

**APPROVED COUNCIL MINUTES**  
**MEETING HELD ON 1<sup>st</sup> APRIL 2022, 9.00am to 12.00 noon**  
**N216, 200 Aldersgate**

Members		Meeting 1 07.10.21	Meeting 2 26.11.21	Meeting 3 24.02.22	Meeting 4 01.04.22	Meeting 5 13.05.22	Meeting 6 30.06.22
Independent Members	Ms Julia Palca (Chair)	✓	✓	✓	✓		
	Professor Anthony Finkelstein (President)	✓	✓	✓	✓		
	Ms Kru Desai	✓	✓	✓	✓		
	Mr Simon Harding-Roots	✓	✓	✓	✓		
	Mr Adrian Haxby	✓	✓	✓	✓		
	Professor Chris Jenks	✓	A	N/M	N/M		
	Mr Thomas Lee-Warren	✓	A	A	P		
	Dr Andrew Mackintosh	A	✓	✓	✓		
	Ms Ebele Okobi	A	✓	A	A		
	Mr Anant Prakash	✓	✓	✓	✓		
	Ms Jen Tippin	A	✓	✓	✓		
	Mr Ron Zeghibe	✓	✓	✓	✓		
Staff and Student Members	Ms Mary Luckiram	✓	✓	✓	✓		
	Ms Shaima Dallali	✓	✓	A	✓		
	Ms Liz Rylatt	✓	A	N/M	N/M		
	Professor Debra Salmon	✓	✓	✓	✓		
	Ms Helen Watson	N/M	N/M	N/M	✓		

**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 (interim)
Professor Juliet John	Vice-President, Education
Dr William Jordan	College Secretary (CS)
Ms Sarah Lawton	Governance Administrator
Ms Catherine McGuinness	Council Member from 1 <sup>st</sup>
Professor Miguel Mera	Vice-President, Research
Ms Marion O'Hara	Finance Director
Professor Susannah Quinsee	Vice-President, Digital and Student Experience
Mr Ewan Robertson	KPMG
Dr Sionade Robinson	Vice-President, Enterprise, Engagement & Employability
Professor Anna Whitelock	Dean of the School of Arts and Social Sciences (Item 10)

## MINUTES SECTION A – OPEN FOR PUBLICATION

### ***Part One – Preliminary Items***

Council members and all attendees observed a minute's silence in memory of Sabita Thanwani.

#### **1. Highlighted Items**

Council **agreed** the highlighted items.

#### **1. Minutes**

The minutes of the meeting held on 24<sup>th</sup> February were approved.

#### **2. Matters Arising**

Council noted the actions arising from past meetings.

#### **USS Update**

The 2020 valuation had been concluded. UCU continued to maintain that the valuation was flawed and that contribution and/or benefit reforms were not warranted.

As part of the concluding stages to the valuation, USS member institutions were being consulted on the Investment Principles for the Scheme. A draft response would be circulated to the members of Council with a special interest in USS.

## **JNCHES**

The pay negotiating round for 2022 had commenced, with a focus is on inflationary pressures on members of staff and on institutions. The joint TU claim was for an increase of RPI plus 2% (to account for the loss of earnings in real terms through recent pay settlements). The employers' side had not yet made an offer.

### **Industrial Action**

This week had seen a further five days of strike action by UCU (in relation to USS and Pay) and two days by UNISON (on Pay).

The impact of the previous period of strike action (10 days in Feb/early March) had been pronounced in SASS, Law and parts of SHS and SMCSE.

UCU was currently reballoting members for a further mandate for strike action and action short of a strike. The strong signals were that a successful ballot for ASOS would lead to the inclusion of a marking and assessment boycott as one of the forms of ASOS. This would have a severe impact on the sector and City's ability to graduate students. Drawing on the experience in the sector from the 2008 marking boycott, colleagues in Schools were starting to develop contingency measures to minimise the impact on students of such a boycott.

The COO was working with PAF colleagues to limit the impact (on campus access) of any future Unison strike action as far as it was safe to do so.

