

MINUTES OF THE UNIVERSITY OF LIVERPOOL COUNCIL

**MEETING HELD ON 24 NOVEMBER 2022
AT GREENBANK HOUSE, GREENBANK STUDENT VILLAGE**

Present:	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; Cilla Ankrah-Lucas; Fiona Cullen; Barry Flynn; Dr Kashmir Gill; Vanessa Griffiths; Dr Roger Platt; Hans van Mourik Broekman; Dr Diana Walford; Professor Hazel Scott; Professor Thomas Teubner; and Kieran O'Sullivan.
Apologies:	Vasiliki Samuels, President of the Liverpool Guild of Students; Helen Miller; Professor Julia Balogun; and Kathryn Manley.
In Attendance:	Kevan Ryan, Clerk to Council/University Secretary and General Counsel; Nicola Davies, Chief Financial Officer; and Emma Leonard, Head of Governance and Deputy Secretary.

UNRESERVED BUSINESS

COMMITTEE AND MEMBERSHIP MATTERS

1. Council Membership 2022/23

RECEIVED and NOTED:

- i. A document providing Council's membership for 2022/23.

2. 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.

3. Guidance on Diversity and Equality Compliance for Committees

RECEIVED and NOTED:

- i. The note updated for 2022/23 which provided guidance for report authors on how to demonstrate consideration of diversity and equality matters in their activities when populating report templates, as well as clarifying the role and responsibilities of committee/board members in ensuring that the University upholds diversity and equality compliance through its decision-making bodies.

4. 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'.

5. 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.

6. Minutes of Previous Meetings

6.1 Unreserved Minutes of the Meeting Held on 14 July 2022

AGREED:

- i. The unreserved minutes of the meeting held on 14 July 2022 should be approved as an accurate record.

6.2 Notes of the Away Day Meeting Held on 5 October 2022

AGREED:

- i. The notes of the Away Day meeting held on 5 October 2022 should be approved as an accurate record.

7. Report on Action Taken by the President on Behalf of Council and Business Dealt with Via Circulation

RECEIVED:

- i. A report on action taken by the President on Council's behalf and business dealt with via circulation since the last business meeting.

REPORTED:

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

Revised Freedom of Speech Policy (approved 5 September 2022)

To approve some minor/uncontentious changes to the Freedom of Speech Policy, pending a full review being undertaken once new legislation is passed.

A Review of Programme Ordinances for Programmes within the Faculty of Health and Life Sciences (HLS) (approved 5 September 2022)

To approve several Programme Ordinance changes. The majority of the changes were minor and had been made to bring the Ordinances up to date with the current HLS structure and to reflect revised terminology (e.g. the use of

extenuating circumstances rather than mitigating circumstances). More major changes had been made to the following Ordinances:

Ordinance 47(A): Degree of Bachelor of Dental Surgery to ensure alignment between the approved Programme Specification and Ordinance and to reflect curriculum introduced in 2019.

Ordinance 48: Degree of Bachelor of Science in Dental Therapy to ensure alignment between the approved Programme Specification and Ordinance.

Ordinance 52(A): General Ordinance for Modular Master's Degrees, Postgraduate Diplomas, Postgraduate Certificates and Postgraduate Awards (applicable to students who commenced their studies from 2014/15 onwards) to allow the part-time PGCert Oral and Maxillofacial Surgery programme to have a maximum registration period of four instead of three years and for this to be recorded as a footnote in the Ordinance. An existing footnote relating to the MSc Oral and Maxillofacial Surgery programme had also been removed as this had been added in error.

Student Protection Plan (approved 5 September 2022)

To approve a revised Student Protection Plan. A periodic review of the Student Protection Plan had been undertaken to update it and to take account of feedback provided by the OfS. A number of updates had been made including references to periods of major disruption, Level 7 Degree Apprenticeships and the University's responsibilities to applicants when programmes are withdrawn.

