



COUNCIL

Minutes of the Meeting held on 26 November 2019

Present: John Mills (in the Chair), Vicky Bailey, Professor Dame Jessica Corner, Lynette Eastman (until minute 3588), Dr Rachel L Gomes, Sonya Leydecker, Professor Andy Long, Professor Jo Lymn, Sherry Madera, Carolyn Morgan, Trevor Moss, Dr Gabriele Neher, Richard Newsome, Professor Sarah O'Hara, Sir Keith O'Nions, James Pheasey, Professor Clive Roberts, Nora Senior, David Tilly, Steve Walton, Professor Shearer West

Apologies: Simon Amess, Professor Kevin Lee, Dr Hamid Mughal, Cassie Ulrich

In attendance: Jason Carter, Dr Paul Greatrix, Rowena Hall, Margaret Monckton, Tim Watkinson
 For minute M3584: Peter Williams (Lead Architect, MCW), Linda Goodacre, (Director of Estates and Facilities), Richard Wigginton
 For minute M3585: Daryl Ormerod
 For minute M3586: Haf Merrifield
 For minute M3587: Professor Jeremy Gregory

STANDING ITEMS

3578 Welcome and Quoracy

The meeting was declared quorate.

3579 Declarations of Interest

There were no declarations of interest.

3580 Minutes

Council AGREED that the minutes were a true and accurate record of the meeting subject to the amendment of tM3564 to include reference to the need for any external partner to have higher education sector experience and to ensure the lessons learnt from Project Transform were applied.

ACTION:	Action Owner	Due Date
Amend the minutes as directed by Council.	Secretary	December 2019

3581 Matters Arising

.1 Joint Union Statement

Council NOTED that UEB had responded to the Joint Union Statement provided as part of paper C/19/66 at its last meeting and NOTED by Council in M3564. UEB's response had not been available at that meeting.

Council considered the Joint Union Statement together with the response provided by UEB (paper C/19/87). The Deputy Vice-Chancellor had prepared the response which addressed the concerns raised. The continued engagement with staff, in particular IS colleagues and with trade unions was highlighted as was the need to improve the University's digital maturity and capabilities. The response reaffirmed that significant levels of in-house expertise would be retained and the value in partnering with external providers. Council also received further assurance that learnings from previous projects would inform how the project would move forward.

Council ENDORSED the response provided to the Joint Union Statement by UEB and affirmed its ENDORSEMENT of the preferred option (Option 3A) in order for further work to be done and considered by a future Finance Committee and Council.

.2 Private Placement

M3576: Council NOTED the University had finalised the restructure of its debt facilities with the completion of a private placement and supplemental revolving credit facility. A sub-group of Council had met to provide final approval for the transaction. A copy of the minutes of the sub-group meeting would be circulated. Council expressed thanks for the hard work of the finance team in facilitating the transaction.

ACTION:	Action Owner	Due Date
The minutes of the sub-group approving the private placement would be circulated to Council for information.	Secretary	December 2019

3582 Chair's Business

The Chair confirmed that David Tilly had been invited to join the Senate Effectiveness Review Group as a Council representative.

3583 Vice-Chancellor's Report

- .1 Council NOTED the Vice-Chancellor's Report (paper C/19/88).
- .2 The Vice-Chancellor reported that discussions about revisions to the Joint Venture Agreement continued with our partners in Malaysia.
- .3 An effectiveness review of Senate was in its early stages. It was hoped that the review would help develop more effective engagement and scrutiny by Senate in its areas of responsibility.
- .4 Industrial action by UCU members had commenced on 25 November and was scheduled to continue for eight working days. Part of the mandate for the industrial action was founded on a dispute relating to increased employees' pension contributions and the UCU's position that there should be no detriment to employees in connection with the increase. There was also a dispute relating to pay. Working conditions were relevant to the industrial action with concerns raised around casualisation, the gender pay gap and workload. The University was already working with the trade unions to look at casualisation and as part of a joint working group focussed on bullying and harassment. The University would be setting up a working group to look at workloads in early 2020.

Council NOTED that there were no major unequal pay concerns at the University, but a significant cause of the gender pay gap was the very small number of male employees who were engaged at the lower end of the pay scales.

STRATEGIC ITEMS

3584 Estates Development Framework

As part of a programme for the design and construction of the University's UK Estates Development Framework, Council members participated in a workshop session delivered by MCW Architects, to seek their input and views on various aspects of the University's estate. Council NOTED the wide consultation that had taken place across the University in the initial stages of the programme which had now moved into its development phase.

Some of the emerging themes from the initial consultation activity had included:

- A safe and enabled campus
- Reducing the need to travel
- Digital Interface
- Sustainability
- Space and numbers
- Teaching and Learning Space
- Research and Knowledge Exchange

A presentation on the high level considerations for each campus was delivered on which Council members provided feedback. Council was supportive of proposals that supported the reduction of the impact of cars on campuses including developing pedestrian zones, moving car parks to the edges where possible, revising road layouts through campuses and ensuring that technical solutions were available to minimise the need to travel between different University locations. Council agreed that ensuring that each campus had an identifiable centre was important to developing a sense of campus community. Council was also supportive of proposals which might facilitate better public engagement with the University.

