Minutes of the meeting held on 27 February 2019

Present: The Chair of Council
The Acting Vice-Chancellor
The Acting Deputy Vice-Chancellor
The Treasurer

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
Mrs N Inchbald
Professor D Petrie
Ms S Shafi (GSA)
Mr R Sommers
Mr C Thompson

Registrar & Secretary, Ms J Horsburgh (Secretary)
Director of Finance, Mr J Lindley
Governance Officer, Dr P Evans (Assistant Secretary)
Governance Administrator, Ms B Carter Ellis
Director of Philanthropic Partnerships & Alumni, Ms M Haworth (for M18-19/57)
Pro-Vice-Chancellor for Partnerships and Knowledge Exchange, Professor J Timmis (for M18-19/68)
Director of Research and Enterprise, Dr D McBeth (for M18-19/68)
Intellectual Property and Legal Manager, Mr M Just (for M18-19/69)
Professor for Teaching, Learning and Students, Professor John Robinson (for M18-19/70)
Head of the Academic Support Office, Mr N Dandy (for M18-19/70)
Director of Estates & Campus Services, Mr S Talboys (for M18-19/71)
Director of Planning, Mrs R Desport (for M18-19/74)
Business Intelligence Analyst, Mr W Mackintosh (for M18-19/74)
Director of Health and Safety Services, Mr D Fowler (for M18-19/75)

In attendance:

Apologies for absence were received from the Pro-Chancellor (Mr P Carpenter).
Campaign for York

Council received a presentation from the Director of Philanthropic Partnerships and Alumni (Mary Haworth) on the University’s first major institutional fundraising campaign, ‘York Unlimited’. The Director drew Council’s particular attention to the following:

- aims and business drivers of the campaign;
- timetable from ‘silent’ phase to ‘public’ phase;
- governance through the Fundraising Campaign Steering Group (reporting to the University Executive Board);
- engagement of internal and external groups and prospective donors;
- possible establishment of a ‘council of advocates’ (i.e. credible donors and philanthropic leaders);
- six key goals, each with an associated set of specific ‘asks’ for donation;
- overarching ambition to tackle global challenges in a responsible and compassionate manner, in accordance with the University’s values;
- establishment of different ways in which to engage (giving, gifts of time and provision of insights);
- spotlights on different themes (e.g. mental health, enterprise, global development etc);
- next steps as regards development of visual identity, events and briefings (leading to launch event on 8 June 2019);
- opportunities for Council members actively to support the campaign.

During discussion the following points were noted:

(a) The University currently received ca. £4-5m per annum in philanthropic giving and the campaign would seek to achieve £100m in total (with the intention of already having received 50% of this sum at the point of its launch). It was hoped that subsequently the sum received annually would rise to ca. £6-7m, including increased income from legacy pledges.

(b) With University graduates in 183 countries around the world, there were overseas ‘chapters’ of supporters in some countries which functioned as volunteer-led groups (although the large US chapter was formally registered as a charity).

(c) The motivation of donors was varied and tended to emerge from the interactions with them, e.g. some were interested in leveraging other funding (e.g. research council grants) while other were more interested in igniting new initiatives. Various new recognition groups would be launched as part of the campaign (College of Benefactors, Chancellor’s Circle etc).
(d) Given the different motivations of donors, a ‘mosaic’ approach would be adopted that allowed the campaign to pitch to individuals at different income levels. It was agreed that it was important to differentiate between different types of audiences and benefactions.

(e) The case for support had been provided to YUSU/GSA and further discussions would be held with the student organisations regarding opportunities for their involvement.

(f) The intention was not to seek endowment funding, which was generally unattractive to potential donors, although occasionally support for capital building projects could emerge from one-to-one relationships with specific large donors. Any such proposals would be appropriately considered by the relevant governance groups in the context of the evolving estates masterplan.

(g) It was agreed that a recent UEB training event on external messaging in respect of the campaign might usefully be delivered to Council members as a future pre-lunch session.

