



MINUTES OF THE UNIVERSITY OF LIVERPOOL COUNCIL

**MEETING HELD ON 28 NOVEMBER 2024
IN THE DERBY SUITE**

Present:	Carmel Booth, President (Chair); Hans van Mourik Broekman, Vice-President; Professor Tim Jones, Vice-Chancellor; Lucy Everest, Chief Operating Officer; Cilla Ankrah-Lucas; Dr Alison Campbell; Dr Mark Carawan; Fiona Cullen; Barry Flynn; Vanessa Griffiths; Matthew Reed; Dr Diana Walford; Professor Julia Balogun; Professor Thomas Teubner; Kieran O’Sullivan; and Othman Ibrahim, Vice-President of the Liverpool Guild of Students.
Apologies:	Professor Richard Black, Provost and Deputy Vice-Chancellor; Rowan Bradbury, President of the Liverpool Guild of Students; Dr Kashmir Gill; Mark Proctor; and Professor Hazel Scott.
In Attendance:	Nicola Davies, Chief Financial Officer; Professor Anthony Hollander, Pro-Vice-Chancellor for Research and Impact; Kevan Ryan, Clerk to Council/University Secretary and General Counsel; and Emma Leonard, Head of Governance and Deputy Secretary.

COMMITTEE AND MEMBERSHIP MATTERS

1. Council Membership 2024/25

RECEIVED and **NOTED:**

- i. A document setting out Council’s membership for 2024/25.

2. Council Roles and Responsibilities

RECEIVED and **NOTED:**

- i. The annual report bringing together a range of information on the role of Council and its members, members’ legal and fiduciary responsibilities as charitable trustees, the expectations the University has of them, and the support members can expect to receive from the University in discharging these duties.

3. Committee Roles and Responsibilities in Relation to Diversity and Equality 2024/25

RECEIVED and **NOTED**:

- i. A guidance document for report authors on how to demonstrate consideration of diversity and equality matters in their activities when populating report templates, as well as clarifying the role and responsibilities of committee/board members in ensuring that the University upholds diversity and equality compliance through its decision-making bodies.

4. University Policy on Disclosure of Interest

RECEIVED and **NOTED**:

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

5. Register of Members' Interests

RECEIVED and **NOTED**:

- i. A link to the publicly available record of Council members' declared interests.

6. Disclosures of Interest

Members were asked to disclose any interest that could give rise to conflict in relation to any item on the agenda. Disclosures are noted under relevant minute headings. With all declarations made, it was deemed appropriate for the individuals to remain in the meeting due to their required contribution to the discussion.

7. University Scheme of Delegation

RECEIVED and **NOTED**:

- i. A link to University's Scheme of Delegation.

8. Minutes of Previous Meetings

8.1 Minutes of the Meeting Held on 10 July 2024

AGREED:

- i. The minutes of the meeting held on 10 July 2024 should be approved as an accurate record.

8.2 Notes of the Awayday Meeting Held on 26 September 2024

AGREED:

- i. The notes of the awayday meeting held on 26 September 2024 should be approved as an accurate record.

9. Report on Action Taken by the President on Behalf of Council

RECEIVED:

- i. A report on action taken by the President on Council's behalf.

REPORTED:

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

Amendments to the Student Conduct Policy (approved 6 August 2024)

To approve two minor changes to the Student Conduct Policy which were required as a result of the suspension of the implementation of the Higher Education (Freedom of Speech) Act 2023.

Appointment of Second Student Representative on Council (approved 19 August 2024)

To approve the appointment of Othman Ibrahim as the second student representative on Council for 2024/25.

Appointments to the Finance and Resources Committee and Remuneration Committee (approved 11 September 2024)

To approve the appointment of Matthew Reed as a member of the Finance and Resources Committee and Chair of the Remuneration Committee for the period from 11 September 2024 to 31 July 2026.