Council members considered that the framework should seek to develop the unique selling points of each campus.

3585 Students' Union Governance and Strategy

Daryl Ormerod, the CEO of Nottingham University Students' Union, and James Pheasey, the Students' Union President, delivered a presentation to Council which provided contextual information about the legal framework in which the Students' Union operates and details of its governance and strategy change programme.

Council NOTED that the Students' Union President was leading a review of the Students' Union's democratic structures, roles and responsibilities, with the aim of growing participation, accountability, transparency and improving student leadership and influence. The outcome of the review might require adjustments to be made to the Articles of Association of the Students' Union and any such adjustments would require the agreement of Council.

It was NOTED that the current Code of Practice, a requirement of the Education Act setting out how the University would ensure Students' Union compliance with the requirements of the Education Act, was due for review. The Students' Union would work with the University to ensure that this was completed alongside the introduction of assurance mechanisms to ensure compliance with the Code of Practice.

Council members considered draft statements relating to the purpose and vision of the Students' Union as part of its strategy consultation with stakeholders and provided feedback suggesting focus and direction. Council members were invited to respond fully to the Student's Union strategy consultation exercise outside the meeting. The CEO of Nottingham University Students' Union, and the Students' Union President were thanked for their presentation.

3586 University Strategy Approval

Council NOTED paper C/19/91 which contained the draft University Strategy and which was presented to Council for approval.

Haf Merrifield, Director of Planning, Performance and Strategic Change provided Council with a reminder of the timeline for the development and approval of the University Strategy and of the consultation and engagement process. Council were also reminded by the Deputy Vice-Chancellor, of what the development process sought to achieve: to produce a concise strategy including a mission, values, goals and enablers under which would sit strategic delivery plans, KPIs and a performance framework.

Support for the draft strategy was voiced by the Vice-Chair who considered it to be a strong and powerful mechanism, capable of being owned at different levels: centrally at its highest strategic level, by Faculties, School and Departments in their plans and through to individuals at the appraisal level. Council NOTED that the draft strategy had been explored with a number of audiences and appropriate amendments had been made as a result.

Tim Watkinson, the Director of Communications and Advocacy, provided detail on the three phases of communication activity associated with the University Strategy, which would include its launch 9 December 2019.

The Director of Planning, Performance and Strategic Change set out the approach to the development of a suite of strategic delivery plans, which would identify and assign responsibility for the specific actions required to give effect to the strategy, and a performance framework of key indicators and targets against which success would be measured.

Council members welcomed the draft strategy and the co-creational approach taken to its development. It was considered from both a local and global perspective that the strategy would resonate and it accomplished the right balance between goals that were challenging but achievable and more transformational aspiration. Council NOTED there was no end date for the strategy to allow for continued development, but that timescales for action would be set out in the strategic delivery plans.

Council APPROVED the University Strategy noting that there might be final adjustments to the wording. Council expressed thanks to everyone who had been involved in its development.

ASSURANCE ITEMS**3587 Faculty Report – Arts**

Professor Jeremy Gregory, Faculty Pro-Vice-Chancellor for Arts, provided Council with a presentation entitled: From 'lone scholar' to 'Team Arts': Changing the research culture in the Arts & Humanities. The presentation focussed on the challenges faced by his Faculty in achieving targets set for the value of new research grant awards and the approach being taken to address them. The challenges included reluctance to engage with challenge-led research, an over reliance on serial grant holders and less engagement with team-led research. Council acknowledged that addressing the stated challenges would require a significant cultural shift within the Faculty.

Council considered how the promotion of staff on the basis of Co-Investigator activity would help encourage a cultural change with the Faculty. Members thanked Professor Gregory for his presentation.

3588 Office for Students Letter

Council considered paper C/19/93, a letter addressed to the Chair of Council from the Office for Students, concerning compliance with regulatory deadlines for the payment of registration and other fees and the provision of information. Council NOTED that the Office for Students had decided not to reach a formal regulatory finding in relation to the deadlines missed by universities on this occasion (which might have significant penalties attached) but required governing bodies to discuss missed deadlines and the steps it would take to prevent reoccurrence. Council also NOTED the requirement, stated in the letter, that it provide a record of its discussion in connection with the letter to the Office for Students.

The University was one of 250 higher education institutions that had not met the deadline for payment of its Quality Assurance Agency fee. Council NOTED that the University had been in correspondence with the QAA regarding a query on the stated invoice period and, as soon as this had been resolved, the payment was made. Council was satisfied that the systems and processes for meeting the deadlines of the Office for Students were operating effectively and that on this occasion the delay was a result of a genuine query relating to the invoice. Council did not consider that any particular steps were required to prevent a reoccurrence and felt that the intervention from the OfS was disproportionate and excessive given the issue.

Council requested a paper to be presented by the Director of Governance and Assurance at its next meeting, as a reminder of its obligations and responsibilities as set out by the Office for Students Regulatory Framework.

