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**Meeting:** **COUNCIL**

**Date and Time:** **Thursday 29 November 2018 at 2.15pm**

**Venue:** **Council Chamber**

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**Present:** Mr J Preston (Treasurer) (Chair)

Professor B Morley (Acting Vice-Chancellor)

Mr R Whorrod (Pro-Chancellor)

Dr J White (Chair of Academic Assembly)

Mr T Ford (Appointed Member)

Prof B Gilbertson (Appointed Member)

Mrs C Mealing-Jones (Appointed Member)

Mrs C Moar (Appointed Member)

Dr M Carley (Elected by Academic Assembly)

Professor D Bird (Elected by Senate)

Professor G Price (Elected by Senate)

Ms K Robinson (Elected by Senate)

Prof D Stanton Fraser (Elected by Senate)

Mr M Hameed (Elected by staff not on Academic Assembly)

Ms E Alcock (Students' Union President)

Mr J Kitchen (Students' Union Education Officer)

In Attendance:

Mr R Brooks (6966-7, 6972)

M Ellis (up to minute 6964)

Professor J Knight

Professor P Lambert

Professor S Egan

Mr M Humphriss

Dr N Kemp

Ms A Pater

Mr M Whalley

Mr M Williams

- Director of Human Resources

- Auditor, PwC

- Pro-Vice-Chancellor (Research)

- Pro-Vice-Chancellor (Learning & Teaching)

- Vice-President (Implementation)

- University Secretary

- Director of Policy & Planning

- Head of Secretariat

- Director of Estates

- Director of Finance

Observer

Mr A McLaughlin

- Students' Union Chief Executive

Apologies: Apologies for absence were received from Mrs R Foreman, Mrs C Gibbons, Ms A Goodman, Baroness Ruby McGregor-Smith and Mr P Troughton.

Dr M Carley, Prof B Gilbertson and Prof D Stanton Fraser arrived at 3.00-3.15pm because of previous engagements arranged before the time of the meeting was changed.

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**ACTION**

**6958 ELECTION OF CHAIR**

The University Secretary proposed that, in the absence of the Acting Chair, the Treasurer Mr Preston should chair the meeting. Council members agreed this by a show of hands (under Standing Order 4). It was noted that the meeting was quorate.

The Chair welcomed everyone to the meeting, especially the auditor Mark Ellis of PwC.

**6959 UCU**

The Chair reported that just before the meeting he had received a copy of a claim from the UCU Trade Union about casual contracts; he noted the content but

recognised that this was an executive matter. The Acting Vice-Chancellor said that the executive had already responded to the claim. Questions would be taken under the Human Resources item.

**6960 DECLARATIONS OF INTEREST**

The Chair invited any declarations of interest. It was noted that everyone had an interest in the Effectiveness Review items. No others were declared at this point.

**6961 STUDENTS' UNION PRESENTATION**

Council RECEIVED a presentation by the Students' Union President on the Top Ten Issues for 2018/19. The Chair thanked her for a very informative presentation. It was noted that Council/Senate/Students' Union Committee discussed the issues during the year and an update would be brought to Council at the end of the academic year.

SU

**6962 MINUTES OF PREVIOUS MEETING**

The minutes of the meeting of Council held on 25 October 2018 were APPROVED as a correct record and later signed by the Chair (paper C18/19-023).

**6963 MATTERS ARISING**

Minute 6937 – The University Secretary gave an update on recruitment of a new Chair of Council. He reported that the Nominations Committee had appointed a recruitment panel which had agreed a long-list on 12 November and would short-list on 18 December. Odgers Berndtson were interviewing the six long-listed candidates (3 men and 3 women). Those short-listed would meet with a range of key people from across the University, including the SU President and Chair of Academic Assembly (who were on the panel) and the Treasurer. The Chair explained that Odgers had confirmed that it was not appropriate to circulate a list of applicants as had been requested. Nominations Committee would make a recommendation to Council in February.

HoS

**6964 ANNUAL ACCOUNTABILITY RETURN TO THE OFFICE FOR STUDENTS**

Council CONSIDERED papers C18/19 – 025A-025D.

