

THE COUNCIL

Minutes

This paper details the confirmed Minutes of the last meeting of the Council held on Tuesday 16 July 2019 at the Open University, CMR 15, Walton Hall, Milton Keynes, MK7 6AA.

The Council **approved** these Minutes as a correct record, at its meeting held on 26 November 2019.

Dr Jonathan Nicholls
University Secretary

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THE COUNCIL

Minutes of the meeting of the Council held on Tuesday 16 July 2019 at the Open University, CMR 15, Walton Hall, Milton Keynes, MK7 6AA.

Present: Mr Malcolm Sweeting (Chair), Professor Mary Kellett (Vice-Chancellor), Ms Cath Brown (President, OU Students Association), Professor John Brooks (Vice-Chair), Dr Jovan Byford, Mrs Frances Chetwynd, Mrs Mary Curnock Cook, Mr John D'Arcy, Ms Maggie Galliers, Ms Ruth Girardet, Mr Paul Greenwood (via Skype), Dr Richard Heffernan, Ms Anna Henderson, Mrs Rachel Lock, Mr Robert McCracken, Mr Tim Parry, Mr Bob Spedding, Dr Barbara Tarling, Professor John Wolffe, Dr Greg Walker

In Attendance: Mr Jonathan Nicholls, University Secretary, Dr Laura Lauer, Head of Governance, Ms Sue Thomas, Senior Manager, Governance (Working Secretary), Mr Laurence Holden, Group Finance Director, Mr Jake Yeo, Deputy University Secretary, Professor Josie Fraser, Deputy Vice-Chancellor, Ms Anna Barber, Director of Strategy, Mr Chris Youles, Chief Information Officer (for Minute 11), Mrs Jane Jones, (for minutes 12).

Apologies: None received

Proxy voting instructions were received from Mr Paul Greenwood in case of technical difficulties

1 WELCOME

- 1.1 The Chair welcomed everyone to the meeting, particularly Professor Josie Fraser, Deputy Vice-Chancellor who was observing the meeting.
- 1.2 The Chair thanked Ms Anna Barber, Director of Strategy and Ms Michelle Smyth, Head of Government and External Affairs for their presentation on the Report from the Independent Review of Post-18 Education and Funding chaired by Dr Philip Augar. He also thanked Mr Mark Young, Interim Director of Marketing and Mr Stephen Webb, Interim Director of Communications who were accompanied by Ms Kristin Cowper and Mr Mike Welsh from Havas for their update on the University's Communications strategy and branding.

2 APPOINTMENT OF TREASURER

- 2.1 The Chair informed that Council that, with its agreement, at this point he wished to take recommendation (a)(i) from agenda item E2, Governance and Nominations Committee (C-2019-05-19). This would enable the Treasurer appointment to be confirmed prior to the engagement session with University staff.
- 2.2 Mr Robert McCracken left the meeting at this point.

2.3 At the invitation of the Chair, Ms Maggie Galliers, a member of the appointment panel drew attention to the process followed as set out in minute 3 of paper C-2019-05-19 (GNC-2019-03-M) and assured the Council of its rigour.

2.4 The Council **approved, on the recommendation of the Governance and Nominations Committee** the appointment of Robert McCracken as Treasurer for an initial term of 4 years from 1 August 2019 to 31 July 2023 (GNC-2019-03-M Minute 3).

2.5 Mr Robert McCracken rejoined the meeting at this point.

3 DECLARATIONS OF INTEREST

There were no declarations of interest

4 MINUTES

C-2019-04-M

The Council **approved** the minutes of the ordinary business meeting of the Council held on 14 May 2019 as a correct record of the meeting subject to the following amendment:

Minute 11.3– to read (insertions in *italics* and deletions in ~~striketrough~~):

Another member expressed concern about *whether the University's had done enough to adequately differentiate between its status as a co-owner and investor in FutureLearn and its status as an academic partner and content provider. With this in mind, they sought further clarity about how faculties and the University would benefit by creating content for FutureLearn and how this would be monitored and assessed to ensure that the partnership with FutureLearn did not adversely affect, or divert investment from, the University's core business.* The University Secretary confirmed that there was no contractual obligation for faculties to provide content for the FutureLearn platform. However, it was in the OU's interests, as a co-owner of the company, to contribute to FutureLearn's success, which would in turn provide significant benefits and opportunities for the University. The VC added that the relationship with FutureLearn would support the University's ambitions to be more innovative by providing additional resource to develop new ideas.

