

## UNIVERSITY OF WARWICK

### Open minutes of the meetings of the Council held on 21 and 22 November 2017

Present: D Normington (Chair), K Bedell-Pearce (Treasurer), Dr N Bentley, A Bhalla, Professor D Branch (from item 30/17-18), Professor A Clarke, V Cooke (Vice-Chair), Professor S Croft (Vice-Chancellor), Professor C Ennew (Provost), Dr J Ferrie, N Gordon (for item 29/17-18), Professor L Green, Professor C Hughes (Pro-Vice-Chancellor (Education)), P Kehoe, Dr D Keith, M Kynaston (Democracy and Development Officer for the Students' Union), A Pulford, Professor L Roberts, N Sachdev (from item 30/17-18), Professor S Swain (Pro-Vice-Chancellor (External Engagement)), Professor P Thomas (Pro-Vice-Chancellor (Research)) (for items 28/17-18 to 36/17-18), G Tucker, H Worsdale (President of the Students' Union).

Apologies: K Gadhok, J MacNaughton, A Penfold.

In Attendance: E Birch (Assistant Secretary), A Chambers (Director of International Strategy and Relations) (for item 37/17-18), Dr C Cochrane (Director of Research and Impact Services) (for item 36/17-18), R Drinkwater (Group Finance Director), P Glover (Secretary to Council), L McCarthy (Head of Governance Services), G McGrattan, (Director of the People Group) (for items 41/17-18 to 44/17-18), R Sandby-Thomas (Registrar), E Tew (Assistant Registrar (Governance)), S Tuersley (Chief of Staff).

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.

#### 28/17-18 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.

#### 29/17-18 Strategic Topic for Discussion: University Strategy

CONSIDERED:

A presentation on the University Strategy (C.39/17-18).

REPORTED: (by the Vice-Chancellor)

- (a) That the aim of this presentation was to use competitor analysis to facilitate round table discussions to inform the development of the University Strategy 2017.
- (b) That the next steps would be for a draft of the Strategy to be brought forward for discussion at the Council Away Day in February 2018, with finalisation and approval of document scheduled for the Council meeting in May 2018.

[Exempt information not included]

RESOLVED:

That the presentation on the University Strategy, as set out in paper C.39/17-18, be noted.

30/17-18 Minutes

CONSIDERED:

The minutes of the meetings of the Council held on 17 and 18 October 2017.

RESOLVED:

That the minutes of the meetings of the Council held on 17 and 18 October 2017 be approved.

31/17-18 Format of Council Meetings

REPORTED: (by the Chair)

- (a) That whilst he would aim to conclude Council meetings by 12.30pm, members were requested to continue to hold up to 1pm in their diaries.
- (b) That the timing of the overall Council programme would be reconsidered following the 2017-18 cycle.

32/17-18 Absent Council Members

REPORTED: (by the Secretary to Council)

- (a) That members who were absent from this Council meeting had provided their comments on the items of business being considered, with particular regard to:
  - (i) California (minute 37/17-18 refers)
  - (ii) Annual Report of the Remuneration Committee (minute 41/17-18 refers)
  - (iii) Prevent Duty Annual Report (minute 44/17-18 refers)
- (b) That she and the Chair had considered all the feedback received and would raise any points not otherwise addressed during the course of the meeting.

33/17-18 Membership of the Council (minute 7/17-18 refers)

REPORTED: (by the Chair)

- (a) That Professor Daniel Branch had been reappointed as an academic member of the Council, following approval by the Senate at its meeting on 18 October 2017.
- (b) That Council had approved, by correspondence, a recommendation from the Nominations Committee that Noel Gordon be appointed as an independent member of the Council with immediate effect.

