

**UNIVERSITY OF WARWICK
COUNCIL
OPEN MINUTES
MEETING HELD AT 09:00 ON WEDNESDAY, 20 MAY 2020**

Note: This meeting was adapted to take account of the COVID-19 pandemic, with members/attendees joining the meeting virtually (via Zoom video conferencing software) and approval of items sought in advance of the meeting by correspondence to structure proceedings.

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| Present | David Normington | DN | Chair of Council (Chair) |
| | Louise Ainsworth | LA | Independent member |
| | Yewande Akinola | YA | Independent member |
| | Jo Angouri | JA | Academic member |
| | Keith Bedell-Pearce | KBP | Treasurer and Chair of the Finance and General Purposes Committee |
| | Anita Bhalla | AB | Vice Chair of Council and Chair of the Audit and Risk Committee |
| | Bal Claire | BC | Independent member |
| | Professor Stuart Croft | SC | Vice-Chancellor |
| | Professor Christine Ennew | CE | Provost |
| | Dr John Ferrie | JF | Independent member |
| | Professor Chris Hughes | CH | Pro Vice-Chancellor (Education) |
| | Professor Saul Jacka | SJ | Academic member (Chair of AFRC) |
| | Milly Last | ML | Democracy & Development Officer of the Students' Union |
| | Professor David Leadley | DL | Academic member |
| | Professor Andy Lockett | AL | Academic member |
| | Ben Newsham | BN | President of the Students' Union |
| | Jayne Nickalls | JN | Independent member (until item 114) |
| | Adrian Penfold | AP | Independent member |
| | Neil Sachdev | NS | Independent member |
| | Professor Mike Shipman | SS | Pro Vice-Chancellor (International) |
| Professor Pam Thomas | PT | Pro Vice-Chancellor (Research) | |
| Gail Tucker | GT | Independent member | |
| Attending | Rosie Drinkwater | RD | Group Finance Director |
| | Richard Hutchins | RH | Director of Strategy (items 107-115) |
| | Emma Jeavons | EJ | Assistant Registrar (Governance) (Assistant Secretary) |
| | Rupert Lawrie | RL | Commercial Director |
| | Lara McCarthy | LM | Head of Governance Services |
| | Tony Pauley | TP | Chief Information and Digital Officer (item 116 only) |
| | Aaron Porter | AP | Advance HE (item 117 only) |
| | Rachel Sandby-Thomas | RST | Registrar |
| | Andrew Smith | AS | Finance Director (items 107-115) |
| | Sharon Tuersley | ST | Secretary to Council |
| | Chris Twine | CT | Academic Registrar (items 107-115) |
| | Andrew West | AW | Advance HE (item 117 only) |
| Observing | Becky Purnell | BP | Administrator (Governance) (Observing & technical support) |