5 MATTERS ARISING

C-2019-05-01

The Council **noted** the Action Tracker.

6 CHAIR'S BUSINESS

Estates Annual Report and Carbon Management Report

6.1 The Chair informed the Council that due to a full agenda these reports would be presented to the next meeting in September. The Council requested that these reports provided a more strategic and contextual perspective than in previous years.

Action: Deputy University Secretary

Governance issues

6.2 The Chair reflected that in the light of a recent statement from the Office for Students (OfS) in relation to management and governance failings at other institutions, it would be helpful to organise a development session for the Council on its responsibilities in relation to the new regulatory environment for the University. It was suggested that this take place at the September 2019 meeting.

Action: Head of Governance

7 VICE-CHANCELLOR'S REGULAR REPORT

C-2019-05-02

The Vice-Chancellor updated the Council on the following matters:

External updates

- 7.1 An advocacy pack had been provided containing information on the University and its activities to assist members of the Council. Professor Kellett reported that she would be continuing her role on the panel of the Labour Party's Lifelong Learning Commission and an interim report was due to be published shortly.

Research success

- 7.2 The University had teamed with NASA Goddard Spaceflight Centre (in cooperation with the European Space Agency) to develop an instrument to study natural water cycles on the Moon. The University's contribution to PITMS was being led by Dr Simeon Barber from the Faculty of Science, Technology, Engineering and Mathematics (STEM) and the instrument will be carried to the Moon in 2021.

National Students Survey (NSS)

- 7.3 Professor Kellett recorded her thanks to the President, OU Students Association and the Pro-Vice-Chancellor (Students) for their work in encouraging participation in the NSS Survey. Due to this work, the University had reached the threshold of a 50% participation rate. The results had shown overall satisfaction has stayed at 87%, keeping the University in the top 20 of all UK universities, with a ranking of 17th amongst 139 participating universities (going up three places since 2018). In Northern Ireland, the University retained first position and in Wales and Scotland it was ranked second.

School visits

- 7.4 The Vice-Chancellor had recently visited several schools in areas of deprivation and areas with low levels of participation in higher education to increase awareness of the opportunities offered by the University. She expressed her disappointment as to how little was known about the University by students and teachers but believed that the University could help students who had decided against higher education on cost or elitism grounds. The Vice-Chancellor's Executive (VCE) would be considering this further and would welcome support from the Council in this area.

British Psychological Society Accreditation

- 7.5 The Faculty of Arts and Social Sciences (FASS) had recently been successful in retaining BPS accreditation with several commendations for their work in widening participation and student support.

Appointment

- 7.6 Louise Casella, Director of the OU in Wales, had been appointed as a Trustee and Board member of The Welsh College, Colegau Cymru – the representative body for Further Education (FE) in Wales. This was a significant opportunity for the University to develop relationships within Welsh FE.

Cybersecurity

- 7.7 The Vice-Chancellor informed the Council that 60% of Associate Lecturers (ALs) and 90% of all other Office Staff had completed the mandatory cybersecurity training as at 15 July 2019. She explained that the seemingly low rate of training by ALs was due to many ALs having finished their teaching for the University at this point. Those ALs would re-engage with the training in September. New staff would receive awareness training as part of their induction. Members of the Council had been sent the link to the training module and were encouraged to complete it. The Business Case for additional work to improve the University's cybersecurity was currently being considered by VCE. This focused on

investing in people and technology to deliver improved capability in the Information Security team and improved defences for the University. Other work was also underway including improved risk management, guidance and performance reporting, additional defences against phishing and the consideration of options for reducing risks from unmanaged devices (in addition to replacement with managed devices).

