

UNIVERSITY OF LEICESTER

COUNCIL

Unreserved minutes of a meeting held on
Wednesday 20 March 2019

Present:

	Bridget Towle (Chair)	
Janet Arthur		Janet Finch
Paul Boyle		Martin Hindle
Edmund Burke		Ian Johnson
Gary Dixon		Andrew Morgan
Sandra Dudley		Stephanie Osborn
Mehmooda Duke		John Schwabe
Cathy Ellis		Vijay Sharma
	Carole Thorogood	

In attendance: Kate Bradley (Director of HR, for items 19/M29-30 only); Martyn Riddleston (Director of Finance); Dave Hall (Secretary); and Neil Cox (Assistant Secretary).

Apologies for absence were received from Sarah Davies, Anil Majithia, Amy Moran and Paul O'Brien.

UNRESERVED BUSINESS

19/M25 **DECLARATION OF INTERESTS**

Paul Boyle and Edmund Burke declared an interest in the business recorded under 19/M30; Ian Johnson declared an interest in the business recorded under 19/M37; and Janet Arthur, Andrew Morgan and Carole Thorogood declared an interest in the business recorded under 19/M38. All of these individuals left the meeting for the full duration of Council's discussion of the business in which they had declared an interest, and did not return until the discussion had been concluded.

19/M26 **MINUTES**

Council considered the unreserved minutes of the meeting held on 21 January 2019. **Council approved** them as an accurate record.

Arising from minute 19/M10 (*Students' Union Articles of Association*), the Registrar and Chief Operating Officer reported that he had not yet been provided with the proposed redrafted Articles, as the Union had decided to seek advice from the Charity Commission on one specific point of detail, before submitting the final draft.

Arising from minute 19/M12 (*van Geest Endowment Fund*), the Finance Committee had reviewed the terms of the Fund's Declaration of Trust document. The Committee had concluded that the managing trustees did have the power to approve the withdrawal of £340,000 of capital funding to support the Leicester-van Geest Multi-Omics Facility for biomedical research.

19/M27 CHAIR'S BUSINESS

- a. The Chair confirmed that the President and Vice-Chancellor would leave the University at the end of March 2019, to become Vice-Chancellor at Swansea University, and expressed Council's best wishes for the next phase of his career.

The recruitment process for the next President and Vice-Chancellor would commence swiftly (minute 19/M30 refers), and Edmund Burke would serve as Acting Vice-Chancellor in the meantime.

- b. The Chair congratulated Gary Dixon on his appointment as a Director of Universities Superannuation Scheme Limited (the trustee company of USS), from 1 April 2019, in one of four board member positions appointed by UUK.

19/M28 PRESIDENT AND VICE-CHANCELLOR'S BUSINESS

The President and Vice-Chancellor drew Council's attention to various recent issues and developments, including:

- a. External matters:
- i. the publication of the report of the Augar Review of post-18 education and funding had been delayed again and was now expected in May 2019. There was new speculation about the possibility of students being refused loans if they failed to achieve three Ds at A level, and the loan repayment period being extended to 40 years.
 - ii. The OfS was voicing concerns about the rapid rise in the sector's use of unconditional offers, particularly where they required students to commit to a particular course; and also in relation to what the OfS referred to as "unexplained increases" in the number of first and upper second class degree awards.
 - iii. the government, OfS and the media were expressing fresh concerns about freedom of speech at universities and the existence of what was being described as campus "monoculture".
- b. Internal matters:
- i. the discovery of DNA fingerprinting at the University of Leicester had been included on the UK's top 100 "Best Breakthroughs List", published as part of the national *MadeAtUni* campaign, which aimed to celebrate some of the most significant university developments that had impacted on people's everyday lives.
 - ii. College Court, the University's conference centre and hotel, had won Best Catering Service at the Academic Venue Awards.

19/M29 EQUALITY, DIVERSITY AND INCLUSION

Council considered the University's 2019 Annual Report on Equality, Diversity and Inclusion (EDI) and the Gender Pay Gap.

Council noted the highlights of the key activities and achievements over the last year to further embed the EDI agenda across the University. Council was particularly pleased by the gaining of a Silver Athena Swan Institution Award, which was currently held by only 17 HEIs. Council acknowledged that there was still much work to do in other key areas, such as race and disability, but gained significant assurance from the report and the evidence it provided of the positive and realistic actions that were being taken to address these issues. Cathy Ellis offered to share with the Director of Human Resources examples of recent local NHS initiatives to help address workforce ethnicity issues [ACTION: KATE BRADLEY].

