## MINUTES SECTION A – OPEN FOR PUBLICATION

### Part One – Preliminary Items

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

2. **Minutes**
   The minutes of the meeting held on 6th October 2017 were approved.

3. **Matters Arising**
   Council noted the table of actions arising from past meetings.
4. **Conflicts of Interest**  
There were no conflicts of interest declared.

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

The Chair expressed Council’s thanks for the excellent presentation and training session on Prevent at the previous evening’s Plenary Dinner. The Chair asked the College Secretary to ensure that those who had not been present received face-to-face training prior to the next meeting of Council. **[Action]**

The Chair asked any lay member of Council with an interest in the role of Deputy Chair of Council to make this known to the College Secretary. CGNC had agreed that the Chair Elect would be supported by the College Secretary in putting together an Appointments Panel to interview prospective candidates. The panel would contain members of Council who had ruled themselves out of consideration for the role. **[Action]**

The Chair requested those lay members of Council who had not yet done so, to fill in and return to the College Secretary, the skills matrix he had circulated. This would enable the recruitment of a new lay member of Council to focus on areas in which current lay members did not have extensive skills and experience. **[Action]**

The Chair Elect gave a brief report of a meeting she had chaired between members of the Executive and lay members with an interest in fundraising. Work on the development of a Cass campaign was now gathering momentum and was being supported by consultancy from More Partnerships. The Dean of Cass leading the campaign and accountable for its success. Lay members were ready to support Cass in due course and City as a whole, as a stronger fundraising presence was developed. A further meeting of the group would be organised for January. **[Action]**

The Chair reported that discussion at the termly meeting with staff, on this occasion with Trade Union representatives, had been very constructive. Issues covered had included: policy areas where the Trade Unions had worked in constructive partnership with HR colleagues; the implementation of Athena SWAN and the extent to which this was well embedded in all Schools; and the London Living Wage, where the Trade Unions had questioned whether City’s current policy was being consistently applied in relation to all subcontractors on site including staff employed under Unitemps contracts.

The Chair reported that the CUC Plenary in October had discussed the role that the regulator, Office for Students (OfS), would play in the sector from April 2018. The OfS was expected to act with an interventionist style and to question the adequacy of governance arrangements across the sector, particularly in relation to Remuneration Committees. Several HEI Chairs had mentioned at the CUC Plenary that, like City, they would be disclosing more information on the work of the Remuneration Committee in relation to senior staff.

The Chair draw attention to Item 26 on the agenda and noted that the Executive was not yet seeking approval for further expenditure on Bunhill Row but would return to SIPCo and to Council with more developed plans in due course.

The Chair also drew attention to Item 27 on the agenda, and noted that proposals for the reform of USS were being put to the UCU. While there was a prospect of industrial action at City on this issue, negotiations were being conducted at a national level and although media focus was on the current deficit the main issue was the cost of future
service benefits. Sir Brendan Barber noted that he would have an interest to declare in this matter if ACAS were to become involved in discussions. A further update would be provided at the Council Away Day in February. [Action]

6. Council Calendar
Council noted the rolling Council Calendar of Business. In discussion the following points were noted:
- The Away Day was scheduled to take place on Friday 9th February and Julia would be happy to receive suggestions for topics for discussion.