Questions and comments

- 7.8 The Council acknowledged the importance of outreach engagement with school leavers to encourage them to consider the University as an option for higher education, however this needed to be carried out in an organised and consistent way. The University was urged to work with the Universities and Colleges Admissions Service (UCAS) to enable the University to be visible in students' searches for study options. The Director of Strategy confirmed that the University had discussed with UCAS ways to overcome issues such as its open entry policy. The President, OU Students Association considered that if it were to link to the UCAS application process, the University should not be viewed as one of a student's named selections for higher education but should be viewed as an extra choice.
- 7.9 It was also suggested the University's staff, many of whom held voluntary roles such as school governors, could be a valuable resource in promoting the University and its opportunities for pupils. The University Secretary reflected that in the future many young people may opt not to attend a traditional university because of cultural or financial reasons. The Open University could thus provide a route to higher education for them.
- 7.10 The Chair, Associate Lecturer Executive (ALE) informed the Council that it was not possible, as a manager of staff, to see records of cybersecurity training completion and if this had been possible, staff could have been reminded to complete it.

Action: Deputy University Secretary/Group People Director

8 STRATEGIC PERFORMANCE UPDATE C-2019-05-03

- 8.1 The Director of Strategy introduced the update on strategic performance, drawing attention to the recent National Student Survey results and explaining that the University's satisfaction levels for 'Teaching' and 'Assessment and Feedback' stood at 85%, down from 86% in 2018. In practice the decreases were very small, and the University had performed very well in these areas compared to other institutions.
- 8.2 Concern was expressed over levels of student progression and that measures introduced to improve rates of student success did not appear to be having a significant impact. The Vice-Chancellor pointed out that the full implications arising out of managed Open Entry initiatives were yet to be seen in the figures. Members considered that it would therefore be beneficial to examine module data in detail to evaluate progress. Concern was also noted over a lack of clarity as to where responsibility lay for such improvement and the role of the Senate and its substructure in monitoring academic excellence. These were areas for the Council to focus upon at future meetings.

Action: Director of Strategy/Head of Governance

9 RISK APPETITE REVIEW STRATEGIC RISK REGISTER C-2019-05-04 C-2019-05-05

- 9.1 The Director of Strategy introduced the Risk Appetite Statement and explained that it had been approved in July 2017 with a minor modification in July 2018. Following discussion by the Audit Committee at its meeting on 18 June 2019 and consideration by VCE it was recommended that the stated appetite for Reputational risks be amended from Open to Cautious and for Operational risks in relation to Innovation of approach to remain at Open

but the reference to being 'Hungry in some aspects' be removed. This was reflective of the University's approach over the last year and the ongoing position.

- 9.2 The Chair of the Audit Committee commented that it was acknowledged that the new Vice-Chancellor might wish to review the risk appetite in discussion with the Council once in post.
- 9.3 In examining the risk register, it was noted that risk 1, Information Security, contained no reference to the use of simulation exercises under risk response actions. The University Secretary confirmed that such exercises were carried out and that this could be reflected in the text. It was also felt that the wording of risk 3, Teaching and Research, should be strengthened to reflect that a challenging external environment was reducing the University's ability to operate successfully.
- 9.4 Members suggested that it would be helpful to have the risk scoring shown in the summary as some risks had remained categorised as red, yet further scrutiny showed that their scores had improved.

Action: Director of Strategy

- 9.5 The Vice-Chancellor emphasised that risk 1, Information Security, would always be categorised as red as the impact of a systems failure or breach would be so critical. It was suggested that with proper mitigating controls in place, it should be possible to reduce the likelihood score and thus categorise the risk as amber. It was however acknowledged that this was a risk upon which it would be very difficult for the University to exert full control.
- 9.6 The Director of Strategy drew attention to the notes at the end of the register which explained the scoring and categorisation of risks. She explained that consideration could be given to the definition of the categories to identify when risks were on the borderline between two categories. The detailed information on the risks identified was also helpful in showing actions and mitigations and also how the scoring was determined.
- 9.7 The Chair of the Audit Committee emphasised that the University must focus on its key risk areas and that VCE also needed to be confident that the Risk Register provided it with the information it needed.
- 9.8 The Council **approved:**
- a) the University's risk appetite statement
 - b) the updated Strategic Risk Register