34/17-18 Chair's Business

(a) OfS Consultation

REPORTED: (by the Chair)

- (i) That he had attended the Committee of University Chairs (CUC) Autumn Plenary, where the Chief Executive of the Office for Students (OfS) had delivered a presentation on the new risk-based regulatory approach for the HE sector.
- (ii) That on 19 October 2017, the government had opened a consultation setting out the context for the creation of the OfS and seeking views on the proposed regulatory approach.
- (iii) That the Academic Registrar's Office was preparing a response to the consultation on Warwick's behalf, which would be made available to Council members.

RESOLVED:

That the University's response to the government's consultation on the OfS be shared with Council members.

(b) HEFCE Assurance Review

REPORTED: (by the Chair)

- (i) That the University had been notified that it was due for its five-yearly HEFCE Assurance Review, the purpose of which was to test the reliability of the annual assurances provided to the HEFCE and the evidence on which they were based.
- (ii) That, as part of the review, a representative from the HEFCE would visit the University on 2 February 2018 to meet with members of the executive team as well as Chairs of certain committees.

(c) Council Events on 21 November 2017.

REPORTED: (by the Chair)

That Howard Covington, Chair of the Alan Turing Institute (ATI), had delivered a presentation on the pioneering work of the ATI at the Council members' dinner held on 21 November 2017.

35/17-18 \*Vice-Chancellor's Business

CONSIDERED:

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

- (a) Recent Institutional Success
- (b) Heaton-Harris Letter
- (c) Philanthropic Income Exceeds £100m
- (d) Recent Appointments
- (e) Warwick in London joins the Knowledge Quarter

- (f) Employability in China

RESOLVED:

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

36/17-18 Strategic Topic for Discussion: Research Strategy

CONSIDERED:

A presentation on the University's Research Strategy (C.18/17-18).

REPORTED: (by the Pro-Vice-Chancellor (Research) and the Director of Research and Impact Services)

- (a) That the objectives of the presentation were to introduce Council to the Research Executive Team, present the strands of the refreshed Research Strategy and invite comments from members on the progress made to date.

[Exempt information not included]

RESOLVED:

- (a) That the presentation on the University's Research Strategy, as set out in paper C.18/17-18, be noted.
- (b) That wider consideration be given to how the Executive disseminate research success stories to Council members including the slides from the Research Strategy presentation.

37/17-18 \*California

[Exempt information not included]

38/17-18 \*Report from the Senate

CONSIDERED AND ADOPTED, with the resolutions as set out below, a report from the meeting of the Senate held on 18 October 2017 (C.20/17-18 {restricted}), on the following items of business:

- (a) Student Survey Outcomes and TEF Update

REPORTED: (by the Vice-Chancellor)

- (i) That the University was adopting a holistic approach in response to the results of the recent National Students Survey (NSS), by addressing the outcomes through the development of the Education Strategy.

(by the Pro-Vice-Chancellor (Education))

- (ii) That, additionally, the Teaching Excellence Framework (TEF) infrastructure at Warwick provided a means of holding qualitative discussions on themes arising from the NSS.
- (iii) That the conclusions drawn from the recent Institutional Teaching and Learning Review (ITLR) would be useful in shaping future developments.

(b) Senate Sub-Group on Statute 24

REPORTED: (by the Vice-Chancellor)

That it was anticipated that the Senate Sub-Group would progress the revisions to Statute 24 and the related Ordinance, as set out in paper S.8/17-18 {restricted}, with the Senate considering proposals at its meeting in January 2018 and Council thereafter, noting that the proposals would be subject to further consultation.

- (c) California
- (d) Report to Council on the Assurance of Quality and Standards
- (e) Student Admissions Update
- (f) Revisions to Regulations
- (g) Revisions to Ordinances
- (h) Student and Alumni Deaths

RESOLVED:

That a summary of the recent NSS results be circulated to the Council.