(h) Effort had been made to link the campaign goals and themes to the University’s values in respect of addressing global challenges, an approach which had been successful in the past (e.g. funding for research in ‘green’ chemistry). In response to the suggestion that there was insufficient reference to some of the research areas in which the University was world-leading, it was agreed further consideration needed to be given to the full range of such activities in order to leverage existing strengths to maximum effect. It was acknowledged that successful campaigns tended to resonate with a broad range of academic activity and needed to have sufficient flexibility for re-adjustments in response to emerging opportunities.

(i) Although separate discussions were ongoing with City of York Council regarding building the University’s presence in the city (e.g. through involvement in the York Central initiative, M18-19/67 below refers), it was possible that such projects could be considered in the context of fundraising.

Council thanked the Director for her presentation and decided to request that the training in external messaging (point [g] above refers) be provided as the pre-lunch session before its next meeting.

18-19/58 Feedback on Departmental Visits

Council members reported positively on the morning visits to the Departments of Law, Computer Science and Theatre, Film & Television, welcoming the opportunity to engage directly with academic staff and
students and to observe teaching and learning in action. Thanks were expressed to the Heads of these departments for arranging the visits.

18-19/59 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 as a board member for the York Central project (M18-19/67 below refers);
- all staff members who were members of the USS pension scheme declared an interest in the USS consultation report (M18-19/72 below refers).

18-19/60 Minutes

The unreserved minutes of the meeting held on 23 January 2019 (C.18-19/52) were approved. Further to M18-19/43 (International Student Mobility), it was confirmed that the York-Maastricht partnership would include a staff/student mobility scheme. Council also noted the action-schedule based on the minutes (C.18-19/53), in particular the items that were coming forward for discussion at this meeting.

18-19/61 Membership

Further to M18-19/48 (Appointments Committee), Council approved the recommendation from the Appointments Committee (tabled) that Dr Karl Dittrich be re-appointed to Council for a further four-year term from 1 August 2019.

18-19/62 Office for Students: Reportable Events

Council received for information a letter from the Finance Director to the Office for Students (OfS) formally reporting the following financial transactions (C.18-19/39):

- purchase of Stodham Investments Limited (July 2018);
- acquisition of full ownership of Student Accommodation Provision No3 LLP [SAP 3] (October 2018);
- signing of 30-year private placement debt agreements (December 2018).

Council endorsed the decision that the loan covenant breaches previously reported to Council had not been deemed a reportable matter as they had been successfully mitigated.
In response to a query on the bureaucratic nature of such reporting, the Registrar & Secretary confirmed that this was a requirement of the new OfS regulatory framework (condition F3[i]), although there still remained some uncertainty across the sector as regards the precise threshold applying to ‘reportable events’.

18-19/63 Financial Transactions  
**[FOI exempt/commercially confidential]**

18-19/64 Halifax Estates  
**[FOI exempt/commercially confidential]**

18-19/65 Student Residences  
**[FOI exempt/commercially confidential]**

18-19/66 Brexit

Further to M18-19/49 (Brexit), Council received a verbal report from the Registrar & Secretary confirming that the risk assessment work presented at the previous meeting was ongoing, with a recent focus on replacement funding for Erasmus+ exchange programmes (some of which were an embedded element in University course). It was noted that government support for Erasmus+ would continue until 2020 and that UEB had decided to under-write this funding up to 2020/21, with further consideration to be given to this matter once details of the EU withdrawal process were known.

Council decided that given the uncertainty and volatility of the current Brexit situation further reports on this matter should be a standing agenda item.

18-19/67 Executive Report from the Acting Vice-Chancellor  
**[FOI exempt/commercially confidential]**

18-19/68 Partnerships and Knowledge Exchange

Council considered a report from the Pro-Vice-Chancellor for Partnerships and Knowledge Exchange, Professor Jon Timmis (C.18-19/57).

