

MINUTES OF THE UNIVERSITY OF LIVERPOOL COUNCIL

MEETING HELD VIRTUALLY VIA ZOOM ON 25 NOVEMBER 2021

Present:	Mrs Carmel Booth, President (in the Chair); Dr Paul Johnson, Vice-President; Professor Dame Janet Beer, Vice-Chancellor; Professor Gavin Brown, Pro-Vice-Chancellor for Education; Professor Anthony Hollander, Pro-Vice-Chancellor for Research and Impact; Dr Carol Costello, Director of People and Services; Mr Bertie Woodcock, President of the Liverpool Guild of Students; Ms Cilla Ankrah-Lucas; Ms Fiona Cullen; Mr Ed Fishwick; Dr Kashmir Gill; Ms Vanessa Griffiths; Mr Norman Molyneux; Dr Roger Platt; Mr Hans van Mourik Broekman; Dr Diana Walford; Professor Hazel Scott; Professor Thomas Teubner; and Mr Kieran O'Sullivan.
Apologies:	Mrs Helen Miller and Professor Julia Balogun.
In Attendance:	Ms Nicola Davies, Director of Finance; Mr Kevan Ryan, Clerk to Council; and Mrs Emma Leonard, Governance Manager, Secretary to Council.

UNRESERVED BUSINESS

COMMITTEE AND MEMBERSHIP MATTERS

1. Student Engagement

Council members were joined by the President of the Liverpool Chinese Students and Scholars Association (LCSSA) and PhD student at the University, Miss Yuchen Xiao, who talked about the LCSSA, the unique and cooperative relationship between the LCSSA and the University and the successes and confidence that engenders, the excellent support provided by the University to international students during the pandemic, life as a student in Liverpool, and the strong relationship between the University and XJTLU.

2. Council Membership 2021/22

RECEIVED and NOTED:

- i. A document providing Council's membership for 2021/22.

3. Council: Roles and Responsibilities

RECEIVED and NOTED:

- i. The annual report bringing together a range of information on the role of Council and its members, members' legal and fiduciary responsibilities as charitable trustees, the expectations the University has of them, and the support members can expect to receive from the University in discharging these duties.

4. Guidance on Diversity and Equality Compliance for Committees

RECEIVED and NOTED:

- i. A statement, updated for 2021/22, which was presented annually at the first meeting of all committees/boards to highlight the University's commitment to promoting equality in order to comply with the Equality Act 2010 and the Public Sector Equality Duty.

5. Statement of Policy and Procedure on Disclosure of Interest

RECEIVED and NOTED:

- i. The University's Statement of Policy and Procedure on Disclosure of Interest, in accordance with the Policy requirement that 'at their first meeting of the academic year, each committee within the University should have a standing item on their agenda about conflict of interest'.

6. Disclosures of Interest

Members were asked to disclose any interest that could give rise to conflict in relation to any item on the agenda. Disclosures are noted under the relevant minute headings below.

7. Minutes of Previous Meetings

7.1 Unreserved Minutes of the Meeting Held on 13 July 2021

AGREED:

- i. The unreserved minutes of the meeting held on 13 July 2021 should be approved as an accurate record.

7.2 Minutes of the Away Day Meeting Held on 7 October 2021

AGREED:

- i. The minutes of the Away Day meeting held on 7 October 2021 should be approved as an accurate record.

8. Report on Action Taken by the President on Behalf of Council

RECEIVED:

- i. A report on action taken by the President on Council's behalf since the last business meeting.

REPORTED:

- ii. The President had taken Chair's action as follows:

Appointment of New Fund Managers (approved 22 July 2021)

Section redacted due to commercial interest.

Proposal for a Change of Directorate Name within the Faculty of Health and Life Sciences (HLS), and to Establish an Additional Level 1 Unit within the Same Directorate (approved 13 August 2021)

To approve a recommendation made via Chair's action on behalf of the Senate to change the name of the Infrastructure and Environment Directorate in HLS to Technology, Infrastructure and Environment Directorate, and to also create a level 1 unit within the Directorate.

