COUNCIL
Confirmed Minutes of the Meeting held on Wednesday 20 May 2020 at 0930hrs by video-conferencing.

Members Present: Denise Jagger (Chair and Pro-Chancellor), Dr Pürnur Altay, Professor Neil Audsley, Mr Sam Bayley, Philip Carpenter (Pro-Chancellor), Professor Simon Best, Dr Rachel Curwen, Mrs Lindsey Fussell, Professor Charlie Jeffery (Vice-Chancellor and President), Professor Caroline Hunter, Ms Samara Jones, Professor John Loughhead, Judith McNicol, Amanda Nevill, Professor Duncan Petrie, Professor John Robinson (Pro-Vice-Chancellor, Learning, Teaching and Students), Mr Richard Sommers, Professor Saul Tendler (Deputy Vice-Chancellor and Provost), Chris Thompson (Treasurer).

In attendance: Dr Adam Dawkins (Head of Governance and Assurance as Interim Secretary for this meeting), Joan Concannon (Director of External Relations - for Minutes 19-20/187-189), Rebekah Desport (Director of Planning), Dr Joss Ivory (Director of Human Resources – for Minutes 19-20/160-180), Jeremy Lindley, Melissa Nurcombe (Director of Marketing, Recruitment, Admissions and Outreach for Minutes 19-20/187-189), Mr Denis Fowler (Director of Health and Safety – for Minutes 19-20/198-200).

Apologies: Jo Horsburgh (Secretary), Dr Karl Dittrich.

Section 1: Standing Items

19-20/160 Council noted apologies for absence recorded at the start of the Minutes.

19-20/161 On behalf of Council, the Chair reported that:
   i. this would be Samara Jones’s last Council meeting, as her term as President of YUSU would end prior to Council’s July meeting. Thanks were recorded for Samara’s major contribution to the work of Council, and in her substantive role as President of YUSU. There would be a further opportunity to mark Samara’s departure;
   ii. Patrick O’Donnell, President Elect of YUSU for 2020/21, was observing this Council meeting as part of his handover, and that looked forward to welcoming Patrick as a Council member at the start of the 2020/21 academic year;
   iii. it was with regret that Dr Karl Dittrich has signalled his intention to resign from Council prior to the end of his first full four-year term, due to competing demands on his time, following appointment as interim President of the Dutch Open University. Karl was appointed to Council in January 2018, and had made a major contribution to its work since this time, as well as his participation as a member of Audit and Risk and Student Life Committees. A formal thank you would be issued to Karl on behalf of Council and we wished him the best of luck for the future;
   iv. as Council was aware, the OfS had launched a consultation on introducing a time-limited, retrospectively applied registration condition to cover provider conduct to ensure the stability and integrity of the sector. The Head of Governance and Assurance had drafted a response on behalf of the University and would circulate it to Council for comment.

19-20/162 Council noted the declarations of several members’ and attendees’ interest, namely in relation to UEB members and attendees of Council who were members of USS, should reference to the Scheme arise.

Council Minutes: 26 February 2020 (C19-20/58) and Written Resolutions: 23 March, 26 March and 2 April 2020 (C.19-20/58i-iii)

19-20/163 Council confirmed the Minutes of its meeting on 26 February 2020, and the Written Resolutions taken since this date, as an accurate record.

Action Tracking and Matters Arising not covered elsewhere on the Agenda (C19-20/59)

19-20/164 Council noted the update on actions linked to its business.
**Matters Arising: Council and Committee Membership and Nominations Related Matters (C19-20/59i)**

19-20/165 Council considered a number of Matters Arising in relation to Council and related membership nominations and appointments.

