

THE COUNCIL

Minutes

This paper presents the confirmed Minutes of the extraordinary meeting of the Council held on 4 February 2020 in room WH006, Walton Hall, The Open University, Milton Keynes, MK7 6AA.

The Council **approved** these minutes as a correct record at its meeting held on Tuesday 10 March 2020..

Mr Jake Yeo
Acting University Secretary

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Attachments:

C-2020-01-M Minutes of the extraordinary meeting of the Council held on 4 February 2020.

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Minutes of the extraordinary meeting of the Council held on 4 February 2020
in room WH006, Walton Hall, The Open University, Milton Keynes, MK7 6AA.

- Present: Mr Malcolm Sweeting (Chair), Professor Tim Blackman (Vice-Chancellor), Ms Anna Henderson, Professor John Wolffe
- Via telephone: 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, Mrs Rachel Lock, Mr Robert McCracken, Mr Tim Parry, Mr Bob Spedding, Dr Barbara Tarling, Dr Richard Heffernan, Dr Greg Walker, Mr Paul Greenwood
- Apologies: Sandy Begbie, Ruth Girardet (proxy forms received from both members)
- In Attendance: University Secretary, Chief Financial Officer, Head of Governance, Pro-Vice-Chancellor (Students) (for Item 1 only) and Assistant Director – Access, Participation and Success (for Item 1 only)
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- 1 ACCESS AND PARTICIPATION PLAN C-2020-01-01**
- 1.1 The Chair invited the Pro-Vice-Chancellor (Students) (PVC-S) and the Assistant Director – Access, Participation and Success (AD-APS) to present the paper, which had been considered by the Senate at its 22 January 2020 meeting. The Senate recommended that the Council approve the Access and Participation Plan (APP) for submission to the Office for Students (OfS).
- 1.2 The PVC-S referenced the visit of Chris Millward, Director for Fair Access and Participation, in early January; this clarified that the APP's focus should be the OU's strategy, actions and measurable targets. The OfS will assess the sector, and individual universities, on their impact. The APP therefore set out how the OU proposed to allocate a proportion of its higher fee income to meet its stated objectives.
- 1.3 As a result of the visit, OfS data analysts will visit the OU to gain a better understanding of the university's data and definitions. A date had not yet been confirmed, but it was to be welcomed that the OfS was seeking to understand part-time provision and OU students.
- 1.4 The PVC-S reminded the Council that the APP was focused on England, but the University's wider Access, Participation and Success Strategy, of which the APP was a part, included the four Nations.
- 1.5 Council members asked for clarification in several areas:
- a) Risk. Members sought assurance that the risks of non-delivery of both the targets and internal reporting mechanisms had been fully captured and that mitigations were in place. The PVC-S assured the Council that the OfS was looking for action and progress; OfS was pushing the sector to find answers to complex questions and that progress toward targets, as well as meeting reporting deadlines, should provide sufficient mitigation. On the OU's internal data dashboard, the PVC-S confirmed that if the Data and Student Analytics team were not able to deliver it by September 2020, her office has the capacity to provide high-level data for analysis.

- b) Reporting. The PVC-S confirmed that the APP was a five-year plan and the university was required to provide an annual impact assessment to OfS. She clarified that the targets in the APP were five-year targets; there was no facility to amend the targets on an annual basis. Members requested that the Council receive a regular report, from the next Council meeting, on the key actions being taken to address the targets set out on pages 38-40 of the APP, to include an assessment of the relative difficulty of achieving each target.
- c) Targets. Members queried the omission of a target relating to the gap between men and women and asked about progression and continuation rates. The AD-APS agreed to examine data relating to gender and compare any gaps with those currently in the APP; it may be possible to include this additional data before submission of the APP to OfS. The Council will be kept informed. The AD-APS further stated that, in relation to progression and continuation, advice from the Data and Student Analytics team was that closing the gaps identified in the APP would have a positive effect on those rates.
- d) Funding. Members noted the well-publicised consultation from the OfS on how it will reallocate its resources following a reduction of £58m in its funding from government from 2020-21. This might include a 6% cut to the recurrent grant funding to all universities. Given the level of investment required to deliver the targets in the plan, members wished to know how the OU would cope with any decrease in the Student Premium. While this was outside the scope of the APP, the PVC-S assured the Council that the OU would make a robust argument on the basis of the value for money provided; a group comprising members from Finance and Government and External Affairs had been convened.
- e) Delivery. The PVC-S told the meeting that every Faculty and unit will incorporate targets into their business plans to embed it into the university's daily working and that Faculties were bringing in additional resource.
- f) Submission. It was intended to submit the APP to OfS by 7 February 2020; the final deadline was 28 February 2020 but it was expected that OfS would request changes to the OU's APP. A long period of iteration was not expected. Amendments requested by OfS will be reported to the Council.
- g) Correction. Members requested a correction to Figure 13.