Programme Ordinances (approved 20 August 2021)

To approve amendments to the following Ordinances:

- Ordinance 56(A)i: Degree of Master of Philosophy (applicable to students who commenced their studies from April 2015 onwards and submit their initial soft-bound thesis prior to 2 September 2019)
- Ordinance 56(A)ii: Degree of Master of Philosophy (applicable to students who commenced their studies from April 2015 onwards and submit their initial soft-bound thesis on or after 2 September 2019)
- Ordinance 56(B)i: Degree of Master of Philosophy (applicable to students who commenced their studies between June 2011 and April 2015 and submit their initial soft-bound thesis prior to 2 September 2019)
- Ordinance 56(B)ii: Degree of Master of Philosophy (applicable to students who commenced their studies between June 2011 and April 2015 and submit their initial soft-bound thesis on or after 2 September 2019)
- Ordinance 56(C)i: Degree of Master of Philosophy (applicable to students who commenced their studies between 2008/09 and the end of 2010/11 and submit their initial soft-bound thesis prior to 2 September 2019)
- Ordinance 56(C)ii: Degree of Master of Philosophy (applicable to students who commenced their studies between 2008/09 and the end of 2010/11 and submit their initial soft-bound thesis on or after 2 September 2019)
- Ordinance 57(A)i: Degree of Doctor in Philosophy (applicable to students who commenced their studies in 2014/15 and subsequently and submit their initial soft-bound thesis prior to 2 September 2019)
- Ordinance 57(A)ii: Degree of Doctor in Philosophy (applicable to students who commenced their studies in 2014/15 and subsequently and submit their initial soft-bound thesis on or after 2 September 2019)
- Ordinance 57(B)i: Degree of Doctor in Philosophy (applicable to students who commenced their studies between April 2011 and the end of 2013/14 and submit their initial soft-bound thesis prior to 2 September 2019)
- Ordinance 57(B)ii: Degree of Doctor in Philosophy (applicable to students who commenced their studies between April 2011 and the end of 2013/14 and submit their initial soft-bound thesis on or after 2 September 2019)
- Ordinance 57(C)i: Degree of Doctor in Philosophy (applicable to students who commenced their studies between 2008/09 and March 2011 and submit their initial soft-bound thesis prior to 2 September 2019)

- Ordinance 57(C)ii: Degree of Doctor in Philosophy (applicable to students who commenced their studies between 2008/09 and March 2011 and submit their initial soft-bound thesis on or after 2 September 2019)
- Ordinance 57(D)i: Degree of Doctor in Philosophy (applicable to students who commenced their studies between March 2004 and the end of 2007/08 and submit their initial soft-bound thesis prior to 2 September 2019)
- Ordinance 57(D)ii: Degree of Doctor in Philosophy (applicable to students who commenced their studies between March 2004 and the end of 2007/08 and submit their initial soft-bound thesis on or after 2 September 2019)
- Ordinance 58(A)i: Degree of Doctor of Medicine (applicable to students who commenced their studies in September 2016 and subsequently and submit their initial soft-bound thesis prior to 2 September 2019)
- Ordinance 58(A)ii: Degree of Doctor of Medicine (applicable to students who commenced their studies in September 2016 and subsequently and submit their initial soft-bound thesis on or after 2 September 2019)
- Ordinance 58(B)i: Degree of Doctor of Medicine (applicable to students who commenced their studies between September 2008 and August 2016 and submit their initial soft-bound thesis prior to 2 September 2019)
- Ordinance 58(B)ii: Degree of Doctor of Medicine (applicable to students who commenced their studies between September 2008 and August 2016 and submit their initial soft-bound thesis on or after 2 September 2019)
- Ordinance 59: Degree of Doctor of Clinical Psychology
- Ordinance 60: Degree of Doctor of Dental Science
- Ordinance 61: General Ordinance for Online Professional Doctorate Degrees
- Ordinance 62: Higher Doctorates.

The amendments had been made as appropriate to make the language more gender neutral, to reflect the change of title of Head of School to Dean, to reflect the change of name of the PGR Student Team to LDC Student Experience Team, to replace out of date references to Tier 4 visas, to update references to mitigating circumstances to read extenuating circumstances, and to reflect that applications for Higher Doctorates should be addressed to the Director of Student Experience and Enhancement.

Appointments to Committees

To approve the following:

- The appointment of Dr Diana Walford as a member of the Education Committee for the period from 1 August 2021 to 31 July 2022, as well as the increase of lay member representation on the Education Committee from two to three members. (Approved 13 September 2021.)
- The appointment of Ms Lisa Layzell as a member of the Enterprise Board for the period from 27 September 2021 to 31 July 2024. (Approved 27 September 2021.)
- The appointment of the following six additional lay members of the Central University Research Ethics Committees:
 - Mr Mitch Fujii-Williams
 - Ms Nikki Greig
 - Mr David Roper
 - Ms Shereen Smith

- Ms Paula Spence
- Ms Louisa Tasker

(Approved 6 October 2021.)

Revisions to Policy on the Safeguarding of Children, Young People and Vulnerable Adults (approved 9 November 2021)

To approve revisions to the Policy on the Safeguarding of Children, Young People and Vulnerable Adults.

AGREED:

- iii. The action taken by the President on Council's behalf as outlined in 8ii above should be endorsed.

9. Clerk to Council's Communications

RECEIVED:

- i. An oral report from the Clerk to Council.

