

**COUNCIL MINUTES
MEETING HELD ON 23rd NOVEMBER 2018**

Members		Meeting 1 05.10.18	Meeting 2 23.11.18	Meeting 3 08.02.19	Meeting 4 22.03.19	Meeting 5 17.05.19	Meeting 6 05.07.19
	Ms Julia Palca (Chair)	✓	✓				
	Professor Sir Paul Curran (President)	✓	✓				
Independent Members	Sir Brendan Barber	✓	✓				
	Dame Lynne Brindley	✓	✓				
	Mr Andy Friend	✓	✓				
	Professor Iain Gray	✓	✓				
	Dr Paula Franklin	✓	✓				
	Mr Adrian Haxby	✓	✓				
	Ms Philippa Hird	✓	✓				
	Professor Chris Jenks	A	✓				
	Ms Janet Legrand	✓	✓				
	Sir John Low	✓	✓				
	Ms Hunada Nouss	✓	✓				
	Ms Jacky Wright	A	A				
	Mr Ron Zeghibe	✓	✓				
Staff and Student Members	Professor Marianne Lewis	✓	P				
	Ms Mary Luckiram	✓	✓				
	Ms Kristina Perelygina	✓	✓				
	Ms Liz Rylatt	✓	✓				
	Professor Debra Salmon	✓	✓				

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

In Attendance	Reason and Meeting Section
Professor David Bolton	Deputy President & Provost (DP&P)
Professor Andrew Jones	Vice-President (Research & Enterprise) (VP (R&E))
Dr William Jordan	College Secretary
Ms Sarah Lawton	Governance Administrator
Mr Tim Longden	Director of Marketing and Communications/Director of DARO, Item 16
Professor Stanton Newman	Vice-President (International) (VP (I))
Professor Zoe Radnor	Vice-President (Strategy & Planning) (VP (S&P))

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 5th October 2018 were approved.
- Matters Arising**
Council noted the table of actions arising from past meetings.

Matter Arising 1: USS Pension Reform

Council had endorsed by circulation City's draft response to the UUK consultation on the Joint Expert Panel's (JEP) recommendations. At the request of UCU a copy of the response had been provided to the local branch and posted on the City Staff Intranet.

A summary of responses from employers indicated that City's stance was aligned with that of most other employers.

The USS Trustee had indicated that it was prepared to reopen discussion on risk capacity and appetite with employers in the light of the JEP report and responses to it and would conduct an additional actuarial valuation of the scheme's solvency at March 2018. A further Technical Provisions consultation with employers would take place over 4 weeks spanning the Christmas and New Year period.

Matter Arising 2: Research Students Who Teach, Contractual Issues

The HR Director noted that apart from rectifying some minor teething issues in terms of practice in some areas, the contractual issues had now been resolved. No further updates to Council on this issue were planned.

4. Conflicts of Interest

There were no conflicts of interest declared.

5. Items Specially Brought Forward by the Chair

This was the last Council meeting attended by Sir Brendan Barber and Andy Friend, who were both retiring from membership after 6 years of service. The Chair thanked Brendan and Andy for the great contribution they each had made to City over this period.

The Chair thanked Professor Stan Newman for the previous evening's presentation on Internationalisation, noting that much had been done but there was much more to do.

The Chair would invite Emelda Nicholroy, Head of Pensions Policy at UCEA, to speak at the March 2019 Plenary Dinner. **[Action]**

A meeting of the fundraising group had taken place in October and a DARO report cover fundraising would be considered later on the agenda.

The Chair's termly meetings with staff (this term with members of City's Trade Unions) and students would take place next week. Any members wishing to attend should contact the Governance Team.

The Register of Interests could be found in the information section at Item 23 and the Chair asked members to notify Governance of any changes outside of the meeting. **[Action]**

6. Council Calendar

Council noted the calendar. The Away Day on Friday 8th February would focus on KPI performance and the subject of Financial Challenges.

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:

- The latest ARQM data showed that by the end of 2017, half of City's total academic colleagues were producing research which was assessed as world-leading or internationally excellent, which was on track for City's V&S26 target.
- National plans for the "Knowledge Exchange Framework" (KEF) had progressed. KEF metrics had been developed, five university groupings proposed and consultation with universities was due to commence. The KEF was not likely to be linked to funding but would carry reputational significance for City and similar universities.
- The "Pilot" EU Settlement Scheme came into force in mid-November which meant that EU colleagues would be able to take three simple, City-funded administrative steps to gain permanent residence.

