

UNIVERSITY OF BIRMINGHAM

COUNCIL

29th November 2017 at 9.00 a.m.

MINUTES

Members present: Mr Ed Smith CBE (Pro-Chancellor, in the Chair); Mr Derrick Anderson; Ms Rose Bennett (Postgraduate Officer); Dame Christine Braddock; Mr Alan Davey CBE; Mr David Davies OBE; Mr Martin Devenish; Professor Sir David Eastwood (Vice-Chancellor and Principal); Mr Malcolm Harbour CBE; Mr Richard Haywood (Deputy Pro-Chancellor); Dame Lin Homer; Professor Tim Jones (Provost and Vice-Principal); Ms Ellie Keiller (President of the Guild of Students); Mr Mick Laverty; Professor Hisham Mehanna; Mrs Caragh Merrick (Treasurer); Professor Corey Ross; Professor Karen Rowlingson; Mr David Stead; Professor Nicola Wilkin.

Also present: Professor David Adams (Pro-Vice-Chancellor and Head of College); Professor Kathleen Armour (Pro-Vice-Chancellor (Education)); Ms Erica Conway (Deputy Director of Finance) - for Minute 17/83; Ms Cathy Gilbert (Director of External Relations) - for Minute 17/79; Mr Chris Granger (Director of Finance); Professor Una Martin (Deputy Pro-Vice-Chancellor (Equalities) - for Minute 17/80; Mr Stephen McAuliffe (Academic Registrar) - for Minutes 17/86 and 17/87; Mrs Colette McDonough (Assistant Secretary); Professor Myra Nimmo (Pro-Vice-Chancellor and Head of College); Mr Lee Sanders (Registrar and Secretary); Professor Andy Schofield (Pro-Vice-Chancellor and Head of College); Professor Tim Softley (Pro-Vice-Chancellor (Research and Knowledge Transfer)); Professor Glyn Watson (Interim Pro-Vice-Chancellor and Head of College); Mr Nigel Waugh (Director of Human Resources) - for Minute 17/85; Professor Michael Whitby (Pro-Vice-Chancellor and Head of College).

Apologies: Sir Terry Morgan; Dame Una O'Brien; Dr Ranjit Sondhi CBE; Professor Robin Mason (Pro-Vice-Chancellor (International)).

Papers: The minute book contains copies of all written papers or reports to which reference is made below unless indicated otherwise.

17/75 Minutes of previous meeting

Resolved: that the minutes of the meeting of Council held on 4th October 2017 be approved (CO.17.11.01).

17/76 Matters Arising

Reported: that there were no matters arising.

17/77 Pro-Chancellor's Items

Reported: that Council had welcomed the presentation the evening before by Simon Lerwill, Director of Development and Alumni Relations (DARO), on 'Changing lives, changing the city, and changing the world: University of Birmingham fundraising and

volunteering strategy 2017 to 2025'. Members of Council would be contacted by members of DARO in the New Year to discuss how they could assist with the campaign.

17/78 Vice-Chancellor's Items

Noted: a report from the Vice-Chancellor (CO.17.11.02)

17/79 University of Birmingham Dubai - Phases 1 and 2 Update

**CONFIDENTIAL
COMMERCIAL IN CONFIDENCE**

Considered: a progress report on the University of Birmingham Dubai (CO.17.11.03).

Reported that:

- (a) **[NOT FOR PUBLICATION]**
- (b) Phase 1 was progressing well with significant progress in all areas. Whilst some elements, particularly around the regulatory process, had proved complex, key milestones were being met and the building was on track to open for the first intake of students in September 2018. Student recruitment had commenced with the first Open Day due to be held on 9th December 2017. Staff recruitment had also begun - the Dubai Provost was at offer stage, the Director of Operations (Ben Bailey) had been appointed and other key academic posts were at interview stage;
- (c) Phase 2 was at the third, and final, stage of the tender process following detailed tender presentations in Dubai in early October from three bidders where a preferred bidder was selected. **[NOT FOR PUBLICATION]**
- (d) **[NOT FOR PUBLICATION]**
- (e) members of Council remained supportive of the vision for the University of Birmingham in Dubai and would consider further progress reports and the full business case for Phase 2 in due course.

