

MINUTES OF THE UNIVERSITY OF LIVERPOOL COUNCIL

MEETING HELD VIRTUALLY VIA ZOOM ON 13 JULY 2021

Present:	Mrs Carmel Booth, President (in the Chair); Dr Paul Johnson, Vice-President; Professor Dame Janet Beer, Vice-Chancellor; Professor Gavin Brown, Pro-Vice-Chancellor for Education; Professor Anthony Hollander, Pro-Vice-Chancellor for Research and Impact; Dr Carol Costello, Director of People and Services; Mr Adnan Hussain, President of the Liverpool Guild of Students; Ms Cilla Ankrah-Lucas; Mr Ed Fishwick; Dr Kashmir Gill; Ms Vanessa Griffiths; Mrs Helen Miller; Mr Norman Molyneux; Dr Roger Platt; Mr Hans van Mourik Broekman; Professor Julia Balogun; Professor Hazel Scott; Professor Thomas Teubner; and Mr Kieran O'Sullivan.
Apologies:	Ms Fiona Cullen; and Dr Diana Walford.
In Attendance:	Mr Kevan Ryan, University Secretary and Director of Legal and Governance/Clerk to Council; Mrs Emma Leonard, Governance Manager, Secretary to Council; Ms Nicola Davies, Director of Finance; Professor Louise Kenny, Executive Pro-Vice-Chancellor for Health and Life Sciences (for items 1-8); and Mr Bertie Woodcock, incoming President of the Liverpool Guild of Students.

UNRESERVED BUSINESS

COMMITTEE AND MEMBERSHIP MATTERS

1. Welcome

The incoming President of the Liverpool Guild of Students, Mr Bertie Woodcock, who was observing the meeting as part of his induction, was welcomed to his first Council meeting.

2. 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 heading.

3. Minutes of Previous Meeting

3.1 Unreserved Minutes of the Meeting Held on 25 May 2021

AGREED:

- i. The unreserved minutes of the meeting held on 25 May 2021 should be approved as an accurate record.

4. Report on Action Taken by the President

RECEIVED:

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

REPORTED:

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

Proposed Action Following the Review of Endowments (approved 25 May 2021)

At its meeting held on 9 February 2021, Council had agreed the recommendation of the Planning and Resources Committee that all accumulated income balances on endowments should be released to cover expenditure that was already included in plan, in order to improve the University cash position by £23m. To progress this proposal, reviews had since taken place to match planned spend with existing terms of endowments. Chair's action had been taken to approve that endowment balances of £9.7m should be used within the Faculties of Science and Engineering and Humanities and Social Sciences and in Professional Services in line with existing terms to improve the University cash position by £9.7m over 2020/21 and 2021/22.

AGREED:

- iii. The action taken by the President on Council's behalf as outlined in 4ii above should be endorsed.

ITEMS FOR APPROVAL/DISCUSSION/NOTE

5. President's Communications

RECEIVED:

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

REPORTED:

- ii. Some useful sector briefing material had been circulated by both the CUC and HEPI recently and this would be added to the Council members' SharePoint site.

6. Clerk to Council's Communications

RECEIVED:

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

REPORTED:

- ii. The Halpin Governance Review report had recently been received. Halpin had concluded that the University had 'a good governance culture with a clear desire to be open and transparent and a willingness to challenge'. The trajectory was

viewed positively and it was clear that Council was on a 'journey to be at the leading edge of governance practice'. There were nine priority recommendations and a number of other recommendations and suggestions for consideration. Key recommendations related to: enhancing opportunities to hear the student voice; strengthening the assurances Council receives on academic standards and quality; and identification of a small number of key risks for the institution and a prioritised set of key strategic areas for detailed consideration. A proposed action plan would now be developed which would be brought back to Council's Away Day in October 2021 alongside the full report.

7. Vice-Chancellor's Communications

7.1 Oral Report

RECEIVED:

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

REPORTED:

- ii. The reversal of the decision to close University of Liverpool testing centres had been extended to 31 July 2021. The University would work with the local Public Health department to implement the most appropriate COVID-related arrangements for the start of the new academic year.
- iii. A consultation was expected to be launched on the reforms arising from the Augar recommendations in August. The University would engage with this consultation both as an institution and as part of UUK and Russell Group responses.

