

THE COUNCIL

Minutes

This paper presents the unconfirmed Minutes of the last meeting of the Council held on Tuesday 15 July 2014 at 10.00am in the Hub Theatre, The Open University, Walton Hall, Milton Keynes, MK7 6AA.

The Council **approved** these Minutes at its meeting on Tuesday 25 November 2014 as a correct record of the meeting, subject to an amendment in minute 13.3. (C-2014-04-M, minute 3.1)

Fraser Woodburn
Secretary to the Committee

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THE COUNCIL

Minutes of the meeting of the Council held on Tuesday 15 July 2014 at 10.00am in the Hub Theatre, The Open University, Walton Hall, Milton Keynes, MK7 6AA.

- Present: Lord Haskins (Chair), the Vice-Chancellor, Mr E Briffa, Mr H Brown, Mrs M Cantieri, Mrs S Dutton, Dr I Falconer, Mr A Freeling, Mr B Heil, Prof K Hetherington, Mr B Larkman, Dr C Lloyd, Mrs S Macpherson, Mrs R McCool, Mr W Monk, Dr T O'Neil, Mr C Shaw, Mr R Spedding, Mrs R Spellman, Prof W Stevely, Dr G Walker
- In Attendance: University Secretary; Pro-Vice-Chancellor (Academic); Pro-Vice-Chancellor (Learning and Teaching); Pro-Vice-Chancellor (Research, Scholarship and Quality), Director Students; Finance Director; Commercial Director, Head of Governance; Senior Manager (Governance); Kevin Mayles and Barbara Poniatowska for item 7; Nigel Holt, Director of Human Resources, for item 14.
- Observing: Mr L Hudson, (Director Communications), Mrs D Rochowski (Secretary, SPRC)
- Apologies: Professor J Draper, Mr R Humphreys

1 WELCOME

The Chair welcomed Ruth Girardet and Sue Unerman, who would be joining the Council as external co-opted members from 1 August 2014, and who were observing the meeting.

2 DECLARATION OF INTERESTS

There were no declarations of interest.

3 MINUTES

C-2014-02-M

- 3.1 Referring to minute 7.21, a member observed that the Council had taken a vote to approve the Strategic Planning and Resources Committee (SPRC) recommendations to reduce the number of academic-related and academic staff, and to appoint a Redundancy Committee, but it had not been recorded in the minutes. However, the vote had been referred to during the Senate meeting in June and elsewhere. The minute should record that there had been one vote against the recommendations. The University Secretary agreed that it was good practice to record votes in the minutes; this had been discussed with the Governance Team and the minute would be amended.

Action: GT

- 3.2 The member also suggested that, particularly in the case of contentious issues, members should be given the opportunity to abstain in a vote. Although only one member of the Council had voted against the recommendations regarding East Grinstead, other members may have abstained had this been an option.

- 3.3 The Council **approved** as a correct record the minutes of the business meeting held on 13 May 2014, subject to the above amendment.

4 MATTERS ARISING

C-2014-03-01

- 4.1 A member welcomed the update on the Locations Analysis, but asked that the project consider more broadly what new opportunities, beyond learning and teaching, might be realised if the University's regional presence were strengthened and reformed. The Director, Students, Keith Zimmerman, replied that the project team was working closely with the Faculty of Health and Social Care (HSC), which represented a forward looking faculty, and hoped then to create a template for other faculties. The project team would be producing a series of structured questions for circulation to all relevant units about their requirements; the responses would be reported back to the Council.

Action: KZ

- 4.2 The Council **noted** the responses to the matters arising from the last meeting, which were not dealt with elsewhere on the agenda.

5 CHAIR'S BUSINESS

Referring to the recent announcement about the Vice-Chancellor's decision to leave the University, the Chair commented that both he and Martin Bean were committed to continuing to run the University until the end of the year.

