

Council

22/32 A meeting of the Council was held in the Institute of Directors Conference Room, Henley Business School, Greenlands campus on Monday 4 July 2022 at 2.15 pm.

The President	
The Vice-Presidents	(Mr T. Beardmore-Gray and Mrs H. Gordon)
The Vice-Chancellor	
The Deputy Vice-Chancellor	
The Pro-Vice-Chancellor	(Professor E.M. McCrum)
The Pro-Vice-Chancellor	(Professor M. Fellowes)
The Pro-Vice-Chancellor	(Professor D. Zaum)

Mr S. Allen	Mr J. Magee
Professor J. Board	Ms S. Maple
Mr K. Corrigan	Mr P. Milhofer
Professor R. Frazier	Mrs S. Plank
Professor J. Gibbins	Mr N. Richards
Professor U. Kambhampati	Dr C. Shaw
Miss P. Lindsey	

In attendance:

- The Chief Strategy Officer and University Secretary
- The Chief Financial Officer
- The Director of Quality Support and Development
- The Dean for Diversity and Inclusion (Dr A. Laville) (for Minute 22/36 only)

Apologies were received from Mrs S. Butler, Mrs P. Egan, Ms L. Moses, Mrs K. Owen, and Mr S.C.C. Pryce.

The President welcomed Mr Sheldon Allen, RUSU President, and Miss Poppy Lindsey, RUSU Welfare Officer, to their first meeting of Council.

The President advised that, due to the unavoidable absence of a number of lay members, the meeting was inquorate. The meeting would consider the scheduled business and the outcomes of its discussion would be reported to the absent members for their consideration; if the absent members gave their assent, the resolutions would become effective.

[Subsequent to the meeting, lay members who had not been present had by circulation indicated their approval of the resolutions.]

22/33 The Minutes (22/14-22/29) of the meeting held on 14 March 2022 and the Minutes (22/30-22/31) of the meeting held on 1 April 2022 were approved and signed. The Chief Strategy Officer and University Secretary noted that, following the meeting on 14 March, which had been inquorate, the absent lay members had indicated approval of the resolutions provisionally agreed at the meeting. Arising on the Minutes:

Minute 22/15 (22/10): Audit progress (Item 3.1)

The Council noted that the President had approved the recommendation of the Audit Committee that Mazars be appointed the University's External Auditors, commencing in the current financial year.

Minute 21/66: Matters approved by the President since the last meeting (Item 3.2)

The Council noted the outcome of the Review of Cleaning Services. The establishment of the review had been approved by the President on behalf of the Council towards the end of 2021.

Items for note

22/34 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.'

22/35 Disclosure of Interests (Item 4.2)

The Council received a list of members' interests and members were asked to notify the University Secretary of any amendments.

Main items of business: strategic and governance matters for discussion

22/36 Diversity and Inclusion (Item 5)

The Council received the Annual Diversity and Inclusion Report (2020-21).

Dr A. Laville, Dean for Diversity and Inclusion, gave a brief presentation to introduce a discussion about Council's fulfilment of its responsibilities in respect of diversity and inclusion. The Council was mindful that, in accordance with the CUC Code of Governance, it was responsible for promoting a positive culture which supported ethical behaviour, equality, inclusivity and diversity, across the University and for ensuring that under-representation and differences in outcome were challenged and addressed. The Council was legally responsible for ensuring compliance with equality and diversity legislation. The Council discussed the following questions in small groups:

1. *Is Council able to assure itself that a culture of equality, diversity and inclusion (EDI) is being effectively supported within the institution? If not, how can this be addressed?*
 There was a need for Council to have a clearer sense of what 'good' looked like and to make use of comparative data. The Council should seek assurance that the University's achievement sat within the range good-excellent, and, if this was not the case, that action was being taken to address issues. Training for Council in EDI, including a focus on areas such as protected characteristics and neurodiversity, should be strongly encouraged.

2. *Does Council have access to the information it needs for assurance on EDI matters in terms of practice and outcomes? If not, what is required?*
 There was an abundance of data in the public domain on the University's performance in EDI, which was entirely appropriate. It would be helpful if this were complemented by a summary document which identified where progress was being made and further progress particularly needed, an assessment of impact, trends over a period of years, and information on the prioritisation of resource. It would be useful to have fuller information about intersectionality, and assurance in relation to comparative performance in the sector.

