

## THE COUNCIL

### Minutes

This paper presents the confirmed Minutes of the last meeting of the Council held on 23 February 2021 via Microsoft Teams.

The Council **approved** these confirmed Minutes as a correct record at its meeting held on 11 May 2021.

Dave Hall  
University Secretary

Sue Thomas  
Working Secretary to the Council

#### Attachments:

C-2021-01-M          Minutes of the meeting of the Council held on 23 February 2021 held via Microsoft Teams.

## THE COUNCIL

Minutes of the meeting of the Council held on 23 February 2021 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, Eileen Scanlon, Carol Howells, Danielle Smith, Rob Parker, Paul Greenwood
- In Attendance: Dave Hall (University Secretary), Laura Lauer (Head of Governance), Laurence Holden (Interim Group Finance Director), Sue Thomas (Senior Manager, Governance), Hâf Merrifield (Director of Strategy), Josie Fraser (Deputy Vice-Chancellor) and Tim Plyming, Managing Director, Microcredentials (for minute 8), Chris Youles, Chief Information Officer (for minute 12), Caragh Molloy, Group People Director (for minute 13 and 15), Viv Chater, Deputy Group Finance Director (for minute 19)
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### 1 WELCOME AND MEMBERSHIP

- 1.1 The Chair welcomed Hâf Merrifield (Director of Strategy) who was observing the meeting and Laurence Holden (Interim Group Finance Director) attending in place of the Chief Financial Officer (see minute 6)
- 1.2 The Council would consider a recommendation from the Senate regarding the adoption of the International Holocaust Remembrance Alliance (IHRA) working definition of anti-Semitism. Many public bodies had adopted the definition, but many universities had not yet done so, with some refusing to do so, although the UK Secretary of State for Education had been urging them to adopt it. The concerns expressed had primarily been about how the definition might conflict with the principles of academic freedom.
- 1.3 The Senate discussed adoption at its meeting in January. It decided that further consultation and information about the issues was needed before a decision could be taken. The consultation will include a recommendation from the Vice-Chancellor's Executive (VCE) that the definition be adopted with a preamble affirming the University's commitment to act within the law on discrimination and hate crimes and how the existing Principles on Academic Freedom did not conflict with adoption, along with its responsibilities under the Equality Act. The matter was therefore due to return to Senate in April and then come to Council for a decision in May. Item C8 on the agenda had thus been withdrawn.
- 1.4 Unfortunately, Jovan Byford was dissatisfied with the approach taken by the Vice-Chancellor's Executive in respect of the IHRA Working Definition and very regrettably decided to resign from the Senate and the Council. Arrangements were underway to elect a replacement member

**2        DECLARATION OF INTERESTS**

None declared.

**3        MINUTES**

The Council **approved** the minutes of the ordinary business meeting held on 24 November 2020 subject to the following correction:

Minute 13.1, line 4: “student intensity” to read “study intensity”.

**4        MATTERS ARISING**

**C-2021-01-01**

4.1        The Council requested that it be kept informed on progress in relation to the scoping of a workload management system for the new Associate Lecturer (AL) contract (minute 9.3 (C-2020-05-M)).

4.2        The Council **noted** the Action Tracker subject to row 6 relating to the Commercial Review reverting to an open status as the item had been deferred from the agenda for the meeting.

**5        CHAIR’S ACTION AND BUSINESS**

**C-2021-01-02**

The Council **noted** the report on action taken by the Chair on behalf of the Council since the last meeting on 24 November 2020.

**6        VICE-CHANCELLOR’S REGULAR REPORT**

**C-2020-01-03**

6.1        The Vice-Chancellor updated the Council regarding the Chief Financial Officer (CFO). Laurence Holden, former Group Finance Director, had returned to the University on an interim basis to cover the period of special leave of up to three months agreed for Mr Traynor. Mr Traynor’s additional responsibilities as CFO had been re-distributed amongst members of VCE for a similar period, with Professor Dev Kodwani, Executive Dean, Faculty of Business and Law responsible for the Business Development Unit and the commercial review; Estates reporting to the University Secretary and the sustainability sponsorship had moved to Professor Nick Braithwaite, Executive Dean of the Faculty of STEM.

6.2        The Council was assured that there were no concerns with the financial controls or governance at the University and a very experienced and professional senior team was in place in the Finance and Business Services Unit (FBS). The Vice-Chancellor recorded his appreciation to Mr Holden and to other senior colleagues for taking on additional responsibilities. It was acknowledged that this was a difficult time for Mr Traynor, and he had been offered appropriate support from the University. Depending on what transpired before or by the end of this period, the University would need to decide on what action to take and the Council would be updated at its next meeting in May.