Attending the meeting to present the report, Professor Timmis and the Director of Research and Enterprise highlighted in particular the following elements:

- bringing together different aspects of a very broad and varied portfolio through development of an overarching Knowledge Exchange Strategy;
- ongoing development of the Enterprise Fellowship Scheme launched in 2018;
positive feedback from regional partners on support for student enterprise (especially as regards retaining talent in the city);

- support for regional development, especially through the Industrial Strategy Challenge Fund;

- further institutional investment in the development of apprenticeships (with links to expansion of online learning);

- partnership working with venture capital/business angels, including re-modelling of the University’s relationship with the IP Group.

During discussion of the report the following points were noted:

(a) Income from collaborative research had grown consistently since 2012/13, partly in response to funder expectations and increased engagement with industry.

(b) Although there could often be a sound case for locating commercial companies near the relevant academic department, this was not always achievable in the context of current space constraints. Developments in respect of the masterplan, the Science Park and York Central were all relevant to such considerations.

(c) Key aspects of forging stronger links with the city of York included partnership working with the Local Enterprise Partnerships (LEPs), including in respect of York Central, as well as providing worthwhile opportunities for student entrepreneurs. It was reported in this context that the York Central project had secured significant funding for infrastructure works to open up the site for further development. Discussions with the city were held on a regular basis and fed into the development of local/regional development strategies.

(d) It was generally agreed that, as well as economic impact, broader societal impact was an important motivation for academic departments in this area, although it was acknowledged that growing such social enterprise initiatives and creating new jobs/wealth was a long-term process.

(e) Small and medium-sized enterprises (SMEs) were an important feature of the local and regional economy, especially in the creative sector, and there was mutual benefit in encouraging such companies to hire student interns. Creative industries would be an important feature of the York Central development, which from an estates planning perspective would also provide a valuable ‘front door’ for the University in the city centre.

(f) In terms of staffing capacity to fully support enterprise initiatives, it would take a few years to deliver facilities such as a new incubator for start-up companies, and as part of that process consideration would
be given to fully costed business plans that included the staffing element.

(g) Given the rich and diverse environment that could be arise from successful support for student start-ups (e.g. MIT/Boston as an exemplar), it would be important to persuade academics from all disciplines that this was a valuable activity that was not simply profit-driven but could also support social enterprises.

(h) With maximum HE Innovation Fund (HEIF) funding of £4m, the University had to carefully and strategically prioritise its allocation to applicants from across different departments while also delivering on the supply side in terms of support for colleagues. It was noted that some major initiatives (e.g. BioYork and the Creative Industry Cluster) had not been supported by HEIF but rather by targeted investment from the University and other funders.

(i) The newly established Partnerships and Enterprise Committee was an executive sub-committee of the University Senate to provide academic oversight of the knowledge exchange agenda.

Council thanked Professor Timmis for his useful and informative annual report and wished him well in his new role as Deputy Vice-Chancellor at the University of Sunderland.

18-19/69 Regulation 12: Intellectual Property

Council considered a recommendation from the University Senate that an updated version of University Regulation 12 (Intellectual Property) be approved for implementation from 2019/20 (C.18-19/60).

Attending the meeting to present the recommendation, the Intellectual Property and Legal Manager (Matthew Just) commented that the new regulation reflected current best practice, especially as regards student-generated IP, and that its development had been subject to wide consultation, including with the campus trade unions.

Council noted the following points in discussion:

(a) Although under the new regulation the University would take a smaller share of the equity in spin-out companies, there were mechanisms for increasing this share if University involvement was higher (e.g. through provision of enhanced business development support).

(b) As regards the IP ownership by visiting academics (incoming and outgoing) this would be regulated through appropriate contractual agreements.
(c) The clarity of the document was welcomed, especially in the context of attracting investors by assuring them that management teams remained suitably incentivised by a less diluted equity share.