7.2 Summary of External Engagements

REPORTED:

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

3 June	LCR LEP Board Russell Group Board
10 June	UUK Board AHRC Council
11 June	CBI Universities Sector Working Session – International Students On-Campus Quarantine
15 June	Going Global Opening Plenary and Session – Can Knowledge Diplomacy Survive Geopolitics?
16 June	UUK New Vice-Chancellors
17 June	Going Global: Insights on HE in East Asia: Moving Past the Pandemic
21 June	UUK/USS Update
23 June	UUKi/British Council Update Ian Campbell, LJMU Mayor Joanne Anderson/Tony Reeves
24 June	HEPI Annual Conference Minister Michelle Donelan Virtual Visit

25 June	Russell Group Board UUK Board Kim Johnson MP
28 June	EUA Transatlantic Dialogue
29 June	University College Cork President Selection Committee EUA Transatlantic Dialogue
30 June	Liverpool Strategic Partners, City Plan Discussion
6 July	GSCU Board Away Day
8 July	LCC/LSP Meeting LCC Education Improvement Board.

8. Project SHAPE

RECEIVED:

- i. A paper and oral updates on various aspects of Project SHAPE.

REPORTED:

- ii. The University was at a critical stage of Project SHAPE. Council had supported the project from the outset as a key driver of Strategy 2026 and had received regular updates throughout the process, including as part of informal briefing sessions. More recently, this had included updates on strike action, an assessment and marking boycott and negative press coverage.
- iii. Council members had recently received correspondence signed by several academic staff raising concerns about Project SHAPE, and in particular about the basis for redundancy, the way in which it had been executed and the impact of the redundancy programme on marking, academic standards, wider staff (inside and outside of the Faculty of Health and Life Sciences) and students. Members had also received a copy of a letter sent by a small number of external examiners.
- iv. Given the concerns that had been expressed, Council had asked for the rationale for Project SHAPE to be reiterated, and for detailed assurances on the redundancy programme, including the legal basis, and academic standards to be provided.
- v. By way of a reminder regarding the rationale for the project, Project SHAPE was set against a background of a prolonged period of poor research performance by the Faculty, exemplified by low income and increasing expenditure, the loss of several national capital infrastructure bids and research centres and the failure to gain others, and poor performance in a variety of league tables. The vision remained for the Faculty to fulfil its responsibilities as a civic institution and respond to the social, health and economic needs of the community, to raise the standard of research performance, to invest in strategic priority areas and to improve the efficiency and effectiveness of professional services support. Early green shoots were now emerging and this needed to continue. It was anticipated that the Project would come to a conclusion over the next few weeks and that the Faculty could then focus on building back for the beginning of the next academic year.
- vi. The University strongly refuted allegations that the redundancies were unlawful or discriminatory and did not accept the accusation that the redundancies were in breach of the Redundancy Procedure or Capability Procedure. An experienced

legal team had been involved throughout the process. During the collective consultation period regarding the proposed redundancies, the University had engaged fully with campus trade unions and the concerns raised within the consultation meetings had been taken into careful consideration. The University had worked intensively to establish revised criteria that used qualitative and quantitative data to provide rounded individual assessments, reducing the number of individuals at risk of redundancy, and enhancements had been made to the voluntary severance scheme on offer. The amended criteria proposed were in keeping with the principles of DORA and this had been confirmed, in writing, by both DORA and Research England. There was no evidence to support any of the claims that had been made around EDI concerns and a full Equality Impact Assessment had been completed. Meaningful collective and individual consultation had been undertaken and the action taken was justifiable and defensible.

vii. In relation to academic standards:

- Marks had been released for all students on 5 July 2021, as originally planned, apart from for students in Psychology, Life Sciences, Maths and Languages as it had been agreed that further marking and moderation needed to be undertaken in these areas. Maths and Psychology had subsequently released their marks on 12 July 2021 and Life Sciences and Languages were expected to release their marks on 19 July 2021.
- Some students had a full set of marks by the time of mark release and some did not. For students with all their marks, the full process of classification had been completed, including profiling, application of extenuating circumstances etc. For students with partial marks, providing they had sufficient marks and had met essential learning outcomes they had been given a provisional classification based on the marks they had. Once their marks were complete, this classification could go up but not down, unless they failed the outstanding modules. For final year students, the University had all marks from the second year, all marks from semester one and, even in the most severely hit subjects, many marks from semester two.
- For the avoidance of doubt, throughout the current dispute the University had been operating in line with the Code of Practice on Assessment (CoPA). Within the CoPA was Annexe 2 to Appendix D which had been approved by Senate in 2016 and enabled limited adjustments to moderation, progression and classification processes during a period of major disruption in a way which protects the interests of students and maintains quality and standards. The Annexe included provision for a University Board of Examiners (UBE) with overall authority and responsibility in relation to all assessment and examination processes, and in particular with the authority to determine student marks in circumstances where the relevant procedures or parts of them had become unworkable. In meeting its over-riding commitment not to disadvantage students, the UBE used its best endeavours at all times to ensure that the scholarly integrity and rigour of assessment and examination processes was maintained and that results in the academic year were comparable with results in other years.
- The vast majority of marking was carried out by the staff to whom it was originally allocated, in the usual way, with feedback annotated to scripts to help students to understand the mark awarded. Where allocated markers were participating in the assessment and marking boycott and refused to complete their allocated marking, other colleagues with appropriate

expertise had stepped in. Work had still been marked by subject experts throughout. Where work had been marked by a different member of staff, this had been an appropriately qualified member of staff. In exceptional circumstances, postgraduate students were allowed to mark work, but with core staff maintaining oversight of the quality and standards of the marking.

- In normal circumstances, all assessment tasks for a module that contributed 20% or more to the overall module mark were moderated. Like other universities, most moderation was done by sampling. The University probably undertook more moderation than most universities and one benefit of being extremely robust was that, in times of disruption, there were options which did not and should not weaken confidence in the overall outcomes of the process. In anticipation of not all modules being moderated this year, two adjustments to the University's normal processes had been adopted: a slight relaxation of the normal expectation about moderation sample size in that moderation was permitted to be completed by sampling 10% of the assessments, and the UBE, on advice from Faculty Boards of Examiners, made a judgement about whether there had been sufficient moderation of the work of a cohort as a whole, across their whole programme. For final year students, their work from previous years would have been fully moderated as per the normal regulations as would their work from semester one of the final year. Therefore, every student would have had at least 75% of their work used for classification moderated as per usual plus any further work moderated in semester two. Both of these options were applied selectively to areas particularly impacted by the assessment and marking boycott. Where this was done, it was noted at subject Board of Examiners, scrutinised at Faculty Board of Examiners and approved at the UBE. Ultimately, the Faculty Board of Examiners and the UBE, including the external examiners on those Boards, were assured that in the affected areas, there was sufficient moderation over the whole programme and therefore confidence in the marks awarded. The UBE had not confirmed any marks until it was satisfied that due process had been completed
 - External examiners had approved assessments as usual. Some external examiners had resigned before the Exam Boards and others had chosen not to attend, but most subjects had more than one external examiner. Almost all Subject Boards had met with at least one external examiner present. In the small number of cases where an external examiner had not been present then recommendations from that Board were made to the Faculty Board which had an external examiner present. Faculty Board decisions were then scrutinised by the UBE, also with external examiner input.
- viii. In order to ensure complete transparency and scrutiny, Project SHAPE, in its entirety, would be independently reviewed as part of the University's internal audit programme.

AGREED:

- ix. Council should continue to be supportive of the Senior Leadership Team at this critical stage of Project SHAPE.
- x. Council could be assured that the redundancy process followed was legally compliant and in accordance with University policy.
- xi. Council could be assured that academic standards remained robust.

- xii. Lessons should be learned around communications.
- xiii. There was a need to look ahead towards rebuilding and reuniting staff and students so that the positive benefits brought about by Project SHAPE could shine through.