6.3        In reflecting on the other issues raised in his report and the subsequent agenda items, the Vice-Chancellor:

- a)        thanked those members of the Council who had acted as a very valuable informal sounding board for testing ideas in the development of the University’s new strategy;
- b)        explained that the paper on the Commercial Review had been withdrawn from the agenda but work was continuing under the leadership of Professor Dev Kodwani. The outcomes from the review would support the development of the new strategy;

- c) pointed to good news in the report on institutional performance (C-2021-01-07) in relation to student success measures but emphasised it was essential the quality of services was maintained as student numbers grew. The report drew attention to areas where the data was less positive, including research cost recovery, students achieving career goals and measures relating to Access, Participation and Success (APS) measures. The new PVC Research, Enterprise and Scholarship would be focussing on the research targets and it was hoped that investment to improve areas such as employability and APS targets would begin to evidence results soon;
- d) drew attention to the deferral of the date for achieving the target risk score for Risk 1 (staff capacity) in the Strategic Risk Register (C-2021-01-08) from March to July 2021 to reflect the time-lag between the allocation of additional resources and material impact being realised for staff workloads;

Post meeting note

*Target date subsequently revised to December 2021 and reported to Audit Committee on 23 March 2021 (AUC-2021-01-02)*

- e) informed the Council that discussions were ongoing between the USS Pension Trustee and the Pensions Regulator. Consultations were expected with the employing institutions imminently.

6.4 Members of the Council:

- a) recorded their appreciation to the University's staff for their work to improve student success, the results of which were now clearly demonstrable;
- b) sought information on the impact of the Covid-19 pandemic on the University's preparations for its submission to the Research Excellence Framework (REF). The Vice-Chancellor assured the Council that although some aspects of data collection for the submission had been affected, overall, the University's preparations for submission were progressing well;
- c) enquired whether the University was adequately prepared for an upscaling in its operations to meet the increased demands of the growth in student numbers. The Vice-Chancellor confirmed that this was being carefully scrutinised by VCE who were aware of current pressure points and were putting resources in place to mitigate against them. He also emphasised that whilst current expansion was focussed on the University's core offer which had to remain robust and of high quality, it was essential that planning for other activity and growth should continue.

6.5 The Council **noted** the report.

**7 OU STRATEGY DEVELOPMENT**

**C-2021-01-04**

7.1 Members of the Council were allocated to four groups to discuss the implications for the University of using equality, diversity and inclusion (proposed strategy goal 4) and environmental sustainability (proposed goal 5) as key decision-making criteria in the new five-year strategy.

7.2 The Council welcomed the proposed ambitions. Key points reported back from the groups included:

- a) the need to have a common view of "diversity" across the University that extended beyond ethnicity to include other protected characteristics, and relevant to all four nations;

- b) the importance of collating robust data on current performance in relation to diversity objectives to provide clear focus and a basis for future targets and aspirations;
- c) the impact of curriculum reform on reaching a more diverse student body;
- d) whether the targets in relation to sustainability were sufficiently ambitious. The University should aim to be world leading in its sustainability ambitions including incorporation into its curriculum;
- e) the need to reflect on activities such as the carbon cost of research and the University's investment portfolio in the light of sustainability ambitions to ensure there were no risks to reputation;
- f) the University should draw on the knowledge and expertise that the University has in the fields of sustainability and climate change amongst its academic staff.

7.3 The Director of Strategy thanked members for their insightful comments which would be considered as work on the new Strategy progressed.

## **8 OU STRATEGY FOR FUTURELEARN IN THE CONTEXT OF THE OU'S CHANNEL PORTFOLIO STRATEGY C-2021-01-05**

8.1 The Deputy Vice-Chancellor explained the paper was response to a request from the Council for greater clarity on the distinct roles of Open Learn, FutureLearn and the OU Core offering and how they linked together. The Council was also informed that there had been encouraging progress in the recruitment of a Chief Executive Officer for FutureLearn. The Chair of the FutureLearn Board and representatives of SEEK had provided strong support during this interim period.

