COUNCIL
Confirmed Minutes of the Meeting held on Wednesday 28 July 2021 at 0900-1330hrs in the Piazza Tipi, Piazza Building, Campus East, York.

Meeting Attendance

Members present: Denise Jagger (Chair and Pro-Chancellor)
Dr Pürnur Altay (attended virtually)
Professor Dame Vicki Bruce
Philip Carpenter (Pro-Chancellor)
Professor Simon Best
Andy Durrant
Professor Kieran Gibson (attended virtually)
Professor Charlie Jeffery (Vice-Chancellor and President)
Professor John Loughhead
Judith McNicol
Amanda Nevill
Patrick O'Donnell
Professor Duncan Petrie
Dr Philip Rycroft
Professor Charlie Jeffery (Vice-Chancellor and President)
Chris Thompson (Treasurer, Pro-Chancellor and Senior Independent Lay Member)
Professor Kiran Trehan (attended virtually)
David Watson

In attendance\(^1\): Dr Adam Dawkins (Secretary to Council)
Joan Concannon
Rebekah Desport
Jeremy Lindley
Mike Richardson
Professor Matthias Ruth (Pro Vice-Chancellor, Research and Innovation)
Stephen Talboys (Director of Technology, Estates and Facilities)
Melissa Nurcombe (Director of Marketing, Admissions, Recruitment and Outreach)
Rachel MacSween (Director of International)
Rachael Millhouse (Interim HR Director)

Apologies: Lindsey Fussell, Briana Pegado (leave of absence), Dr Joss Ivory, Viviane Yuxin Cao.

Section 1: Standing Items

Apologies, Welcomes and Valedictions (Oral Report)

20-21/182 The Chair noted:

\(^1\) For all items or as identified in the minutes
1. apologies for the meeting, and was delighted to welcome colleagues on-campus for the first time since the start of the Covid-19 pandemic, including that this was the first time that a number of Council members had attended a physical meeting of Council: Professor Dame Vicki Bruce, David Watson and Professor Kieran Gibson;

2. farewells for Drs Rachel Curwen and Purnur Altay, and Professor Duncan Petrie with thanks for their contribution to the business of Council during their term of office. Good luck was conveyed to Dr Altay for her future career and prospects. and she was commended on leading the Graduate Students’ Association (GSA) during a challenging two-year period.

Declaration of Interest in Items on the Agenda (Oral Report)

20-21/183 Council noted the following interests:

1. a standing interest amongst some staff members of Council in relation to the USS pensions schemes which would be referred to in the Vice-Chancellor’s Report and the UDG minutes from 02 July 2021 covering the University’s response to the UUK consultation on the indicative outcomes of the USS 2020 Valuation;

2. David’s Watson’s secondary interest

Council Minutes: 26 May 2021(C.20-21/89), Summary Action Tracking and Matters Arising not covered elsewhere on the Agenda (C.20-21/90)

20-21/184 Council confirmed the non-confidential and reserved business minutes of its meeting on 26 May 2021 as an accurate record, subject to a correction to record that Patrick O’Donnell was present for the meeting.

20-21/185 Council noted the actions log and the following Matters Arising not covered elsewhere on the Agenda,

Nominations Committee update from 27 July 2021 (Oral Report)

20-21/186 Council considered a verbal update on the meeting of Nominations Committee held on 27 July 2021.

20-21/187 The Secretary reported that the Committee had considered membership related recommendations 1, 3, 4, 6, 12 and 13 of the Halpin Partnership Review Report, and initial responses to these, to be discussed later in this section of the Agenda. The Committee had also considered and recommended a number of other Council and sub-committee membership related matters for Council approval, including to note the nomination of Professor Nicky Milner FBA to Council, to succeed Professor Duncan Petrie, governing instruments review proposals and an approach and apparatus for Chancellor Succession.

20-21/188 Resolved:
To approve:
1. the leave of absence as a member of Council granted to Briana Pegado from 30 June 2021 to 31 December 2021;
2. the recommended appointment of Professor Dame Vicki Bruce as an external Council member on Equality, Diversity and Inclusion (EDI) Committee with effect from the start of the 2021/22 academic year;
3. the appointment of Professor Laura Stewart as a member of Finance Committee with effect from the start of the 2021/22 for a three-year term;
4. the continued co-option of Clare Wesley to Remuneration Committee for a three-year period from 01 August 2021.

To endorse the proposed approach and timetable for the appointment of a
successor Chancellor to Professor Sir Malcolm Grant, delegating authority to Nominations Committee to oversee and determine the detailed governance of the recruitment as part of its proposed wider governance remit, and into which a Search Committee would report. It was noted that Council would be required to recommend a final candidate for Chancellor for formal approval of the Court.

