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UNIVERSITY OF BIRMINGHAM

COUNCIL

24th November 2021 at 9.00a.m.

MINUTES OF MEETING

Members present: Mr Mervyn Walker (Pro-Chancellor and Chair); Professor Helen Abbott; Mr Mikey Brown, President of the Guild of Students; Mr Wei-Lun Chen, Guild International Officer; Professor Sir David Eastwood (Vice-Chancellor and Principal); Mr Tim Gardam; Professor David Hannah; Mr Malcolm Harbour CBE; Ms Rosie Harris; Mr Richard Haywood (Deputy Pro-Chancellor); Dr Clive Hickman; Professor Tim Jones (Provost and Vice-Principal); Mr Mick Laverty; Mr Anthony Lilley; Mr Richard Swann; Ms Jacqueline Taylor.

Also present: Professor Kathleen Armour (Pro-Vice-Chancellor (Education)); Professor Richard Black (Pro-Vice-Chancellor and Head of College); Mr Simon Bray, Director of Campus Services - Minute 21/101(3); Ms Erica Conway (Finance Director); Ms Danielle Edwards, Deputy Finance Director - Minute 21/101(3); Professor Andrzej Gasiorek (Pro-Vice-Chancellor and Head of College); Professor Laura Green (Pro-Vice-Chancellor and Head of College); Professor Stephen Jarvis (Pro-Vice-Chancellor and Head of College); Professor Deborah Longworth, Deputy Pro-Vice-Chancellor (Student Academic Experience); Mrs Colette McDonough (Assistant Secretary); Ms Gillian McGrattan, Director of Human Resources - Minute 21/105; Dr Alaric Rae, Deputy Director of External Relations - Minute 21/97; Dr Emma Robinson, Academic Registrar - Minute 21/102 and 21/103; Professor David Sadler, Dubai Provost - Minute 21/96; Mr Lee Sanders, Registrar and Secretary; Mr Mark Senior, Chief of Staff; Professor Heather Widdows, Pro-Vice-Chancellor (Research and Knowledge Transfer).

Apologies: Professor David Adams (Pro-Vice-Chancellor and Head of College); Ms Deborah Cadman OBE; Mr Steve Hollis; Dame Lin Homer; Professor Una Martin; Mr Harjinder Kang; 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.

21/91 Declarations of Interest

Noted: that no changes to the Register of Interests or interests were declared in relation to any item on the agenda.

21/92 Minutes

Resolved: that the minutes of the meeting of Council held on 29th September 2021 be approved (CO.21.11.01).

21/93 Matters Arising from the minutes not addressed elsewhere on the agenda

Reported: that there were no matters arising.

21/94 Pro-Chancellor's Items

(1) Professor Kathy Armour, Pro-Vice-Chancellor (Education)

Reported: that the Pro-Chancellor thanked, on behalf of Council, Professor Kathy Armour, Pro-Vice-Chancellor (Education), for her significant contribution to the University over the past eleven years. Kathy had joined the University in 2010 to take up a position in the School of Education and two years later she was appointed as Head of the newly configured School of Sport and Exercise Sciences in the College of Life and Environmental Sciences. Kathy became Pro-Vice-Chancellor (Education) in 2016 and was a transformational and inspirational leader of a fine education team. The very best wishes of Council to Kathy for her new role as Vice-Provost Education at UCL from 1st January 2022 were conveyed.

(2) Professor Sir David Eastwood, Vice-Chancellor and Principal

Reported: that the Pro-Chancellor thanked, on behalf of Council, Professor Sir David Eastwood, Vice-Chancellor and Principal, for his tremendous contribution and service to the University. By the end of the year it would be 21 years since the Vice-Chancellor had taken his first major sector leadership role, and nearly 13 years since joining Birmingham. One of the longest-serving Vice-Chancellors in the Russell Group, Sir David had joined the University in 2009, having previously served as Chief Executive of the Higher Education Funding Council for England (HEFCE), a post he held from September 2006. Former posts also included Vice-Chancellor of the University of East Anglia and Chief Executive of the Arts and Humanities Research Board. While at Birmingham, Sir David had also held senior roles on a number of sector and regional groups including as Chair of the Russell Group, Universitas 21, Universities Superannuation Scheme (USS), and UCAS. The Pro-Chancellor expressed huge appreciation of the Vice-Chancellor's outstanding and inspirational leadership, significant achievements and transformational legacy to the University of Birmingham and the higher education sector at what was his 64th and last meeting of Council, noting that the Vice-Chancellor would always remain an important member of the University family.