Wednesday, 20 May 2020

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| 107 | <p>Chair's Welcome and Introduction</p> <p>The Chair welcomed Council members and attendees to the first meeting of the full Council taking place virtually, due to the ongoing COVID-19 pandemic.</p> <p>a) Catharine French</p> <p>It was with deepest sadness that the Council noted the passing of Catharine French, independent Council member, on Sunday, 10 May 2020. Catharine joined the Council in August 2018 and was also a member of the Audit and Risk Committee (October 2019 onwards).</p> |
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| 108 | <p>Apologies for Absence</p> <p>Apologies were received from Ailsa Chambers and Deborah Keith. It was noted that Jayne Nickalls would be leaving the meeting early.</p> <p>The Secretary to Council reported that Ailsa would be moving on to another institution and that there would be an election to fill the vacant Professional Services Staff Council position for the 2020/21 academic year.</p> |
| 109 | <p>Declarations of Interest</p> <p>Neil Sachdev declared a new interest, as follows: Non-Executive Director of the Delivery Authority of the Houses of Parliament Restoration and Renewal Programme.</p> |
| 110 | <p>Minutes of the Council meetings held on 11 and 12 February 2020</p> <p>The Council majority approved the minutes of the meeting held on 11 and 12 February 2020 (110-C200520 {restricted}) prior to the meeting.</p> |
| 111 | <p>Matters arising from the Council meetings held on 11 and 12 February 2020</p> <p>There were no matters arising.</p> |
| 112 | <p>Chair's Business</p> <p>a) Chair's Action and Council Sub Group Report</p> <p>The Council noted the report that updated on Chair's Actions taken and Council Sub Group decisions made since the last Council meeting on 11 and 12 February 2020.</p> <p>b) Major Incident Team</p> <p>The Chair advised that, with the Major Incident Team (MIT) and University Executive Board Gold (UEBG) standing down from Friday, 15 May, accompanied by the operation of a normal Committee structure, there was no longer a need for the Council Sub Group to meet regularly. It would be re-convened if required.</p> <p>c) Undivided – Warwick's Future Story</p> <p>The Chair advised that Independent Members of Council would be contacted shortly regarding a session, in early June, with Undivided to progress the Warwick's Future Story project. The Council was also informed that an extra session of the full Council would then be scheduled later in July to discuss final approval of the project.</p> |
| 113 | <p>Vice-Chancellor's Business</p> <p>The Vice-Chancellor presented a report on topical items of business (113-C200520 {restricted}) and highlighted:</p> <ul style="list-style-type: none"> • Congratulations and thanks to Professor David Leadley who had taken on the role of Deputy Pro Vice Chancellor (Research). • Due to the COVID-19 pandemic and in response to a Universities UK (UUK) package proposal, the government had begun a re-profiling of funding to the sector from the Student Loans Company (SLC) and Research England. <p>The Democracy & Development Officer of the Students' Union (SU) advised the Council that the SU had received a significant number of financially related queries from students due to losing work or being employed on zero hours contracts. They asked if Warwick had or would be lobbying the government to offer further financial support to students, for example via rebates or write-off of student loans. It was confirmed that Warwick would not be doing so since it had provided support to students in different forms and as best it could in the current situation. The Vice Chancellor reiterated that the sector as a whole was working on support both for students and funding for the sector and any Warwick students in financial difficulty should contact the University to see what support was available to them.</p> <ul style="list-style-type: none"> • A form of student number controls was set to be introduced to the sector, whereby an institution's predictions of student numbers plus 5% could not be breached. The intention of the controls were to ensure that all institutions received a share of intake of the student market. |

- A transformational fund to support universities had also been launched. This was pitched as a last resort, after government borrowing and all other methods had been exhausted.
- A government research taskforce had been convened to discuss research across the sector, whether government support was deemed appropriate and what amount would be required, with early indications that this could be c. £2bn.

The Secretary to Council advised that the Office for Students (OfS) was consulting on a proposal to introduce a temporary condition of registration which they believed would prevent higher education (HE) providers from engaging in any form of conduct which, in the OfS's view, could reasonably have a material negative effect on the interests of students and the stability and/or integrity of all or part of the English HE sector. An example of this type of behaviour would be unconditional offers. The condition, if implemented, would apply retrospectively to a date before the moratorium on unconditional offers was in place.

The sector was opposed to the proposal for a number of reasons, including:

- HE institutions registered with the OfS were required to abide by the current conditions of registration and were committed to upholding high standards for the HE sector and delivering a positive outcome for students.
- The implementation of such a proposal could set precedent for other one-off, time-limited conditions.
- It threatened to curtail the institutional autonomy of providers, as set out in and protected by the Higher Education and Research Act 2017.

