



**UNIVERSITY
OF LONDON**

BOARD OF TRUSTEES

Wednesday, 24 November 2021, at 4.00 pm
Woburn Suite, Senate House

MINUTES

PRESENT

Jane Andrewartha
Colin Bailey
Stella Beaumont (attended *via* Microsoft Teams)
Abdul Bhanji
Frances Corner (attended *via* Microsoft Teams)
Richard Dearlove (Chair)
Andrew Halper (attended *via* Microsoft Teams)
Paul Layzell
Kieran Murphy
Malcolm Roberts
Andrew Ratcliffe
Stuart Reid
Mark Storey (attended *via* Microsoft Teams)
Wendy Thomson
Rosalyn Wilton (Deputy Chair – attended *via* Microsoft Teams)

APOLOGIES

Philip Clark
Michael Spence

IN ATTENDANCE

Rita Akushie (Chief Financial Officer)
Sam Brenton (Director of Online Education, University of London
Worldwide) (for BTMM 5559-62 - attended *via* Microsoft Teams)
Simon Cain (Director of Human Resources)
Lizzy Conder (Director of Finance and Planning)
Jacob Crittenden (Director of Information Technology and
Digital Services)
Damaris Currie (Central Secretariat)
Jo Fox (Pro-Vice Chancellor (Research and Engagement))
Jo Pinson (Director of Strategic Communications and Marketing)
John Stewart (University Secretary)
Mary Stiasny (Pro Vice-Chancellor (International, Learning and
Teaching))

Minutes of the Previous Meeting on 13 October 2021

Minutes of the Meeting on 13 October 2021

5546 The Board confirmed the minutes of the meeting held on 13 October 2021.

*Note of the Joint Meeting of the Board of Trustees and the Vice-Chancellor's
Executive Group (VCEG) on 13 October 2021*

5547 A note of the key matters discussed at the Joint Meeting of the Board of Trustees and VCEG on 13 October 2021 had been provided for members' information (BT1599, Confidential). The note also highlighted areas where further work would be undertaken.

Matters Arising

5548 The Board noted the Matters Arising report (BT1600).

Vice-Chancellor's Report

5549 Members noted the Vice-Chancellor's Report (BT1601, Confidential), including a list of the Vice-Chancellor's Main Activities and Meetings since 13 October 2021 (Appendix BT1601A).

5550 The Vice-Chancellor highlighted the following:

- (i) The outcome of the recent University and College Union (UCU) ballots on industrial action against proposed changes to the Universities Superannuation Scheme (USS) and about the 'four fights' (i.e. pay, casualisation, workload and equalities). More information had been provided in the Human Resources (HR) Update elsewhere on the agenda (BTM 5611 below refers).
- (ii) Recent notifications that Nicola Dandridge, Chief Executive of the Office for Students (OfS), would leave the organisation at the end of April 2022 and that John Blake would be replacing Chris Millward as Director for Fair Access and Participation at the OfS. Alongside the latter announcement, the Minister of State for Higher and Further Education, the Rt. Hon. Michelle Donelan MP, had written to higher education providers on 24 November 2021 to draw attention to guidance issued to the OfS on a new direction for access and participation (Appendix BT1601B, Tabled).
- (iii) The scheduled hosting by the University of the first in-person London Anchor Institution Conference on 14 December 2021. The Vice-Chancellor was Co-Chair of the London Anchor Institution Steering Group, established as part of the long-term recovery effort from the COVID-19 pandemic.
- (iv) The update on the University of London Boat House. The University had proposed new arrangements for the Boat House to representatives of ULBC Trust Limited, the registered charity that leased and operated the Boat House.

Student Clubs and Societies

5551 Members noted the update in the report on the continuing discussions with the University of London clubs and societies about the three options for their future: close down; transfer to the students' union of a Member Institution; or set up a new charity (individually or collectively) to provide the governance and management of the clubs and societies under the University of London brand. Members highlighted the need for careful consideration of the

arrangements for those transferring or becoming part of a charity, in particular in relation to use of the University of London brand and the new legal agreements that would be required regarding the licence of the brand.

