

THE COUNCIL

Minutes

This paper presents the confirmed Minutes of the last meeting of the Council held on 24 November 2020 via Microsoft Teams.

The Council **approved** these Minutes as a correct record at its meeting held on Tuesday 23 February 2021.

Dave Hall
University Secretary

Sue Thomas
Working Secretary to the Council

Attachments:

C-2020-07-M Minutes of the meeting of the Council held on 24 November 2020 held via Microsoft Teams.

THE COUNCIL

Minutes of the meeting of the Council held on 24 November 2020 via Microsoft Teams.

- Present: Malcolm Sweeting, John Brooks, Tim Blackman, Sarah Jones, Bob Spedding, Mary Curnock-Cook, Maggie Galliers, Robert McCracken, Catherine Halliwell, Anna Henderson, Ruth Giradet, John D'Arcy, Ceri Doyle, Paul Gray, Lopa Patel, Tevin Tobun, Rachel Lock, Jovan Byford, Eileen Scanlon, Carol Howells, Danielle Smith, Rob Parker, Paul Greenwood
- In Attendance: Dave Hall (University Secretary), Laura Lauer (Head of Governance), Paul Traynor (Chief Financial Officer), Sue Thomas (Senior Manager, Governance), Anna Barber, Director Strategy (for minutes 14,17 and 18), Chris Youles, Chief Information Officer (for minute 21), Caragh Molloy, Group People Director (for minute 21), Liz Marr, PVC Students (minutes 12, 15 and 16)

1 WELCOME

- 1.1 The Chair welcomed the following new members participating in their first business meeting of the Council: Ceri Doyle, Paul Gray, Lopa Patel, Tevin Tobun, Eileen Scanlon, Carol Howells, Rob Parker, Catherine Halliwell, Sarah Jones, Danielle Smith
- 1.2 The Chair also congratulated Tevin Tobun who had been named in the UK Black Power List 2021 and John D'Arcy OBE and Mary Curnock Cook CBE on their Honours in the Birthday Honours List in October 2020

2 CONSTITUTION OF THE COUNCIL

C-2020-07-01

- 2.1 The Council **noted** its Constitution and Statement of Primary Responsibilities.
- 2.2 It was **agreed** that the appointment of the Deputy Vice-Chancellor be included in Section 6: Appointment of University Officers.
- 2.3 There were no declarations of interest.

Post Meeting Note

An amendment to Section 6.2 of the Statement of Responsibilities was approved by Chair's Action on 14 January 2021

3 MINUTES

C-2020-05-M/C-2020-06-M

The Council **approved**:

- a) the minutes of the meeting held by correspondence from 21 to 28 August 2020
- b) the minutes of the business meeting of the Council held on 14 July 2020 subject to the following amendment (insertion in *italics* and deletion in ~~strike through~~):

Minute 9: Associate Lecturer Contract to read:

9.1 The University Secretary informed the Council that whilst there were clear operational reasons for decasualising a core group of workers and bringing them onto an equal footing with other staff, he acknowledged it was more challenging to *draw a direct line to its conceptualise* the impact on student success. *Attempts to introduce changes had failed in the past but with support from the Council and VCE the team were confident of success. Negotiations with representatives of the University and College Union (UCU) were taking time but* He argued that by implementing the change, there would be improvements in consistency of the student experience and support, and this would help to drive up other indicators of success. ~~to introduce changes had failed in the past but with support from the Council and VCE the team were confident of success.~~ The University Secretary emphasised that staff tutors as managers of ALs would play a key role in connecting the new contractual and management arrangements to visible improvements in student success

9.2 The reference in Appendix 5 to the new contract improving the skills capacity of ALs was questioned as increasing flexibility amongst ALs might adversely affect student success rates and retention if tutors taught modules outside of their main knowledge and expertise. Staff tutors and ALs had reported that they felt marginalised from the negotiations over the new contract. *The University Secretary acknowledged due to the negotiations with the UCU it was not possible to discuss the issues directly with affected staff but he emphasised that staff tutors as managers of ALs would play a key role in connecting the new contractual and management arrangements to visible improvements in student success*

9.3 There was also concern over the *absence* lack of an *integrated* workload management system which ~~was~~ *would be* key to successful implementation of the new contract and reference to legacy systems being suitable was inaccurate. The importance of Phase 2 of the programme (training and new ways of working) was emphasised and it was suggested that this took precedence over implementation of other phases. The University Secretary reiterated that the phasing of the project was not linear and that phases were running concurrently. He also confirmed that scoping of a workload management system had commenced and in the meantime the Faculty of Science, Technology, Engineering and Mathematics (STEM) was currently testing an existing workload management system.