REPORTED:

- ii. Progress was being made in relation to the implementation of the actions arising from Halpin's Governance Review and the working group to oversee the process had met. Key recommendations such as giving members the opportunity to hear from students were being put into practice.

10. Vice-Chancellor's Communications

10.1 Summary of External Engagements

REPORTED:

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

8/9 September	UUK Annual Conference
15 September	LCC LSP Meeting
17 September	UK/Italy Pontignano Virtual Conference
23 September	LCR LEP Board
	Russell Group Board (with Gavin Williamson)
29 September	Sherrington Blue Plaque Unveiling
	Maths School Official Opening
30 September	LCC Education Improvement Board
4 October	UUK International/British Council Quarterly Meeting
	GSCU Leadership Advisory Board
5 October	UUK International Policy Network
8-10 October	Liverpool Literary Festival
11 October	Russell Group Board with Patrick Vallance and Raj Jethwa (UCEA)
13 October	UUKi International Strategic Advisory Board

	Introductory Meeting with Scott McDonald, British Council Chief Executive
	Tony Reeves
14 October	UKRI Strategy and Spending Review Webinar
15 October	UUK Update on Current Issues
	Catch Up With Local MPs
19 October	British Council Roundtable: Strengthening UK Influence in the Indo-Pacific Through Education and Culture
20 October	RCP Harveian Oration and Dinner
21 October	Meeting with UUK/BEIS/UKRI on Horizon Europe Association
22 October	UUK USS Valuation Update
27 October	Student Mental Health Project – Merseycare, LJMU, UUK
29 October	EUA Council (for UUKi)
15 November	Russell Group Board Update with Michelle Donelan
16 November	KPMG Senior Business Women's Network – Dame Carolyn Fairbairn DBE
	UoL Management School Advisory Board Dinner.

ITEMS FOR APPROVAL/NOTE

11. Liverpool Guild of Students Update

RECEIVED:

- i. An oral update from the President of the Liverpool Guild of Students, including a presentation summarising the key findings from a recent Guild survey on Hybrid Teaching.

REPORTED:

- ii. In relation to the Hybrid Teaching survey:
 - The survey (which over 4300 students had responded to) explored students' experiences and expectations of this type of learning, and identified areas where steps could be taken.
 - The Guild believed that whilst there was some demand for online teaching, students overwhelmingly wanted to get back on campus and in face-to-face classes. The Guild understood that the need to balance competing wishes was complicated and difficult.
 - The benefits of online learning included an increased ability to fit study in with employment or family responsibilities, being able to rewind or re-watch lectures, saving time by not having to travel to and from campus, being able to ask academics instant queries, the use of live captions to help understand accents, and the ability to learn at the student's own pace.
 - It was clear from responses, however, that these benefits had been accompanied by significant difficulties and disadvantages. Students had reported increased isolation, difficulties in accessing staff, an absence of an academic cohort, and challenges with getting to grips with their subject.
 - In response to the survey, several recommendations were being proposed by the Guild with short term actions to directly impact semester two and a wider piece of work to ensure the hybrid model works for staff and students and that issues around in-person learning were addressed.

- iii. A preferendum was due to be held by the Guild soon in relation to support for UCU's national strike.

NOTED:

- iv. The Guild and the University were working very closely on actions related to the survey.
- v. In relation to the preferendum, students should receive appropriate levels of information to be able to make an informed choice

12. OfS Annual Financial Return 2020/21

RECEIVED:

- i. Various elements of the annual financial return which the University was required to submit to the Office for Students (OfS).

REPORTED:

- ii. All providers registered with the OfS were required to satisfy general ongoing condition of registration F3: Provision of information to the OfS, which included the submission of the annual financial return. Requirements of the return included:
 - Signed audited financial statements
 - External audit management letter
 - Approved five year plan:
 - Financial and student number tables in the template from the OfS
 - Commentary in the template from the OfS
 - Transparent Approach to Costing (TRAC) return (this would be submitted to the January 2022 meeting of the Finance and Resources Committee, in advance of submission to the OfS by the deadline of 31 March 2022).
- iii. Since the draft documents had been considered by the Finance and Resources Committee and Audit Committee, there had been a late adjustment made to reflect the positive outcome of the Laureate legal case which had gone in the University's favour, and resulted in a c£7m credit adjustment to the financial statements. Two minor adjustments noted during the audit had also been made for completeness.
- iv. The internal format five year plan had already been approved by Council at the October 2021 Away Day. The five year plan tables and commentary for submission reflected the approved five year plan, with some additional detail as prescribed by OfS. The 2020/21 year would be amended prior to submission to reflect the Laureate adjustment.
- v. The annual financial statements had been prepared using the Accounts Direction provided by the OfS. The review of the year and financial statements, along with the going concern assessment and external audit report, provided an independently verified review of the previous financial year. The five year plan demonstrated that the financial KPI in relation to minimum cash holdings was met over the plan period, and although the plan KPI to achieve a 4% operating surplus was not met until the final plan years, this was due to the ongoing impact of COVID and there were sufficient cash reserves to cover the shortfall.

