

**UNIVERSITY OF WARWICK
COUNCIL**

PUBLIC MINUTES

**MEETING HELD AT 11:00 ON TUESDAY, 8 FEBRUARY 2022 IN THE PROF. LORD BHATTACHARYYA BUILDING,
LECTURE ROOM 1, AND 09:00 ON WEDNESDAY, 9 FEBRUARY 2022 IN THE COUNCIL CHAMBER, SENATE
HOUSE, AND VIA TEAMS WHERE INDICATED**

Present	David Normington	DN	Chair of Council (Chair)
	Louise Ainsworth	LA	Independent member
	Yewande Akinola	YA	Independent member (Wednesday only, from item 079)
	Gareth Bennett	AC	Professional Services Staff Member
	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 & President
	Shingai Dzumbira	SD	Students' Union President (SU President)
	Professor Christine Ennew	CE	Provost
	James Furse	JFs	Independent member
	Richard Hyde	RHy	Independent member
	Professor Saul Jacka	SJ	Academic member (Chair of AFRC) (Tuesday only)
	Jacob Jefferson	JJ	Students' Union Democracy and Development Officer (SU DDO)
	Deborah Keith	DK	Independent member
	Professor David Leadley	DL	Academic member
	Professor Andy Lockett	AL	Academic member
	Professor Rachel Moseley	RM	Academic Member
	Jayne Nickalls	JN	Independent member
Adrian Penfold	AP	Independent member	
Neil Sachdev	NS	Treasurer and Chair of the Finance & General Purposes Committee	
Gail Tucker	GT	Independent member	
Attending	Rosie Drinkwater	RD	Group Finance Director
	Jane Furze	JFz	Interim CCO (Tuesday only)
	Katharine Gray	KG	Head of Governance
	Chris Griffin	CG	Head of Risk and Resilience (item 080 only)
	Professor Chris Hughes	CH	Pro Vice-Chancellor (Education)
	Parvez Islam	PI	INspire (item 070 only)
	Emma Jeavons	EJ	Assistant Registrar (Governance) (Assistant Secretary)
	Professor Sotaro Kita	SK	INspire (item 070 only)
	Rupert Lawrie	RL	Commercial Director
	Professor Caroline Meyer	CM	Pro Vice-Chancellor (Research)
	Geraldine Mills	GM	HR Director (item 067-070)
	Rob Parkinson	RP	Students' Union CEO (item 082a only)
	Tony Pauley	TP	Chief Information and Digital Officer (CIDO)
	David Plumb	DP	Chief Innovation Officer (item 068-069)
	Professor Mike Shipman	SS	Pro Vice-Chancellor (International)
	Kulbir Shergill	KS	Director of Social Inclusion (item 070 only)
	Andrew Smith	AS	Director of Financial Strategy & Reporting (item 066 only)
	Stefan Terry	STe	Undivided (item 067-068)
	Karen Terry-Weymouth	KTW	HR Strategy Director (item 067-070)
	Professor Pam Thomas	PT	Chair of the Social Inclusion Committee (item 085 only)
	Rachel Sandby-Thomas	RST	Registrar
	Sharon Tuersley	STu	Secretary to Council
	Dr Meera Unnikrishnan	MU	Associate Professor WMS – shadowing Professor Rachel Moseley (Wednesday only)
	Professor Azrini Wahidin	AW	INspire (item 070 only)
	Sarah Wall	SW	Executive Officer (items 067-071)