6 VICE-CHANCELLOR'S REGULAR REPORT

- 6.1 The Vice-Chancellor reported on:

- a) the 25th Anniversary of the OU's Audio Recording Centre (ARC), a purpose-built facility for producing high quality audio recordings of module material for disabled students that had helped over 36,000 students to achieve their full potential;
- b) the award of preferred supplier status for Health Education North East's "Flexible work place based pre-registration Adult Nursing Degree"; the lifetime contract value would be between £500,000 and £1.3 million;
- c) the 2014 Royal Society Summer Exhibition, which had showcased two of the OU's pioneering areas of research: the Rosetta spacecraft and technology for dogs;
- d) the award of a National Teaching Fellowship (NTF) to Dr David Middleton and Dr David Robinson;
- e) the award of the 2014 Gero Thomas Medal by the European Physical Society (EPS) to Bob Lambourne in recognition of his contributions to physics education;
- f) the Science Faculty's memorial celebration of the life and achievements of Professor Colin Pillinger;
- g) the acceptance of the OU Business School (OUBS) into the Global Business School Network, a network of 67 business schools from 29 countries on 6 continents;
- h) the award of a £750,000 grant over 5 years from OPITO international (the skills organisation for oil and gas) to help support the work of the International Development Office in delivering tailored education in developing regions.

- 6.2 The Vice-Chancellor also thanked members for the many kind messages he had received since he had announced that he would be stepping down from the role at the end of the year.

7 MANAGING STUDENT SUCCESS: AN INTRODUCTION TO THE ROLE OF ANALYTICS AT THE OU

- 7.1 The Pro-Vice-Chancellor (Learning and Teaching), Professor Belinda Tynan, and Senior Manager – Learning and Teaching, Kevin Mayles, gave a presentation outlining the University's work in the area of Analytics. This work was part of the Study Experience Programme (SEP), a cross organisational project whose goal was to retain students and help them to progress. (A copy of the slide presentation is available to Council members on the Governance website.)
- 7.2 Members thanked Professor Tynan and Mr Mayles for an interesting and informative presentation on an exciting and cutting edge project. Analytics had great potential to change the improvement cycle at both micro and macro level to make it faster and more responsive, but it was important to ensure that the project was underpinned by the right ethics.
- 7.3 Several members said that transparency should be a fundamental principle underpinning the project: students should know from the outset what data would be collected and how it would be used; they had to be partners in the project if it was to succeed. Lessons should be learned from the healthcare sector with regard to providing customers with the ability to give informed consent and with the option to opt out. This would provide students with confidence that analytics were designed to work for them and that they had a real choice about participating.
- 7.4 A member observed that there were other ethical issues to be considered: one was the question of data security; whilst another was the danger that data might be used out of context. Another member said that it was important to avoid determinism; analytics should inform not decide.
- 7.5 A number of members identified implications for the People and Culture priority; the use of centrally generated analytics would require a change in culture and there would be a need for staff development. Associate Lecturers (ALs) and Student Support Teams (SSTs) were also collecting information and making interventions with students on the ground. There was the potential for students to be overwhelmed by the number of interventions. A key test would be that all interventions were effective. Professor Tynan said that engaging staff was a key part of the project and the implementation phase would involve communications with and support for all concerned. A key challenge would be to agree the roles of the different users of analytics, and to ensure that the University collected information on the nature and success of all interventions.
- 7.6 The President, OUSA, commented that, after some initial antipathy, she could see value in the project. However, the analysis of the information being collected was being undertaken by a machine rather than a person. It was essential that ALs worked with the analytics data and kept the student in the forefront of any decisions. Professor Tynan agreed that the lived experience was key; qualitative data should not be disregarded, but used in conjunction with quantitative data.
- 7.7 With reference to the three point model concerning the organisational strengths required for the effective deployment of analytics, a member said that it was important to talk to people; the data itself was not important, but how it was used was important. Agility was key; it was difficult for any organisation to change, so it was important for the academic community to engage with the data and its interpretation if the project was to be a success.
- 7.8 A member observed that in developing the OU as a learning organisation, the way in which the University evaluated data and measured success, and how people viewed this process, would have to be given careful consideration. Students, particularly disadvantaged learners, would be anxious about being analysed and judged as a failure,

and this might present a barrier to engagement. Professor Tynan commented that feedback from students often demonstrated bias and determinism, because students did not wish to be labelled for lack of progression.

