



## **Minutes                      Meeting of the Council**

**Date:** 27 November 2023

**Present:** Martin Temple, Pro-Chancellor (in the Chair)

Claire Brownlie (Pro-Chancellor), Adrian Stone (Pro-Chancellor), Rob Memmott (Treasurer), Professor Koen Lamberts (President & Vice-Chancellor), Lily Byrne, Professor Graham Gee, Dr Brian Gilvary, Gemma Greenup, Professor Sue Hartley, Dr John Hogan, Varun Kabra, Alison Kay, Professor Janine Kirby, Dr Caoimhe Nic Dháibhéid, Phil Rodrigo, Dr Phil Tenney, Professor Gill Valentine, Professor Mary Vincent

**Secretary:** Jeannette Strachan

**In attendance:** Anna Campbell, Frances Morris-Jones, Jo Jones, David Swinn; Rob Sykes; Emma Hartley (item 7); Daniel Harrison (item 10)

### **Apologies:**

#### **1. Welcome and Introductions**

1.1 The Chair welcomed Members and attendees to the meeting, in particular Frances Morris-Jones, who was attending their first full meeting of Council as an observer ahead of formally joining Council in January 2024.

#### **2. Declaration of Conflict of Interests**

2.1 No conflicts were declared.

#### **3. Approval of Category C Business**

3.1 Council considered Category C business, which is covered in Minutes 14-24, below.

#### **4. President & Vice-Chancellor's Report**

4.1 Council received and discussed the President & Vice-Chancellor's report, in which they provided information on key current and forthcoming developments in the policy environment and against each of the themes in the University's Strategic Plan. Attention was drawn to the following updates and developments since the written report was prepared:

(a) USS Pension:

The USS Trustee was undertaking an employer consultation on the USS Schedule of Contributions arising from the 2023 valuation. The updated Schedule set out the proposed lower rates of contributions for members and employers, which were planned to be introduced from 1 January 2024 as part of the overall accelerated timeline for the 2023 valuation. The University expected to be in line with UUK's position in welcoming the details in the draft Schedule.

UEB would review the University's draft response, which has been prepared with reference to the UUK actuarial advice note and in liaison with the University's own USS Valuation Working group, prior to submission by the 30 November deadline.

It was noted that the changes would result in a reduction of costs to the University and that the proposed employee/employer contribution rates had already been factored into the University's financial forecasting. As such, formal Council approval of the consultation response was not necessary in this case.

The implementation of both the UUK/UCU joint statement proposal and the draft Schedule of Contributions were subject to the outcome of an employer-led member consultation, the closing date for which was 17 November. The University had received around 200 responses, which were overwhelmingly in support of reinstating the pre-April 2022 member benefits. The proposed changes reflected the positive impact of the scheme's improved position after the March 2023 valuation and the restoration of benefits had been widely welcomed.

(b) Cabinet Reshuffle and Chancellor's Autumn Statement:

Education:

The Education Secretary and Universities Minister were unchanged, with the continuing focus on cracking down on so called 'poor quality' degree courses and increasing apprenticeship numbers. It was noted that there would not be time to implement plans to replace A levels with an Advanced British Standard before the General Election.

However, the government was progressing its Bill to stop public bodies, including universities for this purpose, taking investment or procurement decisions based on foreign policy considerations. Universities UK was working to exclude universities from the scope of the Bill, which, as drafted, represented a further encroachment on institutional autonomy. The government had also expressed its commitment to tackling antisemitism in schools and universities.

Research and Innovation:

Science Minister George Freeman had been replaced by Andrew Griffith, but there were no indications that this would represent a significant shift in policy. The University would continue to seek to engage with the new Minister.

Although it was positive that the Chancellor had not changed the government's overall commitment to spend £20bn a year on Research & Development by 2024-25, a number of the R&D announcements would be funded from unspent allocations for EU research collaboration, as the UK was not due to re-join Horizon until January 2024, part-way through the fiscal year.

It was positive to note that funding for the South Yorkshire Investment Zone, the first such zone to have been announced, had been doubled to £160m over ten years. With a focus on advanced manufacturing, this offered significant institutional opportunities and the University was a key contributor to this agenda, to which the AMG was integral. However, it was noted that there were two other Investment Zones with the same core theme and so it was vital to ensure that the University and regional partners maximised collaboration and identified and exploited synergies, thereby ensuring that the region's unique attributes were recognised by partners, policy makers and funders. The University's wider regional collaborations through the N8 Group, existing strategic partnerships and Northern Gritstone further strengthened its position.