With regard to the gender pay gap, **Council noted** that this had shown a modest reduction from an average of 24.1% in 2017 to 23.1% in 2018. Some other related indicators had also shown a positive movement in the same period, including significant increases in the number of female applicants for promotion to professor, and their success rate. Proactive exit-interviews were being held with senior female members of staff to understand their reasons for leaving the University.

19/M30 APPOINTMENT OF A NEW PRESIDENT AND VICE-CHANCELLOR

Council considered the intended process and timetable for the recruitment of a new President and Vice-Chancellor. As required under Ordinances, a Joint Committee of the Council and the Senate would be established to conduct the recruitment and selection process and to bring forward a recommended appointment for approval by Council. The proposed membership of the Joint Committee was still being finalised and details would have to be circulated for urgent approval, by email, as it was intended that the Committee's first meeting would be held before the end of March.

The search consultants Perrett Laver were already facilitating a series of consultation and feedback opportunities for key stakeholders, including members of Council, and the provisional timetable envisaged that the final interview stage could be reached by late July/early August. A Special Meeting of Council might then be inserted to consider the report and recommendation of the Joint Committee. Council welcomed this ambitious timetable as being in the best interests of the University, but emphasized the need above all for a rigorous search process that would fully test the experience and suitability of the candidates.

19/M31 CORPORATE GOVERNANCE

In the light of recent publicity regarding possible failures or abuses of governance mechanisms elsewhere in the HE sector, Council considered a comprehensive overview of the University's existing framework of corporate governance and the protections it was intended to provide against such incidents. This included the University's long-established *Corporate Governance Code of Practice (CGCP)*, which had been updated to include additional references to further areas of good practice that were already in place.

In a wide-ranging discussion, **Council noted** that its constitution of 21 members was in the middle of the range for the sector as a whole. Some institutions had much smaller governing bodies, with the potential for very significant power and influence to be exercised by relatively few individuals. Council's quoracy rules, the fact that no members were routinely excluded from any discussions at Council meetings (apart from those relating to their own remuneration), and the extensive controls and protections set out in the *CGPC*, provided a good level of assurance that Council would become aware of any serious breaches or abuses of governance inside the University. It was also helpful that the Audit Committee operated with good compliance to guidance published by the CUC; that the Registrar and Chief Operating Officer had formal and distinct responsibilities to Council and its Chair, not just to the President and Vice-Chancellor; and that significant severance agreements required independent approval by the Remuneration Committee.

Council acknowledged that there might be opportunities to incorporate additional protection measures, for example, within the arrangements for the appointment of new members of Council, for the registration of interests, and through occasional opportunities for the full Council to meet in private session with the external and/or internal auditors. **Council accepted**, however, that any further action in such areas needed to be proportionate to the assessed level of risk, and suggested that the Nominations Committee would be the appropriate body to give further consideration to this and to report back to Council in due course [ACTION: NOMINATIONS COMMITTEE].

Council noted that any further action in this area would need to take account of a revised edition of the *Higher Education Code of Governance*, which was expected to be published by the CUC later in the year. The Chair of Council and the Assistant Council Secretary had submitted individual responses to a CUC consultation on the revised *Code*. More broadly, it would also be appropriate for Council to consider the governance and assurance aspects of its relationship with the Senate. This would fit well with any findings from an external review of the effectiveness of Senate, which was currently underway and due to report back to Senate (and then Council) in the summer term 2019.

19/M32 **SENATE**

Council considered the report of a meeting of Senate held on 6 March 2019.

As endorsed by Senate, **Council approved** the award of an Honorary DSc to Sir Gregory Winter, a recent recipient of the Nobel Prize in Chemistry, who was born in Leicester. It had not been possible to consider this nomination in the normal business cycle, due to the timing of the announcement of the Nobel Prizes.

19/M33 2018 ANNUAL REPORT ON HEALTH AND SAFETY

Council considered a report which provided an appraisal of the University's position in relation to health, safety and wellbeing management during the 2018 calendar year.

Council noted that an external assessment of health, safety and wellbeing management arrangements had been commissioned in early 2018, and its findings had informed the development of an improvement programme designed to ensure that the management approach to health and safety was fit for purpose. This would deliver a new three-year strategy and a supporting communications plan, which was now starting to be implemented. The process for the appointment of a new Director of Health, Safety and Wellbeing had been concluded and the successful candidate was expected to be in post by May 2019. Council would expect the new Director to attend and present the next annual report to Council in 2020.

Council welcomed the breadth of coverage of the annual report and the evidence it provided of the proactive measures that were being taken to manage the University's health, safety and wellbeing obligations. It also provided assurance that key areas of concern identified in the previous year's report, in relation to laboratory and fire safety, and construction and asset management, had now been mitigated.