Strategic Topics I

114

COVID-19 PART ONE:

a) Current Operations (covered under 114b))

b) Business Continuity and Recovery Programme

The Academic Registrar presented a report (114b-C200520 {restricted}) accompanied by a presentation and highlighted key items as follows:

- The process of phased management and escalation, since late January 2020 when the COVID-19 virus was limited to China, to the present day. The major challenge had been and remained that the situation was dynamic and fluid and the response had therefore had to be flexible and change at pace, as required.
- As the response had moved now into phase V and the Business Continuity and Recovery Programme (BCRP) stage, focus had continued to be on the following objectives:
 1. Protect health and wellbeing – c.1000 students had remained on campus for varying reasons throughout the closure. There had been a number of cases of COVID-19 on campus, however, to the best of the team's knowledge, there had been no serious illnesses or deaths in the Warwick community.
 2. Graduate our students on time – in a six week period Warwick had rearticulated online exams and assessments under the lead of the Pro Vice Chancellor (Education), and these were running well. Marks management was being worked through as the next step towards achieving this objective. The potential for graduation ceremonies in January 2021 for those who would graduate without a ceremony in July 2020 was being looked into.
 3. Protect jobs – Warwick had been one of the first universities to apply for the furlough scheme as part of its work to ensure it could work towards achieving this objective.
 4. Be a good neighbour – Warwick's civic role in the region had been crucial and it would continue to contribute and support in line with this.
- The BCRP included the following overarching projects:

1. Activity prioritisation (against the five principles as laid out below in minute 115b).
 2. Campus re-start – which was expected to be more difficult than closure and would be implemented gradually, in line with the government guidance at any given time.
 3. Shape of the Academic Year – Warwick would start the next academic year on campus and on time, with a mixed economy of face to face and online teaching and learning.
 4. Online learning capacity and capabilities – as above, in order to manage the changing situation, work was ongoing to understand capacity and grow capabilities wherever possible.
- Moving into phase VI, recovery and resilience, would present further challenges and the University would continue to be guided by the principles agreed, to smooth disruption as much as possible, and seize the opportunity to embed learning to better deliver its core operations.

The Council thanked the Academic Registrar and all those involved in the MIT response.

c) Audit and Risk Committee (A&RC) Report

The Vice Chair of Council and Chair of the Audit and Risk Committee presented a report (114c-C200520 {restricted}) and highlighted that the Committee had been assured by the presentation it received and supported the phased approach in place. It commended the University's swift response to support the health and wellbeing of students, staff and the wider Warwick community.

The Council discussed the report and presentation from the Academic Registrar and the report from the Vice Chair of Council and Chair of the Audit and Risk Committee, with key points as follows:

- There was a request to ensure that new ways of working, accelerated by the need for remote working during the pandemic, were captured and taken forward when the current lockdown was loosened and the "new normal" emerged.
- Assurance was provided that the c.1000 students who had remained on campus had been supported through various means, including by the Residential Life Team, the Chaplaincy, Wellbeing teams and Security. Various online social events had been run for all students, whether on campus or at home, and there was an emergency phone line should it be needed.
- Work to ensure new incoming and returning students received information about what the next academic year would look like was underway, though it was acknowledged that the communications would need to remain flexible in line with the changing situation. The University was ensuring positive messaging around what students could expect was being promoted, as opposed to focusing on anything missing compared to previous years, in order to help students focus equally positively on the coming year.
- It was confirmed that support for Postgraduate students who had lost out on paid teaching hours due to the pandemic was being provided in alternative ways, where possible, including ensuring payment for preparatory teaching work they had undertaken was processed.
- Work was underway to pilot a risk assessment tool in relation to accommodating new working arrangements that would be required in many of the 300 buildings on campus, when they began to open.
- Research labs were likely to be the first areas to re-open on campus. Labs working on projects related to COVID-19 had remained open, and suitably safeguarded, throughout.

The Council joined the Chair in thanking the various teams involved in the response to the challenges caused by the pandemic, and it was agreed that the way in which Warwick had worked was a model for others to emulate. The Council highlighted that the focus must continue to be on the delivery of Warwick's core purpose and business.

COVID-19 PART TWO:**a) Warwick's Platform for Recovery**

The Vice Chancellor presented a report (115a-C200520 {reserved}) accompanied by a presentation and highlighted key items as follows:

- [Exempt information not included].
- The principles agreed that would underpin Warwick's platform for recovery, as below:
 1. We will continue to emphasise health, safety and wellbeing of our communities in all that we do.
 2. We will fully welcome a new cohort of students in the next academic year and will continue to provide an outstanding learning experience, with added emphasis on online resources where required.
 3. We will maintain and grow our outstanding research, and deliver an exceptional REF submission.
 4. We will support the economic, social, and health recovery of our region in our role as a Civic University.
 5. We will ensure the long term financial viability of our University.
- [Exempt information not included].
- [Exempt information not included].