Commonwealth Studies

- 5552 The Board noted the update on implementation of the recommendations from the Inquiry into the future of Commonwealth Studies at the University. Further to a query about the funding of the associated plans and projects, the Board was informed by the Pro Vice-Chancellor (Research and Engagement) of ongoing work in this area, including: discussions with stakeholders around priorities and areas of focus; the potential for establishing a range of partnerships; and consideration of appropriate financial models. It was anticipated that further information would be provided to the Board in the Spring Term 2022.

ANNUAL FINANCIAL STATEMENTS

Annual Report of the Audit and Risk Assurance Committee (ARAC) for 2020-21

- 5553 The Board considered the ARAC's Annual Report for 2020-21 (BT1602, Confidential), which included:

- (i) The Terms of Reference of the ARAC (Appendix BT1602A)
- (ii) The Uniac Internal Audit Annual Opinion (Appendix BT1602B, Confidential)

BTMM 5554-58 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

New Distance Learning Programme Development in 2022-23, under Strategic Partnerships with Member Institutions

- 5559 It was agreed to vary the order of the agenda to take this item next.
- 5560 The Director of Online Education, Worldwide, joined the meeting for the item. Paul Layzell declared an interest in the item because some of the new programmes were part of the University's strategic partnership with Royal Holloway, University of London (RHUL), of which he is Principal.
- 5561 The Pro Vice-Chancellor (International, Learning and Teaching) introduced a report on the portfolio of new programmes due to be launched in 2022-23 under the University's strategic partnerships (BT1616, Confidential). Members noted information on the seven new distance learning programmes to be developed under the partnerships with Birkbeck, University of London (Birkbeck) and RHUL, noting that these included high demand, hybrid degrees and also a smaller qualification in the creative industries.
- 5562 The Director of Online Education reported that the University was delighted to be partnering with Birkbeck and RHUL in developing the new programmes. He explained that the programmes had been designed: to complement the existing portfolio; to align with the University strategy, Member Institution strengths, and market demand; and to enable cost efficiencies. The Board noted the portfolio of new programmes.

5563 The Director of Online Education left the meeting at the end of the item.

Going Concern Assessment for the Financial Statements for the Year Ended 31 July 2021

5564 The Board considered the going concern assessment for the Financial Statements for 2020-21 (BT1603, Confidential), noting the cashflow forecast covering the period to July 2023 (Appendix BT1603A, Confidential).

5565 The Chief Financial Officer reported that plausible downside scenarios had been considered and associated mitigations identified as part of the careful scenario analysis detailed in the report. The Chair of the Finance Committee, Rosalyn Wilton, reported that the Committee had concurred with the assessment of the University management that, based on the analysis of risk and available mitigations, the financial statements should be prepared on the going concern basis.

5566 **AGREED**

- (i) The Board concurred with the conclusion that the going concern basis was appropriate and there were no material uncertainties.
- (ii) The Board approved the going concern assessment, and for the Financial Statements for the year ended 31 July 2021 to be prepared on the going concern basis.

University Financial Statements for 2020-21

5567 The Board considered a report on the Financial Statements for the University for the year ended 31 July 2021 (BT1604, Confidential). Members noted that the draft Financial Statements (Appendix BT1604A, Confidential), the Report from the External Auditors, KPMG LLP (Appendix BT1604B, Confidential), and the Letter of Representation to the External Auditors (Appendix BT1604C, Confidential) had been considered in detail by the ARAC at its meeting on 15 November 2021.

5568 The Board was informed that the financial statements of the three active University subsidiaries, CoSector Limited, Senate House Services One Limited and Senate House Worldwide Limited, had also been audited by KPMG and approved by their directors, and were scheduled to be signed that day, 24 November 2021. The Director of Finance and Planning also informed the Board that the Unified Trust Fund Annual Report and Financial Statements had been circulated to, and approved by, the Investments Committee with a view to being signed by the Chair of the Investments Committee, also on 24 November 2021.