19-20/166 The Chair reported that:

i. a successor to Richard Sommers from within Audit and Risk Committee would be sought in due course, to chair the Committee and also be appointed a lay Council member. Richard had kindly agreed to remain on Council beyond the end of his initial two-year term in July 2020 to the end of the calendar year 2020;

ii. Sam Bayley’s first term as an elected professional support staff representative on Council would come to an end at the end of July 2020, as would the terms of Professors Caroline Hunter and John Robinson as Senate academic staff nominees to Council;

iii. Lindsey Fussell was coming to the end of her initial two-year term on Council in July 2020, and we would seek formal approval to Lindsey’s re-appointment prior to, or at the next Council meeting;

iv. Health, Safety and Welfare Committee was seeking a replacement academic staff chair, with a proposed appointee included in the paper. It was noted that a future discussion was proposed around whether a number of committees which currently reported into Council were management-oriented in remit, and whether they would more appropriately be transferred to committees or groups of UEB. This included Health, Safety and Welfare Committee. Proposals would be brought forward at a future date following further reflection and UEB consideration.

**Resolved:**

To appoint Professor Kieran Gibson to succeed Professor Tony Ward as Chair of the Health, Safety and Welfare Committee with effect from 01 August 2020.

**Vice-Chancellor’s Report (C19-20/60)**

19-20/168 Council considered the Vice-Chancellor’s Report.

19-20/169 The Vice-Chancellor reported that:

i. Covid-19 had crystallised as a pandemic since the February 2020 Council meeting when Council was apprised of the first case in the country, which included a student at the University. Council had received periodic virtual briefings of the University’s response to Covid-19, as well as copies of regular email communications to staff and students. The impacts of the pandemic were far-reaching but key responses included: transitioning all Summer Term 2020 teaching, learning and assessment online; working from home for staff; furloughing a small number of staff in the York Commercial Limited (YCL) which might also be extended to some UKRI-funded research staff, and the extension of the use of open-ended contracts for staff in income generating or funded activities, to reduce uncertainties for staff on fixed-term contracts; a range of cost-cutting measures, including enforcement of a business critical spend policy and a staff recruitment freeze;

ii. UEB had recently co-approved (with Health, Safety and Welfare Committee) a Covid-19 secure management procedure as a local application of government guidelines to support a transitioned release from lockdown. The return of laboratory-based research was a strategic priority area for re-opening;

iii. in the absence of a support package for the HE sector, other than the acceleration of portions of already due income and encouragement to consider using the furlough and corporate loan schemes, the government taskforce on Universities Research and Knowledge Exchange Sustainability would be crucial to address the specific sustainability needs of the HE sector, and particularly the research-intensive institutions;

iv. commendation to all staff for their hard work and ability to adapt to change during this challenging period, and to the patience, support and resilience of the student body;
v. congratulations were offered to the newly and re-elected YUSU sabbatical officers for 2020/21 and to Professor Tracy Lightfoot who would succeed Professor John Robinson as Pro-Vice Chancellor (Teaching, Learning and Students) from 01 October 2020. Special thanks were extended to Professor Deborah Smith who had continued as Pro Vice-Chancellor (Research) until 01 May 2020 and would now be a Special Advisor to the Vice-Chancellor for the Research Excellence Framework (REF) 2021.

Section 2: Strategic Development, Planning, Performance Monitoring and Resourcing items for consideration and/or decision

Covid-19 Regulatory and Strategic Implications:

Teaching and Learning and Assessment Policy Decisions (C.19-20/61)

19-20/170 Council considered an update on key teaching, learning and assessment policy decisions taken by the Chairs of Senate, University Teaching Committee (UTC) and the Standing Committee on Assessment (SCA) to mitigate the impact of the coronavirus pandemic on the student experience.

19-20/171 The Pro Vice-Chancellor (Teaching, Learning and Students) reported that:

i. amendments to University Policy and Regulations have been developed by the Academic Contingency Group in the context of Covid-19, prioritising teaching, learning and assessment for the Summer Term 2020. The rapid timescale required for developing the contingency arrangements, amendments to teaching, learning and assessment-related policies had been considered, and approved, by the Chair of the respective Committees in the University’s academic governance system, acting on behalf of its members;

ii. key changes included the complete migration from face-to-face or blended to online teaching from the start of the Summer Term 2020, a totality of online examples, and cancellation of all first year examinations; the safety net assessment policy for UG students; adjustments to the PGT assessment criteria for ‘Merit’ and ‘Distinction’, exceptional circumstances for academic appeals and taught student progress and contingency measures for PGR student progression;

iii. Senate noted the nature and rationale for the regulatory and policy changes at its 05 May 2020 meeting, having been apprised throughout of the rapidity of decisions which needed to be taken on its, and its sub-committees’ behalf. All agreed amendments and variations had been mapped against the relevant policy documents, the formal record of which would be received by the SCA in July 2020;

iv. whilst these decisions were within the domain of academic governance, they were presented to provide Council with assurance on the governance of academic policy review and approval.

