

**COUNCIL MINUTES - 11 NOVEMBER 2020
APPROVED BY COUNCIL ON 31 MARCH 2021**

MEETING OF COUNCIL

Date of meeting: Wednesday 11 November 2021, 14:00 to 16:00
Place of meeting: ZOOM Video Conference

Present: Don Robert, John O'Donnell, Una O'Brien, Diana Layfield, Precious Lunga, Hitesh Patel, Annalisa Jenkins, Mohamed Osman, Mike Turner, Jenny Jenkin, Nicholas Mays, Gemma Donaldson, Mishal Khan, Effua Usuf, Oluwagbemileke Bolajoko, Angela Darlington, Peter Piot, Anne Mills, Matt Lee and Jenny Jenkin.

Minutes: Ayisha Govindasamy.

1. INTRODUCTION

Council welcomed Mike Turner who has been appointed as an Independent member of Council and Oluwagbemileke Bolajoko who was recently elected as the President of the Student Representative Council.

1.1. Apologies for absence: None received.

1.2. Actions taken by the Chair since the previous meetings: None.

1.3. Conflicts of Interests: None declared.

1.4. Minutes from the previous meeting:

Resolved:

1.4.1. The minutes from the previous Council meeting held on 08 September 2020 were approved.

2. FOCUS OF THE MEETING

2.1. Director's Presentation

Received: A presentation from the Director on recent research achievements, media highlights, impact of COVID-19, fundraising targets, and current SLT priorities.

2.2. Fundraising

Received: A presentation on fundraising performance in 2019/20, and fundraising priorities for 2020/21 from Valerie Boulet (Director of Development and Alumni Relations) and Holly Butcher (Fundraising Consultant).

2.3. Race Equality Update:

Kara Hanson (SLT co-focal point for addressing racial inequality) joined for this item.

Noted:

2.3.1. The Diversity & Inclusion Committee terms of reference have been drafted, consulted on and revised to reflect feedback from the LSHTM community.

2.3.2. A 'Report & Support' tool was launched in September 2020 which allows staff and students to raise concerns and complaints (either named or anonymously) and signposts relevant existing LSHTM policies e.g. whistleblowing/student complaints/staff grievances.

2.3.3. A Bullying & Harassment Task and Finish Group has been set up to review the bullying and harassment policy, and to ensure the new policy is widely communicated and complemented with relevant training.

2.3.4. The EDI Strategy had been drafted and was undergoing consultation with the LSHTM community before being finalised and presented to Council in spring 2021.

2.3.5. Facilitators to support staff in reviewing teaching material were currently being advertised for. A wider piece of work was underway on the attainment gap and to support widening participation.

2.3.6. A Forum for Dialogue had been set up to facilitate discussions between staff groups (Decolonising Global Health, Black Lives Matter and Trade Unions) and management. Minutes from these meetings are available on Board Intelligence for Council members.

COUNCIL MINUTES - 11 NOVEMBER 2020
APPROVED BY COUNCIL ON 31 MARCH 2021

- 2.3.7. It was acknowledged that further work was needed to ensure these multiple workstreams were appropriately structured and project managed.

Resolved:

- 2.3.8. LSHTM needed to do more to communicate the breadth of EDI work that was underway.
2.3.9. Specific communications would be sent to staff regarding the creation of the D&I Committee and Council's commitment to commission an external review.

2.4. Diversity & Inclusion Committee

Noted:

- 2.4.1. Following consultation with the LSHTM Community on the draft terms of reference, feedback highlighted the need for the committee to represent all aspects of diversity which has now been reflected in the terminology and composition.
2.4.2. There were conflicting views on whether the Diversity & Inclusion Committee should be a standalone committee or be embedded within LSHTM's existing processes and decision-making bodies. The view of Nominations Committee was that a standalone committee was needed for now to address and oversee immediate EDI issues.
2.4.3. The Chair (and/or representative) of People Committee had been included in the membership to ensure the two committees work in parallel and efforts were not duplicated.

Resolved:

- 2.4.4. Council formally constituted the Diversity & Inclusion Committee by approving the proposed Terms of Reference, subject to minor amendments that clarified the committee's role to recommend actions that promote equality and diversity to Council.
2.4.5. It was agreed that the Terms of Reference, membership and effectiveness of the committee be reviewed in a year's time.

2.5. Director Recruitment Update

Noted:

- 2.5.1. The Director role was currently out for advert and the deadline for applications was 19 November 2020.
2.5.2. The academic credentials of applicants would be reviewed by academic members of the Director Selection Committee to help inform shortlisting on 30 November 2020.
2.5.3. LSHTM had been consulting with the Centre for Inclusive Leadership to ensure the process is inclusive and incorporates best recruitment practice.

