

**UNIVERSITY OF WARWICK
COUNCIL**

PROTECTED MINUTES

MEETING HELD AT 17:00 ON TUESDAY, 12 JULY IN RADCLIFFE, SPACE 33

AND AT 09:00 ON WEDNESDAY, 13 JULY 2022 IN SENATE HOUSE, COUNCIL CHAMBER

Present	David Normington	DN	Chair of Council (Chair)
	Louise Ainsworth	LA	Independent member
	Yewande Akinola	YA	Independent member (Wednesday only from item 133)
	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 (Wednesday only)
	Shingai Dzumbira	SD	SU President (Wednesday only)
	Professor Christine Ennew	CE	Provost (Tuesday only)
	James Furse	JFs	Independent member
	Richard Hyde	RHy	Independent member
	Professor Saul Jacka	SJ	Academic member (Chair of AFRC)
	Jacob Jefferson	JJ	SU Democracy and Development Officer
	Dr Deborah Keith	DK	Independent member
	Professor David Leadley	DL	Academic member
	Professor Andy Lockett	AL	Academic member
	Adrian Penfold	AP	Independent member (Wednesday only)
	Neil Sachdev	NS	Treasurer and Chair of the Finance & General Purposes Committee
Gail Tucker	GT	Independent member	
Attending	Salma Ahmed	SA	Administrative Officer (Governance) (observing Wednesday only)
	Will Brewer	WB	SU President-Elect
	Nicola Constant	NC	Deputy Finance Director (item 134 only)
	Dan Derricott	DD	Director of Education Policy and Quality
	Rosie Drinkwater	RD	Group Finance Director (Wednesday only)
	Laura Farrell	LF	Undivided (Tuesday only)
	Katharine Gray	KG	Head of Governance (absent for items 134 and 136)
	Elizabeth Hough	EH	Assistant Director (Head of Admissions Services) (item 137 only)
	Professor Chris Hughes	CH	Pro Vice-Chancellor (Education) (Wednesday only)
	Emma Jeavons	EJ	Assistant Registrar (Governance) (Assistant Secretary)
	Louise Marjoram	LM	SU Director of Membership (item 136 only)
	Roohi Mehra	RMe	SU CEO (item 136 only)
	Professor Caroline Meyer	CM	Pro Vice-Chancellor (Research)
	Geraldine Mills	GM	Director of HR (Tuesday only)
	Professor Mike Shipman	SS	Pro Vice-Chancellor (International)
	Rachel Sandby-Thomas	RST	Registrar
	Andrew Smith	AS	Director of Financial Strategy and Reporting (item 134 only)
	Jack Sperry	JS	Incoming SU Democracy and Development Officer
	Stefan Terry	STe	Undivided (Tuesday only)
	Sharon Tuersley	Stu	Secretary to Council
	Dr Chris Twine	CT	Academic Registrar (Secretary to Council from 1 September 2022)
	Sarah Wall	SW	Executive Officer to the Registrar (Tuesday only)