19/M34 INDEPENDENT REVIEW OF THE TEACHING EXCELLENCE AND STUDENT OUTCOMES FRAMEWORK (TEF)

Council received the submission made by the University in response to a 'call for views' on the independent review of the TEF. A first draft response had been prepared by the Pro-Vice-Chancellor (Student Experience) following consultation with members of the Learning and Teaching Committee and initial approval by ULT.

Given the timing of the consultation and the deadline for responses, Council's approval of the response had been sought by email, with an opportunity for members to submit any comments or suggestions on the draft. Comments were received from five members of Council and these had been taken into account in preparing the final response. This supported in principle the aim of assessing the quality of teaching excellence and student outcomes, but expressed concerns about the extent of the TEF administrative burden and its impact on the 'marketisation' of higher education, which was resented by many students. **Council agreed** that the response had struck an appropriate balance on these points.

19/M35 2019 ELECTIONS OF EXECUTIVE OFFICERS IN THE STUDENTS' UNION

The Chair read out a statement from the Pro-Vice-Chancellor (Student Experience) on the conduct of the 2019 elections for appointment of executive officers in the Students' Union, prepared in his capacity as Council's appointed Observer to the elections.

Council was concerned to note that, although the elections were deemed to have been mostly free and fair, there had been a specific issue regarding the election to the position of Education Officer. Following complaints regarding the chairing of the election debate, the Independent Reviewing Officer had reviewed the recording of proceedings and had concluded that there had been significant bias in favour of one of the candidates. On that basis the Observer and the Chief Executive Officer of the Students' Union had agreed that the original result of the election for Education Officer should be discounted and the election re-run, under significant extra scrutiny.

This had now taken place and the outcome of the elections was confirmed as follows:

President:	Oge Obioha
Activities:	Chloe Brown
Education:	Adnan Rahman
Equality and Liberation:	Tony Magaia
Sports:	Mia Nembhard
Well-Being:	Sana Ali

Council also noted that other concerns had been raised regarding the level of abuse and intimidation reported by some of the candidates. The Chief Executive Officer had agreed to a full review of the processes, in particular the management of debates, for future elections. **Council requested** to receive a full report on the outcome of this review, and any actions flowing from it, at its meeting in November 2019, well in advance of the 2020 elections [ACTION: GARETH OUGHTON/IAN BRUCE].

19/M36 **ELECTION OF SPECIAL PRO-CHANCELLOR (STUDENTS)**

Council noted that students had elected Dr Suzie Imber (Radio and Space Plasma Physics Group, College of Science and Engineering) as the University's first Special Pro-Chancellor (Students).

19/M37 **APPOINTMENT OF TREASURER**

Council noted that the Chair of Council had invited expressions of interest from any lay members of Council who wished to be considered for the role of Treasurer, taking over from Gary Dixon, from 1 August 2019. One confirmed expression of interest was subsequently received, from Ian Johnson, with a supporting statement and CV. The Chair of Council and the current Treasurer had then met with Ian Johnson to discuss the role of Treasurer in more detail, and the outcome of this meeting was reported back to the Nominations Committee.

Council considered and approved a recommendation of the Nominations Committee that Ian Johnson be appointed as Treasurer of the University, for an initial period of three years, effective from 1 August 2019.

19/M38 RE-APPOINTMENT OF LAY MEMBERS OF COUNCIL

Council considered and approved a recommendation of the Nominations Committee for the following lay members to be re-appointed to Council to serve for a further three-year term, effective from 1 August 2019:

Janet Arthur
Andrew Morgan
Carole Thorogood

Council noted that a recommendation of the Nominations Committee for the following Court-appointed lay members to be re-appointed to Council to serve for a further three year term, effective from 1 August 2019, had been approved by Court at its Annual Meeting held on 15 February 2019:

Mehmooda Duke
Vijay Sharma

19/M39 APPOINTMENT OF ASSOCIATE MEMBERS OF COURT

Council considered and approved a recommendation of the Nominations Committee for the following newly-appointed emeritus professors to be invited to become Associate Members of Court, effective until 31 December 2022 in the first instance:

Richard Evans	Molecular and Cell Biology
John Lees	Physics and Astronomy
Andy Wilson	Health Sciences

19/M40 FUTURE PROCESS FOR APPOINTMENT OF THE CHANCELLOR

Council considered the final recommendations of the Task and Finish Group (TFG) established to review the ceremonial governance of the University, including in particular the current process for appointing the Chancellor, and how this might work in future.