**Vice-Chancellor and President’s Report (C.20-21/91)**

20-21/189 Council noted the Vice-Chancellor and President’s Report.

20-21/190 The Vice-Chancellor reported an update on the Covid-19 and the move out of Step 4 of the lockdown roadmap and implications for the University; on the UUK consultation on the indicative outcomes of the USS 2020 Valuation and next steps; progress in delivering the University’s Teaching Organisation reforms; an overall decline in NSS performance, basis for this and targeted improvement areas; the new Programme Monitoring Board of Planning Committee to review aspects of the University’s existing academic portfolio, the imminent soft launch of three new academic schools, with Professors Petrie and Gibson on Council respectively key to the School of Digital Creativity and Performing Arts (Music and TFTI - DCPA); and School of Physics, Engineering and Technology (PET) and a number of senior external academic and professional support appointments and two senior internal promotions.

20-21/191 Council observed that:

1. good progress had been made on the academic vision for PET, and the administrative structures, including a unitary School manager covering the merged departments. The same was the case for the DCPA School with governance and identity issues to be developed;

2. 

3. the importance of staff morale could not be underestimated including stressing to academic staff to take a holiday and the importance of clear contingency plans set out in advance for the Autumn Term 2021;

4. the implications of the USS covenant protection and ‘debt monitoring’ measures were explained, including the trigger points and why this had significant implications for institutional autonomy, and the restriction of the University’s capacity to enter into new debt if ever required for investment beyond institutional reserves.

**Council-Governance Effectiveness Review Executive Summary (Halpin – July 2021) (C.20-21/92)**

20-21/192 Council considered the final report containing the findings and recommendations arising from the Council-Governance Effectiveness Review undertaken by the Halpin Partnership Limited.

20-21/193 The Chair and University Secretary observed that:

1. the review reached the overarching conclusion that the University was performing well and that its governance was effective and performed well in relation to Halpin’s governance maturity model in many areas. Positive findings were reported in respect of understanding of the role of Council, the general governance culture (including in respect of open and collegiate relationships between executive and non-executive members), the leadership of the Chair and constructive and open relations with the
Vice-Chancellor and President and University Secretary, induction of members, and Council's contribution to strategy and monitoring of institutional performance;

2. the 14 recommendations and a range of suggestions, largely reinforce internal reflections on required corporate governance improvements, key to which was work to promote greater transparency and a streamlining of Council sub-committees. Following a meeting of the Halpin-University Steering Group, Chair and the Vice-Chancellor and President, we are confident that the recommendations and suggestions were, for the most part, sound, proportionate and realisable;

3. Equality, Diversity and Inclusion and how this was modelled at Council level was key, but specific recruitment quota in respect of disability, gender and ethnicity was not favoured, but that clear EDI commitments in respect of gender and race was already a specification for executive and other search for successor lay members, and ex officio, elected and nominated membership, whilst out of Council’s purview, demonstrated a commitment to these areas. However, it was recognised that there was more work to be done in relation to Council diversity, and equality monitoring across protected characteristics was undertaken and a commitment statement would be produced for Council (Recommendation 1);

**Action: AD**

4. Council would debate the size of its membership (Recommendation 4) but it was not felt that the Council was unduly large given the breadth of constituencies it catered for and the lay majority requirement;

5. the Vice-Chancellor and President and University Secretary would meet with the Senate nominees on Council to provide further support and induction to members and how they might ‘more effectively communicate to lay Council members what happens at Senate’ (Recommendation 13).

**Action: AD/CJ**

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20-21/194 Council observed that:

1. the findings of the Review were welcomed and it thanked the University Secretary and Halpin consultations for the work undertaken. Members agreed with the interpretation of the findings, and in particular foreground the importance of the Council sub-committee structures review, which spanned several recommendations;

2. in respect of Recommendation 4 on the size of Council, whilst large if compared to a unitary corporate board of directors, the Council was not an outlier in terms of the size of its membership in the University sector based on benchmarking undertaken. Also, the size of Council was partly reflected by its membership distinctive features such as the existence of two Students' Unions, and that it recognised the University Secretary’s recommendations that ‘up to’ could be built into membership categories in the revised Statutes to enable flexibility amongst whilst maintaining a lay majority. The priority - rather than an undue focus on Council size - was that the membership capacity as existed was maximised across all individuals to continue to add value to advising the University Executive and constructively holding them to account;

3. with regard to Suggestion 8, Professor Best noted that he was identifying mentoring relationships with staff in relation to his expertise in entrepreneurship, and other Council encouraged other Council members to follow suit. This also helped raise visibility and understanding of the visibility of Council amongst staff and students, as an important theme in the Report.