Tuesday, 8 February 2022	
Ref	Item
062	<p>Chair's welcome and introduction</p> <p>The Chair welcomed members and attendees to the strategic away day session.</p>
063	<p>Apologies for absence</p> <p>Apologies were noted from Yewande Akinola.</p>
064	<p>Declarations of interest</p> <p>There were no new declarations.</p>
Strategic Topics	
065	<p>Introduction</p> <p>The Vice-Chancellor welcomed Council members and attendees to the Strategy Away Day and provided an introduction to the day. It was set to cover the overarching plans for a refresh of the University Strategy, over the coming months, including the addition of 'Environmental Sustainability' as one of the key pillars.</p>
066	<p>Finance Strategy</p> <p>The Group Finance Director and Director of Financial Strategy & Reporting provided a presentation including a summary of Financial Strategy principles and a high-level financial model to support Capital Plan development.</p> <p>The University's model for capital investment over the next ten years provides for an envelope of £1.1bn for capital investment over those ten years. Given the financial uncertainties of the economy and sector, it will be necessary to ensure that projects had exit points that allowed discrete elements to be completed, should financial assumptions need to change. The Council considered the plan to be thorough and was supportive.</p> <p>ACTION: Present, as required, on partner relationships or grant funding secured for sustainable building maintenance options e.g. heat pumps.</p>
067	<p>People Strategy</p> <p>The HR Director and HR Strategy Director provided a presentation, the purpose of which was: to share the People Strategy and how it was fundamental to delivering excellence and achieving Warwick's 2030 strategy; to provide an opportunity to input, challenge and discussion, and to gain commitment to the People Strategy and a new strategic direction.</p> <p>ACTION: Present a high-level implementation plan for the People Strategy.</p>
068	<p>Why Warwick Story can help us get ahead</p> <p>Undivided provided a presentation, including details of their work with the University on the Warwick Story, and how it could now be used to launch and support the progression of a refreshed Strategy.</p>
069	<p>Progress Report on Refresh of Innovation Strategy</p> <p>The Chief Innovation Officer (CIO) provided a presentation including details of: the Innovation Strategy's objectives; progress to date; Warwick's range of Innovation programmes, and the first year outputs. The CIO then invited members and attendees to take part in an exercise and provide feedback on the Strategy refresh.</p>
070	<p>Progress Report on Refresh of Social Inclusion Strategy</p> <p>The Director of Social Inclusion provided a presentation that highlighted examples of positive action at Warwick, as well as further steps it could be taking to improve equality in the workplace. Three INspire participants spoke about their experiences of the INspire programme before the session culminated in table discussions of Council member and attendees' experiences surrounding social inclusion, equality and diversity.</p>
071	<p>Closing discussion</p> <p>The Chair of Council closed the session, thanking presenters, Council members and attendees for their presentations and participation.</p>

Wednesday, 9 February 2022

072	<p>Chair’s welcome and introduction</p> <p>The Chair welcomed back members and attendees to the main Council meeting.</p>
073	<p>Apologies for absence</p> <p>There were apologies from Professor Saul Jacka. Yewande Akinola arrived during item 079.</p>
074	<p>Declarations of interest</p> <p>Independent member Richard Hyde declared an interest in item 078b) as their spouse was a Non-Executive Director at the South Warwickshire NHS Foundation Trust (SWFT).</p>
075	<p>Minutes of the Council meetings held on 16 and 17 November 2021</p> <p>The minutes of the Council meetings held on 16 and 17 November 2021 (075-C090222, Protected) were approved.</p>
076	<p>Matters arising from the Council meetings held on 16 and 17 November 2021</p> <p>There were no matters arising not covered on the agenda.</p>
077	<p>Chair’s business</p> <p>The Chair reminded the Council that in December 2021 it approved resolutions for the three banks relating to the move from LIBOR to SONIA and authorised the President & Vice-Chancellor and the Group Finance Director to sign the agreements on behalf of the University.</p>
078	<p>Vice-Chancellor’s business</p> <p>a) Topical Report</p> <p>The Vice-Chancellor presented their report (078-C090222, Protected) and highlighted the following:</p> <ul style="list-style-type: none"> • The University Librarian, Robin Green, had announced their intention to retire in May 2022. The University was grateful to Robin for their many years of service – both as Librarian from 2013 and as acting Librarian, Deputy Librarian before that. An international recruitment search was set to take place over the coming months to fill the role. • A productive visit to Warwick by the Science Minister last week. <p>b) South Warwickshire NHS Foundation Trust (SWFT)</p> <p>[Exempt information not included].</p> <p>c) Short consultation on a potential modification to the proposed USS changes</p> <p>The Vice-Chancellor presented a brief paper (078c-C090222, Protected) on the consultation.</p> <p>DECISION: The Council supported the modification from UUK.</p>