ACTIONS:	Action Owner	Due Date
To present a paper at the next Council meeting on the Office for Students Regulatory Framework	Director of Governance and Assurance	February 2020
To provide the relevant extract of the minutes of the meeting to the Office for Students	Secretary	February 2020

3589 Financial Statements for year ending 31 July 2019

Council NOTED paper C/19/94.

The Chair of the Finance Committee highlighted that the large deficit stated in the accounts related to the 2017 valuation of the USS pension scheme. The 2018 valuation, which would have significantly reduced the deficit, had now been agreed but not in time for inclusion in the 2018/19 Financial Statements.

Council APPROVED the Annual Report and Financial Statements for the Year Ended 31 July 2019 and AGREED that the Vice-Chancellor, Treasurer, and Chief Financial Officer be authorised to sign them and the Chair be authorised to sign the Letter of Representation.

3590 Prevent Duty Report

Council APPROVED the Prevent Duty Annual Report to the Office for Students (paper C/18/90).

3591 Modern Slavery Report

Council APPROVED the University's Modern Slavery Report (paper C/19/96).

3592 Annual Research Integrity Report

Council NOTED the Annual Statement on Research Integrity (paper C/19/97).

3593 Quality and Standards Report

Council NOTED the Annual Quality and Standards Report (paper C/19/98).

Council considered the upward sector trend in degree classifications. The Pro-Vice-Chancellor, Education and Student Experience supported the discussion with the information pertaining to the University of Nottingham context.

3594 Financial Overview

Council NOTED paper C/19/99.

3595 Senate Report

Council NOTED the report from the meeting of 19 June 2019 (paper C/19/100) and APPROVED the amendments to the Code of Discipline for Students and the amendment to Ordinance XXIV as set out in the paper.

3596 Audit and Risk Committee Report and Annual Report

The Chair of the Audit and Risk Committee provided a verbal report on the meeting held on 21 November 2019. Items considered were the Risk Management Framework and the resolution of audit actions. Audit and Risk Committee would receive regular reports on the implementation of Campus Solutions during 2019/20.

Council NOTED the draft Audit and Risk Committee Annual Report 2018/19 (paper C/19/101) and APPROVED the recommendation of the Audit and Risk Committee to appoint the external auditors.

3597 Finance Committee

The Chair of the Finance Committee provided a verbal report on meeting held on 21 November 2019. Council NOTED that this would be Steve Walton's last meeting as Chair of Finance Committee and member of Council. Council expressed its gratitude for Steve's significant contribution as both member of Council and as Chair of Finance Committee and previously as Chair of Audit and Risk Committee.

3598 Honorary Degrees Committee

Council NOTED paper C/19/102 which gave details of Honorary Degrees to be conferred in July 2020. The Registrar reported the details of a further two honorary degree awards.

3599 Nominations Committee

Council APPROVED the recommendations of Nominations Committee to appoint: David Tilly for a second term as a Council Member for further term of four years from 1 February 2020, Richard Newsome as a member of the Audit and Risk Committee, Vicky Bailey as member of the Remuneration Committee, Sonya Leydecker as a member of the Nominations Committee and Jo Mitchell as a co-opted member of People Strategy Committee.

The Chair of Council reported that a potential candidate had been identified to the role of Chancellor. Informal feedback from both UEB and Students' Union had been extremely positive. The individual would be approached in connection with the role.

3600 People Strategy Committee

The Vice-Chancellor reported that at its meeting held on 25 November 2019, the People Strategy Committee had reviewed the recommendations resulting from the University's Disabled Staff Review and the recent report from the Equality and Human Rights Commission (EHRC): Tackling racial harassment: Universities challenged.

BUSINESS ITEMS**3601 Council Members' Attendance 2019/20**

Council NOTED the membership attendance figures for the 2019-20 session to date (paper C/19/103).

3602 Council Programme of Work 2019/20

Council NOTED paper C/19/104 which set out the expectations for the nature and volume of work to be undertaken at each Council meeting in the current session.

3603 Council Appointment Process

Council APPROVED the Council Appointment Process (paper C/19/105) subject to an amendment to ensure that all recruitment searches should include an advertisement element

3604 Code of Discipline for Students and related Policies

Council NOTED the proposed amendments to the Code of Discipline for Students and related policies (paper C/19/106) which included, amongst others, changes to address recommendations in the guidance from the Office of the Independent Adjudicator for Higher Education, moving the power to expel students from Council to Senate and moving the associated process for an appeal of a decision of the Senate Disciplinary Committee from consideration by a Council Appeal Committee to Senate.

Council APPROVED the revisions to the Code of Discipline for Students and related policies. Council also APPROVED the deletion of Ordinance X, 22 and the amendment of Ordinance XV, 14.

3605 Suspension/Discipline Cases

There were no new cases to report.

3606 Any Other Business

Council NOTED that the meeting had been John Mills' last as Chair of Council and member of Council. John received warm thanks from the Vice-Chancellor on behalf of the University for the significant commitment and service provided during his time as a member of Council. The Vice-Chair extended thanks and appreciation for John's contribution from his fellow members of Council.