[Exempt information not included].

b) Financial Information and Modelling

The Group Finance Director presented a report (115b-C200520 {reserved}) accompanied by a presentation and highlighted key items as follows:

- Warwick's income was comprised largely of the four streams below:
 1. Income received from our undergraduate students [Exempt information not included].
 2. Income derived from our international students [Exempt information not included].
 3. Income through research, including QR grant [Exempt information not included], and
 4. Income generated from commercial and other [Exempt information not included].

[Exempt information not included].

The Council joined the Treasurer and Chair in thanking the Group Finance Director, the Finance Director and their teams for the work carried out so far, and that which would be required over the coming months, in collaboration with the Academic Registrar and others across Warwick.

It was noted that the current Treasurer, Keith Bedell-Pearce, would be succeeded in their role by Neil Sachdev, as of 1 August 2020. However, in light of the current unprecedented financial climate the University was facing as a result of COVID-19, the current Treasurer had agreed to remain as a member of the Council until December 2020, thereby supporting the proposed governance timeline of the University's financial plan (see 115a for details). The Chair invited the Council to approve the proposal.

[Exempt information not included].

DECISION 2: The Council **approved** the exceptional extension to Keith Bedell-Pearce's term, of five months from 1 August 2020 – 31 December 2020.

Substantive Items I

116

Information Commissioner's Office Audit and Progress Update

The Chief Information and Digital Officer (CIDO) presented the report (116-C200520 {restricted}) and highlighted the following:

- Policies being amended were due to be approved by early June.
- Organisational changes were also on track.
- Areas where progress was behind plan were due to the current issues in gaining appropriate access to campus, [Exempt information not included] though it was noted that these were still progressing, but at a slower pace.
- The regular monthly update had been issued to the ICO at the end of April and the ICO had been supportive of and content with the progress made so far. The ICO had also made some helpful suggestions for several items. It was highlighted that the ICO had now asked for updates relating to the 'high' as well as 'urgent' items and these would be included in the end of month updates.
- Operational changes were next to be addressed and it was acknowledged that these would take longer and would likely be further impacted by the current remote working.
- [Exempt information not included].

In general, all actions were progressing according to plan.

The Vice Chair of Council and Chair of the Audit and Risk Committee confirmed that the A&RC had received and been assured by a similar update report and discussion at its meeting on 12 May. [Exempt information not included]. The Committee agreed that good progress had been made, with there still being plenty to do. The Secretary to Council confirmed that the A&RC had met monthly to maintain oversight of the progress made, as requested by the Council in February 2020. The A&RC agreed that it would continue to receive monthly updates, rather than meet, but it reserved the right to meet if necessary.

The Council discussed the update report and the balance required between the current financial climate and the need to maintain appropriate information and data security, and management systems and processes. [Exempt information not included].

The Council acknowledged that the operational, systematic and cultural changes that were now to be addressed presented a challenge and would take some time to implement, and could be further complicated by the "new normal" of many colleagues working remotely.

Linked to this topic, recent media coverage of a largescale cyber-attack on a well-known travel provider was touched upon and the Council agreed that these attacks were only going to become more prominent.

The President of the SU asked whether communication relating to the audit was due soon and the CIDO confirmed it would be forthcoming shortly.

Finally, the Council congratulated the CIDO on their appointment and looked forward to continued regular updates from them.

117

Council Effectiveness Review

The Secretary to Council and attendees from Advance HE presented the report (117-C200520 {open}) and highlighted that:

- The field work for the review was undertaken December 2019 – March 2020 and therefore the outcome report reflected a situation prior to the COVID-19 pandemic affecting the University's normal operations. It was felt however that the recommendations were still applicable, whilst acknowledging the change in context for the Council.
- The report was generally positive and the recommendations varied from the strategic to the more technical or operational, reflecting the way the Council operated as a whole.