9.4 The Council sought further information on the progress of the negotiations with the UCU and whether there were significant risks associated with them. Concern was expressed that the original agreement on the new contract had not taken sufficient account of the detail and this was now resulting in protracted discussions. The Group People Director acknowledged that the difficulties around communications could be frustrating and cause feelings of marginalisation. Negotiations were progressing with representatives of the University and College Union, but it was ~~meticulous~~ *complex* work requiring detailed discussion and mutual understandings had to reached on all points to avoid misunderstandings or misinterpretation *later in the process*.

9.5 Despite the challenges of the project, the Council ~~believed~~ *accepted* that if the new working arrangements were implemented successfully, they ~~would~~ *should* result in increased efficiency, *engagement* and effectiveness. The University Secretary assured the Council that colleagues were highly committed to ensuring the project succeeded *and were mindful of the wellbeing of ALs and those that support the AL community. To ensure cohesive delivery of benefits, and* the AL Contract team would be collaborating with the Student Success team. The next update to the Council would provide greater clarity on deliverables and timescales.

9.6 The Council **noted** the report.

4 MATTERS ARISING AND ACTION TRACKER C-2020-07-02

4.1 With reference to line 4 in the Tracker, the University Secretary agreed to provide further information on the measures in place to manage the risks identified.

4.2 The Council **noted** the Action Tracker.

5 CHAIR'S ACTION C-2020-07-03

5.1 The Chair informed the Council that he had participated in an event organised by the Committee of University Chairs (CUC) at which there had been a detailed discussion on the current USS Pension Scheme deficit. A further update would be made to the meeting of the Council in February 2021.

5.2 The Council **noted** the report.

6 VICE-CHANCELLOR'S REGULAR REPORT C-2020-07-04

6.1 Professor Blackman drew attention to the significant activities going on across the University despite the Covid-19 pandemic.

6.2 Negotiations were proceeding with the University and College Union on the implementation of the new contract for Associate Lecturers (ALs). Integrating ALs into School and Faculty communities and placing them on an equal footing with other staff would be a significant achievement for the project. The University Secretary confirmed that the detailed plan for allocating ALs to a School was still being discussed.

6.3 The strong growth in student numbers was positive for the University but it was noted that the growth was well above planning targets. The numbers of students studying at full-time intensity was increasing and measures were being put in place to support these students. Work was ongoing to address current resourcing needs and also to plan for future growth, however significant pressures on the University's budget were anticipated as a result of the challenge of resourcing the growth of standard business operations, continuing to support large change programmes and investing in new opportunities.

6.4 The Council welcomed the report of growth in numbers and the findings of the London Economics Report on the OU's contribution to the UK economy. The Vice-Chancellor acknowledged that growth in student numbers was not evenly distributed across the faculties and assured the Council that additional resources were being made available to support this, particularly in the Faculty of Arts and Social Science (FASS). Additional resource was also being directed to supporting students who were at increased risk of not completing their studies.

6.5 The Vice-Chancellor acknowledged the strains that lockdown had put upon the staff whilst maintaining services for students. A staff barometer survey had recently closed, and the results were awaited. Whilst the 2019/20 pay award remained unresolved, the University was permitted to implement local awards and VCE had agreed that a Staff Recognition Payment of £500 would be made to all staff (except VCE members).

6.6 Professor Blackman informed the Council that the recruitment for the Pro-Vice-Chancellor (Research, Enterprise and Scholarship) was proceeding and six candidates were due to be interviewed. He thanked those members of the Council who are serving on the appointment panel. Thanks were also recorded to Anna Barber who was stepping down as Director of Strategy to take on the role of Director, Academic. Haf Merrifield would take

up the post of Director of Strategy, from January 2021 and would lead the development of the new strategy.