Academic Misconduct Policy and Procedures (approved 5 September 2022)

To approve the revised version of the Academic Misconduct Policy and Procedures. This had been included in the Senate report to the July 2022 Council meeting, but it had been noted that the Policy was still being reviewed by the Academic Quality and Standards Committee and Assessment and Feedback Working Group and that further changes might be required. That review had now concluded and the Vice-Chancellor had taken Chair's action on behalf of the Senate to agree to recommend approval of a revised version (although the fundamental principles of the Policy had not changed).

Appointments to Committees (approved 5 September 2022/20 September 2022)

To approve the re-appointment of Dr Paul Ewing as a member of the Enterprise Board for the period 1 August 2022 to 31 July 2025.

To approve the re-appointment of Barry Flynn as a member of the Audit Committee for the period 1 August 2022 to 31 December 2022 (noting that he had also recently become a member of the Finance and Resources Committee). This short period of re-appointment would ensure sufficient membership of Audit Committee whilst an additional co-opted Audit Committee member was recruited. It was agreed that, as the conditions stipulated by the CUC HE Audit Committees Code of Practice for cross-representation on both Committees were met, it was justifiable to re-appoint Mr Flynn for a brief period.

To approve the appointment of Lim I-An Christopher Jr as a nominee director of the University of Liverpool in Singapore (ULIS) for the period from 20 September 2022 until the date that the company is dissolved. As an employee of ULIS's appointed company secretarial firm, Dentons Rodyk and Davidson LLP, Lim I-An Christopher Jr would be able to ensure that ULIS continued to comply with Singapore corporate law whilst ULIS wound down its operations in Singapore.

Revised Policy on the Safeguarding of Children, Young People and Vulnerable Adults (approved 3 October 2022)

To approve some minor amendments to the Safeguarding Policy, mainly in relation to the recording of cases.

- iii. Since the last business meeting of Council, the following matters had been dealt with via email circulation to members:

UUK Consultation on the Approach to a Governance Review of USS (circulated 11 August 2022)

Members received for information/comment a paper setting out the main proposals for UUK's review of the governance of USS and a suggested response from the University to those proposals.

University of Liverpool Pension Fund – Investment Strategy Consultation (circulated 22 August 2022)

Members received a paper providing the University with formal notification of a proposed change to the investment strategy for the ULPF that had been agreed in principle by the Trustee. Members approved the following:

- To implement a new allocation to Multi Asset Credit
- For this new investment to be funded from a combination of a reduced allocation to Diversified Growth and the current overweight allocation to Global Equity.

University of Liverpool Pension Fund Actuarial Valuation July 2021 – Use of Surplus and Contributions Approach (circulated 26 September 2022)

Members received a paper regarding the outcome of an exercise carried out on behalf of the University by the ULPF Actuary which set out options to enable the University to retain the level of employer contributions at the current level of 16%.

Members approved the option below for ULPF Trustee sign off:

- For the use of the scheme surplus for two years (ending 31 October 2024) to avoid the need to increase employer contributions by 1.5%
- To share the increase in contributions from 1 November 2024, 1/3 (0.5%) employee and 2/3 employer (1%).

AGREED:

- iv. The action taken by the President on Council's behalf as outlined in 7ii above should be endorsed.

ITEMS FOR APPROVAL/DISCUSSION/NOTE

8. President's Communications

RECEIVED:

- i. An oral report from the President of Council.

REPORTED:

- ii. Lord Michael Heseltine had recently delivered a fantastic State of the Nation lecture for the Heseltine Institute.

- iii. The Committee to Nominate a Chancellor had met on 21 November 2022 and its recommendation would be circulated to Council members for approval shortly.
- iv. Professor Tim Jones, the incoming Vice-Chancellor, continued to engage with Senior Leadership Team colleagues as part of his induction.

9. Clerk to Council's Communications

RECEIVED:

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

REPORTED:

- ii. On 2 February 2023 the High Court was scheduled to hear a request for a group litigation order to be made in relation to claims against University College London of disruption to studies caused by industrial action and the COVID-19 pandemic. This was the first in a series of claims being brought by the 'Student Group Claim' against UK universities. Alongside 17 other universities, the University had received a letter before action associated with this. Members would be kept updated on this issue.