10 BREXIT RISK REGISTER

C-2019-05-06

- 10.1 The University Secretary commented that the impact of Britain's exit from the European Union on the University was likely to be less than for other universities. The most important area was the impact on staff and People Services and the International Staff Network were ensuring staff had access to advice and support. Plans were also in place for student communications and online advice as the October deadline approached.
- 10.2 The Council
- a) **agreed** that a message should be sent to staff from the Council to demonstrate support and reassurance during this period of uncertainty
 - b) **noted** the Brexit Risk Register

11 CORE SYSTEMS REPLACEMENT UPDATE

C-2019-05-07

- 11.1 The Chief Information Officer informed the Council that the Explore sessions had commenced for the Finance, People Services and Student Lifecycle elements of the project and were running to schedule. Overall, the project was progressing well, but it was acknowledged that some significant challenges lay ahead. The concerns raised by the Audit Committee at its meeting on 18 June 2019 over fragmented sources of assurance for the project had been taken on board and, going forward, the Chief Auditor would be assuming the lead role in this oversight. The Chair of the Audit Committee explained that this oversight of assurance of the project was essential not just for the Audit Committee but for the Vice-Chancellor's Executive too. He expressed his concern however that this would be a significant task for the Internal Audit team.
- 11.2 Concern was raised as to whether the procurement of the exams and assessment system would be completed in time for assessment of students in March 2020 as stated in the timetable. There could be significant reputational risks for the University if this was not achieved. The new system would need to consider the University's complex academic regulations in relation to assessment and time had to be built in to ensure staff were fully trained. The Chief Information Officer acknowledged the concerns raised and agreed that the timings could be challenging. He informed the Council that a specialist group had been established to work with the Model Office project to advise on academic regulations. Members commented that as well as the technical aspects of the project, change management processes would be critical at this stage too, to ensure new ways of working were understood and adopted. The Deputy Vice-Chancellor assured the Council that the establishment of the Model Office would provide an opportunity to test key aspects of the components of the CSR Project. Further reports would be made to the Council.

Action: Chief Information Officer

- 11.3 The Council **noted** the update report.

12 AL CONTRACT UPDATE

C-2019-05-08

- 12.1 The Deputy Vice-Chancellor introduced the update and informed the Council that negotiations with the Universities and Colleges Union (UCU) on the principles underlying the skills audits had progressed with agreement subject to ratification by the Union. Mrs Jane Jones, Senior Accountable Executive for the project also reported that discussions on the details of the voluntary severance scheme for ALs were progressing with a range of financial scenarios being presented to VCE.
- 12.2 The President, OU Students Association expressed concern that the risk summary appended to the paper did not adequately reflect risks to students from the project. She was aware of incidences currently where ALs were not entirely familiar with the modules they were asked to teach, so she emphasised the importance of tutors being fully equipped and prepared. She did not consider this risk to students was sufficiently highlighted. The Deputy Vice-Chancellor assured the Council that the principles of the skills audit had been devised with a student focus and that time would be built into contracts for preparation. Pilots would test the robustness of the principles and supporting guidance.
- 12.3 In response to a question, the Deputy Vice-Chancellor confirmed that as well as shorter term aims, the project was also adopting a forward-looking approach and that recruitment of the future AL workforce and opportunities for postgraduate students to become involved in teaching were within the project's scope.

- 12.4 The Council noted several critical stages of this project were closely associated with critical points in the CSR and sought reassurance that there was sufficient interaction between the two major projects over plans and timetables, to avoid what could potentially be construed as a “perfect storm”. The Deputy Vice-Chancellor confirmed that the two projects were working closely together with extensive dialogue and that the next report to Council would include an analysis of CSR impact on AL discussions.

Action Deputy Vice-Chancellor

- 12.5 In relation to workload management, the Deputy Vice-Chancellor explained that this work was aligned with the skills audit and was being underpinned by the principle that there would be no detriment to ALs, including those currently working above 1 full time equivalent (FTE) for the University. In response to a question, clarification would be sought as to whether this referred to earnings or workload. Advice was also being sought on how ALs would be required to manage their contractual obligations to the University if they also held appointments elsewhere. The President, OU Students Association expressed her concern that excessive workloads for ALs were not in the interests of students if it resulted in a decline in standards of tutoring.