#### International Students:

This remained an area of concern to the University and the wider sector. The new Home Secretary, James Cleverly, had responded to record high net migration to the UK by praising the UK's university sector as world leading, signalling a positive change of rhetoric. However, the 2019 Conservative Manifesto pledge to reduce net migration numbers and considerable pressure from Conservative MPs could still lead to further restrictions on international students. In particular, the potential removal of the post-study work visa was a significant risk to overseas recruitment. It was also noted that wider government rhetoric and messaging around these issues were damaging to international perceptions of the UK as a destination for study, particularly given the more positive and welcoming approaches of other countries. This was a key area of focus in the University's engagements with government to ensure that the implications of any new measures were fully understood.

Clarification was also provided about the University's strategic approach to international recruitment, strategic partnerships and research collaborations, specifically India, and the measures being taken to deliver on these. It was noted that the UEB International Steering Group had developed principles to inform this work and identify areas of focus, which would be shared with Council in due course.

#### (c) Changes to Student Services:

The University had commenced the formal process of changing the structure of Student Support Services. These changes were required to ensure that the relevant structures were optimised so as to facilitate the effective discharge of the University's responsibilities to students and appropriate levels of legal and regulatory compliance and best practice, including in relation to Ofsted inspections, particularly in the area of safeguarding. The changes were designed to ensure that

existing strengths were incorporated whilst ensuring that the University would meet its current and future legal and regulatory obligations in this area. In addition, the reorganisation would more closely align wellbeing provision with the University's overarching Student Mental Health, Counselling and Therapies service, thereby delivering an improved offer and service to students.

Members noted an overview of the changes, including the creation of a new Safeguarding unit, and that there would be an impact on staffing. However, although a formal HR consultation was required, and had commenced on 16 November, it was noted that there were more roles in the new structure than there were at risk.

(d) Additional questions and clarifications:

With respect to government consultation on minimum service levels in universities, there were not yet any details of what this may entail. In any event, the diversity of the UK HE sector and variation in institutional practices would make it challenging to introduce measures that were workable and deliverable in practice. Ultimately, this was an attempt to legislate to prevent industrial action impacting students and was also opposed by the Trade Unions as a threat to the right to take industrial action.

Clarification was provided over the reasons for declining Home PGT student recruitment, which was replicated across the sector and reflected issues such as the cost of living and students' capacity for additional debt and labour market conditions. It was unclear whether the current trends were cyclical but the University would continue to seek to maximise its position so as to benefit from increased demand in future.

## **5. Financial Statements and Forecasts**

### **5.1 Office for Students Annual Financial Return 2023: Annual Report and Financial Statements 2022-23**

Council considered a summary report which provided an overview and itemised recommendations in relation to agenda items 5.1.1-5.1.6, as well as a summary of changes made since these matters were considered by the Council Audit & Risk Assurance Committee and Finance Committee.

#### **5.1.1 Annual Report and Financial Statements 2022-23**

5.1.1.1 Having considered a draft at its October meeting, Council approved the Annual Report and financial statements, for signature by the President & Vice-Chancellor and the Chair of Council.

## **5.1.2 Stress Testing and Going Concern**

5.1.2.1 Council considered the updated assessment of going concern and related stress testing based on risk-based scenarios, informed by the corporate risk register, current market conditions and sector intelligence. Council confirmed that it had considered cash flow forecasts, including taking account of downside scenarios, and that after reviewing these forecasts the Council was of the opinion that, taking account of severe but plausible downsides, the Group and parent University would have sufficient funds to meet their liabilities as they fell due over the period of 12 months from the date of approval of the financial statements (the going concern assessment period).

## **5.1.3 External Audit Highlights Memorandum (ISA260)**

5.1.3.1 Council received and noted the External Auditor's Highlights Memorandum, which had been considered by the Council Audit & Risk Assurance Committee (ARAC), subject to the completion of two areas of work which were now reflected in the final document. It was noted that the University's response to the recommendations would be monitored by ARAC.

## **5.1.4 Letter of Representation**

5.1.4.1 Council approved the External Auditor Letter of Representation for signature by the Chair of Council.

## **5.1.5 Letter of Support**

5.1.5.1 Council approved the Letter of Support for Unicus (Sheffield) Ltd and agreed for this to be signed by the CFO or the CFO's nominated delegate. It was reported that the University may be asked to provide a further letter of support for another subsidiary company later in the academic year once an ongoing review of the company in question had concluded.