Tuesday, 12 July	
Ref	Item
<i>Some items are noted as "Exempt not included" as they contain information that would be withheld and released to the public because an exemption under the Freedom of Information Act 2000 applies.</i>	
122	<p>Chair's welcome and introduction</p> <p>The Chair welcomed members and attendees to the strategic session, including the SU President-Elect and the incoming SU Democracy and Development Officer (DDO) who were attending as observers before they joined Council in the next academic year. They also welcomed the Director of Education Policy and Quality and the Academic Registrar, who were shadowing the Secretary to Council.</p>
123	<p>Apologies for absence</p> <p>Apologies were noted from Yewande Akinola, Professor Stuart Croft, Professor Rachel Moseley, Jayne Nickalls, Adrian Penfold, Rosie Drinkwater, and Professor Chris Hughes.</p>
124	<p>Declarations of interest</p> <p>There were no new declarations of interest.</p>
Strategic Topics	
125	<p>University Values</p> <p>A strategic workshop on the University Values was led by two of the team from Undivided. The HR Director and Executive Officer to the Registrar were also in attendance.</p> <p>The session focussed on the ongoing work with Warwick people to define, articulate and activate a set of powerful behavioural values that could help mobilise the University community and deliver our purpose and belief. As part of the session, the Council was invited to work in groups to identify values that they would 'Leave', 'Take', and 'Add', at Warwick.</p>
Wednesday, 13 July	
126	<p>Chair's welcome and introduction</p> <p>The Chair welcomed members and attendees to the formal Council meeting.</p> <p>They thanked Deborah Keith (Independent Member of Council), the SU President and the SU DDO, Professor Saul Jacka (AFRC Chair and Senate representative) and Professor David Leadley, for their input to Council at this, their last meeting.</p> <p>The Administrative Officer (Governance) was present to observe. The Director of Education Policy and Quality and the Academic Registrar were again shadowing the Secretary to Council.</p>
127	<p>Apologies for absence</p> <p>Apologies were noted from Professor Chris Ennew, Professor Rachel Moseley, and Jayne Nickalls.</p>
128	<p>Declarations of interest</p> <p>There were no new declarations of interest.</p>
129	<p>Minutes of the Council meetings held on 17 and 18 May 2022</p> <p>The minutes of the Council meetings held on 17 and 18 May 2022 (129-C130722, Protected) were approved.</p>
130	<p>Matters arising from the Council meetings held on 17 and 18 May 2022</p> <p>There were no matters arising not covered on the agenda.</p>
131	<p>Chair's business</p> <p style="padding-left: 20px;">a) New Secretary to Council</p> <p>The Chair reminded the Council of the appointment of a new Secretary to Council, Dr Chris Twine, currently Academic Registrar at Warwick. Dr Twine would replace Sharon Tuersley, current Secretary, from 1 September 2022.</p>

132	<p>Vice-Chancellor’s business</p> <p>The Vice-Chancellor presented their report (132-C130722, Protected) and highlighted:</p> <ul style="list-style-type: none"> • Celebratory graduation ceremonies for 2020 and 2021 graduands were underway with the 2022 ceremonies set to begin in the following week. In total, approx. 25,000 people, graduands and their friends and families, were due to visit campus in 11 days. <p>The Council thanked all the teams involved in making the events such a success.</p> <ul style="list-style-type: none"> • Following graduation ceremonies, Warwick would host the Staff Welcome Back Event on 16 July, close to 2,000 international athletes in an athletes’ village for the Commonwealth Games 22 July to 10 August, and finally, the International Children’s Games 11 to 16 August. • The University and College Union (UCU) had announced a plan to ballot members in September 2022, the fourth ballot in two years. The results for this ballot would be aggregated across the sector meaning that, should the threshold for strike action be met nationally, members at any institution could strike, regardless of their institution’s results. A further ballot was expected in Spring 2023. <p>a) Letter from Michelle Donelan and response from UUK – free speech</p> <p>The Vice-Chancellor invited the Pro Vice-Chancellor (International) (PVCi) to speak to the letter. The PVCi was disappointed that, having worked hard to gain Race Equality Charter Mark (RECM) accreditation, it seemed now to be less important to government than it once was. The University would continue to be proud of gaining accreditation and be supportive of Academic Freedom at Warwick and beyond.</p> <p>b) New Executive Posts</p> <p>Three new appointments to the University Executive Board (UEB) were confirmed, to replace the Commercial Director, the Chief Information and Digital Officer, and the Chief Communications Officer. Names of appointees would be publicly announced in due course.</p>
Strategic Topics	
133	<p>Strategy Refresh Update</p> <p>The Registrar provided a presentation on the progress of the Strategy refresh, including:</p> <ul style="list-style-type: none"> • A reminder of the Grand Challenges and supporting strategies. • A recap of Warwick’s current position. • How the changing political landscape and competition could impact the University Strategy. • A progress timeline from 2018 to 2023 and beyond. • The addition of Sustainability as a key pillar of the Strategy, as well as several enabling strategies: People; Finance; Wellbeing; Alumni & Philanthropy; Communications, and Digital. • Other additions included the Social Sciences Grand Challenge; Wellesbourne; Values; Warwick Transformation, and the Eco Park. <p>The Council welcomed the update and was looking forward to seeing the final, refreshed Strategy in February 2023.</p>
134	<p>Financial Plan</p> <p>The Group Finance Director presented a report (134-C130722, Protected) and gave a presentation. The Director of Financial Strategy and Reporting and a Deputy Finance Director (as listed within attendance) were also present. The following were highlighted:</p> <ul style="list-style-type: none"> • The current year’s performance was strong and, off the back of two strong years, Warwick was in a good position. However, the Undergraduate (UG) fee was fixed, inflation was currently 8 or 9%, and

utility costs were expected to be £10m higher than this year into the next year. Pay inflation was also budgeted at [Exempt information not included].