Action: Deputy Vice-Chancellor

- 12.6 In relation to voluntary severance offered to ALs, the Deputy Vice-Chancellor confirmed that the intention was to offer this at three stages, immediately on introduction of the new contract, during teach out stages or after working on the contractual arrangements for a specified period. In response to questions on planning AL numbers, it was confirmed that recruitment would increase in if shortage areas were identified. Line managers of ALs would be closely involved in this process.

- 12.7 The Council **noted** the update

13 HEALTH AND SAFETY ANNUAL REPORT

C-2019-05-23

- 13.1 The Deputy University Secretary introduced the report and explained that it had been taken at this point as the Chair of the AL Executive had to leave the meeting early. He explained that the University’s Health and Safety Committee was refocussing its purpose away from a purely technically focussed role to a much broader one encompassing staff wellbeing and mental health. The Health and Safety Team had been under staffed but additional resources had now been allocated and recruitment was underway. The position was therefore one of improvement for the future.
- 13.2 The Chair, AL Executive expressed her concern that several recommendations in relation to display screen equipment (DSE) safety for ALs arising from an audit of health and safety provision undertaken in 2018 had not been resolved. She considered that the University was not fulfilling its responsibilities towards ALs as they were not required to complete any assessment of their work stations. The Deputy University Secretary acknowledged that further work was needed in this area. A self-assessment process was in place and action was needed to increase awareness of this. Planning was underway to procure an online system, however it was unlikely that any part of this would be in place until early next year. The Vice-Chancellor explained that all other staff were required to complete an online DSE assessment and requested that extension of this to ALs be investigated. The Deputy University Secretary undertook to examine this area further.

Action: Deputy University Secretary

- 13.3 Members commented that the University had significant responsibilities in respect of the welfare of its staff and that this should be clearer in the report. It was noted that the

University appeared to have a high number of incidents for an institution of its size. This could indicate that a large incident was likely and further comparative work was needed to make the report useful. Members also observed that the Council was currently only asked to note the contents of the report. The report from People Services also on the agenda did not include any reference to these responsibilities either. The Deputy University Secretary assured the Council that the responsibilities were taken very seriously with the Health and Safety report being submitted directly to the Council for scrutiny.

Action: Deputy University Secretary

- 13.4 A report on University compliance overall would be presented to Audit Committee in September and if satisfactory would be recommended to the Council to agree to satisfy its legal responsibilities in relation to compliance.

Action: Head of Governance

- 13.5 A student representative enquired whether, with increasing online provision of study materials, that the University should extend its DSE responsibilities to students. The University had a duty of care for its employees, but these did not extend to students who used computer equipment in many situations beyond the control of the University. It was suggested that basic advice could be included with student induction materials.

- 13.6 The Council **noted** the report.

14 FUTURELEARN UPDATE C-2019-05-09

- 14.1 The University Secretary informed the Council that the Steering Group established to develop an engagement strategy for the University's relationship with SEEK and FutureLearn as a partner was working well with good engagement with the University's senior team. A working group was being established to focus on conception and production of materials for micro-credentials and an academic lead for this work was currently being sought. The approach from SEEK was focussed on the longer term and they were very enthusiastic in developing FutureLearn. It saw the University as its principal university partner to develop strategic educational partnerships with major multi-national organisations. Further engagement with SEEK senior management was planned for October. The Finance Committee, who were undertaking the duty of representing the University's interest as shareholder, would receive regular reports in dashboard format.

- 14.2 In response to a question, it was confirmed that the working group would address issues relating to workloads of academic staff to enable them to take on production of materials for FutureLearn.

- 14.3 The Council **noted** the report.

15 OFS CONDITIONS OF REGISTRATION C-2019-05-10

- 15.1 The Deputy University Secretary explained that paper presented the results of an initial mapping exercise showing how the University had met and was managing compliance with the Office for Students (OfS) ongoing conditions of registration. The additional submissions required to satisfy the enhanced monitoring requirements were completed and submitted but no further response had been received from the OfS. The Deputy University Secretary commented that it was currently proving difficult to establish direct engagement with the OfS but it was hoped that a more interactive relationship would develop in due course.