- “All-Staff” meetings to discuss implementation of City’s V&S26 were underway. Discussion so far had focussed on the competitive environment in London, City’s investment plans and the three main areas of academic concern; undergraduate satisfaction, progression and employability.
- The recent *Financial Times* Executive MBA Ranking 2018 had placed Cass 13th in Europe, 5th in the UK and 3rd in London. This was excellent news for the School and for City. Council members were encouraged to attend, where possible, one of the forthcoming Cass speaker events.
- The new Dean of Law, Professor Andrew Stockley, had joined City on Monday.
- Professor Abdalnaser Sayma had undertaken the role of Interim Dean of SMCSE and was focussing on undergraduate satisfaction, progression and employability.
- The School of Health Sciences would be adopting a more proactive approach to developing partnerships in the coming months, underpinned by a refocussed staff structure as outlined in its Strategic Plan. This would enable the School to benefit from the move from student bursaries to loans by addressing limited placement capacity in Trusts. This had created an artificial cap on student numbers, impeding the School’s expansion strategy.
- Research & Enterprise Office reported success in fostering strong impact in preparation for REF2021 and beyond. Three new Knowledge Transfer Partnerships (KTPs) worth over £750,000 were won last year.
- Property and Facilities was progressing well with the Sebastian Street site where construction continued apace and had reached the fourth floor. Once complete the building would provide a gateway from the east side of campus.
- Council members were keen to hear more from academics about research projects at City. The VP (S&P) noted that this would be addressed at the Away Day with the display of research boards. **[Action]**
- A proposed visit by the Israeli Ambassador organised by SU Israeli Society (and agreed by the SU and City via the External Speaker process) to take place on Wednesday 21st November was deferred (on the day) by the Israeli Embassy on the advice of the Metropolitan Police, due to security concerns. The security concerns arose because of the SU’s refusal to release, without their explicit consent, the names of students attending the event (a decision supported by City), and City’s inability to put in place, at very short notice, the enhanced security required by the Metropolitan Police (because of equipment and training needs).
- The recent situation in the UAE, concerning Matthew Hedges, a Doctoral Research student from Durham University, had opened up debate about the safety of working in the UAE. City had staff currently working in Dubai as a matter of choice under a voluntary basis; and had fielded several press questions on the subject.

8. Students’ Union Report

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

- The Union had relaunched “Union on Tour” which included a series of activities to both promote the Union and create opportunities for officers to have meaningful conversations with students.
- The Union was grateful to have received the full support of DARO, which committed to £6,000 funding for the “Study Well” campaign as a result of its evidencing the positive impact of the campaign in the previous year.
- The Union was proactively working with colleagues across City to ensure that its ambitions for a greater role in the management of the Courtyard Café space could be realised in the forthcoming tendering process.

- Further to the President's update on the deferment of the proposed visit by the Israeli Ambassador, the SU President noted that the SU had felt that the requests being put to them at a late stage were unreasonable.
- The changing face of pedagogy, including the possibilities surrounding on-line learning, might prove a worthwhile topic for a full discussion at Council at a future meeting. The Chair and College Secretary would give consideration to scheduling such a discussion. **[Action]**

Part Three – Major Items for Discussion or Decision

9. Annual Accountability Returns to Office for Students (Annex A of OfS Return)

9.1 Annual Accountability Returns 2018

Council noted the OfS request for information notice and the arrangements for approval of each of the elements of the return to OfS required under Annex A.

9.2 2017/18 Annual Report and Financial Statements

Council considered the 2017/18 Annual Report and Financial Statements and in discussion the following points were noted:

- This year the Annual Report and Financial Statements reflected the decision of Council to extend slightly the Strategic Report section to present a stronger and clearer narrative about City's achievements.
- The Annual Report also reflected the requirement in the Committee of University Chairs (CUC) Remuneration Code to make publicly available an annual Remuneration Report.
- The CFO thanked colleagues in Finance, Marketing, Strategy & Planning and Governance for their work on the report.