## **5.2 Office for Students Annual Financial Return 2023: Financial Forecasts 2023-24 – 2027-28**

- 5.2 (a) Council considered the updated financial forecasts, noting that the Council Finance Committee had recommended approval of the forecasts on the basis that the University take action to ensure delivery of the strategic financial targets, in particular the underlying surplus targets (excluding strategic revenue investment). The updated financial forecasts had been used to populate the Annual Financial Return to the OfS, which would be submitted to the OfS by 1 December.
- 5.2 (b) During a related presentation, attention was drawn to: the July forecast position and related updates provided to Council; changes to the July forecast position and proposals in relation to the operating surplus targets in order to create capacity for strategic investment; challenging income and expenditure forecasts, including the impact of the latest student number targets; the key metrics in the November reforecasts; and the impact of changes since July on cashflow and cash balances.

5.2 (c) Clarification was provided about the details of Finance Committee's discussions, particularly those areas of the greatest risk and challenge, and the recognition that further action was required to ensure that the University achieved its key financial metrics whilst facilitating delivery of its strategic ambitions. In particular, it was recognised that achieving the underlying surplus targets was essential for institutional sustainability by providing the means by which to invest in areas that would improve the University's overall performance. It was also clarified that the forecasts had been informed by an analysis of past and in-year performance on both income and expenditure to ensure that they were as realistic as possible. Further clarification was provided about the forecast figures relating to donations and endowments, compared to the formal targets, and how successful income generation in this area could enable the release of additional self-funding for investment in other initiatives.

5.2 (d) Following discussion Council approved the updated financial forecasts 2023-24 – 2027-28.

### **5.2.1 OfS 2023 Annual Financial Return Workbook**

5.2.1.1 Council considered and approved the OfS AFR Workbook.

### **5.2.2 OfS 2023 Annual Financial Return Commentary**

5.2.2.1 Council considered and approved the OfS AFR Commentary.

## **6. Other Annual Accountability and Assurance Matters**

### **6.1 Senate Annual Academic Assurance Report**

6.1.1 Council considered the annual report from Senate, which had been proposed by the Senate Academic Assurance Committee (SAAC), discussed and approved at Senate in October and reviewed by the joint Council and Senate sub-group during November. Council had recently received and welcomed a briefing on the subject of academic assurance to provide additional background and explanation of the University's processes and the breadth of assurances that Council received, of which the SAAC report was one, albeit key, element.

6.1.2 It was noted that the annual report had continued to evolve, including by reflecting the feedback provided by Council in November 2022. That feedback was also being used to enhance the operation of Senate and key Senate committees in the giving and receiving of assurances about academic matters.

6.1.3 Following discussion in which Members commended the report and related work in this area, Council confirmed that the report, in conjunction with other relevant information provided by the Senate during the year, provided the necessary assurance over the University's academic quality and standards, including that its academic governance arrangements were adequate and effective.

### **6.2 Annual Report of the Council Audit and Risk Assurance Committee**

6.2.1 Council approved the Annual Report of the Audit and Risk Assurance Committee 2022-23 and noted the Internal Auditor's Annual Report, which confirmed the opinions set out in the Audit Committee's report.

### **6.3 Annual Report on Compliance with the Concordat to Support Research Integrity**

- 6.3.1 Council received and noted the annual report and confirmed that the statement provided the necessary assurance. Council agreed that the statement should be made publicly available as evidence of the University's commitment to research integrity. It was noted that research integrity was a key area of focus across the sector at present, with additional requirements from Research England beyond the Concordat. However, the University was well placed to respond to and comply with these additional requirements.

### **6.4 Annual Remuneration Report and Statement**

- 6.4.1 Council approved the report and statement, which had been considered and endorsed by Senior Remuneration Committee, in compliance with the CUC HE Senior Staff Remuneration Code, noting the stringency of institutional processes in this area and the care with which they were administered. The Statement would be published on the University web pages to coincide with the publication of the Annual Report and Financial Statements. Council approved the report and statement.

### **6.5 Prevent Monitoring during the 2022-23 academic year**

- 6.5.1 Council considered an update on the University's compliance with the Prevent Duty and approved the Annual Accountability and Data Return 2023 for submission to the OfS by 12pm on 1 December 2023, subject to the addition of one final piece of data relating to training rates to ensure that the return was as up to date as possible upon submission.

