

Council

21/26 A meeting of the Council was held online on Monday 5 July 2021 at 2.15 pm.

The President	
The Vice-Presidents	(Mrs H. Gordon and Mrs K. Owen)
The Vice-Chancellor	
The Deputy Vice-Chancellor	
The Pro-Vice-Chancellor	(Professor M. Fellowes)
The Pro-Vice-Chancellor	(Mr P. Inman)
The Pro-Vice-Chancellor	(Professor E.M. McCrum)
The Pro-Vice-Chancellor	(Professor D. Zaum)

Professor J. Board	Mr J. Magee
Mrs S. Butler	Ms S. Maple
Mr K. Corrigan	Mr P. Milhofer
Mrs P. Egan	Ms L. Moses
Professor R. Frazier	Mrs S. Plank
Professor J. Gibbins	Mr S.C.C. Pryce
Professor Uma Kambhampati	Mr N. Richards
Mr B. Knowles	Dr C. Shaw
Miss G. Loweth	Mr J. Taylor

In attendance:

- Chief Strategy Officer and University Secretary
- Chief Financial Officer
- Director of Quality Support and Development
- Dean of Diversity and Inclusion (for Minute 21/32 only)
- Assistant Director of HR (People and Talent) (for Minute 21/32 only)
- Staff Engagement Manager (for Minute 21/32 only)

Apologies were received from Mr T. Beardmore-Gray.

The President welcomed Mr Knowles, RUSU President, and Miss Loweth, RUSU Welfare Officer, to their first meeting of the Council.

21/27 The President informed the Council that Mathilda Hodgkins-Byrne, a graduate of the University, had been selected for the British rowing squad at the Tokyo Olympics.

21/28 The minutes (21/12–21/25) of the meeting held on 15 March 2021 were confirmed and signed.

Items for note

21/29 Membership of the Council

Class 7

It was reported that, consequent upon the Students' Union elections, the following would be members of the Council in the Session 2021-22:

Members:

Mr Ben Knowles	RUSU President
Miss Grace Loweth	RUSU Welfare Officer.

21/30 Documents sealed and to be sealed (Item 4.1)

The Council received a list of documents sealed and to be sealed.

Resolved:

'That the Council approve the action taken by the Officers and Members in affixing the University Seal to documents sealed since the last Ordinary Meeting of the Council and authorise the Seal of the University to be affixed to the documents to be sealed as now reported.'

21/31 Declarations of Interest Register 2019-20 (Item 4.2)

The Council received the Declarations of Interest Register 2020-21. Members were reminded to notify the Chief Strategy Officer and University Secretary of any amendments.

Main items of business: strategic matters for discussion and decision

21/32 Diversity and Inclusion (Item 5)

The Council received the Report of the Race Equality Review 2021 and the Annual Diversity and Inclusion Report 2019-20.

The President and the Vice-Chancellor introduced the discussion of the Race Equality Review by reaffirming the University's commitment to race equality. The President reminded the Council that the CUC Code of Governance stipulated that governing bodies should promote ethical behaviour, equality, inclusivity and diversity across the institution and ensure that under-representation and differences in outcome were challenged and addressed.

The Deputy Vice-Chancellor explained that she wished to enlist the Council's support in implementing the 20 recommendations included in the Review of the Race Equality Review 2021, which provided the basis for promoting race equality across the University. She spoke of the pervasive and persistent racial inequalities across society, and universities' participation in those inequalities. The University now had an urgent obligation and an opportunity to support colleagues in addressing the issue: colleagues wanted to listen, to educate themselves, and understand what they could do to contribute to progress.

The Deputy Vice-Chancellor spoke of her own experience of racism as a student, and referred to the testimony of Joanna Abele, an alumna of the University and now a successful entrepreneur, who, in a recent talk, had spoken of almost dropping out of University due to the dominant white culture in the University. The Deputy Vice-Chancellor

indicated that the experience of exclusion contributed to the awarding gap at the University between White students and BAME students, and most especially Black students, with 8.4% fewer BAME students achieving 'good degrees' than White students, and 16.2% fewer Black students achieving 'good degrees' than White students. It was notable that, according to a recent study by the Institute of Fiscal Studies, BAME students on average achieved better A level results than White students; universities should recognise that the awarding gap occurred in higher education.

