



**UNIVERSITY
OF LONDON**

BOARD OF TRUSTEES

Wednesday, 22 November 2023, at 3.00 pm
in Room 349, Senate House
and via Microsoft Teams

MINUTES

ATTENDANCE AND APOLOGIES	
PRESENT	Jane Andrewartha Colin Bailey Josette Bushell-Mingo Richard Dearlove (Chair) Pawan Dhiri Patrick Dunne Craig Hassall <i>via Microsoft Teams</i> David Latchman Kieran Murphy Andrew Ratcliffe Kavita Reddi Christopher Rossbach Michael Spence Ilsa Tariq Wendy Thomson
IN ATTENDANCE	Kingsley Abbott, Director of the Institute of Commonwealth Studies (for BTMM 6390-94) Rita Akushie (Pro Vice-Chancellor (Finance and Operations)) Simon Cain (Director of Human Resources) Damaris Currie (Central Secretariat) Marie Ennis (Director of Strategic Communications, Marketing and Recruitment) Jo Fox (Pro Vice-Chancellor (Research and Engagement)) Samantha Horne (Director of Finance) Matthew Grigson (Director of Governance, Policy and Compliance) (for BTMM 6408-14) Alistair Jarvis (Pro Vice-Chancellor (Partnerships and Governance)) Richard Michel (Chief Information and Digital Officer) Emma Rees (Executive Director of Estates and Property) Mary Stiasny (Pro Vice-Chancellor (International, Learning and Teaching))
APOLOGIES	Frances Corner Andrew Halper Rosalyn Wilton (Deputy Chair)

Welcome

6355 The Chair welcomed those present to the meeting.

Declarations of Interest

Information at BTM 6356 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

6356 During the course of the meeting, Michael Spence declared an interest in relation to [one] item [].

Minutes of the Previous Meeting

6357 The Board of Trustees confirmed the minutes of the meeting held on 11 October 2023.

Matters Arising and Action List

6358 The Board received a report on matters arising that were not covered elsewhere on the agenda, matters dealt with by Chair's Action and a list of running actions (BT1830, Confidential). The Board noted the information provided, including updates on the revision of the Statutes and on the proposed new approach to strategic risk management.

Vice-Chancellor's Report

6359 The Board received and noted the Vice-Chancellor's Report (BT1831, Confidential), including a list of the Vice-Chancellor's main activities and meetings since 11 October 2023 (Appendix BT1831A). The following matters were highlighted.

The Festival of Higher Education

6360 The Vice-Chancellor drew attention to the update on The Festival of Higher Education, held at Senate House on 7 and 8 November 2023 in partnership with Wonkhe. The Festival had brought together higher education (HE) leaders, opinion-formers, policy experts and influencers to discuss the biggest issues facing universities. Members of the Board who had attended the Festival spoke of the success of the event and the hope that it would take place again in 2024.

Collaboration with the African Research Universities Alliance (ARUA)

6361 Members noted the update on collaboration with ARUA. The University and several Federation Members had attended ARUA's annual international conference in Lagos from 15 to 17 November 2023. The Director of SOAS University of London ('SOAS') had delivered the opening plenary address on 'Understanding the Changing Dynamics of Higher Education: A Global Perspective' and the Vice-Chancellor had participated in the panel that followed on *Transnational Education on the Tides of Change*. The Vice-

Chancellor was pleased to report that the University and ARUA had issued a statement signalling their intention to work together in developing cutting-edge research and graduate training. The signing ceremony had taken place at the University of Lagos on 14 November 2023.

Senate House Library Exhibition

- 6362 2023 marked the 400th birthday of the First Folio, the first printed edition of Shakespeare's collected plays. Senate House Library held two First Folios and was pleased to be participating in the Shakespeare 400 celebrations with a major exhibition: '*Shakespeare's First Folios: A 400 Year Journey*', and a series of related events. A member of the Board who had attended an associated event earlier in the week, commented on the importance of the exhibition and associated activities, particularly in the context of the Library Transformation Programme. Members also commented on potential means of increasing publicity around the exhibition.

