

## UNIVERSITY OF WARWICK

### Open minutes of the meeting of the Council held on 18 October 2017

Present: Sir David Normington (Chair), K Bedell-Pearce (Treasurer), A Bhalla, Professor A Clarke, V Cooke (Vice-Chair), Professor S Croft (Vice-Chancellor), Professor C Ennew (Provost), Dr J Ferrie, K Gadhok, Professor L Green, Professor C Hughes (Pro-Vice-Chancellor (Education)), P Kehoe, M Kynaston (Democracy and Development Officer for the Students' Union), J MacNaughton, A Penfold, A Pulford, Professor L Roberts, N Sachdev, Professor S Swain (Pro-Vice-Chancellor (External Engagement)), Professor P Thomas (Pro-Vice-Chancellor (Research)), G Tucker, H Worsdale (President of the Students' Union).

Apologies: Dr N Bentley, Dr D Keith.

In Attendance: E Birch (Assistant Secretary), J Breckon (Director of Estates) (for item 14(b)/17-18), A Chambers (Director of International Strategy and Relations) (for item 6/17-18), R Drinkwater (Group Finance Director), Professor S Gilson (Chair of the Faculty of Arts) (for item 14(b)/17-18), P Glover (Secretary to Council), R Sandby-Thomas (Registrar), D Stonefield (Director of Administration (Faculty of Arts)) (for item 14(b)/17-18), E Tew (Assistant Registrar (Governance)).

Note: Some items are noted as "Exempt information not included" as they contain information that would be withheld from release to the public because an exemption under the Freedom of Information Act 2000 applies.

#### 1/17-18 Membership of the Council

REPORTED: (by the Chair)

- (a) That he wished to extend a warm welcome to all new members of the Council, including Paul Kehoe, Professor Laura Green, Hope Worsdale and Michael Kynaston.

(by the Vice-Chancellor)

- (b) That he wished to welcome Sir David Normington to his first meeting as Chair of the Council.

#### 2/17-18 Conflicts of Interest

REPORTED:

That, should any members or attendees of the Council have any conflicts of interest relating to agenda items for the meeting, they should be declared in accordance with The Committee of University Chairs Higher Education Code of Governance (2014).

NOTE: No declarations were made.

#### 3/17-18 Minutes

CONSIDERED:

The minutes of the meeting of the Council held on 11 and 12 July 2017.

RESOLVED:

That the minutes of the meeting of the Council held on 11 and 12 July 2017 be approved, subject to the following amendment:

134/16-17 \*Off-Campus Housing Strategy

RESOLVED:

- (a) That the University seek to arrange a meeting with Warwick District Council, to discuss off-campus student housing, noting that in future this matter would be included in the remit to include the Chair of the University Estate Committee.

4/17-18 Safety Assessment of Student Accommodation

REPORTED: (by the Group Finance Director)

That following a review of all of the University's student accommodation, conducted in response to the Grenfell Tower disaster (minute 137(c)(i)(C)/16-17 refers), a full safety assessment had been completed determining that it was not necessary to remove the cladding from one of the private residences as a precautionary measure, it being noted that this was a low-rise building which met all safety requirements.

5/17-18 General Data Protection Regulation

REPORTED: (by the Democracy and Development Officer for the Students' Union)

- (a) That the Students' Union (SU) would welcome a discussion with the University in relation to the impact of the introduction of the General Data Protection Regulation (GDPR) on the automatic voter registration process (minute 137(b)(vii)/16-17 refers).

(by the Registrar)

- (b) That the incoming Director of Information and Data Compliance, due to commence at Warwick on 8 November 2017, would be best placed to meet with the SU to discuss the implications of the GDPR.

RESOLVED:

That a meeting between the student members of the Council and the incoming Director of Information and Data Compliance, be arranged.

6/17-18 \*California (minute 135/16-17 refers)

CONSIDERED:

An update report on the University of Warwick in California Project (C.17/17-18 {restricted}).

[Exempt information not included]

7/17-18 Membership of the University Council 2017-18

CONSIDERED:

A statement of the membership of the Council for the 2017-18 academic year (C.01/17-18).

REPORTED: (by the Secretary to Council)

That there were currently two vacancies on the Council for one academic and one independent member, with potential candidates being considered by the Senate and Nominations Committee respectively.

RESOLVED:

That the statement of the membership of the Council for the 2017-18 academic year, as set out in paper C.01/17-18, be noted.