The Council discussed in small groups the four themes of the Race Equality Review: Representation; Student experience and attainment; Staff experience and attainment; and Culture. They considered the role which Council could play in implementing the recommendations, and how Council members, as individuals, might contribute to the implementation of the recommendations. Feedback from the groups highlighted the following areas for possible action:

- Monitoring student and staff recruitment
- Seeking to understand why the local BAME community might not view the University as a place where they could see themselves studying or working
- Reporting routinely on racial inequalities and the experience of different groups of students as part of business as usual
- Understanding the issues around inequalities well enough to scrutinise reports effectively from this perspective
- Promoting a more diverse Council membership
- Recruiting, and facilitating the contribution of, Council members who have relevant expertise and experience
- Supporting RUSU to promote diversity and inclusion across the range of officer posts
- Promoting allyship among staff and encouraging colleagues to call out discriminatory behaviours
- Promoting a recognition that race inequalities are everyone's responsibility
- Encouraging Council members to attend events around diversity and inclusion, which would signal the importance which the University attached to this area.

The President thanked the Deputy Vice-Chancellor and the Dean of Diversity and Inclusion for their excellent work on the Race Equality Review. He noted that the University community included people from more than 150 countries and he affirmed the importance of every individual feeling that they belonged and had an equal opportunity to thrive and achieve.

Resolved:

"That:

1. the Annual Diversity and Inclusion Report, now submitted, be received;
2. the Report of the Race Equality Review, now submitted, be received, and its Recommendations be approved."

21/33 Report of the Group on the effectiveness of Council and the CUC Code (Item 6)

The Council received the Report of the Group on the effectiveness of Council and the CUC Code.

Mrs Owen and Mrs Gordon, who had jointly chaired the Group, reminded Council of the Group's remit, membership and the process it had followed. The Group's recommendations identified a range of actions to improve the effectiveness of Council in relation to transparency and engagement, governance, and its procedures and operation, which would further strengthen the University's compliance with the CUC Code.

The Council approved the Group's recommendations. It particularly welcomed the proposals to enhance the visibility of Council and to focus more clearly on those issues where the Council could add value rather than duplicating work already satisfactorily completed in committees. In relation to the recommendation that Council members be paired with Heads of School/Function, the Council was mindful that closer engagement with operational matters risked compromising the Council's governance function, and agreed that implementation of the recommendation should take account of this concern. In relation to the recommendation that oversight of the University's business adopt a risk perspective, the Council recognised that the Risk Register and the Audit Committee were effective in managing the University's key risks, but considered that a sharper focus on risk in the Council's conduct of its business would help to direct Council's attention to those areas where its input was most needed.

The Council asked that the existing Group support the implementation of the recommendations and consult with Council and others, as appropriate.

The President thanked the Group and looked forward to the implementation of proposals.

Resolved:

"That the Final Report of the Group on the Effectiveness of Council and the CUC Code, now submitted, be approved."

21/34 Oral Report on RUSU Priorities (Item 7.1)

Mr Knowles and Miss Loweth reported that the new sabbatical team were focussing on the reopening of the campus and on supporting the student community to return to a more normal campus life. Current and incoming students had been dreaming of a rich social life and the opportunity to engage fully in extra-curricular activity alongside their academic work. RUSU saw its role as facilitating this, by *inter alia* reinvigorating clubs and societies, running events which were accessible to all, redeveloping a 'buddies' scheme, and supporting students who would be readjusting after almost two years of social restriction. RUSU would be promoting safety awareness across the student community and particularly in relation to events. Mr Knowles and Miss Loweth looked forward to working closely with the University for the benefit of students.

The Council thanked Mr Knowles and Miss Loweth, recognised the important role which RUSU would play in restoring a rich student experience, and offered its support to RUSU in this work.

21/35 Report of the Student Experience Committee (Item 7.2)

The Council received the Report of the meeting of the Student Experience Committee held on 22 June 2021.