6.7 The OU's international profile in light of Brexit and opportunities for skills development and the post-graduate market was discussed. The Vice-Chancellor confirmed that these areas, particularly the skills agenda, were under consideration. Development of the overseas and post-graduate markets were longer term aspirations. The University was a multi-channel, multi-platform and multi-product institution with FutureLearn, OpenLearn, the OU's existing undergraduate and postgraduate provision, as well as apprenticeships, all having a role to play. The Council would discuss this in greater detail as part of the development of the University Strategy.

6.8 The Council **noted** the report.

7 AUDIT COMMITTEE ANNUAL REPORT TO THE COUNCIL AND THE VICE-CHANCELLOR, 2019/20 C-2020-07-05

7.1 The Chair, Audit Committee introduced the report and commended the management of risks by the University during the Covid-19 pandemic. The external auditors had paid significant attention to the consideration of "going concern" in line with new accounting guidance related to the pandemic and had also reviewed the carrying value of FutureLearn in the University's balance sheet for any potential impairment. He drew attention to the accounting treatment adopted for the uncertainties surrounding the provision of the costs related to the deficit in the Universities Superannuation Scheme (USS). The external auditors had confirmed they intended to issue a clean audit report with no major issues of concern to report.

7.2 The Council welcomed the clarity of the Financial Statements and acknowledged the extensive work in preparing and scrutinising them, particularly whilst working remotely due to the pandemic. It was agreed it would be helpful for the Council to see a summary of the lessons learned report by Internal Audit on the University's response to the pandemic.

7.3 The Chief Financial Officer explained that the financial statements continued to be dominated by the accounting impact of the actuarial valuation of the USS as at 31 March 2018. This was significant for the University and could have far reaching effects for the University's financial position and as an employer, as well as affecting employee contributions. It would however be a long-term issue. The Council would be kept regularly updated.

7.4 The Council **noted** the report.

8 2019/20 CONSOLIDATED FINANCIAL STATEMENTS C-2020-07-06

8.1 The Chief Financial Officer informed the Council that the Financial Statements had been scrutinised by the Audit and Finance Committees. The Statements presented a positive set of accounts and reflected a strong response from staff to maintaining operations during the pandemic. Additional work had been carried out by the external auditors on revenue and financial reporting and this provided assurance over the robustness of the University's systems and operations. The Treasurer reported that the Finance Committee had been able to improve its process of oversight during the year through increased quality and transparency of information.

8.2 In response to a question, the Chief Financial Officer clarified that excluding the changes to the USS pension provision as a result of revaluations impacting both 2018/19 and 2019/20, total expenditure increased by 32.3 million (7.2%) which represented increased staff costs

8.3 The Council:

- a) **approved** the University's consolidated financial statements for the year ended 31 July 2020;
- b) **authorised** the Chair of Audit Committee, Vice-Chancellor and Chief Financial Officer to sign on its behalf the University's consolidated financial statements for the year ended 31 July 2020;
- c) **noted** the audit representation letter that would be signed on its behalf by the Vice-Chancellor and Chief Financial Officer

9 FINANCIAL FORECASTS TO 2024/25 INCLUDING FORECAST FOR 2020/21 **C-2020-07-07**

9.1 The Chief Financial Officer drew attention to table 1 in the paper and explained that this presented a positive position for the University with an accounting deficit forecast for 2020/21 followed by surpluses in later years. The deficit for 2020/21 was due to costs of strategic change but operating income gains from additional student numbers and cost saving reductions increased towards the middle of the forecast period. Work had started to address capacity gaps in faculties and funds were being identified to invest to support increasing student numbers.