(d) With regard to student-generated IP, there were established legal tests in respect of joint ownership which would dictate where ownership lay. It was noted that in cases where the University assumed ownership (e.g. due to co-creation with a staff member), the student in question would be treated as a member of staff for the purposes of commercialisation.

(e) On the question of licensing commercial IP, the difficulty was acknowledged of incentivising academics to pursue spin-outs and licensing opportunities, with implications for training that could be linked to REF impact assessments. It was also noted that charitable funders (e.g. Wellcome Trust) were keen for IP to be suitably protected.

(f) In response to a specific technical query via email from the Pro-Chancellor regarding the versions of articles submitted to publishers, the Pro-Vice-Chancellor (P&KE) agreed to clarify this matter outside the meeting.

Following discussion Council approved the revised University Regulation 12 for inclusion in the 2019/20 edition of the Ordinances and Regulations.

18-19/70 Independent Review of Teaching Excellence Framework

Council considered the University’s draft response to the Independent Review of the Teaching Excellence and Student Outcomes Framework (C.18-19/58).

Attending the meeting to present the proposed institutional response, which the Review had asked to be endorsed by governing bodies, the Pro-Vice-Chancellor/Teaching, Learning & Students (Professor John Robinson) and the Head of the Academic Support Office (Nigel Dandy) commented that it referred in particular to the need to focus on quality enhancement, issues relating to the use of metrics/benchmarks and the high additional workload associated with the submission process.

During discussion the following points were noted:

(a) The clearly evident risks that subject-level TEF might not drive improvement in weaker departments and could also distort student demand were also applicable to the institutional-level TEF.
The main thrust of the University’s response was that TEF could, if improved in some areas, be useful in support of quality enhancement activities, but was less useful as a form of information intended for potential applicants.

The University’s proposed response was not as critical as some others had been (e.g. from UUK) as some aspects of the experience of piloting subject-level TEF had been positive, with the response offering constructive ideas for addressing certain flaws. As the Head of a department which had participated in the pilot, Professor Petrie confirmed that drafting the subject-level submission had helped to highlight and endorse the Department’s approach to teaching, but that the opportunity cost in terms of academic time had also been considerable.

Following discussion Council approved the institutional response for submission to the Independent Review.

18-19/71 Expansion of Hull York Medical School

Council considered a recommendation from the Director of Estates that capital investment of £5.8m be approved to refurbish and expand the teaching facilities in the Hull York Medical School [HYMS] (C.18-19/59).

During discussion of the recommendation the following points were noted:

(a) The proposed expansion sought to accommodate the 90 additional students for which HYMS had submitted a successful transformational bid to HEFCE. The bid had originally committed to £3.2m capital investment, which had been a tactical decision as this level of investment would then have been required regardless of the number of additional student places awarded (which might have been less than the 90 ultimately agreed). Following confirmation of the 90 additional places more detailed option appraisal work had been undertaken to make the best use of the footprint of the existing HYMS building in York, leading to the recommended option of £5.8m investment.

(b) As a general point regarding future estates refurbishment and expansion, it was agreed that provision of flexible spaces should be factored into the design of new buildings to accommodate future needs. It was noted that such flexibility was easier to achieve with open-plan spaces than with cellular offices.

(c) In response to a query on HYMS admissions practices, it was reported that candidates now applied to either York or Hull (whereas previously
they had applied to the School and then been allocated to one of the two universities).

(d) As regards the difference in net present value (NPV) between the proposed Option 1 and alternative Option 2, it was noted that the former provided greater flexibility of space and also responded to risk assessments undertaken by the Estates Department as regards bringing forward required maintenance works. It was suggested that similar proposals in the future might usefully show such maintenance benefits as a negative/minus figure.

(e) The collaborative nature of the joint medical school with Hull was important to its unique profile and strongly supported by the Department of Health, as shown by its allocation of 90 additional places split across the two universities.

