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UNIVERSITY OF BIRMINGHAM

COUNCIL

30th November 2022 at 9.00a.m.

MINUTES OF MEETING

Members present: Mr Mervyn Walker (Pro-Chancellor and Chair); Professor Helen Abbott; Professor David Adams (Pro-Vice-Chancellor and Head of College); Ms Lucy Baldwin; Ms Deborah Cadman OBE; Ms Lisa Fretwell; Mr Tim Gardam; Professor David Hannah; Ms Rosie Harris; Dame Lin Homer; Professor Tim Jones (Provost and Vice-Principal); Mr Harjinder Kang; Professor Pam Kearns; Mr Mick Laverty; Mr Anthony Lilley OBE; Ms Tianjie (Alice) Liu, Guild International Officer; Professor Catherine Mangan; Ms Acacia Matthews, President of the Guild of Students; Mr Richard Swann; Ms Jacqueline Taylor; Professor Adam Tickell (Vice-Chancellor and Principal).

Also present: Professor Hugh Adlington (Interim Pro-Vice-Chancellor (Research and Knowledge Transfer)); Professor Richard Black (Pro-Vice-Chancellor and Head of College); Professor William Bloss (Interim Pro-Vice-Chancellor and Head of College); Ms Nicolle Charlton, Deputy Finance Director - Minutes 22/89 and 22/90; Ms Erica Conway (Chief Financial Officer); Professor Jo Duberley, Deputy Pro-Vice-Chancellor (EDI) - Minute 22/92(1); Mr Ryan Flemming, StARS Technical Director - Minute 22/92(2); Mr Mark Gee, Chief Information Officer - Minute 22/92(2); Professor Stephen Jarvis (Interim Provost); Professor Deborah Longworth (Pro-Vice-Chancellor (Education)); Mrs Colette McDonough (Head of Governance); Ms Gillian McGrattan, Director of Human Resources - Minutes 22/92(1) and 22/103; Dr Emma Robinson (Academic Registrar) - Minutes 22/91 and 22/92(2); Mr Lee Sanders (Registrar and Secretary); Ms Julie Scarratt, StARS Programme Director - Minute 22/92(2); Mr Mark Senior (Chief of Staff); Professor Mark Sterling (Interim Pro-Vice-Chancellor and Head of College); Professor Andrew Stockley (Pro-Vice-Chancellor and Head of College).

Apologies: Dr Clive Hickman OBE; Mr Steve Hollis; 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.

22/81 Declarations of Interest

Noted:

- (a) the Register of Interests of Members of Council and UEB, including details of declared membership of the USS pension fund and UCU and other Unions, (CO.22.11.01);
- (b) that no changes to the Register of Interests or interests were declared in relation to any item on the agenda.

22/82 Minutes

Resolved: that the minutes of the meeting of Council held on 5th October 2022 be approved (CO.22.11.02), subject to the addition of Jacqueline Taylor to the attendance record.

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22/83 Matters Arising from the minutes not addressed elsewhere on the agenda

Noted: that there were no Matters Arising.

22/84 Pro-Chancellor's Items

(1) New Member

Reported: that the Pro-Chancellor welcomed Professor Pam Kearns to her first meeting following her election by Senate as an academic member of Council.

(2) Senior Appointments

Reported that:

- (a) the final interviews for Provost and Vice-Principal were scheduled to be held on 15th December 2022 and the Pro-Chancellor had approved, on behalf of Council, the membership of the Appointment Committee as follows:
Professor Helen Abbott, Professor Richard Black, Professor Bill Chaplin, Professor Deborah Longworth, Gillian McGrattan, Lee Sanders, Professor Liz Sapey, Professor Adam Tickell, Mervyn Walker;
- (b) the final interviews for Pro-Vice-Chancellor (Research) were being held the following day and the Pro-Chancellor had approved, on behalf of Council, the appointment of Dame Lin Homer as the lay member of Council to serve on the Appointment Panel.