- vi. The financial review within the accounts highlighted the positive financial performance. The underlying operating surplus of £38.8m, 6.5% was in excess of the Strategy 2026 4% KPI, and reflected the strong emphasis on savings in the year as well as the significant £10m donation for the set up of the new Pandemic Institute (this would be largely spent in future years). It also included the favourable result in relation to the Laureate legal case, a c£7m credit in the year.
- vii. The year-end cash position of £140.2m cash and deposits was an increase in liquid funds of c£46.7m, after allowing for reclassification during the year of £70m cash and assets into long term investments.

AGREED:

- viii. The annual financial return should be approved for submission to OfS, noting that Council had undertaken a deep dive into financial performance at the October Away Day.

13. Assessment of the University of Liverpool as a Going Concern

[A disclosure of interest was noted from Dr C Costello as a member of the ULCCO SP Board.]

RECEIVED:

- i. A paper providing an assessment of the University as a financial going concern for two years from and including 2021/22.

REPORTED:

- ii. The assessment covered testing the University's vulnerability over the next two years to changes in:
 - Its income streams (student fee, research and commercial)
 - The viability of the partners in its various partnerships (e.g. Kaplan, XJTLU etc)
 - The viability of its various subsidiaries (e.g. ULCCO)
 - The robustness of its supply chains that delivered infrastructure and IT services that might lead to changes in its costs
 - The availability of sufficient volume and quality of staff to deliver its operations
 - Financial instruments such as the private placement and the covenants within them
 - Regulation and policy changes such as Brexit.
- iii. The assessment also covered what mitigations would be taken to offset any vulnerabilities, as well as what controls were in place to manage expenditure and cash flow.
- iv. External audit had requested Letters of Support for the following subsidiary companies and joint ventures:

- University of Liverpool Energy Company Ltd
 - ULCCO (Special Projects) Ltd
 - University of Liverpool Construction Company Ltd
 - Sensor City Liverpool Ltd (Joint Venture with LJMU)
 - Agnes Lois Bulley Trust.
- v. In terms of key points arising from the report:
- Noting the treasury floor of £60m, the University had significant reserves of varying liquidity, as well as a number of easily deployable mitigations to allocate against short-term deficits without resorting to borrowing
 - The largest risks to viability surrounded student fee income, particularly from overseas markets
 - There was little risk exposure to the viability of the University's educational partnerships, subsidiaries and operational supply chains
 - Stress testing via on 'plausible downside' and 'reverse stress test' scenarios had been conducted, and this showed that the risk of reserves falling close to the Treasury minimum was extremely unlikely.
- vi. Ernst and Young had indicated that they were satisfied with the going concern position following a review of the going concern paper and the underpinning financial modelling.

AGREED:

- vii. The University's position as a going concern should be approved.
- viii. The letters of support should be issued.

14. OfS – Annual Self-Assessment Compliance Report

RECEIVED:

- i. A report providing assurance to Council in relation to how the University is currently complying with the conditions of the Office for Students (OfS) regulatory framework and highlighting areas of potential risk or where further work is progressing. Also appended to the report was a summary of the events reported to the OfS in the past year.

REPORTED:

- ii. Condition E3 of the OfS regulatory framework placed accountability for ensuring the University's compliance with all of its conditions of registration directly on its governing body.
- iii. A centralised approach to overseeing compliance had been retained through the University Secretary and Director of Legal and Governance. This enabled an effective joined up approach within the University between senior management and activity leads. Overall, there was an understanding and awareness of what action needed to be taken to achieve compliance. Where gaps had been identified, plans were either progressing or in development to address any issues.

- iv. An informal OfS Oversight Group had continued to meet quarterly and receive updates from activity leads on any emerging matters within each of the conditions. This approach ensured the University was continually assessing its approach (rather than an annual point in time assessment). The Informal Group also provided an opportunity to encourage more cross working liaison and helped raise awareness. The Group also directly fed into the University's response to the regular consultations undertaken by the OfS.
- v. A key focus of the activity was to achieve compliance whilst simultaneously identifying ways to add value to current University practices where possible.
- vi. Overall, the majority (20/26) of conditions had been assessed as green, with those conditions highlighted as amber (5/26) having plans in place to address requirements as necessary. This was similar to last year's report. Council could take assurance that no area had been assessed as 'red'.

AGREED:

- vii. The University's internal assessment of its compliance against the conditions of the OfS regulatory framework should be approved.

