



MINUTES OF THE UNIVERSITY OF LIVERPOOL COUNCIL

**MEETING HELD ON 24 NOVEMBER 2023
AT THE SYDNEY JONES LIBRARY**

Present:	Carmel Booth, President (in the Chair); Hans van Mourik Broekman, Vice-President; Professor Tim Jones, Vice-Chancellor; Professor Richard Black, Provost and Deputy Vice-Chancellor; Vasiliki Samuels, President of the Liverpool Guild of Students; Cilla Ankrah-Lucas; Dr Alison Campbell; Dr Mark Carawan; Fiona Cullen (via Zoom); Barry Flynn; Dr Kashmir Gill (via Zoom); Mark Proctor; Matthew Reed; Dr Diana Walford; Professor Hazel Scott; Professor Thomas Teubner; Kieran O’Sullivan; and Kathryn Manley, Deputy President of the Liverpool Guild of Students.
Apologies:	Vanessa Griffiths; Helen Miller; and Professor Julia Balogun.
In Attendance:	Professor Gavin Brown, Pro-Vice-Chancellor for Education; Dr Carol Costello, Director of People and Services; Nicola Davies, Chief Financial Officer; Professor Anthony Hollander, Pro-Vice-Chancellor for Research and Impact; Kevan Ryan, Clerk to Council/University Secretary and General Counsel; and Emma Leonard, Head of Governance and Deputy Secretary.

Prior to the meeting, members received a presentation on Libraries, Museums and Galleries from the Director of Libraries, Museums and Galleries, Dr Matthew Greenhall, and participated in a tour of the Sydney Jones Library.

UNRESERVED BUSINESS

1. Student Engagement

Council was joined by two of the Libraries, Museums and Galleries Student Partners, Leena Mohamed and Neil Drew-Lopez, who presented to members on what they do in the role, why they applied, the application process, and how the programme will benefit them.

COMMITTEE AND MEMBERSHIP MATTERS

2. Council Membership 2023/24

RECEIVED and **NOTED**:

- i. A document providing Council’s membership for 2023/24.

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. Committee Roles and Responsibilities in Relation to Diversity and Equality 2023/24

RECEIVED and NOTED:

- i. A guidance document 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 in its decision making.

5. University Policy on Disclosure of Interest

RECEIVED and NOTED:

- i. A hyperlink to the recently revised Policy and supporting Procedure for Disclosing and Managing Conflicts of Interest, circulated annually to committees and boards.

REPORTED:

- ii. Several changes were being made to the Council member annual returns/disclosures of interest process and this would be communicated shortly.

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 relevant minute headings below.

7. Minutes of Previous Meetings

7.1 Minutes of the Meeting Held on 11 July 2023

AGREED:

- i. The minutes of the meeting held on 11 July 2023 should be approved as an accurate record.

7.2 Notes of the Away Day Meeting Held on 28 September 2023

AGREED:

- i. The notes of the Away Day meeting held on 28 September 2023 should be approved as an accurate record.

8. Report on Action Taken by the President on Behalf of Council and Business Dealt with by the Pensions Sub-Group

RECEIVED:

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

REPORTED:

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

To approve the following investment decisions:
Paragraph redacted due to commercial interest.

Revisions to the Scheme of Delegation (approved 21 August 2023)

To approve minor revisions made to the Scheme of Delegation, mainly to:

- Reflect the current wording of the Statutory Framework
- Reflect already approved changes (e.g. revised financial delegated authority levels and Health and Safety Governance Committee delegated powers)
- Update titles.

Establishment of the Pensions Sub-Group (approved 12 September 2023)

To approve the Terms of Reference, Constitution and Membership of the Pensions Sub-Group.

Constitution of the Joint Committee on Honorary Degrees (approved 19 October 2023)

To approve the recommendation made via Chair's action on behalf of the Senate to streamline the constitution and membership of the Joint Committee on Honorary Degrees, removing three Council representatives and three Senate representatives.

Fraud Response Plan (approved 31 October 2023)

To approve a recommendation made via Chair's action on behalf of the Audit Committee to approve updates made to the Fraud Response Plan.

Modern Slavery Statement for the Financial Year Ending 31 July 2023 (approved 1 November 2023)

To approve the revised Modern Slavery Statement for publication.