19-20/172 Council observed that:

i. whilst it was assured that parity of academic quality and standards would be safeguarded during this, and likely future, periods of online delivery and assessment, it enquired as to whether there was an external perspective from student representative organisations or national regulatory bodies on universities’ ability to maintain this in an online context. It was noted that the Office for Students (OfS) and the Quality Assurance Agency for Higher Education (QAA) had issued guidelines and requirements to ensure that the student interest was protected during this period, as well as supportive guidance and insights to facilitate institutions in the case of the latter body;

ii. whether the OfS provided a clear regulatory steer on expectations placed on providers during this period. The University’s response to the recent consultation from the OfS to introduce a time-limited condition of registration on the conduct of HEIs during the pandemic period to support the ‘stability and integrity’ of the HE sector, was an example of where the OfS was not always as clear as it could be in advising on its Regulatory Framework;

iii. there was a strong likelihood of increased student appeals during this period, reflecting the exceptional circumstances experienced by students. Whilst the swiftness of response with which the University has acted to move to online provision was commendable, the unsettling nature of the speed and nature of changes for students, and their varying abilities to adapt to such change was a key concern for the University, and all universities. From the start of the 2020/21 academic year, the critical importance of the student experience outside the ‘classroom’, whether physical, virtual or a mixture would be absolutely key as an integral part of university life.
<table>
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<tr>
<th>19-20/173</th>
<th>Council considered two inter-related items, the first on principles underpinning short and long-term University Strategy in the context of Covid-19 and the second on a proposed approach to a University Strategy and Transformation programme.</th>
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| 19-20/174 | The Vice-Chancellor reported that:  
   i. his reflections on the University Strategy in the context of covid-19 had been shared with the Council sub-group and subsequently refined. The financial impacts, short-term uncertainty for 2020/21 and the enduring effects had been discussed with Council, as had the imperative for the University to adopt an adaptation mode to the current circumstances in order to innovate, diversify and thrive;  
   ii. a steer from Council on whether it considered the principles in the paper were appropriate to underpin the strategic response to the current and likely future circumstances, re-framing those set out in the Strategic Vision: a university for the public good, a community of shared purpose and the need for agility and responsiveness across all our activities and operations, and the acceleration of this in the context of Covid-19;  
   iii. as Council was aware, the Strategy 2030 development had been deferred in the context of contingency priorities and the significant uncertainty in relation to student recruitment until September 2020, as the major strategic lever for the University;  
   iv. the second paper would be taken as read in the absence of the Registrar and Secretary which set out the framework for a strategic transformation programme spanning contingency, existing and resurrected strategy development and the culture and change programme required. An agile methodology was set out in the paper, mirroring its usage for the University’s enterprise systems projects;  
   v. a virtual webinar with all staff in June 2020 would be a starting point for a staff-wide consultation on the next steps in Strategy Development and the transformation programme. |
| 19-20/175 | The HR Director reported to Council in confidence that a Voluntary Options programme, including voluntary severance (plus with early retirement) and other pay reduction opportunities, such as unpaid leave and career breaks. The programme of measures would be launched in June 2020 as a means of generating staff expenditure savings ahead of an anticipated period of significant financial challenge from 2020/21 onwards, and to seek to avoid future compulsory redundancies. |
| 19-20/176 | Council observed that:  
   i. it found the Vice-Chancellor’s reflections on key principles and strategic development in the context of Covid-19 insightful and it reaffirmed members’ own view on how the University should approach its response and development;  
   ii. whilst strong relative to some other institutions, and strong cashflow, the University would not be exiting the Covid-19 crisis in a positive financial position, and a more balanced economic model was required, with renewed focus on the diversification and increasing of income alongside the generation of financial savings, in order to invest in the University Strategy;  
   iii. whilst the Vice-Chancellor had emphasised that the strategic transformation approach articulated in the Registrar and Secretary’s paper was provisional, a number of points were made on a strong document, including in terms of strategic priorities;  
   iv. whether this raised a question about the future strategic prioritisation of funded research given that it was often cash neutral, or lost income. The Vice-Chancellor confirmed that funded research remained critical for the University, even in a period where challenge choices would need to be made about the University priorities, given the centrality of research to the University’s purpose and intended societal impact, its reputation and longer-term growth and sustainability;  
   v. the culture change requirements and shifting of the entire risk map and appetite of the University would be key to the success of a transformation programme; |
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<td>vi.</td>
<td>the emphasis on agility and responsiveness as a way of working was fully supported, provided that the approach to agility which had been demonstrated in crisis mode continued into a the ‘new normal’. The importance of leadership bandwidth was key to invest the time and resources to deliver an agile approach and methodology well across the entire organisation;</td>
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<td>vii.</td>
<td>whilst University transformation was and had always been imperative, that it had accelerated may bring about change fatigue. The importance of ensuring staff welfare and wellbeing in what would be a period of continual change was critical;</td>
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<td>viii.</td>
<td>on the transformation governance proposals, concerns were raised in relation to composition of the Policy Group, in not comprising frontline academic staff. Assurance was given that this central steering group would not substitute University-wide consultation and engagement.</td>
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19-20/177 **Resolved:**