5569 **AGREED**

- (i) The Board approved the University's Financial Statements for 2020-21 (Appendix BT1604A).
- (ii) The Board authorised the Chair of the Board of Trustees and the Vice-Chancellor to sign on its behalf:
 - (a) The balance sheets
 - (b) The Letter of Representation to the External Auditors (Appendix BT1604C).

FINANCE

BTMM 5570-74 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

2021-22 Restated Budget (BT1606, Confidential)

5575 The Board considered a report on a proposed re-stated budget for 2021-22 (BT1606, Confidential), including the Investment Schedule (Appendix BT1606A, Confidential).

BTMM 5576-78 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

5579 AGREED

The Board approved the Restated Budget for 2021-22.

Management Accounts for the Three Months to 31 October 2021

5580 The Board considered the Management Accounts for the three months to 31 October 2021 (BT1607 and Appendix BT1607A, both Confidential). Members welcomed the new format of the report.

BTMM 5581-84 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

OfS Conditions of Registration D (financial sustainability) and G (accountability for fees and funding)

5585 The Director of Finance and Planning presented a report on University compliance with the OfS conditions of registration D and G (BT1608). Members noted the assurances provided within the report in relation to the University's compliance with these conditions of registration.

Report from the Finance Committee

5586 The Chair of the Finance Committee presented a report on the key issues discussed by the Finance Committee at its meeting on 11 November 2021 (BT1609, Confidential). She reported that the review of the 2020-21 results from distance learning programmes had provided helpful information on the relationship between revenue and surplus generated by distance learning. The Committee would receive, at its next meeting, more information on revenue and student data in relation to the various courses and Member Institutions.

BTMM 5587-88 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Prevent Duty Accountability and Data Return for 2020-21

5589 The Board considered a report which provided assurance to the OfS on the University's continued compliance with the statutory Prevent Duty (BT1610, Confidential). The report included the updated Prevent Duty Risk Assessment

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(excluding confidential information at BTMM 5554-58, 5570-74, 5576-78,
5581-84, 5587-88, and 5608)

and Action Plan (Appendix BT1610A, Confidential) and the annual accountability declaration for submission to the OfS (Appendix BT1610B, Confidential).

5590 AGREED

The Board approved the annual accountability declaration set out at Appendix BT1610B and authorised the Chair to sign the declaration and to submit it to the OfS.

University of London Safeguarding Policy

5591 The Board considered a report (BT1611) on the proposed University Safeguarding Policy (Appendix BT1611A), noting that the policy had been reviewed by the ARAC and by VCEG.

5592 AGREED

The Board approved the Safeguarding Policy.

New University of London Policy on Complaints

5593 The Board considered a report on a new draft policy on complaints (BT1612). The Pro-Vice Chancellor (International, Learning and Teaching) had led the project to review and update the framework for handling complaints, appeals and other representations received by the University, including from its students. A proposed single policy was presented for the Board's consideration (Appendix BT1612A); members noted the intention for this policy to be supported by a range of procedures.

5594 The Board was informed that the ARAC had discussed the policy in detail at its meeting on 15 November 2021, and that amendments had been made to the draft following feedback received.

5595 The Board noted that many universities had established "anonymous" on-line platforms to enable the reporting of incidents of racial or sexual harassment. Further consideration was being given to this matter, with VCEG overseeing work in this area to ensure that any systems introduced were appropriate for the University's specific situation and needs. It was anticipated that VCEG would agree a way forward by the end of the Spring Term 2022.

5596 A member of the Board commented on the need to ensure the policy took account of the principles of natural justice for those accused anonymously. He also asked that external legal advice should be sought on the draft policy and procedures as a whole.

5597 It was noted that the policy was distinct from the "whistleblowing" policy, which already existed in the form of Ordinance 23 on Public Interest Disclosure. The University Secretary was reviewing Ordinance 23 as part of the implementation of the governance review.

5598 The Board supported the direction of travel, noting that further work on the policy would be taken forward.

5599 AGREED

The finalised policy and supporting procedures would be submitted to the Board in due course for approval or endorsement as appropriate. Members

suggested the documents should be accompanied by information on how the new policy and procedures met recommended best practice for the sector.