8/17-18 Code of Practice on Corporate Governance and Statement of Primary Responsibilities of the Council

(a) The University's Code of Practice on Corporate Governance

CONSIDERED:

The University's Code of Practice on Corporate Governance (C.02/17-18)

REPORTED: (by the Secretary to Council)

- (i) That the University's Code of Practice on Corporate Governance, which mapped out the responsibilities of the Council, Council committees, and other key bodies, including delegated authorities, was updated reviewed and adopted by the Council on an annual basis.
- (ii) That the Code reflected a proposal from the Vice-Chancellor that he no longer be a member of the Remuneration Committee, noting that he would continue to attend committee meetings as required.
- (iii) That the memberships, constitutions and terms of reference of the Council committees would be reviewed in the light of the Council Effectiveness Review discussions (minute 11/17-18 refers) with any proposals being submitted to the Council in due course.

RESOLVED:

That the University's Code of Practice on Corporate Governance, as set out in paper C.02/17-18, be approved.

(b) The Statement of Primary Responsibilities of the Council

CONSIDERED:

The Statement of Primary Responsibilities of the Council (C.03/17-18).

REPORTED: (by the Secretary to Council)

- (i) That the Statement of Primary Responsibilities of the Council was reviewed annually by the Council at its first meeting in each academic year and should be read alongside the University's Code of Practice on Corporate Governance.
- (ii) That the statement was based on the model published by the Committee of University Chairs (CUC), with the exception of the omission, currently, of the following point: "To receive assurance that adequate provision has been made for the general welfare of students".

RESOLVED:

- (i) That the Statement of Primary Responsibilities of the Council be amended to reflect in full the model statement published by the CUC.
- (ii) That the Statement of Primary Responsibilities of the Council, as set out in paper C.03/17-18, be approved and adopted subject to the inclusion of the amendment proposed.

9/17-18 Chair's Business

(a) Academic Freedom

REPORTED: (by the Chair)

- (i) That the Council had engaged in a discussion of academic freedom case studies as part of its annual introductory events on 17 October 2017, which had highlighted the complexities associated to the concept of academic freedom.
- (ii) That he wished to reiterate the commitment of the Council to the preservation of academic freedom at the University of Warwick.

(by the Provost)

- (iii) That, as part of the review of the governing instruments, a mechanism to protect and strengthen academic freedom at Warwick was being devised, noting that the Council would receive further reports on this in the future through the statutory reform process.

(b) Senior Pay in Higher Education

REPORTED: (by the Chair)

- (i) That there was current public debate about senior pay in Higher Education (HE) institutions, most notably around the salaries of Vice-Chancellors, which had seen an increase in the number of Freedom of Information requests received by universities in relation to senior pay.
- (ii) That, following a full review of the membership and operation of the University's Remuneration Committee in 2016, undertaken to improve the transparency of remuneration processes, the University had published its Remuneration Policy Framework, which, subject to annual review, outlined how senior pay at Warwick was set, including that of the Vice-Chancellor.

- (iii) That the Remuneration Policy Framework required that the Remuneration Committee explicitly considered the relationship between the Vice-Chancellor's pay and that of the lowest paid member of University staff, whilst also taking account of all relevant benchmarking data to ensure that high quality University leaders could be attracted and retained.
- (iv) That there would be further opportunity to discuss senior pay in HE, in the context of the annual report of the Remuneration Committee, due to be considered by the Council at its next meeting in November 2017.

10/17-18 \*Vice-Chancellor's Business

CONSIDERED:

A report from the Vice-Chancellor (C.04/17-18 {restricted}) on the following items of business:

(a) Professor Lord Bhattacharyya

REPORTED: (by the Vice-Chancellor)

That Professor Lord Bhattacharyya, Chairman and founder of Warwick Manufacturing Group (WMG), had received two prestigious awards from China – the Great Wall Friendship Award, from Beijing City, and the Chinese Government Friendship Award, the premier national award, noting that this was the first time that these two awards had been made to a single individual.

RESOLVED:

That the congratulations of the Council be extended to Professor Lord Bhattacharyya.

(b) Tuition Fees

REPORTED: (by the Vice-Chancellor)

- (i) That the Prime Minister had announced at the Conservative Party conference that tuition fees would be capped at £9,250 for 2018-19.

[Exempt information not included]

- (c) Recent Institutional Success
- (d) Confirmation and Clearing
- (e) Winter Degree Congregations
- (f) Warwick Medical School and the University of Chester
- (g) Recent Appointments

RESOLVED:

That the report from the Vice-Chancellor, as set out in paper C.04/17-18 {restricted}, be noted.

11/17-18 Council Effectiveness Review

CONSIDERED:

A report on the Council Effectiveness Review 2017-18 (C.05/17-18).