21/95 Vice-Chancellor's Items

Considered: the report of the Vice-Chancellor (CO.21.11.02).

(1) Update

Reported that:

- (a) **[NOT FOR PUBLICATION]**
- (b) the University had recently signed a collaboration agreement with the Royal Shakespeare Company, committing to a partnership for a further five years.

(2) UCU Industrial Action Update

Reported that:

- (a) UCU nationally had announced its intention to hold three days of strikes next month along with up to six months of continuous action short of a strike (ASOS) in the form of working to contract as follows:
 - (i) three days of strikes would take place on Wednesday 1st, Thursday 2nd and Friday 3rd December 2021;
 - (ii) the ASOS would run until 3rd May 2022 and would take the form of staff working their contracted hours and duties and not volunteering for additional duties;

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- (b) the priority of the University was to protect student learning and the student experience. All staff who chose to take industrial action of any kind would be required to prioritise work that supported the education or experience of students during the period of industrial action;
- (c) **[NOT FOR PUBLICATION]**
- (d) the Guild Referendum on whether the Guild should support UCU industrial action on pensions and on pay and working conditions in the 2021/22 academic year would be held between 26th and 30th November, noting that the results were due to be announced by the Guild at 4pm on 30th November;
- (e) contingency planning and communications would be managed at local level given that schools and departments would be affected in different ways;
- (f) to (g) **[NOT FOR PUBLICATION]**

Resolved: that Council expressed its support for the approach being taken by the University in relation to the forthcoming UCU industrial action as set out above.

21/96 University of Birmingham Dubai Update

COMMERCIAL IN CONFIDENCE

Considered: the University of Birmingham Dubai Update (CO.21.11.03).

Reported:

- (a) the success of the graduation ceremony which had been held for the University of Birmingham Dubai on 18th November 2021;
- (b) progress with the construction of the Phase 2 campus, **[NOT FOR PUBLICATION]**;
- (c) **[NOT FOR PUBLICATION]**
- (d) **[NOT FOR PUBLICATION]**
- (e) the arrangements for accreditation of the University of Birmingham Dubai programmes and seeking feedback from students on their experience of these programmes.

21/97 Recruitment and Admissions Update

COMMERCIAL IN CONFIDENCE

Considered: the Recruitment and Admissions Update (CO.21.11.04).

Reported that:

- (a) to (i) **[NOT FOR PUBLICATION]**

21/98 National Student Survey Progress Update

COMMERCIAL IN CONFIDENCE

Considered: the first progress update for Council on implementation of the University's response to the NSS results and its strategy for improving the student experience and the outcomes of the 2022 NSS (CO.21.11.05).

Reported that:

- (a) the Birmingham 2030 Strategic Framework outlined a clear ambition to provide students with an exemplary student experience, with the aim of ranking within the top 20 institutions in the sector for student satisfaction;
- (b) Council on 29th September 2021 had considered the NSS 2021 results and

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- confirmed its support for the response of the University and its strategy for the 2022 NSS;
- (c) progress with the institutional and College/School actions was being monitored regularly, noting that the vast majority of actions had been implemented and were either completed or underway in all areas;
 - (d) **[NOT FOR PUBLICATION]**
 - (e) members of Council expressed their appreciation of the progress made to date, noting:
 - (i) the importance of achieving cultural change at a local level in order to deliver the ambition for the Birmingham 2030 student experience;
 - (ii) the further insight into student feedback which would be available in the next update to Council on 2nd February 2022;
 - (iii) the enhancements which had been made in relation to assessment and feedback, including College improvements in assessment support and the change in the University's Resits Policy;
 - (iv) the work which was being undertaken at College level to understand student characteristics in the context of the student experience.

21/99 Report of Audit Committee

(1) Annual Report of the Audit Committee

Considered: the annual report of the Audit Committee (CO.21.11.06).

