



MINUTES OF THE UNIVERSITY OF LIVERPOOL COUNCIL

**MEETING HELD ON 24 MAY 2023
AT THE MATERIALS INNOVATION FACTORY**

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

Prior to the meeting, members participated in a tour of the Materials Innovation Factory (MIF) and received a presentation on the MIF by Professor Andy Cooper and two PhD students, Emma Brass and Abdoulatif Cisse.

UNRESERVED BUSINESS

COMMITTEE AND MEMBERSHIP MATTERS

1. Welcome

The Chief Executive Officer of the Guild, Tricia O’Neill, was welcomed to the meeting as an observer.

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. No such interests were disclosed.

3. Minutes of Previous Meetings

3.1 Unreserved Minutes of the Meeting Held on 9 February 2023

AGREED:

- i. The unreserved minutes of the meeting held on 9 February 2023 should be approved as an accurate record.

3.2 Notes of the Away Day Held on 30 March 2023

AGREED:

- i. The notes of the Away Day held on 30 March 2023 should be approved as an accurate record.

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

RECEIVED:

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

REPORTED:

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

University of Liverpool Pension Fund (ULPF) Consultation with the University on Investment Strategy Changes (approved 7 February 2023)

To approve the following proposal as agreed in principle by the ULPF Trustee Board:

- To implement a new allocation to Senior Private Debt
- For this new investment to be funded initially from the remaining allocation to Diversified Growth.

Following Senior Leadership Team support, Chair's action approval had been requested from Finance and Resources Committee and Council as the Trustee wished to proceed with this investment as soon as possible and would qualify for an early close discount if all the documentation was signed by 17 February 2023. Chair's action approval had been deemed to be appropriate on this occasion as Council members had previously approved the overarching investment strategy via circulation in August 2022.

Modern Slavery and Human Trafficking Statement for the Financial Year Ending 31 July 2022 (approved 1 March 2022)

To approve the revised Modern Slavery Statement for publication.

Membership of Committees (approved 1 March 2023 and 6 April 2023)

To approve the appointment of:

- Stuart Clutton as a member of the Central University Research Ethics Committee A
- Pauline Parker as a member of the Central University Research Ethics Committee B

for the period to 31 July 2026.

To approve the appointment of (*name redacted*) as a lay member of the Animal Welfare and Ethical Review Body for the period to 31 July 2025.

Review of Small Endowments (approved 4 May 2023)

To approve the proposal that 17 endowments with a total value of £213k should be classed as fully utilised and transferred from the Endowment Reserve into University reserves. This proposal related to upcoming changes arising from a review of the Charities Act 2011 which meant that the University's powers to utilise small endowments would be less flexible than under the current act.

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

Pensions Matters (circulated 20 April 2023)

Members approved the University's proposed response to the consultation by UUK on USS's approach to dealing with The Pensions Regulator's (TPR) extended powers on fines. This gave the University's support for the proposal on the basis that USS Ltd (USSL) was the organisation to be held accountable and, as such, it should make clear to employers the risk measures in place to manage the penalty scenarios. Furthermore, should USSL ever be fined at the level beyond £50k, it must share with employers the details of an investigation into the circumstances that led to the penalty/ies and of the revised or additional control measures to be applied.

Members noted the proposed transfer of the USS employer representative duty from UUK to UCEA.

AGREED:

- iv. 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 and NOTED:

- i. An oral report from the President of Council covering her recent attendance at a CUC meeting, the Guild Awards and at regional meetings focussed on innovation and future collaborations.

6. Clerk to Council's Communications

RECEIVED:

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

REPORTED:

- ii. It was proposed that a Pensions Sub-Group should be established to consider pensions related consultations etc. The Sub-Group would have delegated powers to act on Council's behalf and would comprise the Vice-Chancellor, the President of Council, three lay members of the Finance and Resources

Committee, the Director of People and Services and the Director of Human Resources. Council would be updated on the Sub-Group's activity through the Chair's action/via circulation reports.

- iii. Several Council members had received an email from the UK-China Transparency organisation regarding research and primary data indicating that UK universities were operating Confucius Institutes on an illegal basis, exposing themselves to significant risk and systematically undermining members' rights. It was confirmed that there was not believed to be any material risk in relation to the University's Confucius Institute.
- iv. The group litigation action seeking compensation for students in relation to a claim of disruption to studies caused by industrial action and the COVID-19 pandemic test case, involving UCL, had commenced today.

AGREED:

- v. The Pensions Sub-Group referred to in 6ii above should be established.