- The biggest risk to the Plan was inflation, particularly in relation to the non-inflation of the UG fee, staff costs and energy costs.
- The Plan did though contribute [Exempt information not included] cash for investment to which Warwick would [Exempt information not included].
- Despite being [Exempt information not included] in future years, against the 2021 plan, the University was only approximately [Exempt information not included] Financial Strategy agreed earlier this year.
- Q3 2021-22 projected outturn was [Exempt information not included] with an updated predicted outturn of [Exempt information not included], noting a [Exempt information not included].
- Income had increased by [Exempt information not included] on budget, due to: non-recurring increase in block grant; an increase in student fee income; an increase in research income; below budget due to empty rooms, and other operating income and cost reductions.
- The Plan assumed a return to pre Covid-19 levels of activity, with income [Exempt information not included], and a safety factor of a cumulative [Exempt information not included] by the end of the Plan.
- Student numbers were expected to [Exempt information not included] during the Plan.
- All expenditure was expected to rise during the Plan, [Exempt information not included].
- Top contributors to surplus were the Warwick Business School (WBS), the Warwick Manufacturing Group (WMG), with strong contributions from Economics, Computer Science and Mathematics.
- The largest areas of central costs of running the University were Estates, IT Services and Digital Strategy, the Registry Group, the Education Group, and the library.
- During the planning process, bids of [Exempt information not included] were received, plus a bid of [Exempt information not included] for a one-off staff reward. The plan includes [Exempt information not included] a year extra cost for the bids, plus the [Exempt information not included] for the reward strategy, all currently held in a central fund. Academic Resourcing Committee (ARC) bids had already been incorporated.
- [Exempt information not included]
- Warwick continued to satisfy its [Exempt information not included]; however, USS covenants could [Exempt information not included]
- The Capital Plan had not yet been finalised. A joint University Estate and Environment Committee (UEEC) and Finance and General Purposes Committee (FGPC) meeting was set to take place to agree the Capital Plan, before final approval by the Council. The provisional allocation for the Capital Plan was [Exempt information not included] across the length of the Financial Plan.

The Council thanked the Director and their team for establishing the Plan and the Warwick community for supporting and enabling it. It was acknowledged that Warwick could not afford to be complacent, despite two very good years financially. Balancing high inflation, fixed UG fees, decarbonisation, expectations around mode of delivery for teaching and learning, and student recruitment in an uncertain world, while continuing to deliver the highest quality student and staff experience, would all need to be carefully managed.

The FGPC had recommended the Plan to the Council for approval.

DECISION: The Council **approved** the Financial Plan 2022 for submission to the OfS in due course, subject to the inclusion of actual figures for 2021/22 when available.