Amendments to the Policy and Code of Practice Regarding Freedom of Speech and Academic Freedom (approved 30 September 2024)

To approve the revised Policy and Code of Practice Regarding Freedom of Speech and Academic Freedom which had been amended to reflect the pausing of the new legislation. This Policy had been reviewed as part of work to prepare for the requirements of the Higher Education (Freedom of Speech) Act 2023 and the OfS Proposed Regulatory Advice 24: Guidance related to freedom of speech, and a previous version had been approved by Council on 10 July 2024 in preparation for the 1 August implementation date. However, the implementation of this legislation had now been paused and direct references to the Act or specific obligations it would have introduced had been removed. Much work had taken place to more formally align the work of the Guild and the University in this area ensuring that the Policy reflects the existing good practice and joint working, and these elements had been retained.

AGREED:

- iii. The action taken by the President on Council's behalf as outlined in 9ii above should be endorsed.

ITEMS FOR APPROVAL/DISCUSSION/NOTE

10. President's Communications

RECEIVED:

- i. An oral report from the President of Council on her attendance at recent northern and national CUC meetings.

NOTED:

- ii. It would be important for Council to keep a focus on the following expectations recently set out by the Government for the sector:
 - Play a stronger role in expanding access and improving outcomes for disadvantaged students
 - Make a stronger contribution to economic growth
 - Play a greater civic role in their communities
 - Raise the bar further on teaching standards, to maintain and improve our world-leading reputation and drive out poor practice
 - Sustained efficiency and reform programme.

11. Clerk to Council's Communications

RECEIVED:

- i. An oral report from the Clerk to Council providing an update on some recent OfS activity.

REPORTED:

- ii. Financial sustainability appeared to be the main priority for the OfS currently: OfS modelling suggested that nearly three quarters (72%) of higher education providers could be in deficit by 2025/26, and 40% would have fewer than 30 days' liquidity.
- iii. Following the partnership between OfS and National Trading Standards, there had been further regulation around upholding consumer law, with two more providers being investigated and changing their student contracts.
- iv. The sector was preparing for the incoming ongoing condition of registration on Addressing Harassment and Sexual Misconduct.

12. Vice-Chancellor's Communications

RECEIVED:

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

University Updates

- Rankings
- Knowledge Exchange Framework
- Economic and Social Impact Report
- Staff Survey Results
- Global Conflict
- British Science Festival
- Sir Peter Rigby Centre for Enterprise
- Hub for Advanced Long-acting Therapeutics
- University Partnership with Sizewell C
- Liverpool Literary Festival

Higher Education Sector and Political Updates

- Government Budget Announcements
- University Tuition Fees
- Labour Party Conference
- Professor Dame Angela McLean, Government Chief Scientific Adviser
- Heseltine Institute Report Analysing the First 100 days of the New Government
- Sector Publications and Reports.

- ii. A presentation from the Vice-Chancellor setting out a range of Government plans and their potential impact for the University and wider HE sector.

REPORTED:

- iii. There would be a range of planned Government activity that would significantly influence the future of the sector over the coming months. This included a comprehensive spending review (expected in late Spring 2025), a reform of the HE funding system, plus a new Industrial Strategy (Spring 2025) and a new International Education Strategy (Spring 2025).

- iv. A significant increase in employer National Insurance Contributions would exceed the recently announced inflationary increase in home tuition fees.
- v. A new collaborative venture between the University and the University of Manchester had been announced which aimed to combine the two universities' shared specialisms in sustainable supply chains in speciality chemicals, quantum technologies, nuclear research, and creative industries.

13. Liverpool Guild of Students Update

RECEIVED:

- i. A presentation from the Vice-President of the Guild on the Guild Officers' priorities for 2024/25 and general updates on the 2023/24 financial end of year position, Welcome Week, the new Union Brew coffee shop, and joint societies.

REPORTED:

- ii. Priorities being worked on individually or collectively by the Guild Officers included: cost of living; mental health and wellbeing; student safety; student experience; cheaper gym fees; transport; housing; food; sustainability; ethical investment and research; and academic experience.

14. India Options Appraisal

[The Pro-Vice-Chancellor for Global Engagement and Partnerships, Professor Tariq Ali, and the Director of Strategic Change, Rachel Parkes, attended for this item.]

RECEIVED:

- i. A paper presenting the findings of a detailed options appraisal exploring opportunities for expanding the University's global footprint in support of ambitions set out in Liverpool 2031.

