



MEETING OF COUNCIL

Date of meeting:

Thursday 28 November 2019, 14:00 to 17:00

Place of meeting:

Barnard Room, LSHTM, Keppel Street, London

Present:

John O'Donnell (Acting Chair), Peter Piot, Gemma Donaldson, Ann Grant, Precious Lunga, Nicholas Mays, Jonathan Roper, Diana Layfield, Hitesh Patel, Richard White, Jenny Jenkin, Matt Lee, Anne Mills, Alison Grant and Annalisa Jenkins.

Apologies:

Una O'Brien

Minutes:

Ayisha Govindasamy

1. INTRODUCTION

1.1 Conflicts of Interest

Noted:

- 1.1.1 John O'Donnell noted a conflict of interest in relation to the Chair of Council candidate; as the candidate was the Chair of Achilles Group of which John O'Donnell is the Chief Operating Officer.

1.2 Actions taken by the Chair since the previous meeting

Noted:

- 1.2.1 Appointment of Hitesh Patel to the Audit and Risk Committee.

1.3 Minutes from the previous meeting

Resolved that:

- 1.3.1 The minutes from the previous meeting of Council on 19 September 2019 were approved.

2. FOCUS OF THE MEETING

2.1 Director's Report

Received: A presentation from the Director on LSHTM's recent achievements and events.

Noted:

- 2.1.1 The LSHTM union ballot did not reach the 50% turn out rate therefore there would not be any strike action.
- 2.1.2 Following the outcome of the staff survey, an action plan is in development and a number of focus groups have been set up to understand how staff feel valued.
- 2.1.3 Student recruitment for 2019/20 was lower than expected, and external recruitment for the Pro-Director of Education was unsuccessful.
- 2.1.4 New ZOOM conference software has been launched and travel is being reported centrally to help with LSHTM's climate change agenda.

2.2 Office for Students Returns

2.2.1 Treasurer's Report and Financial Statements

Noted:

- 2.2.1.1 Income for this year was in excess of £4million and research income continues to grow which is a tremendous reflection of LSHTM's academic community.
- 2.2.1.2 Considering the Unit deficit which was reported earlier in the year, the overall operating surplus was good.

- 2.2.1.3 The overall comprehensive income position was impacted by several non-operational adjustments, most notably the change in the USS pension provision.
- 2.2.1.4 Further work was needed to instil a culture that rewards those promoting LSHTM's financial sustainability.
- 2.2.1.5 The number of days working liquidity capital has reduced due to the phasing of the catalyst funding for capital works but remains above 50 days which is acceptable.
- 2.2.1.6 The number of debtor days has reduced significantly.
- 2.2.1.7 Following the condition survey of the units, MRC have provided an additional funding of £3.4 million which has been ring fenced for the units.
- 2.2.1.8 LSHTM's research performance was outstanding but indirect costs were slowly increasing.

2.2.2 Ongoing Concern

Resolved:

- 2.2.2.1 Council noted the sources of assurance upon which LSHTM is considered a 'going concern'.

2.2.3 Financial Return

Resolved:

- 2.2.3.1 The audited annual finance return and financial forecast to 2023-24 were approved for submission to the Office for Students.

2.2.4 Audit & Risk Committee Annual Report 2018/19

Received: The Audit and Risk Committee Annual Report which included the following annexes; Audit and Risk Committee Terms of Reference (Annex A), Internal Audit Annual Report (Annex B), External Audit Report (Annex C), Prevent Report (Annex D), Value for Money Report (Annex E), Data Quality Report (Annex F), and Research Governance and Scientific Misconduct Annual Report (Annex G).

Noted:

- 1.2.1.1 The Committee were satisfied by LSHTM's internal auditors (PwC) performance and the added value they provided.
- 1.2.1.2 The opinion within the Annual Internal Audit Report was hybrid, and assurance on the LSHTM's system of internal control was categorised as 'major improvement required' and the assurance on the Units' system of internal control was categorised as 'unsatisfactory'.
- 1.2.1.3 PwC carried out thirteen internal audits and identified 21 high risk recommendations. Common themes noted as part of the individual reports on LSHTM's high risk control included outdated and undetailed policies and procedures, insufficient resource, lack of formalised training and lack of alignment with the Units.
- 1.2.1.4 Council recognised the importance of the Unit's autonomy but noted that key controls and reporting lines were needed for LSHTM to operate as a global institution and enable good governance.
- 1.2.1.5 All internal audit recommendations have been accepted by management and a number of these have already been resolved.
- 1.2.1.6 The committee were satisfied that there were robust arrangements for risk management, value for money and data returns (but further work needed to be carried out on data quality).
- 1.2.1.7 An inadequate rating had been received by the Wellcome Trust, along with other institutions, and a significant amount of effort had been made to successfully lift proposed sanctions.