10. Vice-Chancellor's Communications

10.1 Oral Report

RECEIVED:

- i. An oral report from the Vice-Chancellor.

REPORTED:

- ii. The Vice-Chancellor had recently signed a Memorandum of Understanding with the Aristotle University of Thessaloniki in the presence of the Greek HE Minister, Niki Kerameus. The Greek Minister was a very public supporter of and advocate for Greek universities and talked about their importance to both the societal and economic health of the nation.
- iii. The Vice-Chancellor continued to keep colleagues updated on the ongoing discussions which Universities UK International (UUKi) was having in order to advocate for UK Association to EU research programmes.
- iv. Research intensive institutions had been reassured by the maintenance of the commitment to spend £20bn on research and development funding announced last week in the Government's autumn budget statement. This positive news followed a concerted lobbying effort by Universities UK and the Russell Group who had joined with over 100 business organisations, education leaders and individual researchers in writing to the Chancellor to urge against cuts to research and development funding.

10.2 Summary of External Engagements

REPORTED:

- i. Since the May 2022 meeting of Council, the Vice-Chancellor had met with, hosted or attended meetings regarding the following:

25 May	UUK International Policy Network
27 May	UUK-Nominated Director to the USS Board Shortlisting
9 June	Russell Group Board and Dinner with Bridget Philipson, Shadow Secretary of State
10 June	AHRC Council, London
13 June	UoL Long Service Awards
14 June	Official Naming for Dorothy Kuya Halls of Residence
15 June	UUK New Vice-Chancellors Dinner, London
16 June	Russell Group German U15 Presidents Visit, London
17 June	UUK-Nominated Director to the USS Board Interviews
21 June	UUK UK-Ireland Roundtable on Research and Innovation Collaboration
22 June	UUK International Horizon Briefing
23 June	The Royal Society: Making the UK a Global Science Superpower Workshop, London
24 June	UUK International-VLIR on UK's Association to Horizon Europe UUK Board
28 June	UUKi/UK-Ukraine Twinning Conference and MoU Signing
1 July	Speaker at Association of British Chinese Professors Conference
13-17 July	Trip to Singapore for University of Liverpool in Singapore Graduations and Alumni Events
7/8 September	UUK Annual Conference, Leicester
22 September	Russell Group Board and DAAD Dinner with German Ambassador, London
6 October	UUKi Task and Finish Group Horizon Europe Alternatives
10 October	UUKi International Strategic Advisory Board
14/15 October	British Council Greek-British Symposium: Strengthening the Ties: Tourism, Education and Culture, Athens
18 October	Leverhulme Trust Lecture and Dinner, London
21 October	UUKi Director Interviews, London
27/28 October	EUA Council, Brussels
2 November	Natalie Golding, Leadership College for Government, London
3-11 November	Alumni Visit US – Meetings with Key Donors/Benefactors.

11. Liverpool Guild of Students Update

NOTED:

- i. The Guild Officers had decided that they would not be attending any University meetings as a way of standing in solidarity with the University and College Union which was engaged in industrial action on this date. The President and Deputy President of the Liverpool Guild of Students had therefore submitted their apologies for the meeting.

12. Financial Statements and OfS Annual Financial Return 2021/22

[Disclosures of interest were noted from N Davies as a Director of the ULEC, ULCCO, ULCCO SP and Sensor City Boards, and from Dr C Costello and K Ryan as Directors of the ULCCO SP Board.]

RECEIVED:

- i. Various elements of the annual financial return which the University was required to submit to the Office for Students (OfS), together with the latest going concern assessment focussing on the two year period to 31 July 2024.

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.

The internal TRAC commentary would be submitted to the January Finance and Resources Committee meeting for information and the TRAC return would be submitted to OfS by the deadline of 31 January 2023.