8.2 The Managing Director, Microcredentials, gave a presentation to demonstrate how the University would meet its commitments in scaling up the commissioning and resourcing of the production of more OU courses on FutureLearn. The Microcredentials Unit collaborated with Faculties to produce paid-for microcredentials and non-credit bearing "ExpertTrack" short courses. A demand-led approach had been adopted for the development of this curriculum rapidly and at scale through the use of innovative production models. The insight teams in Marcomms and FutureLearn used market insight data from OU, FutureLearn and SEEK to identify priority subject areas for courses, which included business, technology and environment and sustainability.

8.3 The Council:

- a) commented that materials for OpenLearn, FutureLearn and ExpertTrack required robust quality assurance mechanisms as these were part of the University's brand and reputation. The Deputy Vice-Chancellor assured the Council that content for OpenLearn was primarily based on extracts from module materials so had been quality assured through the University's standard processes. Quality assurance processes for FutureLearn and ExpertTracks content were evolving.
- b) asked whether there would be opportunities to use FutureLearn to encourage learners to progress to formal study, as was the case with OpenLearn. The Managing Director, Microcredentials explained that research showed learners had diverse journeys, but the brands were perceived as working together.
- c) sought clarification over the provision of post graduate level study via FutureLearn. The Deputy Vice-Chancellor explained that post-graduate certificates offered through FutureLearn had not been entirely successful and a review was currently underway.

- d) queried the position of FutureLearn in relation to its competitors was not clear from the paper. Clarification was also sought on how the different brands would be prioritised and resourced. Members also emphasised the value of short courses to attract learners who could not initially commit to a traditional degree qualification. The Deputy Vice-Chancellor confirmed that costed routes to learning would not impinge on OpenLearn. It was the University's free learning offer and had a key social role to play, linking to BBC programmes and enabling learners to sample excerpts from module materials. FutureLearn modules were currently viewed as standalone but the importance of developing pathways was recognised, and the team were exploring whether such modules could be "stacked" as part of a pathway to a qualification.

8.4 The Council **approved** the OU's strategy for FutureLearn.

**9 COMMERCIAL STRATEGY: UPDATE C-2021-01-06**

This Item was withdrawn.

**10 INSTITUTIONAL PERFORMANCE UPDATE C-2021-01-07**

**STRATEGIC RISK REGISTER C-2021-01-08**

10.1 The Council:

- a) welcomed the encouraging picture emerging from the Institutional Performance Report in respect of student success and retention and sought further information on the drivers behind the growth in numbers and increases in success measures.
- b) commended the increased transparency when reporting less positive outcomes.
- c) expressed concern that the data showing the gender pay gap had increased and the proportion of women promoted had decreased.

10.2 The Director of Strategy explained that the University was carefully monitoring the improvement in student success to ascertain precisely which initiatives and interventions were most effective. In response to a question, the Director of Strategy offered to report back to the member with a detailed breakdown of the data relating to BAME students and whether the increase in success measures was proportionate across all student groups. Considerable work was ongoing in relation to the gender pay gap and promotion, such as the revision of the academic promotions scheme, which would take time to show in data.

10.3 The Council:

- a) **noted** the Institutional Performance Report
- b) **approved** the Strategic Risk Register summary.

**11 THE OU IN WALES: UPDATE C-2021-01-09**

11.1 Louise Casella, Director, OU in Wales gave a presentation on the range of activities, levels of growth and progress against objectives being achieved in Wales. She drew attention to the doubling of student numbers since the launch of the Welsh Government's financial support package in 2018/19 to 13,000 students, 10% of the University's total number. Innovative initiatives with schools and colleges and partnerships were continuing.

- 11.2 Ideas for strengthening the OU in Wales' s presence included a discussion of the limitations of its current office space. While it was important to remain in central Cardiff, new physical space could attract other partners, for example as an innovation or research centre. The Welsh government would have interest in the latter.
- 11.3 The Council commended the excellent progress and initiatives in Wales and agreed that such reports demonstrated that the University's strength and reach across all four nations.
- 11.4 The Council **noted** the report.