9.2 The Council noted that income from research funding and donations had suffered as a result of the pandemic and asked whether the University was relying on a future upturn in conditions or whether there were alternative strategies in place to improve income streams. The Vice-Chancellor confirmed that the Research Strategy would be refreshed following appointment of the new PVC (Research, Enterprise and Scholarship). Attention was currently focussed on the Research Excellence Framework (REF) due in March 2021 to ensure submissions were of the highest quality as this would determine the Mainstream Quality-Related funding received by the University for the next REF period. It was also noted that the University part-time fee levels would reach the fees cap set by the Office for Students in England in 2024/25 however the University was continuing to invest resources to support increasing numbers of students. The Chief Financial Officer explained that by investing in the University's staff and technology, economies of scale would allow for greater growth. It was however pointed out that scaling up operations via technology had some natural limits such as the availability of ALs.

9.3 The Council **approved** on recommendation of the Finance Committee, the financial forecasts to 2024/25 and commentary that fulfil the regulatory requirement for submission to the Office for Students (OfS).

10 FEES STRATEGY 2021/22 **C-2020-07-08**

10.1 The Council **noted** that a review of the role and remit of the Strategic Planning and Resources Committee would be undertaken as part of the Council Governance Review.

10.2 The Council **approved**:

- a) An increase to undergraduate fees in England, Scotland, Northern Ireland, non-UK and continuing student fees in Wales by the RPIX forecast of 2.3%, including an increase to the residential school meals and accommodation charge by the same rate.
- b) An increase to the undergraduate new student fee in Wales by £500 per FTE

- c) An increase to postgraduate fees in the UK, and to postgraduate international supplements, by the RPIX forecast of 2.3%

11 REVIEW OF FINANCIAL REGULATIONS C-2020-07-09

- 11.1 The Chief Financial Officer explained that the changes to the Regulations would ensure alignment to new financial systems and improve clarity of budgetary responsibilities. The proposed Planning Co-ordination Group would not have any decision-making authority itself but would co-ordinate strategic, budgetary and operational planning to support the Vice-Chancellor's Executive.
- 11.2 Suggestions were made on the phrasing in section 3 and the way the relationship between the Council, the Senate and Finance Committee was described. The wording would be reviewed to ensure alignment with the Charter and Statues.
- 11.3 Assurance was also sought that the impact of the proposed revised regulations on staff had been fully considered, for example, section 8.2 relating to travel expenses. The Chief Financial Officer assured the Council that the policy in respect of travel expenses had not changed and the implementation of the new systems would make submission of claims easier for staff.
- 11.4 The Council **approved** the amendments to the University's Financial Regulations subject to further clarification of section 3.

12 DEVELOPMENT SESSION 1
ACCESS TO SUCCESS: SUPPORTING AND MONITORING STUDENT SUCCESS

- 12.1 Dr Liz Marr, Pro-Vice-Chancellor (Students) presented a session on how the University supported students to achieve success. Dr Marr emphasised the importance of students starting their studies at the right point for them and explained how the University had invested in diagnostic frameworks and provision of advice. The University was also reviewing its policies on learning outcomes to ensure assessment was fair and relevant. Extensive work was also ongoing to develop and improve student engagement. The recent Student Voice week had been very successful
- 12.2 The Council was shown the dashboard developed to support monitoring of the Access and Participation Plan (APP). It enabled the University to view information via several different perspectives, for example by module or by nation and quickly identify areas of concern and focus resources to alleviate them.
- 12.3 The Council thanked the PVC Students and her team for all the work undertaken so far and supported the need for greater detail in the monitoring to ensure areas such as gender, ethnicity and location were analysed.

13 DEVELOPMENT SESSION 2
STUDENT NUMBER GROWTH

- 13.1 Ms Ceri Rose, Director of Marketing and Communications presented a session on student number growth. Analysis of data, though currently unvalidated, indicated that student numbers were 21% higher in the autumn 2020 (20J) presentation than they were for the autumn 2019 presentation (19J). Data also showed that study intensity had increased and so had numbers of female and unemployed students. Students were younger too and this might be linked to the effects of the pandemic in deterring 18/19 years olds from leaving home to attend a traditional university.
- 13.2 Students starting in the autumn of 2020 were being monitored carefully to ensure that the different experience they received on registering due to the pandemic did not have an

adverse impact on their continuation. The impact of the pandemic overall was also being monitored and early indicators suggested it accounted for 16 to 20% of new student number growth.