## **7. University Vision: Annual Performance Update**

(Emma Hartley in attendance for this item)

- 7.1 Council considered a report on progress against the corporate KPIs, an overview of the current position of academic departments and a summary of performance against the University's strategic objectives for the student population in 2022/23. It was noted that the report complimented the narrative provided in the University's Annual Report (see Minute 5.1.1, above) and the Value for Money report previously considered by the Council Audit & Risk Assurance Committee. The report used the performance measures underpinning the University strategic planning process, with institutional KPIs and supporting metrics at academic department level. It was noted that the performance data would inform academic departments' mid-year progress reviews and action planning for 2024/25 and that research income targets for some targets were to be reviewed and, in some cases, were likely to be amended. UEB would also be reviewing and proposing an update to the corporate KPI relating to knowledge exchange to reflect strategic decisions since the KPIs were originally agreed.
- 7.2 Council noted a breakdown of institutional performance trends and was pleased to note that overall performance had improved from the previous year. Members discussed areas of improved performance and those where performance was static or variable. With respect to improved performance in the proportion of high-achieving applicants in the student population, although this was impacted by the recruitment activity by other institutions, the improved position was reflective of targeted, strategic action at institutional level. The one

area of particular concern, relating to institutional reputation in the context of the QS World University Rankings, had been and would continue to be the subject of detailed work, including to address the impact of changes to the QS methodology that had been more detrimental to the University than any other Russell Group institution. In addition, the University's latest achievements in relation to sustainability were expected to enhance performance against this corporate KPI in future. During discussion, clarification was provided about the complex relationship between university rankings, particularly QS, and student recruitment, which were compounded by changes in overseas markets and applicant demand.

- 7.3 Council also welcomed the inclusion of academic department performance data, which reflected the recommendations of a Council Task and Finish Group in 2021. It was noted that the departmental targets were for 2027 and so the current focus was on ensuring that progress was on a positive trajectory, with active monitoring and engagement of any areas where this was not the case. It was also noted that the intended benefits of the proposal to move to a Schools-based academic structure were expected to facilitate future improvements in performance at local level by removing some of the existing barriers.
- 7.4 During discussion, clarification was provided about the comparator groups used at department and institutional level in setting ambitions and related targets, which varied to reflect particular disciplines. Further clarification was also provided that not all academic departments were included in all metrics at present, which made it challenging to compare department performance across the current structure. With respect to the University's strategic objectives for the student population, Council commended the positive impact of initiatives to enhance the UG recruitment position at high quality but noted the University's plans to respond to declining PGT demand (see also Minute 4.1(d), above). Given the proportion of institutional income (and related expenditure) derived from tuition fees, it was agreed that Council should receive a detailed virtual briefing on the University's recruitment strategy.

## **8. UEB Scenario Planning – Proposed School Structure**

- 8.1 Council considered an update on proposals to change the academic structures of the University from one based on academic departments to one based on Schools, under the existing five Faculties but with some potential movement of disciplines within that structure. At its Away Day in October, Council had received an initial presentation setting out the work that had been done to that point to develop the proposals, the rationale for proposing changes to the academic structure, the approach to mitigating the impact of change on colleagues, and an initial timeline. Subsequently, the changes had been announced to staff as part of extensive engagement with colleagues and other key stakeholders, which was in its final few weeks as set out in the initial timeline. It was reported that this engagement had generated a significant volume of feedback and a wide range of views. UEB, and FVPs in particular, had taken considerable time to explain the proposals to all staff and listen to feedback. Where alternative suggestions had been made departments had been encouraged to actively explore them and these were expected to result in a small number of changes to the original proposals.

8.2 Council recognised that this was a decision of fundamental institutional significance and it was essential that all Members of Council were fully informed about the proposals to enable the matter to be considered, and a decision reached, carefully and transparently in the best interests of the University as whole. In addition to an update on the emergent proposals, Council needed to decide how it sought and obtained the advice of relevant bodies as set out in the regulations, i.e. the Senate, the P&VC and UEB, and other committees. It was recognised that, while an additional Council meeting had been scheduled on 14 December, it was likely that Council would require more time to consider the matter fully such that a decision may not be made until January 2024 without detriment to the intended implementation period.

