

## UNRESERVED MINUTES

THE UNIVERSITY OF LIVERPOOL

COUNCIL (1036)

### MEETING OF THE COUNCIL

4<sup>th</sup> July 2018

**Present:** The President (in the Chair); the Vice-President; the Vice-Chancellor; the Pro-Vice-Chancellor for Education; Dr A Scott; Dr R Platt; Mr E Fishwick; Mrs P Young; Mrs A Pointing; Mr S Butler; Dame Lorna Muirhead; Professor S Dawson; Professor F Beveridge; the President of the Guild of Students; Professor B Gibson

**Apologies:** Ms C Booth; Dr P Johnson; the Deputy Vice-Chancellor; the Pro-Vice-Chancellor for Research and Impact

**In Attendance:** Ms J Tucker, interim Chief Operating Officer; Ms N Davies, Director of Finance  
Professor L Kenny for items 1 to 4.2 and Professor K Badcock for items 1 to 4.3  
Ms C Costello, Director of HR for items 4.3 onwards

**Clerk to Council:** Dr A Fairclough

### DISCLOSURES OF INTEREST

#### 1.1 Disclosures of Interest

Members of Council were invited to disclose any potential conflicts of interest they had in relation to items on the agenda.

The Vice President disclosed an interest relating to his role as Chair of Public Services Lab LLP as this organisation is in discussion with the Head of Careers and Employability about potential use of their services and facilities.

Any other conflicts are noted under relevant minute headings.

### MINUTES/COMMUNICATIONS

#### 2.1 Minutes of the Meeting held 16<sup>th</sup> May 2018

##### AGREED:

- i. The minutes of the meeting held 16<sup>th</sup> May 2018 should be approved as an accurate record.

#### 2.2 Matters Arising on the Minutes

- a. Research misconduct (item 2.4d refers)

**NOTED:**

- i. Since the last meeting, the University had continued to investigate the issues surrounding the case and liaise with collaborators about potential impacts of the research fraud. An internal group was meeting on a weekly basis to manage the investigations.
- ii. Following discussions with key research funders involved, the University had issued a press release about the investigation to the website retraction watch. There had been limited coverage of the issue in the press. There had, however, been discussion of the issues in the academic community.
- iii. An independent investigation aimed at clarifying the full extent of the misconduct and to make recommendations for future practice was currently being defined and should soon be underway.

- b. University of Liverpool Mathematics School (item 3.1 refers)

**NOTED:**

- i. The Department for Education had confirmed approval for the formation of the University of Liverpool Mathematics School, to open in 2020.
- ii. The news had led to a number of queries from interested stakeholders. Letters were being sent to local schools, explaining the plans and offering a meeting with the PVC Education.

### **2.3 President's Communications**

**REPORTED:**

- i. The President had attended the Committee of University Chairs Annual Conference. Discussion had included issues around senior staff remuneration. Nicola Dandridge had presented to the conference an overview of the priorities of Office for Students.

### **2.4 Vice-Chancellor's Communications**

- a. Office for Students Accounts Direction

**REPORTED:**

- i. The Office for Students had published its Accounts Direction for 2017/18, specifying information that would need to be included in the University's publicly available financial accounts.
- ii. Compared to previous arrangements, there were additional requirements for information to be included on the Head of Institution's remuneration. These included:

- Additional disclosures around VC pay picking up all benefits including non-taxable that were previously excluded and justification for the total package.
- The relationship between VC pay and other staff pay expressed as a pay multiple.
- Severance payments to be disclosed (total amount and number of people).

b. VC's Engagements

**REPORTED:**

- i. Since the last meeting of Council, the VC had visited, met with, hosted or attended meetings regarding the following:

17 May	Business of Science Conference Opening & Welcome Speech Liverpool HI Policy Provocation - Gender Equality in Leadership KEYNOTE, Panel
30 May	Times Higher Education VC Roadshow, Liverpool
31 May	LCR Combined Authority - Annual Meeting
4 June	Alder Hey Institute in the Park Topping Out
5 June	AHRC Institute for Government conference 'Strengthening connections between Whitehall and academia' London UK Meeting with Baroness Eliza Manningham-Buller LT, DCB, Wellcome Trust British Council dinner, Soft Power and the Media
6 June	REF Equality and Diversity Advisory Panel London
7 June	AURORA 5th Anniversary Conference KEYNOTE London Northern Powerhouse Conference closing speech Liverpool
8 June	CUC/UUK Meeting (by phone) UUK Executive Committee and Treasurer's Committee (by phone)
11 June	FinTech North: Liverpool VIP dinner
13 June	International Festival of Business Panel - Sadiq Khan & Steve Rotheram
21 June	Research 2030: a Vision for the UK's Cultural and Heritage Organisations (AHRC) SPEAKER London
2 June	UUK Board London
24 June	UUK Delegation visit to Egypt
28 June	Damian Hinds MP London Russell Group Board London
4 July	Devolution to UK City Regions One Year On - What's Happening and What's Next? Closing Speech Liverpool