9. Liverpool Guild of Students Update

9.1 Update

RECEIVED:

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

REPORTED:

- ii. At the end of the current President's tenure he reflected on: how COVID-19 had meant that the Guild Officers had needed to focus on matters that had not been included in their original manifestos; how societies and student engagement had continued successfully despite the pandemic; the positive collaborative working between the Guild and University senior management; and the advancements that had been made in relation to EDI matters.
- iii. The Guild was planning for the start of the new academic year and was hoping to offer face-to-face provision unless Government policy prevented this.

9.2 Guild Articles of Association and Byelaws

RECEIVED:

- i. A paper providing updated versions of the Guild's Articles of Association and Byelaws, together with an update on current thinking regarding Full and Associate Membership of the Guild.

REPORTED:

- ii. The key updates to the Articles of Association and Byelaws related to: using more gender neutral language; revised committee names; amendments to how the Guild Summit operates; and changes to societies.
- iii. Based on institutional review recommendations, feedback from students and discussions with University colleagues, the categories of Full and Associate Membership had been reviewed. It was proposed that there should be one category of Full Member, and two types of Associate Membership. The status of online students had been one of the most difficult to determine and it was proposed that online students should remain as Associate Members, with this position to be reviewed in 12 months.
- iv. As required by Ordinance 23.3, the revised Articles of Association and Byelaws had been endorsed by Senate at its meeting held on 30 June 2021.
- v. Once approved by Senate, Council and by the Guild's Board of Trustees the updated versions would replace the 2016 versions on the Guild's website.

AGREED:

- vi. The revised Articles of Association and Byelaws should be approved.

10. Quarter 3 and Forecast 3 Performance Report

[The Deputy Director of Finance, Mr Paul Fallon, and the Interim Director of Strategic Planning, Mr Phil Hopwood, attended for this item.]

RECEIVED:

- i. A report providing details of performance during Quarter 3 against relevant KPIs and the 2020/21 Financial Forecast 3 Report.

REPORTED:

Q3 Performance Report

- ii. There were no KPIs due to be updated this quarter. However, next quarter would coincide with the release of a number of key data sets, including the National Student Survey and League Tables. The commentary highlighted progress on any activities or influencing factors that may impact on future KPI reporting.
- iii. The lagged nature of some KPIs meant that the possible impact of COVID-19 on some metrics, such as student satisfaction, had yet to be reflected in performance. Anticipating these downstream impacts, actions to mitigate the threats to wider performance had been implemented, including increased student wellbeing support and communication in response to the move to a hybrid delivery model.
- iv. In the latest QS World Rankings, the University had slipped by eight positions overall globally.
- v. The OfS had recently published an 'experimental' dataset which it believed would give incoming undergraduates an estimate of the likelihood that they would gain a first degree and progress to a positive graduate outcome. The OfS had no current plans to use this data for regulatory purposes. Further work would be undertaken by the University to ascertain the causes of the disparity between continuation rates and those published as projected to obtain a degree.
- vi. The University's institutional response rate at the end of the National Student Survey 2021 was 65%, an increase of 6% compared with last year. 60 out of 63 subject areas had reached the respondent threshold for external publication.

Forecast 3

- vii. As expected, the financial position for the current year had been significantly impacted by the pandemic, in particular in relation to overseas tuition fee income. The financial position had significantly improved since the last forecast due to a £10m donation from Innova Medical Group relating to initial funding to set up a Pandemic Institute in the Faculty of Health and Life Sciences, and an additional £8m of Health Education England funding. In addition, higher than expected gains in the market value of investments had resulted in an overall surplus this year of £31.1m, £26.2m up on plan.