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20-21/195 **Resolved:**

To endorse the findings of the Halpin Partnership Limited Council-Governance Effectiveness Review and for the implementation of the recommendations, other than in a minor number of areas, where there was divergence in views, which would also be captured in a response to be presented to the next formal Council meeting.
Section 2: Strategic Development, Planning, Performance Monitoring and Resourcing items for consideration and/or decision

Five-Year Forecast 2021/22 to 2025/26 (C.20-21/93) and Savings and Earnings (Presentation)

20-21/196 Council considered the five-year forecast 2021/22 to 2025/26 and a Savings and Earnings Presentation.

20-21/197 The Finance Director and the Treasurer reported that:
1. key to the forecast were that financial covenants would be met in all years; a net operating surplus position would be delivered and a free cash annual target
2. there was reasonable confidence that the savings and earnings targets identified in the report and presentation would be realised
3. pension provisions on the balance sheet would likely escalate sharply in the accounts for the year ended 31 July 2022, due to the timings of the valuations we are less likely to see such huge increases in 2020/21.

20-21/198 Council observed that:
1. it agreed with the Treasurer’s view that whilst this was a stretching forecast to deliver savings and income growth such as in relation to internal student income, implementation of ambitious change initiatives was key, such as the Professional Services Delivery (PSD) programme. Addressing staff payroll expenditure would be an outcome of this wider review, and in line with decline forecast over the five-year period;
2. strategic investment in areas
3. understanding what the most critically impactful activities are would be key, with the view that most staff recognise that tuition fee income is pivotal and that research income is also a necessity to deliver the core academic mission, but that there was always more progress required to communicate clearly and openly to staff about the financial challenges and their role in their resolution;
4. it commended the careful consideration and balancing of commitments which had informed the five-year forecast.

20-21/199 Resolved:
To approve the Five-Year Forecast 2021/22 to 2025/26.

University Strategy to 2030: Final Strategic Aims and Objectives (C.20-21/94)

20-21/200 Council considered the final University Strategy to 2030 Strategic Aims and Objectives.

20-21/201 The Pro Vice-Chancellor for Research reported that, given the evolution of the Strategic Aims since approved by Council, it is appropriate to seek Council approval for the aims and the revised objectives.

20-21/202 Council observed that:
1. the strategic aim of ‘Curiosity-driven and action-oriented research’ risked over-describing what should be intrinsic to research activity, but it was recognised that the full statement reinforced research as focussed, hopefully impactful and not simply for its own sake;

2. it was acknowledged that the baskets of Strategic Aims and Objectives did not detail how the strategic aims would be approached and what structural and infrastructural changes would need to be affected for their realisation. The specifics of measurability of success in delivery of the Strategic Objectives was not apparent, but it was recognised that subsequent work to formulate Strategic KPIs, for presentation at the 08 October 2021 Council-UEB Away Day for approval, would cement this next phase;

3. the work of the design agency would be key to ensure that the final Strategy document was accessible to a wider group of stakeholders from outside academia. This would coincide with a refresh of the University’s brand identity.

20-21/203 Resolved:
To approve the University Strategy 2030 in the form of the final strategic aims, for Strategy document finalisation and targeted launch in October 2021.

Developing Strategic KPIs (C.20-21/94i) and Council KPIs (Current) (C.20-21/95)

20-21/204 Council considered an advanced draft of the framework within which new Strategic KPIs would be finalised, and the current Council KPIs report.

20-21/205 The Director of Planning and Risk reported that:
1. beyond the principles set out in the paper, the KPIs were key measures of performance over time, with additional contextual metrics for each of: Research, Teaching and Learning, Partnerships, Community and a Successful University (which was about agile and aligned structures);

2. the links to strategic and business risks and the strategic KPIs was key;

3. the objective was to bring the final suite of Strategic KPIs to the Council-UEB Away Day on 08 October.

20-21/206 Council observed that:
1. some of the KPIs were quite traditional measures and there were few waymakers in innovative territory in what was proposed, with capturing and evaluating the transformational element as key;

2. to consider whether there should be a strategic KPI for ‘reputation’ noting that it spans the entire suite and can be measured through a range of stakeholder surveys from Youth Insight panels to alumni surveys, through to the evaluation and policy consultancy of London Economics on York’s impact;

3. it was recognised that underpinning values and enduring success measures as defined by the University should be reflected in the KPIs, whereas some of the quantitative contextual metrics such as league table performance may vary over time in terms of the University’s performance against them;

4. international research collaborations and co-authoring research outputs with industrial partners could be a measurement area, as it might also positively impact on research citations and associated league tables measures;

5. how research KPI performance was relative across different disciplines, including the arts and humanities, and using KPIs as a tool to counter a government narrative that these subjects did not respond to economic need or labour market demands;

6. there could be scope for KPIs to be shared across institutions in terms of strategic goals and service performance, and the more detailed aspect of how faculties and departments performance measures would stem from, and feed up to, strategic KPIs;

7. whilst many of the measures were outcomes-based, ensuring they also afforded insights into the efficiency and operation of the organisation also.
Resolved: To endorse the direction of travel for the Strategic KPIs framework and welcomed consideration of the final suite of Strategic KPIs at its Council-UEB Away Day on 08 October 2021.

