merger; and how that might include the costs for the necessary due-diligence work required.
- Consideration should be given to how best those Council members not closely involved in the City/St George's Project discussions might be kept informed, e.g., a regular highlights email. **[Action]**
- The Chair would find it helpful if the draft Project Plan was available in time for discussion at the first Joint Councils Working Group on 6th June.

9.2 Joint Councils Working Group: Terms of Reference

Council considered the Terms of Reference for the Joint Councils Working Group.

Decision

Council **approved** the Terms of Reference which would also be reviewed at the first meeting of the group on 6th June.

10. The Portfolio Review

Council noted the presentation and in discussion the following points were noted:

- The purpose of the Portfolio Review exercise was to ensure:
 - I. that all City's programmes align with the new City strategy
 - II. that the quality of City's programmes is as it should be
 - III. that City is using its resources in the most strategic way possible to efficiently underpin the quality of its programmes
 - IV. that City's programmes are aligned with the ambitions, expectations and needs of its students and prospective students
- The exercise included analysis of all undergraduate and postgraduate taught programmes in the following areas: Education (student experience, continuation, employability), Education structure, Research, Subject demand and Financial Sustainability.
- Schools were asked to present to the steering group with their sense of their current offering, categorising programmes as outlined in the covering paper and the panel will respond to each School with recommendations as part of the Academic Planning Board on the 22nd May.
- The drivers for the process were both finance and quality assurance to encourage colleagues to think more strategically and more about resource and to apply that thinking to programme design which will in turn drive up quality and hopefully address the issues around academic workload. Another benefit would be more focussed planning with regard to space and timetabling.
- Overall, Schools had been more positive about the process than anticipated as it provided Deans with the empowering opportunity to drive through change.
- This work would help to create at City a culture of continuous improvement and embed the idea that the portfolio should be refreshed to ensure that it was fit for purpose and capable of meeting market demands.
- A strategic discussion would need to be had at Academic Planning Board about the future size and shape of City.
- For the Dean of Bayes, the review held few surprises as the School was already actively managing its portfolio. It had however been useful to be able to see areas of overlap with other Schools where joint programmes could be explored.
- The Deputy President noted that it was important not to see the review as separate from the Strategy and the work stemming from it. The benefit of this process was that it framed the data in a way which aligned (or not) to the Strategy. What had been most interesting was to see the opportunities for interdisciplinary and overarching activities that had not been previously visible across Schools. This was very much an iterative process and City was in a period of cultural change. The DP's observation would be

that some of the different responses from schools reflected where particular schools were in that change process.

- The Review might show that some areas which were critical to the future of the University were nonetheless not currently performing well. In such a case, performance issues would be managed through 'business as usual' processes.
- The HR Director noted that current focus in the sector on workload pressures was challenging. The Review process would help to address workload issues, by ensuring decisions in relation to programmes and modules were made on the basis of evidenced enrolment and market demand.
- Council members would find it helpful to have a report which showed the outcomes in the form of a 'before and after map' – supporting data with headlines in each School to illustrate where the changes were being applied and how those changes were panning out. The VP, E confirmed that a more detailed report could be provided to Council at a later date. **[Action]**
- It would be helpful for Council to understand the financial impact the Portfolio Review would have over the next two to three years. The President noted that the Executive was building an aggregated model that connected the curriculum changes, the workload and the financial outcome; and would give further thought to the information that could be provided to Council on the financial impact of the Review. **[Action]**
- The Chair thanked the VP, Education and the Director of SPPU for their work on the Portfolio Review and asked them to consider with the College Secretary when a further update might most usefully be provided to Council. **[Action]**

11.1 Annual Investment Policy Review

Council considered the papers and the recommendation from Strategy and Finance Committee. In discussion the following points were noted:

- The paper set out two proposed changes to be considered as part of the annual review of the Investment Policy:
 - 1) Proposed change aimed at reducing City's long-term repayment risk by setting up a fund now to build up the £60M capital required to repay MetLife.
 - 2) Proposed change to the policy in response to a formal request from the Students' Union to divest from fossil fuel investments held within City's endowment investment portfolio.
- At its meeting in April, SaFCo had endorsed the proposed changes and recommended them for Council approval. SaFCo had also recommended that UBS be asked to investigate ways in which City could invest in the energy sector, e.g., through investment in green energy, moving forward.
- There was a case for not divesting from fossil fuels, but for continuing to invest in energy companies such as BP to encourage investment in the transition away from fossil fuels. Moreover, Council members had a duty to ensure the financial sustainability of the institution and it was not completely clear what might be lost by divesting.
- The Chair asked that a thorough review of the Investment Policy be presented to Council in a year's time to review the impact of decisions taken today. **[Action]**

Decision

Council approved the proposed changes to the Investment Policy, with all members present voting in favour of setting up a fund now to build up the capital required to repay MetLife and with 12 members voting in favour of divesting from fossil fuels and 4 members abstaining.

11.2 2022/23 Financial Forecast

Council received a verbal update from the CFO and in discussion the following points were noted:

- As reported previously, City was targeting a forecast of £5m deficit. The CFO was feeling more confident about meeting this target than she had been at the last Council meeting.
- The Deputy President had recently circulated a message to all staff to explain the financial situation and to set down the measures in place to slow down all non-essential expenditure toward the end of the financial year in order to avoid breaching the covenant.
- The final Q3 Financial Report would be presented to SaFCo and Council in June.

12. CGNC Recommendations

Council considered the recommendations from CGNC.

Decision

Council approved:

- the appointment of Kru Desai as Interim Chair of Council from 1st February 2024 for a period of two years
- the appointment of Julia Palca as an independent member of Council from 1st February 2024 for a period of two years
- the appointment of Adrienne Fresko as Chair of CGNC from 1st September 2023

13. Minutes for Note

Council received the minutes of the following meetings, noting that they may have been approved by the Chair but not the entire Committee:

- 13.1 CGNC 14th February 2023
- 13.2 Remuneration Committee 22nd March 2023
- 13.3 Senate 22nd March 2023
- 13.4 Strategy & Finance Committee 27th April 2023

14. Strategic Estates Projects Update

Council noted the update and specifically the development of the Student Gateway Project.

15. Access and Participation Plan Update

Council noted the report.

16. Policy Update

Council noted the update.

17. Annual Global Goals Report

Council noted the report

18. AOB

No further business for discussion.

19. FOI Review

Council **agreed** that no changes were required.

20. Date of Next Meeting

Thursday 29th June and Plenary Dinner on Wednesday 28th June.

Julia Palca,
Chair of Council
May 2023