

THE COUNCIL
Confidential Minutes

This paper presents the confirmed Confidential Minutes of the extraordinary meeting of the Council held on 3 May 2019 at The Open University in Milton Keynes

The Council **approved** the Confidential Minutes as a correct record at its meeting on 14 May 2019.

Dr Jonathan Nicholls
University Secretary

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Attachments:

C-2019-03-CM Confidential Minutes of the extraordinary meeting of the Council held on 3 May 2019 (*Declassified*)

THE COUNCIL

Confidential Minutes of the meeting of the Council held on Friday 3 May 2019
at The Open University in Milton Keynes

Present: Ms Cath Brown (President, OU Students Association), Ms Anna Henderson,
Dr Barbara Tarling

Attending via Skype: Mr Malcolm Sweeting (Chair), Professor Mary Kellett (Vice-Chancellor), Mr
Sandy Begbie, Dr Jovan Byford, Mrs Frances Chetwynd, Mrs Mary Curnock
Cook, Mr John D'Arcy, Ms Maggie Galliers, Ms Ruth Girardet, Mr Paul
Greenwood, Dr Richard Heffernan, Mrs Rachel Lock, Mr Robert McCracken,
Mr Tim Parry, Mr Bob Spedding, Dr Greg Walker, Professor John Wolffe

In Attendance: University Secretary (via Skype), Head of Governance, Senior Manager,
Governance (Working Secretary)

Apologies: Professor John Brooks

Proxy voting instructions were received from Professor John Brooks

1 REPORT FROM THE JOINT APPOINTMENT COMMITTEE OF THE COUNCIL AND THE SENATE TO APPOINT THE VICE-CHANCELLOR C-2019-03-01

- 1.1 The Chair introduced the paper and explained the format for the meeting.
- 1.2 The Head of Governance expanded on the recruitment process outlined in the paper and added that Odgers Berndtson were very conscious of the issue of diversity. The agency had directly approached five women currently serving as Vice-Chancellors and had tried, unsuccessfully, over multiple interactions to get them to apply. The agency were also very aware of the under-representation of Black and Minority Ethnic (BAME) groups at this level: according to Advance HE's report based on the Higher Education Statistics Agency (HESA) data, less than 1% of Vice-Chancellor's were from BAME groups.
- 1.3 At the longlisting meeting, the Joint Appointment Committee (JAC) had received guidance on recognising and countering unconscious bias. The Committee had constructed the longlist based solely on the evidence presented by candidates. The Committee had also been sent a document drafted by People Services on unconscious bias after the meeting.
- 1.4 On 25 April 2019, the shortlisted candidates had met five groups representing the OU: academics, staff tutors, associate lecturers, professional services staff and students. The feedback from each stakeholder group was communicated to the JAC.
- 1.5 At the formal interviews on 26 April 2019, the JAC had considered each candidates' presentation, their performance in interview, the stakeholder feedback, and the results of a media exercise and a leadership assessment.

- 1.6 In response to a query from a member, the Head of Governance confirmed that the process had been robust and had facilitated much greater engagement from across the institution than had been achieved previously. Members commented that the feedback from stakeholder groups including academics, associate lecturers, professional services and students regarding the initial consultation and subsequent engagement had been very positive. The meetings between stakeholder groups and the candidates had been meaningful and had provided the panel with a rounded perspective on each individual. The Chair agreed that the process had been solid, but that it would be reviewed to ensure that it could not have been improved.
- 1.7 The Chair commented that the short list had been strong and summarised the qualities exhibited by the candidates. Following consideration of all the evidence, the Committee had unanimously agreed that the recommended candidate would be the most effective to lead the University for the next five years. When offered the role, the candidate had accepted with delight and humility.
- 1.8 Those Council members who had also been members of the Joint Appointment Committee agreed that the process had been excellent and endorsed the Chair's summary. The President of the OU Students Association thanked the Vice-Chancellor for ensuring that a student had been included as an observer on the Joint Appointment Committee, and the Chair for fully involving her in the Committee's discussions. This development of the student partnership had been much appreciated.
- 1.9 The University Secretary reported that a remuneration package, within the range agreed by Remuneration Committee, had been agreed with each candidate in advance of the interviews to ensure that it was not necessary to hold negotiations under pressure. The package for the recommended candidate included compensation for not being able to join the USS pension scheme, relocation expenses, and the facility to rent Wednesden House for up to 12 months until the candidate's current property had been sold and a local one purchased. Remuneration Committee had approved the contract on 2 May 2019, which included a 6-month notice period and an exit clause. The contract, which would commence from 1 October 2019 for 5 years, had been constructed with the advice of Shoosmiths to proactively ensure that both parties were protected in the event of it being terminated early.
- 1.10 The Chair of Remuneration Committee endorsed the process, which had observed the salary range agreed by the Committee and taken account of its comments in the creation of a more commercially written contract.
- 1.11 In response to a member's query, the University Secretary confirmed that an exit clause had not existed in previous contracts between the University and its vice-chancellors. By agreeing such a contract in advance, the parameters had been made clear to all parties before employment commenced.
- 1.12 The Vice-Chancellor said that she had already been in contact with the recommended candidate and had agreed an outline handover process. There would be a period of tandem-working during the last two weeks of September, her last day would be 30 September and the new incumbent would take over on 1 October 2019. There would be regular contact in the interim and the Vice-Chancellor elect would be involved with any major decisions, including senior leadership appointments. The Vice-Chancellor said she was delighted with the recommended appointment and anticipated a smooth handover, as they had worked together before and shared a mutual respect.
- 1.13 The University Secretary said that the recommended candidate and the Open University had agreed a form of words for communicating the appointment, although the timing of the announcement had yet to be agreed with the candidate's current institution. A telephone

conversation between the Chairs of each institution had been scheduled for later that afternoon. The announcement, which would include details of the remuneration package, would be made first to internal staff and then externally. Council members were asked to keep the details confidential until the announcement had been circulated.

- 1.14 In response to a query from a member, the University Secretary confirmed that he had already thanked members of the stakeholder groups for their contribution and they would receive the announcement directly. The student members of the Council were invited to propose the preferred way of communicating with the student body.

Action: CB/BT

- 1.15 The Council **approved** the recommendation of the Joint Committee for the appointment of Professor Tim Blackman as Vice-Chancellor of the Open University from 1 October 2019 for a term 5 years.

Dr Jonathan Nicholls
University Secretary

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