3. *Are Council members adequately equipped to deal with EDI matters, through training or otherwise? If not, what is required?*
 Council members were not all currently adequately equipped to consider EDI matters in depth. While some members had expertise in these issues, most members had significant gaps in their knowledge and understanding; given that thinking and terminology in this area was currently developing at some speed, even those who had expertise would benefit from regular training. It would be helpful if the training was delivered by internal experts and fully contextualised. It was felt that benchmarking and clearer goals would be helpful.

4. *How effectively does Council provide leadership, direction and challenge to EDI?*
 It was felt that Council could be more effective in providing leadership, direction and challenge to EDI, and that the suggestions in respect of training and information indicated above would support Council's ability to fulfil these roles. The University's performance against its own objectives would be as important as external benchmarking.

5. *What measures should be used to assess the effectiveness of leadership and management with regard to EDI across the organisation, including Council?*
 The effectiveness of leadership and management in respect of EDI would be best evaluated through a combination of metrics and commentary against key objectives. Reflection on data and on the processes related to EDI provided an important basis for future planning. The engagement of staff and Council members in training and development could also usefully be monitored. The Council should have a better understanding of the award frameworks in which the University participated and the University's performance against them.

The President thanked the Deputy Vice-Chancellor and Dr Laville for their work on EDI and for the presentation.

The Board considered the Annual Diversity and Inclusion Report, and noted, in particular, the 2026 Diversity and Inclusion targets.

Resolved:

“That the Annual Diversity and Inclusion Report, now submitted, be received.”

22/37 Future size and shape of the University: presentation by the Vice-Chancellor (Item 6)

The Council received a paper and a presentation by the Vice-Chancellor on the future size and shape of the University.

The Vice-Chancellor explained that the University Strategy had been set, deliberately, at a high level of abstraction, establishing the University’s purpose and values, and that the KPIs which helped to define what successful delivery of the strategy looked like were long-term and broadly based. The paper and presentation sought to provide a more granular view of the size and shape of the University by its centenary in 2026.

The Vice-Chancellor outlined the challenges facing the University, many of which were common to much of the sector. He spoke of the often conflicting imperatives of developing the University’s reputation and strengthening its financial sustainability. On the one hand, the University’s reputation depended on excellent research and teaching quality, a high entry tariff, high levels of student satisfaction, and high levels of employment. On the other hand, the University’s financial sustainability depended on high student numbers, which might involve accepting students on a lower entry tariff, and tight management of costs, which might impact investment in research and in teaching and the student experience. He referred to positive and negative factors in the University’s domestic league table performance: quality of research, degree outcomes and graduate employment, and spending per capita were strengths, while entry standards, student satisfaction, and students’ perceptions of teaching quality were areas of relative weakness. The Vice-Chancellor noted that that the largest source of income was Home student fees, which had been set at £9,000 in 2012, had increased by a modest 2.8% to £9,250 in 2017, and were expected to remain frozen at that level for the foreseeable future; in consequence, the value of the student fee had fallen and was expected by 2025 to be worth around £6,000 by 2012 prices (or less given the current rate of inflation). The University needed to find at least £10m each year to compensate for the decline in the value of its student fee income, and needed to generate a surplus year-on-year to enable investment in the future.

The Vice-Chancellor explained that the University needed to grow its student numbers without reducing the quality of its intake, increase its income from other sources, and achieve efficiencies. In order to achieve its strategic purposes and ensure a sustainable future, the University would:

- maintain and enhance excellence in education and research with a broad-based curricular offering and research portfolio
- develop a more distinctive identity for the University, particularly as the ‘greenest’ University
- develop and realise the full potential of the University’s partnerships (e.g. with the British Museum, Natural History Museum, ECMWF, Shinfield Studios), including opportunities for research and for teaching/student experience
- focus on enabling students to achieve high-quality, graduate-level employment and contribute as a major driving force to the economy in the Thames Valley
- empower colleagues through a distributed leadership model and embed greater accountability for performance at all levels

- grow student numbers in a planned and sustainable way, investing in staff and facilities to support growth, improving entry qualifications, and increasing postgraduate taught and international student numbers (where the University was free to determine fees in line with the market)
- grow and invest in areas of strength, and divest from those areas where performance did not have a realistic prospect of becoming excellent
- make more efficient use of the estate, through smart working and more efficient management of teaching
- grow and embed commercial activity.

