



## COUNCIL

### Minutes of the Meeting held on 4 February 2020

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**Present:** Sir Keith O’Nions (in the Chair), Simon Amess, Vicky Bailey, Professor Dame Jessica Corner, Lynette Eastman, Dr Rachel L Gomes, Professor Kevin Lee, Sonya Leydecker, Professor Andy Long, Carolyn Morgan, Trevor Moss, Dr Hamid Mughal, Dr Gabriele Neher, Richard Newsome, Professor Sarah O’Hara, James Pheasey, Professor Clive Roberts, Nora Senior, David Tilly, Cassie Ulrich, Professor Shearer West

**Apologies:** Ian Kenyon, Professor Jo Lymn, Sherry Madera

**In attendance:** Dr Paul Greatrix, Rowena Hall, Margaret Monckton, Tim Watkinson  
For minute M3617: Andy Nolan, Peter Williams (Lead Architect, MCW), Richard Wigginton  
For minute M3618: Professor John Atherton, Professor Peter Licence, Andy Nolan  
For minute M3619: Professor Todd Landman  
For minute M3626: Professor Sarah Sharples  
For minutes M3615 & M3623: Jason Carter

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### STANDING ITEMS

#### 3607 Welcome and Quoracy

The meeting was declared quorate.

#### 3608 Declarations of Interest

There were no declarations of interest.

#### 3609 Minutes

Council AGREED that the minutes of the meeting held on 26 November 2019 were a true and accurate record of the meeting.

#### 3610 Matters Arising

##### .1 Accommodation Update

M3577. The Chief Financial Officer reported that negotiations continued in connection with both accommodation projects approved by Council following its meeting on 8 October.

**3611 Chair's Business**

- .1 The Chair expressed his pleasure in assuming the role of Chair of the University's Council and welcomed the opportunity to lead the University's governing body during a period of increasing challenge, opportunity and change in the Higher Education sector. The Chair articulated his aspirations for Council which included the governing body discharging its duties efficiently and effectively with full engagement from Council members whilst maintaining an open and collegial approach.

**3612 Chancellor Appointment**

- .1 Council NOTED paper C/20/01 and considered a recommendation from the Nominations Committee to appoint Baroness Lola Young as Chancellor of the University.
- .2 The Registrar highlighted Baroness Young's close association with the University's Rights Lab beacon of excellence and the conferral of her honorary doctorate by the University in July 2019.
- .3 Council considered that Baroness Young's experience, profile and attributes were a good match for the University's strategic ambitions and its values and that she would be an excellent role model for the University's students and strong advocate and ambassador for the University as a whole. Council unanimously APPROVED the immediate appointment of Baroness Young as the University's Chancellor for a term of four years.

<b>ACTION:</b>	<b>Action Owner</b>	<b>Due Date</b>
To announce the appointment of Baroness Young as the University's Chancellor.	Director of Communications and Advocacy	6 February

**3613 Vice-Chancellor's Vision and Objectives**

- .1 The Vice-Chancellor presented her objectives which had been developed in conjunction with the previous Chair of Council and with input from Remuneration Committee (paper C/20/02). The objectives had been shared with UEB and updated following the publication of the University's strategy.
- .2 The full-term objectives were acknowledged to be broad and aspirational and in order to be delivered, would need the full support of the Vice-Chancellor's executive team. Achievement of the critical path objectives would be key to ensure progress was made against the full terms objectives.
- .3 Council was keen to ensure that the Vice-Chancellor was sufficiently supported to allow her to concentrate on broader and more strategic activities and that the majority of her time was not drawn into focussing on the objectives designed to fix underlying systems, processes and operations at the University.

- .4 Council RECOMMENDED that the Vice-Chancellor consider publishing these objectives within the University. It was suggested that publication would contribute to the developing culture of trust, openness and honesty at the University and the objectives linked well with the University's strategy and values. Council further RECOMMENDED that the Vice-Chancellor identified a champion for each of the objectives. This would serve two purposes, to identify a clear mechanism for supporting the Vice-Chancellor in the delivery of the objectives and to ensure that the Vice-Chancellor did not get personally drawn into managing each of the programmes around the objectives. Whilst the Vice-Chancellor was accountable for the delivery of the objectives, responsibility for delivery should be made very clear.
- .5 Council together with the Vice-Chancellor acknowledged that one of the biggest challenges for the University internally was in the IT domain. Council were concerned that capability and capacity for change was not sufficient, but were assured that progress was being made to address this.
- .6 The Vice-Chancellor thanked Council members for their comments and contributions.

