UNIVERSITY OF YORK

COUNCIL

Minutes of the meeting held on 23 January 2019

Present:

The Chair of Council
The Acting Vice-Chancellor
The Treasurer
Pro-Chancellor (Mr P Carpenter)
Professor N Audsley
Mr S Bayley
Dr R Curwen
Dr K Dittrich
Mr J Durcan (SU)
Dr C Dye
Mrs L Fussell
Professor C Hunter
Professor D Petrie
Ms S Shafi (GSA)
Mr R Sommers (via telephone)
Mr C Thompson

In attendance:

Registrar & Secretary, Ms J Horsburgh (Secretary)
Pro-Vice-Chancellor (Teaching, Learning & Students),
Professor J Robinson
Pro-Vice-Chancellor (International), Professor M Smith
Pro-Vice-Chancellor (Partnerships & Knowledge Exchange), Professor J Timmis
Director of Finance, Mr J Lindley
Deputy Registrar, Mrs H Fraser-Krauss
Governance Officer, Dr P Evans (Assistant Secretary)
Governance Administrator, Ms B Carter Ellis
Business Intelligence Unit, Mr D Cashdan and Mr W Mackintosh (for M18-19/40)
Director of Global Engagement, Mrs H Layton (for M18-19/43 and 50)
Director of Estates & Campus Services, Mr S Talboys (for M18-19/46)
Director of External Relations, Mrs J Concannon (for M18-19/49)

Apologies for absence were received from the Acting Deputy Vice-Chancellor (Professor D Smith) and Mrs N Inchbald.

18-19/36 Council Effectiveness and Engagement

Further to M18-19/25 (Future Operation of Council), Council considered a further report from the Registrar & Secretary on how sector and University governance were constituted along with matters relating to governing body effectiveness and engagement (C.18-19/35).
Introducing the report the Chair commented on the critical time which lay ahead over the coming year for the University, the Higher Education sector and, in a more general political sense, the whole United Kingdom (M18-19/49 below refers). Given this context, it was agreed that it was even more important that Council functioned effectively as the institutional governing body, with full and active engagement of all members. Council therefore noted its updated annual schedule of business and a programme of possible departmental visits and strategic themes for discussion as appended to the main report.

During discussion of the Registrar & Secretary’s detailed description and clarification of the University’s governance framework, the following points were noted:

(a) As regards the different roles of Council and Senate sub-committees, it was noted that the former supported the governance oversight and assurance role of the governing body while the latter undertook detailed work in support of Senate’s responsibility for academic matters. It was noted in the context of the new assurance requirements of the Office for Students (OfS) that work was ongoing to enhance Council’s understanding of the academic business of the University through a range of methods, including the annual executive reports from the Pro-Vice-Chancellors and strategic briefings on key matters (e.g. the Teaching and Research Excellence Frameworks).

(b) On the question of linkage between Council and Senate, it was noted that this was partly achieved through cross-membership (with the Vice-Chancellor, Deputy Vice-Chancellor, the two student Presidents and four Senate members, including one Pro-Vice-Chancellor, serving on Council), as well as through the routine submission of Senate papers to Council. It was however acknowledged that further work was required to develop the relationship such that members of the governing body felt better able to understand and evaluate matters of academic quality and performance. It was likewise suggested that Senate could usefully be better informed regarding the corporate governance role and fiduciary responsibility held by Council.

(c) Given the already increasing involvement of the OfS in sector discussion around matters such as senior pay and grade inflation, it would be important for Council to remain abreast of the evolving regulatory landscape and the associated expectations on governing bodies.

(d) In terms of strategy formulation, this was a collegial and collaborative responsibility, with Council setting the overarching vision for which the University Executive Board (UEB) would then develop supporting
projects and policies for approval, with appropriate early input from Council. It was noted in this regard that the broad skillset of lay members could add value to such strategic development in specific areas outwith the formal business conducted at Council meetings.

(e) As regards Council’s relatively new formal responsibility for the quality of the student academic experience, it was noted that this involved assuring itself that an effective framework was in place to manage such matters, as opposed to involving itself directly in this management responsibility. It was generally agreed that the key to this top-level assurance role lay in appropriate agenda-setting and information provision in both formal and informal settings, with the aim of generating a clear understanding of the risks, opportunities and challenges associated with the academic work of the University.

(f) In response to a query about a straightforward diagrammatic representation of the relationship between Council, Senate and UEB, it was noted that this was available on the Council website but would be refreshed and re-circulated.

(g) With regard to information provision to support the assurance requirements on Council, a degree of caution was expressed about seeking further detailed reports and establishment of additional sub-committees: it was generally agreed that there were better methods of establishing an appropriate knowledge base that enabled appropriate levels of scrutiny and challenge. The proposed thematic approach to informal briefings included in the Registrar and Secretary’s paper was welcomed in this regard, together with the opportunity for Council members to pro-actively determine and request information relevant to their role as governors.

