

UNIVERSITY OF WARWICK

COUNCIL

Minutes of the meeting of the Council held on 23 November 2012

Present: Sir George Cox (Chair), Mr K Bedell-Pearce, Professor A Caesar, Dame Fiona Caldicott, Ms V Cooke, Professor S Croft, Ms T Elliott, Ms V Heywood, Mr J Higgins, Mr G Howells, Professor C Hughes, Professor T Jones, Mr J Kennedy, Professor J Labbe, Mr C March, Professor A Muthoo (from item 29/12-13), Sir David Normington, Mr N Sanders, Mr N Swain, Professor Sir John Temple, Professor N Thrift.

Apologies: Dr R Chung, Professor S Hand, Professor K Lamberts, Mr M Temple, Professor M Taylor, Professor P Thomas.

In Attendance: Ms R Drinkwater (Group Finance Director), Dr M Glover (Academic Registrar), Mrs P Egan, Mrs C Henrywood (Assistant Registrar), Ms J Horsburgh (Director of Human Resources), Mr J Lauwerys, Ms N Owen (Deputy Registrar), Ms Y Salter Wright (Head of Governance Support Services), Mr K Sloan (Registrar), Mr R Wilson (Director of Estates).

NOTE: The Pro-Chancellor welcomed Ms Jo Horsburgh, who is currently the Director of Human Resources and who will be the Deputy Registrar from the new calendar year; he also welcomed Mrs Penny Egan and Mr John Lauwerys, who, as part of their continued engagement in the Council Effectiveness Review, were in attendance at the meeting.

28/12-13 Minutes

RESOLVED:

That the minutes of the meeting of the Council held on 11 October 2012 be approved subject to amendment to minute 21/12-13, (c)(iv) as follows: (amendment underlined, deletion ~~struck through~~)

REPORTED:

(...)

That whilst the University had scored highly in terms of the quality and outcomes of its undergraduate students, the students' experience needed to be excellent for the whole duration of their time at the University-, noting that some of the published current employability statistics for the University may concern a prospective applicant or their parents and that the University should clearly outline what initiatives it was putting in place to address potential employability concerns.

(...)

29/12-13 Council Effectiveness Review (minute 20/12-13 refers)

(a) Proposal to reduce the size of Council

CONSIDERED:

The proposal that resulted from the discussion of the Council at its Away Day to reduce the size of Council.

REPORTED: (by the Pro-Chancellor)

- (i) That there was significant support from all members of the Council during the discussions within the Council Effectiveness Review and at the Away Day, for the size of the Council to be reduced and that he proposed a vote be taken on:
 - A. the size of Council reducing to 25 members
 - B. the size of Council reducing to 20 members.

(by Sir David Normington)

- (ii) That the consensus view through the Council Effectiveness Review (CER) was that Council should be reduced from 33 members to 25 members in total, noting that there was some appetite among a number of Council members for Council to be reduced in size even further, for example, from 33 members to 20 members.
- (iii) That it was noted that a reduction to 25 members would be a more cautious approach, but that it was thought to be achievable and more acceptable to the Senate.
- (iv) That whilst a reduction to 20 members might have the potential to make Council more responsive and in line with the usual good practice in relation to the appropriate size of Boards, concern was expressed as to whether a Council of 20 would provide sufficient representation and expertise from all aspects of the University.

RESOLVED:

That the proposal to reduce the size of Council from 33 members to 25 members be approved.

(Following a vote by show of hands: 15 in favour, 5 against and 1 abstention)

- (b) Proposal on the Composition of the Council

CONSIDERED:

The proposal to amend the membership split of Council between lay and non-lay members, noting that there was support at the Away Day and through the Council Effectiveness Review to retain two student members and one non-academic member of staff should the number of members of the Council be reduced to 25.

REPORTED: (by the Pro-Chancellor)

- (i) That the proposal tabled by the CER Working Group for the Council Away Day was for a split of 14 lay members and 11 non-lay members, noting that this would give the lay members an increased constitutional majority.

(by Professor T Jones)

- (ii) That he felt Council should vote on the alternative proportional split that was discussed during the Council Away Day should the constitution of the Council be reduced to 25, namely reducing the membership to include 13 lay members and 12 non-lay members, noting that this would retain the existing constitutional lay member majority of plus one.

RESOLVED:

- (i) That, following a vote by show of hands, proposition one to amend the composition of Council following the reduction to 25 members in total to 14 lay members and 11 non-lay members be approved.

