



COUNCIL

Minutes of the Meeting held on 7 September 2020

- Present:** Sir Keith O'Nions (in the Chair), Vicky Bailey until minute 3703, Rebecca Craven, Lynette Eastman, Madeleine Fox, Professor Rachel Gomes, Ian Kenyon, Professor Kevin Lee, Sonya Leydecker, Professor Andy Long, Professor Jo Lymn, Sherry Madera, Dr Gabriele Neher, Richard Newsome, Professor Clive Roberts, Nora Senior, Professor Sarah Speight, David Tilly Professor Shearer West
- Apologies:** Professor Dame Jessica Corner, Trevor Moss
- In attendance:** Dr Paul Greatrix, Rowena Hall, Margaret Monckton, Tim Watkinson, Jason Carter for minute 3700, Neil Hawthorne for minute 3700, Haf Merrifield for minute 3701
-

STANDING ITEMS

3695 Welcome and Quoracy

- .1 Whilst there were sufficient members in attendance to fulfil the requirements for quoracy, the number of external members was not in the majority. In order to make any approvals, some internal members would need to withdraw from the meeting or the respective item would need to be tabled at the next meeting of Council for ratification.
- .2 Apologies had been received from Professor Jessica Corner and Trevor Moss. A number of Council members would have to leave the meeting early.
- .3 It was the first meeting that Professor Sarah Speight had attended in her capacity as PVC ESE and for Madeleine Fox and Rebecca Craven following their formal appointment as Students' Union Officers.

3696 Declarations of Interest

There were no interests declared.

3697 Minutes

Council AGREED the minutes of the meeting held on 30 June 2020 as a true and accurate record of the meeting.

3698 Chair's Business

The Chair NOTED that the meeting had been originally scheduled in addition to the normal timetable of Council meetings in order for Council to receive an update on planning for the start of session. A substantive item on Council Effectiveness had been added to the agenda.

3699 Vice-Chancellor's Report

- .1 Council NOTED the Vice-Chancellor's Report (paper C/20/81).
- .2 In response to a question raised by a Council Member, the Vice-Chancellor provided an update on the development of discussions and negotiations with the trade unions.
- .3 A Council Member suggested that consideration should be given to whether staff should be asked to sign the COVID-19 community pledge that students had been asked to sign up to.
- .4 It was REPORTED that the impact of COVID-19 on international student numbers would not be known for some months.
- .5 The Vice-Chancellor highlighted the challenges of timetabling the delivery of teaching within the context of COVID-19. Extensions to working day and to the length of term would provide additional capacity, but significant challenges remained. Gateway reviews had been introduced at key points during preparations to ensure that progress was on schedule and issues were surfaced and managed.
- .6 **RESERVED**
- .7 The Deputy Vice-Chancellor confirmed that the local Public Health England had agreed in principle to the establishment of test centre on campus. Final government approval was awaited. The University was in the process of establishing its own testing service to carry out asymptomatic testing to support the control of outbreaks on campus.
- .8 Council Members were concerned about the continued pressure on staff of the University including the senior leadership team and were keen to offer additional support wherever possible.
- .9 The Chair of Council on behalf of Council members, expressed his thanks and admiration for the efforts of all staff in responding to the pandemic and readying the University for the start of session. Particular thanks were expressed to the staff in the Admissions Team following a challenging A-level results period.

ACTION		Owner	Due
.10	To consider whether staff should also be asked to sign up to the COVID-19 community pledge.	Registrar	14 September

3700 Health and Safety Report

- .1 Council RECEIVED and NOTED paper C/20/82 presented by Director of Governance and Assurance and the Director of Health and Safety.
- .2 Whilst the activities associated with the broader remediation plan had been suspended as a result of COVID-19 response and recovery activity, there had been progress in relation to some business critical activities including fire safety assessments and the procurement of a new health and safety IT system.
- .3 It was confirmed that there had been no reportable health and safety incidents since the date of the last meeting.

- .4 The Director of Governance and Assurance provided an update on the development of the University's Outbreak Response Plan including incident management processes. Work had been undertaken closely with Public Health England and the local authorities. The University was as comfortable as it could be with the integration of its plans with those of the City Council. The Head of Business Continuity was a member of the relevant forums and involved in daily briefings which provided the University with the best opportunity to work in collaboration, however it was acknowledged that the University's control of the trajectory of the pandemic in the City and any potential local response was limited.