In response to questions from Mr Richards, the Vice-Chancellor explained that the University currently made reasonable use of its physical estate and was close to its sector benchmark; however, changes agreed in the Portfolio Review would allow more efficient use of the estate for teaching, by offering more limited, realistic module choice and by incorporating blended learning, both of which would remove impediments in timetabling. The Pro-Vice-Chancellor (Academic Planning and Resource) (Professor Fellowes) commented on the optimal balance between home and international students, and indicated that universities needed to ensure that the mix of students allowed international students to experience the benefits of a UK higher education, including engaging in discussion in English. He indicated that a 70:30 split between UK and international students was found to work well. There were also risks in over-dependence on students from a single country or region.

In response to further questions, the Vice-Chancellor and Pro-Vice-Chancellor (Education and Student Experience) (Professor McCrum) explained that the University was addressing key issues in relation to the student experience and teaching quality. The Portfolio Review and the semesterised academic year would allow students to have a more coherent educational experience, programmes were being redesigned better to support students' learning and ensure more authentic assessment, practices for feedback on students' work were being improved, greater priority was being given to promoting engagement between academic staff and students, and academic staff would be more accountable for the quality of their teaching. While the University's performance in the NSS had been disappointing in 2021 and previous years, high numbers of students achieved good academic results and progressed to graduate-level employment. The Vice-Chancellor explained that responsibility for maintaining academic standards and overseeing the quality of education lay with the Senate, and the Council was responsible for holding the Senate to account for its fulfilment of these responsibilities.

[Redacted, section 43].

In response to a question from Mr Corrigan, the Vice-Chancellor spoke of the opportunities for, and constraints on, realising the University's ambitions. [Redacted, section 43]. The University did work with third party organisations to share revenue, risk and operational responsibilities. In response to a related question from Mr Richards, the Vice-Chancellor and Professor Fellowes acknowledged that, separated into its component parts, much of the University's strategic development activity represented incremental improvement, but indicated that, taken together, it represented a significant transformation. Key development opportunities in higher education tended to be fragmented and highly competitive, and commonly operated on small margins. Professor Board observed that, while Henley Business School was now the third largest provider of management-related apprenticeships in England, [redacted, section 43].

[Redacted, section 43]. Professor Board noted that, in order to compete effectively in the international student market, a University needed to be included in the top 200 universities in

the QS Global rankings, which depended heavily on research performance and international visibility.

The President thanked the Vice-Chancellor for his helpful presentation.

Resolved:

“That the paper on the future size and shape of the University, now submitted, be received.”

22/38 Report on matters most affecting the Professional Services (Item 7)

The Council received a presentation by Mr Magee on the University’s professional services.

In his presentation, Mr Magee addressed two questions:

- From a governance perspective, how strategically important are professional services to the University?
- To what extent should Council concern itself, in a governance capacity, with the success or failure of professional services?

In addressing these questions, Mr Magee outlined, through examples drawn from every Function, the wide range of contributions made across the diverse professional services, from supporting students with mental health issues to generating income from commercial lets, from supporting Schools’ development of their curricula to remodelling the University’s campuses, and from supporting staff in winning research awards to developing healthy, sustainable menus for student and staff catering. The professional services worked collaboratively to deliver joined-up services to students and staff, and to serve the local community, including on the range of activity to support the University and local community during Covid. He affirmed the major contribution which professional services made to the University, and the key role they played in the success of the University.

Mr Magee thanked the President for having championed the professional services and their voice in Council.

In response to a question from Mr Corrigan, the University Secretary and Chief Strategy Officer explained that the proportion of professional staff relative to academic staff (43% v 57%) in the University was slightly higher than the sector average, but that comparisons were difficult given the extent to which various universities outsourced cleaning and other services. He indicated that the University would consider any proposals for outsourcing of services in the light of advice from the relevant Head of Function.