Strategic Topics

079	<p>Sustainability (Strategy)</p> <p>The Provost presented a report (079-C090222, Protected) and highlighted the following:</p> <ul style="list-style-type: none"> • The report was structured around the three key delivery vehicles (Education, Research and Campus Operations) with a further section addressing governance and communications developments, all of which were being consulted on locally and regionally in relation to the strategy’s refresh. • Given the previous update on CoP26 activities (Council Strategic Session, November 2021), the progress report did not include this. • The strategy and associated plans had been and would continue to be discussed in more detail, and approved where appropriate, at the University Estate and Environment Committee (UEEC). • A significant risk remained relating to timelines, particularly for achieving net zero. The use of offset to achieve targets had been discussed at the UEEC, as well as partnerships for investment into technology
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	<p>that could accelerate plans. A paper specifically on offsetting was due to be presented to the UEEC soon.</p> <ul style="list-style-type: none"> The University was keen on embedding sustainability into the curriculum, both through dedicated courses and ensuring all students had at least one element on sustainability within other subject areas. <p>The Council discussed the progress report and while it acknowledged the work done so far, it was keen that this was communicated to both the internal and external community in a much clearer way, which would hopefully bolster the ongoing plans to bring and keep sustainability to the forefront of people’s minds.</p> <p>The Council also agreed, as discussed at the Away Day on the previous day, that Environmental Sustainability should become a fifth pillar underpinning the University Strategy, though ensuring its links with the other pillars and how it fitted into the current Strategy would be important to see clearly.</p> <p>ACTION: Provide a simple accountability matrix for responsibility for Sustainability.</p>
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Substantive Items	
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080	<p>Strategic Risk Register (SRR)</p> <p>The Head of Risk and Resilience (R&R) presented the SRR (047-C171121, Protected) and gave a presentation in which they highlighted the following:</p> <ul style="list-style-type: none"> The SRR had been recommended for approval by the Audit and Risk Committee at its meeting on 2 February 2022. All eighteen risks were owned by the University Executive Board (UEB), with action owners assigned from the respective areas, and contributing factors and mitigating actions now detailed. All eighteen risks were also linked to the University Strategy. Changes to risk scoring would be made to reflect changing situations – the SRR was a living document that the UEB would review on a regular basis. The use of PowerBI had enabled access to live data regarding thematic risks to core purposes and strategic priorities, as well as: the ability to monitor risks where a mitigating action was overdue; to horizon scan and use risk data to inform planning and audit cycles, and to link into the Assurance Framework currently under development. Risk escalation had been refined and a clear plan had now been set out. The Risk Management Programme also had clear aims and progress was monitored against these, as well as associated next steps. <p>The Council commended the R&R team on their work in developing risk management processes and structures at the University. It noted that the A&RC would continue to monitor the SRR closely and escalate to the Council where necessary.</p> <p>DECISION: The Council approved the SRR.</p> <p>ACTION: Add mitigations for SR003.</p>
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081	<p>Pay Gap Report</p> <p>The Provost presented the Pay Gap report (081-C090222, Protected) and explained that this was the statutory, annual report that the University was required to produce and publish. In addition to the required data, Warwick had also chosen to include data on ethnicity and LGBTQA+ characteristics.</p> <p>It was noted that the Council had reviewed the data contained within the report on 14 July 2021 (paper and minute 169-C140721, Restricted, refer).</p> <p>The report had also been presented to and discussed by the Remuneration Committee on 27 January 2022.</p>
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Committee Reports

082

Report from the Nominations Committee

The Chair of Council presented a report (082-C090222, Protected) from the most recent Nominations Committee meeting where the focus has been independent member recruitment.

DECISIONS: The Council **approved:**

- 1) the recommendation for the extension of the term of office of Gail Tucker for one year to July 2023, and
- 2) the extension of the term of office of Adrian Penfold for two years to July 2024.

a) Students' Union Update Report

The SU CEO was in attendance for this item. They presented a report (082a-C090222, Protected) and highlighted as below:

- The governance regeneration review had been key to progress so far and for the future. The SU had been supported by Advance HE with this review, who they advised had been a great help.
- Two of the recommendations from the Advance HE review would require approval by a company law meeting of the SU that was due to take place shortly. They would then require the approval of the University, on which the Secretary to Council was working with the SU.
- The SU trustees were keen to continue improving processes and structures, per the recommendations within the Advance HE report, both before and following the items mentioned above.

The Chair of Council advised that the report had also been discussed in some detail, and the progress made commended, by the Nominations Committee on 1 February 2022.

Both the President and DDO of the SU expressed their excitement with the continued progress and their hopes that the structures being put in place during their term of office, would mean the continued improvement and success of Warwick SU under the annual Sabbatical Officer teams and SU staff.

The Council thanked the CEO, President and DDO for their comments and presentation of the report. The work done so far was acknowledged and the Council looked forward to receiving further details at future meetings.

083

Report from the Finance and General Purposes Committee (FGPC)

The Group Finance Director and the Treasurer/ Chair of the FGPC presented a report (083-C090222, Protected) and highlighted:

- A report on the next phase of the STEM Grand Challenge had been discussed by the FGPC in detail, including that a sub-group of the FGPC and the UEEC had been formed to guide progress of the project. It was reiterated that no decision had yet been made to proceed with the STEMGC programme and the next stage of work was key to ensuring that the specification was correct, and a robust business case produced.

The Council also discussed the STEMGC programme and the appended FGPC paper. It was highlighted that the estimate costs [exempt information not included], though it was acknowledged that this remained a sizeable amount of funding – considering this, the Council was keen to ensure value for money from the programme wherever possible.

- The Q1 financial summary, that showed strong performance, [exempt information not included].
- [Exempt information not included].
- Work continued to improve the current HR technology and systems for use for payroll.

The Treasurer commended the University [exempt information not included].

DECISIONS: The Council **approved:**

[Exempt information not included].