#### **4. Conflicts of Interest**

None reported.

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

The Chair welcomed Helen Watson to her first meeting as a member in her role as Chief Operating Officer.

The SIPCo meeting scheduled for 28<sup>th</sup> April would be held online and would consider Blind Castle. All independent members of Council were invited to attend.

The COO and Director of SPPU would provide, as a standing item for all future meetings, an update on sector developments. **[Action]**

The previous night's plenary dinner had been a great success and the Chair extended her thanks to James Birkett for his great presentation: "Supporting Students at City" which had engaged all present in lively discussion.

#### **6. Calendar**

Council noted the calendar.

#### **7.1 President's Report**

The President gave a brief update on his recent activities and in discussion the following points were made:

- Sabita Thanwani: The President had been unable to attend Sabita's vigil having succumbed to Covid but Professor Salmon had ably represented him. All who had been present had remarked on both how moving the event was, and on the dignity of Sabita's family and friends in the face of this tragedy. City would undertake a full post-incident review once Islington had carried out its Domestic Homicide Review and those findings had been shared. The findings of both reviews (including any lessons learned) would be shared with Council when available. **[Action]**
- The President had Initiated discussions with a group of technical universities including Strathclyde, Heriot Watt, Loughborough, Aston and Brunel about the

possibility of jointly pursuing a shared mission in the HE sector with a coherent voice, to align with the government's current policy priorities.

- The President had attended the UUK training for new Vice-Chancellors and had participated in an interesting session on how VCs should interact with Council. The three key takeaways were no secrets: the importance of giving Council the opportunity to learn and understand HE and the importance of having HE knowledge among the independent members.
- City had taken steps to communicate its position with regard to the war in Ukraine and had placed its existing relationships with Russia in abeyance. City's Honorary Degree recipients had been scrutinised and none were on the sanctions list. Welfare efforts had been stepped up and a Ukraine group had been established. Further work was underway to address issues around the treatment of City's Russian students, including the question of whether they could pay fees without breaching provisions on sanctions.
- An excellent appointment to the Deputy President role had been made and the President hoped to announce this formally in due course. Work to recruit the two new Dean positions (Communication & Creativity and Policy & Global Affairs) had yielded outstanding fields. City would soon be advertising some key Professional Services roles, notably that of a new Chief Information Officer.
- Senate: the new style of Senate meetings, with a greater emphasis on the discussion of strategic issues, continued to work well, and the President believed that the recent meeting which he had attended online (due to Covid) and which had been chaired, in consequence, by the Deputy Chair of Senate (Professor Quinsee) had been particularly productive.
- Blind Castle: the President updated Council on this new strategic opportunity and the Chair noted that the key questions to be considered by Council members at the April meeting of SIPCo should be finances, opportunity costs, management and capacity. The aim was for Council to be in a position to take a view on the way forward by September of the present year.

## 7.2 Urdang Academy – Acquisition of Certain Assets

Council received a verbal update from the President and considered a draft resolution provided by Eversheds. Council noted that staff had been informed on 24th March that the performing arts school, the Urdang Academy was joining City. This was an important development for City and the acquisition formed an integral part of its plans to enhance and develop City's reputation for music and engagement with practice and the creative industries. The President believed that City and Urdang's shared ethos and ambition made a powerful combination and would provide a strong foundation for the further development of the Academy.

Additionally, it was noted that:

- City had entered into an agreement with Urdang Limited and Urdang Schools Limited (together, "**Urdang**") dated 23 March 2022 to acquire certain assets of: (i) the business of vocational conservatoire higher education training leading to awards carried on by Urdang under the name 'Urdang Academy' and (ii) the venue hire/events business carried on by Urdang (the "**Business**") for £11,000,000 in the form circulated to the meeting (the "**Acquisition Agreement**"). A deposit of £500,000 was payable on signing of the Acquisition Agreement and it was noted that this deposit had been paid to Urdang's solicitors on 23 March 2022.