15. Prevent Annual Report and Data Return

[The Director of Student Administration and Support, Dr Paula Harrison, attended for this item.]

RECEIVED:

- i. The Prevent Annual Report and Data Return, together with an oral overview of the Prevent Duty.

REPORTED:

- ii. The Annual Prevent Duty Report provided an outline of the activities which had taken place to ensure the University meets its statutory obligations in relation to the Prevent Duty.
- iii. The University had continued to work closely with the Liverpool Guild of Students and the City on Prevent matters.
- iv. The University continued to follow its policy on external speakers, involving use of a robust risk assessment by the Guild, appropriate management of any issues at dialogue stage and escalation of any risks.
- v. Enhancing the levels of training provided to staff continued to be a challenging area and colleagues in The Academy were currently exploring a learning management system.

AGREED:

- vi. The Prevent Annual Data Return should be approved for submission to the OfS.

- vii. The Prevent Annual Report should be approved and Council could confirm that it was satisfied that the University continues to meet its Prevent Duty.

16. **Creating a New Research Income Culture: Project CREATE**

Paragraphs i – xii redacted due to commercial interest.

17. **Annual Quality Report**

[The Director of Academic Quality and Standards Division, Ms Trish Barker, attended for this item.]

RECEIVED:

- i. The Annual Quality Report for 2020/21.

REPORTED:

- ii. The report provided assurance to Council regarding the outputs of the quality assurance processes and confirmed the continuing quality and standards of provision across the University and its collaborative partners.
- iii. The report covered: activity during 2020/21; approvals of new activity; monitoring and review activities; development and enhancement activities; evaluation and oversight of processes; student voice; and Office for Students Conditions of Registration (B1-B5 Quality and Standards).
- iv. Due to the COVID-19 pandemic and industrial action, a unique set of circumstances needed to be managed by the University and changes were needed to processes in relation to assessment requirements and the student experience across the University.
- v. All procedures as detailed within the Code of Practice on Assessment (CoPA) and the PGR Code of Practice had been followed. In relation to the Taught CoPA, Appendix D, Annexe 2 had been implemented. The University Board of Examiners (UBE), which had the Institutional External Examiner as a member, had maintained oversight of all assessment and examination processes within the University.
- vi. The report provided evidence of compliance with conditions B1-B5 of the OfS regulatory framework.
- vii. The OfS was developing its approach to the regulation of quality and standards, and had recently been consulting with the sector on how it should set minimum requirements for quality and standards moving forward.
- viii. In view of the recommendations made by Halpin following their recent Governance Review, more work was underway to improve Council's awareness of processes around ensuring academic quality and standards.

NOTED:

- ix. An integrated moderation process was in place with XJTLU, under the oversight of a Chief Internal Moderator and Chief External Examiner. A project was underway with colleagues from XJTLU to explore failure rates.

AGREED:

- x. The Annual Quality Report for 2020/21 should be approved, noting that it should be adapted in future to include more information about key themes, trends, issues, actions and future priorities.

18. Degree Outcomes Statement

[The Director of Academic Quality and Standards Division, Ms Trish Barker, attended for this item.]

RECEIVED:

- i. A report summarising degree outcomes across the institution as a whole and by Faculty, summarising trends in performance and considerations for future activity.

REPORTED:

- ii. The University was expected to publish the statement alongside its assessment regulations.
- iii. The headings in the report were determined by the external guidance for producing the report.
- iv. Over the past five years, on average 79% of students at the University had achieved good honours awards (Class I and II:1). This overall position and the distribution across classes had remained largely stable over that period, despite a significant increase in the overall qualifying student body and a general increase in the entry qualifications presented by our intake.

AGREED:

- v. The Degree Outcomes Statement should be approved.

19. Development and Alumni Relations Annual Report 2020/21

[The Director of Development and Alumni Relations, Ms Suzie Thompson, attended for this item.]

RECEIVED:

- i. A paper providing an update on the Development and Alumni Relations Team's performance in 2020/21.

REPORTED:

- ii. This had been a good year for the team, overachieving on their financial target despite the many ongoing challenges of the pandemic. The financial performance had been heavily impacted by a few, big donations, with donations over £10,000 having a disproportionate impact. A focus on making unpredictable legacy income more predictable and growing the donations over £10,000 was key for the team in the future.
- iii. Digital engagement had been overwhelmingly positive for both financial performance and alumni engagement, enabling the team to continue to reach the community of stakeholders. Online events would continue to be a part of the team's strategy in the future, allowing engagement with important alumni groups where historically geographic spread had made this challenging (e.g. USA, Canada).
- iv. The team was keen to identify the next significant mid- to long-term funding priorities so fundraising efforts could be focussed on a few key areas which would add the most impact to the University and most closely align to Strategy 2026. The Senior Leadership Team would meet with the Director of Development and Alumni Relations to review long term funding priorities.
- v. The Formal Senior Leadership Team had recently approved the following DART metrics for 2021/22, noting that a review of benchmarking and measurement of performance was planned:
 - 6,000 volunteer hours (revised down from 10,000 in previously agreed plan)
 - £4m new funds raised (as previously agreed).