REPORTED: (by the Chair)

- (a) That the Council was required to periodically review its effectiveness in compliance with the CUC Higher Education Code of Governance.
- (b) That, following approval of the outline plan for the conduct of the 2017-18 Council Effectiveness Review by the Council at its meeting on 12 July 2017 (minute 145/16-17 refers), the Chair and the Secretary to the Council had met with all independent members of the Council, the outgoing student members and the Provost to discuss Council effectiveness, and would continue to facilitate discussions with members who had not yet been approached.
- (c) That three primary areas for discussion had been identified during the exercise:
  - (i) The need to refresh the University Strategy in order that discussions at Council meetings could be guided by the strategic aims of the University, noting that this feedback was being addressed (minute 12/17-18 refers).
  - (ii) The question of how the contribution of Council members could be maximised, noting that it had been problematic to fill vacancies on Council committees, with potential solutions being to reduce the size of committees or recruit additional external independent members, it being appreciated that many Council members contributed to the development of the University outside of formal membership on Council committees.
  - (iii) The need to ensure that Council reports and presentations were brief, clear and to the point so that Council had adequate time for discussion.

(by the Vice-Chair)

- (d) That a recurring topic of discussion that had not arisen during the Council Effectiveness Review was the need for Council members to be kept regularly apprised of activities taking place at the University.

(by Professor L Roberts)

- (e) That a technological solution could be developed to address this matter, such as an interactive online map of key University 'facts and figures' that was updated on a regular basis.

(by A Bhalla)

- (f) That regular communication with Council members could be considered in the context of the University's Communication Strategy.

(by Dr J Ferrie)

- (g) That further potential solutions to inform Council members of key developments were departmental visits, briefing sessions, or regular correspondence.

(by G Tucker)

- (h) That she would welcome more informal visits of University departments, with a particular interest in the activities of the Students' Union.

(by the President of the Students' Union)

- (i) That the Students' Union would be delighted to host Council members at SU activities and events, with the suggestion of a joint meeting between the Council and the SU Trustees Board.

(by Professor L Green)

- (j) That Heads of Department forums captured the views of the academic community of the University, noting that it could be beneficial for Council members to receive sight of the minutes of these forums.

(by Professor A Clarke)

- (k) That the Council Effectiveness Review should also give consideration as to how the views of the Senate could be best represented at Council via its academic members.

(by K Gadhok)

- (l) That, whilst it was important to keep Council members updated on Warwick matters, a solution needed to be devised that did not place too much additional work on University staff.

(by the Vice-Chancellor)

- (m) That it also needed to be kept in mind how to best utilise the time of independent Council members, providing signposts to the most critical information, given that it would not be possible to keep members informed of all developments due to the wealth of activity that took place at the University.

(by the Chair)

- (n) That further thought was required on the best mechanism to keep Council members apprised of activities and developments taking place across the University.

RESOLVED:

- (a) That as part of the Council Effectiveness Review the Secretary to Council consider mechanisms in which members could be kept regularly informed of developments at the University, which respected the time of Council members and did not create too much additional work for staff.
- (b) That the report on the Council Effectiveness Review 2017-18, as set out in paper C.05/17-18, be noted.

12/17-18 Strategic Topic for Discussion: University Strategy

CONSIDERED:

A discussion on the University Strategy.

REPORTED: (by the Vice-Chancellor)

- (a) That the previous University strategy document had been prepared in 2014, noting that it was no longer fit for purpose in the current socio-economical landscape.
- (b) That four elements he proposed to be considered by the Council with regard to the development of the strategy were: format, content, vision and process.
- (c) That, taking account of feedback from Council members, it was intended that the format of the strategy would be concise, useable and easily understood, it being noted that many strategy documents in the HE sector tended to be very lengthy.

[Exempt information not included]

- (g) That, in order to ensure that Council members were consulted throughout the process, it was proposed to hold preliminary discussions on the elements of the strategy at the current and November 2017 Council meetings, alongside informal working groups throughout November 2017 to February 2018, then utilising the February 2018 Council away day to develop a cohesive strategy that could be finalised at the May 2018 Council meeting.
- (h) That Council members were requested to share examples of strategies, which they had encountered, that could be used to inform the development of Warwick's strategy.

(by members and attendees of the Council)

- (i) That it was useful for Council members to be involved at the outset of this project to help shape the University's strategy.
- (j) That focus should be first placed on the vision of the strategy with all other elements aligning to the agreed vision statement.

[Exempt information not included]

- (p) That it would be useful for the University to consider what it did not want to include in its Strategy.

RESOLVED:

That a further discussion on the University Strategy would take place at the next Council meeting in November 2017.

13/17-18 \*Audit and Risk Committee

CONSIDERED:

An oral report from the Chair of the Audit and Risk Committee (A&RC), from the meeting held on 17 October 2017.