3. REPORTS FROM COMMITTEES

3.1. Finance and Development Committee

3.1.1. Financial Statements and Treasurer's Report

Noted:

- 3.1.1.1. LSHTM had a better outturn for 2019/20 than originally expect and the impact of COVID-19 was lower than expected.
3.1.1.2. This is the first year in 10 years that LSHTM's underlying research income has not grown.
3.1.1.3. Historically LSHTM had experienced a 7-10% annual increase in research income over the last 10 years. This year's research income has been stable, which was expected as the level of growth was unsustainable.

Resolved:

- 3.1.1.4. Council approved the Financial Statements and Treasurer's Report in principle and agreed any further changes should be approved via Chair's action in consultation with the Chair of Finance & Development Committee and Chair of the Audit & Risk Committee.

COUNCIL MINUTES - 11 NOVEMBER 2020
APPROVED BY COUNCIL ON 31 MARCH 2021

3.1.2. Going Concern:

Resolved:

3.1.2.1. Council noted the range of 'stress' scenarios that provided assurance that LSHTM is considered a 'going concern' and this statement was approved.

3.1.3. Revolving Credit Facility

Resolved:

3.1.3.1 Council approved the terms of the Revolving Credit Facility with Barclays Bank.

3.2. Audit and Risk Committee

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:

3.2.1. The financial accounts have been reviewed by the Audit & Risk Committee and recommended to Council. It was confirmed that External Audit had not raised any major concerns.

3.2.2. Whilst several internal audits have been deferred to 2020/21, significant progress has been made by management to implement internal audit recommendations which improves LSHTM's control environment. The internal audit annual opinion was 'generally satisfactory with some improvements required' which represents an improvement on last year's internal audit opinion.

3.2.3. The committee have also agreed to expand the scope of the upcoming staff welfare internal audit to cover safeguarding, whistleblowing policy and processes.

3.2.4. Risk management has made significant progress, and new reporting arrangements have enabled the committee to focus discussions on the strategic risks e.g. cyber and Brexit.

Resolved:

3.2.5. Council approved the revised Audit & Risk Committee Terms of Reference, and the Prevent annual return to the Office for Students.

3.3. Nominations Committee

Resolved:

3.3.1. Council approved the following appointments:

- The renewal of Una O'Brien, Diana Layfield and Annalisa Jenkins as independent members of Council.
- The renewal of Will Fisher and Giles Membrey as co-opted Independent Members of the Finance & Development Committee.
- Appointment of Mohamed Osman (Independent Member of Council) as Chair of the Diversity & Inclusion Committee.

3.4. Remuneration Committee:

3.4.1. Annual Remuneration Committee Report

Noted:

3.4.1.1. The Remuneration Committee Annual Report documents the process by which senior staff pay is decided. The committee recognised that more work was needed to improve benchmarking data for Professional Services staff.

3.4.1.2. Remuneration Committee thanked SLT for the significant efforts they have gone to throughout this pandemic.

COUNCIL MINUTES - 11 NOVEMBER 2020
APPROVED BY COUNCIL ON 31 MARCH 2021

3.5. People Committee

Resolved:

- 3.5.1 Council agreed to adoption of the International Holocaust Remembrance Alliance (IHRA) Working Definition of Antisemitism.

3.6. Senate

Noted:

- 3.6.1. Council noted the meeting summary from Senate held on 21 October 2020.

4. ANTI-SLAVERY AND HUMAN TRAFFICKING STATEMENT 2020

Resolved:

- 4.1. Council reviewed and approved the updated anti-slavery and human trafficking statement.

5. REPORTS FOR INFORMATION:

5.1. Use of the LSHTM seal

Noted:

- 5.1.1. Council noted the use of the LSHTM seal for contracts relating to capital projects.

5.2. Office for Students Meeting - 02 October 2020

Noted:

- 5.2.1. Council noted the minutes of LSHTM's meeting with its regulator; no areas of major concern were raised by either LSHTM or the Office for Students.

5.3. Honorary Fellows

Noted:

- 5.3.1. Council noted the call for Honorary Fellows nominations had been extended to 11 December 2020.

6. ANY OTHER BUSINESS:

Noted:

- 6.1. Council gave thanks to Ms Gemma Donaldson for her valuable contribution as the Professional Services elected staff member of Council and wished her well in her new role at the University of Cambridge.
- 6.2. Council congratulated Diana Layfield on her recent appointment as non-executive director of AstraZeneca with effect from 01 November 2020.