**To endorse:**

i. the principles for, and mode of response to, short and long-term strategy in the light of Covid-19;

ii. the need for a University-wide transformation programme, noting that the current model was subject to further development.

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19-20/178 **Council considered** the Gender Pay Gap Report for the period to 31 March 2019.

19-20/179 **The HR Director reported** that:

i. the Report had recently been published in early March 2020. Whilst there was no requirement to report in 2020 due to Covid-19, the University considered it important that the University data were available and were subject to scrutiny;

ii. the mean gender gap for 2019 had marginally increased on 2018, at 18.9%, with a minor decrease in the median gap. The increase in the mean gap is due to: the inclusion of casual workers in the data, which are predominantly low paid, and disproportionately held by female workers; in the increase in males in senior management grades 10-11. Russell Group benchmarking data were provided.

19-20/180 **Council observed** that:

i. the University’s continued success and commitments in Athena SWAN, its work to maximise promotion opportunities for senior female academic leaders and on Low Pay are all interventions directly intended to reduce the gender pay gap;

ii. gender-balanced recruitment panels and representation on senior bodies would help signal and bring about positive change.

19-20/181 **Council considered** the updated KPI dataset.

19-20/182 **The Director of Planning reported** that:

i. the routine annual cycle of data reporting had been disrupted due to the Covid-19 pandemic, which would impact on the expected calendar and timetable for reporting to UEB and onward to Council. For example, this might affect the timing for receipt, analysis and onward reporting of Core KPI T2 (NSS Overall Satisfaction) and contextual KPI domestic and international league tables;

ii. since the February 2020 Council meeting, newly received data for the Core Financial KPI: F2g - Adjusted operating cash flow (AOCF) for 2018/19, which retained an ‘Amber’ from 2017/18, but which marked the lowest annual AOCF in the period 2014/15-2018-19;

iii. as updated to the January 2020 Council meeting, once the new Strategy 2030, and strategic priorities had been defined and agreed, the objectives and milestones flowing from these would enable articulation of a set of new KPIs for Council approval, and UEB responsibility for delivery against. As Council would be aware, the development and finalisation of the Strategy had been

19-20/183 Council observed that:
i. whilst the University’s AOCF cashflow remained healthy and was likely to be at year-end 2019/20, its lower growth compared to the Competitor Group of HEIs was a potential concern. AOCF aside, wider financial sustainability would be the main area of focus as the financial implications of Covid-19 were measured and evaluated from 2020/21 onwards;
ii. actions were in train to mitigate a breach of the financial covenants at 2019/20 financial year-end, as well as engagement with lenders for this period, 2020/21 and beyond. However, an ‘Amber’ rating for Core KPI F2h ‘Banking Covenants met during the MTP period’ may be more accurately rated as ‘Red’ to highlight that this KPI represented a significant risk exposure for the University.