- completion of the Acquisition Agreement was conditional upon:
  - the entry into a teach out agreement by 23 May 2022 between City, Urdang Schools Limited and the University of Birmingham in respect of the validation arrangements currently provided by the University of Birmingham in respect of Urdang’s students (the “**Teach Out Agreement**”); and
  - Urdang informing City that it no longer required use of the property for the tuition and examinations of the current students of the Business for the 2021/22 academic year,
- and on that basis it was expected that completion would occur in late July 2022.
- on completion of the Acquisition Agreement, City would be required to provide a copy of the following executed documents(the “**Completion Documents**”).
  - the Teach Out Agreement;
  - an agreed form deed of assignment and licence in respect of the intellectual property of the Business between City, Urdang and Solange Urdang;
  - an agreed form consultancy agreement between City and Solange Urdang; and
  - an agreed form lease between City and Link Talent Limited, a tenant in the property being acquired,

**Decisions:**

After due and careful consideration it was resolved that:

- the execution of the Acquisition Agreement on 23 March 2022 by affixing the seal of the University, authorised by one member of the Council and one member of the University’s executive team be ratified;
- the payment of the deposit of £500,000 due under the Acquisition Agreement and paid on 23 March 2022 to Urdang’s solicitors be ratified;
- the execution of the disclosure letter provided by Urdang in accordance with the Acquisition Agreement and dated 23 March 2022 by one member of the Council be ratified;
- any member of the Council or City’s executive team be authorised to agree any amendments to the Completion Documents which that member considers necessary or desirable;
- any one member of either the Council or City’s executive team be authorised to execute, on behalf of City, any of the Completion Documents, which are not required to be executed as deeds, and any other ancillary documentation thereto or in connection therewith and to do all other acts or things as may be necessary to effect the execution, implementation and performance of all transactions and

arrangements in connection with and as contemplated by the Acquisition Agreement; and

- that any one member of the Council and any one member of City's executive team be authorised to authorise the use of the seal on behalf of the University on such of the Completion Documents or any other ancillary documentation thereto or in connection therewith or in connection with and as contemplated by the Acquisition Agreement as are required to be executed as deeds.

## **8. SU Report**

Council considered the SU Report and in discussion the following points were noted:

- Following the murder of Sabita Thanwani, the Union had worked with students and City to support the community through this difficult time. The Union had taken the immediate decision to postpone the elections and other key activities in the week commencing 21 March 2022. This time had allowed the Union to run free breakfast mornings, reach out to students, provide condolence books for the community to sign and work with students to organise a student led Vigil. The SU President extended thanks to the COO, Dean of SASS and Director of Registry and Student Services for their unwavering support in difficult circumstances.
- The impact of the strikes had been considerable on the student body. Feedback from students was concerning, especially the impact of the Unison strike which initially led to campus closures and then reduced campus opening.
- The outcomes of the recent Democracy Review had been communicated to students. The Assembly would be a community inspiring learning, debate, consensus decision-making and most importantly action.
- The Union and City had delivered a number of activities for LGBTQ+ History Month. The SU was disappointed to report that an incident had taken place involving the removal and destruction of LGBTQ+ flags. The Union and City had released a joint statement to highlight that such behaviour was unacceptable and against all staff and student codes of conduct.
- The Student Members' Meeting on 1 December 2021 passed a policy on Boycott, Divestment and Sanctions. The motion had been considered by the Board of Trustees and stands as a motion of the Union, full details were included in the report.
- The SU was considering options for a new delivery of Sports provision at City and Council would receive further updates as this work progressed.

## **9. Strategy**

### **9.1 Financial Context**

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

- The outlook showed an increasingly challenging financial position for City in each successive year of the 5-year plan period.
- There was a clear need to develop a new financial plan that delivered the financial margin necessary to implement the emerging new City strategy.