**FOR ENDORSEMENT, APPROVAL OR NOTE**

**3.1 Institutional Plan 2018/19-2022/23**

**RECEIVED:**

- i. The institutional plan for the period 2018/19 to 2022/23, including:
- a. Planning narrative including strategic objectives for each of the planning units

- b. Financial commentary, detailing key assumptions, risks and overview of the capital plan.
  - c. Activity levels, including staff and student numbers
  - d. Balance sheet and cash flow
  - e. Performance broken down by planning unit and capital plan
- ii. The plan expressed as a financial forecast submission and commentary for submission to the Office for Students.
- iii. Presentations from the Director of Finance and Director of Strategic Planning and Governance on the key assumptions and risks associated with the plan, including areas requiring additional attention for the next round of the Planning and Performance Cycle.

**REPORTED:**

- iv. The plan showed growth in tuition fees over the five years of the plan, linked to a small amount of student number growth, of approximately 7%, and to increases in price for overseas programmes.
- v. The underlying contribution remained relatively flat over the period, demonstrating that planned recurrent expenditure was expected to increase in line with planned growth in income. Further investment would rely on generation of additional income and/or making savings. One area for attention was to achieve growth in research income, which was flat over the period of the plan.
- vi. The 2018/19 financial summary showed a deficit due to inclusion of a pensions provision. The size of the provision required was not yet known so an assumption had been made about the likely cost.
- vii. Based on current assumptions, cash flow remained positive and above the institutional threshold of £60M throughout the plan.
- viii. Endowments were under review and would allow the institution to agree further investments linked to strategic priorities.
- ix. Relative to the outline budget and plan discussed at the Council Away Day in April, an adjustment had been made to the surplus associated with the Towards Strategy 2026 project.
- x. There were a number of significant risks to the budget and plan, particularly linked to sector-wide issues around the post-18 review, the pensions challenges and pay negotiations. The University would have limited control over these risks but the Finance department had modelled the impact of one or more of these being realised in the plan period. If lower fees and high pension increases were both introduced, some significant work would need to be done to adjust the plan.
- xi. The research income figures had been input to the plan from individual units on the basis of realistic and relatively cautious projections of activity. However, given internal investment and the levels of funding available to the sector it was expected that growth could be achieved over the period of the plan. Further work would be done to quantify potential growth for future planning purposes.

- xii. The comparison of plan data with five of the University's comparators in the Russell Group highlighted the following characteristics about the activity in the plan:
- Undergraduate student numbers similar to those of Leeds, but lower postgraduate students than other comparators.
  - Limited growth in student numbers at subject level, although it was recognised that there were opportunities to grow overseas students over the next few years. Numbers in Psychology were reducing to enable greater focus on quality and student experience.
  - A relatively large Faculty of Health and Life Sciences and small Science and Engineering Faculty, as measured by the number of staff with teaching responsibilities.
  - Differences in student to staff ratios across the three Faculties, with high SSRs in Humanities and Social Sciences and low SSRs in Health and Life Sciences.
  - Relatively low research income per member of staff on teaching and research contracts.
- xiii. Further work would be carried out to address some of these issues ahead of setting planning parameters for the next Planning and Performance Cycle.

**NOTED:**

- xiv. The pensions provision in 2018/19 was a book entry and would not affect the cash position.
- xv. There was currently modest growth in staff over the plan period but there were opportunities to redistribute resource to realise greater outputs and outcomes aligned to the strategy. Increased income through overseas recruitment and growth of research income would also support future investment.
- xvi. The current focus for Home/EU students was to consolidate and try to focus on quality of intake. The University would seek to position itself for the anticipated increase in demand in 2022 or 2023.

**AGREED:**

- xvii. To approve the institutional plan for 2018/19 to 2022/23.
- xviii. To approve the financial forecasts and narrative for submission to Office for Students.

**3.2 Strategy for Faculty of Health and Life Sciences**

**RECEIVED:**

- i. A business case for an engagement process to develop a new Strategy for the Faculty of Health and Life Sciences.