The President thanked Mr Magee for his excellent presentation and commended the work of professional services.

22/39 Student matters: oral report on RUSU priorities (Item 8.1)

Mr Allen and Miss Lindsey reported on RUSU’s priorities for 2022/23.

They explained that the RUSU officers each had their individual priorities which related to their particular responsibilities, but they had collectively agreed a set of team priorities, which were:

- supporting students with advice on employment;

- fostering a sense of community and belonging;
- making university life fun and developing opportunities for personal growth;
- promoting diversity and inclusion (an area where they felt the University's progress had outstripped RUSU's);
- supporting mental health;
- developing RUSU's digital capability;
- providing greater support for students in the private rental market, including sharing feedback on landlords;
- improving relations with the local community;
- creating a conference platform for students to showcase their research.

The Council commended their priorities, and particularly welcomed a focus on employability.

The Vice-Chancellor expressed appreciation of the constructive relationship between the University and RUSU, and pledged the University's support in delivering RUSU's agenda.

In response to questions, Mr Allen affirmed RUSU's commitment to attracting students back to campus in order to enjoy the full benefits of University life. Students had led restricted lives over the past two years, and RUSU and the University shared the goal of creating an intellectually and socially vibrant experience for students.

22/40 Report of the Student Experience Committee (Item 8.2)

The Council received the Report of the meeting of the Student Experience Committee held on 21 June 2022.

The Council welcomed RUSU's Strategy, which they believed was well-judged and set clear and realistic ambitions, and the University's Vision for Inclusive Practice in teaching and Learning.

Resolved:

“That the Report of the meeting of the Student Experience Committee held on 21 June 2022, now submitted, be approved.”

Matters for approval

22/41 Matters to do with the NIRD Trust (Item 9)

The Council received a paper on matters to do with the NIRD Trust.

The Vice-Chancellor outlined the proposals and their context as set out in the papers, and invited Council to approve a further Resolution, in addition to those previously circulated, which stated:

‘That the President of the Council shall be authorised to appoint from the lay members of the Council a Chair to the University Negotiating Committee’.

The President reminded the Council that, in considering these matters, it was acting in its capacity as the University Council and as the Trustee of the NIRD Trust, and that, as such, it was pursuing the best interests of the NIRD Trust and the University.

The Vice-Chancellor explained that, if Council made the proposed resolutions, the University would then seek the following further approvals:

- (a) UKRI (which has now succeeded BBSRC) to approve the mechanisms to formalise the payment of the settlement; and
- (b) The Charity Commission to approve the proposals for the resolution of the concerns raised to them in 2018 and, if these were approved, to grant a s.105 order endorsing the loan arrangements.

In response to questions, the Vice-Chancellor confirmed that the proposed settlement regularised the position in relation to accounting and governance requirements. He indicated that the appropriate use of NIRD funds would have substantial benefits for the University's research activity in agriculture and food.

Resolved:

"The Council received and considered the paper dated 22 June 2022 with annexures from Legal Services regarding the National Institute for Research in Dairying Trust (NIRD Trust) ("the Paper"). The Council noted that it was acting in its capacity as University Council and as Trustee of the NIRD Trust and therefore that it was considering the best interests of the NIRD Trust as well as those of the University. The Council also took into account the matters agreed between the two committees established to seek resolution of the issues as previously reported to Council.

(a) Resolved (by the Council acting as a Trustee of the National Institute for Research in Dairying Trust):

- [Redacted, section 43]

(b) Resolved:

- [Redacted, section 43]
- That the Trustee accepts the principles contained within the Term Sheet set out in Annex F of the Paper, which will be set out in a finalised loan arrangement to be agreed between the NIRD Trust Committee and the University Negotiating Committee. Such loan arrangement shall not be required to be resubmitted to the Council unless this deviates from the Term Sheet;
- [Redacted, section 43]
- That the Council adopts the protocol set out at Annex H of the Report;
- That these arrangements shall take effect promptly following the date on which the Charity Commission approves them;
- That the President of the Council shall be authorised to appoint from the lay members of the Council a Chair to the University Negotiating Committee;
- That the University's officers be empowered to take all necessary steps to implement these Resolutions without further reference to Council, subject only to (i) the Charity Commission first approving these proposals and making any required order; (ii) UKRI (as successor to the BBSRC) being consulted in

accordance with the NIRD Trust and giving its approval to the proposed settlement mechanisms; and (iii) any other legally advised measures to enable implementation.