Part Two – Reports from the President and SU President

7. President’s Report
The President highlighted several items from his report. In discussion the following points were noted:
- Universities had endured over four months of adverse media commentary, public comment and political scrutiny and this was set to continue as universities experienced a decline in public trust, pressed for a voice in Brexit negotiations and entered a year of Parliamentary Reviews. This increased the need for institutions to be even more open and engaged.
- The Higher Education & Research Act 2017 had divided university activity into first, research and enterprise, to be overseen by a funding body (UK Research & Innovation) and second, education, to be regulated for the first time by a regulator (OfS).
- Two significant changes relating to undergraduate fees had been announced at the Conservative Party Conference: a freeze of “Home” and “EU” fees at £9,250; and an increase of £4k in the repayment threshold to £25k
- City had been shortlisted for three THE awards: Outstanding University Entrepreneurship; Most Improved Student Experience and University of the Year and would be represented at an awards ceremony on 30th November by winners of the recent President’s Awards.
- Owing to the uncertainties from the move from NHS bursaries to student loans the School of Health had delayed the finalisation of its Strategic Plan but the draft plan was scheduled for consideration by the Executive Team in December and at SIPCo in January 2018, completing SIPCo’s oversight of all School plans.
- This academic year, SMCSE had launched seven new MEng undergraduate engineering degrees which would, among other advantages, provide students with the opportunity to follow paid industrial placements between their penultimate and final year of study.
- The Undergraduate Assessment Review Project was underway and was reviewing assessment provision in all undergraduate programme modules in response to issues raised in student surveys and by staff
- The Learning Analytics Project aimed to maximise the potential of City’s students and improve their educational experience while supporting the institution’s Academic Key Performance Indicators relating to progression and satisfaction.
- The CityNav application, providing maps and indoor wayfinding across the campus, had been launched on mobile and web platforms in time for the start of term, with more than 3000 app downloads in the first three weeks. City was the first HE institution in the UK to offer such an application.
- The construction phase of the Sebastian Street project was underway with a “turning the sod” ceremony held in October.
8. President of the Students' Union Report

The Students' Union (SU) President highlighted items from her report. In discussion the following points were noted:

- The SU President had revised the format of the report following feedback and the report now included an update on Sabbatical Officers' key highlights and priorities.
- Nominations for the Autumn Leadership Elections had closed in October and there had been 50 candidates for 26 positions, including NUS Delegate which would give City's Union a national voice.
- Student societies continued to be a focus for the SU, with an ambition to increase to 100 (from the current 82) by the end of 2017/18.
- To celebrate and further the aims of Black History Month some of the related campaigns the Union had distributed information and run related events.
- The SU's Disabled Students Representative and the Careers Team were in the process of creating an event to link students with disabilities with employers.
- The SU had supported the Chaplaincy with Interfaith Week.
- The SU online shop was fully operational, selling City merchandise which the SU considered played a vital role in creating a sense of community and brand across the institution.
- The SU President would investigate what its counterparts at University of West London, who had achieved a much higher score in the NSS for the performance of its SU, were doing; and present a report to a future Council meeting. It seemed possible to the SU President that the higher level of satisfaction with the SU recorded at the University of West London reflected a very much higher rate of funding per student for its SU.
- A key area of concern for many international students was gaining early sight of their exam timetables. The Deputy President & Provost noted that City was not currently out of line with other institutions on this front, but simplifying assessments and reducing the number of exams at City should have a positive impact in future.
- The Chair commended the SU President on the revised format and informative nature of the report.

9. Finance

9.1 Financial Statements 2016/17

Council considered and approved the Financial Statements for 2016/17 including the Corporate Governance Statement and the Statement of Council responsibilities. These would be signed by the Chair, President and CFO following the meeting.

9.2 Financial Commentary

Council noted and approved the commentary/variance analysis which would be submitted to HEFCE as part of City's annual assurance returns.

9.3 Student Recruitment 2017 Flash Financial Flash Forecast

The CFO noted that the Flash Forecast showed that total income looked closely aligned with City’s planning assumptions overall, albeit there were some changes at School level, which were being explored.