- 1) The Director of Policy & Planning presented report C18/19 – 025A. She explained that this covered the requirements both of HEFCE's memorandum of Accountability and Assurance and of the Office for Students (OfS). It also gave assurances regarding the issues raised by the HEFCE Assurance Review (HAR).

Council AGREED that the Accountable Officer, Prof Bernie Morley, should sign Parts 2 and 3 of the Annual Assurance Return on its behalf.

DoPP

- 2) The Director of Finance presented report C18/19 – 025B and thanked everyone who had helped in the production of the accounts. He summarised the University's financial position, including the operating surplus, net debt and gearing ratio. The Chair reported that he had received a copy of a letter addressed to the Acting Chair of Council and signed jointly by the Acting Vice-Chancellor and the Director of Finance confirming that "the letter of representation [to the auditor] is accurate and has been approved by the University Executive Board". Mark Ellis of PwC then confirmed the clean audit

opinion and congratulated the University on a successful year. He also thanked the Director of Finance and his team. There was a discussion about the reporting on staff remuneration and a request that the Statement of Equality Objectives in future refer to professional services staff as well as academic staff, and to carers and LGBT staff. It was noted that a new statement would be brought to Council in February. The Chair also reported that a paper on KPIs would be brought to a future Council meeting.

Council APPROVED:

- the Financial Statements for the year ended 31 July 2018 (Appendix 1)
- the OfS Accountability Return Commentary (Appendix 3)
- the letter of representation to the Auditors.

- 3) Tim Ford presented paper C18/19 – 025C. He thanked the internal audit department for all their work over the year.

Council APPROVED the Annual Report of the Audit and Risk Assurance Committee and the Internal Audit Annual Report for the year ended 31 July 2018.

- 4) The University Secretary presented paper C18/19 – 025D.

Council CONFIRMED that it was satisfied that throughout the academic year 2017/2018 and up to the date of approval, the University:

- had had due regard to the need to prevent people being drawn into terrorism (the Prevent Duty);
- had provided to OfS all required information about its implementation of the Prevent Duty;
- had reported to OfS in a timely way all serious issues related to the Prevent Duty;
- had reviewed and, where necessary, updated its Prevent risk assessment and action plan.

The Chair thanked Mark Ellis who then left the meeting.

#### **6965 FINANCE COMMITTEE – (SOME COMMERCIAL IN CONFIDENCE)**

- 1) John Preston presented paper S18/19 – 026A.  
Council APPROVED that the University sell the freehold of 16 Lansdown Crescent. There was one abstention.
- 2) The Director of Finance presented paper S18/19 – 026B  
Council DISCUSSED the proposal for a nominations agreement. Council requested further information, and a conference call to be set up, to be followed by a decision to be made by email.

DoE

DoF/  
HoS

#### **6966 REPORT OF THE ACTING VICE-CHANCELLOR**

Council NOTED the report of the Acting Vice-Chancellor (paper C18/19-026) on key current issues for the University. He explained that the University did not make unconditional offers except where students had already achieved their results. The University Secretary reported that the UKVI had just completed an audit, although the result would not be known until January.

There was a discussion about the ongoing bus problems, although route changes had been agreed for January. One member raised a concern about a meeting which had been held on the topic. Prof Egan and the Acting Vice-Chancellor would follow this up. Council AGREED a paper would be brought to the next meeting.

VP(I)/  
AVC

**6967 COUNCIL EFFECTIVENESS REVIEW RECOMMENDATIONS**

Council ELECTED Tim Ford to Chair this section of the meeting so that John Preston could present the recommendations of the Steering Group (paper C18/19 – 028). Mr Preston thanked the Steering Group members for their effective work. He explained all staff 'in attendance' (non-members) would leave the meeting for recommendations 3 and 7.

- 1) Mr Preston summarised the consultation process about reducing the size of Council, including Mrs Foreman and he presenting to meetings of Academic Assembly and Professional Services staff. There was a discussion about a pilot for linking Council members with departments or functions, to be undertaken by members of the Steering Group.

Council APPROVED a new composition of 21 members as below; subject to Privy Council approval of amendments to Statute 16.