## **12 CORE SYSTEMS REPLACEMENT: UPDATE**

### **Student Lifecycle Change Management Programme (SLCM) C-2021-01-10A**

- 12.1 The University Secretary reported that a development session had been organised for Council members on 16 March 2021 to demonstrate the University's broader vision for technological innovation in student systems. As a meeting of the Audit Committee had not taken place before this meeting of the Council, paper 10A set out for the benefit of the Council the reasons for the move from a Model Office approach to a single migration event in the Student Systems implementation part of the Core Systems Replacement (CSR) programme. Proposals for assurance on this part of the programme would be presented to the Audit Committee at its meeting on 23 March 2021. The Chief Information Officer (CIO) confirmed that the University was currently at the Explore phase of the project which would inform the project plan. As with the ERP part of the project the "adopt not adapt" approach would present challenges.
- 12.2 The Council:
- a) emphasised the importance of the migration and integration of the various databases that were part of the SLCM phase of the project and the direct impact upon students. The CIO assured the Council that the team working on the project were very experienced in large scale projects and data manipulation. The University's IT partners, InfoSys and iTelligence would also provide support. In-house expertise in SAP systems was developing well and some initial conversations had been held with another institution to identify any benefits to sharing knowledge and expertise. The University was carefully monitoring capacity and working to identify potential pinch points in the project.
  - b) questioned how the technological specifications for the project would align with the future aims of the new Strategy. The Vice-Chancellor explained that IT would be a major enabler for the University's strategic aims, and it would be essential to build modern and reliable foundations for future development.
  - c) emphasised the importance of managing communications to students about future changes to systems. Assurance was sought that lessons would be learned from the recent experience when students were required to reset passwords. Students reported receiving unclear messages and some were locked out of their accounts. The CIO explained that the request to change passwords was due to the replacement of complex legacy systems. Unfortunately, 5% of students experienced problems as a result of the change. This was very regrettable, and it was acknowledged that communications could have been clearer and VCE had reflected on the lessons learned from the event.
- 12.3 The Council **noted** the paper.

### **ERP – UPDATE**

**C-2021-01-10B**

12.4 The Chief Information Officer reported that the deployment of the ERP phase had proceeded satisfactorily. The complexity of the contractual arrangements for associate lecturers continued to prove challenging and the support phase was extended by two weeks to assist with this. Over 6000 logins had been recorded and currently only 250 tickets for assistance remained outstanding which was an encouraging position. The Chief Information Officer assured the Council that every effort was made to manage staff expectations in relation to the functionality of the new system.

12.5 The Council **noted** the paper

**13 AL CONTRACT: UPDATE C-2021-01-11**

13.1 The University Secretary explained that the project was now reaching a critical phase. The Vice-Chancellor's Executive (VCE) was keeping the project under close review. Implementation would only go forward subject to confirmation that the proposed interim arrangements would be sufficiently robust. Work to confirm this would be reported to VCE in March to inform a final go/no-go decision in April. Additional resources had been approved to support implementation.

13.2 The Council:

- a) welcomed the transparency of reporting in the paper and acknowledged the difficult decisions that were due to be made.
- b) reiterated the importance of procuring a workload management system to support implementation. The University Secretary assured the Council that robust work around solutions were being put in place as an interim measure.

13.3 The Council **noted** the paper.

Post Meeting Note

*An announcement was made on 22 March 2021 that the University would not be ready to implement the new contract changes on 1 October 2021 and migration of ALs to the new Terms & Conditions would therefore be rescheduled.*

**14 ANNUAL STATEMENT TO THE COUNCIL ON RESEARCH INTEGRITY AT THE OPEN UNIVERSITY C-2021-01-12**

14.1 Professor Kevin Hetherington, Pro-Vice-Chancellor (Research, Enterprise, and Scholarship) introduced the paper and explained that the statement on the University's research environment had been scrutinised by Research Committee and was recommended to the Council by the Senate. The Statement demonstrated the University's adherence to the Concordat to Support Research Integrity, a requirement for the receipt of research funding from funding bodies across the UK.

14.2 Review of the Statement prompted a discussion about the role of the Council in approving matters, the detailed technical scrutiny of which occurred elsewhere. Greater use of some of the functions of the Convene board software was suggested.

Post Meeting Note

*These issues are being considered by the Council Governance Review.*

14.2 The Council recorded its thanks to Professor Hetherington who was retiring from the University and wished him well.

14.3 The Council **approved** the seventh Annual Statement on Research Integrity at The Open University.

**15 USS PENSION: UPDATE**

**C-2021-01-13**

- 15.1 The Group People Director introduced the report and explained that the University was one of the largest employers using USS to provide its workplace pensions with all staff eligible to join. The impact of any changes to the scheme would therefore have a significant impact for the University as an employer and for its staff. A delegated authority was sought from the Council to the Vice-Chancellor and the Chair to provide responses on behalf of the University to USS-related consultations undertaken by the USS trustee and Universities UK. The Chair and Vice-Chancellor would take advice from the chairs of Council Committees in framing any response.
- 15.2 The Council welcomed the very thorough and informative paper and:
- a) emphasised the importance of clear and informative communications to staff on the current situation and any possible changes
  - b) requested investigation of the likely impact on employees of future changes to the USS Scheme, for example, on female staff or on newer joiners. The Group People Director confirmed that that such analysis and also benchmarking with other pension schemes was in progress.
  - c) noted the potential impact on services for students if the UCU was to initiate industrial action in relation to changes to the pension scheme.
  - d) requested a further report be presented to the next meeting of the Council.
- 15.3 The Council:
- a) **noted** the briefing paper
  - b) **approved** a delegation of authority to respond to forthcoming consultations to the Chair and the Vice Chancellor.

