

UNIVERSITY OF WARWICK

Open minutes of the meetings of the Council held on 15 and 16 May 2018

Present: D Normington (Chair), K Bedell-Pearce (Treasurer), Dr N Bentley, A Bhalla (from item 94/17-18), Professor D Branch, Professor A Clarke, V Cooke (Vice-Chair), Professor S Croft (Vice-Chancellor), Professor C Ennew (Provost), Dr J Ferrie, K Gadhok, N Gordon, Professor L Green, Professor C Hughes (Pro-Vice-Chancellor (Education)), P Kehoe (for item 93/17-18), Dr D Keith, M Kynaston (Democracy and Development Officer for the Students' Union) (from item 94/17-18), A Penfold, A Pulford, Professor L Roberts (from item 97/17-18), N Sachdev (from item 93/17-18 to 109/17-18), Professor S Swain (Pro-Vice-Chancellor (External Engagement)), Professor P Thomas (Pro-Vice-Chancellor (Research)), G Tucker, H Worsdale (President of the Students' Union) (from item 94/17-18).

Apologies: J MacNaughton.

In Attendance: J Breckon (Director of Estates) (from item 94/17-18 to 101/17-18), R Drinkwater (Group Finance Director), T Donnelly (Organisation Development Director) (for item 105/17-18), Dr R Hutchins (Director of Strategy and Policy) (from item 93/17-18 to 102/17-28), L McCarthy (Assistant Secretary), G McGrattan (Director of the People Group) (for item 107/17-18), Professor M Nudds (Chair of the Faculty of Social Sciences) (for item 93/17-18), Professor P Roberts (Chair of the Faculty of Arts) (for item 93/17-18), I Rowley (Director of the Engagement Group) (for item 103/17-18), R Sandby-Thomas (Registrar), Professor M Shipman (Chair of the Faculty of Science) (for item 93/17-18), E Tew (Assistant Registrar (Governance)), S Tuersley (Acting Secretary to Council), Dr C Twine (Academic Registrar) (for item 93/17-18).

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.

93/17-18 *Strategic Topic for Discussion: Size and Shape of the University

CONSIDERED:

A presentation on the 'size and shape' of the University (C.59/17-18 {restricted}).

[Exempt information not included]

RESOLVED:

That the presentation on the 'size and shape' of the University, as set out in paper C.59/17-18 {restricted}, be noted.

94/17-18 Conflicts of Interest

REPORTED:

- (a) 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).

- (b) That the Chair had recently been appointed as the Chair of the Board of Directors for the Birmingham Royal Ballet, noting that it was not envisaged that this would conflict with the role of the Chair of Council at the University of Warwick.

95/17-18 Minutes

CONSIDERED:

The minutes of the meeting of the Council held on 7 February 2018.

RESOLVED:

That the minutes of the meeting of the Council held on 7 February 2018 be approved.

96/17-18 Universities Superannuation Scheme (minute 69(c)/17-18 refers)

REPORTED: (by the Vice-Chancellor)

- (a) That a process to resolve the dispute instigated by the proposed reform of the Universities Superannuation Scheme (USS) had jointly been agreed by Universities UK (UUK) and the Universities and College Union (UCU).
- (b) That industrial action would be suspended whilst a Joint Expert Panel, comprised of actuarial and academic experts, reviewed the valuation of the scheme.
- (c) That the current pension scheme would be maintained until at least April 2019.

97/17-18 *Governing Instruments Review including Statute 24 (minute 71/17-18 refers)

REPORTED: (by the Provost)

- (a) That recommendations from the Senate Sub-Group on the proposed reform to Statute 24 and related Ordinances would be presented to the Senate on 13 June 2018.
- (b) That subsequent engagement with the Trade Unions on the overall Governing Instruments Review would commence, followed by specific consideration of Statute 24 by the Assembly.
- (c) That it was intended to complete all relevant consultation in a timely manner in order that a substantive report on this matter could be presented to the Council at its meeting on 11 July 2018.