(h) Responding to a specific query on the role of Senate, the Registrar drew attention to the relevant section of her report which emphasised its overarching statutory responsibility for “the academic work of the University” and “the education of the students of the University” (§14 of the University Charter refers). It was noted that Senate also performed the key role of formally granting the awards of the University while also being empowered to express an opinion on any matter pertinent to the University and its affairs (Statute 12.2 refers). As an example of its role, should the University ever wish to establish a new academic department, this would be a matter requiring approval by Senate following consideration by UEB and Planning Committee of the associated business case (including investment in staffing), while Senate’s Teaching Committee would have delegated authority for approving the new department’s portfolio of programmes. It was noted that Council’s role in such academic matters was to assure itself as the corporate governing body that Senate and
the executive had undertaken appropriate due diligence in their development and consideration of such a proposal, especially its longer term strategic aspects, which in turn implied the importance of building an open and trusting relationship between governors and executive.

Arising from the above discussion, Council considered the elements of the report which focused on enhancing members’ engagement. In this context the Chair reported the intention to move in a phased manner towards holding Council meetings over two days, with a briefing and/or departmental visit in the afternoon of the first day, following by a dinner in the evening and then the formal business meeting in the morning of the second day. Council members approved the proposed gradual introduction of this new format and in this context reported positively on the trial departmental visits to English and Chemistry that had preceded this meeting. During discussion the following additional points were noted:

(a) Academic members commented that departmental visits would provide lay members of Council with a better understanding of the priorities of academia, which was currently in a state of considerable flux in response to new external pressures and opportunities. It was suggested that visits to and/or briefings from the professional support services would also play a similar role as regards understanding the key administrative functions of the University such as admissions, careers, external relations etc.

(b) It was generally agreed that the running list of University events and possible visits (Appendix 5 to the report refers) might usefully be circulated with the agenda for each meeting to reinforce the information already provided on a weekly basis by the Staff Digest email which was routinely forwarded to Council members.

(c) Given the current governance developments in the Hull York Medical School (HYMS), specifically relating to the work ongoing with respect to the constitution of its Joint Board, and the additional risks inherent in most collaborative joint ventures between two different providers, it was suggested that the medical school was one area where Council would benefit from a higher level of awareness and understanding.

(d) The SU President welcomed the positive reports from Council members’ interaction with students during departmental visits and observed that such direct contact with the student body was also possible through attendance at student-run events such as the annual ‘Roses’ sporting competition against the University of Lancaster.
(e) It was noted that greater interaction with academic departments, support directorates and current students would also help to clarify for the wider University community Council’s formal role as the University’s governing body.

18-19/37  Council Membership

Further to previous email communications on this matter, the Registrar & Secretary confirmed that Gerard Lemos (Chair) and Caroline Thomson (lay member) had stepped down from Council to focus on their other non-executive roles. It was **noted** that Council had subsequently elected Denise Jagger as Chair in accordance with the University Statutes and that the Appointments Committee was working to identify nominees for the three current lay member vacancies. As regards the latter, the intention was **reported** of re-balancing the lay membership with more local/regional appointments, in part to ensure that the sub-committees beneath Council had appropriate levels of governing body representation.

18-19/38  Declarations of Conflicts of Interest

Members were invited to declare any potential conflicts of interest relating to the business of the meeting. The following matters were declared:

- the Treasurer declared an interest in the Acting Vice-Chancellor’s report *(M18-19/45 below refers)* as Deputy Chair of the North Yorkshire LEP and board member for the York Central project;
- Dr Dittrich declared an interest in the York-Maastricht report *(M18-19/50 below refers)* as the former President of Maastricht University;
- the Acting Vice-Chancellor declared an interest in the recruitment of the next Vice-Chancellor and absented himself during consideration of this item of business *(M18-19/52 below refers)*;
- all staff members who were members of the USS pension scheme declared an interest in the USS consultation report *(M18-19/47 below refers)*.

18-19/39  Minutes

The unreserved minutes of the meeting held on 7 November 2018 *(C.18-19/36)* were **approved**, subject to the following minor corrections:

- **M18-19/4:** substitute ‘finalised’ for ‘secured’ *(p2)* and ‘when the loans were agreed’ for ‘at the time of the breach’

As regards the action-schedule based on the minutes *(C.18-19/37)*, it was **decided** to delete the first six items listed as now complete or obsolete.
18-19/40  Key Performance Indicators
[FOI exempt/commercially confidential]

18-19/41  Financial Transactions
[FOI exempt/commercially confidential]

18-19/42  Halifax Estates
[FOI exempt/commercially confidential]

18-19/43  International Student Mobility

Further to M18-19/16 (*International Activity*), Council received for information detailed data on international student mobility (*C.18-19/41*).