39/17-18 \*Report from the Audit and Risk Committee

CONSIDERED AND ADOPTED with the resolutions as set out below, a report from the Audit and Risk Committee (A&RC) held on 17 October 2017 (C.22/17-18 {restricted}), together with an oral report from the meeting of A&RC held on 21 November 2017, on the following items of business:

(a) Audit and Risk Committee Annual Report 2016-17

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

- (i) That the Audit and Risk Committee Annual Report 2016-17 was required to be submitted to the HEFCE as part of the University's annual suite of accountability returns.
- (ii) That the report outlined the committee's work for the 2016-17 year, confirming that during the year (and in the following period up to the date of signing the report) the University had in place adequate and effective arrangements for risk management, control and governance, value for money, and the management and quality assurance of data submitted to its funding bodies.
- (iii) That the report referenced areas identified for further consideration by the A&RC in 2017-18, noting that at the A&RC meeting on 21 November 2017, mapping of shared risks across departments and the effectiveness of compliance structures and processes had been added to this list, in view of the potential need to adapt to new OfS requirements.

(b) Revised Audit Engagement Letter for KPMG

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

That the letter confirming the terms of engagement of KPMG to carry out the external audit of the University for the year ended 31 July 2017 had been updated to reflect current audit standards, noting that the Council was required to approve the revised engagement letter.

(c) Proposed Internal Audit Terms of Reference

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

- (i) That Internal Audit was required by professional standards to operate within terms of reference agreed by the governing body.
- (ii) That at its meeting on 17 October 2017, the A&RC considered updated terms of reference for Internal Audit, recommending these to the Council for approval.

(d) Management Letter of the University's External Auditors

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

- (i) That the A&RC met with the University's External Auditors to discuss the statutory accounts and KPMG's management letter, noting that no issues had been raised by the Auditors.

(by the Treasurer)

- (ii) That the Head of Audit at KPMG had commented that Warwick's year-end audit for 2016-17 had been one of the most clear and straight-forward audits they had experienced.

(e) Extract of the Internal Audit Annual Report for 2016-17

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

- (i) That at its meeting on 17 October 2017, the A&RC approved the Internal Audit Report 2016-17, which underpinned and informed the committee's opinion as outlined in the Annual Report of the Audit Committee 2016-17 (minute 39(a)/17-18 refers).
- (ii) That at the A&RC meeting held on 21 November 2017 the Head of Internal Audit had re-confirmed the Internal Audit opinion.

(f) Pension Scheme Revaluation Response

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

- (i) That at its meeting on 21 November 2017, the A&RC had considered the risk to the University in relation to the announcement by the Universities Superannuation Scheme (USS) trustee of a proposed change to the terms of the USS, the main sector pension scheme for academic and senior administration staff, arising from the latest scheme valuation.
- (ii) That there were differing views across the HE sector about the USS proposals, it being noted that Warwick was concerned about the proposed change to a defined contribution scheme.
- (iii) That the Trade Unions intended to ballot members on strike action in early 2018, which could pose a real threat to business continuity.
- (iv) That the University's position statement on the proposed changes to the USS did not fully align to the sector response.

- (v) That the Committee had noted that universities were in a difficult position in being part of the public sector type defined benefit scheme that was not government backed.

(g) Reputation Management Deep Dive

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

- (i) That the A&RC had held a useful and reassuring deep dive session on the strategies the University had in place to enable it to effectively manage and enhance its reputation in the event of significant adverse media coverage.
- (ii) That the A&RC noted that the team was evidently building their skills and expertise in proactive reputation management, including across social media platforms.

(h) GDPR Compliance

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

- (i) That the A&RC had received an update on the good progress that had been made in raising awareness of the GDPR across the University.
- (ii) That the committee recognised the large scale of work that needed to be undertaken to ensure compliance with the GDPR, noting that resources had been allocated in order that the University could meet this challenge and a clear plan was emerging.