In particular, Council noted the importance of all Members having access to the same information at the same time and expressed its concern and dissatisfaction at a sub-set of members having already been approached directly, on more than one occasion by more than one party. Council agreed that this was divisive and noted that it contravened core principles of good governance practice, given that all Members of Council had exactly the same duties and responsibilities as the University's governors and charitable trustees. Council would be asked to consider how to ensure the parity of treatment of all Members throughout the decision-making process, through the proper channels, such that there was no detrimental effect on Council's collective consideration of the matter.

8.3 During a presentation from the President & Vice-Chancellor on the proposals themselves, attention was drawn to and Council discussed the following:

8.3.1 It was recognised that the proposals had led to concern amongst staff about the impact of any changes on their role and wider teams but that it was not possible to provide the level of detail and certainty that some colleagues were seeking until more detailed work on implementation had been completed. However, the University had offered repeated assurances that there was no plan for mass redundancies and that staff would have opportunities to have genuine agency in the proposed changes by helping to shape the details under the core structure through the implementation phase. Having noted that there had been some dissatisfaction that colleagues had not been involved at an earlier stage of the process, Council also recognised that this would have lengthened the engagement period, and uncertainty for staff, to a significant degree such that a difficult and delicate balance had had to be sought in deciding on the approach to be followed.

8.3.2 Council noted the four key principles that underpinned the proposals: (i) retaining all five Faculties and all academic disciplines; (ii) reducing the number of academic units; (iii) that students would continue on the same programmes of study, with the same academic teaching staff; and (iv) that academic units would continue to benefit from embedded professional services support, with UEB having recognised that the successful implementation of these changes would be dependent on fully integrated and consistently resourced Professional Services and Technical teams. It was noted that some universities had reduced the number of faculties but that UEB had concluded that that the breadth and depth of the University's offer brought genuine benefits and advantages. Similarly, whilst other institutions had centralised professional services support, the University had committed not to undertake such a course of action in favour of facilitating greater consistency, efficiency and effectiveness in the delivery of these key functions across all academic units.

8.3.3 Council received a detailed overview of the engagement process and the various channels by which this had been followed. This period had sought to create advocacy and support for change; provide feedback from colleagues through answering questions, addressing concerns and potential resistance, and exploring alternative suggestions; and manage the inherent reputational risks that major organisational changes posed by communicating with external partners and stakeholders. Attention was drawn to the number of comments received through the various channels, which had each received an individual response. Where comments reflected broader themes, the dedicated FAQs webpage had been updated accordingly. Although the majority of feedback had been received at Faculty level there was much that was common across the five Faculties, with the top five themes having been: the structure, the rationale and evidence, professional services, resourcing and timeline.

Members also noted an overview of the small number of more formal submissions that had been made on behalf of departments as a whole, which had been managed within the responses for the respective Faculty. Similarly, the University had also received the results of a survey sent to all staff by the campus Trade Unions, which had been completed by a small percentage of the total staff base (under 10%), but was regarded as a useful contribution to the wider engagement exercise. It was noted that, where the survey had raised substantive points, the University would consider and respond to them but Council was supportive of the engagement process continuing and the further refinement of the proposals, since pausing or withdrawing would both introduce further uncertainty for colleagues and students and not enable the realisation of the benefits sought from the proposed changes.

8.3.4 Council noted the current structural blueprints for each Faculty, noting that the final names for new Schools would be proposed as part of the implementation phase, if and when Council had agreed to proceed with the overall changes. In considering a summary of discussions within each Faculty and the outstanding questions to be resolved, Council noted that, excluding the Faculty of Health, there would be several departments that were not proposed to merge into a broader unit, primarily due to their current scale, resilience and strong reputation, and that the existing School of Law would be proposed to move from Social Sciences to Arts & Humanities, which was the position in a number of other universities, in an effort to better rebalance the Faculties overall. Council recognised that it was unrealistic to expect unanimous support or an overall consensus for the proposals but was assured that the period of engagement had demonstrated UEB and senior leaders' commitment to dialogue and a willingness to explore alternative options, pending each Faculty making its final recommendations to UEB.