Reported that:

- (a) the Audit Committee had considered the draft Annual Report and Accounts and the report of the External Auditor, and members had opportunities to ask questions of detail about both documents at the meeting, and to send detailed and textual comments in advance to the Finance Director to consider in finalising the Annual Report and Accounts. The Committee had been satisfied with the answers to their questions and had seen and heard nothing to date to suggest that the Committee would not be recommending to Council approval of the Annual Report and Accounts. However, the Committee noted that the External Auditors needed to complete their work before it could confirm its recommendation to Council to approve the Annual Report and Accounts. An additional meeting of Audit Committee had been arranged for 14th December 2021 in order for Audit Committee to complete its work in considering the finalised Annual Report and Accounts and External Auditor's report, and to confirm its recommendation to approve the Annual Report and Accounts to Council;
- (b) however, based on the information and explanations provided to the Committee, including the reports and opinions received from Internal and External Auditors, Audit Committee was satisfied that during 2020/21 and up to the date of its Annual Report:
 - (i) the University's risk management, internal control and governance arrangements taken as a whole, including in respect of the management and quality assurance of data submitted to the Higher Education Statistics Agency, the Student Loans Company, the Office for Students, Research England and other bodies, are adequate and effective;
 - (ii) the University has adequate and effective arrangements in place to ensure economy, efficiency and effectiveness (value for money);
 - (iii) the statements on corporate governance and internal control included in the Annual Financial Statements fairly reflect the systems that exist, including their inherent limitations; and
 - (iv) the Responsibilities of the Council as stated in the Annual Report as regards the financial statements have been adequately discharged;

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- (c) the Committee was satisfied with the performance of Internal Audit during the period.

Resolved: that the Annual Report of Audit Committee be approved as set out in Paper CO.21.11.06, noting that the wording highlighted in bold and italics in the Annual Report would be considered confirmed and approved when the outstanding work on the External Audit and confirmation of Audit Committee's recommendation to Council of the financial statements at its meeting on 14th December 2021 had been completed (Minute 21/100 refers).

- (2) Report from the meetings of the Audit Committee held on 28th September and 11th November 2021

Considered: the report from the meetings of the Audit Committee held on 28th September and 11th November 2021 and the re-appointment of the University's External Auditor (CO.21.11.07).

Noted: the New Core Update Report at Appendix 1 to Paper CO.21.11.07, including the outcome of the lessons learned review which would inform the University's approach to the StARS programme.

Resolved: that Ernst and Young be re-appointed as the University's External Auditor for the financial year ending 31st July 2022.

21/100 Annual Report and Accounts for the year ending 31st July 2021

Considered: the Annual Report and Accounts for the year ending 31st July 2021 (CO.21.11.08).

Reported that:

- (a) the latest draft of the University's consolidated Annual Report and Accounts 2020/21 was at Appendix 1 to Paper CO.21.11.08;
- (b) **[NOT FOR PUBLICATION]**
- (c) Council was invited to approve in principle the draft Annual Report and Accounts and agree that any changes would be approved by circulation following completion of the external audit and consideration of its outcomes. As the audit concluded the outcomes of it would be discussed with the Vice-Chancellor, as Accountable Officer, the Finance Director, the Chair of Audit Committee and the Treasurer. An additional, virtual meeting of Audit Committee had been arranged for 14th December in order for Audit Committee to consider the final External Auditor's report, and to confirm the conclusion of its work in relation to the Annual Report and Accounts to Council. Following this, it was anticipated that Council would be advised on 15th/16th December 2021 of the outcome of the external audit, the Audit Committee meeting and of any changes made to the financial statements, for Council to approve the final Annual Report and Accounts **[NOT FOR PUBLICATION]**;
- (d) similar to last year, OfS had extended its deadline for submission of the Annual Report and Accounts to OfS by 2 months to 1st February 2022. The University also had covenant compliance requirements for completed financial statements by 31st January 2022. At present it was anticipated that the approval process would be concluded before Christmas;
- (e) **[NOT FOR PUBLICATION]**

Resolved that Council:

- (i) gave its initial approval to the University's Annual Report and Accounts for the

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year ending 31st July 2021, noting that further work was required to complete the external audit and that Audit Committee was therefore not able to confirm its recommendation that the Accounts be finally approved at this stage;

- (ii) **[NOT FOR PUBLICATION]**

21/101 Strategy, Planning and Resources Committee

Considered: the report from the meetings of the Strategy, Planning and Resources Committee held on 2nd and 11th November 2021 (CO.21.11.09).