Introducing the report the Acting Vice-Chancellor commented that, while the absolute numbers were relatively low and varied considerably across departments, the participation rate across the whole University exceeded the national average. It was noted that the rate was likely to increase further as international experience became an embedded element in more programmes of study.

During discussion the following points were noted:

(a) As regards the growth in participation across the three faculties, the picture was somewhat mixed, with some individual departments driving the growth (e.g. Archaeology in Arts and Humanities). In order to promote further growth departments held annual meetings with the Centre for Global Programmes (CGP) to discuss opportunities and potential barriers.

(b) The strong link between international experience and employability was recognised by employers and promoted to students through the York Strengths programme, with an emphasis on acquiring a global mind-set, intercultural skills and foreign language capability.

(c) The CGP was able to offer assistance to any departments which had identified specific barriers to participation and was also working hard with European partners to sustain and protect existing relationships in the context of Brexit (*M18-19/49* below refers). It was noted that while teaching and research links were somewhat easier to secure, Brexit posed a particular risk to the provision of work placements.

(d) The provision of an international experience evidently supported recruitment to certain programmes, as confirmed by enquiries on this matter to the CGP during the clearing process. It was noted that to be credit-bearing such experiences normally had to be at least one
semester or academic year in duration, although there was growing interest in summer schools.

(e) Potential barriers to higher levels of participation included student misconceptions about possible additional financial costs and concerns about their competency in foreign languages (which increased the popularity of overseas destinations such as Hong Kong where teaching was delivered in English). The CGP worked hard to address such misconceptions and also collaborated with the Office of Philanthropic Partnerships and Alumni to provide bursary support from widening participation funds, where it was likely to have the greatest positive impact. It was also acknowledged as an additional variable factor that many UK students already moved away from their local area to attend university and as such might be averse to then embarking on study overseas.

18-19/44 Student Residences Project
[FOI exempt/commercially confidential]

18-19/45 Executive Report from the Acting Vice-Chancellor
[FOI exempt/commercially confidential]

18-19/46 Central Hall/Smith & Nephew Building
[FOI exempt/commercially confidential]

18-19/47 USS 2018 Actuarial Valuation Consultation


Presenting the report the Registrar & Secretary reminded Council members that the 2017 industrial dispute had led to the creation of a Joint Expert Panel (JEP) to make recommendations on the 2017 valuation, one outcome from which was a new valuation (effective March 2018) on which USS was now consulting the sector through UUK. However, in parallel to this development, the Trustee had instigated staged increases to both member and employer contributions from April and October 2019 (under scheme rule 76.4-8). It was also noted that, while the new 2018 valuation showed improvement in some areas (e.g. a reduction in the scheme deficit from £7.5bn to £3.6bn), in aggregate the JEP proposals represented a risk to the strength of the employers’ covenant and associated increased risk arising through higher financial commitments. To clarify these matters Council received a short presentation from the Finance Director (slides available on request) that set out the implications of the various options employers might be willing to consider in order to underwrite the increased risk asserted by the USS Trustee.
Noting the highly technical and specialised nature of the situation, the Chair reported that further information and analysis was awaited from UUK and that once this had been received an Urgent Decisions Group meeting (with lay members only having decision-making authority on this occasion as University members were conflicted by also being scheme members) would be convened to sign off the institutional response to UUK by its deadline of Monday 25 February 2019. It was noted that UEB members were also networking with relevant professional groups and agencies in a bid to ascertain viewpoints and intentions from across the wider sector, especially as one sensitive factor would be consideration of whether higher contributions were actually affordable to all the universities with staff in the USS scheme.

18-19/48

Appointments Committee

Council considered a report from the meeting of the Appointments Committee held on 15 January 2019 (C.18-19/46, tabled) and approved the following recommendations:

Council

- Nicola Inchbald (lay member of Council) to be re-appointed from 1 August 2019 for a further four-year term until 31 July 2023

Audit and Risk Committee

- Richard Sommers (lay member of Council) to be appointed as Chair Designate (taking up the role in succession to Deian Tecwyn from 1 August 2019)

Finance Committee

- Lindsey Fussell (lay member of Council) to be appointed with immediate effect to fill a current vacancy, until 31 July 2019 in the first instance

- Professor Neil Audsley (academic member of Council) to be appointed with immediate effect to fill a current vacancy until 31 July 2021 (i.e. co-terminous with his membership of Council)

Remuneration Committee

- Chris Thompson (lay member of Council; Deputy Treasurer) to be appointed with immediate effect as Chair (as under current CUC guidance Denise Jagger is obliged to step down from this role as Chair of Council) until 31 July 2019, at which point he will assume ex officio
membership as Treasurer (in succession to David Dickson) and another Chair will be required;

- Philip Carpenter (lay member of Council; Pro-Chancellor) to be appointed with immediate effect as a new lay member (to fill the vacancy arising from Mr Thompson’s appointment as Chair) until 31 July 2021 (i.e. co-terminous with his membership of Council).