NOTED:

- vi. The Director of Development and Alumni Relations would make contact with Council lay members individually regarding how they might become involved in this area, e.g. through following the work of the team and amplifying the messages, supporting alumni via mentoring, making introductions to networks, and philanthropical support.
- vii. The drop in first time donations was attributable to there not being a telephone campaign in 2020/21 due to COVID restrictions.

20. Statutory Framework Revisions**RECEIVED:**

- i. A report setting out proposed revisions to the Charter, Statutes and Ordinances.

REPORTED:

- ii. An exercise had been undertaken in 2013 to modernise governance arrangements and the Charter, Statutes and Ordinances had been comprehensively revised, simplifying provisions and clarifying roles and responsibilities. Since that time various amendments had been made and the paper presented the latest changes that were deemed to be necessary to bring them up to date in accordance with

current practice, reflect the latest organisational structure, remove gendered pronouns and address the following recommendations/suggestions arising from Halpin's recent Governance Review of the University:

- To align the staff and lay member terms of office on Council at three years, with a maximum of three terms, with staff representatives being subject to the relevant re-appointment or re-election process at the end of each term. This necessitated a change to Ordinances 20.5 and 21.2 to allow elected Senate representatives to also serve for three periods of three years.
 - Amendment of Ordinance 20.1 to remove the automatic ability of the President or Vice-President of Council to serve beyond nine years tenure. In exceptional circumstances where it was considered appropriate for the President or Vice-President to go beyond nine years tenure, this would be subject to a rigorous review and reported in the subsequent Review of the Year and Financial Statements.
 - Amendment of Statute 8.4 to require there to be a lay majority of Council members present for decisions to be agreed.
 - Removal of Statute 8.5 to enable the President of the Guild of Students to be present for all business on the same basis as all Council members.
 - Amendment of Council's constitution to enable the appointment of an additional representative of the student body.
- iii. Following approval by Council, the Charter and Statutes would need to be submitted for formal approval to the Privy Council. The track changes versions had already been submitted to the Privy Council in order to seek their informal advice on the proposed changes, in keeping with the process they recommend.

AGREED:

- iv. A special resolution (a resolution passed by not less than three-fourths of the members present and voting) should be passed to approve the proposed amendments to the Charter, with the 19 members present voting unanimously in favour of the amendments.
- v. An ordinary resolution (a resolution passed by a majority of the members present and voting) should be passed to approve the proposed amendments to the Statutes, with the 19 members present voting unanimously in favour of the amendments.
- vi. The proposed amendments to the Ordinances should be approved.

REPORTS FROM COUNCIL'S COMMITTEES

21. Audit Committee

RECEIVED:

- i. A report on the meetings of the Audit Committee held on 8 October 2021 and 11 November 2021, covering:
- Annual Financial Return to the OfS (*dealt with as a substantive item by Council – see minute 12 above*)

- Assessment of the University of Liverpool as a Going Concern (*dealt with as a substantive item by Council – see minute 13 above*)
- Audit Committee Annual Report
- Annual Review of the Committee’s Terms of Reference, Constitution and Membership
- Risk Management Framework Review and Updated Document
- 2021/22 Internal Audit Plan
- Ernst and Young Draft Audit Planning Report for Year Ending 31 July 2021
- Internal Audit Annual Report 2020/21
- Data Insight Strategy and Action Plan
- Value for Money Annual Statement
- Revisions to the Public Interest Disclosure (Whistleblowing) Policy
- Internal Audit Progress Report
- Private Meetings.

AGREED:

- ii. The Annual Report of the Audit Committee describing the work of the Committee and how it gained the assurances that enable it, in turn, to assure the Council on the robustness of the University’s systems of internal control should be approved, noting that the Committee’s annual opinion was as follows:

‘On the basis of the work undertaken by the internal and external auditors and the action plans agreed by management, and following consideration of other matters presented to the Committee by management, the Audit Committee has concluded that it is satisfied with the adequacy and effectiveness of the arrangements that the University has in place for:

- risk management, control and governance
- sustainability, economy, efficiency and effectiveness (value for money) and
- the quality of data submitted to regulatory bodies’.

- iii. The latest version of the Committee’s Terms of Reference, Constitution and Membership should be approved, noting that only minor factual amendments were necessary.