### **9.2 Strategy Development**

Council considered the paper, specifically noting the strategic choices outlined in Section 7, and indicative costs for each option. In discussion the following points were noted:

- The management recommendation was to take forward Option 3 - Fixes + Enhancers + Priority Differentiators: Improve the no-regret fixes, the

enhancers and additionally a few priority areas of differentiation (around Business, Practice and the Professions). The aim was to produce a strategy which provided differentiation, without which City would not be able to compete in the HE market.

- The indicative costs of Option 3 were similar to those for Option 2. The main difference between the two options was that Option 3 included initiatives that would differentiate City from its competitors and Option 2 did not. This had come out of the student focus groups as a key theme, but the options for differentiating City from its competitors did not carry high costs.
- The President noted that one of the challenges when producing the indicative cost figures was that they included already anticipated baseline funding. For example, changing the current student record system had already been factored into the budget.
- The current proposals did not include a consideration of the future for Professional Services at City (including the relationship between centre and the Schools) and the costs associated with that.
- The draft strategy also did not speak of education at City as offering any form of intellectual challenge to students. Clearly City students often faced challenges in their lives including challenges arising from part-time employment of different forms and from caring responsibilities. But the language of the strategy might need to be reconsidered on this score.
- The President noted that City's financial performance was driven by the success of its portfolio of products, so it was essential to drive the quality of that product to achieve stronger financial margins. Unsuccessful programmes would be scaled down as part of the proposed Portfolio Review.
- Summing up the discussion, the Chair noted that
  - Council was wholly supportive of the direction of travel proposed and was also, in principle, supportive of all the initiatives contained in Options 1 to 4.
  - The next steps in strategy development must involve each School in working out its forward plans and working out the costs of implementation on a year-by-year basis and determining how the costs would be funded.
  - Proposals should also be developed for the phasing of the initiatives. When developing proposals for phasing, it would be helpful to think in terms of a longer time frame than the two year period currently envisaged, particularly if all the initiatives that were set out in Option 4 were to be taken forward.
  - It was important for City to do a small number of things well, rather than many things less well.
  - It would also be important to find a way to make sure that City had the right staff to deliver the strategy.
  - KPIs would need to be developed that were focused on the implementation and impact of the new strategy at City rather than the current KPIs based on external benchmarks of progress
- The Chair thanked everyone for all their work to date and noted that Council would receive regular updates at future meetings.

#### **10. School Names and Structures: Proposed Changes**

Council considered the report which had been endorsed by SIPCo at its meeting in March. In discussion the following points were noted:

- The changes should bring real opportunity for growth and for creating new degrees. It would also provide staff with the opportunity to look beyond the boundaries of their particular disciplines.

- It was anticipated that over three to five years City would have two dynamic Schools making a positive financial and reputational impact for City. In addition, it was anticipated that the changes would have a positive impact on NSS scores in the long term.
- In the main, staff affected were very positive about the Psychology move to SHS and believed it would provide many opportunities for collaboration.
- Many City colleagues were on board with the changes and understood the rationale for those changes. But some staff were anxious about possible impact on their research and subsequent promotion criteria and they would need more assurance on those issues.

### **Decision**

Council **approved** the proposed changes to School names and structures.

## **11. Finance**

### **11.1 Q2 Financial Performance Report**

Council noted the report which had been considered by SIPCo in March and in discussion the following points were noted:

- The MYF had been prepared in December to provide a forecast for 2021/22 to be used in the OfS AFR. The SOCIE showed a deficit of £72.8M (bottom line £60.1M). When adjusting out the FRS102 pension movements, the operating deficit was £2.9M compared to the Draft Budget approved by Council of £1.4M deficit.
- The comparisons to the actual position at the end of Q2 showed that the provisions for underspend included in the MYF were reasonable.
- The Chair of SIPCo noted that although the position for this year looked reasonable, there were headwinds on the horizon; and that City now had effectively signed an IOU of £70M for its pension liabilities.
- It was important for City's finances that Bayes student numbers recovered; and the Dean of Bayes reported that the School was currently only 2% down on UG applications and huge efforts would be focussed now on conversion for those applicants. The School was also ramping up its marketing campaign for the PG taught market.