The Careers Group

- 6363 The Board noted the update on a review of The Careers Group and on proposals to implement recommendations to offer a menu of services to Federation Members and the potential also to provide services to a wider population of higher education institutions (HEIs) across London. The University would shortly be progressing the recruitment process for a new Director of The Careers Group. It was confirmed that the Pro Vice-Chancellor (Finance and Operations) and Pro Vice-Chancellor (International, Learning and Teaching) were working closely together to ensure the viability and sustainability of plans for The Careers Group.

Annual Report of the Audit and Risk Assurance Committee (ARAC) for 2022-23 for the Board of Trustees and the Accountable Officer

- 6364 The Chair of the ARAC, Andrew Ratcliffe, presented the Committee's Annual Report for 2022-23 (BT1832, Confidential), including the Terms of Reference of the Committee (Appendix BT1832A) and the PwC Internal Audit Annual Report (Appendix BT1832B, Confidential). Members' attention was drawn to the introductory paragraphs of the report, which highlighted the current environment of heightened political and economic uncertainty around the world and ongoing risks associated with cyber-attack or other breach of security which were areas of risk across the HE sector. The Board considered and was content with the report as presented.

BTMM 6365-67 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

6368 AGREED

The Board approved the Annual Report of the ARAC, noting that a draft version had been considered and approved by the ARAC prior to submission to the Board of Trustees.

Going Concern Assessment for the Financial Statements for the Year Ended 31 July 2023

6369 The Board received and reviewed the going concern assessment for 2022-23 (BT1833, Confidential).

6370 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 that the University and group accounts be prepared on a going concern basis.

2022-23 Consolidated Financial Statements

6371 The Board received and considered the Consolidated University Financial Statements (Appendix BT1834A, Confidential) and accompanying report (BT1834, Confidential), for the year ended 31 July 2023. Also appended were the Report from the External Auditors (Appendix BT1834B, Confidential) and the Letter of Representation to the External Auditors (Appendix BT1834C, Confidential). Members noted that the Financial Statements comprised the consolidated results of the University and its trading subsidiaries.

6372 The Board noted that the ARAC had considered the Financial Statements at its meeting on 9 November 2023 and recommended them to the Board for approval.

BTMM 6373-74 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

6375 AGREED

- (i) The Board of Trustees approved the University's Financial Statements for 2022-23 (Appendix BT1834A), subject to any final adjustments required.
- (ii) The Board of Trustees authorised the Chair of the Board of Trustees and the Vice-Chancellor to sign on its behalf:
 - a. the balance sheets; and
 - b. the representation letter to the External Auditors (Appendix BT1834C).

Annual Financial Return 2022-23

6376 The Board received and considered a report on the Annual Financial Return 2022-23 (BT1835, Confidential), including the 2022-23 Financial Return Workbook and Financial Commentary (Appendices BT1835B and BT1835A respectively, both Confidential), as required by the OfS.

6377 AGREED

The Board of Trustees:

- (i) approved the 2022-23 Financial Return Workbook (Appendix BT1835B, Confidential) and Financial Commentary (Appendix BT1835A, Confidential);

- (ii) authorised the Director of Finance to respond to all verification questions from the OfS and make such alterations to the Financial Return Workbook as might be required; and
- (iii) authorised the Vice-Chancellor to sign the 2022-23 Financial Return Workbook once verification questions had been resolved.

Management Accounts to 30 September 2023

6378 The Board received and noted the Management Accounts to 30 September 2023 (BT1836 and Appendix BT1836A, both Confidential). The Pro Vice-Chancellor (Finance and Operations) reported that performance was currently on budget, with a deficit expected at this point of the year due to the phasing of student fees, which fluctuated in comparison with costs which were evenly spread throughout the year.

BTMM 6379-80 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

University of London Key Performance Indicator (KPI) Scorecard and Performance Update November 2023

Information at BTM 6381 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

6381 The Board received and noted a report on the University's Strategic and Operational KPIs, performance against targets and mitigating actions [].

BTMM 6382-84 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Student Satisfaction

6385 Members noted the update on the KPI associated with student satisfaction, including on the student satisfaction action plan approved by Vice-Chancellor's Executive Group (VCEG) on 20 September 2023, further to the outcomes of the University's Student Experience Survey (SES), information on which had been provided to the Board at its previous meeting (BTMM 6322-28 refer).