(Following a vote by show of hands: 11 in favour of proposition one, 8 in favour of proposition two and 2 abstentions)

- (ii) That the Senate be consulted on the precise composition of the academic members of staff and that a report be made to the next meeting of the Council outlining the consideration of the Senate together with a written proposal as to the revised constitution of the Council.

30/12-13 Conflicts of Interest

REPORTED:

- (a) That, should any members or attendees of the Council have any conflicts of interest relating to agenda items for the meeting, they should be declared in accordance with the CUC Guide for members of Higher Education Governing Bodies in the UK.

(by the Pro-Chancellor)

- (b) That Council members were encouraged, wherever possible, to inform the Registrar prior to the meeting of any potential conflicts of interest, and were also invited to do so now if appropriate.

NOTE: No declarations were made.

31/12-13 Proposal for Vice-Chair of Council

CONSIDERED:

A paper proposing the appointment of a Vice-Chair of the University Council (C.14/12-13) together with an oral report from the Registrar, noting in particular the following:

- (a) That statute 13 (3) provided for the election of a Vice-Chair of Council, allowing the Council to appoint from among its own members a Vice-Chair, not being a member of the academic staff or a salaried officer of the University, if required.
- (b) That nominations could be made by individual members of the Council either as expressions of interest or as nominations, noting that the Registrar would write to those lay members who were nominated to ensure their willingness to stand and to those who expressed an interest in being considered for the appointment.

- (c) That the outcome of the process would formally be adopted at the next meeting of Council on 21 February 2013.

REPORTED: (by Mr J Higgins)

That clarity regarding the remit of the role would be useful to assist Council members in deciding whether to table an expression of interest and/or make a nomination.

RESOLVED:

- (a) That the proposal to seek nominations for and elect to the position of Vice-Chair of the University Council to serve for a 3-year period (or the end date of the elected individual's term of office on Council, whichever is shorter), be approved together with the arrangements for doing so as set out in paper C.14/12-13.
- (b) That a role description for the Vice-Chair be circulated to all Council members by the Registrar prior to the close of expressions of interest and nominations.

32/12-13 Vice Chancellor and President's Business

RECEIVED:

An oral report from the Vice-Chancellor on the following items of University activity and development:

- (a) Warwick in Westminster Event

REPORTED:

- (i) That many Council members attended the event held on 19 November 2012, noting that it was acknowledged that attendees indicated that they had found it a productive and useful event.
- (ii) That the Vice-Chancellor and President's speech delivered at the Warwick in Westminster event would be made available to Council members.

- (b) First UK International Baccalaureate World Student Conference, August 2013

REPORTED:

That the University would be hosting the first UK International Baccalaureate (IB) World Student Conference in August 2013, bringing together IB Diploma students from around the world to explore and experience what it means to be globally engaged.

- (c) Warwick Business School awarded contract to co-lead new £2.9m Enterprise Research Centre

REPORTED:

That Warwick Business School (WBS) had been awarded a contract, in partnership with Aston Business School, to create a £2.9m Enterprise Research Centre to boost the performances of the UK's Small and Medium Enterprises (SMEs).

(d) Warwick wins Heart of England in Bloom Environment Award

REPORTED:

That the University's Estates team had been awarded the Heart of England in Bloom Environment award for their "on-going holistic approach to supporting, protecting and enriching the biodiversity around the campus".

(e) Radio Warwick wins Four out of Four Student Radio Awards

REPORTED:

That the University's student radio station, Radio Warwick (RaW), had won four of the 2012 Student Radio Awards, including two Gold Awards for Best Newcomer and Best Live Event.

(f) Launch of the Friends of the University of Warwick in Hong Kong Ltd

REPORTED:

- (i) That the Friends of the University of Warwick in Hong Kong Ltd trust had been launched by the Vice-Chancellor in Hong Kong on 12 November 2012.
- (ii) That the trust enabled Hong Kong based alumni and friends to support Warwick's 50 Forward fundraising campaign with a tax-efficient philanthropic gift, noting that two separate donations of £50k were received at this first event.

(g) Bob Johnston, Professor of Operations Management at Warwick Business School

REPORTED:

- (i) That it was announced with great sadness that Bob Johnston, Professor of Operations Management at Warwick Business School, had died on 15 November 2012.
- (ii) That Bob had made a sustained contribution to the University of Warwick and WBS for over 27 years and had, in the same week of his death, been notified that he would be awarded a higher doctorate, the degree of Doctor of Science, by the University of Warwick at the Winter Degree Congregations in January 2013, in recognition of his outstanding scholarship and contributions to the field of Operations Management.
- (iii) That the thoughts of the University were with Bob's family at this time, noting that representatives of the University would be in attendance at his funeral service.