## **REPORTED:**

- ii. The current Faculty was created in 2009/10 and had a very broad coverage of disciplines including all clinical subjects. In the current structure there was a disconnect between teaching and research and this had a limiting impact on education and research and impact performance.
- iii. The engagement exercise would focus on developing a new Strategy that would support ambitions to foster excellence in research-led teaching across the Faculty, to improve research outputs in key strategic areas, and to realign Professional Services in support of the strategy.
- iv. The Strategy would inform the size and structure for FHLS that would best enable the University to achieve the aims of Strategy 2026 as measured through the institutional Key Performance Indicators (KPIs). Because of the size of the Faculty, its performance had a significant impact on the overall position of the University.
- v. The engagement process would take place over a period of eight weeks, overseen by a Project Steering Group. The Group would visit other similar institutions, recognising that only Glasgow had a similar breadth of coverage to Liverpool.
- vi. It was critical to have in place a new governance structure for the Faculty in time for the start of the 2019/20 session. The timeline for the project had been designed to deliver this outcome.
- vii. The Executive Pro-Vice-Chancellor had initially considered it preferable to wait until after the next census date for the Research Excellence Framework. However, following further consultation it was felt that there was a pressing need to address the factors that were limiting the Faculty's performance and contribution to Strategy 2026.

## **NOTED:**

- viii. The project would have implications for activity in the other Faculties. The possibility of moving some activity to other Faculties would be considered if this was the best configuration for the institution. There were significant and growing areas of complementary activity that could be enhanced as part of the review.
- ix. The Life Sciences sector in the City Region was gaining momentum and this factor supported the case for urgent action to review the related activity in the University.

## **AGREED:**

- x. To approve the proposal to engage staff and stakeholders in the development of a strategy for the Faculty of Health and Life Sciences, in line with the timescales, governance and objectives detailed within the business case.

## **3.3 Towards Strategy 2026**

## **RECEIVED:**

- i. An update on the progress in implementation of Strategy 2026 and a proposal for the next phase of the project.
- ii. A presentation from the Executive Pro-Vice-Chancellor for Science and Engineering and the Director of Human Resources, providing an update on research performance data across the institution and summarising the work undertaken to date.

*Further minute redacted due to commercial sensitivity*

### **3.4 Annual Report from the Guild of Students**

#### **RECEIVED:**

- i. An update on the Key Performance Indicators against the current strategic plan for the Guild of Students.

#### **REPORTED:**

- ii. Strong progress had been made over the last year.
- iii. Some of the indicators had not been monitored over the past year because of normal data collection cycles, including the number of students not satisfied with the Guild. A new system for surveying students was being introduced that would improve the quality of feedback data. Similarly, the number of students logging Guild activity on their HEAR had not been measured, although it was thought this was increasing.
- iv. The number of hours of student-led activity in the Guild building was difficult to measure but the Guild was still aiming to meet its target level.
- v. Membership of societies was positive, and on track to meet targets for next year.
- vi. The turnout for the election was lower than expected; this was likely to be due to the timing as it coincided with the period of industrial action in the University.
- vii. There had been a large increase in the number of advice cases dealt with by the Guild.
- viii. The current strategic plan was coming to an end, and the Guild were tendering for some new research to underpin the development of the next strategic plan, which would be in place for a three year period.

#### **NOTED:**

- ix. The advice service had received additional resource last year, enabling larger numbers of students to be supported and across a broader range of issues. Issues arising from these cases were summarised and submitted annually to the University, and support was provided by the PVC Education and other University colleagues.

#### **AGREED:**

- x. Positive progress had been made by the Guild over the past year.

### 3.5 Report on International Activity

#### RECEIVED:

- i. An update report on international activity against the ambitions of Strategy 2026.

#### REPORTED:

- ii. The International Board oversaw three strands of activity aligned to the Strategy:
  - a. Global Engagement and Network Development
  - b. Research and Impact: *International Collaboration*
  - c. Education: *Student Recruitment, Diversity and Mobility*
- iii. Under the global engagement strand, work was ongoing to consider the implications of the new Taicang Campus in China, the potential for initiatives in Egypt was being assessed, and Global Engagement Plans for India and China had been established. The plans set out the University's strategic positioning across education and research as well as government/stakeholder engagement.
- iv. Linked to the Research and Impact Strategy, activity had focussed on extending the University's engagement beyond Europe and North America in response to growing opportunities in the emerging world. Since 2015 the UK government, as part of its international aid (ODA: Official Development Assistance), had provided funding for research which benefits low and middle income countries. The University had performed well in global challenges opportunities, winning £16M (27 awards) from Global Challenges Research Funds, £6.6M from Newton Fund (43 awards) and £6.7M from other ODA funds.
- v. A strategy for global challenges research had been developed and submitted for consideration by Research England; this strategy had successfully unlocked Quality-Related GCRF funding of £1M per year for the next 3 years (2018/19 -2020/21). This would enable Liverpool to develop its research environment and infrastructure to further address global challenges.
- vi. The International Recruitment, Relations and Study Abroad (IRRSA) Team directly aligns its strategy and action plans towards responding to the 2026 Strategic Plan, particularly the objectives to increase an internationally diverse student body across disciplines, and to increase the proportion of taught students who undertake a work placement, internship, study abroad or volunteering experience off-campus. The taught student participation rate in international experiences in 2016/17 was 4.1%, which had increased from 2.9% in 2013/14. Comparison against the sector placed the University in seventh position in the UK in 2016/17.
- vii. The central Study Abroad programme formed part of the international opportunities portfolio, offering a range of prospects for students to spend time abroad as part of their degree, including a Semester Abroad, Year in China and Summer Schools. The number of students taking up the opportunity to spend an additional Year in China at XJTLU was expected to grow to between 85 and 90 in 2018/19 (compared to 31 during 2017/18)