Decision

Council **approved** the Financial Statements 2017/18.

9.3 Audit and Risk Committee (ARC) Annual Report

Council considered the Audit and Risk Committee Annual Report and in discussion the following points were noted:

- The Audit and Risk Committee (ARC) was required to provide Council with an annual report which must be approved by Council to form part of the Annual Accountability Return to OfS.
- The report provided details on matters considered by ARC at its meetings in the 12 months since the last annual report to Council.
- ARC formed its opinion to Council from regular discussions with the President and senior management, and engagement with the work of Internal Audit and External Audit.
- The Committee also received, as part of the OfS Accountability return process, an Annual Report from the Internal Auditor (where the OfS requirement is that this is reported to ARC before forming part of the accountability return to OfS).

Decision

Council **approved** the ARC Annual Report.

9.4 Financial Commentary to OfS

Council considered the Financial Commentary.

Decision

Council **approved** the Financial Commentary which would be submitted to the OfS as part of City's annual assurance returns.

10. Annual Assurance Return to Office for Students (Annex B of the OfS return)

10.1 Part 1 of the Annual Assurance Return and Research Integrity Annual Report

Council **noted** Part 1 of the Annual Assurance Return and **noted** the Research Integrity Annual Report which enabled the President to affirm that City has complied with the Concordat to support research integrity (the second element of Part 1 of the return).

The VP (R&E) would consider how to improve the data regarding staff training for future iterations of the report. **[Action]**

10.2 Part 2 of the Annual Assurance Return and the Academic Quality and Standards Report and Plan

Council noted the annual assurance report and the action plan for Academic Quality and Standards and in discussion the following points were noted:

- The Academic Quality and Standards report and action plan supported the required return and covered City's work on academic quality and standards following the template used in last year's report, which reflected recommendations from the CUC.
- The report was commended by Senate to Council for its approval.

Decision

Council **agreed** that the President, as Accountable Officer, should, on behalf of Council, sign Part 2 of the required return to OfS which the report and action plan support.

10.3 Part 3 of the Annual Assurance Return

Council noted Part 3 of the return.

Decision

Council **agreed** that the President, as Accountable Officer, should, on behalf of Council, sign Part 3 of the required return to OfS.

11. Annual Reports

11.1 Remuneration Committee Annual Report

Council noted the Remuneration Committee (RemCo) Annual Report on remuneration decisions and noted that the report formed part of the Annual Report and Financial Accounts (Item 9.2).

Council also received a verbal update from the Chair of RemCo on other aspects of the Committees activities over the past year including:

- RemCo met five times in 2017/18 (and once so far in 2018/19) to consider the remuneration and policies relating to the remuneration of senior staff. RemCo also considered progress on equality and diversity issues, including City's implementation plan for the Athena SWAN bronze award.
- The Committee had considered the publication of the CUC Senior Staff Remuneration Code, the OfS Regulatory Framework, HEFCE guidance on Severance Pay and the Remuneration of Senior Staff, and the Job Evaluation exercise now underway for Grade 9 staff at City.
- Internal Audit undertook an Effectiveness Review of the Committee and found it to be in good order.

11.2 Modern Slavery Annual Statement

Council **considered** the Annual Statement on Modern Slavery and in discussion the following points were noted:

- The requirement for an annual statement on slavery and human trafficking derived from the Modern Slavery Act, section 54 (and associated Guidance issued by the Home Office).

- The text of the annual statement was very closely modelled on the text published by City last year, and which was signed for Council by the CFO.
 - The CFO would give further consideration to the monitoring of supply chain management with reference to the Ethical Trading Initiative's (ETI) guidance.
- [Action]**

Decision

Council **approved** the annual statement on slavery and human trafficking, a requirement under section 54 of the Modern Slavery Act.

11.3 Prevent Annual Report 2018

Council considered City's Prevent Annual Report 2018 which confirmed that City continued to have "due regard" to the implementation of the Prevent duty during the reporting year (1st August 2017 to 31st July 2018).

Decision

Subject to minor revisions discussed, Council **approved** the Prevent Annual Report 2018 which would be submitted to the OfS on Monday 3rd December 2018.