Matters for report

22/42 Report of the Vice-Chancellor (Item 10)

The Council received the Report of the Vice-Chancellor.

The Council congratulated the Deputy Vice-Chancellor on her appointment to the Order of the British Empire for services to higher education.

In response to a question from Mr Corrigan in connection with the University Mental Health Charter, Professor McCrum reported that the University's Director of Student Services was currently working with Legal Services to understand fully the implications of the recent court case in which the University of Bristol had been found guilty of discrimination against a disabled student, and to identify any actions which Reading should take in consequence.

[Redacted, section 43].

[Redacted, section 43].

Resolved:

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

22/43 Report of the Senate (Item 11)

The Council received the Report of the meeting of the Senate held on 23 June 2022.

Professor Frazier reported on the Review of the Effectiveness of Senate and on the Review of Council-Senate Effectiveness.

He explained that Senate, in considering the recommendations of the Senate Review Group, had agreed to give further thought to the format of Senate's meetings and to retain elections rather than adopt a process where the members were selected on the basis of expressions of interest. He advised that Senate and the review group had been concerned that its membership become more diverse and inclusive and, with that purpose, had agreed to recommend revisions to the categories of membership. Senate recognised that some of the recommendations, including those related to membership and induction, might need to be implemented on an extended timescale.

In relation to the Review of Council-Senate Effectiveness, Professor Frazier referred particularly to the recommendations about induction, the right of attendance of a lay member of Council at Senate (and their involvement in the group responsible for setting Senate's agenda), recruitment of a lay member of Council with understanding of higher education, improvements in Senate's reporting to Council, and a more holistic approach to the review of governance instead of separate reviews of Senate and Council. The Council noted that the Appointments and Governance Committee would be responsible for the appointment of a lay member to have right of attendance at Senate.

In relation to the Concordat to Support Research Integrity, the Deputy Vice-Chancellor spoke of initiatives to enhance training and development in good practice in research.

Resolved:

1. "That the Report of the Review of the Effectiveness of the Senate, now submitted, be received, and that the Report of the Review of Council-Senate Effectiveness, now submitted, be approved;"
2. "That the Annual Statement of Compliance with the Concordat to Support Research Integrity (Annex 2), now submitted, be approved;"
3. "That the Report of the meeting of the Senate held on 23 June 2022, now submitted, be approved."

22/44 Report of the Strategy and Finance Committee (Item 12)

The Council received the Report of the meeting of the Strategy and Finance Committee held on 6 June 2022.

[Redacted, section 43]. Pro-Vice-Chancellor (International) had indicated in his paper that UoRM's recruitment and financial position had improved following the introduction of the Law programme and that the campus had strategic potential as a regional hub. Following the pandemic, international students were more inclined to travel and study within their region and UoRM was well-placed to serve this market. [Redacted, section 43]. The President indicated that the Council would be invited to consider a fuller paper and come to a view at a future meeting.

The Council asked that the future paper present a detailed analysis of UoRM's performance, a detailed financial forecast which evidenced the basis for its assumptions, a clear assessment of the demands on the University Executive Board to ensure UoRM's success and plans to deprioritise other initiatives to create the necessary capacity, and an evaluation of the resource and additional skills required to support this work [Redacted, section 43]. The Council noted that, across its activities, the University was committed to investing in areas where it excelled and divesting in areas where performance was poor relative to the sector.

[Redacted, section 43].

[Redacted, section 43].

The Council reaffirmed the imperative to reduce operating costs and return a surplus for the purpose of investment. The Council also asked that a paper be submitted to its September meeting detailing the savings achieved and to be achieved by the Strategic Foundations Programme, together with a timeframe.

In respect of the Investments Committee, the Council looked forward to receiving a paper on investment objectives and their alignment with the University Strategy.