Mrs Owen, as Chair of the Committee, paid tribute to the achievements of the previous RUSU sabbatical team and to the energy, enthusiasm and ambition of the new team. She drew the Council's attention to the wide-ranging work, led by the Pro-Vice-Chancellors (Education and Student Experience), to ensure and enhance the quality of the student learning experience in the coming year and in the longer term. On behalf of the Committee, she commended RUSU's financial statements, which indicated significant reserves and effective financial management. The Council supported the proposed changes to the content and format of the Annual Learning and Teaching Report to Council (ALTR), and welcomed the suggestion that the forthcoming review of the working of Senate might consider whether some joint Council-Senate discussion of the ALTR would promote better mutual understanding between the two bodies and lead to more productive consideration of the ALTR.

In response to questions, Mrs Owen explained that the Committee had noted that RUSU's reserves amounted to some £2m, which was four times the target identified in the reserves policy. RUSU was considering how some of the reserves might be spent to the best effect for the benefit of students, and whether there would be merit in including a University nominee on the Trustee Board as an observer.

Resolved:

"That:

1. the draft amendments to RUSU's Memorandum and Articles of Association, now submitted, be approved;
2. the Report of the meeting of the Student Experience Committee held on 22 June 2021, now submitted, be approved."

Matters for report

21/36 Report of the Vice-Chancellor (Item 8)

The Council received the Report of the Vice-Chancellor.

The Vice Chancellor reported that he was pursuing the proposal on the more flexible use of apprenticeship levy funds, which he had set out in a joint letter to the Government on behalf of universities, students' unions and businesses. Under the proposal, universities and businesses would be able, for a limited period, to use the levy to develop key skills and provide jobs, which would mitigate the pandemic's impact on graduate employment and on the UK's skill base; the pandemic had limited students' opportunities for placements and work-based learning and had constrained the breadth of their student experience. The Vice-Chancellor was due shortly to meet the Universities Minister and the Apprenticeship and Skills Minister to discuss the proposals.

The Vice-Chancellor reported that the University had improved its position in two recently published league tables, rising three places in the Complete University Guide 2022 to 36th in the UK, and three places in the QS World University Rankings to be ranked 202 in the world, placing it 27th in the UK. He noted that the results of the National Student Survey would be published in mid-July; given the pandemic, it was expected that scores would be depressed across the sector, but the University hoped that its performance would show an improvement relative to the sector.

The Vice-Chancellor reported that the University Community Fund, recently established to support colleagues working on projects which benefited the local community, had attracted many strong applications. The success of the Fund would be reviewed after two years of operation.

Resolved:

“That the Report of the Vice-Chancellor, now submitted, be approved.”

21/37 Report of the Senate (Item 9)

The Council received the Report of the meeting of the Senate held on 24 June 2021.

The Vice-Chancellor reported that the Senate had discussed at length a proposal to change the structure of the academic year to a semester model with effect from 2023/24.

Professor Frazier explained that the Senate had been consulted on changes in the structure of the academic year earlier in the review process, and had now considered the final proposals. The Senate had raised many points in relation to the proposal, and considered that its practicability and the realisation of its suggested benefits would depend heavily on the detail of its implementation. In response to concerns in relations to particular disciplines, the Senate had been assured that there would be a reasonable degree of flexibility where this did not dilute the benefits of semesterisation. While the Senate had not offered unqualified support for the proposal, it recognised the potential merits of a semester structure and had agreed to approve its adoption.

Mr Knowles and Miss Loweth advised that students broadly supported semesterisation and particularly welcomed modules being examined shortly after the completion of the teaching rather than at the end of the academic year; they also supported the post-Easter period being used more productively. They shared some of the concerns about the impact on certain programmes. Mr Knowles sought assurance that prospective applicants would be advised of the changes in the academic year as soon as possible. The Vice-Chancellor confirmed that this would be the case.