Noted:

- (i) the progress on Phase 1 of the Dubai campus project in line with the previously agreed scope and business case;
- (ii) progress on Phase 2 of the Dubai campus project.

[NOT FOR PUBLICATION]

17/80 Annual Assurance Report on Equality and Diversity

Considered: the Annual Assurance Report on Equality and Diversity (CO.17.11.04).

Reported:

- (a) the University's achievements in relation to equality and diversity during 2016-17, notably:
 - (i) progress against key priorities and benchmarks set out in the Equality Scheme;
 - (ii) additional activity and priorities for the coming year;
 - (iii) a summary of key staff and student equalities data;
 - (iv) the work being undertaken by Council to broaden the diversity of its membership;
- (b) the scope to broaden the diversity of the senior management team and senior roles across the University, recognising that this remained a priority for UEB. Council noted actions already in train to address this, including:
 - (i) the setting of a target to achieve a 1% annual increase in senior female

- academics, aiming towards a 30% overall target;
- (ii) the appointment of UEB Equality Champions;
- (iii) plans to broaden the membership of the University's wider leadership team;
- (iv) the emphasis on broadening the diversity of the membership of Council when advertising the vacancies on Council for 2018/19. Saxton Bampfylde were working with the University on the candidate search and had been briefed on the importance of this priority;
- (c) that Derrick Anderson was a member of the University's Race Equality Group. Other members of Council were encouraged to contact the Deputy Pro-Vice-Chancellor (Equalities) if they were interested in contributing to the University's equalities and diversity initiatives;
- (d) **[NOT FOR PUBLICATION]**

ALL

Resolved: that the Annual Assurance Report on Equality and Diversity (CO.17.11.04) be approved.

UM

17/81 Strategy, Planning and Resources Committee

Considered: a report from the meetings of the Strategy, Planning and Resources Committee held on 10th October and 7th November 2017 (CO.17.11.05).

(1) Membership and Terms of Reference

Resolved: that the terms of reference of SPRC be amended as set out at Appendix 1 to Paper CO.17.11.05.

CMcD

(2) Industrial Action Update

Reported that:

- (a) the BUCU Local Ballot for Industrial Action would close in December 2017;
- (b) the UCU National Ballot for Industrial Action regarding USS would close in January 2018;
- (c) a further update would be provided to Council in due course.

(3) Industrial Strategy

Reported: that the University was continuing to develop its response to the Government's Industrial Strategy, noting that this would be a key priority for Dr Tariq Ali, Deputy Pro-Vice-Chancellor (Strategic Partnerships), who would be joining the University in December 2017.

17/82 Report of Audit Committee

Considered: the Annual Report of Audit Committee and a report from the meetings of the Audit Committee held on 3rd October and 14th November 2017 (CO.17.11.06).

Reported:

- (a) that, based on the information and explanations provided to the Committee, including the reports and opinions received from Internal and External Auditors, the Committee was satisfied that during 2016/17 and up to the date of its Annual Report:
 - (i) the University's risk management and internal control and governance arrangements taken as a whole, including in respect of data provided by the University to HEFCE, HESA and other public bodies, were adequate

- and effective;
- (ii) suitable arrangements were in place to secure economy, efficiency and effectiveness within the constraints of procurement guidelines;
- (iii) the statements on corporate governance and internal control included in the Annual Financial Statements fairly reflected the systems that existed, including their inherent limitations; and
- (iv) the Responsibilities of the Council as stated in the Annual Report as regards the financial statements had been adequately discharged;
- (b) that the Committee recommended to Council that the financial statements of the Group, the University and of its subsidiary undertakings be approved;
- (c) the strengthening of the membership of the Committee for 2017/18;
- (d) the enhancements which had been made to Internal Audit;
- (e) that the Committee had received recent briefings on Information Security, Risk Management and the General Data Protection Regulation. It was scheduled to receive a briefing on Cyber Security from Stephen Wray, Head of Cyber Risk Services, Deloitte, at its next meeting.