## PLANNING AND RESOURCES COMMITTEE

### 4.1 Report of the Meeting of the Planning and Resources Committee held 12<sup>th</sup> June 2018

#### RECEIVED and NOTED:

- i. A report of the meeting of the Planning and Resources Committee held 12<sup>th</sup> June 2018, covering the following items:
  - a. Strategy for Faculty of Health and Life Sciences (dealt with under item 4.2 on the Council agenda)
  - b. Final Plans 2018/19 to 2022/23 (dealt with under item 4.1 on the Council agenda)
  - c. 2017/18 Q3 Performance Report
  - d. 2017/18 Forecast 3
  - e. Ethical Investment Policy
  - f. Revised Financial Regulations
  - g. Proposal to Transfer Balances from the Endowment Reserve
  - h. Transfer of Liverpool Science Park Assets to Knowledge Quarter Development Company
  - i. Mandates and Associated Business Cases
  - j. Update Report on Staff Grievances

- a. 2017/18 Q3 Performance Report

#### REPORTED:

- ii. The review of the external environment and an assessment the most recent performance had highlighted an improvement in research metrics, staff holding teaching qualifications, graduate employment outcomes and league table positions.

#### AGREED:

- iii. The following recommendations should be approved:
  - There were an additional three years remaining for staff to be supported to achieve output profiles to support REF submissions and ongoing activities to raise the level of ambition and quality were continuing. A more comprehensive approach to spreading best practice in raising the levels and providing support for achievement across grade boundaries should be implemented across Faculties.
  - As intelligence from criteria setting and REF assessment intentions grows, means to pool the REF expertise that would be gathered by Liverpool's panellists should be identified.

- The success of the DLHE outcomes should be reviewed to identify whether there were areas of good practice that could be rolled-out to achieve sustainable improvement.
- Lessons learned via NSS action plans that could be shared institutionally should be considered.
- Data projects should be continued in order to facilitate greater understanding of students and their progress.

b. 2017/18 Forecast 3

**REPORTED:**

- i. The Forecast 3 position showed a contribution that was £7.4M below plan due to disappointing Liverpool Online recruitment and research contributions, and an institutional surplus £5.5M above plan due to accounting for shares of Liverpool Science Park, Laureate – University of Liverpool as associates, and the partial disposal of Dale Hall.

**AGREED:**

- ii. The forecast 3 position should be approved.

c. Ethical Investment Policy

**REPORTED:**

- i. A new Ethical Investment Policy had been developed following research and extensive consultation, including with the Values and Ethics Task and Finish Group, Investments Sub-Committee, the Guild of Students, the current fund managers, the Sustainability Team and academic staff in Earth, Ocean and Ecological Sciences.

- ii. The policy took a principle-based approach together with a negative list of investment characteristics that were discouraged. Specifically it included:

- Adherence to the principles of the United Nations Principles for Responsible Investments which incorporates Environmental, Social and Governance (ESG) issues into fund managers' investment decision processes;
- Adherence to the principles of the United Nations Global Compact which sets appropriate standards for investments in terms of human rights, labour, environment and anti-corruption;
- Exclusion of companies that manufacture tobacco products;
- Exclusion of companies that derive more than 10% of revenues from thermal coals and tar sands;
- Exclusion of companies that derive more than 10% of revenues from the manufacture or sale of armaments;
- Exclusion of companies engaged in testing of cosmetic and non-pharmaceutical products on animals except where it is mandatory; and

- Exclusion of companies that derive more than 10% revenues from the sale of tobacco products.