[Exempt information not included]

RESOLVED:

- (a) That the Audit and Risk Committee Annual Report 2016-17, as set out in Appendix 1 of paper C.22/17-18 {restricted}, be approved for submission to the HEFCE.
- (b) That the thanks of the Council be recorded to the Vice-Chair and A&RC for their excellent and well evidenced work during the 2016-17 year.
- (c) That the revised audit engagement letter for KPMG, as set out in Appendix 2 of paper C.22/17-18 {restricted}, be approved.
- (d) That the proposed Internal Audit terms of reference, as set out in Appendix 5 of paper C.22/17-18 {restricted}, be approved.
- (e) That the management letter of the University's External Auditors, prepared following the conclusion of their audit of the 2016-17 statutory accounts, as set out in Appendix 3 of paper C.22/17-18 {restricted}, be noted.
- (f) That the thanks of the Council be recorded to the Group Finance Director and colleagues in the Finance Office for the exemplary year-end audit.
- (g) That the Internal Audit Annual Report 2016-17, as set out in Appendix 4 of paper C.22/17-18 {restricted}, be noted.

- (h) That the University's position statement on the proposed changes to the terms of the USS be circulated to the Council.

40/17-18 \*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 8 November 2017 (C.21/17-18 {restricted} (revised)) on the following items of business:

- (a) Draft consolidated Statutory Accounts of the University for the year ended 31 July 2017, associated HEFCE note, Letter of Representation and Annual Sustainability Assurance Report (ASSUR)

REPORTED: (by the Group Finance Director)

That the amendments to the University's statutory accounts for the year ended 31 July 2017, were as follows:

- (i) That the final bullet point of the Environmental Sustainability section of the Public Benefit Statement on page 15 of the accounts had been amended to: 'the University self-generates 60% of its heat and power needs and, for the year 2015/16, the ratio of carbon emissions to income are 42% lower than the 2005/6 baseline'.
- (ii) That the sentence: 'net funds are the sum of cash and cash equivalents and current investments less unsecured loan' had been inserted underneath the graph located on page 6 of the accounts.
- (iii) That the sentence in blue text, located above the table on page 52 of the accounts had been amended to: 'The major assumptions used by the actuary (in nominal terms) for the latest updates of the DBS of the scheme were...'

(by the Treasurer)

- (iv) That the draft financial statements had been reviewed by FGPC and had been given a clean audit report, noting that a number of minor amendments had subsequently been made which were reflected in the version currently available on-line.

- (b) Amendment to Loan Covenants

REPORTED: (by the Treasurer)

That he and the FGPC had thoroughly reviewed the proposed revisions to the financial covenants for the University's existing loan facilities with the Royal Bank of Scotland and Barclays Bank, recommending to Council that the amended loan covenants be approved.

- (c) University Efficiency Return

REPORTED: (by the Group Finance Director)

- (i) That the HEFCE had introduced a new requirement to submit an efficiency return as part of its suite of annual assurance documents.

- (ii) That a draft efficiency return had been considered by the FPGC, noting that work was ongoing to identify and quantify additional efficiency savings, with an updated version of the return due to be considered by the FGPC at its next meeting in January 2018.

RESOLVED:

- (a) That, noting the amendments outlined above, the University's consolidated accounts for 2016-17, as set out in Appendix 1a of paper C.21/17-18 {restricted} (revised); a short explanatory note for the HEFCE on the movements between the July 2017 plan submission and the year-end result, as set out of in Appendix 1b of paper C.21/17-18 {restricted} (revised); the letter of representation to the University's External Auditors, as set out in Appendix 1c of paper C.21/17-18 {restricted} (revised), and the Annual Sustainability Assurance Report (ASSUR), as set out in Appendix 2 of paper C.21/17-18 {restricted} (revised), be approved.
- (b) That the revised financial covenants for the University's existing loan facilities with Royal Bank of Scotland be approved:
  - (i) That the University should enter into the RBS Amendment Letter and perform its obligations and exercise its rights in relation to the RBS Amendment Letter and the Loan Agreement as amended by it as to do so would be of benefit to the University.
  - (ii) That the Chair of the Council, the Treasurer, the Vice Chancellor and the Group Finance Director be authorised to agree, and that any two of them be authorised to sign on behalf of the University the RBS Amendment Letter and such other documentation as may be required ancillary thereto in order to implement the amendments to the Loan Agreement.
- (c) That the revised financial covenants for the University's existing loan facilities with Barclays be approved:
  - (i) That the University, in good faith and for the purpose of carrying on its business, enter into the Amendment Letter and perform its obligations and exercise its rights in relation to the Amendment Letter and the Facility Letter.
  - (ii) That the Vice-Chancellor and the Group Finance Director (each an "Authorised Signatory" and together the "Authorised Signatories") be authorised to sign on behalf of the University the Amendment Letter and return the signed counterpart to the Bank.
  - (iii) That the terms of the Amendment Letter be and are hereby approved (subject, in each case, to such amendments as the Authorised Signatories (acting together or alone) may approve and so that the signature of the Authorised Signatory shall be conclusive evidence of the agreement to such amendments or modifications).
  - (iv) That the Authorised Signatories (acting together or alone) be authorised to agree and sign on behalf of the University all such other documents, agreements, certificates, notices, communications or confirmations, and to do all such other things, as may be required, or as any Authorised Signatory may approve, in connection with the Amendment Letter.