Report from the Nominations Committee

- 5600 The University Secretary presented a summary of the meeting of the Nominations Committee on 4 November 2021 (BT1613, Confidential). Highlighting the update on the process for the recruitment of new Trustees, the University Secretary reported that he would shortly be circulating a light-touch skills audit to all the current Trustees, to help inform the search process.
- 5601 The Vice-Chancellor updated the Board on the recruitment process for the new University Secretary. Interviews had taken place on 19 November 2021, and it was hoped that an announcement regarding an appointment would be made shortly. Due to the likely interregnum between John Stewart's retirement in late February and the permanent appointment commencing, the process for securing an interim appointment was continuing and the Vice-Chancellor anticipated that an announcement would be made in the coming days.

Annual Sustainability Report 2019-20

- 5602 The Board noted the Annual Sustainability Report for the 2019-20 academic year (BT1614 and Appendix BT1614A). Members noted the intention to make the report available on the University website and the staff intranet.

Strategic Risk Register Update November 2021

- 5603 The Chief Financial Officer introduced a report (BT1615, Confidential) on a revised Risk Appetite Statement (Appendix BT1615A, Confidential) and the updated Strategic Risk Register (Appendix BT1615B, Confidential).
- 5604 The Board discussed the proposed Risk Appetite Statement, which had been considered by the ARAC at its October and November 2021 meetings and recommended to the Board. The Committee had welcomed the work undertaken. The Chief Financial Officer informed the Board that, in an instance where the University was deemed to be operating outside of its stated risk appetite, a detailed briefing would be presented to the ARAC and, where recommended by the ARAC, the briefing would also be presented to the Board.
- 5605 Support was expressed for the Risk Appetite Statement, with comment that it would provide a useful tool for the University and the Board.
- 5606 There was discussion about the risk appetite categories assigned to 'Student Experience and Wellbeing' and the 'Federation' and whether these were appropriate. The Director of Finance and Planning advised that the category assigned to 'Student Experience and Wellbeing' was intended to reflect the need for ongoing innovation and enhancement in relation to the student experience. It was agreed that further consideration would be given to the points raised by the Board.

5607 **AGREED**

The Board approved the Risk Appetite Statement and the Strategic Risk Register, subject to consideration being given to members' comments about the risk appetite categories assigned to 'Student Experience and Wellbeing' and the 'Federation' in the Risk Appetite Statement.

BTM 5608 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

HR Update

- 5609 The Board noted an update on a range of HR-related matters (BT1618, Confidential), including a new 'People Dashboard', which provided 'snapshot' data for the workforce employed by the University and workforce data calculated over a 12-month rolling period to 30 September 2021 (Appendix BT1618A, Confidential).
- 5610 In response to a question about levels of staff absence at the University, the Director of HR informed the Board that this was below the sector average.
- 5611 The Director of HR highlighted the update on the UCU ballots for industrial action on both the USS and the 'four fights', as mentioned earlier in the meeting (BTM 5550(i) above refers). While the Senate House branch of UCU had not secured a mandate for industrial action from either ballot, it was possible that UCU members at the University would be re-balloted. It was understood that the UCU had secured a mandate for industrial action in both ballots at seven Member Institutions and that a mandate for industrial action arising from the 'four fights' ballot had been secured at two other Member Institutions.

Dates of Future Meetings

- 5612 The Board noted the dates of meetings for 2021-22 as follows (all meetings to commence at 4.00pm). Outlook invitations for meetings in 2022-23 and 2023-24 had also been circulated to members.

2021-22:

Wednesday, 26 January 2022
Tuesday, 22 March 2022
Wednesday, 18 May 2022
Wednesday, 13 July 2022

Any Other Business

Foundation Day

- 5613 The Vice-Chancellor reported that the Foundation Day ceremony on 23 November 2021 had been a successful and enjoyable occasion and she extended her congratulations to all involved in the arrangements for the day.