



MINUTES OF COUNCIL

Thursday 19 March 2015

Present: Mr D Burn (Chair), Mr R Cowap, Dr E Crawley, Mr C Green, Dr M Hamlin, Dame D Holt, Sir R Kerr, Dr S-A Kitts, Ms P Lawrence-Archer, Professor N Lieven, Mr T Macdonald, Dr J Manley, Professor S Mann, Professor R Middleton, Mr B Morton, Professor G Orpen, Ms A Phillips, Mr T Phipps, Mr A Poolman, Mr B Ray, Mr M Saddiq, Professor J Squires, Ms V Stace, Ms A Stephenson, Professor Sir Eric Thomas.

In attendance: Professor N Canagarajah, Dr R Cross, Ms R Geller, Ms K Gullon (Clerk), and Mr A Nield.

Apologies: Mr A Garrad, Mr P Hand, Ms C Peck, Ms S Vieru, Mr J Wetz.

1. Welcome and announcements

1.1 The Chair members of Council to the meeting. The Chair outlined the aims and themes for the day. It was noted that the meeting had been convened as a formal Council meeting, though it would contain a mixture of formal decision-making and more informal developmental discussions. Where a formal decision was required, the Chair would call Council to formal constitution. Only the formal business and decisions taken by Council would be minuted, although summary notes of the more informal discussions would be taken and would be made available to Council members on request.

2. Apologies

2.1 NOTED.

3. Declaration of interests

3.1 Members were reminded that they had an obligation to disclose any pecuniary, family or other personal interest that they had in any matter under discussion at any meeting of Council as soon as practicable. Members were reminded of their fiduciary duty to avoid conflicts of interest.

4. Council Effectiveness Review: options for the size and future composition of Council

4.1 RECEIVED and NOTED: (reference **CN/14-15/045**).

4.2 The Chair of Council outlined the differences between the model for size and composition previously considered by MAGG (and submitted to Council on 6 February) and the currently proposed model. The key difference was the size – from 19 to 20 members in total, and from 2 academic members to 3. The changes had been suggested following feedback received from the academic community (including Senate and UPARC).

4.3 The Chair of Council advised members of Council of the outcome of his consultation with the Society of Merchant Venturers (SMV) regarding the removal of its power to appoint a lay member of Council. Members of SMV had provided significant engagement with this issue, and it had been proposed that the SMV should be

entitled to nominate a Pro Chancellor, with a view to ensuring that one Pro Chancellor would be a member of SMV at any time. Whilst Council was supportive of maintaining the relationship between the University and SMV in a visible way, there was a reluctance to allow the SMV a 'right' to nominate, with Council members preferring a less formal arrangement whereby the SMV would be approached to put names forward as and when a vacancy arose, with Council retaining an unfettered discretion to formally nominate candidates to Court for appointment. The Chair thanked Council members for their views, and noted that this issue would be further considered.

4.4 Council considered whether the Finance Director and the Chief Operating Officer of the University should be members of Council. In consideration of this issue, the differences between corporate governance and higher education governance were noted. After careful discussion and consideration, Council APPROVED in principle the following future composition of Council (the "Final Model"):

- Eleven lay members (to include the Treasurer, and a member of Convocation)
- Three members of Academic staff
- Two members of Professional Services staff
- Two students
- the Vice-Chancellor and
- a Deputy or Pro Vice-Chancellor.

4.5 Council considered various options for the transition between the current composition of Council and the Final Model. Council noted that a number of lay members of Council would complete their third (and final) terms of office on 31 December 2015. Council therefore agreed to adopt an interim model to move from its current composition to the Final Model. Council agreed that flexibility would be needed in undertaking the transition especially in order to retain key skills. It was agreed that members of Council would be reappointed for 1-year terms during the transition period to help provide the necessary flexibility.

4.6 Council AGREED that the interim model should take effect from **1 January 2016**, comprised as follows:

- Thirteen lay members (to include the Treasurer, and a member of Convocation,)
- Three members of Academic staff
- Two members of Professional Services staff
- Two students
- the Vice-Chancellor and
- a Deputy or Pro Vice-Chancellor.

4.7 Council would, in due course, undertake a full review of the skills matrix of Council members, with a view to considering the key skills required on a smaller Council and how best to move from thirteen to eleven lay members.