- 7.9 A student member asked how the University itself would adapt and change in response to the information gained through analytics. Professor Tynan said that the project would focus on ensuring that feedback from the analytics was communicated to staff and they were enabled to use that information to inform learning and teaching design.
- 7.10 An AL member commented that the use of small data student tools would make the OU a leader in the field. Students should be able to use the data available about them to drive their own goals; students had to take personal responsibility if they were to develop into independent learners. Professor Tynan said that the potential in this area was particularly exciting and would complete the vision. The OU was already ahead in terms of providing tools to its staff, but a personalized dashboard could be key to motivating students.
- 7.11 A member observed that not only would the data provide a benefit to the University, but that it would also have value to third parties and could be used to generate revenue. The University would need a policy to cover the use of data in this way. Professor Tynan responded the idea of sharing data was in its infancy; the extent to which the OU might participate in consortia and maximise income opportunities through the provision of additional services such as tutoring for an extra fee had yet to be explored. The member requested that a policy be put in place to clarify what would be acceptable.

Action: BT

- 7.12 A member cautioned that sharing normalised data was difficult, as it was possible to reverse-engineer some information to identify individuals. Consequently, it was important to distinguish between the internal and external use of such information. Professor Tynan said that the University was not at the point of releasing data to others; the consortium that the OU was currently engaged with was only concerned with sharing good practice. The University already had some open data, around MOOCs for example, which was shared in a way that did not put it at risk. The University's Chief Information Officer was currently reviewing the OU's data security.
- 7.13 The Chair said that he viewed the project with excitement and some apprehension. It was important to understand what motivated students to register with the OU, but also what did not motivate them. Analytics could be a huge source of competitive advantage for the University.

8 2013-14 FORECAST OUTTURN

C-2014-03-02

- 8.1 The Finance Director, Miles Hedges, introduced the paper, which forecast a deficit of £1.7 million in 2013/14 based on the third quarter's results. This represented a net improvement against the budget deficit of £7.9 million or just under 2% of total income. The paper outlined the forecast variances in income and expenditure. The net favourable movements in income were partly associated with an improvement to the payment performance of the Student Loan Company (SLC). Dealing with these payments had highlighted the issue of passive withdrawals by students and steps were being taken to reduce the impact in the future.
- 8.2 The Treasurer, Howard Brown said that it was encouraging that the deficit was below budget, but urged caution as issues might still arise that would require further adjustments.
- 8.3 The Council **noted** the 2013-2014 forecast consolidated outturn of £1.7 million deficit.

9 2014-15 REVENUE BUDGET**C-2014-03-03**

- 9.1 The Finance Director introduced the paper, which was the third budget to be prepared in the context of the new funding environment in England. For the second year in the University's history, income from tuition fees would form the majority of its total income, with funding body grants reducing as transitional students in England gradually disappeared over a five year period. The delivery of this budget would mean that £64 million of the £75 million target for aggregate cost reductions and new net income would have been achieved, and the University was on target to deliver the remainder by 2015/16. Budgeted expenditure included an allowance for £25 million of non-recurrent strategic expenditure to help position the University for the new market dynamics. Whilst there was already a need for some strategic expenditure in each year, the scale of the changes faced by the University would diminish and so would the scale of the strategic expenditure.
- 9.2 The Treasurer commented that the prospect of a move back to a surplus of income over expenditure was an excellent outcome. The risks were still significant: whilst the University's costs were under control, income, in terms of fees and numbers of students, was still uncertain. Staff across the University had worked extremely hard to deliver the operational changes necessary for the new environment and the Council thanked them for their efforts. The uncertainty over the recruitment of new regime students was due to circumstances beyond the University's control, but it was comforting to note that it had exceeded the expectations of a year ago. Finance Committee recommended this budget to the Council.
- 9.3 A member agreed that the OU had done well with regard to student recruitment, and observed that the University's share of the part-time market had increased; however, the part-time market itself was in decline, so the risk factor was still high. The higher education (HE) sector in England was in the second year of a new funding regime, but it was possible that another regime would be introduced in a year's time. Consequently, it was appropriate for the University to set a conservative budget.
- 9.4 Another member observed that the forecast outturn for 2013-14 was better than planned. As the OU was not planning to make a surplus, and so long as the risks continued to reduce, the budget should therefore be adjusted accordingly. 'Earnings before interest, taxes, depreciation and amortisation' (EBITDA) was a poor measure of performance, and the University should also keep a non EBITDA measure. Mr Hedges said that the measure had been chosen by the Higher Education Funding Council for England (HEFCE).
- 9.5 In response to a query, Mr Hedges said that the £25 million of strategic expenditure was the most significant item of expenditure. Systems development accounted for around 40% of this amount, with the balance being a mix of measures in faculties and other units to support the delivery of the strategic plan.
- 9.6 The Council **approved** the proposed consolidated revenue budget for 2014/15 of a surplus of £14.8 million on the recommendation of Finance Committee.