- 13.3 The University was also working on targeted market segments for 2021 which included activity with Spotify and UCAS to attract 18/19 year-old students. It was acknowledged that more work was needed to attract students from black and Asian backgrounds. Asian student numbers had risen by 28% but black students by only 14% and further work would be targeted in this area. Further work with UCAS data would start in the early 2021.
- 13.4 The Council commended the work so far particularly on the development of a clear evidence base for basing future campaigns and the recruitment of more black and Asian students. It was noted that the Open Learn resources proved very popular during the pandemic with web traffic tripling, however this was a small route to formal study.

14 OU STRATEGY: OUTLINE FRAMEWORK C-2020-07-10

- 14.1 The Director of Strategy explained that the Framework would be the starting point for engagement across the University with the developing strategy. No changes were proposed to the University's mission, vision or values and the new strategy would focus on how those aspirations were taken forward. A survey would be launched to gauge engagement with the University's mission and values in the contemporary environment.
- 14.2 The Council considered that the Framework should emphasise that the University is one University across the four nations and was very proud of its heritage. It needed to also encompass the changing landscape in higher education and the importance of technical skills, partnerships and other external drivers of change. It was acknowledged this was a significant agenda to cover but it was important that staff and students engaged with the new areas the University needed to consider.
- 14.3 External benchmarking against competitors in the evolving landscape should be carried out to help demonstrate the University's strengths. It would be important to maximize the University's difference from other institutions offering distance learning opportunities and emphasise that the OU could offer flexibility across full-time and part-time study. There was also little reference to the significance of the OU brand and how this should be built upon and maintained. The Director of Strategy confirmed that these areas were under consideration and would be referenced in staff briefings running in parallel to the launch of the Framework.
- 14.4 Attention was also drawn to the areas not being focused upon in the strategy set out in paragraph 10. These would be approached in an open and transparent way so it would be clear which opportunities were being pursued, for example the skills and digital agenda to enable student success
- 14.5 The use of "product" in the Framework was questioned as it was felt this might not be seen as appropriate to describe the University's academic curriculum and other offerings. The Vice-Chancellor confirmed that this had been discussed at length and it was felt to cover all the markets the University addressed, as well as costs and price. It would however continue to be reflected upon further.
- 14.6 The Chair summarised that the Framework was supported subject to further consideration of the points raised. A further update including stakeholder feedback gathered to that point would be presented to the Council at its next meeting
- 14.7 The Council **approved** the outline strategy framework, subject to the consideration of the points raised, as the basis for discussion and iteration through the stakeholder engagement process

15 ACCESS AND PARTICIPATION PLAN: MONITORING AND REPORTING C-2020-07-11

The Council **noted** the process for monitoring and reporting against the Access and Participation Plan (APP) targets and investment in order to provide it with assurance on the delivery of commitments within the Plan.

16 ANNUAL QUALITY REPORT 2019/20 C-2020-07-12

16.1 The Pro-Vice-Chancellor (Students) explained that the paper provided a summary of the University's management of academic quality and standards of taught provision during the 2019/20 academic year and provides assurance that the institution was effectively and robustly managing quality assurance and delivering on enhancement. The University tracked quality through performance measures, but it was acknowledged there were challenges such as disparity in achievement and outcomes. Work was ongoing to improve alignment of institutional enhancement activities to evaluate impact and effectively disseminate best practice. A detailed report on quality and improvement was also considered annually by the Academic Quality and Governance Committee of the Senate.

16.2 The Council considered the summary to be helpful on the processes used but sought more information on the outcomes of monitoring and the areas where the University performed well. Concern was expressed that measures of academic quality were not entirely clear and key performance indicators (KPIs) were needed specifically on academic quality. There was also a lack of clarity in the report between enhancement and improvement activities. It was noted that the assurance of academic quality took place at different levels in the academic governance structure and the Senate took its assurance from these various processes.

16.3 The PVC Students explained that KPIs used were those in the Institutional Performance Report (C-2020-07-13). These were scrutinised very effectively within the periodic quality review process and Council members would be welcome to observe some of this process to appreciate its robustness.