REPORTED:

- ii. The report summarised recent developments in India's higher education sector and the opportunities this presents for delivery of transnational education, and considered a number of options for UoL in response to the changes. The report detailed market entry models and provided a comparison of commercial proposals received from two different types of potential partners. The report had previously been considered by the sub-group established by Council to provide an independent review and input into the consideration of this potential project.
- iii. India had a massively growing young population from which a significant number (70m) would be seeking higher education opportunities at home and abroad. India had been identified as a priority country in the UK Government's refreshed International Education Strategy and was a target for many of the Russell Group universities. Indian Prime Minister Modi had set out ambitious targets for growth in the National Education Policy (NEP) 2020 and currently there was insufficient capacity within the Indian HE system. New regulations had been introduced to catalyse education partnerships with high-quality, international HEIs as well as to allow International Branch Campuses to be established for the first time.

Paragraphs iv. – xiii. redacted due to commercial interest.

15. Financial Statements and OfS Annual Financial Return (AFR) 2023/24

[Disclosures of interest were noted from N Davies, as a Director of the ULEC, ULCCO, ULCCO SP and Sensor City Boards. Disclosures were also noted from K Ryan, as a Director of the ULCCO SP Board, and from Professor A Hollander as a Director of Sensor City.]

RECEIVED:

- i. Various elements of the Annual Financial Return (AFR) which the University was required to submit to the OfS, together with the latest going concern assessment focussing on the two year period to 31 July 2026.

REPORTED:

- ii. Requirements of the return included:
 - Signed audited financial statements
 - External audit management letter
 - Approved five year plan:
 - Financial and student number tables in the template from the OfS
 - Commentary in the template from the OfS.
- iii. The Chief Financial Officer's report within the financial statements highlighted the financial performance – the underlying operating surplus of £0.6m or 0.1% was down on prior year of £10.8m or 1.6%, reflecting inflationary pressures and additional investment in staff, estate and IT, while overseas student numbers remained below pre-pandemic levels. Closing cash and current (liquid) investments of £107.6m were down from £114.1m in prior year, but remained significantly above the minimum cash holdings target of £60m. The reduction was primarily driven by the reduced operating surplus.
- iv. Two errors had been identified as part of the audit – the understatement of deferred income relating to tuition fee, and depreciation impact on unrealised profits relating to purchase of fixed assets from a UoL subsidiary (ULCCO SP). Given the offsetting nature of both amounts (c.£1.4m each), and the fact that both were below the material threshold of EY, it was proposed that these were not adjusted for. EY had confirmed that it was comfortable with this approach.
- v. The going concern assessment did not form part of the AFR for submission to the OfS, however it was required for the auditors and for Council to enable assurance that the University continued to be considered a going concern. The going concern assessment demonstrated that the University had substantial cash reserves and that, even in a worst case scenario, it remained a going concern. EY had indicated that they were satisfied with the going concern position following a review of the going concern paper and the underpinning financial modelling.

- vi. The figures presented were an accurate reflection of where the University currently stood; however, work would continue and plans would be adjusted accordingly with the implementation of the Recovery Plan.

AGREED:

- vii. The annual financial return and the audited financial statements along with the going concern assessment should be approved, noting that the University's status as a Public Interest Entity which placed additional reporting and disclosure requirements on its annual financial statements alongside more rigorous audit requirements provided additional assurance. EY's finalisation and documentation procedures had been slightly delayed owing to a personal matter for a key individual. The plan was for Council to approve the accounts at this meeting, but to delay formal signing until the week after.
- viii. The letters of support requested by the external auditor as part of the going concern assessment for the following subsidiary companies and joint ventures should be issued:
 - University of Liverpool Energy Company Ltd
 - ULCCO (Special Projects) Ltd
 - University of Liverpool Construction Company Ltd
 - Sensor City Liverpool Ltd (Joint Venture with LJMU)
 - Agnes Lois Bulley Trust.

16. Office for Students – Annual Self-Assessment Compliance Report

RECEIVED:

- i. A report providing assurance to Council in relation to how the University is currently complying with the conditions of the OfS regulatory framework and highlighting areas of potential risk or where further work is progressing as well as information regarding upcoming regulatory changes. Also appended to the report was a summary of the events reported to the OfS in the last 12 months and near misses.