3701 COVID-19 Response Planning

- .1 Council RECEIVED and NOTED paper C/20/85 which was presented by the Deputy Vice-Chancellor and the Director of Planning, Performance and Strategic Change and provided an overview of the University's approach to planning for its recovery from Covid-19 lockdown and the resumption of activity on campus.
- .2 The focus of the University's response had been protecting the health and wellbeing of students, staff and its wider community. The Covid-19 Recovery Board established in April continued to meet weekly reporting to UEB and operated a programme management approach with multiple workstreams and decisions informed by an Expert Advisory Group. A comprehensive communication plan had been adopted.
- .3 Council NOTED the progress and complexities of reopening the University's estate and the plans for readying the campus for the start of session which included introducing covered spaces and marquees to be used as additional study spaces and dining spaces.
- .4 Preparations for the resumption of teaching would ensure that delivery could be undertaken in a blended way with both online and face to face sessions for students in attendance at the University and online for students who were unable to return to campus. Delivery would be switched to purely online where necessary.
- .5 Council Members were advised that the University endeavoured to capture the lessons learnt and experience gained during the lockdown period and the planning for start of session to inform practice and activity in the future. Areas included online delivery and new ways of workings for staff.
- .5 The strong involvement of the Students' Union in the recovery plans was NOTED. The Deputy Vice-Chancellor expressed his thanks to the large team who had been and continued to support the activity of the Recovery Board.

SUBSTANTIVE ITEMS

3702 Council Size and Effectiveness

- .1 Council RECEIVED paper C/20/86 from the Vice-Chair of Council.
- .2 The Chair thanked the Vice-Chair, the members of the Council Sub-Group and all Council Members for their efforts over the summer to progress the effectiveness work and to deliver recommendations to Council for consideration.

- .3 The Vice-Chair provided an overview of the activity over the summer which had culminated in 37 recommendations for Council's consideration and approval. The recommendations covered not just the size and composition of Council but its administration and sub-committees.
- .4 Prior to the meeting, it had been anticipated that the focus of Council discussions would be recommendations 1, 16, 19, 21, 24 and 29. Council members had been asked to indicate if they wished to discuss any of the remaining recommendations. The Chair had received no such notice and in the absence of which Council were asked to confirm that the recommendations were agreed. Council members APPROVED all recommendations in the report save for 1, 16, 19, 21, 24 and 29 which were for further discussion.

Recommendation 1 - Agendas should be considered 'living' documents. Items for agendas should be reviewed at every Council meeting, by means of a document setting out the future meeting plan, as well as through informal discussions in between meetings, amongst members, the Chair and Registrar, to identify emerging issues and challenges and areas of interest for further deep dive. This will enable prioritisation of strategic business discussions requiring approval or input from members

- .5 The recommendation was considered and AGREED as written. Council identified that the key aspect would be how the recommendation might be implemented. It was AGREED that a draft forward plan would be developed and presented to the next meeting of Council for consideration.

Recommendation 16 – Frequency - 3 x 1.5 on-site meetings (Only 1 face to face may be possible in 20/21 session) supported by 3 online sessions of between 1 and 2 hours, one of which would be held during summer months.

- .6 The recommendation was AGREED.

Recommendation 19 - Expand the model of co-opting external professionals onto Committees, following the example of Audit and Risk Committee, to access high level bespoke expertise. Programme of recruitment to attract external professional expertise to be actioned using the same search consultants contracted by Nominations Committee to source new Council members. Reduction of Council members sitting on Committees to be managed depending on co-opted membership numbers.

- .7 The recommendation was AGREED. Council were keen that a robust induction programme was developed to support co-opted external members.

Recommendation 21 - Terms of reference to be reviewed for Audit and Risk and Finance including membership and nomination of Deputy Chair. This should be led by a small subgroup of external members, not Chairs of the Committees.

- .8 The recommendation was AGREED. It was further AGREED that the sub-group would be chaired by David Tilly.

Recommendation 24 - No new Committees to be formed. Reduce numbers of Council Committees:

- ***Remuneration Committee and Nominations Committee to remain as separate Committees. Remuneration Committee to be expanded to comprise all external members of Council convening after a full Council meeting twice a year to consider Executive performance and pay. External lay member of Council to chair, as at present, in line with the CUC Code.***
- ***People Strategy Committee to become an Advisory Group as the work of this group now falls under executive management***
- ***Audit and Risk and Finance remain separate Committees***

- ***Health and Safety Committee to be chaired by a UEB member and report into Council via Audit and Risk Committee. Committee to be expanded to include wider external expertise. Health and Safety to be standing Council agenda item***