12. Finance

12.1 Financial Performance Report Year End 31st July 2018 (Q4, P13)

Council noted the Financial Report and in discussion the following points were noted:

- The report had been reviewed by Finance Committee, ExCo and SIPCo and had been sent to HSBC and MetLife.
- The surplus of £14.6M was £8.0M more than reported for 2016/17. This surplus was due to an increase of £6.9M before other gains, £1.3M due to an improved INTO JV performance, investment returns, a one-off gain from the sale of City's Bath Street investment property and a £0.1M one-off adjustment relating to the deconsolidation of the Students' Union.
- The CFO noted that the report gave a good account of what was happening across City and about how it was adhering to its financial PIs.
- Council commended all involved for the smooth management of the financial control reporting.

12.2 Student Recruitment 2018 Flash Financial Forecast

Council considered a verbal update on the student recruitment 2018 Flash Financial Forecast and in discussion the following points were noted:

- Recruitment for undergraduate and postgraduate programmes, across all Schools, apart from Law (and, for postgraduate programmes, Cass), was below the numbers predicted in City's growth plan. The CFO had met with all Schools and professional service departments to discuss how the revised figures would be reflected in their respective mid-year forecasts.
- At City unconditional offers had accounted for circa 6% of undergraduate student recruitment and were used in recruitment by just one of City's five Schools. Students who accepted unconditional offers did not fare any worse than other students.

12.3 UBS Annual Report 2017/18

Council noted the report from City's Investment Managers, UBS and in discussion the following points were noted:

- SIPCo had considered a fuller report at its meeting on 8th November and agreed that Council did not need to be provided with full text but that the covering note from the CFO to provide the assurance that UBS were acting in line with City's wishes would suffice.
- 2017/18 was the first full year of UBS acting as City's Investment Manager and the reports provided a commentary of each of the three investment types and

detailed statements of City's working capital cash investments, private placement funds and endowments related investments for the 2017/18 financial year.

- For future reports the CFO would ask UBS to also provide details on the 'full performance of the market' so that City would be aware of the economic price it was paying through adopting an ethical investment policy. **[Action]**

13. HR Matters

13.1 HR Annual Report

Council received the annual HR Report which had been considered by SIPCo at its meeting on 8th November and in discussion the following points were noted:

- The HR directorate in 2018/19 had, through effective joint working across the directorate, taken forward work to support: Academic Staffing plans; enhancements to staff induction; implementation of harmonised annual leave provisions; change programmes such as preparations for the move of the Law School; and the introduction of Job Evaluation.
- HR continued to work with the recognised Trade Unions through formal and informal channels to effect staff change and to address issues raised by the representatives.
- HR and Organisational Development colleagues continued to make a major contribution to the delivery of the Athena SWAN Action Plan. As Athena SWAN actions and updates were regularly reported to Remuneration Committee an update on the Athena SWAN action plan had not been included in Council papers. The information could be circulated, if members would find it useful.
- The Annual Report on Grievances summarised the number and types of grievances raised formally during 2017/18. Many issues are resolved before they reach the "formal" stage and HR were considering how to better improve the logging of complaints at the initial stages.

13.2 Health and Safety Annual Report

Council noted the Health and Safety Annual Report and in discussion the following points were noted:

- Health and Safety was a "red" risk and as such was significant for City but much work was being done to mitigate and address the risk.
- Considerable progress had been made in terms of governance, safety systems, procedure development and the communication of the safety message. But the completion of School and Professional Services Hazard Registers and staff completion of the mandatory online health and safety induction training remained variable across the institution and would be addressed during the 2018/19 academic year.
- It was generally felt that there was a long-standing and widespread culture of optional compliance at City which needed to be addressed.
- A new Health & Safety Local Action Plan would be introduced for each School/Professional Services Directorate to support improved procedural adherence, especially with regard to the requirement for suitable and sufficient risk assessments, Health & Safety objectives and an annual review cycle. The Local Action Plan would be a partially pre-populated template to ensure the local activity aligns with City's Health & Safety Plan and help to minimise the gaps in practice identified by the Internal Audit of Safety conducted in October 2017.

14. Institutional and School KPIs and PIs Report

Council received the Institutional and School KPIs and PIs report considered by SIPCo earlier in the month. In discussion the following points were made:

- The overall position on City's KPIs and PIs was not comfortable. Several action plans were in place and the next step was to review the relationship between

the KPIs to ensure implementation and continued monitoring of progress. Institutional initiatives to address KPIs and PIs where performance was below trajectory were set out in the Appendix to the paper.