- iv. The proposed revisions to the Risk Management Framework following a review of one year of operation and PwC’s recent review should be approved, noting that the changes incorporated the following:

- Introduction of version control to the Framework
- Amendments to the Roles and Responsibilities (to reflect Council’s role and the need for a Risk Lead to be allocated to each risk regardless of the level of the Risk Register)
- Introduction of actions that are controls on the Risk Register (any ‘business as usual’ activities and any mitigations that then become ‘business as usual’ are recorded as controls)
- Risk Impact Probability Table amended to more closely follow practice in the sector
- Risk Impact Table amended to show themes rather than specific risk
- Introduction of a biennial review of the Framework, on the understanding that, should circumstances change and it require updating ahead of that

date, it would be returned to the Formal Senior Leadership Team and Audit Committee.

- v. The revised 2021/22 PwC Internal Audit Plan should be endorsed.
- vi. The final version of Ernst and Young Draft Audit Planning Report for the Year Ending 31 July 2021 should be endorsed.

22. Education Committee

RECEIVED:

- i. A report on the meeting of the Education Committee held on 20 October 2021, covering:
 - Terms of Reference, Constitution and Membership 2021/22
 - Annual Quality Report (*dealt with as a substantive item by Council – see minute 17 above*)
 - University of Liverpool Maths School Annual Report
 - Institutional Survey Results 2021
National Student Survey (NSS) 2021
IT Services – Student Satisfaction Surveys NSS 2021
Libraries, Museums and Galleries (LMG) – NSS Response and Action Plan 2021
 - Overview of Strategy for Employability Related Activity
 - Student Success Framework: Objectives for 2021/22
 - Update on Online Partnership Activities
 - University of Liverpool Bursary Review
 - Q4 Performance Report.

NOTED:

- ii. The University of Liverpool Maths School, which had opened in September 2020, was now operating successfully, including in terms of outreach activity. It was believed that with the new Director of Fair Access there would be more focus on universities working with schools to improve education attainment generally.

AGREED:

- iii. The revised Terms of Reference, Constitution and Membership of the Education Committee (which had been updated to reflect several changes in membership including an additional lay Council member and the inclusion of the Head of Sustainability, Policy, and Civic Engagement in reflection of their role in developing and implementing the Student Success Framework) should be approved.

23. Finance and Resources Committee

[Disclosures of interest redacted due to commercial interest. A disclosure of interest was noted from Dr C Costello as a member of the ULCCO SP Board.]

RECEIVED:

- i. A report on the meeting of the Finance and Resources Committee held on 11 November 2021, covering the following items:
 - Annual Financial Return to the OfS (*dealt with as a substantive item by Council – see minute 12 above*)
 - Assessment of the University of Liverpool as a Going Concern (*dealt with as a substantive item by Council – see minute 13 above*)
 - Derby and Hartley Building – Condition and Infrastructure Improvement Works
 - *Section redacted due to commercial interest*
 - Investments Sub-Committee Quarterly Report
 - Recruitment Update
 - Planning and Performance Cycle 2021/22
 - Capital Matters
 - Residential Services Annual Report
 - Foundation Building – Replacement of Heating and Ventilation System
 - The Works
 - Co-location of Liverpool Head and Neck Centre PIs to The Clinical Research and Innovation Base, William Henry Duncan Building.

AGREED:

- ii. The capital mandate to progress on the development of the Derby and Hartley buildings, by undertaking key infrastructure and condition works and next stage design proposals, for the sum of £5.266m, should be approved. The Derby and Hartley Buildings were key strategic assets. This investment would enable the progression of the strategy for the School of Environmental Sciences to meet target timescales. However, it would also give the opportunity to pause before committing to a construction contract for major internal works to enable a review of longer-term priorities and affordability.
- iii. *Paragraph deleted due to commercial interest.*
- iv. *Paragraph deleted due to commercial interest.*

24. Health and Safety

24.1 Health and Safety Governance Committee Annual Report

RECEIVED:

- i. The Annual Report of the Health and Safety Governance Committee (HSGC).

REPORTED:

- ii. As the University's governing body, Council had strategic oversight of all matters related to health and safety for the University. In order to discharge its legal and regulatory responsibilities, Council should seek assurance that effective health and safety arrangements are in place and working. The HSGC Annual Report,

therefore, covered key elements in order to enable Council to discharge its obligations, as follows:

- Governance arrangements
 - Wood Park Farm fatality
 - COVID-19
 - HASMAP
 - External audits and site visits
 - Accidents and incidents 2020/21
 - Key Performance Indicators
 - Safeguarding annual report 2020/21.
- iii. Health and safety had been prioritised over the last year and the profile of health and safety at the University had never been higher. Providing a safe environment for staff and students had been the focus of the Senior Leadership Team. Feedback from staff surveys showed that staff appreciated the support they had received in health and safety matters.
- iv. The COVID-19 pandemic had had a significant effect on normal health and safety arrangements and the report outlined where changes had had to be made to ensure health and safety was managed in a COVID-19 environment.
- v. Governance and oversight of key statutory compliance areas (legionella, fire, gas, electrical and asbestos) had been improved with working groups established covering these areas and reporting to the FRCS Safety Committee. A new Fire Safety Manager had been appointed to improve compliance in this important area.
- vi. The HSE had issued two Improvement Notices relating to laser safety concerns in the Physics and Electrical Engineering labs. The University had taken prompt remedial action to comply with the Improvement Notices which were subsequently removed on re-inspection by the HSE.

