

COUNCIL
Thursday 21 November 2019

CONFIRMED MINUTES

Present:

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|---------------------------|------------------------|-------------------------|
| Tim Clement-Jones (Chair) | Ade Adefulu | Talhah Atcha |
| Kath Barrow | Professor Colin Bailey | Dr Véronique Bouchet |
| Monica Chadha | Sarah Cowls | Professor Colin Grant |
| Stella Hall | Dr Darryn Mitussis | Professor Mangala Patel |
| Peter Thompson | Professor Wen Wang | David Willis |

In attendance:

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| Megan Annetts | Joanne Jones | Dr Nadine Lewycky |
| Jonathan Morgan | Melissa Tatton | Louise Parr-Morley |
| Dr Alix Pryde | | |

Apologies:

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|------------------------|--------------|------------------|
| Professor Alison Blunt | Celia Gough | Isabelle Jenkins |
| Dr Philippa Lloyd | Bushra Nasir | Luke Savage |

Welcome and apologies

2019.022 The Chair welcomed:

[a] Dr Alix Pryde and Melissa Tatton, who would be joining Council as external members from January 2020.

[b] Louise Parr-Morley, Interim Finance Director designate, who would be leading the Finance Department on an interim basis following the departure of Jo Jones at the end of the calendar year.

Minutes of the meeting held on 10 October 2019 (Paper QM2019/16)

2019.023 Council **confirmed** the confidential and non-confidential minutes of the meeting held on 10 October 2019, subject to the addition of Celia Gough to the list of members attending.

Matters Arising (Paper QM2019/17)

2019.024 Council **noted** the matters arising from the meeting held on 10 October 2019.

Chair's update (Oral report)

2019.025 The Chair said:

Communications during the industrial action

- [a] A document library had been created in Convene to give Council members full visibility of communications from the University, QMSU, the local UCU branch and the sector regarding the strike action. The local UCU branch had set up a facility for students to send template emails to the President and Principal and the Chair of Council. The template emails and responses would be added to the document library.

- [b] Council members were asked to share with the Registrar and Secretary any communications they might receive directly from members of staff or students regarding the strike action, so that an appropriate response could be discussed and the overall level of such communication could be monitored.

Sir Peter Ratcliffe visit

- [c] Nobel Laureate and Queen Mary alumnus Sir Peter Ratcliffe would be visiting Whitechapel and West Smithfield in January. Council members who wished to attend were asked to contact the Council Secretariat.

President and Principal's Report (QM2019/18)

2019.026 Council **discussed** the President and Principal's Report. The President and Principal said:

Industrial action

- [a] UCU members at the University had voted in favour of strike action and action short of a strike. Strike action would take place during 25–29 November and 2–4 December 2019. At Queen Mary, 52% of UCU members had participated in the ballot, which translated to just over 350 members of staff voting in favour of strike action out of approximately 4,500 University staff in total.

- [b] The strike was being held in relation to pensions, the pay award, workloads, inequalities and insecure contracts. Workloads would be reviewed as part of the forthcoming portfolio review. The majority of fixed-term teaching contracts at Queen Mary were for PhD students, as well as practitioners, such as legal professionals, who were employed to give one-off lectures. Senate had reviewed and endorsed the arrangements.

- [c] During the last strike action, the local UCU branch had posted messages to students in the context of the industrial action inviting them to express their views in student surveys. This had been reported to HEFCE at the time, as was required under the rules guarding against manipulation of NSS results. It was therefore a matter of concern that the local UCU branch had referred to student surveys in recent communications with students on the strike action. The University would be expected to report to the OfS any negative messaging regarding national surveys. Given the link between NSS results, league table position and student recruitment, teaching-related appointments in relevant schools and institutes were being paused and reviewed while the impact of the strike action could be assessed.

Updates on senior personnel

- [d] Sheila Gupta would be taking up the new role of Vice-Principal (People, Culture and Inclusion) in January and would be taking on overall leadership of the Equality, Diversity and Inclusion agenda.

General election

- [e] The outcome of the general election was expected to have an impact on the sector. Discussions had been held with the parties about the industrial action and the future of the sector.

Estates development

- [f] The plan for the new School of Business and Management building on the Mile End campus had not been approved by the local authority at the first committee stage. Further discussions were being held to determine the best way forward.

EHRC report

- [g] Council would receive an update on the EHRC report on racial harassment in universities at its meeting in March 2020.