In response to questions, the Vice-Chancellor acknowledged that the timeframe for implementation was ambitious, but explained that there were significant advantages in realising the benefits of semesterisation as soon as reasonably possible. Semesterisation would release significant space and was therefore a pre-requisite for growing student numbers, and the set of changes arising from Portfolio Review needed to be implemented at the same time. He clarified that all years of all programmes would fall within the semester structure simultaneously and semesters would not be phased in as the 2023/24 entry cohort progressed through their programme. He noted that there would always be some programmes which did not fit neatly within a given academic year structure, whether semesters or trimesters, and that, as was currently the case, the University would accommodate such programmes without detriment to the student experience. He emphasised that the proposal had emerged from extensive consultation across the University community and that, equally, implementation would include wide consultation. The Vice-Chancellor undertook to update the Council regularly on the progress of implementation. The President noted that the Council and the Senate should work closely together in the oversight of this major change.

The Vice-Chancellor reported that the University had made its submission for the Research Excellence Framework (REF) 2021. The REF exercise would determine the University's QR funding and influence its league table rankings for the next seven years. The Pro-Vice-Chancellor (Research and Innovation) (Professor Zaum) paid tribute to the 200 colleagues across Schools and Functions who had supported the submission process. He reported that the University had submitted 700.25 FTE in 2021 compared with 590.4 FTE in 2014; the increase was driven by changes in the REF rules which required all eligible staff to be submitted.

Professor Zaum believed that the University's submission had been of higher quality than in 2014, but, due to the rule changes, it was smaller in size, relative to the sector; this would depress the income derived from the REF, but would not affect its consequences for the University's reputation and league tables. The University had submitted the same number of units of assessment as in 2014, but the larger units now represented a greater proportion of the submission: whereas the five largest units of assessment contributed 40% of the University's submission in 2014, they now contributed 50% of the submission.

Professor Zaum explained that the impact statement had grown in importance. It was a powerful tool to demonstrate the social contribution of research, but was vulnerable to changing circumstance and factors outwith the University's control. Fluctuations in the commitment of external research partners, or their disappearance, represented a major risk, especially for smaller units of assessment.

In relation to the Annual Statement of compliance with the Concordat to Support Research Integrity 2020-21, Professor Zaum noted that the most significant change since the previous year was a strengthening of research integrity training.

Resolved:

"That:

1. the University commit to adopt a semester system from the beginning of the academic year 2023/24;
2. the Annual Statement of compliance with the Concordat to Support Research Integrity 2020-21, now submitted, be approved;
3. the Report of the meeting of the Senate held on 24 June 2021, now submitted, be approved."

21/38 Report of the Strategy and Finance Committee (Item 10)

The Council received a Report of the meeting of the Strategy and Finance Committee held on 7 June 2021.

The President reported that the University had, as anticipated, insufficient funds to repay its £50m revolving credit facility (RCF) with HSBC, which was due to expire in April 2022, and had run a competitive process for its renewal. The Committee had approved the appointment of Santander to provide a £50m RCF, and the legal and financial arrangements were now almost complete. The Council was satisfied with this outcome, and noted that the President and the Chief Financial Officer would act on behalf of the University in approving and signing any documentation arising from the RCF application.

The Council noted the progress of the Strategic Foundation Programme and was pleased to learn that some financial benefits were already being realised. The Programme would allow the University to generate its targeted surplus by 2024/25; in the event that only half of the financial benefits were realised, only a return to a break-even position would be achieved, leaving very limited capacity for investment.

The Chief Financial Officer presented the draft Budget 2021/22. She explained that, due to the pandemic, the University needed to set a deficit budget, with a deficit of £7m for the Academic Group and a deficit of £24.7m for the University Group. Cashflow was sufficient to support the budget, provided student recruitment was in line with the forecast. She indicated that costs had already been reduced and were tightly controlled, and that further cuts would compromise the University's current business and its post-pandemic recovery. In response to questions, the Chief Financial Officer acknowledged that there would inevitably be an increase in costs due to inflation, which was running at 6-7% for some parts of the business; in addition, some vacancies which had been frozen under the Phase 1 agreement were essential for the University's business and appointments would need to be made. The Council recognised that the current circumstances were exceptional and that a deficit budget was the only realistic option.