- iii. The internal format five year plan had been approved by Council in July 2022. Since approval, there had been late adjustments made reflecting the material and positive impact of increased funding body grants awarded for 2022/23 along with the anticipated impact for the outer years of plan.
- iv. 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 on overseas student numbers and additional investment to support Strategy 2026, and there were sufficient cash reserves to cover the shortfall.
- v. Key points arising from the going concern report were as follows:
 - Noting the University's treasury floor of £60m, it had significant reserves of varying liquidity as well as a number of 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 and geopolitical impacts on the medium-term inflation

- 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 showing that the risk of reserves falling close to the Treasury minimum or the risk level was extremely unlikely.

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:

- vi. The audited financial statements along with the going concern assessment and the external auditor's management report should be approved, noting that the more streamlined financial statements were an improvement.
- vii. The amendments to the five-year plan along with the financial tables and associated commentary for the annual financial return should be approved.
- viii. The letters of support requested by the external auditor as part of the going concern assessment for the following subsidiary companies and joint ventures should be issued:
 - 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.

13. 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 reportable 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 General Counsel. This enabled an effective joined up approach between senior management and activity leads. Over the past year, a number of additional measures to improve staff awareness and understanding of the University's regulatory responsibilities had been introduced. This included briefings for Faculty Management and Leadership Teams, as well as the

development of a suite of staff intranet pages to act as a central staff resource for knowledge and support.

- 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. 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 (17/25) of conditions had been assessed as green, with those conditions highlighted as amber (7/25) having plans in place to address requirements as necessary (with 1/25 not applicable). This overall assessment was similar to last year's report. The slight increase of assessments rating as amber reflected the University's proactive approach to addressing actions identified as a result of revisions to the quality and standards conditions implemented by the OfS. 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, noting that the Audit Committee could be asked to undertake a deep dive should any areas of concern emerge.

14. Prevent Briefing, Annual Report 2021/22 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 a presentation providing an overview of the Prevent Duty in Higher Education.

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. Different approaches to training to maximise staff engagement had continued to be trialled. The imminent acquisition of a Learning Management System would assist with identifying staff who need to complete Prevent training.

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, noting the focus on campus cohesion and positive relationships.

15. University Mental Health Provision and Information Sharing

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

RECEIVED:

- i. A presentation providing a student mental health update and covering: Student Mental Health Overview; Student Experience Pre Project; Student Experience Post Project; Impact; Counselling and Mental Health 2020/21; Consent to Share Information; and the University Mental Health Charter.

REPORTED:

- ii. There was an increase in students declaring mental health difficulties and this upward trend was likely to continue. There was an increased complexity in presentation alongside increased expectations of support.
- iii. Senior members of the University had led the Improving Student Mental Health through Partnership Working Project – a joint mental health initiative with Liverpool John Moores University, Mersey Care, Brownlow Health Central and the Innovation Agency – funded by the partners and the Office for Students to tackle the gaps between universities and NHS services. The project focused on provision for students who were experiencing significant mental health difficulties and distress. Two new services had been established as a result: UCOPE provided therapeutic interventions for students who self-harm, and the Student Liaison Service ensured effective information sharing in relation to students presenting to NHS urgent care services and universities.
- iv. In relation to consenting to share information, the University preferred the trusted contacts model whereby students were asked to provide a trusted contact for a range of circumstances (not just mental health) as part of registration. It was believed that the University was more likely to have contact details for the most vulnerable students using this model.
- v. The University had joined the University Mental Health Charter programme in October 2022 and planned to make a submission in late 2024.
- vi. An update on this area of activity would be given to Council later this academic year.

16. Industrial Action and Cost of Living Update

RECEIVED:

- i. A presentation from the Director of HR focussing on the measures that the University was implementing to support its staff during the cost of living crisis, and upcoming planned industrial action.