- Chair
- Treasurer
- Convocation member (lay)
- 9 other lay members
- Vice-Chancellor
- Chair of Academic Assembly
- 3 other members of Senate (2 elected by Senate members, 1 by all members of Academic Assembly)
- 2 other staff not on Academic Assembly (ie from MSA, OFS and T&E job families)
- 2 Students' Union Officers (President and Education Officer).

UniSec

- 2) Council AGREED a maximum of 3 x 3 year terms (9 years) for all Council members, except in exceptional cases and except for the Vice-Chancellor. As part of this maximum period, Officers (ie Chair, Vice-Chair, Treasurer) to serve a maximum of 2 x 3 years (maximum 6) in those roles, except in exceptional cases. For existing members, the start date would be considered to be their most recent start date.

HoS

- 3) Council APPROVED that the role of Vice-Chair of Council should also be the Senior Independent Director, with a role description as set out in Appendix 1 to the paper.

HoS

- 4) Council APPROVED that donations by Council members above £3,000 be declared in the declaration of interests, along with the purpose of donation (eg funding a scholarship).

HoS

- 5) Council APPROVED that that the terms of reference for the Audit and Risk Assurance Committee be amended as set out in Appendix 2 to the paper.

*At 4.30pm, all those in attendance who were not members of Council then left the meeting for the remainder of this item. Richard Brooks, Director of Human*

HoS

*Resources, attended to take the minutes.*

**6) SR20: Attendees at Council**

Council AGREED that the following would remain in attendance for the duration of Council meetings; others would be invited to attend as appropriate:

- Deputy Vice-Chancellor (currently a member)
- Pro-Vice-Chancellor (International & Doctoral)
- Pro-Vice-Chancellor (Research)
- Pro-Vice-Chancellor (Learning and Teaching)
- Director of Finance
- University Secretary
- Head of Secretariat
- Chief Executive of SU (Observer)

**HoS**

Council agreed that, to provide for the new Vice-Chancellor to form views on its effectiveness, this arrangement would be reconsidered after April 2020.

**7) PR7: Head of Governance**

Council APPROVED that the role of Head of Strategic Governance should be created, accountable to the Chair of Council, subject to proper consideration of the impact of this position on University staff by the Executive.

**DoHR**

The Acting Vice-Chancellor abstained from the vote.

*At 5.30pm, those in attendance returned to the meeting.*

**6968 ANNUAL REPORT ON HUMAN RESOURCES 2017/18**

The Director of Human Resources presented his annual report, paper C18/19 – 029. There was a question about the gender pay gap. Mr Brooks reported that a working group had been set up to investigate this issue and it would report back to the Equality and Diversity Committee and Executive Board. There was also a discussion about the situation of hourly-paid staff and the complexity of the situation.

Council CONSIDERED and noted the report. It AGREED that in the light of the representations made to the Chair immediately before the meeting regarding casual staff, an update should be brought to the next meeting.

**DoHR**

**6969 ANNUAL QUALITY REPORT**

The Pro-Vice-Chancellor (Learning and Teaching) introduced paper C18/19 – 030. There were comments on the topical issue of grade inflation and also on the attainment gap of BAME students.

Council CONSIDERED the report and CONFIRMED that it was satisfied with the evidence provided so that it may make the assurances to the OfS as required.

**DoPP**

**6970 RISK MANAGEMENT**

The Director of Policy and Planning introduced the Risk Management report (paper C17/18 – 031). Members commented that the new format on topical risks was much more understandable. She explained that the Audit and Risk Assurance Committee would consider revised processes for considering risk at its next meeting.

Council APPROVED (with one abstention):

DoPP

- 1) the new assessment of the likelihood and impact of the key risks to the University;
- 2) revisions to the University Risk Management Strategy to reflect the new role of the Audit and Risk Assurance Committee.

**6971 AUGAR REVIEW OF HIGHER EDUCATION FUNDING**

The Director of Finance gave a presentation on the Augar Review of Higher Education Funding, with some predictions against possible financial scenarios. It was NOTED that the University would remain in a stable financial position. The slides are kept with the record of the meeting.

**6972 SENIOR ACADEMIC APPOINTMENTS COMMITTEE**

The Acting Vice-Chancellor presented the recommendations from Senior Academic Appointments Committee (paper C18/19 – 032).