The Chief Financial Officer advised that the Report on Financial Quarter 3 indicated a deterioration of around £3m for the Academic Group, which implied a deficit of £10.2m at the year end. This change was due to the continuation of the Halls fee waivers and the extended closure of Campus Commerce facilities.

The President reported that Wokingham Borough Council (WBC) was seeking, as a matter of urgency, clarity about the University and NIRD Trusts' intentions in respect of Hall Farm in the context of its development of its Local Plan. The purpose of the current discussion was not to make a decision on the release of land, but rather to agree that the site was available for consideration as a housing/employment development and to commit the University to work constructively with WBC to achieve a successful outcome. The Strategy and Finance Committee had had a full discussion of the matter. It recognised that the release of the land would provide very substantial funds for the NIRD Trust, but equally that the continuity and enhancement of the University's agricultural and food research was of fundamental importance to the University's world-class research in this area, its global reputation and its international rankings. Having considered the balance of factors, the Committee had supported constructive engagement with WBC with a view to the development of the site.

The Chief Financial Officer explained that receipts from the sale of NIRD land at Hall Farm would be held as NIRD Trust Funds to be used for its charitable purposes, which were to support research into agriculture or food (its production or otherwise). The University was the sole beneficiary of the Trust. Given the potential financial value of the land, the receipts could be transformational for agriculture and food research at the University. For these benefits to be realised, the University would need to purchase an alternative farm, establish the appropriate research and educational facilities, and maintain the continuity of research throughout this period, which were significant challenges. The University and the NIRD Trust would need to consider other land sales in order to ensure sufficient cashflow to support the sale and development of the Hall Farm site and the purchase and development of an alternative farm.

The Vice-Chancellor advised that the Deputy Vice-Chancellor was currently leading a forward-looking review of agriculture and food research in order to identify the

emerging major themes of future research and ensure that the University remained at the leading edge of research in this field. The purchase of a new farm and the building of new facilities provided the NIRD Trust and the University with an opportunity to invest in new research areas addressing future priorities.

The Chief Financial Officer outlined the range of benefits for the University and community which would be generated from the development, including employment opportunities.

In response to questions, the President and Vice-Chancellor explained that the NIRD Trust and the University had not been planning a sale of Hall Farm in the short term, although they had anticipated that an opportunity to sell the land would arise in the medium term and that the obligation to maximise the value of the Trust's assets would argue for the disposal of the land. It was expected that, in assigning the receipts from the land disposal, the NIRD Trust, as a priority, may help purchase a new farm and establish the necessary facilities, and would then reinvest a proportion in land or other assets and disburse funds to support research in food and agriculture at the University.

In response to questions from Mr Knowles and Miss Loweth, the Chief Financial Officer acknowledged that the creation of a garden village comprising some 4,500 homes would inevitably have an environmental impact, and explained that the University would make sustainability a central consideration in the development, promoting innovative ways of living, securing sustainable housing and effective public transport, and drawing on the University's academic expertise across a range of disciplines to shape the plans. The Council endorsed the University's commitment to sustainable housing and minimising the environmental impact of the development.

The Council agreed to engage with WBC to promote the Hall Farm site for development and authorised the President to sign a letter to WBC to this effect. It also noted the potential increase in the value of the NIRD Trust's assets arising from this decision and the opportunity to advance its charitable purposes through increased investment in the University's research in agriculture and food.

Mr Corrigan, as Chair of the Investments Committee, presented the draft Investment Policy. He explained that the current policy dated from 2015 and, given the substantial changes in the investment landscape, had needed to be reviewed and revised. The revised policy had a greater focus on extra-financial considerations, such as the University's social and environmental responsibilities and its commitment to ethical stewardship. It also included a clearer identification of accountabilities for compliance with the policy. The Council commended the draft revised policy for its thorough and proportionate consideration of relevant issues.

Resolved:

"That

1. the draft University Budget 2021/22, now submitted, be approved;
2. the Investment Policy, now submitted, be approved;
3. the Report of the meeting of the Strategy and Finance Committee held on 7 June 2021, now submitted, be approved.

4. the President of Council write to WBC to confirm the University will work with them to promote the land at Hall farm for inclusion in the local plan.”