REPORTED:

- ii. The University had recently announced that all colleagues on Grades 1 to 9 would receive an additional payment of £100 per month until May 2023. The University would also adopt the increase in the Real Living Wage from November 2022, two months earlier than in previous years and six months sooner than the scheme required. Other measures included: provision for a salary advance for Grades 1-9; implementation of grading supplement; signposting to reputable financial advice and credit unions; creation of a staff bank to provide internal availability of additional hours; energy and insulation advice; advice and information on travel; and personal support through the Employee Assistance Provider.
- iii. Following national ballots, members of the University and College Union (UCU) had voted in favour of industrial action (strike action and action short of a strike) in relation to pay and pensions. As these were national 'aggregate' ballots, the outcomes applied to all universities whose UCU branches had participated in the ballot, and would therefore affect 150 UK universities. UCU had confirmed that they intended to ask members at these universities, including Liverpool, to take strike action across three days in November, 24, 25 and 30 and action short of a strike from 23 November 2022.
- iv. UCU would be re-balloting early in 2023 to extend the mandate to cover a marking and assessment boycott. Unison and Unite were also in the process of balloting their members.
- v. In response, the University had re-established its Industrial Action Working Group to develop mitigations to ease the impact of the upcoming industrial action on both its staff and students.

17. Academic Quality and Standards Matters

17.1 Annual Quality Report 2021/22

RECEIVED:

- i. The Annual Quality Report for 2021/22, covering: activity during 2021/22; 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).

REPORTED:

- ii. The report provided assurance regarding the continuing quality and standards of the University's awards.
- iii. 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 and used where appropriate, though planned industrial action had not taken place.
- iv. The University Board of Examiners had approved a 'Guidance for Board of Examiners' document to protect the interests of students and ensure the quality and standards of awards.
- v. Where necessary, subject areas had also ensured that appropriate discussions had been held and expectations of Professional Statutory and Regulatory Bodies had been met where appropriate.
- vi. As the report was retrospective in relation to the last academic year, it provided evidence of compliance with the previous conditions B1-B5 of the OfS Regulatory Framework. Looking forward, the OfS had recently published revisions to its ongoing conditions of registration in relation to quality and standards, and work was now underway to map and align the University's approach to these new requirements.

AGREED:

- vii. The Annual Quality Report for 2021/22 should be approved, noting that it would be beneficial to draw out any issues and how they are being addressed in future reports to provide additional context.

17.2 Degree Outcomes Statement 2022**RECEIVED:**

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

REPORTED:

- ii. UUK advised that institutions publish these statements as part of their transparent approach to assessments and outcomes.
- iii. Following approval, the statement would be published on the Academic Standards and Quality Division's website.
- iv. Over the past five years, 84% of students at the University had achieved good honours awards (Class I and II:I). The overall position and the distribution across classes had remained largely stable until 2020/21 when there had been a rise in the number of students awarded Class I and the proportion of good honours awards had risen to 88% due to the safety net provisions and the changes to assessment instituted by the University in the Major Disruption

Policy. This proportion had dropped in 2021/22 to 86% with the number of Class I awards closer to pre-pandemic norms.

AGREED:

- v. The Degree Outcomes Statement for 2022 should be approved.

18. Development and Alumni Relations Annual Report 2021/22 and Strategy

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

RECEIVED:

- i. A report providing:
- The Development and Alumni Relations (DART) Annual Report which included an update on performance in the 2021/22 academic year and a summary of governance and due diligence completed
 - The DART Strategy highlighting the key aims, objectives and priorities for the team over the next five years which should see key metrics around engagement and fundraised income achieved.

REPORTED:

Development and Alumni Relations Annual Report

- ii. A lot of planning and preparatory work had been completed across the year to ensure there were some new robust campaigns to take to the funder community. It was hoped that both IntoUniversity and The Pandemic Institute would generate significant new funds. Two major new campaigns and overseas travel back to pre-pandemic levels meant the team had reason to feel confident about achieving the fundraising target of £4.5m.
- iii. The Alumni Engagement team had delivered on its volunteering targets, as well as playing an active role in the management and delivery of over 90 catch up graduation events. The team was working to embed alumni voice more actively in its engagement strategy and would implement a refresh of the volunteering offer this year, making it more responsive to shifting alumni interests and supportive of institutional goals.