(v) That the common seal of the University be affixed to the Amendment Letter and (if required any other document required in connection with the Amendment Letter and that any two of the Authorised Signatories be authorised to witness the affixing of the University's seal to any such document.

(d) That the University efficiency return for 2016-17, as set out in paper FGPC.23/17-18 {restricted}, be noted.

41/17-18 \*Report from the Remuneration Committee

CONSIDERED:

The annual report of the Remuneration Committee (C.23/17-18 {restricted}).

REPORTED: (by the Chair)

- (a) That a requirement of the Framework for University Senior Remuneration, approved and adopted by the Council in May 2017 (minute 113/16-17 refers), was the preparation of an annual report outlining the approach of the Remuneration Committee and its decisions reached during the year.
- (b) That this was the first such report of the Remuneration Committee, noting that the Council was invited to approve that the contents of the report be made appropriately available in the public domain.
- (c) That, going forward, he, in his capacity as Chair of the Remuneration Committee, would consult with the members of the Council, including the Students' Union representatives, on the Vice-Chancellor's performance in the context of the pay-setting process for the Vice-Chancellor.
- (d) That Vice-Chancellor's pay was an area that the OfS would monitor closely, it being reported at the CUC Autumn Plenary that the OfS would intervene on University senior pay arrangements if deemed necessary.
- (e) That the Remuneration Committee would reconsider the Senior Remuneration Framework to further enhance openness and transparency, with proposals being submitted to the Council in due course.

(by the Vice-Chancellor)

- (f) That he would shortly be releasing a statement on his pay arrangements to the University community, noting that he intended to make a donation of his pay award to the University of Warwick.

(by Dr D Keith)

- (g) That it could be beneficial to expand the benchmarking parameters of staff pay at Warwick, by comparing wage levels with similar organisations in different sectors rather than limiting comparison to the Russell Group.

(by the Director of the People Group)

- (h) That the University utilised a variety of sources to benchmark staff pay, such as competitor universities (inside and outside of the Russell Group) and information provided by the CUC and Hay Group.

- (i) That the University would be publishing data on gender pay, noting that a report would be brought to the February 2018 meeting of Council.

(by the President of the Student Union)

- (j) That there had been a welcome improvement in transparency with regard to the Vice-Chancellor's pay, noting however that the process still felt abstracted from students, and further measures to take into account the views of students in measuring achievement against objectives would be appreciated.

RESOLVED:

- (a) That the contents of the annual report of the Remuneration Committee, as set out in paper C.23/17-18 {restricted}, be approved.
- (b) That the Remuneration Committee report be used to communicate matters around senior remuneration to the University as a whole and, where relevant and appropriate, externally.

42/17-18 \*Report from the University Estate Committee

REPORTED: (by the Secretary to Council)

- (a) That the University Estate Committee meeting on 16 November 2017 had been cancelled due to a high number of apologies and no business critical agenda items.