98/17-18 Membership of the Council

REPORTED: (by the Chair)

- (a) That Kamini Gadhok, Neil Bentley and Joan MacNaughton would be stepping down as independent members of the Council on 31 July 2018.
- (b) That there would be an opportunity to thank Kamini, Neil and Joan for their valuable contributions at the meetings of the Council in July 2018.

- (c) That it was proposed to reappoint Neil Sachdev and Deborah Keith as independent members of the Council for a further three year term, once their initial terms of office ceased on 31 July 2018, noting that formal recommendations from the Nominations Committee on appointments would be presented to the Council at its meeting on 11 July 2018.
- (d) That, on the recommendation of the Nominations Committee following discussions at its meeting on 15 May 2018, members of the Council were invited to approve the appointment of Catharine French, Chief Administration Officer at Barclays UK, as an independent member of the Council as of August 2018.
- (e) That, on the recommendation of the Nominations Committee following discussions at its meeting on 15 May 2018, members of the Council were invited to approve the appointment of Jayne Nickalls, Non-Executive Director of the Pension Protection Fund, as an independent member of the Finance and General Purposes Committee (FGPC) as of January 2019, it being noted that the Treasurer had proposed this nomination and was fully supportive of the appointment.
- (f) That there would shortly be two vacancies on the Council for independent members, with any proposed nominations to be submitted, alongside a Curriculum Vitae (CV), to the Acting Secretary to Council, noting that consideration would have to be given to the overall diversity of the Council.

RESOLVED:

- (a) That Catharine French, Chief Administration Officer at Barclays UK, be appointed as an independent member of Council as of August 2018.
- (b) That Jayne Nickalls, Non-Executive Director of the Pension Protection Fund, be appointed as an independent member of the FGPC as of January 2019.
- (c) That the CVs of Catharine French and Jayne Nickalls be circulated to Council members.

99/17-18 Committee of University Chairs Spring Plenary

REPORTED: (by the Chair)

- (a) That the HE Code on Senior Remuneration had been agreed at the Committee of University Chairs (CUC) spring plenary and recommended to the Office for Students (OfS) for adoption.
- (b) That there had been a debate at the plenary on the publication of a benchmark ratio of Vice-Chancellors' pay to the median earnings of all staff, which would disadvantage universities that did not outsource their lower paid staff, such as Warwick.
- (c) That a consensus to not publicise this pay benchmark had been reached and would be recommended to the OfS, noting that the OfS might not accept the recommendation.
- (d) That an accounts directive would be issued by the OfS in spring 2018, it being likely that HE providers would be required to publish the salaries of staff earning over £100k in pay bands alongside individually listing staff earning over £150k.

- (e) That Nicola Dandridge, Chief Executive of the OfS, had delivered an address at the plenary, emphasising that the OfS was principally concerned with the interests of students and would not necessarily be a “friend” to universities.
- (f) That Philip Augur, author and former Non-Executive Director of the Department of Education, had also presented on the review of post-18 education and funding, the scope of which would cover individuals who chose not to go to university as well as those that did.

100/17-18 Vice-Chancellor’s Business

CONSIDERED:

A report from the Vice-Chancellor (C.60/17-18) on the following items of business:

- (a) *Suspension of Warwick Students

REPORTED: (by the Vice-Chancellor)

- (i) That on 25 April 2018, the University had received two very serious complaints about the alleged contents of a closed Facebook chat involving Warwick students, which could contravene the Dignity at Warwick Policy.
- (ii) That a formal investigation had immediately commenced, with an Investigating Officer being appointed within 24 hours of receipt of the complaints.
- (iii) That material associated to the allegations had been published in a Warwick Students’ Union newspaper and was later picked up by the national media.
- (iv) That 11 students had received precautionary suspensions, with four suspensions lifted during the course of the investigation, noting that the remaining seven students were likely to be called to a major discipline hearing established under Regulation 23: Student Disciplinary Offences.

(by the President of the Students’ Union)

- (v) That several of the students allegedly involved in the events had been identified by a press outlet unconnected to Warwick Students’ Union.
- (vi) That the Students’ Union (SU) were investigating whether the relevant students should also be suspended from the SU.
- (vii) That the incident was symptomatic of a wider embedded culture within society that the University should address by expanding initiatives and activities aimed at preventing inappropriate behaviours.