- Actions taken now would not always yield quick results. The proportion of students completing their PhDs (PI 4) within 4 years for full-time students and 7 years for part-time was 48% and 50% respectively against the current milestone for both of 60%. The VP (S&P) was working with the VP (R&E) and the Graduate School on improving upon this PI but it was anticipated that the measures to improve the experience of PhD students were unlikely to take effect in time to influence the 2020/21 results
- There was an urgent need, in particular, to address the outcome on employability, where City's standing should reflect its positioning as a University 'for business and the professions'. The DP&P and the VP (S&P) were working closely together to understand better what was happening at City and what employability meant to "Generation Z" students.
- The move to a new form of employability survey, 15 months after graduation, would impact on all HEIs, but might have a small favourable impact on City's employability metric, as not all students were looking to take up graduate employment in the 6 months after graduating.
- In future, following the re-structuring of DARO, alumni would have an increased link to the Careers Service. This would put a huge emphasis on the quality of the data-set City held on all students beyond graduation.
- It would be important for Council to understand the kinds of support that the City Careers Service offered students. A presentation to Council or to SIPCo might be helpful; and should be further considered by the Chair of Council and the incoming Chair of SIPCo. **[Action]**

15. **Biannual Institutional Level Risk Review**

Council received the Risk Review report which had been considered by ARC in October and in discussion the following points were noted:

- The increasing number of "red" post-control risks might be the result of an increasingly challenging external environment, but also suggested the need for more active risk management by City. There was much evidence of activity by the Executive at City, but a distillation of proposed impact was needed.
- The VP (S&P) had begun work to make the Risk Register more "reactive".
- The VP (S&P) proposed to cover scenario-planning and financial stress-testing for further debate at the Away Day.
- The Chair of ARC noted that the Committee had considered how best City's appetite for risk could be better articulated and suggested that she might revisit this with the VP (S&P) outside of the meeting. **[Action]**

Tim Longden joined the meeting.

16. **DARO Annual Report 2017/18**

Council noted the DARO Annual Report which had been largely prepared by David Street prior to his retirement at the end of September.

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

Tim Longden left the meeting.

17. **Governance Matters**

17.1 **Membership of Council and its Committees**

Council considered the paper which sought approval of recommendations from CGNC for appointments to the roles of Chair of SIPCo and Chair of CGNC; and provided an update on the recruitment of new members of Council and committee membership.

Council **noted** that CGNC had appointed Dr Paula Franklin as a new member of SIPCo and that Professor Andrew Jones had become an ex-officio member of CGNC on his appointment as Deputy Chair of Senate.

Interviews for members had taken place and recommendations for appointment would be made by correspondence to CGNC and Council. **[Action]**

Decisions

Council **approved**:

- The appointment of Adrian Haxby as Chair of SIPCo
- The appointment of Janet Legrand as Chair of CGNC

17.2 Honorary Award Nominations

Council approved five nominations for honorary awards.

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

Part Three – Other Items for Decision with Discussion

18. Letter of Representation

Council **approved** the Letter of Representation.

19. External Auditors Re-appointment

Council agreed the re-appointment of PwC to act as City's External Auditors for the 2018/19 Financial Year.

Part Four – Information

20. Minutes for Note

- 20.1** Audit & Risk Committee, 24th September and 5th November 2018
- 20.2** Corporate Governance & Nominations Committee, 15th October 2018
- 20.3** Senate, 17th October 2018
- 20.4** Remuneration Committee, 24th October 2018
- 20.5** SIPCo, 8th November 2018

21. Strategic Estates Projects Update

Council noted the update.

22. Value for Money Report

Council noted the annual report.

23. Register of Interests

Council Members would notify the Governance Team of any required changes.

24. Opportunities for Further Engagement with City for Independent Members

Council noted the calendar of forthcoming meetings and events.

25. FOI Review

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

26. Date of Next Meeting

Council Away Day Friday 8th February 2019.

Part Five – Meeting of Independent Members

There was a meeting of the Independent Members, which was not minuted.

Julia Palca

Chair of Council, November 2018