(by the Group Finance Director)

- (b) That the University masterplan was in development, with the vision currently being agreed, consultation with a wide-range of stakeholders scheduled from February to July 2018 and planning approvals due to be sought from August 2018 to June 2019.

43/17-18 Report from the Equality and Diversity Committee

CONSIDERED AND ADOPTED, with the resolutions as set out below, a report from the meeting of the Equality and Diversity Committee (E&DC) held on 31 October 2017 (C.24/17-18), on the following items of business:

- (a) Workforce Profile – Annual Report 2016-17

REPORTED: (by the Provost and Chair of the E&DC)

- (i) That the workforce profile for 2016-17 highlighted a gender imbalance resulting from the high level of females employed in support roles (levels 1a to 5).
- (ii) That the University was conscious of the impact of the imbalance in female and BME representation at certain salary levels and work was on-going to ensure that these particular staff members were not disproportionately called upon to take part in tasks outside of their day-to-day roles.
- (iii) That Athena Swan initiatives would continue to action issues relating to gender balance.

(b) Equality Objectives – Progress

REPORTED: (by the Provost and Chair of the E&DC)

That the Equality, Diversity and Inclusion team had welcomed the opportunity to present to the Council in February 2017 (minute 85/16-17 refers) on the work undertaken in relation to Warwick's equality objectives, it having been agreed that a similar strategic discussion on equality and diversity would be scheduled into the Council's plan of business for 2017-18.

(c) Athena Swan Update

REPORTED: (by the Provost and Chair of the E&DC)

That there had been mixed outcomes in relation to the most recent Athena Swan departmental submissions, with Sociology achieving a Bronze charter mark and the Institute for Employment Research (IER) and History not awarded.

(d) Race Charter Mark Group

REPORTED: (by the Provost and Chair of the E&DC)

- (i) That the University had not been successful in obtaining the Race Equality Charter Mark, although the initial submission had received a number of commendations.

(by the Chair)

- (ii) That many Council members had involvement with organisations who had obtained Equality Charter Marks and could share their expertise by externally reviewing the University's submission documents.

- (e) Promotion and Probation Statistics
- (f) The Public Sector Equality Duty
- (g) Gender Taskforce
- (h) Stonewall Workplace Equality Index
- (i) Disability Interest Group
- (j) Equality and Diversity Network

44/17-18 \*Prevent Duty Annual Report

CONSIDERED:

The draft annual report to the HEFCE outlining the University's compliance with the Prevent Duty (C.25/17-18 {restricted}).

REPORTED: (by the Director of the People Group)

- (a) That this was the second year that the University had been required to submit a report confirming compliance with the Prevent Duty to the HEFCE, since legislation was introduced under Section 26(1) of the Counter-Terrorism and Security Act 2015.
- (b) That Warwick had adopted a proportionate approach to the Prevent Duty in the context of safeguarding and wellbeing.

[Exempt information not included]

RESOLVED:

- (a) That the University's annual report to the HEFCE regarding the institution's compliance with the Prevent Statutory Duty, as set out in paper C.25/17-18 {restricted}, be approved.
- (b) That the Chair be approved to sign the annual declaration, as set out in Appendix 1 of paper C.25/17-18 {restricted}, to enable submission of the return to the HEFCE by the deadline of 1 December 2017.

45/17-18 \*Academic Quality Assurance Report

CONSIDERED:

A report on academic quality, standards and the student experience at the University in 2016-17 (C.26/17-18 {restricted}).

REPORTED: (by the Pro-Vice-Chancellor (Education))

- (a) That under the HEFCE Revised Operating Model for Quality Assurance published in March 2016, governing bodies were required to provide an annual statement of assurance to the HEFCE about the quality of their Higher Education (HE) provision.
- (b) That this report predominantly focused on quality assurance and enhancement, outlining the wide-range of quality assurance processes in place at the University in 2016-17.
- (c) That the University was continuing to review its quality assurance processes, to ensure they were fit for purpose in the changing external environment, for instance, the scope of an Academic Governance Review had been agreed in 2016-17 for implementation in 2017-18.
- (d) That the HEFCE assurance review in February 2018 (minute 34(b)/17-18 refers) would test the University's quality assurance procedures.