Resolved: that Deloitte be re-appointed as the University's External Auditor for the 2017/18 financial year.

CPG

17/83 Annual Report and Accounts for the year ending 31st July 2017

COMMERCIAL IN CONFIDENCE

Considered: the Annual Report and Accounts for the year ending 31st July 2017 at Paper CO.17.11.07 which comprised:

- (a) the final version of the University's Annual Report and Accounts for the year ending 31st July 2017 (Appendix 1);
- (b) the draft University letter of representation for submission to the External Auditor (Appendix 2).

Reported:

- (a) that the Annual Report and Accounts had been subject to a high degree of scrutiny, including consideration by Audit Committee and SPRC;
- (b) that the year-end financial position provisionally reported to SPRC in September 2017 had been amended to reflect audit findings or other adjustments arising from the year-end review process. **[NOT FOR PUBLICATION]**
- (c) that Deloitte had provided a final report of the audit findings to Audit Committee and intended to issue an unqualified audit opinion;
- (d) **[NOT FOR PUBLICATION]**

Resolved that:

- (i) the Annual Report and Accounts for the year ended 31st July 2017 be approved as set out at Appendix 1 to Paper CO.17.11.07 for signature and release, confirming that Council had discharged its corporate governance responsibilities;
- (ii) the University letter of representation be approved as set out at Appendix 2 to Paper CO.17.11.07 for signature and submission to the University's External Auditors.

CPG

17/84 Annual Accountability Returns

Resolved: that the following documents be approved for submission to HEFCE as part of the University's Annual Accountability Returns (CO.17.11.08):

- (a) Financial Commentary;
- (b) Annual Sustainability Assurance Report;

- (c) Annual Assurance Return.

17/85 Remuneration Committee

Considered: the annual report from the meetings of the Remuneration Committee held during 2017, including the 2017 Senior Staff Pay Review (CO.17.11.09).

Reported that:

- (a) a report on enhancing Remuneration Committee reporting had been considered, and it had been agreed that, whilst the University operated in a robust and transparent manner and was ahead of many in the sector in the information it reported in the Annual Accounts on the Vice-Chancellor's remuneration, senior staff pay and the operation of the Committee, the proposals for enhanced reporting should be approved. The proposals had been adopted for both the Committee's Annual Report to Council and in the enhanced narrative and disclosures in the Annual Accounts and sought to predict some of the changes likely to be required in the new CUC Remuneration Code and by the Office for Students. Members of Council supported this approach and noted that the Deputy Pro-Chancellor and Chair of the Remuneration Committee was a member of the CUC consultation group on the new CUC Remuneration Code;
- (b) the Committee would consider commissioning a self-assessment, potentially by an individual or body external to and independent of the University, following the publication of the CUC Remuneration Code;
- (c) at its May meeting, the Committee had considered and agreed the budget (and other) parameters and principles that would apply to the year's process to review and determine senior staff remuneration. At its October meeting, the Remuneration Committee had reviewed and discussed the reward proposals for senior staff and noted that the review process for senior staff had considered comparative, benchmarking and market data and equal pay information. The Committee considered factors which justified the reward proposals, including performance, as set out in Paper CO.17.11.09. The Committee approved the reward proposals for senior staff;
- (d) at its May meeting, the Committee also reviewed and endorsed the Vice-Chancellor's performance objectives. At its October meeting, the Committee received and discussed the Pro-Chancellor's assessment of the Vice-Chancellor's performance against his objectives and the Pro-Chancellor's recommendation on the Vice-Chancellor's remuneration. In considering the Pro-Chancellor's recommendation to the Committee and whether it was justified, the Committee reviewed a range of data and information on the Vice-Chancellor's remuneration and performance. The Committee decided that taking account of the background and comparative data provided to it and the Pro-Chancellor's assessment of the Vice-Chancellor's performance and performance of the University that the Pro-Chancellor's proposal in relation to the Vice-Chancellor's remuneration was justified as set out in Paper CO.17.11.09;
- (e) the Committee had considered the most recent guidance on senior staff remuneration and severance from the Higher Education Funding Council for England (HEFCE) and noted that the University was compliant with that guidance;
- (f) Remuneration Committee considered remuneration in the context of charity law in terms of the obligation for trustees to use charity funds and assets only to further their charitable purposes: namely to ensure that the University was able to attract, motivate and retain the best possible talent necessary to achieve its charitable purposes;
- (g) a publication on the University's equality and diversity, including meaningful comparison of gender pay gap within grades, would be produced. This would be prepared for consideration by UEB in early 2018 and then Council and would be