- .9 It was NOTED that the Chair of Remuneration Committee considered that there should be external advisory representation on the Remuneration Committee. The recommendation had made no reference to the inclusion of expert advisors in the membership of the Remuneration Committee, therefore it was AGREED that the issue should be considered further by Remuneration Committee at its next meeting.
- .10 The Chair of Finance Committee requested that the cross cutting nature of the University pension schemes and their impacts be considered in relation to committee oversight. The Chief Financial Officer confirmation that the membership of the Pensions Committee, which reported to Finance Committee included two external Council Members. It was AGREED that the sub-group led by David Tilly would include pensions oversight in its work.
- .11 Council was keen to ensure that Council retained close oversight of health and safety matters if the reporting line of Health and Safety Committee were moved to Audit and Risk Committee. It was NOTED that Recommendation 5 provided that Health and Safety would continue to be a standing item on the Council agenda. The Registrar confirmed he held responsibility at Executive Board level for health and safety and would be able to respond to any queries arising at Council meetings. It was NOTED that Audit and Risk Committee already received reports on health and safety matters.
- .12 The Chair requested that future reports to Council included reference to incident reporting. It was AGREED that the Health and Safety Committee would suggest an appropriate way of achieving the requested reporting.
- .13 Following consideration of each aspect of Recommendation 24, it was AGREED.

Recommendation 29 - Recommend pro rata reduction in membership from 25 to 19, achieved through proportionate reduction in executive, Senate and officer attendance.

- .14 The proposed ratio of membership was confirmed to be 11:8 in favour of external members.
- .15 The recommendation was AGREED.

Conclusion and Next Steps.

- .16 It was NOTED that Council had approved all 37 recommendations contained in the papers.
- .17 The Vice-Chair advised that a majority of Council members considered that the appropriate period for the implementation of the recommendations was 1-2 years. It was NOTED that the implementation timeframe for increasing diversity on Council would be dependent on the outputs of the short term working group which it had been agreed to establish to consider and set parameters for the development of diversity. It was further NOTED that the reduction in number of Senate Council Members would be dependent on the progress of the Senate Effectiveness Review.

- .18 Council further AGREED the Registrar's recommendation that he develop a delivery matrix to support the implementation of the recommendations which would be presented for discussion at the next meeting of Council.
- .19 It was NOTED that Nominations Committee should be informed of the recruitment needs of Council and its sub-committees following agreement of the recommendations. Council AGREED that Nominations Committee should begin the recruitment of a new Council Member with financial expertise.
20. The Vice-Chancellor thanked the Vice-Chair for her leadership of the effectiveness review and welcomed the agreed recommendations.

ACTION		Owner	Due
.21	To develop a draft annual forward plan of Council activity for consideration by Council at its next meeting	Secretary	25 September
.22	To consider at the next meeting of Remuneration committee whether the external advisors should be invited to join.	Chair, Chair of Remuneration Committee, Registrar	30 October
.23	To include incident reporting in future reports to Council.	Registrar, Director of Governance and Assurance	25 September
.24	To develop a delivery matrix to support the implementation of the recommendations	Secretary	25 September
.25	To inform Nominations Committee of the agreements made with reference to the size of Council and the priority to recruit a Council member with finance expertise.	Secretary	25 September

Vicky Bailey left the meeting

REPORTS

3703 Finance Committee

- .1 Council NOTED papers C/20/68 including minutes of the meetings of Finance Committee held on 16 July 2020.

3704 People Strategy Committee

Council received and NOTED the report from the meeting of People Strategy Committee held on 3 July 2020, as set out in paper C/20/69.

3705 Nominations Committee

Council received and NOTED the minutes from the meeting of Nominations Committee held on 27 July 2020, as set out in paper C/20/83.

3706 Remuneration Committee

Council received and NOTED the report from the meeting of Remuneration Committee held on 29 June 2020, as set out in paper C/20/80.

3707 Health and Safety Committee

Council NOTED paper C/20/70 including minutes of the meeting of Health and Safety Committee held on 1 September 2020.

3708 Whistleblowing Report

Council NOTED paper C/20/84

3709 Use of the University Seal 2019/20

Council NOTED paper C/20/71

3710 Council Members' Attendance 2019/20

Council NOTED the membership attendance figures for the 2019-20 session (paper C/20/72).

3711 Council Instruments for Annual Approval

.1 Council NOTED the following documents which would be tabled at the next meeting for Council for approval:

- .1 Standing Orders of Council (paper C/20/73)
- .2 Role, Powers & Responsibilities of Council: Delivery and Scheme of Delegation (paper C/20/74)
- .3 Delegated Financial Authorities (paper C/20/75)
- .4 Council Members: Requirements and Expectations (C/20/76)

3712 Membership Information and Guidance to Note

.1 Council NOTED the following documents:

- .1 Conflict of Interest Policy (paper C/20/77)
- .2 Responsibilities and Liabilities of Council Members (paper C/20/78)
- .3 Council Membership for 2020/21 (paper C/20/79)

3715 Any Other Business

.1 A Council member requested that an update from UNNC and UNM be included in the agenda for the next meeting of Council.

ACTION		Owner	Due
.2	To schedule an update from UNCC and UNM at the next Council meeting.	Secretary	14 September