19-20/184 Council considered the Q2 2019-20 Finance Report.

19-20/185 The Finance Director reported that:
i. an operating deficit was forecast, which needed to be brought to zero by year-end in order to ensure financial sustainability and an ability for strategic investment to continue. The forecast year-end cash balance was strong;
ii. Covid-19 had made the ability to accurately forecast a year-end position particularly challenging, with an adjustment to the forecasts proposed at Q3;
iii. 2020/21 would be when the most significant financial impact would be experienced;
iv. neither losses associated with Brexit, nor the recent staff pay deductions for those participating in industrial action were included in the forecast;
v. the accounting impact of the 2019 valuation of USS had been forecast, resulting in a credit which partly offset the charge accounted for in the 2019/20 annual accounts;
vi. staff costs as a percentage of income remained high, at 61.2%.

19-20/186 Council noted the Q2 2019-20 forecast and that the in-year and 2020/21 financial challenges of Covid-19 had overtaken this modelling, the initial impact of which would continue to be shared with Council.


19-20/188 The Director of External Relations and Director of Marketing, Recruitment, Admissions and Outreach reported that:
i. as Council would be aware, DfE had introduced temporary student number controls, confirming that providers could recruit up to +5% of their forecast recruitment target for the year and, if meeting this, would be able to bid for a total of an additional 10k places across providers in some STEM and health-related disciplines;
ii. the scale should not be underestimated and required additional UG students to be identified based on current offer and applications data. Acknowledging the likely challenge, the Russell Group and UUK had launched domestic campaigns to reassure students of a high quality academic experience awaiting them in 2020/21;
iii. despite the adverse position with UGH applications, offers and conversion relative to 2019/20, UGO applications and offers were strong;
iv. the University’s MOOCs offer had been extended to all offer holders, and two short, closed online courses had been developed to support UG and PG transition to September 2020 study;
v. the intelligence received from DataHE would link to the University’s digital advertising targeting in the period leading up to and into 2020 Clearing and Confirmation. Nudge theory insights were also informing the University’s approach, drawing on the expertise of psychologists in the University;
vi. PGT recruitment had been an area of focus, including providing collateral for academics to use with current UG students who may wish to stay on to undertake PGT study at York;

vii. in the international context, reinstatement of the post-study work visa was considered positive, as was campaigning to reassure students that the UK was a welcoming place to live and learn.

19-20/189 Council observed that:

i. there was a trade-off between student recruitment volume and challenges around entry tariff, and a risk of institutions including York, potentially needing to reduce tariff to meet forecast recruitment targets would be more marked for 2020/21 recruitment than prior years. Unusually, this may actually lead to a positive league table outturn on this measure in the event of needed to reduce entry tariff for specific programmes;

ii. the importance of sending positive messages to national and international students was critical in the current context, including capitalising on the safe, welcoming, rural and countryside City context of York, whilst being in close proximity to urban settings in Yorkshire and the North East.

City College Thessaloniki: Proposal (C.19-20/67)

19-20/190 Council considered a progress report on the proposed partnership between the University and City College, Thessaloniki.

19-20/191 The Deputy Vice-Chancellor and Provost and the Executive Dean (Social Sciences) reported that:

i. at its core, the proposed partnership was validation by York of City College’s academic programmes, whereby registered City College students would receive a University of York award. Validated programmes would include City College’s strengths in business and management, which were complementary to The York Management School (TYMS) portfolio, including an AMBA-accredited Executive MBA;

ii. the strategic positioning of the College in the Balkans and for the Commonwealth of Independent States (CIS) region provided York with a major opportunity for collaboration, public good and outreach, and an international presence and increased recognition in this region;

iii. the developing research culture at City College, including a number of faculty publishing in 3* and 4* rated journals, along with research theme complementarity in areas including supply chain and environmental management;

iv. following recent legal advice to the University, City College students would not be registered with the University as this would require taking on greater responsibilities and control of the College, and the related liabilities associated with that;

v. the financial model was set out in the paper, including modest but increasing revenue to York over the five-year period;

vi. Senate positively received the proposal at its May 2020 meeting;

vii. further due diligence and contract development was underway, and early stage identification which would make this a holistic, strategic partnership.