- In relation to next steps, the three areas highlighted by Advance HE for focus were as below:
 - Council should develop its role in monitoring the implementation of strategy to achieve greater clarity on points such as agreed data/ KPIs, reporting arrangements, and connection with sub strategies/ plans.
 - Council should give continued attention to its responsibilities in academic assurance, to consolidate efforts to date and to further strengthen the level of confidence and understanding among the Council membership, thinking particularly of the independent members.
 - Council should seek to shift its discussions on matters of equality and diversity from an analysis of the issues, to a greater focus on actions and how these will be tracked. Some learning from practice in other institutions and/or from other sectors outside HE might be helpful.

Advance HE thanked the proactivity and diligence of the Council secretariat and for fully supporting the facilitation of the review.

The Council discussed the report, including particularly that a reduction in the number of KPIs may be useful for monitoring, and agreed that the content was useful. All members agreed that they would engage fully with the actions proposed to further improve the workings of the governing body.

Advance HE offered an opportunity for additional discussions, should they be beneficial, given the recent changes and pressures within the sector caused by the ongoing pandemic.

The workings of the Council, the Council Sub Group, and regular communication to independent members were discussed and it was agreed that the Secretariat should continue to ensure all Council members received appropriate communication in their role as a member of the Council.

DECISION: The Council **majority approved** the prioritisation of actions, **prior to the meeting.**

ACTION 1: Review progress against agreed actions at the November 2020 Council meeting.

ACTION 2: Arrange a number of short, optional webinars during June 2020 to update Council members on pertinent areas.

Items below this line were received/and or approved without discussion

Strategic Topics II

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| 118 | <p>Wellbeing Strategy</p> <p>The Council received and noted the Strategy (118-C200520 {restricted}) which it had previously discussed at its strategic session on 19 November 2019.</p> <p>DECISION: The Council majority approved the Wellbeing Strategy for staff and students, prior to the meeting.</p> |
| 119 | <p>Warwick Medical School Grand Challenge</p> <p>The Council received and noted the report (119-C200520 {restricted}) which it had previously discussed at its meeting in October 2019.</p> <p>DECISION: The Council provisionally, majority approved the WMS Strategy, prior to the meeting.</p> |
| 120 | <p>Regional Strategy Activity One Year On</p> <p>The Council received and noted the update report (120-C200520 {restricted}).</p> |