7. Vice-Chancellor's Communications

RECEIVED:

- i. A report from the Vice-Chancellor on University, sector wide and political news, covering:
 - New University Strategy
 - Senior Team Recruitment (Provost & Deputy Vice-Chancellor and Pro-Vice-Chancellor for Global Engagement and Partnerships)
 - UCU Marking and Assessment Boycott
 - Eurovision
 - Coronation of His Majesty King Charles III
 - Zika and C-Gull
 - Turing University Network
 - Staff Recognition Events
 - Stream Lecture Capture
 - Industrial Action at UK Universities
 - Russell Group Report (Education and Skills for Growth)
 - Impact of International Students
 - Horizon Europe
 - Office for Students
 - Higher Education Provider Data: Finance 2021/22
 - Labour's Position on Tuition Fees
 - Local Political Update and Engagement
 - Work on LCR Investment Zone Bid.

REPORTED:

- ii. The Marking and Assessment Boycott was ongoing. There were a small number of areas that were more significantly affected but every effort was being made to mitigate any negative impact on students whilst maintaining the quality and standards of awards. Work was underway at a sector level to ensure students

were not prevented from moving on to the next stage in their career/further study. Council members would be kept informed should there be any significant developments.

8. Liverpool Guild of Students Update

RECEIVED and NOTED:

- i. An oral update on recent Guild activities including the successful Guild Awards, the outcomes of the recent Guild Officer elections, an event to celebrate the Eurovision Song Contest, support during the assessment period, the Guild's Cost of Living Crisis report, and the Guild End of Year Survey which had not closed yet but was highlighting that the three things students most wanted was to save money and have part time jobs and for there to be a greater variety of study spaces (noting that the study spaces issue was being addressed by the University).

9. Strategy 2031 Progress Update

[The Head of Project and Programme Management, Strategic Change, Rachel Parkes, and Project Support Officer, Strategic Change, Natalie Carpenter, attended for this item.]

RECEIVED:

- i. A presentation from the Vice-Chancellor on the further development of Strategy 2031, covering: progress since the last meeting; consultation plans; update on the pillars (Research and Impact, Education and Student Experience, Global Engagement and Partnerships, Place and Innovation); and initial thinking around purpose, values and vision.
- ii. A presentation from the Director of People and Services providing an update on the vision, objectives and priorities for the cross-cutting theme of People and Culture.
- iii. A presentation from the Chief Financial Officer providing an update on the vision, objectives and priorities for the cross-cutting theme of Sustainability.

REPORTED:

- iv. Progress since the last meeting included:
 - Council Away Day and Leadership Forum feedback captured and used to inform and refine proposals
 - Development work to consider how the cross-cutting themes intersect with the core pillars
 - Work was progressing on defining institutional Size and Shape, with Faculties considering opportunities for growth in support of this
 - All staff news story circulated early May and intranet pages now live
 - SLT Away Day had taken place to finalise draft contents prior to consultation

- Preparations underway for consultation (internal and external, from 12 June – 14 July 2023) and how staff could get involved.
- v. It had been agreed that the purpose should:
- Feel authentic, aspirational and inspiring
 - Express the positive impact we intend to have on the world around us for future generations
 - Reference the character of the city and our University community
- vi. The aim was to identify a set of values that feel authentic while being consistent with achieving the University's strategic direction. This included supporting the priority to be considered an employer of choice, where our environment empowers all of our people to succeed. An initial long-list had been derived from: feedback from Leadership Forum, a wider employee survey and SLT, plus consideration of existing values and ethics principles. Wider engagement would take place with all staff as part of consultation process.

NOTED:

- vii. A balanced score card would be developed to assess progress against the priorities.
- viii. The original red brick brand would be considered further in the context of Strategy 2031.
- ix. The vision statement as drafted was too long and should convey what was unique about the University more.

AGREED:

- x. The direction of travel should be endorsed.

10. Update on Student Mental Health, Sexual Violence and Freedom of Speech Work

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

RECEIVED:

- i. A presentation from the Director of Student Administration and Support providing an update on work underway in relation to student mental health, sexual violence and freedom of speech.

REPORTED:

Student Mental Health and Mental Health Charter

- ii. Nationally, there was a lot of media interest in this area and parliamentary debate about a statutory duty of care.
- iii. Locally, the University continued to work with Mersey Care and other HEIs to embed the UCOPE Student Liaison Service.

- iv. Institutionally, there continued to be high demand and complexity of cases. The University had joined the University Mental Health Charter programme in October 2022 and planned to make a submission in late 2024. Work continued in respect of each of the Charter domains: Learn, Support, Work, Live, and the enabling themes (leadership, strategy and policy, student voice and participation, cohesiveness of support across the provider, inclusivity and intersectional mental health, research, innovation and dissemination).