- viii. The £18m additional income referred to above showed as profit this financial year, improving the bottom line by £18m. However, the related spend would incur over the next few years, adding pressure on future operating margins as costs would be reported in future years with no related income. As part of the University's communication around this additional £18m funding, it would be important to be clear that this income was ring-fenced to particular projects and, whilst extremely welcome, it did not mask the real financial challenges that the University and wider sector still faced.
- ix. The receipt of additional funding body grants, partly offset by £8m of additional CORE funded pay costs, contributed to a much-improved outturn position at FC3, a £19.5m operating surplus.
- x. Tuition fees, at £312.3m, were forecast to be within £0.2m of plan at Forecast 3, but were down £12m compared with £324.3m in 2019/20. Overseas student numbers through direct entry routes, although down year on year, were better than expected. The main adverse impact was XJTLU student numbers, down 739 FTEs (23%) compared with plan. Research income was forecast to be down £4.3m on original plan but £17.9m up on prior year.

AGREED:

- xi. The Quarter 3 and Forecast 3 Performance Report should be approved.
- xii. Whilst the context around the income relating to the Pandemic Institute needed to be made clear, it was important to also celebrate the significant success of colleagues working in infectious health.

11. Five Year Plan For Submission to OfS January 2022

[The Deputy Director of Finance, Mr Paul Fallon, and the Interim Director of Strategic Planning, Mr Phil Hopwood, attended for this item.]

RECEIVED:

- i. A copy of the University's Five Year Plan which was the sum of the School, Faculty and Directorate level plans and included commentary setting out strategic context, risk and opportunities and financial commentary in the University's internal format, together with a presentation.

REPORTED:

Paragraphs ii – vi redacted due to commercial interest.

- vii. Although a range of assumptions had been stress tested, further scenario modelling would be completed prior to submission to OfS.
- viii. Following a detailed discussion regarding the Five Year Plan by the Finance and Resources Committee, it had agreed that:
 - Year One of the Five Year Plan (2021/22) should be recommended for approval but that further work should be undertaken in relation to the outer years

- In relation to cash, the £100m drop over the period should be analysed to demonstrate the proportion of cash used to support the impact of COVID, and the proportion linked to investment. Cash modelling should be extended to cover a ten year period in order to understand the likely longer term cash position
- The recommended investment in the plan over the next five years, which included investment in IT, in the estate, and some in staffing, should be linked with greater clarity to the University's strategic goals set out in Strategy 2026, to provide assurance that investment is targeted to areas of greatest impact.

AGREED:

- ix. Year One of the Five Year Plan (2021/22) should be approved, noting that the Five Year Plan would be re-submitted to Finance and Resources Committee and Council in the autumn.
- x. The University's approach to policy around vacancy savings should be revisited by the Finance and Resources Committee.

12. Report on the Establishment of a Tripartite Governance Partnership for XJTLU

[Disclosures of interest were noted from Professor Dame Janet Beer, Professor Gavin Brown and Ms Nicola Davies, as members of the XJTLU Board of Directors.]

RECEIVED:

- i. A paper setting out the background and rationale for the establishment of a tripartite governance partnership for XJTLU, which involved the University, XJTU and the Suzhou industrial Park (SIPAC).

REPORTED:

- ii. The establishment of a tripartite governance partnership was aligned with the long-term strategic plans of XJTLU, and would also help manage the liabilities related to the North Campus of XJTLU. SIPAC had provided the capital and finance for building the XJTLU campus.
- iii. Under the tripartite partnership, SIPAC would not be a shareholder so the University's shareholding would not be diluted. However, SIPAC would acquire two places on the Board, which would impact on the University's influence and control of the Board and by extension the activities of XJTLU.
- iv. Given the importance of XJTLU, the proposal had been submitted to the Formal Senior Leadership Team, Audit Committee, Finance and Resources Committee and Council, thereby ensuring full transparency through the University's decision-making structures on changes to XJTLU's Board arrangements. The Board of Directors of XJTLU would discuss the proposal at its meeting in July 2021.
- v. Given the legal framework governing XJTLU and in particular the Regulations governing joint activities between Chinese educational institutions and non-Chinese institutions, the University had limited room to negotiate or reject the revised governance proposal.