Development and Alumni Relations Strategy

- iv. Across a number of months, the Development and Alumni Relations team had engaged in several planning sessions to review the current position and the greatest opportunities to deliver a step change in performance. Subject to approval, a business case for investment would follow in the next planning round. The strategy set out the priorities for the team and KPIs were set based on the current level of resource. A business case would present revised KPIs which could be scaled subject to the level of investment.

REPORTS FROM COUNCIL'S COMMITTEES

19. Audit Committee

RECEIVED:

- i. A report on the meetings of the Audit Committee held on 7 October 2022 and 10 November 2022, covering:
 - Annual Financial Return to the Office for Students (*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 12 above*)
 - Audit Committee Annual Report
 - Annual Review of the Committee's Terms of Reference, Constitution and Membership
 - 2022/23 Internal Audit Plan
 - Ernst & Young Audit Planning Report for Year Ending 31 July 2022
 - Internal Audit Annual Report 2021/22
 - Value for Money Annual Statement
 - 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 revised 2022/23 PwC Internal Audit Plan should be endorsed.
- v. The final version of Ernst and Young Draft Audit Planning Report for the Year Ending 31 July 2022 should be endorsed.

20. Education Committee

RECEIVED:

- i. A report on the meeting of the Education Committee held on 20 October 2022, covering:
 - Education Committee: Updated Terms of Reference, Constitution and Membership
 - Fitness to Study and Engage in Student Experience Policy (*also recommended by the Senate, see minute 28 below*)
 - Annual Quality Report (*dealt with as a substantive item by Council – see minute 17.1 above*)
 - Joint Meeting Between the Education and Research and Impact Committees
 - Education for Sustainable Development Working Group – Project Plan
 - University of Liverpool Maths School Annual Report
 - Institutional Survey Results
 - NSS and PGT Survey 2022
 - Libraries, Museums and Galleries – NSS Response, Action Plan and Broader Priorities
 - IT Services – NSS Response, Action Plan and Broader Priorities
 - Student Success Framework Update
 - Q4 Performance Report.

AGREED:

- ii. The revised Terms of Reference, Constitution and Membership of the Education Committee should be approved, noting that the changes were required to:
 - Capture a number of staffing changes that had occurred recently
 - Reference the Committee's role in considering PGR matters bi-annually, by joining together with the University's Research and Impact Committee.

21. Finance and Resources Committee

[Disclosures of interest were noted from Professor Dame Janet Beer and Dr C Costello as members of the Sciortec Board, and from Dr C Costello, N Davies and K Ryan as members of the ULCCO SP Board.]

RECEIVED:

- i. A report on the meetings of the Finance and Resources Committee held on 16 September 2022 and 10 November 2022, covering the following items:
 - Annual Financial Return to the Office for Students (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 12 above*)
 - Disposal of Former Carnatic Residences Site – Update
 - School of Architecture Extension and Refurbishment Project (Sustainability Enhancements and Proceed to Construction)

- Investments Sub-Committee Quarterly Report
- Enterprise and Entrepreneurship Annual Report
- Update on Proposal to Transfer University's Holding in Sensor City to Sciontec Developments Limited
- Recruitment Update
- Planning and Performance Cycle 2022/23
- People Spotlight Update
- FRCS0071 Veterinary School Teaching Space Expansion – Main Campus
- Quarter 4 Report and Year End Financial Results
- 2020/21 TRAC Benchmarking
- School of Architecture Extension and Refurbishment Project.

AGREED:

- ii. *Paragraph redacted due to commercial interest.*
- iii. The proposal to allow the continuation of the School of Architecture Extension and Refurbishment project to the construction stage, and by doing this removing the requirement to continue to seek approval on a stage by stage basis (which had been introduced as a mitigation measure in response to the financial uncertainty brought by the COVID-19 pandemic) should be approved.
- iv. The following revised wording for the fossil fuel exclusion within the Ethical Investment Policy should be approved:
 - Companies that derive significant income from the exploration and extraction of fossil fuels including thermal coal, oil, gas and tar sands.