9.4 Institutional Sustainability

Council considered and approved the Annual Sustainability Assurance Report Statement which formed part of the annual accountability returns to HEFCE.
10. **HEFCE Assurance Statement on Academic Quality and Standards**
Council considered the Assurance Report on Academic Quality and Standards and in discussion the following points were made:

- The Deputy President & Provost noted that the annual report contained a joint statement with the Students' Union (SU) and as this approach was not adopted by all institutions he thanked the SU President for their engagement in this work.
- It was not yet known whether reporting of this kind would be required by the new regulator, however City would continue to do what it currently did.
- The Chair of Council would send the annual report, for information, to the Chief Executive of HEFCE. [Action]

**Decision**
Council approved the Assurance Report on Academic Quality and Standards and its submission to HEFCE.

11. **HEFCE Assurance Statement on Prevent 2017**
Council considered the Assurance Statement on Prevent and in discussion the following points were noted:

- Following the meeting the report would be updated to include updated information on the number of individuals at City who had received face-to-face training. [Action]
- The report would be submitted to HEFCE together with the signed declaration of the Chair of Council. [Action]

**Decision**
Council approved the Prevent Annual Report 2017 which confirmed that City continued to have “due regard” to the implementation of the Prevent duty during the reporting year.

12. **Student Progression**
Council noted the paper on Student Progression and in discussion the following points were noted:

- City’s progression KPI had increased from 84.9% in 2015/16 to 87.6% in 2016/17 and action taken in the year could be related to some of this increase.
- In Computer Science, fewer applicants with BTECs, who had low rates of progression, had been recruited. In other programmes, additional in-year support had yielded dividends.
- A decrease in progression rates at the Law School seemed to be a ‘blip’: progression at the School had trended upwards in previous years.
- Data from Schools would be available shortly, showing the results of the introduction of agreed attendance monitoring policies and the more consistent application of City’s policy on personal tutoring. ExCo would receive reports on the number of students who were deemed to have disengaged and those who needed additional support in their first year.
- The Executive was confident that positive change was being effected with regard to student progression, based on the many initiatives which had been put in place in 2016/17. Effective controls relating to progression could now be added to the Risk Register.
- Council noted the increase in progression rates and requested that regular updates be provided at future meetings. [Action]

*David Street, the Director of DARO joined the meeting.*
13. **DARO Annual Report**
Council considered the DARO Annual Report and in discussion the following points were noted:

- Fundraising income recorded over the past 12 months had not taken account of funds donated but where the transfer of funds to City had been delayed. The true figure for funds donated in the course of the previous 12 months was of the order of £3.8M against a target for the year of £4M.
- City was working closely with other HEIs, including members of the University of London, to develop an appropriate response to the GDPR regulations, as the Information Commissioner’s Office (ICO) had not, thus far, been clear about what was required in relation to alumni. It was agreed that the fundraising group should consider this topic, which had a potential to cause reputational damage, at its next meeting. **[Action]**
- The process of graduating from City involved a welcome from DARO for new graduates to the status of ‘alumni’ and encouragement to be an active member of the Alumni Association.

*David Street left the meeting.*

14. **HR Matters**
14.1 **HR Annual Report 2016/17**
Council received the HR Annual Report for 2016/17 and in discussion the following points were noted:

- The report included data relating to recorded staff grievances, which this year had seen an increase from 10 to 11 formal cases. This was a very low figure and reflected the success of HR in working on potential cases and resolving them before formal grievances were lodged.
- Data on sickness absence also looked very encouraging but reflected a tendency towards under-reporting, which was common in the sector, among academic staff.
- The Director of HR continued to discuss with the UCU and with the SU President contractual issues relating to research students who teach at City. It was agreed that Council should continue to receive regular reports on this issue until a satisfactory outcome had been achieved. **[Action]**

14.2 **Health & Safety Annual Report**
Council noted the Health & Safety Annual Report for 2016/17. In discussion it was noted that while there had been some improvements in City’s safety management system the Health & Safety Committee had taken the view that many of these efforts were still relatively new and that the overall risk rating should remain unchanged with a “red” RAG status, until the new arrangements were clearly sustainable.