Award of Honorary Degree to Professor Dame Janet Beer (approved 3 November 2023)

To agree the recommendation of the Joint Committee on Honorary Degrees and via Chair's action on behalf of the Senate that the former Vice-Chancellor, Professor Dame Janet Beer, should be invited to receive an Honorary Doctor of Letters to be conferred in December 2023.

Membership of Committees

To approve the following appointments to committees/boards:

- Professor Georgina Endfield as a member of the Liverpool University Press Board for the period until 31 July 2026 and the re-appointment of Richard

Charkin and Toby Faber for the period until 31 December 2025 (approved 5 September 2023)

- Gurpreet Rai as a lay member of the Central University Research Ethics Committee for the period until 31 July 2026 (approved 19 October 2023)
- Helen Miller as Chair of the Remuneration Committee for the period to 31 July 2024 (approved 23 October 2023)
- Dr Alison Campbell as a member of the Enterprise Board for the period to 31 July 2026 (approved 2 November 2023).

- iii. Since the last business meeting of Council, the following matters had been dealt with by the Pensions Sub-Group:

2023 USS Valuation Consultation

Universities UK (UUK) had written to universities in late July regarding the Universities Superannuation Scheme (USS) Technical Provisions consultation with UUK, related to the 2023 valuation. The Pensions Sub-Group supported this proposal in September 2023.

The Proposed Final Package of Changes Arising from the 2023 Valuation of the Universities Superannuation Scheme (USS)

Agreement was sought from the Pensions Sub-Group to give the University's full support to a statement, agreed between UUK negotiators and the UCU negotiators, in respect of concluding the 2023 valuation of the USS pension scheme and the finalisation of the valuation. The Pensions Sub-Group supported this proposal in October 2023.

AGREED:

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

ITEMS FOR APPROVAL/DISCUSSION/NOTE

9. President's Communications

RECEIVED:

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

REPORTED:

- ii. The President of Council had agreed to serve as one of the Committee of University Chairs' nominees on the Universities and Colleges Employers Association Board.

10. Clerk to Council's Communications

RECEIVED:

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

REPORTED:

- ii. The University was currently participating in an Advance HE Academic Governance Collaborative Project as a precursor to a full effectiveness review of the Senate which would be completed prior to the end of the academic year.

11. Vice-Chancellor's Communications

RECEIVED:

- i. A report from the Vice-Chancellor on University, sector wide and political news, covering:

University Updates

- Dr Michael Potts
- New University Strategy
- Visit to Bengaluru
- Performance in External Measures and Rankings
- Israel/Gaza
- Graduation
- Academic Health Sciences Campus
- Research Fellowship Scheme
- New Teaching Spaces

Higher Education Sector and Political Updates

- Visit to MIF by Sir Keir Starmer
- Activity at Labour Party Conference
- Further Political Engagement Update
- Industrial Action at UK Universities
- UUK Report *Universities Powering the NHS*
- Russell Group
- HEPI Report on Student Accommodation.

REPORTED:

- ii. The University was broadly supportive of the outcomes of the recently published independent review of university spin-out companies, and the spending announcements designed to drive innovation and support investment in the UK's most promising high growth companies.

12. Liverpool Guild of Students Update

RECEIVED:

- i. An oral update from the President of the Liverpool Guild of Students.

REPORTED:

- ii. Recent activity had focussed on: welcome talks; More than a Month campaigning; liberation groups; and cost of living issues.

- iii. Employment opportunities for students within the University were promoted and there were several initiatives in place, e.g. careers coaches, disability coaches etc.
- iv. The Guild had not released a statement on Israel/Gaza.

13. Development and Alumni Relations Annual Report 2022/23

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

RECEIVED:

- i. The Development and Alumni Relations Annual Report 2022/23.