- (h) published in March 2018 to coincide with the return to government on gender pay; the Annual Accounts for 2016/17 included an enhanced disclosure on Senior Staff and the Vice-Chancellor's remuneration. The Accounts for 2017/18 would include the information from the 2017 Senior Staff Pay Review.

Noted: the Annual Report of the Remuneration Committee, including the details of the senior pay reward process and the remuneration of the Vice-Chancellor, and enhanced reporting from Remuneration Committee.

Resolved: that:

- (i) Council welcomed the enhanced reporting and transparency in the Annual Report of the Remuneration Committee and the Annual Accounts;
- (ii) an amendment to the terms of reference of the Remuneration Committee be approved as set out in Appendix 1 to Paper CO.17.11.09;
- (iii) the Senior Pay Review Policy be approved as set out in Appendix 3 to Paper CO.17.11.09.

NW

17/86 Report of Senate

(1) Annual Provider Review

Considered: an annual report from Senate on teaching quality and standards in accordance with a new requirement introduced by HEFCE this year called 'Annual Provider Review' (CO.17.11.10).

Resolved that:

- (i) the annual report from Senate on teaching quality and standards (Annual Provider Review) at Paper CO.17.11.10 be approved;
- (ii) Council provide assurance and confirmation to HEFCE as a part of the University's Annual Accountability Returns that:
 - (a) the governing body has received and discussed a report and accompanying action plan relating to the continuous improvement of the student academic experience and student outcomes. This included evidence from the provider's own periodic review processes, which fully involve students and include embedded external peer or professional review;
 - (b) the methodologies used as a basis to improve the student academic experience and student outcomes are, to the best of our knowledge, robust and appropriate;
 - (c) the standards of awards for which we are responsible have been appropriately set and maintained.

(2) Student Welfare, Mental Health and Wellbeing at the University

Considered: an annual update on the approach to supporting student welfare at the University and to comment on current challenges and developments. This report had particular focus on the area of mental health (CO.17.11.11).

Reported that:

- (a) in relation to student welfare, the University had experienced similar issues to those experienced nationally. Firstly, a reported increase in the number of students disclosing needs associated with their mental health and increasing complexity to those needs. Institutionally, as well as dealing with these cases, the growth in the numbers of students registering with services and needing Reasonable Adjustment Plans associated with a mental illness had also presented

a more challenging environment. Secondly, there were increasing expectations of universities from students and their parents to provide greater levels of support at a lower threshold of concern;

- (b) the University had been responding to recent trends and would need to continue to maintain focus on evolving and developing our approach to mitigate risk and provide appropriate support. For example, significant investment was made by UEB for 2017-18 onwards through the provision of additional Wellbeing Officers at College and School level. This investment would be evaluated at the end of the year to assess its impact and whether further investment was required;
- (c) the President of the Guild of Students reported that some students had waited a significant amount of time to access the University's Counselling Service and that online registration for this Service had been closed. The Academic Registrar assured Council that the waiting list was normally up to four weeks maximum and that, in place of online registration, the University had expanded its existing drop-in triage system in order to assess all students more swiftly and ensure that specialist counselling resource was dedicated to those of greatest need. The University also continued to increase its investment in the Counselling Service;
- (d) the University also continued to explore and develop further ways to enhance support for the mental wellbeing of the student population and mitigate the risk of mental distress and ill health. For example, its suite of digital self-help resources, online induction module content, exploring the role of sport and exercise for a healthy mind, and building curriculum content for delivery within academic programmes about resilience building and managing stress. The University's new Institute of Mental Health also informed the development of professional practice with students.