6386 The view was expressed that identifying a small number of key metrics in the area of student satisfaction could assist with monitoring and analysis, and help with extrapolating a pattern of movement across the activity in this area.

6387 It was noted that key activities identified in the action plan included the major project to improve enquiry resolution which was well underway and delivering positive results; and work associated with assessment management, communications, and feedback. The latter area of work included a project to reduce assessment turnaround times on high-volume programmes. Challenges in this area were noted, including recognition that academics from FMs had commitments at their FM in addition to those for the UoLW programmes. It was agreed that it might be helpful to ascertain whether comparative data was available on timescales/policy for assessment feedback

for UoLW and FMs and, if available, to consider sharing this with FMs at a forthcoming Collegiate Council meeting.

Health and Safety

6388 It was noted that there had been a significant rise in reported health and safety incidents. It was confirmed that this followed the introduction of a new system which provided improved mechanisms for capturing and recording reported incidents. An increase in reporting had been anticipated with the introduction of the new system and was not therefore considered to be a cause for concern. As the new system was publicised further, it was expected that there would continue to be an increase in reported incidents and, in this context, staff would be seeking to review the wording of the KPI to ensure it was appropriate. It was noted that the Health and Safety Committee would be updated on incident reporting at its scheduled meetings.

6389 **AGREED**

- (i) Future reports to include additional information on timescales for when targets were expected to be met for KPIs with a red rating.
- (ii) That consideration be given to revising the KPIs relating to student complaints to provide more appropriate targets and greater clarity in reporting of progress.
- (iii) To include data in a future report on how many student complaints were referred to the Office of the Independent Adjudicator and how many of these were upheld.
- (iv) That steps be taken to ascertain whether comparative data was available on assessment feedback timescales/policy for UoLW and FMs and, if so, to consider sharing this at a forthcoming Collegiate Council meeting.

Institute of Commonwealth Studies

6390 The Director of the Institute of Commonwealth Studies (ICwS), Kingsley Abbott, joined the meeting and presented a report on the new vision of the ICwS (BT1838, Confidential) appended to which was a Brochure of the ICwS (Appendix BT1838A). Members noted that there were three primary areas of focus for ICwS activity:

- (i) Strengthening the rule of law;
- (ii) Combatting climate change; and
- (iii) Promoting freedom of expression and digital rights.

Information at BTM 6391 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

6391 The Board was informed of key projects falling under these areas of focus [].

BTM 6392 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

6393 Members of the Board welcomed the information provided in the presentation and expressed their interest in the extensive range of activity being undertaken by the ICwS in line with its new vision.

BTM 6394 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Annual Academic Quality Assurance Report

- 6395 The Board received and considered the Annual Academic Quality Assurance Report (BT1839, Confidential). This was an abridged version of a report that had been considered and approved by the Academic Board at its meeting held on 9 November 2023; the full report had also been made available to the Board (Appendix BT1839A, Confidential).
- 6396 Members noted that the report provided an overview of the operation of the University's academic quality processes during the 2022-23 academic year, covering activity within the School of Advanced Study, ULIP and UoLW.
- 6397 It was reported that the delivery of a number of enhancements arising from a Quality Assurance (QA) Review was ongoing which would include consideration of the format of the Annual Report and other reporting activity. The form and structure of the Annual Report was therefore likely to change for 2023-24.
- 6398 It was highlighted that the University's existing QA mechanisms, described in Appendix B of the full report, were framed around the OfS's requirements in relation to the OfS conditions of registration for quality and standards. Practices would evolve in response to regulation change and to the agreed actions arising from the QA Review.
- 6399 The Board considered, and was content with, the Annual Report.
- 6400 **AGREED**
The Board confirmed assurance on academic quality and standards, and the integrity of University of London academic qualifications.

Report and Minutes from the Academic Board 9 November 2023

- 6401 The Board received a report on the Academic Board meeting held on 9 November 2023 (BT1840, Confidential) and the Unconfirmed Minutes of the meeting (Appendix BT1840A, Confidential). The Board noted the key items of business which had been summarised, including the actions agreed by the Academic Board.