33/12-13 Registrar and Chief Operating Officer's Business

RECEIVED:

An oral report from the Registrar and Chief Operating Officer updating the Council on the Appointment of Pro-Vice-Chancellors, noting in particular:

- (a) That Professor Lawrence Young had started his transition into the University and would be taking up his position on a full time basis from the beginning of the spring term.
- (b) That Professor Jan Palmowski had also started his transition into the University and would be taking up his position on a full time basis towards the end of the spring term.

34/12-13 Report from the Finance and General Purposes Committee

CONSIDERED and ADOPTED, with the resolutions set out below, a report from the meeting of the Finance and General Purposes Committee (FGPC) held on 6 November 2012 (C.15/12-13{Parts 1 & 2}) together with an oral report from the University Treasurer and the Group Finance Director on the following items:

- (a) University Financial Statements 2011-12 and Management Representation Letter

REPORTED: (by the University Treasurer)

That it was proposed that, from 2013, the Financial Statements would be provided to Council electronically rather than in hard copy, with the Council Secretariat making available copies of any relevant aspects required for discussion in the meeting.

RESOLVED:

- (i) That the University Consolidated Statutory Accounts for the year ending 31 July 2012 and the associated Management Representation Letter be approved and submitted to the HEFCE by 3 December 2012.
 - (ii) That from 2013, the University Financial Statements be circulated to members for consideration electronically rather than in hard copy.
- (b) University Financial Plan 2012 – 2016 and the associated Part 1 submission to the HEFCE

REPORTED: (by the Group Finance Director)

- (i) That the HEFCE had amended its requirements in respect of the Financial Plan by asking Universities to submit only the plans for the financial year 2012/13 together with actual results from the previous year, noting that no significant changes had been made in the overall plan figures since the Plan was presented at the meeting of Council on 11 July 2012.
- (ii) That additional safety factors in relation to student fee income had been included.
- (iii) That a minimum cash balance of £30m had been maintained.

- (iv) That the University was considering its long-term financing although it was expected that the net current liabilities position shown in the financial plan could be managed through the likely re-phasing of the timing of capital projects in the short to medium term.
- (v) That the assumptions for the FRS17 provision fell within the range considered acceptable by the auditors KPMG, noting that in accordance with accounting standards, the pension scheme deficit reported in the accounts was not calculated on the same basis as the Scheme's actuarial valuation and that the USS pension scheme deficit was not included in the University's balance sheet.

RESOLVED:

That the University's Financial Plan for 2012-16 and the associated Part 1 submission to the HEFCE by 3 December 2012 be approved.

- (c) Financial Performance – Quarter 4 2011/12
- (d) National Automotive Innovation Campus (NAIC)
- (e) Changes in the Commercial and Related Activities Group (CRAG)
- (f) University Superannuation Scheme (USS) Summary Funding Statement
- (g) Teaching Shakespeare LLP

35/12-13 Report from the Audit Committee

CONSIDERED and ADOPTED, with the resolutions set out below, a report from the meeting of the Audit Committee held on 26 October 2012 (C.16/12-13) together with an oral report from the Chair of the Audit Committee, Mr John Higgins, on the following items of business:

- (a) Development of the University Risk Management Strategy and Framework

REPORTED: (by Mr J Higgins)

That the University had become more sophisticated in its approach to Risk Management and its consideration of compliance, noting that the Audit Committee had held a productive discussion session recently that focused on this area of development.

- (b) Clarity sought by the Audit Committee through the Council Effectiveness Review

REPORTED: (by Mr J Higgins)

That the Audit Committee sought clarification from the Council as to what the Committee was expected to undertake on its behalf, noting that the Terms of Reference for the Audit Committee should be altered following the completion of the Council Effectiveness Review to reflect any agreed changes.

(c) Positive Assurance set out in the Audit Committee Annual Report

REPORTED: (by Mr J Higgins)

- (i) That the Annual Report (AC.5/12-13) from the Audit Committee summarised the Committee's work for the year and should be considered in conjunction with the Statement of Internal Control that was on page 16 of the University's Accounts, as presented by the Finance and General Purposes Committee.
- (ii) That the Report confirmed that the University had adequate and effective arrangements in place for risk management, control and governance, value for money and the management and quality of data submitted to the HESA, the HEFCE and other funding bodies.