QMSU President's report (QM2019/19)

2019.027 Council **received** the QMSU President's report. The QMSU Vice-President (Barts and the London) said:

- [a] A motion on the UCU industrial action had been brought to Student Council, which had voted to support the strike action.
- [b] QMSU was working with University security to improve safety on campus, which was being received positively by students.
- [c] QMSU had been running a 'Register to Vote' campaign to encourage students to register for the upcoming general election.
- [d] Islamophobia awareness month was taking place throughout November, organised by the QMSU Vice-President (Welfare).

2019.028 The following points were noted in the discussion:

- [a] Council members Monica Chadha and Ade Adefulu had met with Giulia Olayemi, Co-President of the BL African and Caribbean Society, who had organised a black business fair as part of Black History Month. They had offered their support for future initiatives.
- [b] Council commented that the Welcome Fair had been a step up on previous years. The QMSU President said that the availability of the Great Hall had enabled an increase in the number of stalls. Council members were invited to attend the following year's Welcome Fair.
- [c] The Chair of Council expressed disappointment that the Student Council had chosen to support the UCU industrial action, given the impact it would have on the student experience.

- [d] Council asked about student views on the protests in Hong Kong and China. The QMSU President said that some students had raised questions about Queen Mary's activities in China.
- [e] Council asked what QMSU was doing to encourage awareness of good nutrition and healthy living. QMSU offered activities for students at various levels and had a community outreach programme in schools. Healthier eating options had been introduced at the Whitechapel campus. There was an exercise referral programme between QMSU and counselling services.
- [f] The Vice-Chair of Council said that the turnout for the graduate employability event appeared to be low, especially given the challenges for arts and humanities graduates in the job market. The QMSU President said that the timing of the event may have had a negative impact on turnout.
- [g] Council asked what involvement QMSU had with the development of Life Sciences at Whitechapel. QMSU contributed through monthly meetings with the University and through the Estates Strategy Board.

Changes to QMSU Articles of Association (QM2019/20)

2019.029 Council **considered** the updated QMSU Articles of Association. The following points were noted in the discussion:

- [a] The amendments proposed would increase the number of sabbatical officers, but Council had also expected changes to the composition of the Student Council to ensure that students in the three faculties would be represented equally in future.
- [b] At the QMSU Annual General Meeting in October 2019, it had been agreed to increase the number of executive officers from four to six by adding Vice-Presidents for HSS and S&E, and to re-focus the Vice-President (Education) portfolio onto communities. QMSU input into education would continue through the faculty roles and the involvement of the executive officers more generally in the Going for Gold project.
- [c] The QMSU President gave assurance that the Student Council had also approved changes to the QMSU byelaws, establishing additional school and faculty representatives which would ensure equal representation of the three faculties on Student Council. On this basis, Council **approved** the amendments to the Articles subject to confirmation of the revised byelaws to the Registrar and Secretary.

Actions: [c] QMSU President

Changes to Royal Charter (Special Resolution) (QM2019/21)

2019.030 Council **considered** the proposed changes to the Royal Charter. The Registrar and Secretary said:

- [a] Council's decision to seek University Title necessitated a change to the Charter.

- [b] It was desirable to make certain other changes to the Charter that had previously been agreed by Council in principle, including changes to the preamble that required the grant of a Supplemental Charter.
- [c] The proposed Supplemental Charter was designed to uphold Queen Mary's charitable objects and to satisfy the public interest governance principles set out in the Regulatory Framework for Higher Education in England.
- [d] In order to petition the Privy Council for a Supplemental Charter, the Council was required to pass a Special Resolution as set out in Articles 20 and 21 of the Charter.
- [e] Senate had been consulted in June 2017 on the proposal to seek University Title and to make explicit reference in the Charter to the duty to uphold freedom of speech.
- [f] On 1 August 2019, members of Council had been given notice of the intention to pass a Special Resolution amending the Charter at this meeting.
- [g] 15 members of Council were present at the meeting, representing more than two thirds of the total membership.

2019.031 Council **approved** unanimously by show of hands a Special Resolution:

- [a] approving the text of the Supplemental Charter, subject to such changes as the Office for Students or the Privy Council may require, which would be agreed on behalf of Council by circulation to the Governance Committee;
- [b] authorising the Chair of Council to petition the Privy Council for the said Supplemental Charter, subject to prior confirmation from the Office for Students that the proposed text would satisfy the public interest governance principles set out in the Regulatory Framework for Higher Education in England.