BTM 6402(i) is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

- 6402 The Vice-Chancellor, as Chair of the Academic Board, highlighted two key matters considered by the Academic Board:
- (i) []
 - (ii) The Academic Board's receipt of a report and presentation on how the University was responding to the findings of high-level student surveys.

Nominations Committee: Minutes and Proposal for Revised Terms of Reference

- 6403 The Board received a report following the meeting of the Nominations Committee held on 1 November 2023 (BT1841), including the Unconfirmed Minutes of the meeting (Appendix BT1841A) and proposed revised Terms of Reference of the Committee (Appendix BT1841B).
- 6404 The Board noted the unconfirmed minutes of the Nominations Committee's meeting (Appendix BT1841A), including its consideration of:
- (i) progress with the recruitment a new Chair to the Board of Trustees;
 - (ii) plans for the recruitment of four independent Trustees; and
 - (iii) clarification on regulatory and best practice guidelines in relation to staff membership on the governing bodies of HEIs.
- 6405 The Board noted the proposed revised Terms of Reference of the Committee (Appendix BT1841B) and were reminded that the University's 2020-21 governance review had suggested that there was scope for delegating responsibilities for monitoring and improving the University's governance arrangements to a Board committee. It had therefore been recommended that the Nominations Committee become a nominations and governance committee.
- 6406 It was further noted that the Committee had recommended an amendment to its quorum to help facilitate quoracy of meetings: the proposal was that the quorum remained three, but that independent members did not need to form a majority of those present. A member of the Board asked about this recommendation, commenting on the importance of the Committee's independence. It was reported that this matter had been considered by the Nominations Committee. Members were informed that at least two of those present at a meeting would be non-executive members. In addition to the three independent members on the Committee, the membership of five also included the Head of a Federation Member; the other member was the Vice-Chancellor. It was further noted that key matters considered by the Committee were recommended to the Board for approval, thus providing another level of assurance regarding independent decision-making. Having noted these points, the Board agreed it was content with the proposed revised quorum.
- 6407 **AGREED**
The Board of Trustees approved:
- (i) The revised Terms of Reference for the Nominations Committee.
 - (ii) The renaming of the Nominations Committee to 'Nominations and Governance Committee'.
 - (iii) The proposed amendment to the quorum of the Nominations and Governance Committee to: 'The quorum for the Committee will be three'.

Public Interest Disclosure (Whistleblowing) Policy and Procedure

- 6408 The Director of Governance, Policy and Compliance joined the meeting and presented a report (BT1842) on the Public Interest Disclosure Policy and Procedure (Appendix BT1842A). He explained that the Policy and Procedure

had been revised in accordance with the outcomes of the governance review and as part of the review of student facing complaints procedures. They had also been reviewed as part of the suite of procedures sitting under the Student Complaints Policy.

6409 The Board noted the revised Policy and Procedure.

Prevent Accountability and Data Return for 2022-23

6410 The Board received a report on the Prevent Accountability and Data Return (ADR) (BT1843).

6411 The Director of Governance, Policy and Compliance reported that, at its recent meeting, the Prevent Duty Group had considered the risk assessment and action plan and had noted that the ADR return would reflect that no Prevent issues had been reported, managed or escalated during 2022-23. Among other matters noted had been:

- (i) changes to legislation regarding Free Speech in HE;
- (ii) the likelihood of a raised risk of radicalisation due to events in Israel and Gaza;
- (iii) the list of proscribed terror offenses and the current list of proscribed organisations; and
- (iv) changes to the Prevent Duty Guidance.

6412 The Director of Governance, Policy and Compliance reported that, having flagged the raised risk of radicalisation in relation to events in Israel and Gaza, the Prevent Duty Group would be discussing this matter further at its next meeting. The Group would reassess risks, actions and requirements in view of these events, and also in the context of the changes to legislation regarding Free Speech in HE and to the Prevent Duty Guidance (BTMM 6411(i) and (iv) refer).

6413 In response to a question regarding the figures relating to training, the Director of Governance, Policy and Compliance confirmed that the figures in the ADR would receive a final check before it was submitted to the OfS.