22. Health and Safety

22.1 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:
 - COVID-19 pandemic update
 - Hybrid working issues
 - Legislative updates or new guidance (external and internal)
 - Health and safety policy and plan
 - Governance arrangements
 - Health and Safety Executive related issues
 - Audits (internal and external)

- Statutory compliance
- Accidents/incidents
- Safety Adviser's Office Inspection
- Obligatory training feedback
- Wellbeing
- Resources
- Key performance indicators
- Risk register – key risk issues
- H&S in large projects
- General training programme feedback
- Feedback from Consultative Committee on Health and Safety (CCHS)
- Safeguarding annual report 2021/22.

REPORTED:

- iii. COVID rules had been agreed for the first term and continued to be under review.
- iv. A set of University rules for managing health and safety during hybrid working still needed to be agreed.
- v. It had been agreed that TU members of the CCHS could call additional meetings in addition to the three planned meetings if there was an issue of concern that needed immediate attention/discussion.
- vi. The HSE had indicated that in the autumn they may be in a position to inform the University of likely action to be taken following the Wood Park Farm Fatality.
- vii. Health and safety resource issues were being addressed with new posts being introduced across a range of areas.
- viii. The Faculty of Science and Engineering had created a red risk rating following concerns about the condition of the Robert Robinson Chemistry building.
- ix. Members of the CCHS were in support of setting up a new 'improvement group' to consider how existing systems could be improved/standardised.

AGREED:

- x. The HSGC Annual Report should be approved.

22.2 Report of Meeting of the Health and Safety Governance Committee Held 18 October 2022

RECEIVED:

- i. A report on the meeting of the Health and Safety Governance Committee held on 18 October 2022, covering:
 - Terms of Reference, Constitution and Membership 2022/23
 - Staff Wellbeing Strategy and Action Plan
 - Notifiable Diseases Prevention and Outbreak Management Plan

- Fitness to Study and Engage in Student Experience Policy (*also recommended by the Senate, see minute 28 below*)
- Progress Against Institutional Plan 2021/22 and Draft Institutional Health and Safety Plan for 2022/23.

AGREED:

- ii. The revised Terms of Reference, Constitution and Membership of the Health and Safety Governance Committee should be approved, noting that the changes were required to:
 - Include the Director of Estates Management, and Business Continuity Management Lead, as a full member of the Committee
 - Reference that the Committee would oversee the implementation of actions plans related to wellbeing activity – thereby further strengthening the link between health, safety and wellbeing activity.
- iii. The University’s new Staff Wellbeing Strategy and complementary Wellbeing Action Plan 2022-26 should be approved. The strategy and supporting action plan were designed to embed wellbeing considerations within the way in which the University operates, which would have a positive impact on the mental health and wellbeing of staff, thereby having a positive impact on the service provided to students.
- iv. The Notifiable Diseases Prevention and Outbreak Management Plan should be approved. The Plan set out the University’s approach to the prevention and management of notifiable diseases and replaced other operational documents relating to the management of Meningitis and COVID-19. Providing an overarching framework in this way would ensure a consistent approach with clearly defined roles and would assist with clear communication with external agencies including the local Public Health Team and the UH Health Security Agency.

23. Nominations Committee

RECEIVED:

- i. A report on the meeting of the Nominations Committee held on 10 November 2022, covering:
 - Lay Membership of Council
 - Key Themes Arising from Council Member Appraisals.

AGREED:

- ii. The proposed approach to the upcoming recruitment exercise to recruit three new replacement lay members vice Molyneux, Johnson and Platt should be endorsed. This would involve the use of an external recruitment consultant, as was common practice in the sector.
- iii. The proposal of the EDI Committee that the University should not set diversity targets for Council membership at this time and should instead focus on the actions suggested by the Committee for increasing diversity should be approved.

This position should continue to be kept under review and considered at least every two years.