22/85 Vice-Chancellor's Items

Considered: the report of the Vice-Chancellor (CO.22.11.03).

(1) National College for Advanced Transport and Infrastructure (NCATI)

STRICTLY CONFIDENTIAL AND COMMERCIAL IN CONFIDENCE

[NOT FOR PUBLICATION]

(2) **[NOT FOR PUBLICATION]**

22/86 Birmingham 2030 Strategic Framework Update

Considered: a presentation from the Vice-Chancellor updating on progress with implementation of the Birmingham 2030 Strategic Framework.

Reported:

(a)-(d) **[NOT FOR PUBLICATION]**

Noted: the Strategic Framework Update and that a plan would be developed for when Council and SPRC would receive further progress updates and key outputs from the workstreams and programmes of work.

22/87 Energy Accelerator Building

Considered: the proposal for construction of the Energy Accelerator Building (EAB) (CO.22.11.04).

Reported that:

- (a) the University had a long and esteemed history in energy research and education, from the design of the first GeV particle accelerator in the 1940s to the development of cold-chain technology for the distribution of Covid-19 vaccines in 2021. This portfolio of work had been brought together through the cross-College Birmingham Energy Institute (BEI), which shortly after had led to the establishment of the Midlands Energy Research Accelerator, securing **[NOT FOR PUBLICATION]** of capital, revenue and industrial in-kind investment. Subsequent expansion of the BEI had enabled it to set the national agenda in several critical areas of energy research resulting in an annual research award uplift of **[NOT FOR PUBLICATION]** per year;
- (b) the fragility of global energy systems and the impact of carbon emissions meant that energy and sustainability were now major strands of industry, government and research council strategies. Energy and sustainability would therefore attract major sources of funding at least until 2050, when the UK had committed to delivering against legally binding carbon budgets;
- (c) **[NOT FOR PUBLICATION]**
- (d) the EAB would be a net zero carbon smart building for energy research and education, the first of its kind for Birmingham and a blueprint for the University's future construction projects. It would become the physical home for the BEI on the Edgbaston campus and the cornerstone of the University's smart campus living laboratory with the ability to unlock co-investment, develop strategic partnerships regionally, nationally and internationally, and a strong pipeline of energy-related activities from Edgbaston to Tyseley. The demolition of old inefficient buildings on campus post-construction would also create the opportunity of an adjacent high quality future development plot;
- (e)-(i) **[NOT FOR PUBLICATION]**
- (j) members of Council expressed their support for this strategic investment. Their discussion focussed on:
 - (i) the alignment of the EAB with energy and sustainability as major strands of industry, government and research council strategies;
 - (ii) the links of the EAB with the city and the region, and the unique network of assets which Birmingham had, including strong intellectual leadership and infrastructure;
 - (iii)-(iv) **[NOT FOR PUBLICATION]**

Resolved that:

- (i) Council approved the investment in energy research and education at Birmingham as set out in Paper CO.22.11.05 through:
 - (a) construction of the Energy Accelerator Building (EAB) **[NOT FOR PUBLICATION]**
 - (b) funding for academic, professional service staff and operational costs, noting that these would be detailed in Compact plans;
- (ii) **[NOT FOR PUBLICATION]**

22/88 Audit Committee

- (1) Annual Report of the Audit Committee

Considered: the Annual Report of the Audit Committee (CO.22.11.05).