RESOLVED:

That the Annual Report from the Audit Committee for 2011/12, as set out in paper AC.16/12-13(revised) of paper C.16/12-13, be approved and submitted to the HEFCE on 3 December 2012.

(d) Membership of the Audit Committee

REPORTED: (by Mr J Higgins)

That, Dr J Ferrie had been appointed as a second member external to the University on the Audit Committee rather than appointing a lay member of Council to fill the vacancy arising from Dr G Lyons departure.

NOTE: The Pro-Chancellor approved the appointment of Dr Ferrie on behalf of the Nominations Committee and the Council.

- (e) HEFCE Assurance Review Visit
- (f) External Audit
- (g) Internal Audit
- (h) Value for Money
- (i) Quality of Data Returns to Funding Bodies
- (j) Governance

36/12-13 Annual Assurance Return to the HEFCE (Annex E)

CONSIDERED:

The draft of the University's Annual Assurance Return to the HEFCE, including a required statement by the Council as trustees that, "in all material aspects, the institution has conducted its affairs during the year in accordance with its status as a charity" (C.17/12-13).

RESOLVED:

That the Council considered and approved Annex E, the Annual Assurance Return for the University of Warwick as set out in C.17/12-13, confirming that the institution had conducted its affairs during the year in accordance with its status as a charity, and that the Vice-Chancellor sign Part 2 of the return as a trustee on behalf of all members of the Council as trustees for return to the HEFCE in the Council meeting.

37/12-13 University Key Performance Indicators

CONSIDERED:

A report on the University's Key Performance Indicators (KPIs) as at November 2012 (C.18/12-13).

REPORTED: (by the Registrar)

- (a) That this was the fifth and last time that the Key Performance Indicators would be reported in this way, noting that the current process followed the methodology of the Chairs of Universities Committees.
- (b) That the current system did not allow for any sub-issues that were evident below the main themes to become apparent to all, noting that Widening Participation was a good example of where this had happened in the 2012 report.
- (c) That the University was looking to implement a new KPI methodology that was more sophisticated and dynamic, and that the aim of the new process would be to improve the operation and strategic performance of the University.
- (d) That engagement of Council members in the design of the new KPI process would be sought later in the academic year.

RESOLVED:

That the status of the University's Key Performance Indicators be approved as set out in C.18/12-13.

38/12-13 Academic Statistics Yearbook

CONSIDERED:

The University's Academic Statistics Yearbook document for the academic year 2012-13 (C.19/12-13), together with an oral report from the Academic Registrar, noting in particular the following:

- (a) That the Academic Statistics Yearbook presented a snapshot of the University that incorporated a range of data, which was intended to provide a reference resource for the Council and other members of the University community.
- (b) That whilst student numbers had declined overall in 2012/13 the postgraduate research student population had continued to increase in line with the University's strategy (figure 1.3, 1.4 and 1.5).
- (c) That Science subjects attracted high proportions of male applicants, whereas the Arts attracted high proportions of female students (see figure 2.1.9), noting that as the grades attained by female students at A Level were typically higher than their male counterparts, the standard University of Warwick grade requirement might potentially have an impact on the market pool for Sciences, unless additional recruitment activity was undertaken.
- (d) That there was a strong concentration of international students from China, India and the Far East (figure 2.1.10).

- (e) That, while the University was in a stronger position than many of its closest competitors in terms of being able to achieve its Widening Participation for 2020, further improvement across all target categories was required in order to meet the target for 2020 (figure 2.1.14).
- (f) That the University was above the Russell Group mean in terms of participation from State Schools, level in terms of low participation neighbourhoods and that it was below the mean for participation by those from a low socio-economic class (see figure 2.1.15).
- (g) That the number of PhD Research Council awards by Faculty had continued to increase in 2012/13 (figure 2.3.11).
- (h) That compared to other Russell Group comparators the University's academic staffing FTE remained weighted towards the non-scientific disciplines (figure 5.12).

(by Professor Sir John Temple)

- (i) That there were more female Medical students than there were male (figure 2.1.9), which appeared to go against the trend for the recruitment in the Faculty of Science, noting that the Warwick Medical School was a young Medical School and that it was facing a challenge trying to compete with other, more established Medical Schools.