10 FINANCIAL FORECASTS TO 2016-17**C-2014-03-04**

- 10.1 The Finance Director introduced the paper, which was one of the key accountability returns that University had to make to HEFCE. It was only the second time that the forecasts had been prepared in the light of some experience of operating in the new funding environment in England, where the University's overall performance on student recruitment for 2012/13 and 2013/14 had been better than expected, in contrast to the rest of the part-time sector. Whilst risks remained, the University's experience to date

(paragraph 56) meant that the confidence band (paragraph 53) was narrower, that is the overall level of uncertainty had reduced over the past year.

- 10.2 The Treasurer said that the graph demonstrated why the University was in a strong financial position and put the small budgeted deficit for the current year into context. It was appropriate to be cautious, but it was encouraging that the flowing years' forecast results returned so quickly to the target surplus. This would be monitored moving forward and the necessary adjustments made when appropriate. The commentary included a 'cautionary statement' (paragraph 91), which reflected the natural level of uncertainty in any forward looking statement and was in line with best reporting practice for such documents. Given the disclosure of the forecasts to the University's lenders it was important that the University made such a statement. Finance Committee had reviewed the forecasts and the commentary, and had recommended them to the Council.
- 10.3 With reference to the government's announcement that students with an equivalent or lower qualification (ELQ) who wished to retrain part-time in engineering, technology and computer science would be eligible for a loan, a member asked if the policy was expected to go ahead. Mr Hedges said that he understood that it would; the commentary served as a reminder that the University was still awaiting details of how it would be implemented.
- 10.4 A member commented that the forecast for post-graduate student numbers was a potential weakness and asked why the target was so optimistic. The Vice-Chancellor responded that the University had recently been successful in improving post-graduate student numbers through a partnership between the Business Development Unit (BDU) and the Faculty of Business and Law (FBL), and the National Health Service (NHS). It was possible to view this as an anomaly, but this type of collaboration with the public and private sector would become more prevalent in the future. However, it did not speak to the underlying trend and the matter would return to the Council in the future.
- 10.5 In response to a query referring to paragraph 90 (f) of the commentary, Mr Hedges confirmed that the reference to the Student Opportunity Allocation continuing at current levels was to emphasise to HEFCE the importance of leaving the grant allocation at current levels.
- 10.6 The Council **approved**, on the recommendation of Finance Committee, the financial forecasts and commentary.

11 FINANCE COMMITTEE

C-2014-03-05

- 11.1 The Treasurer introduced the report. The major items of business discussed by Finance Committee had been dealt with separately earlier on the agenda. The revision recommended to the University's financial strategy (Minute 5) being recommended the Council was a technical change as a result of new HEFCE monitoring requirements and had no operational impact.
- 11.2 The Committee had spent a significant amount of time on the issues relating to the collection of student fees, especially passive withdrawals. The situation had improved, but it remained a significant risk and the University would continue to monitor the issue.
- 11.3 The effectiveness of the Finance Committee had been considered; changes to its terms of reference were being recommended to reflect the rebalancing of activities between Finance Committee and Audit Committee that have been heralded at past meetings of Council.

11.4 The Council:

- a) **approved** the Finance Committee recommendation that although the University's Financial Strategy should in essence remain unchanged, it should be updated to replace the surplus target with earnings before interest, taxes, depreciation and amortisation (EBITDA) as a percentage of income (F-2014-03-02);
- b) **approved** changes to the Committee's terms of reference (Appendix)
- c) **noted** the unconfirmed minutes from the meeting held on 17 June 2014 (F-2014-03-M).