#### **3614 Vice-Chancellor's Report**

- .1 Council NOTED the Vice-Chancellor's Report (paper C/20/03).
- .2 The Vice-Chancellor provided an update on the University's response and planning activities in connection with the coronavirus outbreak. Primary concern was for staff and students at UNNC, but it was understood that Chinese students at UNUK would be experiencing concern and anxiety for friends and family in China. The University was responding accordingly. Council members were grateful for the regular updates circulated by the Registrar.
- .3 The University had received a notification from the UCU of a period of 14 days of industrial action by their members. Regular meetings of the Industrial Action Task Group would resume.
- .4 The Vice-Chancellor updated Council members on the visit to the University by the Minister for Science and Universities, Chris Skidmore.

#### **3615 Health and Safety Report**

- .1 Council NOTED paper C/20/04.
- .2 The Director of Governance and Assurance provided an overview of the initial findings of an external review instigated following the formation of the Governance and Assurance Division and in response to a number of issues relating to fire safety and asbestos management which had been highlighted to the University by the Health and Safety Executive. Council NOTED the findings of the report and the particular areas of concern highlighted.
- .3 Council NOTED the outline of the proposed phased and risk based remediation plan which included the development of risk assessment and hazard mapping, policies, training and guidance, assurance processes and reporting and the implementation of a new IT platform. A number of programmes of remediation activity were already in progress in connection with Estates which were being overseen by a task and finish group which had been providing regular reports to Council.

- .4 Council welcomed the initiative to give Health and Safety higher priority in its agenda and to receiving regular reporting at its meetings.
- .5 Council acknowledged the necessity for a remediation plan and considered that its introduction would also provide an opportunity to go further than remediation and provide the opportunity to embed good health and safety practice across the University. Council supported the remediation plan presented by the Director of Governance and Assurance.
- .6 Council recognised its accountability for health and safety issues and was keen to see swift progress in the delivery of the remediation plan and the achievement of the higher standards of health and safety compliance that Council would expect to see. Progress in the delivery of the remediation plan should be included in the regular reporting to Council.

<b>ACTION:</b>	<b>Action Owner</b>	<b>Due Date</b>
Health and Safety reports including progress reports in delivery of the remediation plan to be delivered to each meeting of Council	Secretary	Ongoing

### **3616 Health and Safety Committee**

Council NOTED paper C/20/05 including minutes of the meeting of Health and Safety Committee held on 29 October 2019.

## **STRATEGIC ITEMS**

### **3617 Estates Development Framework**

- .1 The Director of Sustainability reported that the University's consultation on the proposals for the UK Estates Development Framework had closed and initial insights on the feedback were available. The development of the framework was in its final stages. The high level planned guidance for the future development of each campus for inclusion in the framework was set out and Council members were invited to ask questions and provide feedback.
- .2 Council members were advised that the University's default approach within the framework would typically be to reuse and refurbish buildings wherever possible. Retro fitting more sustainable features was more challenging than including in new buildings due to the disruption the work would cause, but would always be considered. There would inevitably be cases where a new building might be required or it would be necessary to demolish and rebuild.
- .3 Council members were keen to understand how the Estates Development Framework would align with University strategy, how decisions about the prioritisation of activity would take place and the level of development activity that was already underway.
- .4 The Director of Sustainability confirmed that the final version of the framework would address Council's desire to have a wider and more detailed understanding of the University's estate and landholdings and make the purpose of the framework and how it would align to the University's strategy clear.

- .5 The Vice-Chancellor confirmed the framework would be extremely helpful in allowing the University to consider the estate as a whole when making strategic decisions. Prioritisation would be key as the complete list of potential activity included within the framework would not be affordable, but it would allow decisions to be made with the overall aims for the particular campus in mind. The Estates and Infrastructure Committee would oversee estates development work with Planning and Resources Committee making prioritisation decisions.
- .6 The Chief Financial Officer confirmed a list of ongoing activities at various stages of development which would fit within the Estates Development Framework. A number of the ongoing projects would be brought to Council for approval. With the exception of Project Stay, which would be funded via an alternate funding structure, the activity would be allocated funding through the Medium Term Financial Plan.