[NOT FOR PUBLICATION]

21/102 Report of Senate

- (1) Annual Report on Academic Quality, Standards and the Student Experience

Considered: the Annual Report on Academic Quality, Standards and the Student Experience (CO.21.11.12).

Reported that:

- (a) Paper CO.21.11.12 had brought together a summary of the overall approach, including activity that had taken place during 2020/21 or in early 2021/22, all of which was designed to enrich and enhance the student experience. Although the Office for Students (OfS) had reduced its annual assurance requirements in 2019, this report continued to be provided to Council to demonstrate the considerable amount of activity undertaken each year in support of academic quality, standards, and the student experience. During 2020/21, this had included a range of work to respond to the continuing impact of the pandemic and to enhance and support the overall student experience;
- (b) Council would continue to receive further reports on specific aspects of academic quality, standards and the student experience throughout the year.

Resolved: that the Annual Report on Academic Quality, Standards and the Student Experience be approved as set out in Paper CO.21.11.12.

- (2) Report of Senate

Considered: the report from the meeting of the Senate held on 3rd November 2021, including approval of the Annual Report on Research Integrity (CO.21.11.13).

Resolved: that the University's Annual Research Integrity Statement for 2019/20 be approved as set out at Appendix 1 to Paper CO.21.11.13.

21/103 Annual Report to Council on the Prevent Duty 2020/21

Considered: the Annual Report to Council on the Prevent Duty 2020/21 (CO.21.11.14).

Reported that:

- (a) the University continued to take a serious, proactive and proportionate approach to discharging its responsibilities under the Prevent Duty. While a detailed annual report was no longer required by the Office for Students (OfS) as part of their monitoring approach, this report was provided to Council so that assurance could be provided that the University was meeting its responsibilities;
- (b) based on the assurance provided through this report, Council was asked to approve the Annual Data Return for Prevent Monitoring 2021 and the associated

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- declaration for signature by the Pro-Chancellor and Chair of Council for submission to the OfS by 1st December 2021;
- (c) the reporting period covered by the submission to the OfS was 1st August 2020 to 31st July 2021. This included the period of restricted campus operations due to the Covid-19 pandemic throughout the academic year. During the year, events and activities on campus had been significantly curtailed, resulting in a small reduction in the number of reported events and speakers approved. Where, in most cases, events moved online, advice had been issued to staff, students and event organisers to remind them and reinforce that the reporting duty and approval process should continue to operate for online events.

Resolved: that the Annual Report to Council on the Prevent Duty 2020/21 and Data Return for Prevent Monitoring 2021 to inform the declaration and signature by the Pro-Chancellor and Chair of Council for submission to the OfS be approved as set out in Paper CO.21.11.14, noting the minor changes to reporting and monitoring arrangements made by OfS for this year as detailed in section 4 of Paper CO.21.11.14.

21/104 Treasurer

Considered: the future configuration of the role of Treasurer and the process for filling the vacancy (CO.21.11.16). Interim arrangements for the role of Treasurer had been approved by Council in September 2021.

Reported that:

- (a) further consideration had been given to the future configuration of the title and role of Treasurer by the Pro-Chancellor, Deputy Pro-Chancellor, Vice-Chancellor and Principal, and Registrar and Secretary. The Pro-Chancellor and Registrar and Secretary had also discussed the future configuration of the role with Professor Adam Tickell;
- (b) the difficulties encountered during the search for the successor to Caragh Merrick as Treasurer highlighted the need for re-configuration of the role. It had become evident during the search that the role was not attractive to, or easily understood by, those who had expressed an interest in joining the University Council. The connotations of the title 'Treasurer' for some candidates were with small charities and organisations and not with modern institutions of the scale and complexity of the University;
- (c) while the title of Treasurer was still used in some older universities, a number of Russell Group universities had moved away from the traditional title and role of Treasurer towards a Senior Lay Officer with oversight of finance, who was sometimes entitled as a (second) Deputy Pro-Chancellor or equivalent;
- (d) the Pro-Chancellor had also taken the opportunity presented by the vacancy in the role of Treasurer to reflect on these issues and the composition of the lay officer team having completed his first year in office;
- (e) it was proposed that the office of Treasurer in the membership of Council was replaced by a second Deputy Pro-Chancellor role. The second Deputy Pro-Chancellor would be responsible to Council for strategic oversight of, and assurance on, the University's finances and would be the lead lay officer for these matters. Their remit would be broader than that of the office of Treasurer and there would be flexibility for the second Deputy Pro-Chancellor to contribute to other aspects of Council business in the same way that Richard Haywood currently does as Deputy Pro-Chancellor. This arrangement would provide more capacity in the lay officer team and additional support for the Pro-Chancellor. It was also expected to be more attractive to potential candidates for the role;
- (f) as with all chartered universities, in order to implement this proposed change, amendment of the University's Charter and Statutes by approval of the Privy