(by Dr J Ferrie)

- (e) That consideration could be given to including quantitative, numerical data in future iterations of the report.

(by the Vice-Chancellor)

- (f) That a current debate in the HE sector was the tension between maintaining 'quality' at universities (in the form of entry tariff points) and widening participation, which had an impact on league table rankings, noting that this issue would need to be considered in the context of developing Warwick's Strategy.

RESOLVED:

- (a) That the report on academic quality, standards and the student experience at the University in 2016-17, as set out in paper C.26/17-18 {restricted}, be noted.

- (b) That the recommendation that the University submit an assurance statement of 'full compliance' to the HEFCE in Part 2 of Annex A Annual Assurance Return (minute 46/17-18 refers), be approved.

46/17-18 Annual Assurance Return to the HEFCE (Annex A)

CONSIDERED:

The draft of the University's Annual Assurance Return to the HEFCE (C.27/17-18).

RESOLVED:

That the Annex A Annual Assurance Return for the University of Warwick, as attached to paper C.27/17-18, be approved for signature by the Vice-Chancellor and President, to be submitted to the HEFCE by the deadline of 1 December 2017.

47/17-18 \*University Risk Update: Autumn Term 2017

CONSIDERED:

A paper on the status of the University's key risks (C.28/17-18 {restricted}).

REPORTED: (by the Secretary to Council)

- (a) That the Institutional Risk Register (IRR) had been updated in accordance with the discussion held at the Council meeting in July 2017 (minute 141/16-17 refers), noting that a risk relating to non-compliance with the GDPR had been added to the IRR.
- (b) That on 17 October 2017, the A&RC considered a proposal to amend the risk reporting calendar to re-instate a third risk update to Council in the year, so that reports would be received by the Council at its February, July and November meetings.
- (c) That, in addition, the Steering Committee had considered the proposal to revise the risk reporting calendar at its meeting on 6 November 2017 and resolved that it be recommended to Council for approval.

RESOLVED:

- (a) That the draft IRR, as set out in paper C.28/17-18 {restricted}, be approved as an accurate record of the key risks currently facing the University.
- (b) That the amendments to the IRR proposed by the Steering Committee, as set out in section 4 of paper C.28/17-18 {restricted}, be noted.
- (c) That the proposed risk architecture, as set out in Annex D of paper C.28/17-18 {restricted}, be approved.
- (d) That the revised risk reporting calendar, as set out in section 5(b) of paper C.28/17-18 {restricted}, be approved.

48/17-18 [Exempt information not included]

49/17-18 \*Report from the Research Governance and Ethics Committee

CONSIDERED:

A report from the Research Governance and Ethics Committee meeting held on 16 October 2017 (C.29/17-18 {restricted}).

RESOLVED:

That the report from the Research Governance and Ethics Committee meeting held on 16 October 2017, as set out in paper C.29/17-18 {restricted}, be noted.

50/17-18 \*Annual Report of the Honorary Degrees Committee

CONSIDERED:

The annual report of the Honorary Degrees Committee (C.30/17-18 {restricted}).

RESOLVED:

That the annual report of the Honorary Degrees Committee, as set out in paper C.30/17-18 {restricted}, be noted.

51/17-18 Modern Slavery Act

CONSIDERED:

The University's annual statement on Modern Slavery 2016-17 (C.31/17-18).

RESOLVED:

- (a) That the University's annual statement on Modern Slavery 2016-17, as set out in paper C.31/17-18, be approved.
- (b) That the statement be made available for public access, as required by the Modern Slavery Act 2015.