Finance and Investment Committee minutes (QM2019/22)

2019.032 Council **received** the Finance and Investment Committee minutes of the meeting held on 05 November 2019. The following points were noted in the discussion:

- [a] The rate of growth assumed in the targets after 2020–21 would be tested in the forthcoming planning round.
- [b] The Committee had approved a budget for the refurbishment of Department W, which was included in the business case approved by Council in July.
- [c] The Committee had received an update on the progress of the IT and Estates enabling plans. The Estates plan was expected to be ready for the Committee meeting in March 2020.
- [d] *Minute 2019.032[d] is confidential.*

Current financial position (QM2019/23)

2019.033 Council **noted** the current financial position.

Strategy KPI update (QM2019/24)

2019.034 Council **received** the updated strategy KPIs. The following points were noted in the discussion:

[a] *Minute 2019.034[a] is confidential.*

[b] *Minute 2019.034[b] is confidential.*

[c] *Minute 2019.034[c] is confidential.*

[d] The Vice-Chair of Council said that improvements in student support should be incorporated into the University's value for money narrative, as this would be attractive to students.

[e] Asked whether there had been corresponding growth in teaching staff numbers alongside growth in student numbers, the President and Principal said that the University had sufficient staff across the university overall, ranking 15th in the UK for its staff–student ratio, but that the numbers were unevenly spread across schools and institutes.

Audit Committee annual report (QM2019/25)

2019.035 Council **considered** the Audit and Risk Committee annual report for 2018–19. The following points were noted in the discussion:

[a] Value for Money (VfM) for universities now focused on value for the student and tax payer, which was reflected in the new Queen Mary Strategy and KPIs. The metrics used by the Committee to gain assurance on VfM would be reviewed at a workshop in March 2020 to take account of the new regulatory context and the emerging response from the sector. The University was required to publish information on income and expenditure for students and it was suggested that students and other stakeholders should be consulted on the format and content of this. Council members suggested that Queen Mary had a positive story to tell overall about VfM for students.

[b] The Internal Audit annual report showed that there had been improvements to the implementation of recommendations from planned audits. Despite one or two audits receiving limited or no assurance, the overall audit opinion for the year was positive and took into account the responsiveness of management to the recommendations and the fact that controls on key data were effective.

[c] Council **approved** the Audit and Risk Committee annual report for 2018–19 for submission to the Office for Students.

External Auditor letter of representation (QM2019/26)

2019.036 Council **considered** and **approved** the letter of representation for submission to

the Office for Students on the recommendation of the Audit and Risk Committee.

External Audit annual report (QM2019/27)

2019.037 Council **considered** the External Audit annual report. The following points were noted in the discussion:

- [a] The published accounts would show the University in deficit as a result of the adoption of the new deficit recovery plan following the 2017 actuarial valuation of the USS pension scheme. This would be the case for other universities with large numbers of staff in the scheme.
- [b] *Minute 2019.037[b] is confidential.*
- [c] Following the recent decision by the local authority to reject the proposal for the new School of Business and Management building, the Audit and Risk Committee had agreed that no change to the accounts was required while the University was considering its options.
- [d] The pension liability would not result in a breach to any loan covenants, therefore it was appropriate to produce the accounts on a going concern basis.
- [e] Council **approved** the External Audit annual report for submission to the Office for Students.

Internal Audit annual report (QM2019/28)

2019.038 Council **considered** and **approved** the internal audit annual report for 2018–19.

Audited Financial Statements and commentary (QM2019/29)

2019.039 Council **considered** and **approved** the audited financial statements and commentary for the year end 31 July 2019 on the recommendation of Audit and Risk Committee.

Financial forecasts and commentary (QM2019/30)

2019.040 Council **reviewed** and **approved** the financial forecasts and commentary for submission to the Office for Students. The following points were noted in the discussion:

- [a] In future, the HESA finance return would be included with the other external returns presented to Audit and Risk Committee for assurance.
- [b] The commentary had been sent to Finance and Investment Committee members for comment on viability, sustainability and the covenants. The Chair of the Committee had commented positively on the commentary that was provided.

Additional assurances to the OfS (QM2019/31)

2019.041 Council **reviewed** and **approved** the accountability returns to the Office for

Senate report (QM2019/32)

2019.042 Council **received** the report of the Senate meeting held on 17 October 2019. The following points were noted in the discussion:

- [a] The introduction of semester-based examinations was intended to spread the assessment load for students over the year and would help to address the KPI on student retention.
- [b] Changes that had been made to the method for constructing the teaching timetable would enable the University to model space requirements and usage more proactively in future. This was connected to the work being done with QMSU to improve the 'stickability' of campus for students. Decisions about working patterns for teaching staff were being taken within schools and institutes.