6414 AGREED

On the recommendation of VCEG, and on the basis of the information in the paper, the Board confirmed that the University:

- (i) Had had due regard to the need to prevent people being drawn into terrorism (the Prevent duty).
- (ii) Had provided to the OfS all required information about its implementation of the Prevent duty.
- (iii) Had reported to the OfS in a timely way all serious issues related to the Prevent duty, or now attached any reports that should have been made, with an explanation of why they were not previously submitted.
- (iv) Had reviewed, and where necessary updated, its Prevent risk assessment and action plan.

Report on Philanthropic Income and Activity to July 2023 and Fundraising Priorities for the Year Ahead

6415 AGREED

It was agreed to defer this item (BT1844, Confidential) to the next meeting of the Board on 24 January 2024, to ensure that there was sufficient time for the Board to consider and discuss the report in detail.

Honorary Degrees and Fellowships Committee (HDFC)

6416 The Board received and considered a summary of the matters discussed by the HDFC at its meeting on 19 September 2023 (BT1845, Confidential), including:

- (i) Biographical Summaries/Supporting Statements for the nominees for the 2024 UoLW Graduation Ceremony (Appendix BT1845A, Confidential).
- (ii) Biographical Summary/Supporting Statement for the Reserve nominee for the 2024 UoLW Graduation Ceremony (Appendix BT1845B, Confidential).

Information at BTM 6417(ii) is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

6417 AGREED

- (i) The Board approved that, following the revisions made to the functions of the Collegiate Council, the Board would assume responsibility for the approval of Honorary Degrees with immediate effect, and that Ordinances and Regulations be amended to reflect this change.
- (ii) The Board approved the following recommendations for Honorary Degrees in line with the requirements of Regulation 2: []

Bloomsbury Heat and Power and High Voltage Upgrade Project

BTM 6418 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Information at BTM 6419 is considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

6419 The Board received a report on the Bloomsbury Heat and Power District Heating Network (BHPN) and High Voltage Electricity Network (HV) Upgrade Project (BT1846, Confidential). []

BTMM 6420-24 are considered exempt from disclosure in accordance with Part II of the Freedom of Information Act 2000.

Anti-Slavery and Human Trafficking Statement

6425 The Board received and considered a report (BT1847) on the updated Anti-Slavery and Human Trafficking Statement, 'clean' and 'tracked' versions of which had been provided as follows:

- (i) University of London Anti-Slavery and Human Trafficking Statement 2022-23 ('clean' version) (Appendix BT1847A); and
- (ii) University of London Anti-Slavery and Human Trafficking Statement 2022-23 (with changes tracked) (Appendix BT1847B).

6426 **AGREED**

The Board approved the Anti-Slavery and Human Trafficking Statement for publication on the University website.

Report from the Finance Committee

6427 The Board received and considered a report on the Finance Committee meeting held on 8 November 2023 (BT1848, Confidential).

6428 **AGREED**

The Board approved that the Chair of the Finance Committee should no longer be an Observer on the ARAC, and that, similarly, the Chair of the ARAC should no longer be an Observer on the Finance Committee, and that the Ordinances be updated, where applicable, accordingly.

Report from the Estates Committee

6429 The Board received and noted a summary of the key issues discussed by the Estates Committee at its meeting on 17 October 2023 (BT1849, Confidential) including a report on leases and other property agreements (Appendix BT1849A, Confidential).

Minutes of the Collegiate Council meeting on 7 July 2023

6430 The Board received and noted the unconfirmed Minutes of the Collegiate Council meeting held on 6 October 2023 (BT1850, Confidential).

Dates of Future Meetings

6431 The Board noted the dates of future meetings as follows (all meetings to commence at 4.00pm):

2023-24

Wednesday, 24 January 2024

Wednesday, 20 March 2024¹

Thursday, 9 May 2024

Thursday, 11 July 2024

2024-25

Tuesday, 15 October 2024

Wednesday, 27 November 2024

Wednesday, 29 January 2025

Wednesday, 26 March 2025

Wednesday, 21 May 2025

Thursday, 17 July 2025

¹ Post-meeting note: this meeting was subsequently rescheduled to take place on Tuesday, 26 March 2024.