Resolved:

1. "That the Budget for 2022/23, now submitted, be approved;"

2. "That the Report of the meeting of the Strategy and Finance Committee, held on 6 June 2022, now submitted, be approved."

22/45 Audit Committee (Item 13)

The Council received the Report of the meeting of the Audit Committee held on 26 May 2022.

Mr Richards, as Chair of the Committee, drew Council's attention to the strategic review of the University's risk management, which had included the development of a Risk Management Process Guide and the amendment of the Risk Management Policy. He confirmed that the Corporate Risk Register was a living document, which was reviewed by the Committee at each meeting.

Resolved:

"That the Report of the meeting of the Audit Committee held on 26 May 2022, now submitted, be approved."

22/46 Report of the Appointments and Governance Committee (Item 14)

The Council received the Report of the meeting of the Appointments and Governance Committee held on 7 June 2022.

The Council noted that further appointments to the Council's committees would be made in due course, following discussions with the new lay members, and also noted the progress of the work to prevent and address sexual misconduct and harassment.

Resolved:

"That:

1. the appointments of Sue Maple, Peter Milhofer, Nigel Richards, Chris Shaw and Kevin Corrigan as members of Council be extended for a further period of three years to 31 July 2025;
2. the following be reappointed to the committees specified for a further period of three years to 31 July 2025:
 - a. Sue Maple: Appointments and Governance Committee, Remuneration Committee, and Professorial and Senior Staff Pay Review;
 - b. Peter Milhofer: Audit Committee and Investments Committee;
 - c. Nigel Richards: Audit Committee and as its Chair;
 - d. Chris Shaw: Audit Committee and Student Experience Committee;
 - e. Kevin Corrigan: Investments Committee and as its Chair, and to Strategy and Finance Committee;

- f. Steve Sherman: Investments Committee;
 - g. Paul Lewis: Investments Committee;
3. the Report of the meeting of the Appointments and Governance Committee held on 7 June 2022, now submitted, be approved.”

22/47 Report of the Remuneration Committee (Item 15)

The Council received the Report of the meeting of the Remuneration Committee held on 7 June 2022.

Ms Maple, the nominated lay member on the Committee, commended the rigour and fairness of the Professorial and Senior Staff Salaries Annual Review processes.

Resolved:

“That the Report of the meeting of the Remuneration Committee held on 7 June 2022, now submitted, be approved.”

22/48 Report of the Joint Standing Committee of Council and Senate on Honorary Degrees (Item 16)

The Council received the Report of the meeting of the Joint Standing Committee of Council and Senate on Honorary Degrees.

In response to a question, the Vice-Chancellor explained that the criteria used in considering nominees were: academics who had made an exceptional contribution in teaching, research, public understanding of research or innovation in their academic field; colleagues, former colleagues and alumni who had delivered exceptional service or contribution to the University or the broader public; people who had made an outstanding contribution to the University, or had had a positive and significant impact on the local communities where the University operates, in the UK or abroad; and those who offered a role model for students.

Members noted that the information in this report should be regarded as strictly confidential until such time as the proposed recipients had been contacted and had accepted the University’s invitation.

Resolved:

“That the Report of the meeting of the Joint Standing Committee of Council and Senate on Honorary Degrees, now submitted, be approved.”

22/49 Departing members

The President noted that Mr Simon Pryce was retiring from the Council after having served two full terms, and paid tribute to his dedicated service to the University, his incisive questioning and constructive challenge, and the professional acumen which he brought to the governance of the University’s business.

The Vice-Chancellor noted that this was the President’s final meeting of Council. He thanked him for his 12 years’ service on Council, for his consistent wisdom and insight in supporting,

guiding and challenging the executive, and for the openness and transparency with which he conducted the business of Council.

22/50 Dates of meetings of the Council in the Session 2022/23

Meetings of the Council in the Session 2022/23 had been scheduled for:

Thursday 22 September 2022 at 2.00 pm

Wednesday 23 November 2022 at 10.00 am (preceded by an informal meeting the previous evening)

Tuesday 24 January 2023 at 2.15 pm

Monday 13 March 2023 at 2.15 pm

Monday 3 July 2023 at 2.15 pm.