NOTED:

- vii. The Eversheds report into the Wood Park Farm fatality would be shared with Council in due course.

AGREED:

- viii. The Annual Report should be approved.

24.2 Action Plan for OfS Statement of Expectations for Preventing and Addressing Harassment and Sexual Misconduct

RECEIVED:

- i. The University's action plan in response to the OfS Statement of Expectations for Preventing and Addressing Harassment and Sexual Misconduct.

REPORTED:

- ii. The OfS had recently published a Statement of Expectations to Prevent and Address Harassment and Sexual Misconduct, outlining practical steps and providing consistent standards for HE to support the development and implementation of effective policies and procedures to prevent and to respond to incidents of harassment and sexual misconduct.
- iii. The action plan was the University's response to the Statement. It detailed what had already been done and what action was still required, along with timelines and delegated responsibilities.
- iv. The action plan would be reviewed regularly at the Safe and Welcoming Campus Environment Board which had representation from both the University and the Liverpool Guild of Students.
- v. The Statement was not a regulatory requirement and the OfS was therefore not seeking to use its enforcement powers in relation to it.

AGREED:

- vi. The action plan should be endorsed.

25. Nominations Committee

RECEIVED:

- i. A report on the meeting of the Nominations Committee held on 11 November 2021, covering:
 - The Committee's Terms of Reference, Constitution and Membership 2021/22
 - Consideration of the Appointment of a Senior Independent Governor (SIG).

AGREED:

- ii. The minor amendments to the Terms of Reference, Constitution and Membership to make the language gender neutral should be approved.
- iii. A Senior Independent Governor should not be appointed at this time as it was not considered that such a role would add value or fill any current gap, but that sector practice should continue to be monitored and the position should be reviewed on an annual basis.

26. Remuneration Committee

RECEIVED and NOTED:

- i. A report on the meeting of the Remuneration Committee held on 11 November 2021, covering the following items:
 - Annual Review of Terms of Reference, Constitution and Membership 2021/22

- Annual Remuneration Report to Council 2020/21
- Compliance with CUC Higher Education Senior Staff Remuneration Code
- Review of Market Supplements Currently in Place
- A Report on Senior Staff Matters
- The Annual Summary of the Vice-Chancellor's Expenses 2020/21.

AGREED:

- ii. The minor revisions to the Terms of Reference, Constitution and Membership (which had been updated to use more gender neutral language and correct a typographical error) should be approved.
- iii. The Annual Remuneration Report to Council 2020/21 should be approved. This had been produced in accordance with the Committee of University Chairs (CUC) Higher Education Senior Staff Remuneration Code published in June 2018 and took into account Halpin's specific points arising from their recent Governance Review about last year's version of the University's annual report. The report would be published on the publicly available Remuneration Committee webpage and a link to it provided in the Corporate Governance Statement section of the publicly available annual Financial Statements.

27. Research and Impact Committee

RECEIVED and NOTED:

- i. A report on the meeting of the Research and Impact Committee held on 21 October 2021, covering the following items:
 - Research Income
 - Project RISE Update
 - Negotiations with Elsevier in the context of 'Plan S'
 - Licencing of Materials Deposited into the University Repository to Meet Funder Open Access Requirements
 - Reimagining our Aims and Aspirations, Libraries, Museums and Galleries 2019-2026.

28. Annual Report from the Research Integrity and Governance Committee 2020/21

RECEIVED and NOTED:

- i. The annual report on the activity of the Research Integrity and Governance Committee (RIGC), describing the work of the Committee to uphold and develop the robustness of the University's research integrity framework. The report also highlighted significant items reported by the sub-committees of the RIGC, namely: the Sponsorship Committee (which oversees projects sponsored by the Joint Research Office Partners), the Animal Welfare and Ethical Review Body, the Human Material Oversight Committee, and the Clinical Trials Oversight Committee.

29. Date of Next Meetings

NOTED:

- i. The next formal meeting would be held at 2pm on Thursday 10 February 2022.
- ii. The next informal meeting would be held at 11.30am on Tuesday 14 December 2021.