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- Council and the amendment of the Ordinances and Regulations by approval of the University Council was required. This process could take some time (c. 6 months or more depending on the Privy Council). There were also a number of consequential amendments required to the University's Ordinances, Regulations and the Scheme of Delegated Powers of Council in order to implement the proposed change. These would be submitted for consideration and approval by Council at the same time as the amendment of the Charter and Statutes;
- (g) following the Privy Council confirming they were happy for the University to proceed with the process of making the amendment to the Charter and Statutes and creating a second Deputy-Pro-Chancellor role, the Council's Membership Committee would begin consideration of the process for making the appointment to the role, noting that the process would involve Professor Tickell, and the appointment could only be made once the Privy Council had given its final approval to the changes. The University would emphasise to the Privy Council the importance of making the appointment from 1st August 2022, but this timing was ultimately down to the Privy Council.

Resolved that:

- (i) the proposed replacement of the title and office of Treasurer in the membership of Council with a second Deputy Pro-Chancellor role be approved;
- (ii) Council noted that this would require a change to the Charter and Statutes, which would require a Special Resolution of Council and Privy Council approval, following the process and timeline set out in Paper CO.21.11.16.

21/105 Remuneration Committee

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Considered: the report from the meetings of the Remuneration Committee held during 2021 (CO.21.11.15).

Reported that:

- (a) the Committee's remit covered oversight of reward for the population of senior staff at Professorial and Grade 10 level, with detailed scrutiny of the arrangements for UEB and the Vice-Chancellor;
- (b) to (g) **[NOT FOR PUBLICATION]**

Resolved that:

- (i) the annual report of the Remuneration Committee be approved as set out in Paper CO.21.11.15;
- (ii) **[NOT FOR PUBLICATION]**

[Note:

At the request of the Pro-Chancellor:

- 1. the members of UEB who had been in attendance left the meeting at this point;*
- 2. the Vice-Chancellor and Principal left the meeting at this point (having confirmed that members of Council did not have any queries about the remuneration of senior staff other than himself);*
- 3. Mark Senior also left the meeting at this point].*

21/106 Membership Committee

Noted: that Mr Clive Hickman had been appointed as a member of Council for four years from 16th November 2021 by Council (by correspondence).

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Resolved: that Professor Helen Abbott be appointed to the membership of the Council's Membership Committee until 31st July 2024.

21/107 University of Birmingham Enterprise Ltd.

Noted that the following appointments to the University of Birmingham Enterprise Ltd. Board had been approved by the Registrar and Secretary on behalf of Council:

- (a) re-appointment of Professor David Adams as Non-Executive Director to 30th September 2023;
- (b) appointment of Professor Heather Widdows as Nominated Officer from 1st September 2021 (in replacement of Professor Tim Softley);
- (c) re-appointment of Mr Andrew Sleight, Mrs Brenda Reynolds and Mr David Brown as Non-Executive Directors to 31st July 2022;
- (d) re-appointment of Mr John Powell as Chair and Non-Executive Director to 31st July 2022.

21/108 Closed Days 2023-25

Resolved: that the University's Closed Days 2023-25 be approved as set out in Paper CO.21.11.17.

21/109 Capital Projects over £10m

COMMERCIAL IN CONFIDENCE

Received: the progress update on Capital Projects over £10m (CO.21.11.18).

21/110 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.21.11.19).

21/111 Any Other Business

Reported: that there were no items of Any Other Business.

21/112 Programme of Meetings

Noted: the programme of meetings of Council for the remainder of 2021/22:

Wednesday 2nd February 2022
Tuesday 5th April 2022
Wednesday 29th June 2022