14.3 **Harmonisation of Annual Leave Entitlement**
Council considered the paper on the harmonisation of annual leave entitlement and in discussion the following points were noted:

- Following a claim from the Trade Unions and through the Joint Consultation and Negotiation Board, City had reached agreement on proposed changes to the terms and conditions of employment relating to annual leave for all staff.
- The proposed revised annual leave year for all groups of staff would run from 1st August to 31st July and align with City’s academic and financial years and FRS102 reporting requirements.
- The change, which would bring City into line with the norms across the University of London, would primarily benefit lower paid professional services
staff from which Unison and Unite drew their membership. As such it was
unlikely to have any impact on the response by members of UCU to any ballot
for industrial action relating to pensions issues.

**Decision**
Council approved to the changes to the statements on annual leave provisions within
the terms and conditions of service of staff.

15. **Institutional Level Risk Review**
Council reviewed the Institutional Level Risk Register and in discussion the following
points were noted:

- The register had been reviewed in light of V&S26 and operational
  considerations at institutional level. The paper provided an assessment of
  City’s overall risks and referenced the recently completed School Risk
  Registers.
- The key change was the alignment of School to institutional Risk Registers in
  respect of format and 19 risks. This allowed for easier comparison between
  Schools and provided more clarity on how the institutional register reflected
  School risks. This alignment would also facilitate discussions between risk
  owners, Schools and the Executive. The School registers were in the process
  of being finalised prior to consideration by the Executive.
- The Chair of ARC reported that the Risk Register was taken very seriously by
  the Executive, but that ARC was not yet so convinced that Risk Registers were
  “living and breathing” documents in each School. ARC had scheduled
  discussion of School Risk registers with Deans over the coming year and the
  first such discussion had now taken place.
- Council agreed that the document was well written, clearly thought through and
  clearly defined who owned each risk.

16. **Biannual KPI/PI Report**
This item was postponed to a future meeting of Council.

17. **Annual Research Integrity Report 2016/17**
Council considered the first annual Research Integrity Report.

**Decision**
City approved the report which confirmed that City was committed to ensuring
continued compliance with the Concordat to support research integrity and to support
and embed a culture of research integrity.

18. **Committee Matters**

18.1 **Proposed Changes to Charter and Statutes**
Council considered the proposed changes to the Charter and Statutes.

**Decisions**
Council approved in principle:
(i)  The proposed changes to City’s Charter and Statutes to enable it to apply for
University Title
(ii) The proposed changes to the titles of the President, Chair of Council and
Deputy Chair of Council in the Charter and Statutes
(iii) An additional change to the Charter and Statutes to enable Council to appoint
a Deputy Vice-Chancellor and Deputy President who would serve as a member
of Council for as long as he/she remains in post
18.2 **Council and Committee Matters**
Council considered the recommendations from CGNC for its approval.

**Decisions**
Council approved:
(i) The reappointment of the following three independent members of Council:
   - Adrian Haxby, from 1st February 2018 to 31st January 2021.
   - Philippa Hird, from 1st April 2018 to 31st March 2021.
   - Janet Legrand from 1st August 2018 to 31st July 2021.

(ii) The reappointment and new appointment of the following Honorary Rectors:
   - Prof Sir Drummond Bone, from 7th February 2018 to 31st January 2021.
   - The Hon Apurv Bagri, from 7th February 2018 to 26th March 2021.
   - Mr Rob Woodward, from 1st February 2018 to 2nd February 2021.

(iii) Revisions to the School Links as outlined in the paper, with the addition of Jacky Wright as the School Link for the Director of IT.

18.3 **Ordinances**
Council considered the recommendations from CGNC regarding a number of changes to City’s Ordinances.

**Decisions**
Council agreed changes to the following Ordinances.
(i) Ordinance A.1, Responsibilities of Council, to reflect new responsibilities of Council.
(ii) Ordnance A.2, Council Members, to extend the Council Role Profile to Council Committee members and amend wording to accommodate this change.
(iii) Ordinance A.4, Chair of Council, to amend the Chair Role Profile to reflect discussions during the recent process of Chair recruitment.