REPORTED:

- ii. It had been a strong year for the team, who had delivered all the planned activity set out in the annual plan. While it was disappointing not to have achieved the income target, the significant amount of work to diversify the pipeline of gifts and bring in donations from new donors had led to a sharp increase in proposals and reason to feel confident going into 2023/24.
- iii. There was no doubt that performance had been impacted by staff attrition, with just four people currently focussed on fundraising for gifts over £10k. Financial performance had also been impacted by a couple of decisions regarding seven figure donations being delayed into the current financial year. That said, the team had been delighted to hit target for the new IntoUniversity Centre which was now open in Kirkby and currently the number of donors in the major gift pipeline was at its highest ever level, including several first-time donors.
- iv. A new alumni engagement measurement model was in place which allowed mapping of engagement across all of the alumni community, the first time this had been possible, and a model which was still rare in the sector. It had been a standout year for volunteer engagement, with greater numbers of alumni volunteering than ever before.
- v. The process of recruiting to the new roles agreed as part of the approved investment case was well underway.
- vi. Next year, the team would move into the earliest phases of campaign planning which would involve a detailed assessment into institutional readiness to undertake such a campaign. A new VC Circle would be launched, to support cultivation and stewardship of gifts at the highest level. The number of global alumni ambassadors in key target markets would be increased and several overseas trips were planned to India, Singapore, Hong Kong and the US.

14. Financial Statements and OfS Annual Financial Return 2022/23

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 2025.

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.
- iii. The annual financial statements had been prepared using the Accounts Direction provided by the OfS, published in October 2019. There had been no changes in the year. The Chief Financial Officer's report highlighted the financial performance – the underlying operating surplus of £10.8m or 1.6% was down on prior year of £16.1m or 2.6%, with additional income more than offset by inflationary pressures and additional strategic investment in staff, estate and IT. Closing cash and current (liquid) investments of £114.1m were down from £134.4m in prior year, but remained significantly above the minimum cash holdings target of £60m. The reduction was primarily driven by the increased level of investment activity in the University estate.
- iv. Following circulation of the papers to Council, Ernst and Young had advised of a late change to the Letter of Representation, which confirmed their belief that the effects of any unadjusted audit differences accumulated by the University during the current audit and pertaining to the latest period presented were immaterial, both individually and in the aggregate, to the consolidated and institution financial statements taken as a whole.
- v. Since Council had approved the five-year plan in July 2023, a number of changes were expected, for example to the USS pension provision following the latest valuation. However, the University did not expect material changes to its cash forecasts and, as such, it was not proposed to amend the five year plan prior to submission to the OfS. A full planning exercise was about to commence which would better align with the University's new strategy, Liverpool 2031.
- vi. 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 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 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:

- vii. The annual financial return and the audited financial statements along with the going concern assessment should be approved, noting that the University's status as a Public Interest Entity which placed additional reporting and disclosure requirements on its annual financial statements alongside more rigorous audit requirements provided additional assurance.
- 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.

15. Office for Students – 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 OfS regulatory framework and highlighting areas of potential risk or where further work is progressing as well as information regarding upcoming regulatory changes. Also appended to the report was a summary of the events reported to the OfS in the last 12 months and near misses.

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.
- 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. The Group also provided an opportunity to encourage more cross

working liaison, helped raise awareness, and 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 (18/25) of conditions had been assessed as green, with those conditions highlighted as amber (6/25) having plans in place to address requirements as necessary (with 1/25 not applicable). This overall assessment was similar to last year's report. 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 in future the report should make clearer why compliance with a condition was rated as amber and what action would be necessary to move the rating to green.

16. Prevent Annual Report 2022/23 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.

REPORTED:

- ii. The 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. The implementation of the new Learning Management System within HR would assist with demonstrating compliance around staff training, an area the OfS had noted as in need of attention.

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.

17. Pay Gap Report 2023

RECEIVED:

- i. The Pay Gap Report for 2023.

REPORTED:

- ii. The Gender Pay Gap report was a statutory requirement and was undertaken using a snapshot of data on 31 March each year, with a duty to publish by 31 March the following year. In line with a number of other universities, the University also provided ethnicity, disability and sexual orientation pay gap information as good practice and as a way of supporting wider Equality, Diversity and Inclusion (EDI) commitments.
- iii. The key findings in relation to the gender pay gap were as follows:
 - The slight reduction in the mean gender pay gap was due to the changes in the quartiles, including a slight increase in females in Quartile 4 (highest earners)
 - The eradication of the median gender bonus pay gap could be attributed to the increased number of bonus payments made to staff below Grade 10, who were issued a cost of living payment of a standard £100 (pro-rated on FTE) per month, in response to the cost of living crisis
 - The increased median gender pay gap was attributed to changes in quartile figures, with more females in Quartile 1 (lowest earners) and an overall increase in females in Quartile 1 and Quartile 2
 - The cost of living crisis led to an increased number of bonus payments; whilst this favoured women in relation to the median bonus gap, the pro-rata-ing of the payments which disproportionately affected females (as a higher proportion were part-time) combined with the other bonus payments (e.g. Performance Related Bonuses, Exceptional Contribution Awards and Clinical Excellence Awards) led to an increase in the mean bonus pay gap.
- iv. The median pay gap favouring the People of Colour (POC) population was linked to POC individuals having a higher average income due to their higher representation in research and academic roles and lower prevalence in lower graded roles.
- v. The disability pay gap (favouring unknown-disability) and sexual orientation pay gap (favouring heterosexuals) was linked to representation of known-disability and LGBO staff in lower pay grades.
- vi. Over the course of 2023/24 the following actions would be taken to help address the pay gaps:
 - Establish an Equality Objectives Working Group to drive forward the University's new Equality Objectives Action Plan (2022-2028), which includes pay gap specific actions
 - Improve disclosure rates of equality monitoring information
 - Consistently review provisions required to further the University's offering of development opportunities, in order to support talent pipelines with a focus on underrepresented groups

- Include EDI contributions in promotion and Exceptional Performance Award (EPA) criteria
- Review EPA processes, focusing on Quartile 1 colleagues, due to historic data indicating the small numbers of Quartile 1 manual colleagues being put forward for EPAs
- Use positive action to recruit men, and underrepresented POC (men and women) to apprenticeships
- Pilot a targeted mentoring programme for career progression of POC
- Create career progression case studies featuring women and POC colleagues moving from Quartile 1 (lowest earners) to higher grade roles, to encourage career progression and furthering the diversity of staff in Quartile 1 roles
- Explore ways in which to encourage more male and POC applications to lower grade roles
- Review inclusive recruitment practices and guidance, with a focus on Positive Action
- Provide refresher Unconscious Bias training for Annual Review panel members
- Build upon existing relationships with community-based organisations, with the aim of further engaging with a diverse range of prospective applicants.

AGREED:

- vii. The Pay Gap Report for the snapshot date March 2023 and the additional analysis provided should be approved.

18. Annual Quality Report 2022/23

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

RECEIVED:

- i. The Annual Quality Report for 2022/23.

REPORTED:

- ii. The Annual Quality Report was a summary report to assure Senate and Council that quality assurance processes were in place to maintain quality and standards and enhance the student experience.
- iii. The report covered the following areas:
 - External matters in relation to quality and standards
 - New programme approvals, including those approved for delivery at XJTLU
 - New partnerships approved via the Due Diligence Panel
 - Annual monitoring activity for internal UoL programmes and for collaborative partnerships
 - Internal Periodic Reviews for taught programmes and PGR activity
 - Institutional renewal/review for collaborative partnerships
 - Code of Practice on Assessment and PGR Code of Practice amendments/additions.

The appendices also contained additional information regarding the University's management of the quality and standards of programmes delivered at XJTLU, with Kaplan Online and as part of the University's degree apprenticeship.

NOTED:

- iv. Implementation of the actions identified as a result of the various processes was closely monitored.

AGREED:

- v. The Annual Quality Report for 2022/23 should be approved, noting that a solid framework was in place.

REPORTS FROM COUNCIL'S COMMITTEES

19. Senate

RECEIVED:

- i. A report on the meeting of the Senate held on 15 November 2023, covering the following items:
 - Annual Quality Report (*dealt with as a substantive item by Council – see minute 18 above*)
 - Fitness to Practise Policy and Procedures
 - Student Complaints Policy and Procedure
 - Special Meeting 19 September 2023: Strategy 2031
 - REF2028
Code of Practice for the Evaluation and Selection of Research Outputs for REF 2028
Protocols for REF 2028 Planning, Preparation and Governance
 - Admissions Appeals and Complaints
 - Reports from Senate's Committees:
Education Committee
Research and Impact Committee.