### 3618 Sustainability and Climate Change

- .1 Council received paper C/20/7 which provided context for a discussion and a proposed statement on the University's commitment to environmental sustainability.
- .2 The University had made strong and steady progress on environmental sustainability both in the operation of its estate and its research focus. The University's plans for a step change in environmental sustainability formed an important part of its strategy and were informed by feedback received from staff and students. An Environmental Sustainability Committee, chaired by the Faculty Pro-Vice-Chancellor, had already been established and was developing science based targets for the University.
- .3 Council NOTED the increasing importance of commitments to environmental sustainability to future students and prospective investors and donors.
- .4 Following a detailed and thorough discussion, the Chair confirmed that Council was unanimous in support of the University's approach to environmental sustainability and its plans to increase and accelerate activity to meet its strategic commitments. Council was keen that University's significant progress and success in this area, both on its campuses and through its research Beacons of Excellence, was promoted more effectively than it had been in the past. There were different views with respect to whether a declaration of a Climate Emergency would add to the University's significant commitment to environmental sustainability, but following a vote, it was AGREED that the University should join other public sector bodies in clearly setting out its response to the Climate Emergency.
- .5 Council APPROVED the draft statement on environmental sustainability as set out in Appendix A as a response to the Climate Emergency.

<b>ACTION:</b>	<b>Action Owner</b>	<b>Due Date</b>
Further work would be conducted to refine the University response to the Climate Emergency prior to its publications	Director of Communication and Advocacy and FPVC MHS	April 2020

**3619 Faculty Report – Social Sciences**

- .1 Professor Todd Landman, Pro-Vice-Chancellor for the Faculty of Social Sciences, provided Council with a presentation (circulated as paper C/20/08) focused on Nottingham University Business School.
- .2 Headline indicators for the Business School were strong with healthy income levels and anticipated performance in REF 2021. The strength and successes of the Business School were highlighted alongside the particular challenges it faced including increased estate pressures resulting from a growth in student numbers, large and rising numbers of international PGT students from China resulting in a majority of Chinese PGT students and decreasing research income.
- .3 Both the newly appointed Dean of the Business School and the Faculty Operations Director would be working to review the strategic drift of the curriculum, ensure that strong quality recruitment was prioritised, consider questions around size and shape and ensure an outward and focused engagement with business. Triple crown accreditation was an important objective as was developing research support for young academics and increasing research income and margin.
- .4 Council was supportive of the Faculty Pro-Vice-Chancellor's vision of a world class, engaged, global Business School and NOTED that maintaining staff student ratios and a strategic direction for the infrastructure for the School would be important foundations to achieving that vision.

**3620 Council Self-Assessment and Appraisal**

- .1 Council NOTED a proposal to introduce a process for the self-evaluation and appraisal of both the Chair of Council and of Council members. The introduction of an appraisal mechanism had been a recommendation of the last Council Effectiveness Review which had been approved but not enacted by Council.
- .2 Council members welcomed the proposal and thanked the Vice-Chair for her work in its development. Council APPROVED the introduction of self-evaluation and appraisals for the Chair and Council members and the proposed appraisal documentation included as part of paper C/20/09. Council NOTED that there would be further opportunities to refine the processes.
- .3 Council AGREED that the self-appraisal questionnaire should be provided to all Council members for completion prior to the next meeting. All responses were to be provided directly to the Registrar who would provide an analysis for consideration at the next meeting of Council.

<b>ACTION:</b>	<b>Action Owner</b>	<b>Due Date</b>
To provide Council members with appraisal documentation for completion prior to the next meeting of Council	Secretary, Council members	March 2020.

**3621 Council Membership**

Council AGREED that recruitment to vacancies for external members of Council should be put on hold pending the completion of a Council effectiveness review, part of which would consider the size of Council (paper C/20/10).

**3622 CUC Code of Governance Consultation**

- .1 The Registrar reported that the Committee of University Chairs had invited responses to a consultation on its revised draft Higher Education Code of Governance (paper C/20/11). The draft code appeared on initial reading to be less directive than the current Code but it was likely to be supported by more guidance. Council members were invited to provide any initial comments on the draft Code directly to the Registrar. The University's draft response would be circulated to Council members for their comments and approval.
- .2 A Council member requested the Registrar to forward any information received on governance developments to Council members for information.

<b>ACTION:</b>	<b>Action Owner</b>	<b>Due Date</b>
To circulate the University's draft response to the CUC consultation for comment and approval.	Secretary	March 2020.