REPORTED:

- ii. An informal OfS Oversight Group had continued to meet quarterly and receive updates from activity leads on any emerging matters within each of the conditions. The Group also provided an opportunity to encourage more cross working liaison, helped raise awareness, and directly fed into the University's response to the regular consultations undertaken by the OfS.
- iii. Overall, the majority (20/25) of conditions had been assessed as green, with those conditions highlighted as amber (4/25) having plans in place to address requirements as necessary (with 1/25 not applicable). This overall assessment was a slight improvement on last year's report. Assurance could be taken that no conditions had been assessed as red.

AGREED:

- iv. The University's internal assessment of its compliance against the conditions of the OfS regulatory framework should be approved.

17. Prevent Annual Report 2023/24 and Data Return

RECEIVED:

- i. The Prevent Annual Report for 2023/24 and Data Return.

REPORTED:

- ii. The report explained how the University demonstrates due regard to the need to prevent people from being drawn into terrorism and provided assurance to Council that the University is continuing to meet its Prevent obligations.
- iii. The implementation of the new Learning Management System within HR would assist with demonstrating compliance around staff training, an area the OfS had noted as in need of attention.

NOTED:

- iv. A query regarding why the Report and Support tool did not record antisemitism specifically as a category would be taken away.

AGREED:

- v. The Prevent Annual Data Return should be approved for submission to the OfS.
- vi. The Prevent Annual Report should be approved and Council could confirm that it was satisfied that the University continues to meet its Prevent duty.

18. Strategic Risk Register

[The Director of Strategic Planning, Phil Hopwood, attended for this item.]

RECEIVED:

- i. A paper summarising the first bi-annual review of the Strategic Risk Register following its approval in May 2024 after revision to align with Liverpool 2031.

NOTED:

- ii. The revised presentation of the report was commended.

AGREED:

- iii. The Strategic Risk Register should be approved, noting that there was clear evidence of management review and good alignment with areas of focus of the Audit Committee.
- iv. The risk score assigned to E2 (Cyber Security) should be approved, noting that, despite the mitigations in place, the exposure (after mitigation) for Cyber Security remained high (16). The mitigations in place would have an impact on elements of the risk but could not necessarily reduce the exposure as the risk environment was constantly changing, and the consequence a successful cyber-attack

would have on key business operations remained significant. Cyber Security and Infrastructure would be focussed on at Council's spring awayday.

- v. More broadly, the Director of Strategic Planning should be thanked for delivering a very informative briefing session for Council members recently on league tables and Liverpool 2031 performance. The session had been recorded and would be made available in due course.

REPORTS FROM COUNCIL'S COMMITTEES

19. Senate

RECEIVED:

- i. A report on the meeting of the Senate held on 20 November 2024, covering the following items:

For approval:

- Academic Governance/Senate Effectiveness Review – Final Report
- New Senate Terms of Reference 2024/25
- OfS Annual Compliance Report (*dealt with as a substantive item by Council – see minute 16 above*)
- Honorary Degrees Nominations Report 2024 (*dealt with as a substantive item by Council – see minute 23 below*)
- Annual Quality Report

For noting:

- Institutional Survey Results 2024: NSS Overview
- University in India Opportunity
- Policy Regarding Reasonable Adjustments and Support for Disabled Students
- Reports from Senate's Strategic Committees:
Education Committee
Research and Impact Committee
- Senate Reports from other Sub-Committees
Collaborative Provision Committee
Postgraduate Research Committee
Research Integrity and Governance Committee Annual Report (*dealt with as a substantive item by Council – see minute 27 below*)

Committee on Research Ethics Annual Report (*dealt with as a substantive item by Council – see minute 26 below*)

Annual Summary Report from the University Approval Panel

- Admissions, Appeals and Complaints for Entry 2024
- Annual Complaints Monitoring Report for the Academic Session 2023/24.