**16 DEFINITION OF ANTISEMITISM**

This item was withdrawn (see minute 1).

**17 REPORT FROM THE OU STUDENTS ASSOCIATION**

- 17.1 The President, OU Students Association and student representative gave a presentation to the Council on recent news and events. The Association had held a very successful Freshers Fortnight earlier in the month with 49 events for new and returning students. Engagement had been very high, and sessions had included introductions to the Library and faculties and also careers information and wellbeing sessions. The Association had also issued a statement on the Black Lives Matter movement and set out 12 pledges to confirm its commitment to equality, diversity, and inclusion (EDI). The Association had also been working to highlight the impacts of the pandemic on OU students especially those working in education and healthcare.
- 17.2 The Association would be launching a new service for students later in the year, providing individual case support to students involved in complaints and appeals. This would run as a 15-month pilot initially, but it was hoped that it would help students cope with difficult and challenging situations and improve outcomes. It would also support the University's Access, Participation and Student Success priorities.

17.3 The Council thanked the OU Students Association for an informative report and welcomed the initiatives underway particularly in relation to EDI which fitted well with the development of areas of the University Strategy.

**18 OU-OU STUDENTS ASSOCIATION RELATIONSHIP AGREEMENT: C-2021-01-14**  
**ANNUAL REVIEW**

The Council **approved** the amendments to the Relationship Agreement arising from the sixth annual review.

**19 FORECAST OUTTURN C-2021-01-15**

The Council **noted** the Forecast Outturn as forecast at 31 December 2020 and updated for the January 2021 forecast of student numbers.

**20 FINANCE COMMITTEE C-2021-01-16 A&B**

The Council **noted** the minutes and confidential minutes of the meeting held on 26 January 2021.

**21 GOVERNANCE AND NOMINATIONS COMMITTEE C-2021-01-18**

The Council **noted** the minutes of the meeting held on 27 January 2021.

**22 THE SENATE C-2021-01-17**

22.1 The Chair reminded members of the Council that they would be invited to join the meeting of the Senate on 21 April 2021

22.2 The Vice-Chancellor drew attention to several key areas of debate from the last meeting of the Senate which he felt would be of particular relevance and assurance to the Council:

- a) the Senate's accountability for the academic workloads and priorities in relation to the production of FutureLearn courses,
- b) the assurance provided to the Senate that decisions taken in relation to assessment during the pandemic were in line with guidance from regulators and advice from the Quality Assurance Agency.
- c) the concerns expressed around the adoption of the IHRA definition of anti-Semitism. A consultation exercise would commence shortly, and the issue would be discussed further at the meeting on 21 April 2021.
- d) the Senate's requests for assurances on the actions being taken to reduce the risks around staff capacity and technical issues with Adobe Connect
- e) the strong response to the National Students Survey and the University's confidence that it would reach the threshold for publication
- f) the changes made to the academic promotions process that should deliver better EDI outcomes

22.3 The Council welcomed the additional reflections on the Senate's perspectives and particularly commended the Senate's position in relation to the IHRA definition of anti-

Semitism. It was confirmed that the final decision on whether to adopt the definition rested with the Council informed by the views of the Senate.

22.4 The Council **noted** the minutes of the meeting of the Senate held on 27 January 2021.

### **23 DECLASSIFICATION OF COUNCIL PAPERS**

<b>Number</b>	<b>Paper</b>	<b>Classification</b>
03	VC Report	Declassify
07	Appendix 2	Remain confidential
11	AL Contract	Remain confidential
13	USS Update	Remain confidential
16B	Finance Committee Minutes	Remain confidential

### **24 DATE OF NEXT MEETINGS**

The Council would join the meeting of the Senate to be held on 21 April 2021

The next ordinary business meetings of the Council would be held on:

11 May 2021

13 July 2021

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University Secretary

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