8.3.5 Council noted the areas of potential challenge that may need to be overcome as the proposals were presented for formal approval and implementation, and plans to manage and overcome such challenges. It was recognised that addressing varying degrees of concern about academic and disciplinary culture and identity would be a key area of focus during the implementation phase and, whilst following a One University approach was a critical guiding principle for this work, the University would remain mindful of disciplinary differences. Similarly, whilst there were several institutional examples of Schools having been created, the size and scale of the proposed changes meant that a two-year implementation would be needed to balance the need for the University to continue to operate whilst minimising any disruption to colleagues and to provide certainty and stability. Furthermore, it would be essential to ensure that the University carefully

monitored other areas of core activity and planned changes, e.g. to ensure that infrastructure remained fit for purpose or to respond to internal or external regulatory requirements. As such, it would be important that the University retained sufficient stability and capacity at executive level given upcoming known vacancies on UEB and Council noted that arrangements had been agreed to achieve this as well as recruit to key roles in new Schools and Faculties. Attention was also drawn to the level of opposition to the proposals from the campus Trade Unions, with which University representatives continued to meet regularly to ensure that they were kept up to date with progress and had the opportunity to air any concerns. Although there would be ongoing interest from a range of external stakeholders, these proposals were not out of step with comparable action that had been taken elsewhere in the sector, and there was no proposal to close any of the disciplines that the University offered. To date, the extent of external representations relating to the proposed changes had been relatively low.

- 8.3.6 Council considered further the impact of the proposed changes on members of staff, noting that the period of engagement had inevitably created a degree of anxiety for colleagues and acknowledging that professional services colleagues were likely to be the most impacted by the changes. Consequently, Members were pleased to note an overview of the approach to filling key leadership roles in the new structure, which had been agreed by UEB and would be communicated more widely in the coming days.
- 8.3.7 Members also noted an overview of the planned initial next steps that would culminate in UEB agreeing the final proposals to be presented to Senate and Council and a further All Staff briefing. It was also reported that, in response to considerable interest from faculty colleagues in how the University might approach the implementation of any decision by Council to proceed, UEB had agreed a number of core, interdependent workstreams that would need to be undertaken early in any implementation phase. These related to: (i) proposals to standardise the governance and committees in Faculties and Schools; (ii) the recruitment to key leadership positions in the new structure; (iii) proposing the names of new Schools, taking into account the importance of disciplinary and cultural identity; and (iv) resolving the institutional data hierarchy in corporate systems.
- 8.4 Following the President & Vice-Chancellor's presentation, Council discussed the proposals at length, as follows:
- (a) Generating and harnessing the support of members of staff was valuable in successfully implementing major organisational changes and, therefore, it was important to be confident that staff representatives were accurately reflecting their colleagues' views.
  - (b) It was vital that Council had the opportunity to hear the views of every member of Senate, as well as any collective opinion that Senate might provide. The membership of Senate itself, which was publicly available, would be shared with Council.
  - (c) With respect to students, it was clarified that the Schools structure would not lead to any changes to programmes of study and there would be no need to implement the Student Protection Plan. However, although there was no legal or regulatory requirement to consult with students on these proposals, the University recognised the importance of ensuring that students understood the rationale for the proposals and the implications. Issues such as ensuring that all students could access appropriate personal

and pastoral support in the new structures would be addressed though the implementation phase.

- (d) The University would seek to engage with students in a timely and appropriate manner to maximise the value of their contributions and optimise the benefits to students sought through the proposed new structure. This would be especially relevant during the implementation phase.
- (e) The potential need for statutory consultation with any colleague whose role would change would be addressed through the implementation phase and this continued to be taken into account when considering the timing and content of the various internal and external stakeholder communications.
- (f) It was essential that Senate concentrated its advice on academic matters, e.g. through an appropriately targeted questionnaire for individual members of Senate to complete. However, it was noted that some members of Senate may choose to comment on wider, i.e. non-academic issues, so Council would need to give appropriate consideration to all submissions.
- (g) Council recognised that it needed to consider the proposals strategically and holistically and that its role was not to become involved in or diverted by operational management issues.
- (h) Ultimately, Council would decide whether the current academic structures would or could enable the University's achievement of its strategic objectives or whether the University was more likely to succeed in its ambitions, including addressing known challenges and managing related risks, through the proposed changes to academic structures.
- (i) Council was responsible for ensuring that the University could deliver its strategic objectives and charitable objects effectively and efficiently and in a sustainable way over the longer-term. As such, the institutional ambitions for excellence in the context of One University, as set out in the Vision, meant that the University needed to enhance its competitiveness in order to achieve those goals and ambitions and deliver its mission.
- (j) It was clarified that the proposals continued to evolve through the engagement process, and the exact nature of the proposed changes and comprehensive related, supporting information would be shared in with Council to support a formal decision, in due course.