REPORTED: (by the Vice-Chair and Chair of the A&RC)

- (a) That Dr Deborah Keith had attended the A&RC on 17 October 2017 as an observer, noting that other members of the Council were welcome to observe meetings of the committee.
- (b) That the current terms of reference of the A&RC did not fully reflect the responsibilities of the committee and would be reviewed as part of the Council Effectiveness Review discussions (minute 8(a)(iii)/17-18 refers).
- (c) That a deep dive on IT infrastructure had taken place at the A&RC on 17 October 2017, with future deep dive sessions scheduled to consider topics such as the GDPR and processes surrounding transformational projects, including Simplify, Collaborate, Deliver (SCD).
- (d) That, as discussed at the 'Role of a Trustee' session, delivered by Smita Jamdar, Shakespeare Martineau LLP, at the Council introductory events that took place on 17 October 2017, it was important to develop a culture of compliance.

14/17-18 \*Finance and General Purposes Committee

CONSIDERED AND ADOPTED, with the resolutions as set out below, a report from the meeting of the Finance and General Purposes Committee (FGPC) held on 26 September 2017 (C.06/17-18 {restricted}), on the following items of business

[Exempt information not included]

15/17-18 Warwick Students' Union Annual Election Report 2016-17

CONSIDERED:

A report outlining key statistics for the Students' Union elections conducted during the 2016-17 academic year (C.08/17-18).

REPORTED: (by the Treasurer)

- (a) That he had requested that this report be raised above the line as it did not provide explicit assurance to Council members that the SU elections process had been conducted in a fair and transparent manner in compliance with the Education Act, noting that he wished to clarify that he had no reason to be concerned that this had not been the case.

(by the Democracy and Development Office for the Students' Union)

- (b) That the measures to ensure that the elections process was fair and transparent were contained within the SU by-laws, with an example being the calling of an adjudication panel should a complaint be raised in relation to an election, the outcomes of which were reported to each candidate.

(by the President for the Students' Union)

- (c) That, additionally, the SU regulations outlined procedures associated to the elections process, which were designed to be as fair and accessible as possible.

(by the Secretary to Council)

- (d) That she reviewed all potential amendments to the SU by-laws and regulations before any changes were enacted.

RESOLVED:

- (a) That future iterations of the report on the Warwick SU elections process provide explicit assurance to the Council that the process was fairly and transparently conducted in compliance with the Education Act.
- (b) That the report outlining key statistics for the Students' Union elections conducted during the 2016-17 academic year, as set out in paper C.08/17-18, be noted.

16/17-18 Membership of Council and Joint Senate and Council Committees

CONSIDERED:

The membership of Council and Joint Senate and Council Committees for the 2017-18 academic year (C.07/17-18).

RESOLVED:

That the membership of Council and Joint Senate and Council Committees for the 2017-18 academic year as set out in paper C.07/17-18, be approved.

17/17-18 Register of Members' Interests

REPORTED:

That a copy of the Register of Interests of members of the University Council for the academic year 2017-18 would be made available publicly on request, noting that the latest version was available on the Council members' webpage and would be brought for consideration to the November 2017 meeting of the Council.

18/17-18 Awards and Distinctions

RECEIVED:

A paper setting out the awards and distinctions conferred on members of the University since the meeting of the Council held on 12 July 2017 (C.09/17-18).

19/17-18 Amendments to University Ordinances

CONSIDERED:

A report requesting amendments to University Ordinances (C.10/17-18).

RESOLVED:

- (a) That the proposed amendments to University Ordinance 10 on Departments, subject to approval by the Senate at its meeting on 18 October 2017 and set out in Appendix A of paper C.10/17-18, be approved for the second time.

- (b) That the proposed amendments to University Ordinance 11 on Appointment of Heads of Departments, subject to approval by the Senate at its meeting on 18 October 2017 and set out in Appendix B of paper C.10/17-18, be approved for the second time.

20/17-18 Amendments to University Regulations

CONSIDERED:

A report requesting amendments to University Regulations (C.11/17-18).

RESOLVED:

That the proposed amendments to University Regulation 42 on Governing Academic Appeals be confirmed, as set out in Appendix A of paper C.11/17-18, noting that the revised Regulation would take immediate effect.

21/17-18 Chair's Action

RECEIVED:

A report setting out actions taken by the Chair on behalf of the Council since the meeting of the Council held on 12 July 2017 (C.12/17-18).

22/17-18 Council Schedule of Business and Council Committees Reporting Schedule for 2017-18

RECEIVED:

The Council schedule of business and Council committees reporting schedule for 2017-18 (C.13/17-18).

23/17-18 Dates of Future Meetings

REPORTED:

That the future meetings of the Council for the 2017-18 academic year are as follows:

Wednesday, 22 November 2017

Wednesday, 7 February 2018

Wednesday, 16 May 2018

Wednesday, 11 July 2018

As at 16 February 2018