Council APPROVED:

- 1) the appointment of Prof Chris Frost as Deputy Dean of the Faculty of Science with immediate effect until such time as a new Head of Physics was in post.
- 2) the appointments of Heads of Department as below for three years to 31 July 2022 (Prof Bird and Prof Stanton Fraser declared an interest):
  - Architecture and Civil Engineering – Prof Stephen Emmitt;
  - Chemical Engineering – Dr Marianne Ellis;
  - Electronic & Electrical Engineering – Dr Adrian Evans;
  - Health – Dr Fiona Gillison;
  - Psychology – Prof Greg Maio;
  - Social and Policy Sciences – Prof Joe Devine.

DoHR

It was NOTED that succession planning was required in departments where Heads had already been reappointed for another term.

**6973 REDUNDANCY COMMITTEE**

The Director of Human Resources presented paper C18/19 – 033.

Council:

- 1) in accordance with Part II of Statute 25 Section 12, APPROVED the case for redundancy on the basis that due to the reduction in funding, the University would cease to carry on the work for the purposes of which one member of staff on a fixed-term contract was engaged. There were three abstentions.
- 2) AUTHORISED the Director of Human Resources to dismiss the member of staff in accordance with the provisions of Part II of Statute 25 Section 12. There were three abstentions.

DoHR

**6974 GRIEVANCE COMMITTEE**

Prof Barry Gilbertson presented paper C18/19 – 034. He had heard the appeal. He recommended that the Ordinance setting out the process for appeals be reviewed as he felt it should be more than one person hearing any appeal. Council AGREED

that this be considered further by the Executive and proposals be brought back to Senate and Council.

Council:

- 1) NOTED the report.
- 2) AGREED that the process for appeal be considered further and an amendment to Ordinance 21.3 be brought back to Senate and Council for approval.

AVC/  
HoS

**6975 ACCESS AGREEMENT 2017/18**

The Acting Vice-Chancellor presented paper C18/19 – 035. It was NOTED that this topic had been discussed at the Strategy Day.

Council:

- 1) NOTED the report on the University's compliance with its 2017-18 Access Agreement and
- 2) DELEGATED authority to the University's Accountable Officer, Prof Bernie Morley, to sign a declaration on its behalf in due course that it had monitored the University's compliance, following approval using the urgent business procedure.

AVC

**6976 CAMPUS MASTERPLAN**

Council NOTED paper C18/19 – 036. A suggestion was made to have a separate briefing session for members on a Council day.

HoS

**6977 PUBLIC INTEREST DISCLOSURE PROCEDURE ANNUAL REPORT**

Council NOTED that no reports had been upheld under the Public Interest Disclosure procedure in the academic year 2017/18.

**6978 EQUALITY, DIVERSITY AND INCLUSION**

Council NOTED paper C18/19 – 038, the Annual Report of the Equality and Diversity Committee. It was NOTED that a further report would be made to a future meeting.

UniSec

**6979 COUNCIL STRATEGY DAY REPORT**

Council NOTED tabled paper C18/19 – 039 with a summary from the Strategy Day.

**6980 MINUTES OF COUNCIL AND JOINT COUNCIL/SENATE COMMITTEES**

Council RECEIVED the unconfirmed minutes of the following meetings of Council and Joint Council/Senate Committees:

Finance Committee	1 November 2018
Audit and Risk Assurance Committee	13 November 2018

**6981 EXECUTIVE BOARD**

Council RECEIVED a summary report from the Executive Committee meeting in September and October 2018 (paper C18/19-042).

**6982 SENATE**

Council received the minutes of the meeting of Senate held on 17 October 2018 (paper C18/19 – 043).

**6983 PROGRAMME OF MEETINGS 2018/19**

Council NOTED the programme of meetings of Council for the remainder of the year, which would start at 3.15pm in the Council Chamber:

21 February 2019

16 May 2019

18 July 2019

**6984 ANY OTHER BUSINESS**

The Chair reported that this was Prof Gareth Price's last Council meeting as he would leave at the end of January, and presented him with a certificate. Council recorded its thanks to Prof Price for all his work for the University. It was noted that Senate had made him an Honorary Professor.

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The meeting concluded at 6.25pm

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