Present: The Chair of Council  
The Vice-Chancellor  
The Deputy Vice-Chancellor  
The Treasurer  
Pro-Vice-Chancellor (Professor D Smith)

Mr S Bayley  
Mr P Carpenter  
Ms C Chamberlain (GSA)  
Dr K Dittrich  
Dr C Dye  
Professor A Field  

Mr M Galloway  
Professor C Hunter  
Professor Q Summerfield  
Mr C Thompson  
Mr A Urquhart (SU)

In attendance: Registrar & Secretary, Ms J Horsburgh  
Pro-Vice-Chancellor/Knowledge Exchange & Partnerships, Professor J Timmis  
Director of Finance, Mr J Lindley  
Governance Officer, Dr P Evans  
Governance Administrator, Ms B Carter Ellis  
Vice-Chancellor’s Executive Officer, Ms H Brian  
Director of Estates & Campus Services, Mr S Talboys (for M17-18/35)  
Chair of the Student Mental Health Forum, Professor T Sheldon (for M17-18/39)

Apologies for absence were received from the Pro-Chancellors (Mrs D Jagger and Ms J Unwin), the Pro-Vice-Chancellor for Teaching, Learning & Students (Professor J Robinson), Mrs N Inchbald and Mrs C Thomson.

17-18/29 Piazza Building

Before the formal meeting Council members visited the new Piazza Building on Campus East and received a guided tour from the Director of the International Pathway College (Dr Matthew Perry) and the Director of Estates and Campus Services (Stephen Talboys).
17-18/30 Membership

The Chair welcomed Dr Karl Dittrich (new lay member) to his first meeting of Council. It was also reported that, in addition to the one Pro-Vice-Chancellor appointed by Senate (currently Professor Deborah Smith, Pro-Vice-Chancellor for Research), the other two Pro-Vice-Chancellors would henceforth be invited to be in attendance at Council meetings.

17-18/31 Declaration of Conflicts of Interest

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

(a) the Treasurer declared an interest in matters relating to the York Central development (M17-18/35 below refers) as a board member of the York, North Yorkshire and East Riding Enterprise Partnership (YNYER LEP), Chair of the YNYER LEP infrastructure board and board member of the York Central Enterprise Zone;

(b) the Deputy Vice-Chancellor declared an interest in estates master-planning developments as Chair of the Board of Directors of York Science Park Ltd (M17-18/35 below refers).

17-18/32 Minutes

The unreserved minutes of the meeting held on 8 November 2017 (C.17-18/29) were approved. Council also noted the action-schedule based on the minutes (C.17-18/30), in particular the items that were to be considered at the current meeting.

17-18/33 Key Performance Indicators

Further to M17-18/6 (Key Performance Indicators), it was reported that the University Executive Board (UEB) had decided to ask the Business Intelligence Unit to refine and re-calibrate certain metrics, which would be presented to the next meeting. It was generally agreed that in any re-modelling of the indicators it was important not to lose the capacity to see trends over time.

17-18/34 Biorenewables Development Centre
[FOI exempt/commercially confidential]

17-18/35 Estates Masterplan/Central Hall
[FOI exempt/commercially confidential]
Governance Review

Further to M17-18/17 (Governance Review), the Registrar & Secretary reported verbally as follows:

(a) Work was ongoing to develop suitable terms of reference for a new Council sub-committee for Estates that was appropriately linked to executive groups with responsibilities in the estate development area.

(b) Consideration was being given through the Appointments Committee to the future membership of the Audit Committee, in the context of the HEFCE Audit Code guidelines that such committees should include a minimum of three lay members of the governing body and should not include any members of the finance committee (or equivalent). The Appointments Committee would be considering these and other lay member appointments to sub-committees shortly.

(c) The Remuneration Committee would consider the recently published draft CUC Remuneration Code as part of the ongoing move towards greater transparency in the area of senior pay and in the context of the likely OfS requirements on such matters (M17-18/43 below refers). Consideration would also be given to the Committee’s chairing arrangements as it was deemed inappropriate for the Chair of Council to act as chair (as the individual responsible for performance review of the Vice-Chancellor).

(d) A series of new posts would be created under a new Deputy Registrar structure in the areas of governance/assurance, legal advice and strategy development, in order to strengthen corporate services.