AGREED:

- ii. The revised Fitness to Practise Policy and Procedures should be approved. The Policy and Procedures underwent significant change and became operational in December 2019. Following the initial implementation period, lessons learned regarding good practice (particularly during the COVID-19 pandemic), further benchmarking against other Russell Group and local Institutions, as well as ensuring compliance with the OIA's Good Practice Framework, meant that some further amendments had been identified. Changes included: a reduction in the size of the panel from six to four members, allowing panels to be arranged more quickly; the Chair having a casting vote in a tied panel making the final determination; an additional appeal route 'that there is compelling evidence that the outcome was disproportionate to the finding'; and further clarification that the Investigating Officer recommends a course of action to the Faculty Executive

Pro-Vice-Chancellor, rather than determines a course of action that must be followed.

- iii. The updated Student Complaints Policy and Procedure should be approved. The current Student Complaints Policy and Procedure over-complicated the early stages of a complaint, whereby it stated a full investigation needed to be completed into any concerns raised. This was not always practical or necessary. The amended policy introduced early resolution, whereby colleagues could manage and address student concerns at a very early stage. The amended Policy also allowed for more serious complaints to be escalated to an investigation under the Formal stage straight away, without the need to attempt to resolve things informally first. Experience had shown that complaints requiring a full investigation were very rarely resolved at the informal stage, therefore these changes prevented the need to have duplicate investigations which would decrease the workload for staff and also increase the speed at which a student could gain a resolution to their complaint. Finally, the policy outlined that the Review stage would be just that, a review of the investigation that had been carried out and assessing the reasonableness of the outcome, rather than a reinvestigation.

20. Audit Committee

RECEIVED:

- i. A report on the meetings of the Audit Committee held on 5 October 2023 and 10 November 2023, covering:
 - Annual Financial Return to the Office for Students (*dealt with as a substantive item by Council – see minute 14 above*)
 - Assessment of the University of Liverpool as a Going Concern (*dealt with as a substantive item by Council – see minute 14 above*)
 - Audit Committee Annual Report
 - 2023/24 Internal Audit Plan
 - Internal Audit Annual Report 2022/23
 - 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, subject to an amendment being made to reflect that the UKVI audit had been given a high risk rating. 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:

- governance, risk management, and control
 - sustainability, economy, efficiency and effectiveness (value for money) and the quality of data submitted to regulatory bodies.’
- iii. The revised 2023/24 PwC Internal Audit Plan should be endorsed.

21. Finance and Resources Committee

RECEIVED:

- i. A report on the meetings of the Finance and Resources Committee held on 15 September 2023 and 10 November 2023, covering the following items:
- Office for Students Annual Financial Return 2022/23 (*dealt with as a substantive item by Council – see minute 14 above*)
 - Strategy Implementation Update
 - Pay Gap Report 2023 (*dealt with as a substantive item by Council – see minute 17 above*)
 - Investments Sub-Committee Quarterly Report
 - Updated Finance and Resources Committee Terms of Reference and Membership
 - Potential Land Acquisition: Overview
 - People Spotlight Update (Employee Value Proposition)
 - Annual Report on Endowment Usage and Impact
 - Forecast 4 and Quarter 4 Performance Report (*dealt with at the Council Away Day held on 28 September 2023*)
 - University Strategic Framework, Liverpool 2031 (*dealt with at the Council Away Day held on 28 September 2023*)
 - Transparent Approach to Costing (TRAC) Processes and Compliance
 - IP Spin Out Guidelines.

AGREED:

- ii. The overview of the forward plan and key milestones for the enabling plans to deliver the Liverpool 2031 Strategic Framework and update on implementation progress to date should be approved.
- iii. The proposed changes to the University’s Ethical Investment Policy should be approved, noting that the amendments were being made to:
- define significant revenues as 5% for the exclusions
 - introduce a trigger for pooled funds
 - require managers to produce an annual governance report on areas of key interest
 - amend the wording on the fossil fuel exclusion to extraction and production
 - combine the two tobacco exclusions.
- iv. The proposed changes to the Committee’s Terms of Reference, Constitution and Membership should be approved, noting that the main revisions related to:
- Changing references from Human Resources to ‘People’

- Adding two new posts to the membership, the Provost and Deputy Vice-Chancellor, plus an additional Council lay member
- Updating the Committee's role in reviewing the TRAC Statement of Requirements and noting its role in overseeing the activity of the University's new Pensions Sub-Group
- To enable the Committee, through delegated authority, to make investment decisions up to £15m on the University's Investment Portfolio, thereby aligning with its delegated spending powers for capital investment.