**Joint Committee for Vice-Chancellor Recruitment**

- Nicola Inchbald (lay member of Council) to be appointed as a lay member to fill the vacancy arising from Denise Jagger assuming the Chair as the Chair of Council.

### 18-19/49 Brexit

Council considered a report on the University’s planning and preparations for Brexit (*C.18-19/47*).

Attending the meeting to present the report the Director of External Relations drew particular attention to the following:

- distinction between immediate risks and longer term structural issues;
- key challenges in respect of recruitment of EU students, citizens’ rights of EU staff and access to European research and mobility programmes;
- current political uncertainty with new parliamentary developments occurring on a daily basis;
- identification and monitoring by the Brexit Working Group (chaired by the Registrar & Secretary) of risks and possible mitigations;
- growing importance of diversifying international activities;
- ongoing lobbying by sector groups, especially as regards guarantees on access to the European Research Area (but in the context of limited civil service and ministerial capacity to respond at the present time).

During discussion of the report the following points were noted:

(a) The SU President observed that it would important to communicate with students as soon as hard information became available following the current political process, and in any event before the end of Spring Term (as the EU departure date fell during the Easter vacation). It was also reported that additional pre-departure briefings were being arranged for students and staff about to embark on international programmes and visits.

(b) In terms of possible opportunities that might arise from Brexit, it was noted that the aim of the University’s new overseas recruitment offices was to further diversify the student intake (with only ca. 5-6%
of the current student body coming from the EU). Other opportunities might arise from the government’s Global Challenges Research Fund and closer working with selected European partners (e.g. Maastricht University, M18-19/50 below refers).

(c) It was confirmed by lay members from other sectors that the civil service in Whitehall was currently perceived as being too overstretched to receive and consider lobbying from stakeholder groups.

(d) Emphasis was placed on the importance of being responsive to staff concerns while remaining balanced in all internal communications as regards potential political differences between individuals within and without the organisation. The Director of External Relations confirmed that internal communication would remain strictly factual and issued only when there was genuinely new information to impart.

(e) In terms of networking on this matter, it was confirmed that there was a high level of communication with organisations such as the Russell Group, UUK and City of York Council.

18-19/50 York-Maastricht Partnership

Council considered a report on the University’s partnership with Maastricht University (C.18-19/48), noting that it would be formally launched in few days’ time at a joint event in Maastricht.

Presenting the report as the Pro-Vice-Chancellor (International), Professor Smith drew particular attention to the following:

- overarching intention of delivering a deeply embedded and institution-wide partnership with a leading European university;
- importance of a European platform for continued access to relevant teaching and research networks;
- appropriate involvement of academic and professional support staff in organic development of the initiative;
- ongoing work to map synergies across the two institutions;
- creation of a joint travel and workshop fund (£50k at each institution) and appointment of project managers;
- imminent launch of a new pump-priming fund of £500k per institution for three years (£3m in total);
- consolidation of the partnership through joint teaching (initially through a joint PhD programme in public health).

The following points were noted in discussion:

(a) In response to a query on the source of funding for the project in the context of the current savings and efficiency programme, it was noted
that one of the purposes of the programme was to identify and release funds for this sort of strategic investment that supported various strands of the University Strategy.

(b) The longer term vision for the partnership was that it would be internationally recognised for its provision of an excellent and distinctive experience for students and staff as regards teaching, learning and research.

18-19/51 In-Year Financial Performance [FOI exempt/commercially confidential]

18-19/52 Recruitment of Next Vice-Chancellor [FOI exempt/commercially confidential]

18-19/53 Business from Committees

Business from the following committee meetings was noted and/or approved (C.18-19/50):

(a) Health, Safety and Welfare Committee: 30 October 2018
(b) Student Life Committee: 1 November 2018
(c) Remuneration Committee: 15 November 2018
(d) Urgent Decisions Group: 23 November 2018
(e) Finance Committee: 7 December 2018

18-19/54 Use of Seal

Council approved the use of the Common Seal of the University (details available in the Registrar and Secretary’s office).

18-19/55 Date of Next Meeting

The date of the next meeting was noted as Wednesday 27 February 2019 (12:00). Further to discussions about Council effectiveness and engagement (M18-19/36 above refers), it was noted that a dinner in Heslington Hall would be organised the evening before for those able to attend and that the formal meeting starting at 12:00 the next day would again be preceded by departmental visits.