Resolved:



- 1.2.1.8 Management should focus on aligning systems and controls between London and the units.
- 1.2.1.9 LSHTM's Schedule of Delegation would be updated to ensure the units were included.
- 1.2.1.10 Council noted the Prevent Report and approved the Prevent return to OfS.

1.2.2 Accountability Return

Resolved:

- 2.2.5.1 Council approved the summary statement which confirmed compliance with conditions of registration of OfS.

2. ITEMS FOR APPROVAL

2.2 Anti-Slavery and Trafficking Statement

Resolved that:

- 2.2.1 Council should receive further information on the future activities e.g. who is specifically responsible for each action, when will this action be delivered, and regular reports on progress made against future activities.
- 2.2.2 The statement for 2020 the statement should include what action is being taken to ensure LSHTM's Anti-Slavery & Human Trafficking Statement was being adhered to by our suppliers/third party providers etc.
- 2.2.3 The 2019 Anti-Slavery and Trafficking Statement was approved.

2.3 Edwin Chadwick Medal

Noted:

- 2.3.1 Following the nominees were recommended by Senate as recipients of the Edwin Chadwick Medal:
 - For advancement of public health: Dr Claudia Garcia-Moreno and Professor Charlotte Watts (jointly proposed)
 - For public health advocacy: Professor Martin McKee

Resolved:

- 2.3.2 Council approved the above recipients for the Edwin Chadwick Medal.

3. REPORTS FROM COMMITTEES

3.2 Nominations Committee

Received: Revised Nominations Committee Terms of Reference; a verbal report of the Nominations Committee held on 28 November 2019; and the process used to select the Chair of Council.

Noted that:

- 3.2.1 Due to a conflict of interest John O'Donnell would excuse himself from this item.
- 3.2.2 The process for finding a Chair of Council included considering a diverse pool of candidates as exemplified by the open advert.
- 3.2.3 The Chair of Council Selection Panel noted that the recommended candidate, Don Robert, met the selection criteria for the role and were content with the outcomes of due diligence checks. Don has previous experience with fundraising, technology, data analytics, and a wide-ranging network through the London Stock Exchange. All of which would be hugely beneficial for LSHTM. Don has shown a keen interest in LSHTM through meeting with key academics and staff and is motivated to learn more about public health. Don had carefully considered the time commitment needed for this role and was willing to provide this.
- 3.2.4 The Chair of Council Selection Panel unanimously recommended to Council the appointment of Don Robert.



Resolved that:

- 3.2.5 Council approved the revised Nominations Committee Terms of Reference.
- 3.2.6 Council approved Don Robert as the Chair of Council commencing on 01 April 2020.
- 3.2.7 A comprehensive induction to LSHTM, and the Higher Education and Public Health sector would be arranged for the Chair elect.
- 3.2.8 Council thanked the Chair of Council Selection Panel for their contribution in proposing an exceptional candidate.

3.3 Audit and Risk Committee

Received: An updated version of the Strategic Risk Register.

Noted that:

- 3.3.1 The Strategic Risk Register template has been updated and the Unit and Faculty Risk Registers would use this template in the future.

3.4 Senate

Received: Annual Quality Assurance Statement

Noted that:

- 3.4.1 While the Annual Quality Assurance Statement was no longer needed as part of the Accountability Return to the Office for Students, it was still a requirement that institutions assure themselves of the quality of their Academic governance.
- 3.4.2 Senate agreed that regular updates on ongoing matters of Quality Assurance, Academic Standards and Student Experience would be provided to Council and there would be a “stock check”, reflecting on the year, in March.

3.5 People Committee

Noted that:

- 3.5.1 The results of the staff survey were now available to Council members on Board Intelligence. The committee expressed some concern over the scores around accident reporting, given the nature of the research done at LSHTM, and the lack of awareness of the Whistleblowing policy and advised that action be taken to improve these areas.
- 3.5.2 There were plans to formalise the Wellbeing Group into a Committee reporting to SLT.
- 3.5.3 A new EDI Manager had now been appointed and an EDI committee had been established.

3.6 Remuneration Committee

Received: Remuneration Committee Annual Report 2018/19.

Noted that:

- 3.6.1 The Remuneration Committee Annual Report documents the process by which senior staff pay was decided and the comparative data used.
- 3.6.2 It was difficult to rely on comparative data as LSHTM does not have many comparative institutions.
- 3.6.3 Organisations such as LSHTM need the ability to change rapidly and LSHTM’s operating model needed careful consideration to ensure it had people with the technical skills to be agile.

2. ITEMS FOR INFORMATION



2.1 Use of the Seal

Noted that:

- 2.1.1 The LSHTM seal had been used to formalise a number of contracts and deeds related to capital projects. All seals have been recorded in the official Seal register.

3. DATE OF NEXT MEETING: 31 March 2020

4. CLOSURE