- iv. The recommendation of the Nominations Committee that a Senior Independent Governor should not be appointed at this time should be approved.

24. Remuneration Committee

RECEIVED and NOTED:

- i. A report on the meeting of the Remuneration Committee held on 10 November 2022, covering the following items:
 - Annual Review of Terms of Reference, Constitution and Membership 2022/23
 - Annual Remuneration Report to Council 2021/22
 - Annual Review of the Strategic Reward for Senior Staff Policy
 - Report on Senior Staff Matters
 - Annual Summary of the Vice-Chancellor's Expenses 2021/22.

AGREED:

- ii. The revisions to the Terms of Reference, Constitution and Membership should be approved, noting that they were required to:
 - Remove the reference to a bonus payment for the Vice-Chancellor as this was no longer relevant
 - Change the reference to the policy on outside earnings to just cover Senior Leadership Team members.
- iii. The Annual Remuneration Report to Council 2021/22 should be approved. This had been produced in accordance with the Committee of University Chairs Higher Education Senior Staff Remuneration Code. 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.

25. Research and Impact Committee

RECEIVED:

- i. A report on the meeting of the Research and Impact Committee held on 20 October 2022, covering the following items:
 - Research and Impact Committee – Updated Terms of Reference, Constitution and Membership
 - CREATE Q4 Performance Report
 - Updates from the Librarian on Rights Retention and on Publisher Negotiations
 - Joint Meeting with the Education Committee.

AGREED:

- ii. The revised Terms of Reference, Constitution and Membership of the Committee should be approved, noting that the changes were required to:
 - Add point c) relating to collaboration with the University's Education Committee on PGR provision
 - Update the membership and remove gendered titles.

26. Annual Report from the Committee on Research Ethics 2021/22

RECEIVED:

- i. The annual report on the activity of the Committee on Research Ethics covering the 2021/22 academic year and describing the work of the Committee to implement and develop the robustness of the University's research ethics framework.

27. Annual Report from the Research Integrity and Governance Committee 2021/22

RECEIVED and NOTED:

- i. The annual report for 2021/22 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.

28. Senate

RECEIVED:

- i. A report on the meeting of the Senate held on 16 November 2022, covering the following items:
 - Senate Standing Orders 2022
 - Fitness to Study and Engage in Student Experience Policy
 - Annual Quality Report (*dealt with as a substantive item by Council – see minute 17.1 above*)
 - Degree Outcomes Statement (*dealt with as a substantive item by Council – see minute 17.2 above*)
 - RISE Update
 - NSS Results
 - T&S Promotions Guidance
 - Institute of Systems, Molecular and Integrative Biology Restructure
 - Admissions, Appeals and Complaints
 - OfS Compliance Report.

AGREED:

- ii. The revised Standing Orders of Senate should be approved, noting that they would be reviewed further as part of the external Senate effectiveness review which was due to take place this academic year.
- iii. The Fitness to Study and Engage in Student Experience Policy should be approved. The policy would replace the Policy and Procedures to Determine and Support a Student's Fitness to Continue in Study and was designed to address the support needs of students with complex needs, particularly in relation to their mental health. The new policy also introduced a risk assessment which aligned with the Student Conduct Policy and provided clear appeal routes. A consequential minor amendment to the Fitness to Practise Policy to ensure consistency about which policy was applied should also be approved. This would mean amending 2fi in the Fitness to Practise Policy to read: *For students who are on a programme included in the scope of this policy, these Procedures will take precedence over sections 10-13 of the University's Fitness to Study Policy.*

29. Thanks

NOTED:

- i. This was the last Council meeting for Professor Dame Janet Beer who would retire from the role of Vice-Chancellor on 31 December 2022.

AGREED:

- ii. Dame Janet should be thanked for her tremendous leadership and commitment over the past seven years, with very significant improvements having been made in relation to the student experience, research performance and civic engagement, along with the physical transformation of the campus.

30. Date of Next Meeting

NOTED:

- i. The next meeting would be held at 2pm on Thursday 9 February 2023.