8.5 Council noted that the proposals constituted a major change in the University's organisational structure and, as such, was a matter reserved for decision by Council that could not be delegated. However, Council could seek advice from number of sources to inform such a decision and considered how to receive advice from Senate and any committees, alongside that which it would receive from the P&VC and UEB, such that Council could take into account rich, high quality and in depth advice. Recognising that Senate's remit was over academic matters, subject to the overall control and direction of the Council itself, Council agreed that the advice from Senate should be focused on how the proposed new structure would impact the academic mission of the University. Having noted

the extent of Senate's discussions to date and that its next meeting was on 13 December, that some members of Senate had raised concerns about expressing their views during meetings, and having considered how positively Council received the advice from Senate when considering proposals relating to previous structural changes, Council agreed an approach, whereby:

- (a) Council would receive the views expressed by Senate, including any collective opinion, at its meeting on 13 December;
- (b) Individual members of Senate would be invited to complete an anonymous questionnaire after the 13 December meeting, responses to which would be collated, analysed and shared with Council;
- (c) Members of Council would have the opportunity to meet with members of the Senate's Education and Research & Innovation Committees, both of which had considered the proposals in the context of Education and Research respectively, as part of the initial consultation phase and reported their findings to Senate;
- (d) The Minutes of the Senate Education and Research & Innovation Committees' meetings at which the proposals were discussed would be shared with Council.

8.6 Council was also mindful of concerns from staff about the timing of any final Council decision and a perception that this might be rushed so as to render it unsound. Having considered the timings of upcoming meetings and decided the approach to receiving the advice of Senate and others, Council agreed that it would discuss the matter further on 14 December, including initial advice from the meeting of Senate, but would arrange an additional meeting in January 2024 to enable the full range of advice agreed under points 8.5(a)-(b), above, to be gathered and collated and allow Members additional time to consider and reflect on the information before Council reached a decision.

8.7 Having discussed the vital importance of all Members receiving and having access to the same information, in the same form, at the same time, and expressing concern at the fact that some Members appeared to have been targeted, Council agreed that the University Secretary would create a central repository of any information that was submitted so that it was accessible to all members equally. Council agreed that any Member who received information about the proposals directly as a result of their membership of Council would advise the University Secretary and share with them the information received so that it could be shared with all members through the central repository.

## **9. Equality, Diversity and Inclusion**

### **9.1 Annual Report of the Council Equality, Diversity and Inclusion Committee**

9.1.1 Council considered and approved the report, which provided a comprehensive overview of the work overseen by the Equality, Diversity and Inclusion Committee (EDIC) in 2022-23 and the activity overseen and/or delivered by its sub-committees, the EDI staff networks, Faculty and Professional services EDI Committees, the One University Cabinet, the HR EDI Team and the Belief, No-Belief and Religious Life Centre in 2022-23. It was noted that the current iteration of the report had been informed by a review of examples from other universities

and reflected EDIC's intention to evolve towards a report that was more explicitly data-led and evaluative.

- 9.1.2 Council commended the extent to which the report was sufficient as a basis for assurance around the University's EDI work and the performance of its legal duties under the Equality Act. In particular, Members noted their appreciation for the significant contribution of Professor Gill Valentine to these initiatives over the years, both as a member of the Executive and through her earlier academic research.

## **9.2 Annual Report on Preventing and Addressing Harassment and Sexual Misconduct**

- 9.2.1 Council considered the report, which had been approved by the UEB Sexual Violence and Harassment Sub-Group and UEB and had been considered by EDIC. The report set out the institutional and regulatory context for this area of activity; provided details of the University's approach to preventing and addressing harassment and sexual misconduct; reported institutional progress against the action plan to ensure compliance with the OfS Statement of Expectations; provided details of staff and student disclosures; and staff and student sexual misconduct cases considered under the relevant discipline procedures. It was noted that the University continued to be proactive in seeking to raise staff and students' awareness of the Report and Support service in order to ensure that all members of the University community felt able to report issues and were supported having done so. Council welcomed the report and the extent of the assurances providing, reaffirming the University's commitment to avoiding and, if necessary, addressing harassment and sexual misconduct.