Executive Report from the Vice-Chancellor
[FOI exempt/commercially confidential]

Executive Report from the Pro-Vice-Chancellor (KE&P)
[FOI exempt/commercially confidential]

Mental Health Strategy

Council considered the University’s new Mental Health and Wellbeing Strategy (C.17-18/37).

Attending the meeting to present the report, Professor Trevor Sheldon (Department of Health Sciences, Chair of the Student Mental Health Forum) drew attention to the following aspects:
acknowledgement of the potentially stressful nature of the transition to university life;

increasing numbers of student disclosing mental health conditions and the consequential increase in demand on service provision;

impact of positive mental health on academic performance and the wider community;

guidance provided by UUK’s Mental Health in HE Framework (2017);

establishment of the Mental Health Forum to develop the strategy;

key features of the strategy including a virtual Student Mental Health Hub, improved links with the NHS and integration across all University activities.

During discussion the following points were noted:

(a) There would be a need for some modest investment as well as realignment of certain resources and strengthening of pastoral support services. The contribution of the Colleges in this area would also be considered as part of the ongoing review of Colleges.

(b) Considerable potential had already been identified for collaborative research projects on student mental health, with a number of live grant proposals currently under consideration. A recent professorial appointment had also been made with a specialism in the area of workforce wellbeing and mental health.

(c) In terms of the University’s longer term commitment, this was demonstrated by a number of the actions in the implementation plan which sought to deliver a health-promoting culture and environment and to ensure staff were sufficiently well informed to signpost students to the appropriate services (rather than trying to solve problems directly themselves). Engagement with academic supervisors and clarification of their role was crucial, and this was partly being delivered through a new and well-received mental health first-aid course for staff.

(d) Consideration was being given to the best method of picking up early warning signs of the need for support for possible mental health concerns through engagement and attendance data monitoring, as identified in the action plan.

(e) The Mental Health Forum had considered specific cultural issues among international students as regards reporting/disclosure and agreed that clarity was essential in the language, communication and sign-posting to all students around mental health provision.

(f) In terms of the ethics of undertaking research with student participants, this would be considered as a matter of standard
practice by the relevant departmental ethics committees. In many cases the research would be undertaken as joint enterprise with participants (i.e. co-production of research with students).

In addition to the strategy, Council received for information an associated report from the Pro-Vice-Chancellor for Research on mental health as a specific focus for research at the University (C.17-18/38), noting the progress that had been made in developing a holistic approach to bringing together the large number of researchers in this field. Professor Smith drew particular attention to the opportunities for interdisciplinary research funding and also research partnership development with the Tees, Esk and Wear Valleys (TEWV) NHS Foundation Hospital. As regards collaboration with the latter, it was noted that the University had committed to shared investment in a clinical research facility at the new mental health hospital (due to open in York in 2020) and had also participated in a successful application led by TEWV for a £2.4m NIHR programme grant in the area of adult mental health.

Following discussion Council welcomed the considerable progress being made in the area of mental health and wellbeing and offered its ongoing support for further developments in this important area.

17-18/40 Office for Students

Council received a presentation from the Registrar & Secretary on the recent consultation on the new regulatory regime for higher education under the Office for Students [OfS] (slides circulated to members following the meeting).

The Chair drew particular attention to the requirement for the University formally to register with the OfS (from 1 April 2018) and to the general guiding principles under which the new regulator would operate, especially as regards value for money and consumer protection for students. It was noted that the new regulatory regime would also place a number of additional assurance requirements on governing bodies.

17-18/41 HEFCE Efficiency Return

Council considered the new annual Efficiency Return to HEFCE, noting that it was a more metric-based report which replaced the previous Value for Money (VFM) report [C.17-18/36].

Noting that an additional savings line had been identified since circulation of the report, Council decided to delegate authority to the Registrar & Secretary to approve the final version for submission to HEFCE (by 31 January 2017).
Council considered a recommendation that the University become a signatory to the *Magna Charta Universitatum*, a statement of the fundamental values of universities, the adoption of which was recommended by the European University Association (C.17-18/39).

In response to a query about the potential implications for staff on teaching or research-only contracts regarding the various statements in the charter on the inseparability of research from teaching, it was noted that these clauses were believed to refer to the institutional mission of the whole university, not to individual members of staff [Secretary’s Note: this has subsequently been confirmed by the Secretary General of the Magna Charta Observatory.]