22. Health and Safety Governance Committee Annual Report

RECEIVED:

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

REPORTED:

- ii. As the 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:

- Reinforced Autoclaved Aerated Concrete
- External enforcing and investigative bodies update
- COVID-19 pandemic update
- Hybrid working issues
- Legislative updates or new guidance (external and internal)
- University health and safety policy and plan
- Governance arrangements
- Statutory compliance management
- Accidents/incidents
- Safety Adviser's Office inspections
- Health and safety training
- Wellbeing
- Key performance indicators
- Health and safety in large projects
- General training programme feedback
- Feedback from the Consultative Committee on Health and Safety
- Safeguarding Annual Report 2022/23.

NOTED:

- iii. The new Learning Management System within HR would assist with more accurate reporting in relation to health and safety training completion rates.

AGREED:

- iv. The HSGC Annual Report should be approved.

23. Joint Committee on Honorary Degrees

RECEIVED:

- i. A report on the meeting of the Joint Committee on Honorary Degrees (JCHD) held on 2 November 2023.

AGREED:

- ii. The recommendations of the JCHD, which had been endorsed by the Senate at its meeting held on 15 November 2023, should be approved and the following individuals should be invited to accept honorary degrees to be conferred at degree ceremonies in 2024:

- Amanda Blanc
- John (Tiong) Chuang
- Paul Dulhaney
- Dr Stephen Garnett
- Professor Shirley Thompson OBE
- Kelly Vere

and that Professor Michael Parkinson should be invited to receive an honorary fellowship.

24. Remuneration Committee

[The Vice-Chancellor was not present during consideration of the Vice-Chancellor's Objectives 2023/24 and Annual Summary of the Vice-Chancellor's Expenses 2022/23.]

RECEIVED:

- i. A report on the meeting of the Remuneration Committee held on 10 November 2023, covering the following items:
 - Annual Review of Terms of Reference, Constitution and Membership 2023/24
 - Annual Remuneration Report to Council 2022/23
 - Vice-Chancellor's Objectives 2023/24
 - Annual Review of the Senior Staff Remuneration Policy
 - Annual Review of Senior Leadership Team Salaries
 - Non-Clinical Professorial and Equivalent Professional Services Staff Salary Review 2023
 - Report on Senior Staff Matters
 - Annual Summary of the Vice-Chancellor's Expenses 2022/23.

AGREED:

- ii. The revisions to the Remuneration Committee's Terms of Reference, Constitution and Membership should be approved, noting that they were required to:

- Change references to the Strategic Reward for Senior Staff Policy to read Senior Staff Remuneration Policy
 - Change the constitution of the Committee to remove reference to the Vice-President being Chair, to reflect that the Chair was now Helen Miller, and to provide for there to be one rather than two lay members of Council on the Committee alongside the President and Vice-President.
- iii. The Annual Remuneration Report to Council 2022/23 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.
- iv. The Vice-Chancellor's performance objectives (both key institutional objectives and personal objectives) for 2023/24 should be approved. These objectives would form the basis for a review of the Vice-Chancellor's performance in the early summer of 2024, the outcome of which would be reported to the Remuneration Committee when it meets in June 2024. At this meeting the President of Council would make recommendations for any performance award. The recommendation(s) of the Remuneration Committee would then be made to a meeting of Council in July 2024.

25. Annual Report from the Committee on Research Ethics 2022/23

RECEIVED:

- i. The annual report on the activity of the Committee on Research Ethics covering the 2022/23 academic year and describing the work of the Committee to implement and develop the University's research ethics framework.

26. Annual Report from the Research Integrity and Governance Committee 2022/23

RECEIVED and NOTED:

- i. The annual report for 2022/23 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.

27. Date of Next Meeting

NOTED:

- i. The next meeting would be held at 2pm on Tuesday 6 February 2024.