- vi. The change would result in University of Liverpool control diminishing from the current 50% to 41%, which would also result in XJTLU being treated as an associate in the University accounts, rather than a joint venture. There was little difference to the accounting in practical terms because, based on advice from the previous University auditors, the University did not consolidate the XJTLU results into its accounts due to limitations in accessing any XJTLU net assets. Profits from XJTLU were not distributed and there was no facility for enabling any distribution. This would be a matter for early consideration by the incoming external auditors, Ernst and Young LLP.
- vii. A deep dive into the University's relationship with XJTLU and the broader implications of operating in China would be undertaken by Council at its Away Day scheduled for October 2021.

AGREED:

- viii. The establishment of a tripartite governance partnership for XJTLU should be endorsed.

13. University Naming Framework

[The Pro-Vice-Chancellor for Cultural Engagement, Professor Dinah Birch, attended for this item.]

RECEIVED:

- i. A report providing a proposed University Naming Framework.

REPORTED:

- ii. The framework set out the proposed principles and process to be followed in approaching new naming opportunities, covering the naming of estates (buildings, rooms and spaces), academic recognition (titles and prizes) and wider support for students (scholarships, bursaries and other awards).
- iii. The framework was intended to enhance both student and staff experience by making campus more inclusive through the University's naming choices. The framework was also intended to help manage reputational issues when questions of naming arise by providing a clear summary of how and on what bases the University approaches naming.
- iv. It was proposed that, when a naming opportunity was identified, a member of the Formal Senior Leadership Team (FSLT) or suitable alternate would be identified as lead. They would form a group tasked with identifying and considering suitable options for the naming opportunity in question, ensure consultation with relevant stakeholders and due diligence is carried out, and make a recommendation to FSLT. Following approval by FSLT, the proposed name would be reported to Senate and Council for information.

AGREED:

- v. The Naming Framework should be approved, subject to some parameters being included which would necessitate Council involvement in the approval of a name.

REPORTS FROM COUNCIL'S COMMITTEES

14. Audit Committee

RECEIVED:

- i. A report on the meeting of the Audit Committee held on 7 June 2021, covering:
 - PwC's Internal Audit Plan 2021/22
 - Ernst and Young's Draft Audit Planning Report for Year Ending 31 July 2021
 - Internal Audit Progress Report
 - Cyber Audit Progress Update
 - Strategic Risk Update
 - Annual Report on Fraud
 - Establishment of a Tripartite Governance Partnership for XJTLU.

AGREED:

- ii. PwC's Internal Audit Plan 2021/22 should be endorsed.
- iii. Ernst and Young's Draft Audit Planning Report for Year Ending 31 July 2021 should be endorsed.

15. Education Committee

RECEIVED:

- i. A report on the meeting of the Education Committee held on 2 June 2021, covering:
 - Policy on the Recording and Use of Student Names, Gender Identifiers and Pronouns (*also recommended for approval via the Senate report – see minute 20 below*)
 - Library Regulations Update
 - Student Attendance Policy
 - Student Success Framework Measures
 - Beyond Curriculum 2021 – Liverpool Curriculum Framework
 - Student Debt, Sanctions and Terms and Conditions
 - Preparations for Welcome 2021
 - Q3 Performance Report.

AGREED:

- ii. The Policy on the Recording and Use of Student Names, Gender Identifiers and Pronouns should be approved.
- iii. The proposed minor change to the Library Regulations to reflect updated reporting structures, and to allow more agile decision making and improve business resilience where necessary, should be approved. In this updated iteration, the Deputy Director and Associate Director Engagement and Innovation had authority, in addition to the University Librarian, to suspend or alter regulations in special circumstances.

16. Finance and Resources Committee

RECEIVED:

- i. A report on the meeting of the Finance and Resources Committee held on 16 June 2021, covering the following items:
 - Quarter 3 and Forecast 3 Performance Report (*dealt with as a substantive item by Council – see minute 10 above*)
 - Five Year Plan for Submission to OfS January 2022 (*dealt with as a substantive item by Council – see minute 11 above*)
 - Capital Matters
Capital Investment Plan Summary 2021-22+ – ES2026
Line redacted due to commercial interest.
Property Disposals Policy
Section redacted due to commercial interest.
 - Establishment of a Tripartite Governance Partnership for XJTLU (*dealt with as a substantive item by Council – see minute 12 above*)
 - Investments Sub-Committee Quarterly Report
 - Creating a New Research Income Culture: CREATE
 - University Subsidiary Companies Distribution Policy.