18.4 **ARC Annual Report**
Council received the Audit and Risk Committee Annual Report and in discussion the following points were noted:
- ARC had considered three limited assurance reports over the past 12 months. In relation to UKVI, the rules became ever more stringent and City needed to be fully prepared to respond to this: the management responses to the Internal Audit report addressed the issues identified. In relation to Cyber Security, the Head of IT had assured ARC that this area was now under control. In relation to spin-out companies, the issues related largely to missed opportunities at City rather than serious risks to the institution, but the VP (R & E) was actively taking forward the recommendations stemming from the audit.
- The External Auditors, KPMG, had given City a clean audit opinion in their final audit. PwC would take over for the next financial year.
- ARC had spent a substantial amount of time focussing on risk and the external environment and had begun reviewing School Risk Registers.
- ARC had seen a real step-change with regard to the VfM annual report (Item 25) the narrative of which was beginning to have more depth and was more indicative of a growing culture relating to VfM at City.
- The Chair thanked the Chair of ARC and the other members of ARC for their input and hard work during 2016/17.
18.5 **Statement on Modern Slavery**
Council considered the statement on Modern Slavery. In discussion it was noted that the new requirement for an annual statement on slavery and human trafficking derived from the Modern Slavery Act, section 54 (and reflected associated guidance issued by the Home Office).

**Decision**
Council approved the annual statement on slavery and human trafficking which would be signed by the Chief Financial Officer, Liz Rylatt.

### Part Four – Other Items for Decision without Discussion

19. **Letter of Representation**
Council considered the letter which was endorsed by Audit and Risk Committee at its meeting on 30th October.

**Decision**
Council approved the Letter of Representation 2016/17 which would be signed by the Chair following the meeting.

20. **External Auditors Appointment**
Council noted the appointment of PwC to act as External Auditors for the 2017/18 Financial Year as approved by ARC and Council by circulation in March 2017.

21.1 **Designated Officer's Annual Assurance Return**
Council approved the Designated Officer’s Annual Assurance Return which would be signed by the President following the meeting and submitted to HEFCE.

21.2 **Delegation to the President**
Council agreed to delegate to the President final sign-off of the Annual Accountability Returns to HEFCE.

### Part Five – Information

22. **Minutes for Note**

22.1 Remuneration Committee, 8th June 2017
22.2 SIPCo, 13th September 2017
22.3 Audit and Risk Committee, 18th September 2017

23. **Strategic Estates Projects Update**
Council noted the update.

24. **Bunhill Row Business Case Update**
This was noted under Chairs Items.

25. **Value for Money Annual Report**
Council noted the annual report.

26. **Office for Students Consultation**
Council noted the summary of the consultation exercise being conducted by the Office for Students.

27. **Update on USS and Potential Industrial Action by UCU**
Council noted the update.
28. **Register of Interests**
   Council noted the full Register of Interests and members would notify the Governance Team of any changes as they arise over the coming year.

29. **FOI Review**
   Council agreed that no changes were required.

30. **Date of Next Meeting**

The Chair Elect noted that this had been Rob Woodward’s final Council meeting as his term of office as Chair would come to an end on 31st January 2018.

The Chair Elect thanked the outgoing Chair for his generosity on welcoming her to City and on behalf of all Council Members, thanked the outgoing Chair also for his many achievements over his term as Chair. These included: the creation of SIPCo; his involvement of the successful appointment of Professor Sir Paul Curran as Vice-Chancellor and President of City; overseeing City’s move from financial deficit to surplus; exceptional advances to the estate; and his vast and dedicated contribution to the promotion of City’s academic worth and subsequent membership of the University of London.

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

31. **Short Meeting of Independent Members**
    There was a short meeting of the Independent Members, which was not minuted.

Rob Woodward
Chair of Council
November 2017