Sexual Violence

- v. Nationally, there had been an OfS consultation on a new approach to regulating harassment and sexual misconduct. There were concerns across the sector that the expectations were not realistic and that this was a significant extension of regulatory powers.
- vi. Locally, initiatives were underway in relation to a student safety group, safety in the night time economy and night time guardians, City Safe and safer streets, enhanced CCTV and additional police on the 699 bus route.
- vii. Institutionally, the Safe and Welcoming Campus Board had been relaunched to encompass a broader range of activities and ensure a joined up approach. Bystander training was ongoing with 1,000-1,400 students per year receiving the training.

Freedom of Speech

- viii. Key aspects of the Higher Education (Freedom of Speech) Act 2023 included:
- Governing body required to secure freedom of speech within the law for staff, students and visiting speakers on all campuses
 - Duty extends to Students' Unions (noting that the University and Guild had a long history of successfully working together on these issues)
 - Regulated by OfS (brings SUs into OfS regulation)
 - Securing academic freedom to question and test received wisdom and put forward new, controversial or unpopular ideas
 - OfS to run a complaints scheme for students, staff applicants to academic roles and people who have at any time been invited to be a visiting speaker
 - Requirement to declare overseas funding.
- ix. Analysis had been undertaken to establish the steps needed to address any gaps in light of the new Act and to assess the risks and challenges arising from it.

11. Diversity and Equality Annual Report 2021/22

RECEIVED:

- i. The Annual Diversity and Equality Report 2021/22.

REPORTED:

- ii. The Annual Diversity and Equality Report 2021/22 outlined activities identified under the Public Sector Equality Duty by providing an overview of: key equality, diversity and inclusion (EDI) related data trends, activities and progress made over the last academic year, as well as some key data trends over a four-year period for comparison. The report was complemented by the Diversity and Equality Infographics (Summary and Full Report) which provided an overview of the staff and student population for academic year 2021/22.
- iii. The team was progressing a number of initiatives, including improvements to maternity/paternity and adoption policies, accessibility improvements on campus, the implementation of an LGBTQ+ friendly name change policy, the successful roll out of the Race Equality Charter staff and student survey and a decrease in the BAME median pay gap of 0.89%. EDI Committee continued its work, and was focused on streamlining EDI focused actions across the organisation.

AGREED:

- iv. The Diversity and Equality Annual Report 2021/22 should be approved.

12. Cyber Security Risk Deep Dive

[The Chief Digital Information Officer, Dan Lawrence, attended for this item.]

RECEIVED:

- i. A presentation by the Chief Digital Information Officer, covering:
 - The threat impact on the University – a comparison of the statistics from 2022 and 2021
 - Risk mitigation approach
 - Cyber security programme.

REPORTED:

- ii. Risks included:
 - Business hours Technical Security Team tasked with meeting 24/7 cyber threat
 - Recruitment and retention issues within the Technical Security Team
 - Reduced cyber security controls at departmental level
 - Lack of control over devices being connected to the network
 - Unmanaged devices not meeting required security levels.

A number of mitigations to reduce these risks were in place or planned.

- iii. The cyber security programme included: endpoint protection and monitoring; promotion of Sophos Home Premium for personally owned devices; email security; secure configuration; vulnerability management; security operations centre; cyber incident response planning; and network monitoring.

- iv. The threat landscape was constantly changing and evolving with new attacks and vulnerabilities appearing all the time. As such, the risk would continue to be severe.

NOTED:

- v. The focus was moving towards business continuity planning. A brief update should be provided at the July 2023 Council meeting on business continuity plans should there be an attack during the Confirmation and Clearing period.

REPORTS FROM COUNCIL'S COMMITTEES

13. Audit Committee

RECEIVED:

- i. A report on the meeting of the Audit Committee held on 14 March 2023, covering the following items:
 - Internal Audit Progress Report
 - Cyber Security
 - Project SHAPE
 - PS Futures Phase 1
 - External Audit
 - Moody's Credit Opinion
 - Statutory Returns.

REPORTED:

- ii. Project SHAPE was an advisory review that focused on the processes and procedures that were used to implement the project. In short, the review had concluded that the University could take many positives from the project. It also identified learnings that would be incorporated into future major projects around: early assessment of institutional wide risks that might arise from implementation of a project and mitigation of them; robust communication plans at all stages of project implementation; with projects involving redundancies, there should be an assessment of whether the redundancy selection criteria could be challenged, together with the development of alternative options that could be presented and discussed as part of the consultation process; business cases for major projects should be supported by clearly defined measures of success that could be tracked; consideration should be given to whether projects were manageable or would be better undertaken as a series of smaller projects; and consideration should be given to the training and support required for project leads, including pastoral support for mental health and wellbeing needs.

14. Senate

RECEIVED and NOTED:

- i. A report on the meeting of the Senate held on 29 March 2023, covering the following items:

- Strategy 2031
- Project SHAPE PwC Report
- Project RISE Update
- EDI Annual Report
- Report from the Education Committee.