(by the Democracy and Development Officer for the Students’ Union)

- (viii) That implementing initiatives at an early stage in the student recruitment process would help to instil positive cultural behaviours in Warwick students.

(by the Provost)

- (ix) That the University was working with the SU on a programme of bystander intervention training, which could be expanded in light of these events.

(by the Registrar)

- (x) That a Social Media Policy was in production and would shortly be finalised.

(by the Chair)

- (xi) That this was a grave incident which the Council would resume discussing at a future meeting, to reflect on the lessons learned.

- (b) Recent Institutional Successes
- (c) European Partnerships
- (d) New Scholarship Programme in Artificial Intelligence
- (e) Gender Pay Gap Report
- (f) Commitment to Employability for International Students
- (g) Industrial Action
- (h) National Student Survey (NSS) 2018
- (i) Recent Appointments

RESOLVED:

That the report from the Vice-Chancellor, as set out in paper C.60/17-18, be noted.

101/17-18 *University Masterplan Refresh

CONSIDERED:

An oral report on the progress of the University Masterplan refresh.

[Exempt information not included]

RESOLVED:

That the oral update on progress of the University Masterplan refresh be noted.

102/17-18 *Strategic Topic for Discussion: University Strategy

CONSIDERED:

The University's new Strategy document: "Strategic Direction to 2030 – Excellence with Purpose" (C.61/17-18 {restricted}).

[Exempt information not included]

103/17-18 *Warwick Arts Centre

CONSIDERED:

A report on the governance arrangements of the Arts Centre (C.62/17-18 {restricted}).

REPORTED: (by A Bhalla)

- (a) That in response to faltering governance arrangements in relation to Warwick Arts Centre, the Vice-Chancellor had requested that a review of governance be conducted.
- (b) That the recommendations arising from a comprehensive governance review were outlined in the report, including the establishment of an Arts and Cultural Committee as a formally constituted sub-committee of the Council, to replace the former Advisory Board.
- (c) That membership of the Arts and Cultural Committee would be crucial, noting that engagement had started with potential members, who had expressed a desire to be part of a committee with decision-making ability, rather than being appointed in an advisory capacity.

[Exempt information not included]

- (e) That the Council was invited to consider the recommendations of the report at the present stage, with full membership and terms of reference of the Arts and Cultural Committee to be presented to the Council for approval at a later date.

(by the Director of the Engagement Group)

- (f) That it had been challenging to benchmark Warwick Arts Centre against its competitors, as whilst it was the largest arts organisation within the HE sector, compared to dedicated arts organisations in the region and in London it was relatively small.

(by Dr J Ferrie)

- (g) That, whilst the establishment of an Arts and Cultural Committee was a good idea, there was a question over whether the committee should be constituted as a sub-committee of the Council.

(by Dr D Keith)

- (h) That as the Arts Centre was such a significant, outward-facing representation of the University perhaps it was appropriate for the Arts and Cultural Committee to be established as a sub-committee of the Council.

(by the Pro-Vice-Chancellor (External Engagement))

- (i) That the only interaction many members of the public would have with the University would be via the Arts Centre.

(by the Vice-Chancellor)

- (j) That the Arts and Cultural Committee should be constituted as a sub-committee of the Council, as the Arts Centre was a key component of the overall University Strategy, furthermore the University invested significantly into the Centre and its finances needed to be kept under close review.

(by the President of the Students' Union)

- (k) That it would be important for students to be appropriately represented on the Arts and Cultural Committee, which would help to enrich the student experience at Warwick.

(by Professor D Branch)

- (l) That consideration could also be given to appointing members of staff from the University's artistic academic departments (Film, Television, Theatre etc.) to the Arts and Cultural Committee.

(by the Chair)

- (m) That the Council was in broad agreement to the recommendations outlined in the report, noting that further clarity on the relationship between the Arts Centre and the Council would be required in due course.

RESOLVED:

That the report on the governance arrangements of the Arts Centre, as set out in C.62/17-18 {restricted}, be noted, with further work required on the terms of reference and membership before final approval from the Council being given.