19-20/192 Council observed that:

i. there were benefits to the relationship both the pre-Covid-19 context in which the partnership opportunity was identified, and a post-Covid-19 international operating environment;

ii. there was a range of reasons why the long-standing partnership between the College and the University of Sheffield had ended, but that this was not a cause for concern for the University, based on the due diligence undertaken and assurances received to date. It was also important that the University sought to develop a relationship which was fit and sustainable for both parties;

iii. Students’ Union representation on the group chaired by the Executive Dean (Social Sciences) was confirmed;

iv. students registered with City College would not be countable as University of York students in measures including entry tariff, progression and degree outcomes.

19-20/193 Resolved:
To endorse the progress to date on the proposed partnership between the University and City College, Thessaloniki, for formal approval at Council’s July 2020 meeting.

Professor Caroline Hunter withdrew from the Meeting at this point at approximately 1230 hrs.

**Strategic Risk**

**Risk Policy, Strategy and Assurance Framework (C.19-20/68) and Strategic Incident Risk (C.19-20/68i)**

19-20/194 Council **considered** the revised Risk Management Policy, Strategy and Assurance Framework.

19-20/195 The Finance Director **reported** that:

i. Audit and Risk Committee had endorsed the revisions to the content of the document, which centred on inclusion of governance and reporting arrangements for corporate/strategic risk arrangements formulated by the Head of Governance and Assurance. This included Council’s ultimate accountability for setting the tone, direction and framework for risk, including risk appetite, through to the management and leadership role of UEB and co-ordination role of the Risk Review Group;

ii. a draft Covid-19 specific risk register was under development, for mapping to the existing strategic/corporate risk register. This work would likely impact on the formulation and content of corporate/strategic risk controls.

19-20/196 Council **observed** through the Finance Director and the Chair of Audit and Risk Committee that Audit and Risk Committee wished to receive the full strategic/corporate risk register and specific updates on as a standing item on its agenda. This was to be able to demonstrate and validate the Committee’s general sense that adequate risk management arrangements were in place, and to provide assurance that risk management was an integral, proactive and embedded approach and activity in University developments, decision-making and day-to-day business operations.

19-20/197 **Resolved:**

To approve the revised Risk Management Policy, Strategy and Assurance Framework.

**Section 3: Policy and Regulatory Matters**


19-20/199 The Director of Health and Safety Services **reported** that:

i. the report summarised significant achievements in health and safety for the annual period to December 2019, including revised policy arrangements, a number of improvements in fire safety staff training, briefings and external inspections in this and other areas of compliance, and the planned implementation of Departmental Health and Safety Management Plans across faculties and departments;

ii. the non-health and safety work of the team include continued due regard with the Prevent Duty, with the outcome awaited from the OfS, with no concerns were anticipated, high levels of annual insurance questionnaire completion and finalisation of a new insurance brokerage tender;

iii. a high risk internal audit report on Health and Safety Governance had already been shared with Council.

19-20/200 Council **observed** that:

i. since the production of the Annual Report, fire safety/stopping installation remedial works were underway given the concerns with the standards of work of the previous contractors, in two student residences on Campus East. The prior contractors were being actively pursued to cover costs for the remedial work required. A new fire safety briefing online training package would be launched to coincide with the start of the Autumn Term 2020;
the reference at the start of the meeting that Health, Safety and Welfare Committee might be better routed as a Committee of UEB rather than Council would not detract from the importance of Health and Safety assurance and reporting to Council via UEB;

iii. the importance of Health and Safety being an integral part of the strategic/corporate risk register and framework was key, with assurance provided into Audit and Risk Committee and up to Council, and that this would likely extend beyond an annual report.

**Section 4: Sub-committee Summaries and Meeting-related information (Items C.19-20/21-26)**

| 19-20/202 | Council noted the updates to its Agenda and Business Cycle for the remainder of 2019/20 and Q1-Q2 of 2020/21. |

Dr Adam Dawkins, Head of Governance and Assurance for
Jo Horsburgh, Registrar and Secretary