AGREED:

- ii. The holding capital investment plan for 2021/22+ and associated activities should be approved. The holding plan ensured that the immediate investments identified aligned to the core principles of the 2026+ Estate Strategy and the campus optimisation principles, whilst also aligning to the agreed financial framework. This approach had identified more economic solutions and would allow time to further develop medium to long term requirements. Work would continue on this over the next four to six months resulting in a revised five year development framework and capital plan for the period 2022/23 onwards. This would provide further clarity on short, medium and long term aims and objectives, including aspirations for the 'future campus'.
- iii. *Paragraph redacted due to commercial interest.*
- iv. The following proposals of the Investments Sub-Committee (ISC), as recommended by the Finance and Resources Committee, should be approved:
 - *Redacted due to commercial interest.*
 - The animal testing exclusion in the Ethical Investment Policy should be amended to exclude companies engaged in testing of cosmetic and non-pharmaceutical products on animals, except where it was mandatory or related to health, food safety or nutrition and that a cautious approach to investing in student accommodation should be adopted in the Policy to reduce reputational risk.

17. Nominations Committee

RECEIVED:

- i. A report on the meeting of the Nominations Committee held on 15 June 2021, covering: the latest position in respect of the constitution and membership of Council, the potential introduction of the role of Senior Independent Governor, and succession planning; the outcomes of an exercise that had been undertaken recently to determine the current position in terms of skills, knowledge, experience and diversity; updates and proposals relating to induction, development and appraisal of members; and proposing various appointments to committees/bodies.

AGREED:

- ii. Mrs Helen Miller and Mr Norman Molyneux should be re-appointed to Council for the period 1 August 2021 to 31 July 2024.
- iii. Professor Julia Balogun should be re-appointed as one of the members of Senate appointed by the Council on the recommendation of the Nominations Committee for the period 1 August 2021 to 31 July 2024.
- iv. Mr Kieran O'Sullivan should be re-appointed as the member of the Professional Services staff appointed by the Council on the recommendation of the Nominations Committee for the period 1 August 2021 to 31 July 2024.
- v. The approach being taken to consider the potential appointment of a Senior Independent Governor should be approved. There did not appear to be a gap currently that would need to be filled by such a role, but further consideration would be given to this matter at the Committee's November 2021 meeting once the findings of Halpin's Governance Review were known and they had provided additional guidance on this area.
- vi. Diversity targets for Council membership should be introduced, subject to this matter being considered within the new governance framework that was being established for EDI so that there was a strategic approach to the use of targets.
- vii. The Clerk and Secretary should work with the Directors of the relevant areas to develop bespoke information security/governance and EDI training for Council members.
- viii. The following appointments/re-appointments to fill vacancies/upcoming vacancies for Council-appointed members of University committees/bodies should be approved, and the constitution of the Equality, Diversity and Inclusion Committee should be amended to include two, rather than one, lay members of the Council:

Committee	Nominee	Period of appointment
Enterprise Board	Mr Norman Molyneux	Re-appoint 1.8.21-31.7.24
Equality, Diversity and Inclusion Committee	Ms Cilla Ankrah-Lucas	Appoint 1.8.21-31.7.22

Equality, Diversity and Inclusion Committee	Ms Fiona Cullen	Appoint 1.8.21-31.7.23
Finance and Resources Committee	Mr Norman Molyneux	Re-appoint 1.8.21-31.7.24
Finance and Resources Committee	Mrs Helen Miller	Re-appoint 1.8.21-31.7.24
Gift Oversight Group	Ms Fiona Cullen	Appoint 1.8.21-31.7.23
Joint Committee on Honorary Degrees	Mrs Helen Miller	Re-appoint 1.8.21-31.7.24
Investments Sub-Committee	Mr Stephen Burrows	Re-appoint 1.8.21-31.7.24
Investments Sub-Committee	Mr Julian Rathbone	Re-appoint 1.8.21-31.7.24
Nominations Committee	Mrs Helen Miller	Re-appoint 1.8.21-31.7.24
Nominations Committee	Mr Norman Molyneux	Re-appoint 1.8.21-31.7.24
Nominations Committee	Professor Julia Balogun	Re-appoint 1.8.21-31.7.24
Remuneration Committee	Mrs Helen Miller	Re-appoint 1.8.21-31.7.24
Committee on Research Ethics	Dr Kashmir Gill	Appoint 1.8.21-31.7.23
Tribunals, Appeals and Grievances Committees Panel	Mrs Helen Miller	Re-appoint 1.8.21-31.7.24