104/17-18 *Innovation Campus Working Group

CONSIDERED:

A report on the activities and final recommendations of the Innovation Campus Working Group (C.63/17-18 {restricted}).

REPORTED: (by the Pro-Vice-Chancellor (External Engagement))

- (a) That the Innovation Campus Working Group had been formed to coordinate and enhance innovation activity at Warwick, with a number of arising recommendations due to be considered by the UEB.
- (b) That a key recommendation related to identifying physical spaces on campus for innovation and enterprise, specifically student enterprise.

[Exempt information not included]

(by the Vice-Chancellor)

- (d) That a Director of Innovation was in the process of being appointed to further enhance a culture of innovation at Warwick.
- (e) That it was difficult to define the concept of innovation, noting that the University would be looking at best-practice across the sector and taking account of the benchmarks incorporated into the Knowledge Exchange Framework (KEF) that was due to be introduced.

(by the Vice-Chair)

- (f) That the somewhat risk-adverse culture that had been identified by the working group at the University was a direct contradiction to innovation.

[Exempt information not included]

(by the President of the Students' Union)

- (h) That further clarity on the definition of innovation at Warwick was required, noting that it would be beneficial to undertake wider consultation on this issue and seek feedback from students.

RESOLVED:

That the report on the activities and final recommendations of the Innovation Campus Working Group, as set out in paper C.63/17-18 {restricted}, be noted.

105/17-18 *Pulse Staff Survey 2017/18

CONSIDERED:

A report on the outcomes of the institutional Pulse Staff Survey 2017/18 (C.64/17-18 {restricted}).

[Exempt information not included]

RESOLVED:

That the report on the outcomes of the institutional Pulse Staff Survey 2017/18, as set out in paper C.64/17-18, be noted.

106/17-18 *Office for Students Registration

CONSIDERED:

A report on the University's application for registration with the OfS (C.65/17-18 {restricted}).

RESOLVED:

That the report on the University's application for registration with the OfS, as set out in paper C.65/17-18 {restricted}, be noted.

107/17-18 *Senior Staff Remuneration Framework

CONSIDERED:

A report on the framework recommended by the Remuneration Committee in respect of senior pay for the current academic year (C.74/17-18 {restricted}).

REPORTED: (by the Director of the People Group)

- (a) That it had been agreed that the Council would be given an opportunity each year to approve the framework being adopted by the Remuneration Committee in its recommendations for senior pay.

[Exempt information not included]

(by the Chair)

- (c) That over the summer period, the Council's views on the performance of the Vice-Chancellor would be sought in order to inform the setting of the Vice-Chancellor's remuneration.

RESOLVED:

That the framework on senior pay recommended by the Remuneration Committee, as set out in paper C.74/17-18 {restricted}, be approved.

108/17-18 Widening Participation Annual Report

CONSIDERED:

The University's Widening Participation Annual Report 2016/17(C.66/17-18).
REPORTED: (by the Pro-Vice-Chancellor (Education)).

- (a) That the Widening Participation (WP) Report 2016/17 provided an overview on the scale of the University's WP work across the student lifecycle.
- (b) That WP activity was being coordinated across the University, led by the newly formed Widening Participation Committee, with a focus on improving outcomes on access, student success and progression.
- (c) That the report had been distributed to a number of external stakeholders to articulate Warwick's WP successes to a wide audience.

(by N Bentley)

- (d) That further consideration could be given as to how the University would measure and monitor success in relation to WP.

(by the Chair)

- (e) That it would be useful for members to discuss WP more substantively at a future strategic session of the Council.

RESOLVED:

That the University's Widening Participation Annual Report, as set out in paper C.66/17-18 {restricted}, be noted.

109/17-18 *Report from the Senate

CONSIDERED:

An oral report together with selected papers considered by the Senate at its meeting held on 14 March 2018 (C.67/17-18 {restricted}), on the following items of business:

(a) Report from the Academic Staff Committee

REPORTED: (by the Vice-Chancellor)

- (i) That the Senate had approved the criteria for academic promotions to be incorporated into the new academic promotions framework, which would be implemented in the 2018/19 academic year.
- (ii) That it was aimed to enhance the transparency and equality of the academics promotions process, reinforcing that the University places equal value on all types of academic staff.