Substantive Items	
135	<p>National Student Satisfaction Survey</p> <p>The Pro Vice-Chancellor (Education) and the Director of Education Policy and Quality gave a brief presentation, before the substantive NSS update due to be presented at the October 2022 meeting. They highlighted that Warwick's survey response rate had fallen slightly to 61%, where it was usually around 75%, however the overall outcomes were relatively stable and had maintained Warwick's leading position within the Russell Group.</p>
136	<p>Students' Union (SU) Revised Articles of Association (AOA) and progress with Governance Review</p> <p>The SU Director of Membership, the CEO, the President and the DDO presented a report (136-C130722, Protected).</p> <p>a) Articles of Association (AOA)</p> <p>The revised AOA brought the SU in line with sector best practice and addressed concerns raised by the University relating to the removal of lay trustees. The AOA had been approved at a Company Law meeting of the SU and, once approved by Council, would be put to the Charity Commission for approval and finally, published on the SU website.</p> <p>b) Progress with Governance Review (paper 140-C130722, Protected, also refers)</p> <ul style="list-style-type: none"> • As previously reported to the Council (minute and report 160-C140721, Protected, refer), the SU had commissioned Advance HE to carry out a governance and structures review in April 2021. The final report, including 35 recommendations, had been provided to the SU in February 2022, comprising three main areas: the AOA; By-Law changes, and changes in practice. • Of the 35 recommendations, the SU had completed or was close to the completion of 29 of them, through its Governance Regeneration Project. The 6 not yet completed had plans in place to address them over the summer and they related largely to By-Law changes that were voted down at Student Council. • Work that had already taken place had begun to address: increasing transparency and clarity of Board operations and the linkages between the Board and its Committees; training for trustees; early induction and training for Sabbatical Officers; the proposed introduction of a Full-Time International Officer, and working with SU sector leaders to take forward more best practice. <p>The Vice-Chancellor (VC) was clear in their support for the SU, however they also made it clear to the Council that some of the behaviours of the SU Officers, up to and, in some instances including, this academic year, had been unacceptable, and real change, such as the SU under the current CEO was proposing, was needed to ensure the SU properly represented Warwick students.</p> <p>The Council thanked the SU team for their update and the VC for their insights. The significant work carried out so far was acknowledged, however the Council agreed that, following the already delayed implementation timeline, some fundamental changes remained to be seen, not least the creation and maintenance of an extensive culture change at the SU.</p> <p>DECISION: The Council approved the new SU Articles of Association.</p>
137	<p>Student Admissions and Recruitment</p> <p>The Head of Admissions Services presented a report (137-C130722, Protected) and highlighted:</p> <ul style="list-style-type: none"> • At undergraduate level, there had been an increase in both home and overseas applications. • While offer-making was restrained in highly competitive courses, in more 'recruiting' departments, offers and acceptances had generally increased. • Forecast intake was up on target. • Some concerns around external visa processing delays have now been resolved.

- Accommodation applications were similar to last year's intake.

The Council thanked the Head for their update.

Uncertainties around grading were discussed and the Council was assured that the Department for Education (DfE) had confirmed that 2022 would see a gradual return to pre-pandemic grade profiles, with boundaries being set at approximately a mid-point between 2019 and 2021; international A-level boards and the International Baccalaureate were expected to follow a similar approach.

The Council also welcomed the increase in participants coming to Warwick through outreach programmes and congratulated teams on their work in this area.

Committee Reports

138

Report from the Senate

The Vice-Chancellor and Chair of the Senate presented a report (138-C130722, Protected) and highlighted that:

- Work on Academic Freedom was progressing well and was linked to legislation progressing through Parliament.
- The Senate had approved a series of revisions to regulations.
- An extraordinary meeting of the Senate would be held on 18 July to approve the appointment of the new Librarian.
- The Senate had discussed the changes to the Residential Life Team currently being implemented, which were also the subject of a meeting of Assembly, reported to the Council under item 144 (paper 144-C130722, Protected). The structural changes had also been discussed at length by the Council at its last meeting in May 2022.

It was highlighted that the RLT changes being implemented were intended to help undergraduate students transition to greater independence and to support wellbeing by creating a greater sense of community and inclusivity, focusing more on preventative initiatives; however, the Council acknowledged the concerns raised by the community on the operation of the new system and the approach to consultation and approval. It also noted that implementation was already under way, with full-time staff posts having been filled.

The Audit and Risk Committee (A&RC) had also discussed the RLT implementation at its meeting on 12 July and had highlighted safeguarding as its primary concern. This view was shared by the Council which recognised that there were also significant safeguarding risks with the current system and in light of this, it was agreed that the move to employed members of staff was appropriate. A key concern was the level and nature of support after 11pm. There were also other services for which there was demand after 11pm so it was proposed that the level of demand after 11pm be monitored and a gap analysis of the current services across the demand side (including Estates, mental health and any others) be conducted and mapped onto the new structure to see whether the support available under the proposed arrangements is sufficient.

Students' Union representatives on Council recognised the need for reform to the current system but had held concerns on how the proposals would operate in detail. They welcomed the proposed gap analysis which would allow these to be mapped out further.