	<p>ACTIONS:</p> <ol style="list-style-type: none"> 1) STEMGC – Present initial approval for final building designs. 2) Present a STEMGC update.
084	<p>Report from the Senate</p> <p>The Vice-Chancellor and Chair of Senate presented a report (084-C090222, Protected) and highlighted:</p> <ul style="list-style-type: none"> • Recent changes to the membership and terms of reference of the Steering Committee, operating as a sub-group of the University Executive Board (UEB). This included strengthening the academic membership to establish the Steering Committee as a representative senior leadership group to be consulted on strategic change, with a continued responsibility for providing advice and guidance to the UEB. • A verbal update from the Chair of the Senate Working Group on Academic Freedom and Freedom of Expression had been received and noted. • Approval, in principle, of the need for change towards a more consistent academic year structure that addressed the problems identified with the current structure. Further work was to be carried out with a view to bringing back a range of proposals for discussion at the March 2022 Senate meeting. • Approval of various Regulation and Ordinance changes. <p>DECISIONS: The Council confirmed the revisions to Ordinances 4, 5 and 7 with immediate effect.</p> <p>ACTION: Provide an update on Academic Freedom.</p>
085	<p>Report from the Social Inclusion Committee</p> <p>The Chair of the Committee presented a report (085-C090222, Protected) and highlighted:</p> <ul style="list-style-type: none"> • The University had agreed in principle to take on a free one-year commitment to work with Empower, an organisation that offered support in identifying and retaining suitable work opportunities for both applicants and existing staff on the Autistic Spectrum. • The Social Inclusion Group was working to align all diversity actions plans and Taskforce objectives to ensure reduced duplication of efforts. • Warwick’s Disability Charter submission had been awarded bronze. • The Inclusive Education Model had been launched. • The black attainment gap had reduced and the reasons for that were being explored to ensure they could be continued. • [Exempt information not included].
086	<p>Report from the Audit and Risk Committee (A&RC)</p> <p>The Vice-Chair of Council and Chair of the A&RC presented a report (086-C090222, Protected) from the most recent A&RC meeting, that was noted without discussion.</p>
087	<p>Report from the University Estate and Environment Committee (UEEC)</p> <p>The Chair of the UEEC presented a report (087-C090222, Protected) and highlighted as below:</p> <ul style="list-style-type: none"> • The last meeting had focussed on the Energy Strategy. • The work to refresh the Masterplan had also been approved, including the Ecopark and a planning strategy to work with local authorities and the community. • Approval, in principle, of the Space Principles, subject to further work to address UEEC comments.
Items below this line were received/and or approved without discussion, unless otherwise indicated	

088	Annual Report 2020/21 from the Art Collection Committee The Council received and noted the report (088-C090222, Protected) without discussion.
089	Report from the University Executive Board The Council received and noted the report (089-C171121, Protected) without discussion.
Governance	
090	Warwick Arts Centre Annual Report and Accounts 2020/21 The Council received and noted the report (090-C171121, Public) without discussion.
091	List of Deeds The Council received and noted the report (091-C171121, Protected) without discussion.
092	Membership Updates The Council received and noted the report (092-C171121, Public) without discussion.
Other	
093	Any Other Business There was no other business.

DECISIONS AND ACTIONS LOG				
ITEM	DECISION/ ACTION	LEAD	DUE BY	STATUS
066 – Finance Strategy	ACTION: Present, as required, on partner relationships or grant funding secured for sustainable building maintenance options e.g. heat pumps.	Rosie Drinkwater, Chris Ennew	TBC	
067 – People Strategy	ACTION: Present a high-level implementation plan for the People Strategy.	Rachel Sandby-Thomas	TBC	
078b) – SWFT	[Exempt information not included].			
078c) – OfS consultation	DECISION: The Council supported the modification from UUK.			
079 – Sustainability (Strategy)	ACTION: Provide a simple accountability matrix for responsibility for Sustainability.	Chris Ennew	TBC	
080 – SRR	DECISION: The Council approved the SRR.			
	ACTION: Add mitigations for SR003.	Tony Pauley, Chris Griffin	TBC	
082 – Noms Committee	DECISIONS: The Council approved: <ol style="list-style-type: none"> 1) the recommendation for the extension of the term of office of Gail Tucker for one year to July 2023, and 2) the extension of the term of office of Adrian Penfold for two years to July 2024. 			
083 – FGPC	DECISIONS: The Council approved: <ol style="list-style-type: none"> 1) [exempt information not included]. 			
083 – FGPC: STEMGC	ACTION 1: Present initial approval for final building designs.	Mike Shipman	Feb 2023	Scheduled
	ACTION 2: Present a STEMGC update.		Jul/ Oct 2022	Scheduled

DECISIONS AND ACTIONS LOG

ITEM	DECISION/ ACTION	LEAD	DUE BY	STATUS
084 – Report from Senate	DECISIONS: The Council confirmed the revisions to Ordinances 4, 5 and 7 with immediate effect.			
	ACTION: Provide an update on Academic Freedom.		May 2022	