- (b) University Strategy
- (c) Report on the Size and Shape of the University
- (d) Education Strategy
- (e) Research Strategy
- (f) Review of Statute 24
- (g) Widening Participation Strategy
- (h) Office for Students (OfS) Consultation
- (i) Revisions to Regulations
- (j) Revisions to Ordinances
- (k) Student and Alumni Deaths

RESOLVED:

That the report from the meeting of the Senate held on 14 March 2018, as set out in C.67/17-18 {restricted}, be noted.

110/17-18 *Revised Terms of Reference of the Finance and General Purposes Committee and the Financial Plan Sub-Committee

CONSIDERED:

The draft revised terms of reference of the Finance and General Purposes Committee (FGPC) and the Financial Plan Sub-Committee (FPSC) (C.68/17-18 {restricted}).

REPORTED: (by the Treasurer)

- (a) That it had become apparent, following a review of the terms of reference of Council committees, that the remit of the FGPC was too broad.
- (b) That accordingly the terms of reference of the FGPC (and its sub-committee FPSC) had been refined, with certain responsibilities passing to other appropriate sub-committees of the Council.

(by Dr J Ferrie)

- (c) That it was not entirely clear how the Council delegated responsibilities to its sub-committees.

(by the Acting Secretary to Council)

- (d) That Warwick's Scheme of Delegation was currently incorporated into its Financial Procedures, noting that a piece of work was underway to produce a separate and more detailed iteration of the Scheme.

RESOLVED:

- (a) That the draft terms of reference of the FGPC and FPSC, as set out in paper C.68/17-18 {restricted}, be noted.
- (b) That the draft terms of reference of the FGPC and FPSC return to the July 2018 Council for formal approval, following consideration by the FGPC at its meeting on 26 June 2018.

111/17-18 *Establishment of the IT and Data Security Committee

CONSIDERED:

A report on the proposal to establish an IT and Data Security Committee (C.69/17-18 {restricted}).

REPORTED: (by the Treasurer)

- (a) That initial discussion at a meeting of the FPSC (minute 13/16-17 refers) and the increasingly complex landscape regarding IT, such as the introduction of GDPR, had led to a proposal to establish an IT and Data Security Committee as a sub-committee of the Council.
- (b) That there had been a debate about whether this sub-committee should report to the Council or the FGPC, it ultimately being agreed that the Council was a more appropriate parent committee as IT and data security fell outside the expertise of members of the FGPC.

[Exempt information not included]

(by Dr J Ferrie)

- (d) That IT and data security should not necessarily be connected under the remit of one committee, noting that IT required an expert skillset, whereas data security was a management responsibility akin to health and safety, whereby precautionary measures should be implemented in all areas of the University.

(by N Gordon)

- (e) That the proposed scope of the IT and Data Security overlapped with the duties of the Audit and Risk Committee, noting that it would not be simple to draw a distinction between the roles of each committee in relation to IT matters.
- (f) That the proposed terms of reference of the committee should embrace the longer term aims of the University with regard to IT, an example being an aim for Warwick to become a paperless institution.

(by the Chair)

- (g) That further discussion would be required on this matter, it being noted that the Council was not presently in a position to approve the establishment of an IT and Data Security Committee.

RESOLVED:

That the proposal to establish an IT and Data Security Committee of the Council, as set out in paper C.69/17-18 {restricted}, be deferred for further discussion to a future Council meeting.

112/17-18 *Report from the Audit and Risk Committee

CONSIDERED AND ADOPTED with the resolutions as set out below, a report and oral report from the meeting of the Audit and Risk Committee (A&RC) held on 15 May 2018 (C.70/17-18 {restricted}), on the following items of business:

(a) Deep Dive on the Student Experience

REPORTED: (by V Cooke, Chair of A&RC)

- (i) That the committee had held a deep dive session with the Sabbatical Officers and Chief Executive of the SU.
- (ii) That the Sabbatical Officers provided valuable insight into Warwick's student experience, noting that key areas for further consideration were:
 - (A) The quality and consistency of academic provision across faculties and departments of the University.
 - (B) The wellbeing agenda, noting that the needs of the student body were diverse and complex.
 - (C) Better recognition of non-academic activity undertaken by students.
 - (D) The collegiate responsibility for promoting appropriate and positive cultural behaviours.