ACTIONS: Office of the PVC-S - to **update** the risk register to include risk of failure to deliver on stated targets or internal reporting tools and set out mitigations; **correct** error in Figure 13; **review** the data on gender and consider whether a target focused on gender was appropriate in the APP and report to the Council on the gap and how it is proposed to close it; **create** a summary of the key actions to be taken by the OU to enable the Council to effectively monitor progress (to be presented at the next meeting of the Council).

1.6 The APP was **approved**, subject to the corrections noted above.

2 FUTURELEARN: PROPOSALS FOR A SHAREHOLDERS' REPRESENTATIVE GROUP AND OTHER ARRANGEMENTS FOR THE COMPANY **C-2020-01-02**

2.1 The Chair introduced the paper. The Council had delegated authority to the Pro-Chancellor, Vice-Chancellor, and Treasurer to represent the Council as Shareholder when making the appointment of the independent Chair of the FutureLearn Board. This had been successfully concluded, but not yet announced publicly.

- 2.2 The idea of a Shareholders' Representative Group (SRG), to provide agility in decision-making, had already been raised in the Finance Committee, where it was supported.
- 2.3 Members requested clarification in two areas: how could Council be assured that the members of the SRG were exercising their duties appropriately and what would happen if one member of the SRG was not available when an urgent decision was required.
- 2.4 The Chair explained that the SRG would be a formal sub-committee of the Council and report its decisions to it. In addition, the University's Chief Financial Officer and the University-appointed Directors of Future Learn would attend all meetings; this would ensure transparency. The Chair of Council and the Chair of Finance Committee should have the ability to nominate a replacement, should they be unable to exercise their duties as members of SRG. This was **agreed**.

ACTION: Governance Team - to update the SRG Terms of Reference to allow for nominees.

- 2.5 The Council **approved** the establishment of the Shareholders' Representative Group with provision for it to be reviewed after 6-12 months and **noted** the reporting arrangements.
- 2.6 Following the Council's approval of the SRG, the members of the SRG all present at the meeting agreed the appointment of Professor Josie Fraser and Philip Robert-Tissot as OU Directors, in addition to Dr Jonathan Nicholls.
- 2.7 It was clarified that these appointments were unremunerated; members of OU staff would receive their normal salary, but would not be paid as Directors of FutureLearn.

3 PRO-VICE-CHANCELLOR: REVISED APPOINTMENT PROCEDURES C-2020-01-03

- 3.1 The revised appointment procedures and process for appointing the PVC (Students) had been considered by the Senate at its 22 January 2020 meeting. The Senate recommended that the Council approve the revised procedures and process.
- 3.2 Members supported a process that allowed the University to measure candidates against external benchmarks. The addition of an external member to the appointment panel was welcomed.
- 3.3 When considering advertising the role of PVC (Students), it was noted that in most pre-1992 universities, posts of this kind were advertised internally and not externally. The OU's current practice was to decide the advertising strategy on a case-by-case basis, taking the following into account: balance of internal/external on the executive team, succession planning, the nature of the role, and the performance of the incumbent.
- 3.4 The Vice-Chancellor confirmed that he was content with the composition of the executive team, although it was a matter he continued to keep under review.
- 3.5 The Council **approved** the revised procedures for the appointment of a Pro-Vice-Chancellor and the process to be followed for the appointment of a Pro-Vice-Chancellor (Students).

4 ANY OTHER BUSINESS

The Vice-Chancellor briefly updated the Council on the delay to the Core Systems Replacement programme. A full report would be presented to the Council at its March meeting.

5 DATE OF NEXT MEETING

Tuesday 10 March 2020 at The Open University offices in Edinburgh, preceded by a Council Dinner on Monday 9 March 2020.

6 DECLASSIFICATION OF COUNCIL PAPERS

The following paper would be classified as “Internal Use Only”, however the Appendix, would remain as **Highly Confidential**:

C-2020-01-02: FutureLearn: Proposals for a Shareholder’s Representative Group and Other Arrangements for the Company.

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Acting University Secretary

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