### **11.2 City's Financial Regulations**

Council noted the revised Financial Regulations, which had been considered at Audit and Risk Committee, for information.

## **12. Application for University Title: Next Steps**

Council considered afresh the proposed changes to the Charter and Statutes and in discussion the following points were noted:

- Council agreed the CGNC recommendation that the proposed change to the Statutes which would make the Deputy President an ex-officio member of Council, was no longer required; but that all the other proposed changes to the Charter and Statutes highlighted in the text should now be taken forward.
- The College Secretary would formally re-run the Statute approval resolution with Council once he had a clearer idea of the timing of the Charter process.

**[Action]**

## **13. Annual Assurance Report: Academic Quality and Standards**

Council considered the report which provided it with an oversight of the key City academic quality and standards developments. In discussion the following points were noted:

- The report gave an account of how City's academic quality assurance processes operated in the reporting year to provide assurance to City's Council and Senate that internal and external regulatory quality expectations were being met. It fulfilled the Office for Students (OfS) requirements that reasonable judgements and actions had been taken to maintain academic quality, standards and student support during the pandemic which commenced in the UK in early 2020.
- Over the summer of 2020 considerable work had been undertaken to redesign all programmes as a result of the pandemic for delivery during the 2020/21 academic year. City had also needed to review its policies and regulations, including Senate Assessment Regulations, Extenuating Circumstances Policy and Academic Integrity & Misconduct Policy to ensure students were fully supported throughout the year.
- There was a need now to reconsider City's assurance processes for academic quality and standards, given the changes that OfS had very recently introduced to its conditions of registration for HEIs in this area. The President would discuss with the Senior Leadership Team what the best form of reporting might be to provide assurance to Council.
- The Chair noted that Council would welcome a different type of report next year reflecting the changing regulatory environment noted above.

#### **Decision**

Council **approved** the Academic Quality and Standards Assurance Report.

#### **14. DfE and OfS: Consultations Report**

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

- Overall, the likely result of the recent communications and consultations from the Office for Students (OfS) and the Department for Education (DfE) was likely to be greater regulation, increased OfS intervention, and further Government involvement in directing/limiting growth in regulated student numbers.
- Whilst there might be risks to be aware of and navigate, there were also a number of potential opportunities, such as the proposed Lifelong Loan Entitlement (LLE).
- The Chair would liaise with the Director, SPPU with regard to the report layout of future sector development updates. **[Action]**

#### **15. CGNC Recommendations**

##### **15.1 New Ordinance and changes to two existing Ordinances**

Council considered the recommendations.

#### **Decisions**

Council **approved**:

- Ordinance C.6 Development Committee: A new Ordinance to establish a new formal committee of Council to oversee City's fundraising activities.
- Ordinance C.4 Remuneration Committee: A revision to this Ordinance as the committee will no longer consider equality, diversity and inclusion with the exception of staff related statutory reporting.
- Ordinance C.5 Strategy, Implementation & Performance Committee: A revision to this Ordinance to include the equality and diversity elements of the Strategic Plan and broader equality issues formerly monitored by RemCo.

##### **15.2 Honorary Award Nominations**



Council approved six nominations for honorary awards.

*This item is continued in Section B of the Minutes, Closed Business.*

**16. Minutes for Note**

Council received the minutes of the following meeting, noting that they had been approved by the Chair but not the entire Committee:

16.1 CGNC, Thursday 23rd February 2022

**17. Strategic Estates Projects**

Council noted the update report.

**18. Council Committee Dates 2022/23**

Council noted the dates.

**19. FOI Review**

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

**20. Date of Next Meeting**

Friday 13<sup>th</sup> May, Chairs' Dinner on Thursday 12<sup>th</sup> May at The Peasant – all independent members are invited to attend.

**21.** There was a short meeting of independent members of Council without staff and student members present. This was not minuted.

Julia Palca,  
Chair of Council  
April 2022