(by the President of the Students' Union)

- (iii) That the Students' Union welcomed the opportunity to present to the A&RC and had found the experience to be very positive.

(b) HEFCE Annual Institutional Risk Assessment

113/17-18 *Report from the 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 15 May 2018 (C.71/17-18 {restricted}) on the following items of business:

[Exempt information not included]

- (d) University Financial Performance – Q2, 2017-18 (FGPC.57/17-18 {restricted})
- (e) Report from the Board of Subsidiary Companies
- (f) Student Personalised Information Programme
- (g) HEFCE's Annual Assessment of Institutional Risk

[Exempt information not included]

114/17-18 Report from the Equality and Diversity Committee

CONSIDERED:

A report from the meeting of the Equality and Diversity Committee held on 30 January 2018 (C.72/17-18).

RESOLVED:

That the report from the meeting of the Equality and Diversity Committee held on 30 January 2018, as set out in paper C.72/17-18, be noted.

115/17-18 *Report from the Nominations Committee

CONSIDERED:

A report from the meeting of the Nominations Committee held on 7 February 2018 (C.73/17-18).

RESOLVED:

- (a) That the recommendation that the Art Collection Committee membership be reduced by one independent member of Council from three to two, be approved.
- (b) That the recommendation that the Honorary Degrees Committee membership be reduced by one independent member of Council from three to two, be approved.

116/17-18 *Report from the University Estate Committee

CONSIDERED:

A report from the meeting of the University Estate Committee held on 29 March 2018 (C.75/17-18 {restricted}).

RESOLVED:

That the report from the meeting of the University Estate Committee held on 29 March 2018, as set out in paper C.75/17-18 {restricted}, be noted.

117/17-18 Awards and Distinctions

RECEIVED:

A report setting out the awards and distinctions conferred on members of the University since the meeting of the Council held on 7 February 2018 (C.76/17-18).

118/17-18 Amendments to University Ordinances

CONSIDERED:

A report requesting amendments to University Ordinances (C.77/17-18).

RESOLVED:

- (a) That the proposed amendments to University Ordinance 7 on Constitution of the Boards of the Faculties, as set out in Appendix 1 of paper C.77/17-18, be approved for the second time.
- (b) That the proposed amendments to University Ordinance 9 on Constitution of the Boards of the Faculties, as set out in Appendix 2 of paper C.77/17-18, be approved for the second time.

119/17-18 Amendments to University Regulations

CONSIDERED:

A report requesting confirmation of amendments to University Regulations (C.78/17-18).

RESOLVED:

- (a) That the proposed amendments to University Regulation 8 on Regulations for First Degrees be confirmed, as set out in Appendix 1 of paper C.78/17-18.
- (b) That the proposed amendments to University Regulation 26 on Safety Regulations be confirmed, as set out in Appendix 2 of paper C.78/17-18.
- (c) That the proposed amendments to University Regulation 37 on Taught Postgraduate Degrees be confirmed, as set out in Appendix 3 of paper C.78/17-18.
- (d) That the proposed amendments to University Regulation 38 on Research Degrees be confirmed, as set out in Appendix 4 of paper C.78/17-18.
- (e) That the proposed amendments to University Regulation 40 on Collaborative Courses be confirmed, as set out in Appendix 5 of paper C.78/17-18.

120/17-18 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 7 February 2018 (C.79/17-18).

121/17-18 Dates of Future Meetings

REPORTED:

That the remaining meetings of the Council for the 2017-18 academic year were as follows:

Tuesday, 10 July 2018	5.00pm to 9.30pm
Wednesday, 11 July 2018	9.00am to 2.00pm

As at 27 July 2018