52/17-18 Register of Members' Interests

- (a) Conflicts of Interest Guidance

REPORTED:

That members of the Council, as trustees of the University, were obliged to have due regard to the 'Charity Commission's policy guidance on conflicts of interest for charity trustees'.

- (b) Register of Interests

RECEIVED:

The Register of Interests of members of the University Council for the academic year 2017-18 as at 13 November 2017 (C.32/17-18).

53/17-18 Public Benefit Guidance

REPORTED:

That members of the Council, as trustees of the University, were reminded of their obligation to have due regard to the 'Charity Commission's policy guidance on public benefit: rules for charities'.

54/17-18 HEFCE Memorandum of Assurance and Accountability

RECEIVED:

A paper outlining changes to the HEFCE Memorandum of Assurance and Accountability (C.33/17-18).

55/17-18 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 18 October 2017 (C.34/17-18).

56/17-18 Amendments to University Ordinances

CONSIDERED:

A report requesting amendments to University Ordinances (C.35/17-18).

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.35/17-18, be approved for the first time.
- (b) That the proposed amendments to University Ordinance 9 on Board of Graduate Studies, as set out in Appendix 2 of paper C.35/17-18, be approved for the first time.
- (c) That the proposed amendments to University Ordinance 16 on Payment of Annual Fees, Residential Charges and Other Debts, as set out in Appendix 3 of paper C.35/17-18, be approved for the second time.

57/17-18 Amendments to University Regulations

CONSIDERED:

A report requesting confirmation of amendments to University Regulations (C.36/17-18).

RESOLVED:

- (a) That the proposed amendments to University Regulation 20 on Consideration of Honorary Graduands and Honorary Graduates be confirmed, as set out in Appendix 1 of paper C.36/17-18, noting that the revised Regulation would take immediate effect.

- (b) That the proposed amendments to University Regulation 1 on Departmental Management Structures be confirmed, as set out in Appendix 2 of paper C.36/17-18, noting that the revised Regulation took effect from 2 October 2017.
- (c) That the proposed amendments to University Regulation 3 on Committee Elections – Student Members be confirmed, as set out in Appendix 3 of paper C.36/17-18, noting that the revised Regulation took effect from 2 October 2017.
- (d) That the proposed amendments to University Regulation 6 on Admission to the University be confirmed, as set out in Appendix 4 of paper C.36/17-18, noting that the revised Regulation took effect from 2 October 2017.
- (e) That the proposed amendments to University Regulation 8 on Regulations for First Degrees be confirmed, as set out in Appendix 5 of paper C.36/17-18, noting that the revised Regulation took effect from 2 October 2017.
- (f) That the proposed amendments to University Regulation 9 on Constitutions of Boards of Examiners be confirmed, as set out in Appendix 6 of paper C.36/17-18, noting that the revised Regulation took effect from 2 October 2017.
- (g) That the proposed amendments to University Regulation 11 on Procedure to be Adopted in the Event of Suspected Cheating in a University Test be confirmed, as set out in Appendix 7 of paper C.36/17-18, noting that the revised Regulation took effect from 2 October 2017.
- (h) That the proposed amendments to University Regulation 39 on Undergraduate Non-Degree Courses be confirmed, as set out in Appendix 8 of paper C.36/17-18, noting that the revised Regulation took effect from 2 October 2017.
- (i) That the proposed amendments to University Regulation 40 on Collaborative Courses be confirmed, as set out in Appendix 9 of paper C.36/17-18, noting that the revised Regulation took effect from 2 October 2017.

58/17-18 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 18 October 2017 (C.37/17-18).

59/17-18 Dates of Future Meetings

REPORTED:

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

Tuesday, 6 February 2018 (Away Day)	11.00am to 9.30pm
Wednesday, 7 February 2018	9.00am to 2.00pm
Tuesday, 15 May 2018	5.00pm to 9.30pm
Wednesday, 16 May 2018	9.00am to 2.00pm
Tuesday, 10 July 2018	5.00pm to 9.30pm
Wednesday, 11 July 2018	9.00am to 2.00pm