**AGREED:**

- iii. The Ethical Investments Policy should be approved.
- d. Revised Financial Regulations

**REPORTED:**

- i. The University's Financial Regulations had been updated. Key changes and implications were:
  - Write off of Debt – Levels of authorisation for write offs had been documented. Approval was required from Committee for write off of any debt valued over £50,000;
  - External Regulators – The Regulations had been updated to reflect the change in the external regulation of higher education institutions. References to HEFCE had been amended as appropriate to Office for Students and Research England;
  - Endowments – The Regulations had been updated to include advice on expenditure from endowments, new endowments and appropriateness of investments; and
  - Other – minor amendments had been made to wording.

**AGREED:**

- iii. The revised Financial Regulations should be approved, including the inclusion of a statement that Audit Committee should endorse any revisions prior to recommendations being made to Planning and Resources Committee.
- e. Transfer of Balances from Endowments to General Reserves

**REPORTED:**

- i. 330 endowments within the University's endowment portfolio had been reviewed to ensure that they were correctly classified as endowments according to the established criteria.
- ii. As a result, twelve funds, valued at £1.9M, were identified as not meeting criteria for endowments or having fulfilled their purpose.
- iii. A further review of 75 funds for which there was no external evidence was continuing.

**AGREED:**

- iv. The recommendation to transfer £1.9M from endowment reserves to general reserves should be approved.
- f. Transfer of Liverpool Science Park assets

**REPORTED:**

- i. The transfer of assets of Liverpool Science Park to the Knowledge Quarter Development Company (KQDC), established to create greater scale and leverage additional investment into the City, should make the offer to science and technology businesses competitive with other cities in the UK.

**AGREED:**

- ii. The transfer of Liverpool Science Park assets and ongoing business activity into the KQDC should be approved.

- g. Mandates

**AGREED:**

- i. The following mandates and business cases should be approved:
  - Cedar House, Mandate reference 201, £5m expenditure.
  - Lecture Theatre & Performance Hub, Mandate reference 202, £22.1m expenditure.

**4.2 Mandate for Digital Innovation Factory**

**REPORTED:**

- i. The Digital Innovation Factory would be a digitally integrated Centre of Excellence in robotics, simulation and virtual reality, providing laboratory facilities, office and virtual reality (VR) caves, supporting digital transformation across multiple sectors, and would complement the Hartree Centre. It would follow the same model as the Materials Innovation Factory.
- ii. The total cost of £12.7M was included in the budget submitted through the Planning and Performance Cycle, with £5M being sought through the Strategic Investment Fund.

**AGREED:**

- iii. The mandate for the Digital Innovation Factory, reference 200, should be approved, £12.7M expenditure.

**SENATE**

**5.1 Report of the Meeting of the Senate held 20<sup>th</sup> June 2018**

**RECEIVED and NOTED:**

- i. A report of the meeting held 20th June 2018.

**REPORTED:**

- ii. Senate had approved the Curriculum 2021 Framework, the model for reviewing and refreshing degree programmes up to 2021. The framework includes three Liverpool Hallmarks of Strategy 2026: Research-Connected Teaching, Active Learning, and Authentic Assessment, which were supplemented by three Graduate Attributes: Confidence, Digital Fluency, and Global Citizenship.
- iii. A proposal to make a change to organisational structure in the University of Liverpool Management School was considered and supported.
- iv. Senate had received a presentation on the progress made with the Towards Strategy 2026 project, including an update on the performance position, particularly relating to research and impact metrics.

**AGREED:**

- v. The Curriculum 2021 Framework was an excellent piece of work.
- vi. The recommendation to demerge the Marketing and Operations Group (MOP) in the University of Liverpool Management School (ULMS) into two groups should be approved.

**OTHER COMMITTEES OF COUNCIL**

**6.1 Audit Committee**

**RECEIVED and NOTED:**

- i. The report of the meeting of Audit Committee held 11<sup>th</sup> June 2018

**REPORTED:**

- ii. PwC had completed its annual risk assessment and a new audit plan had been developed based upon the University's key risks as agreed with Council at its Away Day in April.
- iii. Continued progress was being made in line with the agreed plan to address issues in the University's student data and related quality assurance processes.
- iv. An annual report on fraud and whistleblowing was presented to the Committee with no significant issues identified.
- v. Changes had been made to the accounting treatment for the University's interests in its material associates, as supported by KPMG and in line with recommendations at the previous year end.
- vi. The OfS/Research England Audit Code of Practice has been reviewed and no issues of concern have been identified that would require changes to the existing conditions under which the Committee operates. There would be ongoing review as further guidance is issued.
- vii. The Committee noted once again the strong compliance and completion rate for internal audit recommendations.