15.2 The Council recorded its satisfaction with the work carried out so far. It was however noted that the OfS was scrutinising student success rates and that with 40% of students showing non-completion, this area required careful monitoring, particularly as it touched on two of the OfS principles: participation and value for money. It was acknowledged that with a policy of open entry the University was able to explain the reasons behind its completion rates, but it would be essential to improve student outcomes for the future.

15.3 The Council **noted** the report

16 PREVENT REVIEW MEETING OUTCOME C-2019-05-11

16.1 The University Secretary reported that the OfS had visited University on 7 June 2019 to conduct a Prevent Review Meeting. The University was found to demonstrate due regard for the Prevent Duty with several areas of good practice demonstrated.

16.2 In response to a question, it was agreed to examine training received by ALs in Prevent duties.

Action: Deputy University Secretary

16.3 The Council **noted** the report.

17 REVENUE BUDGET C-2019-05-12

17.1 The Group Finance Director informed the Council that the paper provided the draft budget for 2019/20 and the financial forecasts to 2022/23 for context. In recent years the Council had approved the budget together with the five year financial forecast, which were submitted to the Office for Students (OfS) as part of the University's Annual Accountability return. The OfS had recently confirmed a later deadline of 2 December 2019 for the financial forecast submission so the Council would be asked to approve the Financial Forecasts to 2023/24, including the forecast for 2019/20, for submission to the OfS at its meeting on 26 November 2019. The Council was, therefore, only required to approve the budget at this stage which was being recommended to it by the Finance Committee. It had also been scrutinised by VCE.

17.2 The Group Finance Director explained that consistent with previous projections for the trajectory for moving back to financial sustainability, the draft budget presented a position that the University would be forecast to achieve an operating surplus in 2019/20. The 2019/20 draft budget included a USS pension adjustment credit of £59.3m based on an estimated 2018 valuation calculation.

17.3 The Chair of the Finance Committee reported that the Committee had considered the budget and agreed it was clear and consistent. In relation to the USS adjustment, it was noted that the University was in a similar position to other universities and that Universities UK was working on the provision of explanatory text for inclusion in the Financial Statements to provide a consistent message across the sector. The Group Finance Director explained that this was a sensitive matter and if the budget was approved then there would be a series of staff communications including a video message from him, explaining the position to provide clarity and avoid misunderstanding. The University would continue to monitor the work of the Joint Expert Panel and bring developments to future meetings of Council.

17.4 The Council **approved on recommendation of Finance Committee**, the budget for 2019/20.

18 FORECAST OUTTURN **C-2019-05-13**

18.1 The Group Finance Director explained that the paper provided the latest forecast of the University's consolidated financial performance for 2018/19, based on individual units' actual performance for the year to date as at 30 April 2019 and forecasts for the remaining quarter. The Finance Committee had reviewed these in more detail at its meeting on 25 June 2019. The forecast deficit of £115.7m was an exceptional adjustment and represented an adverse variance from budget of £36.1m and was subject to the risks identified in the paper.

18.2 Attention was drawn to paragraph 8 of the paper which explained the complex accounting position in relation to the investment of £50m by the SEEK Group and the establishment of a partnership with the University. The University's external auditors were currently considering the financial reporting implications of this for the Financial Statements.

18.3 The Council **noted** the 2018/19 consolidated forecast outturn deficit of £115.7m which incorporated the current year financial forecast for the Universities Superannuation Scheme (USS) deficit recovery of an increase in the provision of £102.6m, and did not include any gain of disposal of FutureLearn Ltd which was subject to discussion with the auditors.

19 FINANCE COMMITTEE **C-2019-05-14A&B**

The Council:

a) **approve** the Financial Regulations as recommended by Finance Committee at its meeting on 25 June 2019;

b) **noted** the unconfirmed Minutes from the meeting held on 25 June 2019 meeting.