The Audit and Risk Committee had also recognised the need for affordable accommodation provision for postgraduate research students, which the previous residential life system had provided.

The Council had agreed at its meeting in May 2022 that an update on implementation would be provided to its meeting in October 2022. It was noted however that October may have been too early and instead, it was agreed that a joint Senate and University Executive Board (UEB) working group should report to the Council at its meeting in November 2022, on the outcomes of the gap analysis and implementation.

ACTIONS:

- 1) Establish a joint Senate and UEB working group on RLT implementation.
- 2) To keep the implementation under review on a termly basis initially, through a joint Senate and UEB working group to report to the Council on progress with RLT implementation,

	<p>3) Monitor the level of demand after 11pm and whether the support available is sufficient, as well as conducting a gap analysis of the current services across the demand side (including Estates, mental health and any others) and how they map on to the new structure, and</p> <p>4) Consider on-campus accommodation options for Post Graduate Researchers.</p>
139	<p>Report from the Social Inclusion Committee The Registrar presented the report (139-C130722, Protected) and it was noted without discussion.</p>
140	<p>Annual Report from the Nominations Committee The Chair of Council and the Nominations Committee presented a report (140-C130722, Protected) and highlighted that the Nominations Committee had discussed the SU review report also mentioned at item 136. The recent recruitment round, led by the Nominations Committee, had unfortunately been unsuccessful in appointing a new independent member of Council to replace Dr Deborah Keith, however it was asking for the Council's approval to appoint a new member to the FGPC. The process, led by the Nominations Committee, to select a new Vice-Chair of Council (to replace Anita Bhalla) would begin directly after the Council meeting, with members invited to send their expressions of interest or nominations via email to the Secretary to Council. DECISIONS: The Council: 1) Approved the recommendation for the appointment of Randip Singh to the Finance and General Purposes Committee from September 2022, and 2) Approved the recommendation for the appointment of Bal Claire, Jayne Nickalls and Louise Ainsworth for a second term to July 2025.</p>
141	<p>Report from the Audit and Risk Committee (A&RC) The Vice Chair of Council and Chair of the A&RC provided a verbal report and highlighted that the A&RC had discussed:</p> <ul style="list-style-type: none"> • An update on the implementation of the new RLT model (see item 138 above for more), which the A&RC was supportive of, while acknowledging the need for continued engagement and training. • An update from the Head of Compliance and Assurance on their mapping exercise – further reports from them were due to be presented in October or November 2022. • That the Internal Audit plan for 2021-22 was progressing well and the plan for 2022-23 was approved. • An update on the latest communications with the ICO and the steps being taken to prepare for the final recommendation from the ICO, [Exempt information not included]. • The first draft of the statement of internal control which was set to come back to the Committee in October 2022 for approval, before being presented to the Council. • As part of the A&RCs responsibility for oversight of the Whistleblowing Code of Practice, the annual report of cases that had been brought under the Policy. The A&RC was assured that there had been no undue barriers in accessing the Whistleblowing Policy. • Approval of the appointment of Mazars as provider of Audit Services for Research grants. • Reports were received from the University Information Management Executive Committee and the Data Protection Officer. The University Health and Safety Management Update (including Annual Report) and the Office of the Independent Adjudicator Completion of Procedures Letters Report were also received.