(3) Report of Senate

Considered: the report from the meeting of Senate held on 8th November 2017 (CO.17.11.12).

Resolved: that the University's Annual Research Integrity Statement for 2016/17 be approved as set out at Appendix 1 to Paper CO.17.11.12.

17/87 Annual Report to HEFCE on the Prevent Duty

Considered: the Annual Report to HEFCE on the Prevent Duty (CO.17.11.14).

Resolved: that the Annual Report to HEFCE on the Prevent Duty, including the University's updated Risk Assessment and Action Plan, be approved.

SMcA

17/88 Amendment of Ordinance 2.7, Contracts

Resolved that:

- (i) the amendment of Ordinance 2.7, Contracts, to allow the use of electronic signatures to execute contracts, be approved as set out in Paper CO.17.11.15;
- (ii) the Scheme of Delegated Powers of Council be amended to delegate authority to the Director of Human Resources and Director of Finance to permit the use of such signatures when appropriate.

CMcD

17/89 Approval of Lease: Teaching Centre Annexe at Orchards Learning Resource Centre (OLRC) to the University School

Resolved: that the lease of the whole of the Teaching Centre Annexe at Orchards Learning Resource Centre (OLRC) to the University School be approved as set out in

TP

Paper CO.17.11.16.

17/90 Deputy Pro-Vice-Chancellor (Strategic Partnerships)

Resolved: that the appointment of Dr Tariq Ali as Deputy Pro-Vice-Chancellor (Strategic Partnerships) be approved with effect from 4th December 2017 (CO.17.11.17). **NW**

17/91 Report of Membership Committee

Resolved: that the re-appointment of Dr John Craggs as the Independent Chair of BPAS from 1st December 2017 to 30th November 2018 be approved (CO.17.11.18). **CPG**

17/92 Capital Projects over £10m

COMMERCIAL IN CONFIDENCE

Received: a report from the Director of Estates (CO.17.11.19).

17/93 Affixing of the University Seal

COMMERCIAL IN CONFIDENCE

Received: a report noting the transactions which had required use of the University Seal since the last meeting of Council (CO.17.11.20).

17/94 Items Approved Between Meetings of Council

Noted that:

- (a) the following appointments had been approved by Council by correspondence:
 - (i) Professor Heather Widdows as Deputy Pro-Vice-Chancellor (Research Impact) from 1st November 2017 to 31st July 2021;
 - (ii) Professor Richard Black as Pro-Vice-Chancellor and Head of College of Social Sciences, subject to a satisfactory Right To Work check, from 9th April 2018;
- (b) in accordance with the Scheme of Delegated Powers for Council, the Registrar and Secretary had also approved the following re-appointments on behalf of Council:
 - (i) Professor David Adams as Non-Executive Director of Alta Innovations Ltd from 1st October 2017 to 30th September 2019;
 - (ii) Professor Andy Schofield as Non-Executive Director of Alta Innovations Ltd from 1st September 2017 to 31st August 2019.

17/95 Any Other Business

[NOT FOR PUBLICATION]

17/96 Programme of Meetings

Noted: the programme of meetings of Council for 2017/18:

Tuesday 30th January 2018, 5.00pm, Council Presentation and Dinner
Wednesday 31st January 2018, 9.00am, Council Meeting
Tuesday 24th April 2018, 9.00am, Council Strategy Day and Dinner
Tuesday 26th June 2018, 5.00pm, Council Presentation and Dinner

Wednesday 27th June 2018, 9.00am, Council Meeting