16.4 The Chair reflected that the Council relied on the Senate to assure it on the quality of academic standards, and the Senate itself relied on its substructure for detailed scrutiny. He agreed it would be useful for the Council to work with the Senate to achieve greater visibility of this important work.

16.5 The Council:

a) **noted** that the full Annual Quality Report would be used as the annual report on institution-led review to the Scottish Funding Council and that the Senate had recommended to the Council that it approved the statement of assurance required by the Scottish Funding Council

b) **approved** that, on behalf of the Council, the Vice Chancellor signed the statement of assurance required by the Scottish Funding Council.

17 INSTITUTIONAL PERFORMANCE UPDATE C-2020-07-13

17.1 The Council queried whether the pandemic had adversely affected the University's apprenticeship students as there had been reports in the media of some apprentices being furloughed by their employers or their apprenticeships being terminated. The Chief Financial Officer explained that target income from apprenticeships was a cautious target however new recruitment remained positive. At present the main impact had been upon apprenticeships in the health service as due to the pressures of the pandemic it was not placing apprentices with the University.

17.2 The delays in students receiving study materials in alternative formats remained a concern and an area of reputational risk; the Council would continue to monitor this.

17.3 The Council welcomed the improvement in staff engagement metric. Members also emphasised the importance of devising meaningful metrics to evaluate the aspirations in respect of critical technology developments. The increased completion and pass rates were noted however it was acknowledged that the uplift had been partly driven by the changes in assessment and examination approaches necessary as a result of Covid-19. The Director of Strategy confirmed that this cohort of students was being monitored carefully.

17.3 The Council **noted** the Institutional Performance Update

18 STRATEGIC RISK REGISTER

C-2020-07-14

18.1 The Director of Strategy drew attention to the inclusion of a new risk (Risk 1) related to the cumulative increase in demands on staff capacity, which has been scored as red. A new risk factor had also been included in the University's risk appetite relating to financial investments. The University was also reflecting on the strength of the threats from other institutions offering online learning during the pandemic to support their traditional residential models of tuition. The University however prided itself on its heritage and pedagogical expertise in distance learning.

18.2 In response to a question on his key concerns, the Vice-Chancellor reflected that the issues around capacity and growth were significant. He was also awaiting information on a review of funding by the Office for Students and how this would impact the University.

18.3 The President, OU Students Association thanked the University for the work so far to resolve systemic shortfalls in the provision of study materials in alternative formats. She was confident there would be further improvements but was concerned over long-term reputational damage. The Association was working with the University as part of the institution-wide engagement that was needed to address this risk. The Vice-Chancellor acknowledged that this was a complex issue involving significant bespoke work. At present only five students still awaited individual materials for the October presentation. Whilst this was regrettable it reflected the significant progress that had been made and would continue ahead of the October 2021 presentations.

18.4 The Council **approved**:

- a) the Strategic Risk Register summary;
- b) the proposed financial investment risk factor for inclusion in the Risk Appetite Guide.

19 MENTAL HEALTH STRATEGY UPDATE

C-2020-07-15

This item was deferred to a future meeting.

20 STRATEGIC PLANNING AND RESOURCES COMMITTEE

C-2020-07-16

The Council **noted** the unconfirmed minutes of the meeting of the Strategic Planning and Resources Committee held on 9 November 2020.

21 AUDIT COMMITTEE

C-2020-07-17

21.1 The University Secretary reported that significant work had been carried out to address the errors identified from the parallel payroll runs reported to the Audit Committee at its last meeting. He was optimistic that this work would correct the errors to a level in line

with usual payroll runs. Progress against the go/no go criteria for implementation of the ERP phase was evaluated weekly and there was increasing confidence that the position was good. Thanks were recorded to the teams who had worked very hard in exceptional circumstances to bring the project to this point. Work continued on the re-planning of the second phase of the project relating to the Student Life Cycle and the Council and Audit Committee would receive more information on this in early 2021.

21.2 The Chair reiterated the Council's thanks to the teams who had brought the project to this critical point. He asked that Council be informed when the decision was taken whether to proceed or not.