## **10. Annual Health and Safety Report**

(Daniel Harrison in attendance for this item)

- 10.1 Council discussed the report, which had been considered by the Joint H&S Consultative Group, UEB H&S Sub-Group and UEB. The report provided an update on progress against the institutional Health & Safety objectives in the dedicated three-year plan to centralise H&S systems, of which this was the second year; a summary of recent accidents, incidents and near misses; and included an update on agreed actions to enhance the University's Health & Safety Culture.
- 10.2 With respect to culture, it was pleasing to note that the focus on management capability and the visibility of senior leaders was delivering positive changes, including increased training completion rates, fostering a proactive reporting culture, and improving the ratio of incident to near miss reporting rates. The University having established its H&S management system, Council noted the intention to review its operation during the coming year and engage external input to evaluate the University's H&S arrangements. In addition, there would be greater focus on raising H&S awareness amongst all staff and students through dedicated communications and targeted activities. Members welcomed the report and positive progress to date, noting the positive impact of recent changes to corporate level H&S governance through reform to the dedicated UEB Sub-Group and within Faculties.

## **11. Capital Report**

- 11.1 Council received and noted an update on progress of ongoing and pipeline projects in the capital programme, including projects recently considered and approved by ECSG, UEB and Finance Committee in accordance with the Council Scheme of Delegation and an update on the UEB Complex Projects Oversight Groups' activities.

## **12. Net Zero Carbon Plan**

- 12.1 This item was deferred in advance of the meeting in order to manage the business effectively.

## **13. Corporate Risk Register**

- 13.1 Council considered and approved the 2023-24 Corporate Risk, noting an accompanying report from the UEB Risk Review Group and the new Risk Management Policy, all of which had also been discussed by Council's Audit & Risk Assurance Committee on 13 November. It was noted that the corporate risks and mitigating actions had been made more specific and focused in response to previous feedback from Council and ARAC, including in relation to management accountabilities and governance. It was reported that ARAC had suggested that the residual risk relating to IT and Cyber Security should remain Very High, due to the scale of external threats, despite the University undertaking comprehensive and positive mitigating action. Clarification was provided about how risks relating to AI were reflected in the risk register, with Members noting that this was challenging to capture in the Register due to the pace of change and the fact that a range of mitigating actions and related processes were also relevant to other areas of risk. It was reported that the Director of IT Services had recently delivered a presentation to JISC on this subject, which could be replicated for Council in due course.

## **14. Minutes of the Previous Meeting**

- 14.1 The Minutes were approved as an accurate record.

## **15. Action Log and Matters Arising on the Minutes**

- 15.1 Council approved the updated Action Log. There were no other matters arising.

## **16. Minutes of the Senate**

- 16.1 Council received and noted the Minutes.

## **17. Minutes of the Council Audit and Risk Assurance Committee**

- 17.1 Council received and noted the Minutes.

## **18. Minutes of the Council Finance Committee**

- 18.1 Council received and noted the Minutes.

**19. Minutes of the Council Senior Remuneration Committee**

**19.1 20 June 2023 Minutes**

19.1.1 Council received and noted the Minutes.

**19.2 23 October 2023 Minutes**

19.2.1 Council received and noted the Minutes.

**20. Minutes of the Council Equality, Diversity and Inclusion Committee**

20.1 Council received and noted the Minutes.

**21. Office for Students Update and Conditions Compliance Register**

21.1 Council received and noted the register of compliance with the ongoing conditions of registration and an accompanying report providing updates on the latest regulatory developments.

**22. Council Business Plan 2023-24**

22.1 Council received and noted the business plan which would be updated regularly to inform future agenda planning.

**23. Application of the University Seal**

23.1 Council received and noted a report on the application of the University seal since the previous meeting.

**24. Public Availability of Council papers**

24.1 Council received and approved recommendations concerning the publication on the web of papers presented at the meeting, in accordance with previously agreed proposals on the disclosure of information. It was noted that a number of papers were confidential and would not be made publicly available.

**25. Any Other Business**

25.1 Farewell: It was noted that this was Professor Gill Valentine's final in-person meeting as a member of Council before she stepped down as Provost & Deputy Vice-Chancellor at the end of 2023. On behalf of Council, the Chair offered thanks for her many significant contributions both to the work of Council and to the University more generally over a number of years. Council expressed its gratitude but was pleased to note that Gill would be remaining at the University as a Professor of Geography and wished her well for the future.

**26. Feedback on the Meeting**

- 26.1 Members commented positively on the management of what was an unusually large agenda, whilst ensuring that Council had sufficient time to discuss and consider the most significant items of business.