Academic accountability annual report (QM2019/33)

2019.043 Council **considered** the academic accountability annual report.

Prevent Duty data submission to OfS 2018–19 (QM2019/34)

2019.044 Council **reviewed** and **approved** the Prevent Duty accountability and data return for 2018–19. The following points were noted in the discussion:

- [a] Additional training had been introduced, including a new online training module that was available to all staff.
- [b] *Minute 2019.044[b] is confidential.*
- [c] Council received assurance that the approval system in place for events was operating effectively. No events had been rejected during the year, but additional conditions and mitigations had been put in place where needed.

Audit and Risk Committee report (QM2019/35)

2019.045 Council **noted** the executive summary of the Audit and Risk Committee meeting held on 11 November 2019. The following points were noted in the discussion:

- [a] Council discussed the letter from the Office for Students addressed to the Chair of Council dated 21 October 2019 in relation to non-compliance with regulatory deadlines as part of the ongoing conditions of registration. Council discussed the university's non-compliance with paying the annual fee to the QAA by the deadline. Council was informed that as the invoice had not been addressed to a named individual, it had not been passed to the right department. Management agreed to review internal procedures to prevent a recurrence and would report back. Council also discussed the late submission of student demographic data to the OfS. The data had been published on the website in accordance with OfS deadlines but submitted to the regulator one week late. In future, this return would be

included with the other external data returns to ensure timely submission.

Action: [a] Director of Finance and Resources; Director of Planning

Health, Safety and Fire annual report (QM2019/36)

2019.046 Council **received** the health, safety and fire annual report for 2018–19. The following points were noted in the discussion:

- [a] There was clear senior leadership on health and safety matters led by the President and Principal. There were plans to include health and safety responsibilities in the new leadership development programme for heads of schools. A formal escalation process had been implemented so that senior managers had sight of issues where necessary.
- [b] Council members remarked positively on the evidence of culture change for the better. Rebecca Jones, Head of Health and Safety, was providing excellent leadership in this area.
- [c] *Minute 2019.046[c] is confidential.*

Remuneration Committee report (QM2019/37)

2019.047 Council **received** the Remuneration Committee report for meetings held on 10 and 31 October 2019. The following points were noted in the discussion:

- [a] The President and Principal left the meeting for the discussion of the Remuneration Committee report and the Remuneration Annual Report.
- [b] Council remarked that the President and Principal was to be commended for being one of only six university vice-chancellors to be selected for a government training programme.
- [c] The £125,000 threshold for salaries requiring Committee approval related to an older definition of 'senior staff' salaries used by HEFCE figure. In consideration of the likely salary expectations of academic recruits and the potential volume of approvals, the Committee was requesting a change in the terms of reference to increase this threshold to £150,000 which was in line with arrangements at other Russell Group universities.
- [d] Council members questioned whether increasing the threshold could give the mistaken impression that the governing body did not take senior pay seriously. The Registrar and Secretary said that the Remuneration Committee would continue to receive data on all highly paid staff to inform its approach.
- [e] Council **approved** the change to the Committee's terms of reference, raising the threshold for salaries requiring Committee approval from £125,000 to £150,000.
- [f] Council noted that the President and Principal had a high number of direct reports. The Committee had raised this point with the President and Principal, who was considering the issue.

Remuneration annual report (QM2019/38)

2019.048 Council **considered** and **approved** the Remuneration Committee annual report for 2018–19.

Agenda for the next meeting (QM2019/39)

2019.049 Council **noted** the agenda for the meeting on 26 March 2020.

Expenses Policy

2019.050 The Registrar and Secretary alerted Council members to the fact that minor changes to the expenses policy were being considered in relation to staff spending longer periods of time abroad on research trips. The amendments would be circulated by email to Council members for approval after the meeting.

Action: Director of Finance and Resources

Departing members

2019.051 The Chair of Council expressed thanks on behalf of Council to members Kath Barrow and Véronique Bouchet. The Chair also thanked Jo Jones who, during her five years as Director of Finance, had brought significant improvements.

Dates of Meetings 2019–20

- Thursday 26 March 2020, 1600 hours, Colette Bowe Room, Mile End.
- Thursday 21 May / Friday 22 May 2020 – Residential conference including meeting.
- Thursday 09 July 2020, 1600 hours, Colette Bowe Room, Mile End.