20 AUDIT COMMITTEE **C-2019-05-15**

The Council **noted** the unconfirmed Minutes of the meeting of the Audit Committee held on 18 June 2019.

21 REMUNERATION COMMITTEE **C-2019-05-16**

The Council **noted** the unconfirmed Minutes of the meeting of the Remuneration Committee held on 2 May 2019.

22 THE SENATE **C-2019-05-17**

The Council **noted** the unconfirmed Minutes of the meeting of the Senate held on 25 June 2019.

23 COUNCIL ANNUAL EFFECTIVENESS REVIEW **C-2019-05-18**

23.1 The University Secretary introduced the paper and asked that members reflect on the Council's performance during the past year. The Vice-Chair emphasised the importance of the Council's relationship with the Senate particularly in the area of Student Success. In the context of the new regulatory environment, it was vital to establish the information required by the Council to provide it with the appropriate assurance with regard to the Conditions of Registration focusing on academic provision and also to clarify responsibility

for its provision. The University Secretary assured the Council that this was under consideration and a group had been established to oversee this and would report to the Council. A paper would also be presented to the next meeting on the Review of the Management of Governance.

Action: Chair of Review/ Head of Governance

23.2 The Council:

- a) **noted** the annual attendance figures 2018-19
- b) **noted** that the Governance and Nominations Committee would consider the current assurances Council received from its subcommittees and from the Senate with regard to the requirements of the Office for Students
- c) **agreed** the entry about the Council for the Corporate Governance disclosure in the Financial Statements 2018/19 subject to inclusion of Mr Robert McCracken as Treasurer and deletion of Mr Sandy Begbie as Acting Treasurer

24 GOVERNANCE AND NOMINATIONS COMMITTEE

C-2019-05-19

The Council:

- a) **approved**, on the recommendation of the Governance and Nominations Committee the proposed changes to the GNC terms of reference
- b) **noted**:
 - i) the amendments to the Council member role description (GNC-2019-03-M Appendix)
 - ii) the unconfirmed Minutes of the meeting.
 - iii) the unconfirmed Minutes of the last meeting of the Governance and Nominations Committee held on 12 June 2019 at the OU, Walton Hall, Milton Keynes.

(See also minute 2.4)

25 UNIVERSITY SECRETARY APPOINTMENT PROCEDURES

C-2019-05-20

The Council **approved** the process for appointing the University Secretary, membership of the Joint Committee, and recruitment timetable.

26 ACADEMIC GOVERNANCE REVIEW

C-2019-05-21

26.1 The University Secretary informed the Council that as a result of inclusion of additional areas to the scope of the review, a formal request from Union representatives to be involved in the review, and the appointment of a new Vice-Chancellor, it had been prudent to request the timescale be extended. The Chair of the Academic Quality and Governance Committee took Chair's Action to confirm an extension to the timescale of the Review from the final report being presented to Senate on 26 June 2019 to the first meeting of Senate in academic year 2019/20, in October 2019. The Review was being conducted by a very experienced team from external consultants, Advance HE, and its report was likely to provide observations and findings rather than a prescribed set of instructions. This would allow for reflection and open discussion.

26.2 The Council **noted** the report.

27 ANNUAL PEOPLE SERVICES REPORT

C-2019-05-22

This item was deferred to the next meeting

28 DECLASSIFICATION OF COUNCIL PAPERS

The following papers should remain confidential:

C-2019-05-10	OfS Registration
C-2019-05-11	Prevent Review Meeting Outcome
C-2019-05-14B	Finance Committee Confidential minutes
C-2019-05-16	Remuneration Committee confidential minutes
C-2019-05-22	People Services Report (deferred to next meeting)

The following papers were declassified:

C-2019-05-07	CSR Update
C-2019-05-12	Revenue Budget
C-2019-05-19	Governance & Nominations Committee confidential minutes
C-2019-05-20	University Secretary Appointment Procedures

29 REVIEW OF MEETING

There were no comments to record

30 DATE OF NEXT MEETING

The next ordinary business meeting of the Council will be held on **Tuesday 24 September 2019 in Milton Keynes.**

Dr Jonathan Nicholls
University Secretary

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