**3623 Governance and Assurance**

- .1 Council received paper C/20/12 presented by the Director of Governance and Assurance.
- .2 Council acknowledged the increasing legal and regulatory requirements applicable to the University and the primary purpose for the formation of the Governance and Assurance Division which was to ensure that there were adequate procedures in place to ensure that the University managed its legal and statutory obligations in a controlled and transparent way.
- .3 Council NOTED the initial assessment of the University's existing governance and assurance processes which identified an absence of a complete inventory of legal and statutory obligations and a lack of formal accountability and responsibility for compliance activities and mechanisms to measure and report on compliance. The Director of Governance and Assurance advised Council that there were pockets of excellent practice in departments which he would like to see replicated across the institutions.
- .4 Council supported the planned approach to address issues which included the development of a formal policy setting out the University's approach to the management of its legal and statutory obligations, the introduction of a standard operating model for individual functions within the division and standard assurance reporting. Council members were keen to see the introduction of clear lines of visibility of accountabilities and responsibilities.

**FINANCE MATTERS****3624 Financial Overview**

Council NOTED paper C/20/13.

**3625 Finance Committee**

Council received and NOTED the report from the meeting of Finance Committee held on 21 November as set out in paper C/20/14.

**DECISIONS AND REPORTS****3626 Equality, Diversity and Inclusion**

Council NOTED paper C/20/15 which was presented by the Pro-Vice-Chancellor for Equality, Diversity and Inclusion.

Council NOTED the challenges in achieving better gender balance at senior staff levels and within particular Faculties and Departments.

Council welcomed regular updates on EDI activity at University. Council members were invited to contact the Pro-Vice-Chancellor if required any further information or wished to engage in the EDI agenda further.

**3627 Audit and Risk Committee Report**

- .1 Council NOTED Paper C/20/16
- .2 Council ENDORSED the Internal Audit Annual Report and Opinion.
- .3 The Chair of Audit and Risk Committee reported that at its last meeting on 20 January, the Committee had a full discussion on health and safety and its compliance mechanisms, carried out a forward look at risk, and approved the TRAC return.

**3628 People Strategy Committee**

- .1 Council NOTED Paper C/20/17.
- .2 The Vice-Chancellor confirmed that there was ongoing restructuring within the Human Resources Department. Council NOTED the activity within the Leadership and Management Academy which had been identified as sector-leading by AdvanceHE.

**3629 Remuneration Committee**

- .1 Council NOTED paper C/20/18.

- .2 The Chair of the Remuneration Committee reported that in its meeting the previous day, members had discussed the options for staff members who had opted out of the employers pension scheme. Further work would be undertaken before a decision could be made.

### 3630 Senate Report

Council NOTED the report from the meeting of Senate held on 22 November 2019 (paper C/20/19)

### 3631 Appointment of Deputy Assessor

Council APPROVED the appointment of Dr Hemi Mistry as University Deputy Assessor to July 2022 (paper C/20/20), noting that the appointment had been proposed in response to Council's request to improve consideration of equality and diversity with the assessor function.

### 3632 UoN Equity Split in Spin-Outs

Council APPROVED a change to the University's Invention and Patent Code of Practice to provide for a 50.1:49.9% shareholding split in the founders' favour at the formation of a new spin out company (paper C/20/21). The previous ratio of equity split at formation was 60:40% in the University's favour.

<b>ACTION:</b>	<b>Action Owner</b>	<b>Due Date</b>
To schedule a presentation from Nottingham Technology Ventures.	Secretary	July 2020

### 3633 Whistleblowing Policy

Council APPROVED the amendments to the Whistleblowing Policy (paper C/20/22).

### 3634 Suspension/Discipline Cases

The Registrar reported since the last meeting, two students had been expelled from the University, four students had been excluded from residential accommodation for the possession and/or use of drugs and one excluded from residential accommodation for harassment.

### 3635 Council Members' Attendance 2019/20

Council NOTED the membership attendance figures for the 2019-20 session to date (paper C/20/23).

**3636 Any Other Business****USS**

- .1 The Chief Financial Officer reported that the University had been asked to respond to a consultation following the publication of second report of the Joint Expert Panel. Council AGREED that the draft response should be circulated to Council members for comment and that the Vice-Chancellor and Chair be authorised to approve the response on behalf of the University.
- .2 Council accepted an offer from Trevor Moss to deliver a pensions session to members immediately before the next meeting.

<b>ACTION:</b>	<b>Action Owner</b>	<b>Due Date</b>
Circulate the draft USS consultation response to Council for comment	Secretary	February 2020
Arrange for the delivery of the Pensions Session	Secretary	March 2020