15. Finance and Resources Committee

RECEIVED and NOTED:

- i. A report on the meeting of the Finance and Resources Committee held on 17 March 2023, covering the following items:
 - Forecast 2 and Quarter 2 Performance Report
 - Strategic Review Discussion
 - People Spotlight – Research Technician Career Pathway
 - Approach to Reshaping Campus/Estates Strategy Refresh
 - Residential Services Annual Report 2021/22
 - University of Liverpool in Singapore (ULiS): Reflection on Partnership.

16. Health and Safety Governance Committee

RECEIVED:

- i. A report on the meeting of the Health and Safety Governance Committee held on 12 May 2023, covering the following items:
 - Annual Review of Health and Safety Policy
 - Update from Safety Adviser's Office
 - Investigation Report into Drone Incident
 - OfS Statement of Expectations for Preventing and Addressing Harassment and Sexual Misconduct Affecting Students in Higher Education: Progress in Implementing the University's Action Plan
 - Governance of Student Wellbeing and Mental Health and Student Safety
 - Health and Safety Communication Plan
 - PwC Audit Report from Leahurst.

AGREED:

- ii. The revisions to the University Health and Safety Policy for 2023/24 should be approved, noting that the main updates related to: the addition of two new core objectives around wellbeing and ethical behaviours; new sections on the role of the Wellbeing Group and the role of the Business Continuity Group and Community; changes to the membership of the Consultative Committee on Health and Safety; and a new section on how health and safety issues are communicated.

17. Nominations Committee

RECEIVED:

- i. A report summarising the process followed and the recommendations arising from the recent recruitment exercise to appoint new lay members.

REPORTED:

- ii. At its meeting held on 24 November 2022, Council agreed that an external recruitment consultant should be appointed to recruit new lay members to replace Norman Molyneux (resigned), and Dr Paul Johnson and Dr Roger Platt (who would complete their final term on 31 July 2023).
- iii. With an impressive track record in similar recruitment exercises at other comparable institutions, Saxton Bampfyld had been selected to assist the University with this round of recruitment and the opportunity had been taken to broaden the search to include the roles of co-opted members of the Audit Committee and independent member of the Remuneration Committee.
- iv. The calibre of the individuals interviewed was very high. As a result, the panel had agreed that a recommendation should be made to amend Council's constitution to provide for there to be 13 lay members rather than 12. This would also assist in ensuring that a lay majority was present when decisions are made (this was one of Halpin's key recommendations following their Governance Effectiveness Review due to quoracy challenges). This would require an amendment to Statute 8.1.2 which required Council to pass an ordinary resolution (a resolution passed at a meeting of the Council by a majority of the members present and voting) and subsequent approval by the Privy Council.
- v. The panel also agreed to recommend that the opportunity should be taken to appoint two co-opted members of the Audit Committee rather than one. This would strengthen the University's succession planning and provide a good opportunity for the new members to gain valuable experience in preparation potentially for future Council appointments. Unfortunately, the panel had been unable to recommend an appointment in relation to the Remuneration Committee independent member role.

AGREED:

- vi. Dr Alison Campbell should be appointed as a lay member of Council from 1 August 2023 to 31 July 2026.
- vii. Dr Mark Carawan should be appointed as a lay member of Council and Chair of the Audit Committee from 1 August 2023 to 31 July 2026.
- viii. Mark Proctor should be appointed as a lay member of Council from 1 August 2023 to 31 July 2026.
- ix. Matthew Reed should be appointed as a lay member of Council from 1 August 2023 to 31 July 2026.

- x. Sachin Date should be appointed as a co-opted member of the Audit Committee from 1 August 2023 to 31 July 2026.
- xi. Joanne Dawson should be appointed as a co-opted member of the Audit Committee from 1 August 2023 to 31 July 2026.
- xii. An ordinary resolution should be passed to approve the proposed amendment to Statute 8.1.2 to provide for there to be 13 rather than 12 lay members, with the members present voting unanimously in favour of the amendment.

18. Date of Next Meetings

NOTED:

- i. The next meeting would be held at 1pm on Tuesday 11 July 2023.
- ii. Council meetings would be held as follows in 2023/24:

Thursday 28 September 2023 – Away Day
Friday 24 November 2023 – 9.30am
Thursday 8 February 2024 – 2pm, with lunch from 1pm
Wednesday 10 April 2024 – Away Day
Friday 24 May 2024 – 9.30am
Thursday 11 July 2024 – 2pm, with lunch from 1pm.

[Secretary's note: The meeting scheduled for Thursday 8 February 2024 was subsequently rescheduled to Tuesday 6 February 2024 at 2pm.]