**AGREED:**

- viii. The PwC's Internal Audit Plan 2018-19 to 2020-21 and Charter should be endorsed.

## **6.2 Research Governance Committee**

### **RECEIVED:**

- i. A report on activity overseen by the Research Governance Committee since the last report to Council in February 2017.

### **AGREED:**

- ii. The issues outlined in the report highlighted ongoing embedding of research integrity and ethics across the institution. The importance of research governance should continue to be stressed.

## **6.3 Joint Committee on Honorary Degrees**

### **REPORTED:**

- i. That, further to the recommendations approved by the Senate at its June 2017 meeting/Council at its July 2017 meeting:
  - Professor Ken Martin and His Excellency Daniel Mulhall received their honorary degrees and Miss Eileen Thornton received her honorary fellowship in December 2017.
  - The following were scheduled to receive their honorary degrees at ceremonies in July 2018:
    - Dr Maria Balshaw
    - Professor Jane Dacre
    - Dr Clemency Fisher
    - Dr Peter Gallagher
    - Mr John Higgins
    - Mr Paul May
    - Mr David McDonnell
    - Mr Jonathan Rushworth
  - Three individuals were scheduled to receive their honorary degrees at ceremonies in December 2018 and July 2019:
    - Lord Tony Hall and Professor Dame Lesley Southgate are scheduled to receive their honorary degrees at ceremonies in December 2018.
    - Professor Fabiola Gianotti has requested to receive her honorary degree in July 2019.
- ii. In accordance with the provisions of Ordinance 30 (Honorary Degrees), the Joint Committee on Honorary Degrees had met to consider nominations which had been received for the conferment of honorary degrees and other honorary awards, and had made a number of recommendations.

**AGREED:**

- iii. The recommendations of the Joint Committee on Honorary Degrees in relation to the conferment of honorary degrees and an honorary fellowship, as endorsed by Senate on 20<sup>th</sup> June 2018, should be approved.

**6.4 Nominations Committee**

- a. Nominations Committee Annual Report

**RECEIVED:**

- i. An annual report from Nominations Committee, covering issues of membership, skills and actions from effectiveness reviews.

**REPORTED:**

- ii. The effectiveness review of Council in 2017 had made recommendations about the separately defined roles of Pro-Chancellor and Lay Officer, requiring clarification of their distinctive function or their disestablishment.
- iii. Nominations Committee had considered the matter and recommended the disestablishment of their separate roles.
- iv. Discussion of the effectiveness review report had also resulted in agreement that consideration should be given to adding a Professional Services representative on Council. There was an opportunity to replace one member nominated from Senate with a Professional Services representative, following completion of the term of Professor Fiona Beveridge in July 2018.
- v. Following the departure of Mr Patrick Hackett as Deputy Vice-Chancellor and Chief Operating Officer, there was a need to redefine the current membership roles from the University's leadership team.
- vi. The last internal effectiveness review at Council's Away Day held in April 2018 had highlighted the importance to Council of knowledge and experience in the areas of primary or secondary education, the National Health Service and digital capabilities.
- vii. A vacancy previously linked to the unfilled Pro-Chancellor role currently existed on Planning and Resources Committee. This should ideally be filled as soon as possible by a lay member with a strong understanding of finance.
- viii. Three lay members of Council would complete their maximum terms in July 2019, and there would be a resultant loss of expertise in human resources matters, the NHS and the education sector.
- ix. There was a need to replace Professor Ronan McGrath as a nominated member of Senate. An implication of the proposed replacement of one Senate member with a Professional Services representative, was that it would become more difficult to ensure representation from all Faculties on an ongoing basis.

- x. Changes to the Supplemental Charter and Statutes would require approval by the Privy Council following the agreement of special and ordinary resolutions. The University's Supplemental Charter stated that:

'The Council may at any time add to, amend or alter the provisions of this charter by a special resolution and such addition, amendment or alteration shall only become effectual upon approval of the Privy Council. A special resolution means a resolution passed at a meeting of the Council by not less than three-fourths of the members present and voting'.

'The Council may at any time add to, amend, alter or repeal the Statutes by ordinary resolution provided that such Statutes shall not be effective until approved by the Privy Council. Any ordinary resolution means a resolution passed at a meeting of the Council by a majority of the members present and voting'.

**NOTED:**

- xi. It was important to ensure continued strong representation from Senate but that it was desirable to have representation from the Professional Services, as these constituted a significant proportion of the University's workforce.
- xii. Representation from each of the Faculties was important and should ideally be managed over time. However, it was considered preferable to operate an open expression of interest process for Senate members.