12 AUDIT COMMITTEE

C-2014-03-06

12.1 The Chair of the Audit Committee, Bob Spedding, introduced the paper. The Committee was trying to identify or predict potential issues at an early stage, and consequently people were being invited to the Committee meetings who would not normally attend. Changes to the Committee's terms of reference were being recommended to ensure that there was clarity in its role, which was to review risk management, control and governance, and allow Finance Committee to do its job of looking after the University's finances.

12.2 Referring to the discussion on IT Project Governance Arrangements (Minute 5) and in particular the reference to 'incidences of resistance amongst staff to the adoption of the new systems' (5.2), a staff member commented that this did not accurately describe every situation. In his area, staff had identified issues with the new systems, but these had not been addressed and consequently mitigation had been necessary when the system had been implemented. Mr Spedding responded that lessons were being learned by the IT team and the Committee had requested that action be taken to investigate the issue of resistance to change.

12.3 The President, OU Students Association (OUSA), Marianne Cantieri, recommended caution with regard to the policy to purchase 'off the shelf' software and commoditise products rather than develop internal systems. This approach had been used with the Virtual Learning Environment (VLE), a system which was still unsatisfactory. Mr Spedding replied that the Chief Information Officer, David Matthewman, had explained the new process for IT governance and business cases; it appeared to provide a robust approach for the future, but would be kept under review.

12.4 The Council:

- a) **approved** changes to the Committee's terms of reference
- b) **noted** the Minutes of the meeting held on 24 June 2014 (AUC-2014- 02-M)

13 ESTATES COMMITTEE

C-2014-03-07

13.1 The Chair of Estates Committee, Bill Monk, introduced the paper, highlighting some of the key items that had been discussed by the Committee. A review of the Estates Strategy 2006-2016 had been initiated, as there had been significant change during that period. The outline schedule would enable the outcomes of the Locations Analysis and the 5-yearly building condition survey to provide input to the new Strategy, which would be presented to the Estates Committee in June 2015. It was important that the University had a cost effective and flexible estates framework in order to operate effectively in the changing environment. A member suggested that, when developing the new Strategy, it should incorporate a process of on-going review over the ten year period.

- 13.2 Referring to the Carbon Management Plan, Mr Monk commented that the OU's achievement of its interim target of 11% was unique in the sector; however, despite the incentives, it would be challenging to meet the balance of 36% by 2020.
- 13.3 Mr Monk said that a purchaser had been found for the surplus warehouse in Wellingborough and a price agreed. A member asked whether the current market value of the property had been checked before the sale. Mr Monk responded that the warehouse had been valued with input from the agent.
- 13.4 Mr Monk also reported that the leases of the Nottingham and Birmingham offices expired in 2015. The Director of Estates had considered that the risk of the leases not being renewable was small.
- 13.5 In response to a query about the rationale behind the recommended change to the Committee constitution, Mr Monk said that external members had previously been co-opted for their specialist skill sets in times of great activity. At present, the work of Estates was much reduced, and it seemed inappropriate to ask external members to contribute time and effort when there was little work going on.
- 13.6 The Council:
- a) **approved** the proposed amendment to the Committee's terms of reference
 - b) **noted** the unconfirmed minutes from the meeting held on 13 June 2013 (E-2014-02-M). The Carbon Management Plan (Annual Progress Report) at Minute 5 was available to view on-line.