AGREED:

- ii. The Advance HE Academic Governance/Senate Effectiveness Review Report and its recommendations should be approved, noting that the review had found that ‘the overall academic governance and oversight of quality and standards for teaching and learning are effective and meet the needs of the University Council’, and that a Task and Finish Group would be established to further consider implementation of the more strategic recommendations (around composition of Senate and sub-committee structure), to report back to Senate in March 2025.
- iii. Senate’s Terms of Reference for 2024/25 should be approved.
- iv. The Annual Quality Report for 2023/24, produced to assure the Council that quality assurance processes are in place to maintain quality and standards and to enhance the student experience, should be approved. The PVC Education and Director of Academic Quality and Standards would deliver a deep dive session on academic quality and standards at Council’s February 2025 meeting.

20. Audit Committee

RECEIVED:

- i. A report on the meetings of the Audit Committee held on 8 October 2024 and 13 November 2024, covering:

For approval:

- Annual Financial Return to the OfS (*dealt with as a substantive item by Council – see minute 15 above*)
- Assessment of the University of Liverpool as a Going Concern (*dealt with as a substantive item by Council – see minute 15 above*)

- Audit Committee Annual Report
- OfS Annual Self-Assessment Compliance Report (*dealt with as a substantive item by Council – see minute 16 above*)

For endorsement:

- PwC 2024/25 Internal Audit Plan

For noting:

- Audit Committee Terms of Reference
- Financial Reporting Council: Inspection of EY's Audit of the University's Financial Statements for the Year Ended 31 July 2023
- PwC Internal Audit Annual Report 2023/24
- PwC Internal Audit Progress Report
- Private Meetings.

AGREED:

- ii. The Annual Report of the Audit Committee describing the work of the Committee and how it gained the assurances that enable it, in turn, to assure the Council on the robustness of the University's systems of internal control should be approved. The Committee's annual opinion was as follows:

'On the basis of the work undertaken by the internal and external auditors and the action plans agreed by management, and following consideration of other matters presented to the Committee by management, the Audit Committee has concluded that it is satisfied with the adequacy and effectiveness of the arrangements that the University has in place for:

- risk management, control and governance
- sustainability, economy, efficiency and effectiveness (value for money) and
- the quality of data submitted to regulatory bodies'.

- iii. The 2024/25 PwC Internal Audit Plan should be endorsed.

21. Finance and Resources Committee

RECEIVED:

- i. A report on the meetings of the Finance and Resources Committee held on 11 September 2024 and 13 November 2024, covering the following items:

13 November 2024 Meeting

For approval:

- Annual Financial Return to the OfS (*dealt with as a substantive item by Council – see minute 15 above*)
- Assessment of the University of Liverpool as a Going Concern (*dealt with as a substantive item by Council – see minute 15 above*)

For noting:

- Vice-Chancellor Update
- Update on Paddington Village Developments
- India Update
- Finance Updates
- Treasury Annual Report
- Investments Sub-Committee Biannual Report
- Annual Report on Endowment Usage and Impact
- Recovery Plan Update: Current Cost Position
- People Spotlight Update
- 2024 Staff Survey Results
- University Contracts Framework Programme

11 September 2024 Meeting

For approval:

- University Scheme of Delegation and Executive Authority

For noting:

- University of Liverpool – India Update
- Finance Year End Report
- Student Recruitment Update: Entry 2024
- University of Liverpool Recovery Plan
- University Digital Strategy
- Transparent Approach to Costing (TRAC) Processes and Compliance.

NOTED:

- ii. The next major update on the recovery plan would be provided at the meeting of Council scheduled for 12 February 2025.

AGREED:

- iii. The revisions to the University's Scheme of Delegation and Executive Authority should be approved, noting that these included confirming the delegated authority of the Digital Investment Portfolio Planning Group, recognition of the University's Signatory Authority for Research Related Contracts document, noting Council's role in approving changes to the University Ethical Investment Policy, and other minor changes to correct any information that was now out of date.

22. Health and Safety Governance Committee Annual Report

RECEIVED:

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

REPORTED:

- ii. As the governing body, Council had strategic oversight of all matters related to health and safety for the University. In order to discharge its legal and regulatory responsibilities, Council should seek assurance that effective health and safety arrangements are in place and working. The HSGC Annual Report, therefore, covered key elements in order to enable Council to discharge its obligations, as follows:

- University governance arrangements
- University Health and Safety Policy and Plan
- Wood Park Farm fatality
- Reinforced Autoclaved Aerated Concrete (RAAC)
- External enforcing authorities and investigative bodies update
- Other auditing activity
- Accidents and incidents 2023/24
- Fire safety
- Wellbeing

- Key performance indicators
- Safeguarding Annual Report 2023/24.