**AGREED:**

- xiii. The proposed amendments to the constitution and the submission to the Privy Council of the revised Supplemental Charter and Statutes, addressing implications of these changes, should be approved. The constitution of Council would therefore be as follows:

*Ex Officio Members*

The Vice-Chancellor  
The Chief Operating Officer  
Two of the Pro-Vice-Chancellors  
The President of the Guild of Students

*Twelve Lay Members (including the President and Vice-President of the Council) appointed by the Council*

*Three members of the Senate, two appointed by the Council on the recommendation of the Nominations Committee and one elected from and by Senate's elected membership*

*One member of the Professional Services staff appointed by the Council on the recommendation of the Nominations Committee.*

As part of this exercise, the title of Pro-Chancellor that was attached to the role of President of Council should also be removed.

[Votes were taken, 15 of 19 current members being present. The special and ordinary resolutions were passed unanimously.]

- xiv. Changes to the University's Ordinances should be considered early in 2018/19, as part of a full five-year review of Ordinances.



- xv. The Lay Officer, Dr Andrew Scott, should move to a lay member role for the remainder of his term to July 2020.
- xvi. The lay member vacancy linked to the disestablishment of the Pro-Chancellor role should be filled following a recruitment exercise, specifying the requirement for a specialist financial qualification.
- xvii. At the same time as advertising the immediate vacancy, the recruitment exercise should seek to identify candidates to fill two lay member vacancies from August 2019. A preference for knowledge and skills in the NHS, digital and the primary/secondary education sector should be included in the recruitment materials.
- xviii. The third lay member vacancy should be filled by Mrs Helen Miller, subject to additional due diligence as required by the Office for Students.
- xix. The representatives from Professional Services and Senate should be sought by inviting expressions of interest and considering these through Nominations Committee.
- xx. The appropriate representation from Senate should continue to be considered, including the linked issue of Professional Services not being represented on Senate.
- xxi. Diversity of membership should be sought using the same approach as the last recruitment exercise and without the introduction of diversity targets.

*Twelve Lay Members (including the President and Vice-President of the Council) appointed by the Council*

*Three members of the Senate, two appointed by the Council on the recommendation of the Nominations Committee and one elected from and by Senate's elected membership*

*One member of the Professional Services staff appointed by the Council on the recommendation of the Nominations Committee.*

As part of the exercise, the title of Pro-Chancellor attached to the role of President of Council should also be removed.

[A vote was taken, 15 of 19 current members being present. The resolution was passed unanimously.]

b. Report of Nominations Committee 12<sup>th</sup> June 2018

**RECEIVED:**

- i. A report of the meeting of Nominations Committee held on 12<sup>th</sup> June 2018.

**REPORTED:**

- ii. Discussions had been held regarding whether, in order to conform with best governance practice, it would be more appropriate for the Chair of the Planning and Resources Committee to be a lay member of Council rather than the Vice-Chancellor.

- iii. Nominations Committee had agreed that the change of Chair should become effective immediately, to allow the President of Council to chair the meeting of the Planning and Resources Committee scheduled for the same day.

**AGREED:**

- iv. The change of Chair for Planning and Resources Committee, to the President of Council, should be formally ratified.
- v. In order to fill vacancies which would arise following the completion of a number of periods of appointment on 31 July 2018, the following individuals should be re-appointed to the committees indicated for the periods stated, subject to their agreement to continue to serve:

*(one appointment redacted)*

<b>Committee</b>	<b>Nominee</b>	<b>Period of appointment</b>
Investments Sub-Committee	Mr Stephen Burrows	1.8.18-31.7.21
Investments Sub-Committee	Mr Julian Rathbone	1.8.18-31.7.21

**6.5 Remuneration Committee**

**RECEIVED:**

- i. A tabled paper of the annual objectives for the Vice-Chancellor, as agreed with the President of Council in her Professional Development Review.
- ii. A verbal update on the recommendations on VC remuneration that had been agreed at the meeting of Remuneration Committee on 20<sup>th</sup> March 2018, and discussions that had taken place since that meeting.

**REPORTED:**

- iii. The recommendation on VC remuneration had not been considered at the last meeting of Council as the data used in previous years to provide benchmarking had not been available.
- iv. The CUC had not been able to provide the benchmarking data so the recommendation had been assessed against the data from the previous year.
- v. The VC package included a base salary and bonus element of up to 20%. The base salary was at the lower end of the range seen in institutions with more than £400M turnover.
- vi. The Remuneration Committee had agreed a proposal but the Vice-Chancellor had indicated a preference to accept a lower bonus element.

- vii. The revised proposal would position the VC's remuneration to one place below the median for the comparator group.