142	<p>Report from the Finance and General Purposes Committee (FGPC)</p> <p>The Treasurer and Chair of the FGPC presented a report (142-C130722, Protected) and highlighted that the Council had touched on many of the items that the FGPC had discussed. They highlighted others as below:</p> <ul style="list-style-type: none"> • The Working at Warwick (Payroll) project remained at an amber status. The FGPC was assured that contingencies were in place should the payroll project be delayed, with a view to avoiding payroll disruption [Exempt information not included]. • The SITS to Cloud project had moved from amber to red. The FGPC expressed concern around this and was assured [Exempt information not included]. • A discussion on the progress of the proposal to develop Wellesbourne Campus into an 'Innovation Campus'. <p>It had already been agreed that a Council strategic session on the development of Wellesbourne Campus should take place in 2022-23.</p> <ul style="list-style-type: none"> • Agreement that the Financial Plan 2022 be recommended to the Council for approval (see item 134 above).
143	<p>Report from the University Estate and Environment Committee (UEEC)</p> <p>The Chair of the UEEC presented a report (143-C130722, Protected) and highlighted that it had agreed the need to accelerate progress with the route to net zero, which the Environmental and Social Sustainability Action Group (ESSAG) was working on targets for, to present to the UEEC.</p>
144	<p>Report from the Assembly</p> <p>The Vice-Chancellor presented the report (144-C130722, Protected).</p> <p>Given that the Residential Life Team item had been discussed at its May meeting (report and minute 109-C180522, Protected, refer), the Council reiterated its previous request that a report on implementation of the changes be brought to its meeting in the autumn. Item 138 contains more in relation to the Senate's discussion of the Assembly motion and Council's requests following this.</p>
<i>Items below this line were received/ and or approved without discussion, unless otherwise indicated</i>	
145	<p>Report from the University Executive Board</p> <p>The Council received and noted the report (145-C130722, Protected) without discussion.</p>
146	<p>Report from the Research Governance and Ethics Committee</p> <p>The Council received the report (146-C130722, Protected) without discussion.</p> <p>DECISION: The Council approved the content of the Research Integrity Annual Statement 2021-22 and that it can be published on the University website.</p>
147	<p>Annual Report of the Fundraising Ethics Committee</p> <p>The Council received and noted the report (147-C130722, Protected) without discussion.</p>
Governance	
148	<p>Scheme of Delegation</p> <p>The Council received the report (148-C130722, Public) without discussion.</p> <p>DECISION: The Council approved the latest iteration of the current Scheme of Delegation.</p>
149	<p>Annual Report from the University's Multi-Faith Chaplaincy</p> <p>The Council received and noted the report (149-C130722, Public) without discussion.</p>
150	<p>Future Meetings of Council and Term Dates</p>

	The Council received the report (150-C130722, Public) without discussion. DECISION: The Council approved the term dates for 2032/33, as set out in Appendix 2.
151	Students' Union Annual Statement of Compliance with the Education Act The Council received and noted the report (151-C130722, Protected) without discussion.
Other	
152	Any Other Business There was no other business.

DECISIONS AND ACTIONS LOG				
ITEM	DECISION/ ACTION	LEAD	DUE BY	STATUS
134 – Financial Plan	DECISION: The Council approved the Financial Plan 2022 for submission to the OfS in due course, subject to the inclusion of actual figures for 2021/22 when available.			
136 – SU AOA	DECISION: The Council approved the new SU Articles of Association.			
138 – Report from Senate	ACTION 1: Establish a joint Senate and UEB working group on RLT implementation.	Stuart Croft	ASAP	
	ACTION 2: To keep the implementation under review on a termly basis initially, through the joint Senate and UEB working group, to report to the Council on implementation progress.	Rachel Sandby-Thomas	Nov 2022	
	ACTION 3: Monitor the level of demand after 11pm and whether the support available is sufficient, as well as conducting a gap analysis of the current services across the demand side (including Estates, mental health and any others) and how they map on to the new structure.	Rachel Sandby-Thomas, Dr Hannah Friend	Nov 2022	
	ACTION 4: Consider on-campus accommodation options for Post Graduate Researchers.	Rosie Drinkwater	Nov 2022	
140 – Noms Committee	DECISIONS: The Council: 1) Approved the recommendation for the appointment of Randip Singh to the Finance and General Purposes Committee from September 2022, and 2) Approved the recommendation for the appointment of Bal Claire, Jayne Nickalls and Louise Ainsworth for a second term to July 2025.			
142 – Report from FGPC	DECISION: The Council approved that £4m be incorporated into the Plan for a £1k bonus payment for eligible staff on levels 1-8, noting that separate arrangements were being made for level 9 staff remuneration.			
146 – RGEC	DECISION: The Council approved the content of the Research Integrity Annual Statement 2021-22 and that it can be published on the University website.			
148 – Scheme	DECISION: The Council approved the latest iteration of the current Scheme of Delegation.			
150 – meeting and term dates	DECISION: The Council approved the term dates for 2032/33, as set out in Appendix 2.			