21.3 The Council **noted** the minutes of the meetings of the Audit Committee held on 7 October 2020 and 5 November 2020

22 FINANCE COMMITTEE C-2020-07-18

The Council **noted** the minutes of meetings of the Finance Committee held on 22 September 2020 and 5 November 2020

23 SHAREHOLDERS REPRESENTATIVE GROUP C-2020-07-19

23.1 The Chair informed the Council that following the departure of the Chief Executive Officer of FutureLearn, an announcement was soon to be made on a new appointment.

23.2 The Council **noted** the confidential minutes of the meetings of the Shareholders Representative Group held on 5 June 2020 and 27 October 2020

24 REMUNERATION COMMITTEE C-2020-07-20

The Council **noted** the minutes of meetings of the Remuneration Committee held on 14 July 2020 and 13 October 2020 and the Committee's Annual Report.

25 THE SENATE C-2020-07-21

The Council **noted** the minutes of the meeting of the Senate held on 14 October 2020

26 GOVERNANCE AND NOMINATIONS COMMITTEE C-2020-07-22

The Council:

a) **agreed:**

- i) the appointment of Paul Gray, Ceri Doyle and Sarah Jones to the Governance and Nominations Committee;
- ii) that the Council member position on the Finance committee remain vacant and be reviewed over the course of the next year;
- iii) the appointment of Kelly Smith to the Investment Committee;
- iv) the reappointment of Mr John D'Arcy to the Nominating Advisory Committee for a second term to 31 July 2022 and the appointment of Ms Carol Howells as alternative nominee.

b) **noted** the minutes and confidential minutes of meetings held by correspondence in August 2020 and on 2 November 2020

27 COUNCIL GOVERNANCE REVIEW: INTERIM REPORT C-2020-07-23

The Council **noted** the Interim Report of the Council Governance Review.

28 OU STUDENTS ASSOCIATION ANNUAL REPORT AND FINANCIAL STATEMENTS 2019/2020 C-2020-07-24

28.1 The President, OU Students Association drew attention to the work undertaken by the Association to support students during the pandemic and build a strong sense of community for them. The online conference held recently had been very successful and involved guest speakers including Professor Brian Cox. The Association faced several challenges including the impact of the USS pension scheme on its finances. There had also been instances where volunteer student representatives had faced a backlash of comments from students as a result of decisions taken by the University in relation to assessment and module results during the pandemic. Looking ahead, the Association was working on the introduction of an Annual Membership Survey to give students the opportunity to contribute to and inform decision-making. It was establishing links with Athabasca University Student Union and looking to create an international network of distance learning student representative organisations to work together and share best practice across cultural boundaries.

28.2 The Council thanked the Association for a vibrant report and looked forward to engaging with the student members of Council and the wider OU student community. In response to a question, the President confirmed there were no plans for the Association to join the National Union of Students at present, though its position was kept under regular review.

28.3 The Council **noted** the OU Students Association annual report of activities for 2019-20, its compliance statement, audited accounts and 2019-2023 Strategy.

29 REPORTS TO THE COUNCIL C-2020-07-25

The Council **noted**:

- a) the Health and Safety: Annual Report
- b) the Prevent (Counterterrorism) Duty - Annual Report

30 DECLASSIFICATION OF COUNCIL PAPERS

Paper		Classification
C-2020-07-06	Financial Statements	Remain confidential until approval by the Council Then declassify
C-2020-07-07	Forecasts	Remain confidential
C-2020-07-08	Fees	Remain confidential
C-2020-07-16	SPRC	Declassify
C-2020-07-17B	Audit Committee Confidential Minutes	Remain confidential
C-2020-07-18B	Finance Committee Confidential Minutes	Remain confidential
C-2020-07-19	Shareholder Representative Group	Remain confidential
C-2020-07-20A	Remuneration Committee Minutes	Remain confidential
C-2020-07-22B	GNC Minutes	Declassify after Council approval

31 DATES OF NEXT MEETINGS

23 February 2021
11 May 2021
13 July 2021

Further information on venues and arrangements would be issued when available

Dave Hall
University Secretary

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