21/39 Report of the Audit Committee (Item 11)

The Council received the Report of the meeting of the Audit Committee held on 27 May 2021.

Mr Richards, as the Committee’s Chair, reported that the Committee had identified the top twelve risks for 2021/22. The impact of the pandemic was identified as the most significant area of risk, followed by cyber security and insufficient capital to support an estates programme necessary to realise the University’s strategic aspirations. Mr Richards also drew attention to the Risk Appetite Statement and referred to the work to support the end of year audit in November.

In response to a question from Ms Maples, Mr Richards acknowledged that there were several risks flagged as amber or red, and reported that action was being taken to mitigate these risks. However, there were some risk which, notwithstanding all feasible mitigation, would not be sufficiently mitigated to be flagged as green. The Pro-Vice-Chancellor (Professor Zaum) advised that work was being done to distinguish between risks which could be mitigated sufficiently to achieve green status and those which, in practice, could not be substantially mitigated and would necessarily continue to be flagged as amber or red.

Resolved:

“That the Report of the meeting of the Audit Committee held on 27 May 2021, now submitted, be approved.”

21/40 Report of the Appointments and Governance Committee (Item 12)

The Council received the Report of the meeting of the Appointments and Governance Committee held on 8 June 2021.

The President reported that Lord Waldegrave’s tenure as Chancellor would come to an end on 31 December 2021, and that Lord Waldegrave and the Appointments and Governance Committee were in agreement that the University should seek a new person for the role. Lord Waldegrave was content to continue in office until an appointment had been made, which was likely to be towards the end of the academic year 2021/22. The Council expressed its warm appreciation of Lord Waldegrave, who had fulfilled the role with distinction and had offered the University outstanding support. The Council was content with the role description for Chancellor. The group tasked with running the appointment process would report its recommendation to the Appointments and Governance Committee at its meeting on 22 January 2022, at the latest.

Resolved:

“That:

1. Sally Plank be appointed to the Fundraising Ethics Committee to 31 July 2023;

2. Kate Owen be reappointed to the Strategy and Finance Committee, Student Experience Committee, Appointments and Governance Committee, and Remuneration Committee to 31 July 2024;
3. Penny Egan be reappointed to the Strategy and Finance Committee and the Student Experience Committee to 31 December 2024;
4. a group be established, with a membership as specified in the Report, to run the process of appointment of a new Chancellor;
5. the Report of the meeting of the Appointments and Governance Committee held on 8 June 2021, now submitted, be approved.”

21/41 Report of the Remuneration Committee (Item 13)

The Council received the Report of the meeting of the Remuneration Committee held on 8 June 2021.

The Council noted that the University had formally endorsed the UUK’s proposals for the reform of the Universities Superannuation Scheme (USS), which offered a more realistic alternative to those proposed by the USS Trustees.

Resolved:

“That:

1. the draft revised Grievance Procedure, now submitted, be approved;”
2. the Report of the meeting of the Remuneration Committee held on 8 June 2021, now submitted, be approved.”

21/42 Retirements from the Council

The President reported, with regret, that Mr Taylor had submitted his resignation from the Council. Mr Taylor had been appointed Chair of the governing body of Cardiff Metropolitan University, which would have caused a potential conflict of interest with his membership of the Council. The Council joined the President in thanking Mr Taylor for his outstanding contribution to its work and, most especially, for his crucial role in helping the University, the Staff Forum and the local branch of the University and College Union to reach agreement on the Phase 1 arrangements in response to the pandemic. The Council wished him well in his new role. Mr Taylor expressed his appreciation of the Council and the University, and was grateful for the opportunity to have contributed to their work.

21/43 List of Meetings for 2021/22 (Item 15)

Meetings of the Council in the next Session were provisionally scheduled to take place as follows:

- Thursday 23 September 2021 at 2.00 pm
- Wednesday 24 November 2021 at 10.00 am (preceded by an informal meeting the previous evening)
- Tuesday 25 January 2022 at 2.15 pm

Monday 14 March 2022 at 2.15 pm
Monday 4 July 2022 at 2.15 pm.