Noting that the statements in the charter accorded with the University’s own principles and standards, and acknowledging the importance of such declarations in the current global political climate, Council approved the recommendation, subject to the view of the Senate, noting that the proposal would be considered by the Senate at its forthcoming meeting.

Council considered a synopsis report from the meeting of the Remuneration Committee held on 8 November 2017 (C.17-18/40).

As chair of the Committee, the Chair highlighted the current intense public and media interest in matters of senior executive pay and also the aspects of this that were included in the proposed remit of the OfS. It was reported in this context that, while there was positive assurance in respect to existing senior pay practice, the HR directorate was currently reviewing the Committee’s operational practice in the light of the draft remuneration guidance published by the Committee of University Chairs (CUC) in December 2017. Council noted that this review was likely to lead to a change in the current chairing arrangements as the draft guidance required remuneration committees to be chaired by “a senior independent governor who is not Chair of the board”.

It was also noted that the Committee had considered performance assessments and salary recommendations for the Vice-Chancellor and the senior management group encompassed by the Remuneration Committee’s remit.

The strong performance of the Vice-Chancellor had been acknowledged and it was reported that a decision had been taken to award the Vice-Chancellor a pay increase of 1.7%. It was noted that the pay award
decision had been taken in the context of external market information (including median Russell Group salaries)

It was also reported that framework-graded staff had received an inflationary award of 1.7%, with effect from October 2017, in addition to the annual pay increment for those progressing through the pay spine.

It was noted that the Remuneration Committee had approved pay increases of 2%, 3% or 5% (depending on individual performance ratings and informed by market data) for those members of the senior management group eligible for a pay award.

Council also noted that, in accordance with a circular issued by HEFCE on remuneration of senior staff (June 2017), arrangements were in place to ensure that the chair of the Committee was appropriately engaged in recruitment and retention decisions where the proposed salary level was over £100k and that these arrangements would be further refined following the committee’s review of governance at its upcoming meeting in March 2018.

As a general point on the remuneration of Vice-Chancellors, it was reported that recent UUK and CUC presentations on this matter had confirmed that it tended to be outliers at the top end which drove up the reported average salaries.

Council thanked the Committee for the detailed report, which provided assurance on current processes in the context of the emerging new guidelines on senior pay in the sector.

17-18/44 Appointments Committee

Council considered a synopsis report from the new Appointments Committee (C.17-18/41), noting the recommendations it had thus far submitted in 2017/18 in respect of lay member appointments to Council and its sub-committees.

With regard to the most recent lay member appointment recommended to Council for approval, the Chair reported that the Committee had subsequently decided to withdraw this recommendation while it re-considered the appropriate skills mix for Council in the light of the subsequently published OfS requirements for governing body oversight and assurance.

As regards the University membership of Council, the Registrar & Secretary reported that one of the two elected support staff members, Sally Wadsworth, had decided to step down with immediate effect. It was noted that, in accordance with precedent and associated Senate
electoral regulations, such vacancies occurring during an academic year would automatically be filled by the person with the next highest number of votes after the member elected at the previous election. Council approved the adoption of this electoral regulation and asked the Registrar & Secretary to take the matter forward accordingly.

17-18/45 USS Pension Scheme

Council received for information a report from the Finance Director on the triennial valuation of, and associated risks regarding, the USS pension scheme (C.17-18/42), but noted that the possible outcomes set out in the paper had more recently been overtaken by the decision of the Chair of the national Joint Negotiating Committee to use his casting vote to support the UUK proposal (M17-18/37 above refers).

17-18/46 Teaching Excellence Framework

Council received for information the University’s Teaching Excellence Framework submission (C.17-18/43).

17-18/47 Financial Performance Data

Council received for information financial performance data for the period ended 30 November 2017 (C.17-18/44).

17-18/48 Business from Committees

Business from the following committee meetings was noted and/or approved (C.17-18/45):

(a) Finance & Policy Committee: 8 December 2017
(b) Equality, Diversity & Inclusion Committee: 2 November 2017
(c) Health, Safety and Welfare Committee: 1 November 2017
(d) Student Life Committee: 2 November 2017

17-18/49 Use of Seal

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

17-18/50 Date of Next Meeting

The date of the next meeting was noted as Wednesday 7 March 2018 (12:00).