- ix. Professor Corina Constantinescu should be appointed as one of the six University Nominated Directors to join the University of Liverpool Pension Fund Trustees Board.

18. Remuneration Committee

RECEIVED:

- i. A report on the meeting of the Remuneration Committee held on 16 June 2021, covering the following items:
- Terms of Reference, Constitution and Membership of the Committee
 - Strategic Reward for Senior Staff Policy Annual Review
 - Review of Market Supplements Currently in Place
 - Pensions Tax: NHS Pension Scheme Annual Allowance and 'Scheme Pays' Compensation Arrangements
 - Annual Report on Senior Staff with Positions on Boards/Membership of Formal Outside Bodies and Any Associated Remuneration
 - Report on Senior Staff Matters.

AGREED:

- ii. The revised terms of reference, constitution and membership of the Remuneration Committee should be approved, noting that the amendments had been made

following a review of OfS guidance, the CUC Remuneration Code and the terms of reference for Remuneration Committees in other institutions. A proposal made subsequent to the meeting of the Remuneration Committee that the Chair of the Committee should be the Vice-President of Council rather than the President should also be approved.

19. Research and Impact Committee

RECEIVED and NOTED:

- i. A report on the meeting of the Research and Impact Committee held on 25 May 2021, covering the following items:
 - REF 2021
 - Research Income
 - Project RISE Update
 - Negotiations with Elsevier in the context of 'Plan S' (*also covered via the Senate report – see minute 20 below*).

20. Senate

RECEIVED:

- i. A report on the meeting of the Senate held on 30 June 2021, covering the following items:
 - Policy on Student Names, Gender Identifiers and Pronouns (*also recommended for approval via the Education Committee report – see minute 16 above*)
 - Guild Articles of Association and Byelaws (*dealt with as a substantive item by Council – see minute 9.2 above*)
 - Negotiations with Elsevier in the Context of 'Plan S' (*also covered via the Research and Impact Committee report – see minute 19 above*)
 - Student Attendance Policy
 - Fee Payment Policy
 - Project SHAPE Update
 - Student Success Framework Measures
 - Beyond C2021 – Liverpool Curriculum Framework.

AGREED:

- ii. The Policy on the Recording and Use of Student Names, Gender Identifiers and Pronouns, which had been developed to formalise the process of recording and amending students' legal names for graduation and certification purposes, and to address current limitations in how the University facilitated the recording and broader use of student names (including preferred names and honorifics), gender identifiers and pronouns should be approved, noting that Senate had recommended the Policy for approval subject to further consideration of the concerns raised by a Senate member regarding the impact on research into sociological approaches to gender studies. It was also noted that full Policy implementation would need to be aligned with an agreed plan for system development.

- iii. The approach being taken by the Library, alongside a number of other university libraries, to the negotiations with Elsevier for a fair deal in the Context of 'Plan S' (which would bring about a large increase in the need to make journal articles and conference proceedings available on an immediate open access basis) should be endorsed.

ROUTINE ITEMS

21. Use of the University Seal

RECEIVED and NOTED:

- i. A summary of uses of the University Seal since the last meeting.

22. Thanks

NOTED:

- i. This was the last Council meeting for Mr Adnan Hussain, who would finish his second term as President of the Liverpool Guild of Students on 31 July 2021.

AGREED:

- ii. Mr Hussain should be thanked for his excellent contributions during his service over the past two years and wished well for the future.

23. Date of Next Meeting

NOTED:

- i. The next meeting would be an Away Day to be held on Thursday 7 October 2021, with timings to be confirmed.