(by the Registrar)

- (j) That the route to the MB ChB graduate entry programme at Warwick was usually via Life Sciences subjects, which show greater alignment with the male to female ratio found at Warwick for the MB ChB.
- (k) That Council members were actively encouraged to use the Academic Statistics Yearbook as it would help them to understand the University's performance, noting that if anything was unclear, Council members were invited to seek clarity.

(by the Vice-Chancellor)

- (l) That the comparative statistics showed the step change necessary for the University to move to the top fifty internationally within the areas of Science and Medicine.

RESOLVED:

That the Academic Statistics Yearbook for the academic year 2012/13 be approved as set out in item C.18/12-13.

39/12-13 University Risk Update – Autumn Term Monitoring

RECEIVED:

A paper that set out the University's main institutional risks in the context of the key strategic issues facing Warwick at present (C.20/12-13), noting that the University Risk Management Strategy and Framework was under review as set out in the report from the Audit Committee.

40/12-13 Warwick-Monash Alliance

CONSIDERED:

The Warwick-Monash Alliance Progress Report for 2011/12 (C.22/12-13).

REPORTED: (by the Deputy Registrar)

- (a) That the report detailed progress against Key Performance Indicators, noting that the report highlighted some areas for focus next year as to how the Alliance might work collaboratively in a different structure (not as legal entities).

(by the Registrar)

- (b) That new approaches were to be developed in progressing a number of the joint activities, rather than trying to reconcile existing individual institutional approaches, with a view to adapting and improving both institutions' ways of operating.

(by Professor T Jones)

- (c) That the quality of candidates applying for joint positions between the two institutions was extremely high, noting that anecdotal feedback from candidates was that they were particularly interested because of the collaborative multi-institutional aspect of the positions.

RESOLVED:

That the Warwick-Monash Alliance Progress Report for 2011/12 (C.22/12-13) be approved, noting that the report will also be considered within the Monash governance framework for consideration by the Monash University Council.

41/12-13 Awards and Distinctions

RECEIVED:

A paper that set out the awards and distinctions that had been conferred on members of the University since the meeting of Council held on 11 October 2012 (C.22/12-13).

42/12-13 Report from the Building Committee

RECEIVED:

A report from the meeting of the Building Committee held on 30 October 2012 (C.23/12-13).

- (a) Campus Development Plan and Village Centre
- (b) Warwick Business School Phase 3b
- (c) Estates Performance Review 2010-11
- (d) Environment and Amenities Committee

43/12-13 Amendments to University Ordinances

CONSIDERED:

For the second time, proposed amendments to University Ordinance 7 on the Constitution of the Boards of the Faculties arising from the disestablishment of the School of Social Health and Social Studies following the transfer of the School were considered, as recommended by the Senate (C.24/12-13).

RESOLVED:

That the proposed amendments to University Ordinance 7 on the Constitution of the Boards of the Faculties be approved with effect from 1 February 2013, as recommended by the Senate and set out in paper C.24/12-13.

44/12-13 Appointments to Council Committees

REPORTED:

That the Pro-Chancellor had taken Chair's action on behalf of the Nominations Committee and the Council to approve the following appointments to Council Committees:

(a) Art Collection Committee

Appointment of Mr N Sanders as the lay member of the Council, appointed by the Council on the Art Collection Committee.

(b) Finance and General Purposes Committee

Appointment of Sir David Normington and Professor Sir John Temple as two of five lay members of the Council on the Finance and General Purposes Committee, appointed by the Council.

(b) Honorary Degrees Committee

Appointment of Dame Fiona Caldicott as one of three lay members of the Council on the Honorary Degrees Committee, appointed by the Council.

(c) Nominations Committee

Appointment of Ms V Cooke as one of three lay members of the Council on the Nominations Committee, appointed by the Council.

45/12-13 Winter Degree Congregation: 22 – 24 January 2013

REPORTED: (by the Vice-Chancellor)

That Council members be actively encouraged to attend the Winter Degree Congregation that runs from 22 to 24 January 2013.

46/12-13 Change of Role for Yvonne Salter Wright

REPORTED: (by the Registrar)

That Yvonne Salter Wright was moving from her position as Head of Governance Support Services to the new role of Director of Delivery Assurance that will look at the way that the administration of the University delivered its services, identifying where improvements could be made, increasing co-operation between University departments and building greater understanding of lay and civic members with the work of the University and engaging them more actively in its activities.

RESOLVED:

That Yvonne Salter Wright be thanked for her work in the role of Head of Governance Support Services and be wished well for her new role as Director of Delivery Assurance.

As at 13 February 2013