External Relations and Planning Report Undergraduate and Postgraduate Admissions 2021/22 (C.20-21/95)

20-21/208 Council considered the Undergraduate (UG) and Postgraduate (PG) Admissions Report for 2020/21 based on the UCAS post-application position.

20-21/209 The Director of External Relations, Director of Marketing, Recruitment, Admissions and Outreach (MRAO) and Director of International reported that:

1. targets were being set for key markets, reducing over-reliance on individual countries and regions and on specific academic departments;

2. MOOCs were becoming used more greatly as a pathway onto degree programmes and to support students in the transition to HE, with the Pro Vice-Chancellor (Teaching, Learning and Students) and Academic Registrar identifying additional support mechanisms, seeking to strengthen retention and regain lost learning over a challenging year.

20-21/210 Council observed that:

1. an upside was predicted in emerging from the demographic dip in the population, which would also intensify institutional competition such that York would need to be able to clearly set out its attractiveness;

2. however, it was important to note that York was creating institutional incentives to move towards greater selectivity, moderating in-year offer behaviour, reducing reliance on UGH students, which was also an opportunity to positively influence Staff-Student Ratios (SSRs).
University of York Pension Fund (UoYPF) 2020 Valuation and Related Proposals (CONFIDENTIAL and COMMERCIALLY SENSITIVE) (C.20-21/98)

20-21/213 Council considered the outcome of the University of York Pension Fund (UoYPF) 2020 valuation and ongoing discussions with UoYPF Trustees.

20-21/214 The Interim HR Director reported that:

1. The UoYPF 2020 valuation needed to be concluded by the statutory deadline of 31 October 2021, which was demanding but achievable.

2. A number of benefits changes to the scheme would be proposed and were still being finalised, prior to discussion with UEB, its Pensions Advisory Group and the UoYPF Trustee, supported by both parties’ actuarial advisors. If benefit changes are proposed, a statutory 60-day staff consultation period would be undertaken with scheme members.

20-21/215 Resolved:
To approve the valuation proposals set out in the paper, including the transfer of the post valuation deficit to the UoYPF (currently expected to be £12.4m and up to no more than £14m).

Section 3: Policy and Regulatory Matters

Scheme of Delegated Approvals (SoDA) (C.20.21/99)

20-21/216 Council considered the revised and retitled Scheme of Delegated Approvals (SoDA), which had been comprehensively reviewed as part of the internal workstream of the Council-Governance Effectiveness Review.

20-21/217 Resolved:
To approve:
1. the revised Scheme of Delegated Approvals (SoDA) and its overall
approach, to enable this revised version to be launched for the start of the next academic year;

2. empowerment of the University Secretary and nominee to make changes to the management detail in the Scheme (the detailed tables which comprise the approval lines) as required to enable the document to remain update and capture further necessary amendments, and to bring a revised version for approval at key intervals, e.g., annually but to likely bring a version back in March 2022 to highly the more pressing future changes progressed to this point.

Annual Statement of Research Integrity 2020-21 (C.20.21/100)

20-21/218 Council considered the Annual Statement of Research Integrity 2020-21 as presented by the Pro Vice-Chancellor (Research and Innovation) as endorsed by University Research Committee and Senate.

20-21/219 Resolved: To approve the Annual Statement of Research Integrity 2020-21 for publication.

Section 4: Sub-committee Summaries and Meeting- related information

20-21/220 Council considered the Reports from the Presidents of YUSU and GSA respectively (C.20-21/101-2) noting that this was Dr Altay’s last Council meeting, and thanking her for leadership of the GSA for the last two years and sending best wishes for the future.

20-21/221 Council noted the executive summaries of key activities from YUSU and GSA (C.20-21/101-102), Nominations Committee: 25 May 2021 (C.20-21/103), Remuneration Committee: 27 May 2021 (C.20-21/104), Urgent Decisions Group (UDG) 07 June 2021, 21 July 2021, 2 July 2021 (C.20-21/105/5i-106); Equality, Diversity and Inclusion Committee: 10 June 2021 (107); Student Life Committee: 17 June 2021 (C.20-21/108); Honorary Associations Committee: 30 June 2021 (see Reserved Business below); Senate: 6 July 2021 (C.20-21/110) and an oral report from the Treasurer on Finance Committee: 21 July 2021.

Reserved Business:
Section 5: Any Other Business

20-21/224    At 1315 hrs the Chair of Council will hold an informal session with the lay Council members until 1330hrs.

Dr Adam Dawkins
Secretary to Council