NOTED:

- iii. A risk-based approach was being taken to prioritise those fire drills that had not yet been completed.
- iv. The reasons for rises in the number of accidents at certain times of the year were explored.

AGREED:

- iv. The HSGC Annual Report should be approved.

23. Joint Committee on Honorary Degrees

RECEIVED:

- i. A report on the meeting of the Joint Committee on Honorary Degrees (JCHD) held on 13 November 2024.

AGREED:

- ii. The recommendations of the JCHD, which had been endorsed by the Senate at its meeting held on 20 November 2024, should be approved and the individuals should be invited to accept honorary degrees to be conferred at degree ceremonies in 2025.

24. Nominations Committee

RECEIVED:

- i. An oral update from the President of Council on Nominations Committee business.

REPORTED:

- ii. The meeting of the Nominations Committee scheduled for 13 November 2024 had been cancelled but members received an update report via circulation.
- iii. In terms of the upcoming recruitment exercise:
 - A decision was still to be made regarding whether to use a recruitment consultant on this occasion.
 - Taking stock of the range of experience and skills of the current Council members, it was proposed that the upcoming exercise should focus on the following: established private and public sector leaders with specific experience of people, AI/digital, and strategic partnerships.
 - A draft role description had been developed for the Associate Lay Member roles. These roles would be aimed at attracting a diverse range of potential candidates who either:
 - May not have sufficient experience to apply for a more senior role but who have the enthusiasm, ability and potential to succeed in a trustee role in the future
 - May be senior and experienced but not currently have the time available to serve as a full trustee.
- iv. The Committee had agreed to recommend that a Senior Independent Governor should continue not to be appointed as the arguments for not appointing to such a role remained valid (the Clerk leads on the annual appraisal of the President and was a key point of contact for members, the well-established Vice-President position, and the need to avoid the perception of there being two tiers of membership).

AGREED:

- v. Council should not seek to appoint a Senior Independent Governor at this time.

25. Remuneration Committee

RECEIVED:

- i. A report on the meeting of the Remuneration Committee held on 13 November 2024, covering the following items:

For approval:

- Annual Review of Terms of Reference, Constitution and Membership 2024/25
- Annual Remuneration Report to Council 2023/24

For noting:

- Annual Review of the Senior Staff Remuneration Policy
- Annual Review of Senior Leadership Team Salaries and Non-Clinical Professorial and Equivalent Professional Services Staff Salary Review 2024
- Report on Senior Staff Matters
- Annual Summary of the Vice-Chancellor's Expenses 2023/24.

AGREED:

- ii. The revisions to the Remuneration Committee's Terms of Reference, Constitution and Membership should be approved, noting that they were required to:
 - Reflect that Matthew Reed had been appointed as Chair of the Committee and that, following a successful recruitment exercise, Mark Stewart had joined as the Independent Member
 - Include reference to the following in relation to succession planning:
'To ensure robust succession plans are in place for the Senior Leadership Team, other critical senior roles, and role holders identified as a potential 'risk of flight''.
- iii. The Annual Remuneration Report to Council 2023/24 should be approved. This had been produced in accordance with the Committee of University Chairs Higher Education Senior Staff Remuneration Code. The report would be published on the publicly available Remuneration Committee webpage and a link to it provided in the Corporate

Governance Statement section of the publicly available annual Financial Statements.

26. Annual Report from the Committee on Research Ethics 2023/24

RECEIVED and NOTED:

- i. The annual report on the activity of the Committee on Research Ethics covering the 2023/24 academic year and describing the work of the Committee to implement and develop the University's research ethics framework.

27. Annual Report from the Research Integrity and Governance Committee 2023/24

RECEIVED and NOTED:

- i. The annual report for 2023/24 on the activity of the Research Integrity and Governance Committee (RIGC), describing the work of the Committee to uphold and develop the robustness of the University's research integrity framework.

28. Date of Next Meeting

NOTED:

- i. The next meeting would be held at 1.30pm on Wednesday 12 February 2025.