Substantive Items II

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| 121 | <p>Equality and Diversity Objectives</p> <p>The Council received the Objectives report (121-C200520 {open}).</p> <p>The item was brought above the line for discussion as the SU members of Council had declined to approve the Objectives in the pre-approvals prior to the meeting.</p> <p>The President of the SU and the Democracy & Development Officer of the SU advised that they and SU colleagues did not feel the Objectives addressed the issues surrounding E&D in enough detail, and that some of</p> |
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| | <p>the timeframes and success measures did not feel suitable. They asked that the University engage further with the SU in relation to these.</p> <p>The Provost advised the Council that efforts had been made through the Social Inclusion Committee to engage with SU members on several occasions in relation to the Objectives, however unfortunately no response had been received. The Council was assured that the Provost and their team would engage with the SU regarding the Objectives, outside of the meeting, and that the Objectives could be updated as appropriate to reflect any discussions.</p> <p>The University was required to publish the new Objectives by the end of May 2020.</p> <p>DECISION: The Council majority approved the SI/Equality Objectives, prior to the meeting.</p> <p>ACTION: SU to engage with the University relating to the Objectives.</p> |
| 122 | <p>Disciplinary Process and Values Implementation Plan Activity Update</p> <p>The Council received and noted the report (122-C200520 {restricted}).</p> |
| 123 | <p>Students' Union Strategic Partnership Review – Terms of Reference</p> <p>The Council received the Terms of Reference (123-C200520 {restricted}).</p> <p>DECISION: The Council majority approved the Terms of Reference, prior to the meeting.</p> <p><i>Post-meeting note: following the meeting it was confirmed that independent member of Council Bal Claire would replace Catharine French as Co-Chair of the Review.</i></p> |
| Committee Reports | |
| 124 | <p>Report from the Senate</p> <p>The Council received and noted the report (124-C200520 {restricted}) from the meeting that had taken place on Wednesday, 11 March.</p> <p>DECISION 1: The Council majority confirmed revisions to Regulation 23, prior to the meeting.</p> <p>DECISION 2: The Council majority confirmed revisions to Regulation 27, prior to the meeting.</p> |
| 125 | <p>Report from the Social Inclusion Committee</p> <p>The Council received and noted the report (126-C200520 {restricted}) from the meeting that had taken place on Wednesday, 5 February.</p> |
| 126 | <p>Report from the Audit and Risk Committee (A&RC)</p> <p>The Council received and noted the report (126-C200520 {restricted}) from the meeting that had taken place on Tuesday, 12 May.</p> |
| 127 | <p>Report from the Finance and General Purposes Committee (FGPC)</p> <p>The Council received and noted the report (127-C200520 {restricted}) from the meetings that had taken place on Tuesday, 24 March and Tuesday, 5 May. Various reports presented at the FGPC were also available in the Convene document library, for the Council's information.</p> |
| 128 | <p>Report from the University Estate Committee (UEC)</p> <p>The Council received and noted the report (128-C200520 {restricted}) from the meeting that had taken place by correspondence on Wednesday, 25 March.</p> |
| 129 | <p>Report from the Research Governance and Ethics Committee</p> <p>The Council received and noted the report (129-C200520 {restricted}) from the meeting that had taken place on Tuesday, 18 February.</p> |
| 130 | <p>Report from the University Executive Board and Steering Committee</p> <p>The Council received and noted the report (130-C200520 {restricted}).</p> |

| Governance | |
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| 131 | <p>Changes to Council Standing Orders: Extraordinary Meetings</p> <p>The Council received the report (131-C200520 {open}).</p> <p>DECISION: The Council majority approved the proposed revisions to the Standing Orders of the Council, prior to the meeting.</p> |
| Other | |
| 132 | <p>Any other business</p> <p>There was no other business.</p> |

| DECISIONS AND ACTIONS LOG | | | | |
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| ITEM | DECISION/ ACTION | LEAD | DUE BY | STATUS |
| 115 – COVID-19 PART TWO | [Exempt information not included]. | | | |
| | DECISION 2: The Council approved the exceptional extension to Keith Bedell-Pearce’s term, of five months from 1 August 2020 – 31 December 2020. | | | |
| 117 – Council Effectiveness Review | DECISION: The Council majority approved the prioritisation of actions prior to the meeting. | | | |
| | ACTION 1: Review progress against agreed actions at the November 2020 Council meeting. | Sharon Tuersley | Nov 2020 | Scheduled |
| | ACTION 2: Arrange a number of short, optional webinars during June 2020 to update Council members on pertinent areas. | Council Secretariat | Jun 2020 | In progress |
| 118 – Wellbeing Strategy | DECISION: The Council majority approved Wellbeing Strategy for staff and students, prior to the meeting. | | | |
| 119 – WMS Grand Challenge | DECISION: The Council provisionally, majority approved the WMS Strategy, prior to the meeting. | | | |
| 121 – Equality and Diversity Objectives | DECISION: The Council majority approved SI/Equality Objectives, prior to the meeting. | | | |
| | ACTION: SU to engage with the University relating to the Objectives. | Milly Last | TBC | |
| 123 – SU review ToR | DECISION: The Council majority approved the Terms of Reference, prior to the meeting. | | | |
| 124 – Report from Senate | DECISION 1: The Council majority confirmed revisions to Regulation 23, prior to the meeting. | | | |
| | DECISION 2: The Council majority confirmed revisions to Regulation 27, prior to the meeting. | | | |
| 131 – Council Standing Orders | DECISION: The Council majority approved the proposed revisions to the Standing Orders of the Council prior to the meeting. | | | |