14 STAFF STRATEGY COMMITTEE

C-2014-03-08A&B

- 14.1 The Chair of the Staff Strategy Committee, Ros McCool, thanked Ruth Spellman for chairing the last meeting in her absence. The minutes demonstrated that the Committee's focus was balanced between business as usual and the review of key metrics. The forthcoming workshop would be on the subject of performance management, and an additional external person would be invited to provide a wider perspective. Members of the Council who wished to attend were invited to contact Ms McCool. The Council's Annual Effectiveness Review (AER) had raised some questions about the role of the Committee, particularly with regard to health and safety, and equality and diversity. The tabled supplementary paper on the AER (C-2014-03-11) addressed these points, but the Health and Safety Committee report had been discussed at the June meeting of the Committee. Ruth Spellman added that the Committee aimed to support a working environment that was based on co-operation and challenge, in which all staff could learn and support the OU moving forward.
- 14.2 The Director of Human Resources (HR), Nigel Holt, introduced the Committee's Annual report. Last year this had been delivered as a presentation, but a written report had been considered more suitable in order to ensure that Council members had a broad and deep understanding of staff strategy. The paper included information on key metrics and challenges, and what was being done to address them. On the whole, the University was performing well compared to other higher education institutions (HEIs): in previous years it had been revealed as the 7th best university in which to work; staff commitment was in the top 10%; and staff turnover was the lowest in the sector.
- 14.3 Referring to Figure 2: OU Staff & Student numbers, a member observed that the AL full time equivalent (FTE) had remained fairly static, whilst the AL headcount had declined significantly, and asked whether this change in the AL demographic was likely to continue. Mr Holt replied that the AL contract negotiations had resulted in ALs moving towards work of a full time nature and, together with the fact that posts were now advertised internally, this had led to the dramatic change illustrated on the chart. The AL negotiations had been

stalled, but the Universities and Colleges Union (UCU) were now considering how they might continue. An AL member asked whether, given the consolidation of AL contracts, had the AL redundancy criteria changed to mitigate against the changed circumstances. Mr Holt confirmed that a review of the criteria formed part of the consultation with UCU.

- 14.4 Referring to the table in paragraph 3, the AL member said that, in terms of FTE, ALs represented 25% of the workforce; however, because they were not included in the staff survey, they did not form part of the SSC's considerations. Mr Holt replied that there was a comprehensive survey of ALs, which did inform University activity; however, he acknowledged that AL issues were not covered by the SSC report. Ms McCool commented that ALs regularly featured in the Committee's discussions, but said that consideration needed to be given as to how this was communicated.
- 14.5 With reference to paragraph 8, a member observed that different categories of staff had different levels of sickness absence, with that of non-academic staff typically being considerably higher than that of academic staff. The OU's staff profile was atypical, with considerably more non-academic than academic staff; consequently, it was impossible to make a direct comparison of the average number of days lost to sickness with the rest of the sector. Mr Holt responded that the aim of the paper was to give an overall picture. Sickness absence was higher than the University would wish compared to the rest of the HE sector and other public sector organisations, and this appeared to be an area for concern. In response to a query from a member, Mr Holt confirmed that these figures did not include ALs.
- 14.6 Referring to paragraph 9, a member commented that the University would not make progress in increasing its Black and Minority Ethnic (BME) numbers unless it was a part of the University's strategy. Ms McCool said that a plan was in place and that whilst such plans had previously been approved by the Vice-Chancellor's Executive (VCE), it was appropriate that they be presented to the Council for approval going forward. A student member said that in future it would be helpful to add a column to the table that illustrated the comparative percentages across the sector.
- 14.7 Referring to paragraph 34, a member suggested that middle management performance should be an area for focus. Only 52% of staff had indicated that their unit's management compared well to the sort of management that they would like to have, and 41% had said that they did not receive regular feedback from their manager. There was clearly scope for improvement in the performance of mid-tier managers.
- 14.8 A member commented that the report provided an excellent summary, but did not indicate the University's or the Committee's view of the current staff situation. It would be helpful to have an overview that included, for example, the three best things about the staff and the three main issues.
- 14.9 The Council **noted** the minutes of the meeting held on 10 June 2013 (CSSC-2014-02-M).

15 STRATEGIC PLANNING AND RESOURCES COMMITTEE

C-2014-03-09

The Council **noted**:

- a) the unconfirmed Minutes from the meeting (SPRC-2014-03-M);
- b) the paper presented to SPRC on the UK Political Landscape and Funding Environment (SPRC-2014-03-06).