**NOTED:**

- viii. The personal objectives were clearly linked to Strategy 2026 objectives and included measurable targets.
- ix. The use of a basic and bonus structure was considered important as it would encourage strong performance.

**AGREED:**

- x. The recommendations made in relation to the Vice-Chancellor's personal objectives and remuneration should be approved.

## **6.6 Health and Safety Governance Committee**

**RECEIVED:**

- i. A report of the meeting of the Health and Safety Governance Committee held 12<sup>th</sup> June 2018.

**REPORTED:**

- ii. The Committee had held its annual workshop where it received a set of presentations and had detailed discussions on key issues. The outcome of these discussions had been to recommend some changes to the Key Performance Indicators for Health and Safety, for implementation and monitoring in 2018/19. The new set of KPIs was a mix of proactive and reactive indicators.
- iii. The Health and Safety Policy had been reviewed and some minor updates had been made.

**AGREED:**

- iv. The revised KPIs and Health and Safety Policy should be approved.

## **STRATEGIC COMMITTEES**

### **7.1 Education Committee**

**RECEIVED:**

- i. A report of the meeting of the Education Committee held 6<sup>th</sup> June 2018.
- ii. An annual report from the Education Committee summarising performance, key areas of implementation of the Education Strategy, and other issues discussed during the year.

**REPORTED:**

- iii. The Committee had previously discussed the new Code of Practice (CoP) on Support and Safety of Students Off-Campus, developed to provide a universal reference point for basic standards required for any period of time spent off-campus by University of Liverpool students for official University activities.
- iv. Given its broad remit and safety aspects, the CoP was submitted to the Health and Safety Governance Committee on 1st May 2018 and received endorsement, through Chair's action.
- v. The Code was subsequently submitted to the meeting of the Senate held 20th June 2018, where it was recommended to submit the document to Council for final approval.

**NOTED:**

- vi. The Committee had also discussed the following items:
  - Education Action Plan
  - Revised Timetabling Policy
  - Curriculum 2021
  - Education Strategy Action Plan Updates
  - Revised Policy on Lecture Capture
  - Priority Equality Concerns Identified Through the TEF Split Metrics: Project Outcomes
  - NSS 2018 Update
  - Quarter 3 Performance Report

**AGREED:**

- vii. The Code of Practice (CoP) on Support and Safety of Students Off-Campus should be approved.

**7.2 Research and Impact Committee****RECEIVED:**

- i. A report of the meeting of the Research and Impact Committee held 8<sup>th</sup> June 2018.
- ii. An annual report from the Research and Impact Committee summarising performance, key areas of implementation of the Education Strategy, and other issues discussed during the year.

**NOTED:**

- iii. The Committee had:
  - Approved a revised Research Data Management Policy.

- Received a report from the Chair on EPSRC Innovation Fellows Competition, survey rankings, engagement with funders and external stakeholders, the reading programme, and the Strength in Places and Excellence in England Funding schemes.
- Received and discussed an update on the key achievements of 2017/18 across the three Faculties and the priorities for 2018/19.
- Received and discussed an update from the Director of the Academy on a range of researcher development activities, including renewal of the HR Excellence in Research badge, the Impact Week, and post-doctoral staff association activity.

## **ROUTINE ITEMS**

### **8.1 Use of the University Seal**

#### **RECEIVED and NOTED:**

- A summary of uses of the University Seal since the last meeting.

### **8.2 HR Summary Report of Action Taken Under Delegated Powers**

#### **RECEIVED and NOTED:**

- A summary of HR related actions taken under delegated powers since the last meeting.

### **8.3 Date of Next Meeting**

#### **NOTED:**

- The dates of meetings for 2018/19 would be finalised shortly and circulated to members.

## **OTHER MATTERS**

### **9. Liaison with civic leaders**

#### **NOTED:**

The University had reduced the scale of the event held to celebrate graduation. The reduction in numbers of attendees was mostly related to University staff and their partners, who had other opportunities throughout the year to be recognised.

In addition to the graduate dinner event, there were several other events showcasing the University's civic role, including the event that morning organised by Professor Michael Parkinson.

**10. Thanks**

**NOTED:**

- i. Three members of Council were leaving their roles as members of Council:
- Patrick Hackett was leaving the University and had served on Council, initially as Clerk and then as Deputy Vice Chancellor.
  - Professor Fiona Beveridge had served as a Senate representative for the past six years.
  - Sean Turner had served for two years as President of the Guild and was now returning to his studies to complete his degree.

**AGREED:**

- ii. All three members should be thanked for their excellent contributions during their service and wished well for the future.