The work of the TFG had focussed on the development of a more widely publicized and open process for staff, students and alumni to be able to make nominations for the appointment of future Chancellors. To help to achieve this the TFG had recommended that:

- a. membership of the current Augmented Nominations Committee (for the appointment of the Chancellor) be made more representative of the University community, by means of:
 - five additional members of staff - one academic and one professional services member of the University Executive Board; and three further academic staff, one from each College, nominated by the relevant College;
 - three additional student members of the Students' Union Council;

- b. the Augmented Nominations Committee be renamed the Chancellor Selection Committee, or similar title. This Committee would make a recommendation to Council, which would then make a recommendation to Court, in accordance with the established procedure;
- c. that a formal role specification be developed for the position of Chancellor.

With regard to recommendation a), the Nominations Committee had acknowledged that the desire to include wider staff and student representation in the appointment process would inevitably result in a significantly enlarged selection committee, with a different balance of membership. The Nominations Committee requested that, for transparency, Council should be provided with full comparative details of the composition of the current Augmented Nominations Committee and the proposed new Selection Committee, as shown in Appendix C/19/40App attached to these minutes.

Council approved recommendations a), b) and c) above regarding the future process for the appointment of the Chancellor.

19/M41 **STANDING COMMITTEE OF THE ALUMNI ASSOCIATION**

Council considered the report of a meeting of the Standing Committee of the Alumni Association held on 14 February 2019.

Council noted that Steph Osborn would be standing down as Chair of the Standing Committee in summer 2019. The Committee was in the process of reviewing its longer term role and priorities, and the nature of its ongoing interaction with the philanthropy and community engagement team.

19/M42 **TUITION FEES 2018-2019**

Council received a summary statement of tuition fees charged by the University in 2018-2019. The setting of course fees at individual programme level was a routine management decision, not normally reported to Council, but in response to an informal suggestion arising from the effectiveness review of Council in 2017-18, it had been agreed that Council would receive an annual summary report on the setting of course fees.

Council noted that the specific fee charged for each programme was based on a comprehensive market analysis, including reviews of headline course fees advertised at competitor universities. A 46-point fee scale was potentially available, but in practice a large majority of programmes were clustered in the middle third of the fee range.

19/M43 **FORWARD BUSINESS SCHEDULE**

Council received the current schedule of standard business expected to be taken at Ordinary meetings of Council during the remainder of the 2018-2019 academic year.

Members of Council were encouraged to submit requests or suggestions to the Chair for additional topics to be included on the Forward Business Schedule, or on the agenda for the next Council Awayday, and particularly in relation to academic assurance or research matters [ACTION: ALL].

19/M44 **UNIVERSITY SEAL**

Council received details of the affixing of the University seal to documents as listed in Appendix C/19/M44(App), attached to the signed copy of these minutes.

19/M45 **DATES AND TIMES OF FUTURE MEETINGS**

Council noted:

Dates and times of remaining meetings in 2018-19:

Wednesday 15 May 2019 at 4pm
Tuesday 11 June 2019 (Awayday) - all day
Wednesday 10 July 2019 at 4pm

Provisional unconfirmed dates of Ordinary meetings and Awayday in 2019-20, all at 4pm unless stated:

Tuesday 1 October 2019
Tuesday 19 November 2019 (*originally given as Wednesday 20 November 2019*)
Wednesday 18 March 2020
Wednesday 13 May 2020
Tuesday 9 June 2020 – Council/ULT Awayday -all day
Wednesday 8 July 2020

CHAIR

Duration of meeting (Unreserved and Reserved Business): 3 hours and 50 minutes

C/19/M40App**PROCESS FOR THE APPOINTMENT OF THE CHANCELLOR****A. Current arrangements – constitution of the ‘Augmented Nominations Committee’**

- a. The Chair of Council
- b. The Treasurer
- c. Three other lay members of Council
- d. The representative of the Alumni Association serving on Council
- e. The Chair of the Alumni Association (or another representative of the Alumni Association if the Chair is appointed under d) above)
- f. The President and Vice-Chancellor
- g. The Deputy Vice-Chancellor
- h. The President of the Students’ Union

Total members:	10
Council members	9
Lay members (one of whom not on Council)	7
Staff members (both on Council)	2
Student member (on Council)	1

B. Proposed future arrangements – constitution of the ‘Chancellor Selection Committee’

- a. The Chair of Council
- b. The Treasurer
- c. Three other lay members of Council
- d. The representative of the Alumni Association serving on Council
- e. The Chair of the Alumni Association (or another representative of the Alumni Association if the Chair is appointed under d) above)
- f. The President and Vice-Chancellor
- g. The Deputy Vice-Chancellor
- h. The President of the Students’ Union
- i. Five additional staff members*
- j. Three additional student members**

Total members:	18
Council members	9
Lay members (one of whom not on Council)	7
Staff members (five of whom not on Council)	7
Student members (three of whom not on Council)	4

* one academic and one professional services member of the University Executive Board; and three further academic staff, one from each College

** drawn from the Students’ Union Council