4.7 Council considered the methods of appointment of the various categories of Council members. Council agreed that, in due course, all appointments to Council should be made by Council, via a nominations process. Council was supportive of the broad proposals for the appointment of each category of Council membership, as set out in the papers.

4.8 Council agreed that any changes necessary to implement a new appointments process should take effect from **1 January 2016**. In practice, this meant that no 'new'

methods of appointment would be implemented until vacancies arise on Council after that date.

- 4.9 The terms of reference and composition of a Nominations Committee of Council was yet to be agreed, and would be considered by Council (in consultation with key stakeholders) in due course.

5. Amendments to Statutes 15 and 25 and Ordinance 5

- 5.1 RECEIVED and NOTED: (reference **CN/14-15/046**).

5.2 It was agreed that there were certain issues still to be resolved before Council could approve the proposed amendments to Statutes 15 and to Ordinance 5 which had been proposed. In particular, the student members of Council requested that the eligible pool of students for membership to Council should be restricted to Sabbatical Officers of the Students' Union, as was currently the case. Any members of Council wishing to comment on the proposed amendments was requested to contact the Clerk to Council. The proposed amendments, together with any feedback received, would be considered by MAGG, with a view to final versions of the proposed amendments being submitted to Council for approval in due course.

- 5.3 It was agreed to postpone amendments to Statutes 15 and 25 and Ordinance 5 that would alter the power of Convocation to appoint a lay member of Council, in order to allow communication with members of Convocation at its AGM in July.

6. Council Effectiveness Review: change of name

- 6.1 RECEIVED and NOTED: (reference **CN/14-15/047**).

6.2 Council considered the recommendation of the Council Effectiveness Review that, through due process, Council should change its name to the "Board of Governors". Council considered that there would be value in a change of name to (1) reflect changes being made to the structure and operation of Council and (2) to aid with understanding and perceptions of Council in the University (and wider) communities.

- 6.3 On balance, Council considered that the nomenclature "Board of Governors" was not appropriate. After careful discussion of a number of alternatives, Council AGREED (in principle) to change its name to the "Board of Trustees", with effect from **1 January 2016**. It was noted that the change of name would require the formal approval by Council of changes to the University constitution. Proposed amendments would therefore be submitted to Council for approval in due course.

7. Council Effectiveness Review: reduction in the role of Council members in University processes

- 7.1 RECEIVED and NOTED: (reference **CN/14-15/048**).

7.2 Council AGREED that the involvement of Council members in student complaints, appeals and disciplinary processes and student or staff research misconduct investigations should remain, but that the relevant processes should be reviewed and amended as necessary to remove any requirements for a member of Council to chair a panel in such processes. Amended policies and processes may be submitted to Council in due course for approval.

- 7.3 Council AGREED that the requirement for lay members of Council to sit on Professorial appointment panels should be removed and noted that a revised policy would be submitted to Council in due course for approval.

8. Council Effectiveness Review: adoption of the CUC Code

8.1 RECEIVED and NOTED: (reference **CN/14-15/050**).

8.2 Council APPROVED the following statement of principle “Council wishes to confirm its support for the principles articulated in the 2014 Higher Education Code of Governance (the CUC Code). Council will endeavour to ensure compliance with the CUC Code.

8.3 Council affirmed its support for taking forward the task of amending Statute 31 to place the power to remove Council members with Council (rather than with Court, as was currently the case).

9. Discussion: options for committees of Council

9.1 RECEIVED and NOTED: (reference **CN/14-15/051**).

9.2 Members of Council were requested to provide feedback on the various scenarios set out in the accompanying paper, in order to inform discussion at (and the development of proposals by) MAGG.

10. Development sessions

10.1 Council engaged in discussions regarding the strategic questions facing the University, with a particular emphasis on (1) those posed by REF, (2) educational issues and (3) implications for the University’s estate. It was noted that Council was not expected to answer those questions itself, but that its role would be to provide challenge and support to the University as it considered these matters (and others) in the development of its new strategy.

11. Standing items

Equality and diversity implications

Council did not consider that any equality and diversity issues had arisen at the meeting which had not been fully considered at the appropriate point previously.

Communication and consultation

It would be necessary to communicate and consult upon the implementation of the recommendations of the Council Effectiveness Review, in particular.

Date of next meeting

The next meeting of Council would be held on Friday 20 March 2015.