16 THE SENATE **C-2014-03-10**

- 16.1 Referring to paragraph 46, an AL member said that she would be asking for the Senate minute to be corrected, since the Vice-Chancellor had been unable to remember at the meeting whether the Council member had voted against or had abstained in the vote about the potential redundancy of staff in East Grinstead.
- 16.2 The Council **noted** the report on the following items that were discussed at the meeting of the Senate held on 11 June 2014:
- a) Matters Arising
 - b) Strategic Planning and Resources Committee
 - c) Curriculum Size and Shape
 - d) Group Tuition Policy - Draft
 - e) Annual Report on Student Numbers
 - f) The Council

17 ANNUAL EFFECTIVENESS REVIEW **C-2014-03-11**

- 17.1 The University Secretary introduced the paper, which this year included the views of Council members. The scores were largely positive; there had been some individual comments, and the tabled paper of supplementary information responded to some of them. The quinquennial Council Governance Review was due to take place next year and it would be important to involve the new Pro-Chancellor in the process. Council members would be asked for their input when the review commenced.
- 17.2 Ros McCool said that the comments about SSC were disappointing. She would take the feedback positively, but thought that if Council members had received the SSC report before completing the questionnaire, then the responses might have been different.
- 17.3 Ms McCool expressed her support for Nigel Holt and his team, who handled the outcomes of business decisions taken at VCE and the Council with sensitivity and professionalism. Whilst members may have thought that the closure of East Grinstead might have been handled differently, the changes regarding staffing in Europe had been dealt with very successfully. Members were urged to consider the situation in the round, rather than base their comments on the most recent experience, when completing such surveys.
- 17.4 The Council **agreed** the Corporate Governance Statement for inclusion in the Financial Statements 2013/14.

18 MEMBERSHIP COMMITTEE **C-2014-03-12**

The Council:

- a) **approved:**
 - i) Jeremy Newman as an external co-opted member of the Council from 1 August 2014;
 - ii) Jeremy Newman as an external co-opted member of the Council on the Finance Committee from 1 August 2014;
 - iii) Ruth Spellman as an external co-opted member of the Council on the Membership Committee from 1 August 2014;

- iv) Nick Poulter as an external co-opted member of the Audit Committee from 1 August 2014;
- v) Nita Advani as an external co-opted member of the Finance Committee from 1 August 2014;
- vi) the following individuals from the staff and student categories of Council membership to the Membership Committee:
 - 1) Prof Hazel Rymer
 - 2) James Miller

b) **noted** unconfirmed Confidential Minutes of the meeting.

19 JOINT COMMITTEE TO APPOINT THE VICE-CHANCELLOR C-2014-03-13

19.1 The paper setting out the process and timetable for the appointment of the Vice-Chancellor was tabled at the meeting. The President, OUSA, commented on the tight deadlines; it was important that there should be no pressure to complete the process until the right person had been found for the role.

19.2 The Council **approved** the Chair and the five Council members for appointment to the Joint Committee to appoint the VC:

- a) Chair – Lord Haskins
- b) Five members of the Council not being members of the Senate:
 - i) Professor Bill Stevely
 - ii) Mr Howard Brown
 - iii) Dr Greg Walker
 - iv) Ms Shonaig Macpherson
 - v) Mrs Ruth Spellman

20 DECLASSIFICATION OF COUNCIL PAPERS

The Council **agreed** that the following papers should remain confidential:

C-2014-03-03 2014-15 Revenue Budget

C-2014-03-04 Financial Forecasts to 2016-17

The following papers could be declassified:

C-2014-03-12 Membership Committee

C-2014-03-13 Joint Committee to Appoint the Vice-Chancellor

21 NEXT MEETING

The next ordinary business meeting of the Council will be held on Tuesday 25 November 2014 at 9.45am for 10.00am in the Hub Theatre, The Open University, Walton Hall, Milton Keynes, MK7 6AA.

22 REVIEW OF MEETING

This item was included following a recommendation from the Council Governance Review Group, agreed by the Council in July 2010. There were no comments on this occasion.

23 GOODBYE AND THANKYOU

On behalf of the Council, the Chair said farewell to all members whose term on the Council ended on 31 July 2014. He thanked the Senate members - Professor Jan Draper, Professor Kevin Hetherington, Rob Humphreys and Dr Christina Lloyd - for their service on the Council. External co-opted members, Edward Briffa and Dr Anthony Freeling, were thanked for their insight, guidance and support to the Council and the University, and Marianne Cantieri for her valuable contribution as the President of OUSA.

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Secretary to the Committee

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