Following discussion and noting that the proposal had been recommended by UEB and Finance Committee, Council approved the recommendation that capital investment of £5.8m be allocated to refurbishment and expansion the teaching facilities in the Hull York Medical School.

18-19/72

Nominations Committee

Council approved the recommendation from the meeting of the Nominations Committee held on 8 February 2019 that, subject to due diligence checks in respect of each candidate to be undertaken by External Relations, the following nominees be invited to accept an honorary degree in 2020 or thereafter:

1. Alison Balsom (musician)
2. Professor Carolyn Bertozzi (chemist)
3. Lady Jill Black (Justice of the Supreme Court)
4. Kevin Carey (third sector; former Chair of RNIB)
5. David Edgar (playwright)
6. Paul Hardaker (physicist)
7. Dame Kelly Holmes (athlete)
8. Dame Frances Kirwan (mathematician)
9. Mark Laity (alumnus; defence journalist)
10. Kamila Shamsie (author)
11. Lisa Unger Baskin (book dealer/antiquarian)
12. Sir Ciaran Devane (CEO British Council)
13. Professor Diana Gibb (epidemiologist)
14. Mariana Mazzucato (economist)
15. Kevin Page (economist)
16. Dr Sean Simpson (alumnus; biotech entrepreneur)
It was also noted that the Committee was in the process of considering re-appointments to the University Court, with recommendations to be brought to a future meeting.

**18-19/73 USS 2018 Actuarial Valuation**

Further to M18-19/47 (USS 2018 Actuarial Valuation Consultation), the Registrar & Secretary reported that an initial meeting of the Urgent Decisions Group (UDG) had been held on 11 February 2019 to consider the University’s draft response to the current UUK consultation on the new (2018) USS valuation. It was however noted that insufficient information had been available from UUK to finalise this process and consequently the deadline for response to UUK had been extended to 13 March 2019. Council noted that the lay members of the UDG would agree by correspondence the final version of the institutional response for submission by the new deadline (as University members were conflicted by virtue of being active members of the USS scheme).

**18-19/74 Key Performance Indicators**

[FOI exempt/commercially confidential]

**18-19/75 Annual Health, Safety and Security Report**

Council considered the annual Health, Safety and Security Report (C.18-19/63).

Attending the meeting to present the report, the Director of Health and Safety Services (Denis Fowler) confirmed that overall he was satisfied with the level of institutional health and safety compliance and the positive feedback received from a number of externally conducted audits (including by the University’s insurers in respect of buildings and property). It was also reported that training initiatives were well attended and received by staff and students, with new online provision in some areas.

During discussion the following points were noted:

(a) Business Continuity Management (BCM) was a key area that had been tested in December 2018 by means of a major incident exercise on Campus East. BCM planning and resilience had also been tested by a real-life incident in October 2018 when a major water leak on Campus West had led to the suspension of teaching. It was noted that BCM planning was also linked to Brexit preparations and that further work would be developed on BCM resilience.

(b) Implementation of the SafeZone software application, which connected students and staff directly to the Security Centre (including
from overseas locations if pre-arranged), had enhanced personal safety arrangements. Lighting surveys were also routinely conducted on both campuses and no concerns had recently been raised, although this was reviewed when pathways were re-routed during building works.

Council thanked the Director for his annual report.

18-19/76 Student Recruitment Out-turn
[FOI exempt/commercially confidential]

18-19/77 In-Year Financial Performance
[FOI exempt/commercially confidential]

18-19/78 Business from Committees

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

(a) University Senate: 29 January 2019
(b) Student Life Committee: 24 January 2019
(c) Estates Committee: 1 February 2019

18-19/79 Unreserved Business from Senate

Council noted the following unreserved business from the meeting of the Senate held on 29 January 2019:

➢ Special Cases Committee annual report (C.18-19/68)

18-19/80 Use of Seal

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

18-19/81 Date of Next Meeting

The date of the next meeting was noted as Wednesday 22 May 2019 (11:00).