Reported that:

- (a) based on the information and explanations provided to the Committee, including the reports and opinions received from Internal and External Auditors, the

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Committee was satisfied that during 2021/22 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 Higher Education Statistics Agency, the Student Loans Company, OfS, Research England and other bodies, were adequate and effective;
 - (ii) the University had adequate and effective arrangements in place to secure economy, efficiency and effectiveness (value for money);
 - (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 Council as stated in the Annual Report as regards the financial statements had been adequately discharged;
- (b) the Committee was satisfied with the performance of Internal Audit during the period;
- (c) the Committee also recommended the re-appointment of Ernst & Young as external auditor to the University and the Group for 2022/23, noting that **[NOT FOR PUBLICATION]**

Resolved that:

- (i) the Annual Report of Audit Committee be approved as set out in Paper CO.22.11.05;
 - (ii) Ernst & Young be re-appointed as external auditor to the University and the Group for the 2022/23 Financial Year.
- (2) Report from the meetings of the Audit Committee held on 27th September and 15th November 2022

Noted: the report from the meetings of the Audit Committee held on 27th September and 15th November 2022 (CO.22.11.06).

22/89 Annual Report and Accounts for the Financial Year Ending 31st July 2022

Considered: the Annual Report and Accounts for the Financial Year Ending 31st July 2022 (CO.22.11.07), including the draft representation letter and going concern assessment.

Reported that:

- (a) **[NOT FOR PUBLICATION]**
- (b) the external audit had commenced in mid-September and, although it was nearing conclusion, audit clearance and the application of signatures was now expected during the week commencing 5th December. It was therefore expected to sign off the Accounts before Christmas, noting the OfS deadline was 9th January 2023.
[NOT FOR PUBLICATION];
- (c) Audit Committee (15th November 2022) and SPRC (17th November 2022) had recommended that Council consider and approve the University's Annual Report and Accounts for the year ending 31st July 2022, subject to completion of the External Audit and the Chief Financial Officer and External Auditor confirming to the Pro-Chancellor, Vice-Chancellor and Chair of Audit Committee that no significant issues or concerns had arisen in the final stages of the audit process
[NOT FOR PUBLICATION].

Resolved that:

- (i) the University's Annual Report and Accounts for the year ending 31st July 2022 (including the draft letter of representation and going concern assessment) be approved as set out in Paper CO.22.11.07, subject to completion of the External Audit and the Chief Financial Officer and External Auditor confirming to the Pro-Chancellor, Vice-Chancellor and Chair of Audit Committee that no significant issues or concerns had arisen in the final stages of the audit process;
- (ii) **[NOT FOR PUBLICATION]**

22/90 5 Year Financial Plan

COMMERCIAL IN CONFIDENCE

- (1) 5 Year Financial Plan

Considered: the University's 5 Year Financial Plan (CO.22.11.08A).

Reported that:

- (a) the Five Year Plan (FYP) projected the financial position for the University, based on the Budget for 2022/23 and a forward look for the following 4 years (2023/24 – 2026/27). It incorporated the plans of each College and Professional Service based on a set of agreed and consistent assumptions and the individual submissions had been consolidated to provide the overall University position;
- (b) the FYP was used to support:
 - (i) agreed action plans to deliver the financial trajectory of Birmingham 2030;
 - (ii) the Going Concern assessment for the University, required as part of the completion of the 2021/22 Annual Report and Accounts;
 - (iii) ongoing strategic and target setting discussions with Colleges and Professional Services;
 - (iv) the refinement of the capital plan for the next 5 years and beyond;
 - (v) the Annual Financial Return submission to the Office for Students (OfS) in December 2022;
- (c) **[NOT FOR PUBLICATION]**
- (d) the 5YP would be updated on an annual basis and submitted to Council, via SPRC for approval, having first been considered by UEB;
- (e) **[NOT FOR PUBLICATION]**

Resolved: that the University's 5 Year Financial Plan be approved as set out in Paper CO.22.11.08A.

- (2) OfS Annual Financial Return

Considered: the OfS Annual Financial Return (CO.22.11.08B).

Reported that:

- (a) the reporting deadlines for the Annual Financial Return had returned to pre-Covid requirements. The draft tables required submission by 1st December 2022 with the final submission (including the Annual Report and Accounts) by 9th January 2023. Following additional verification queries, the full sign-off was required by 23rd January 2023;
- (b) given that the year end audit process for 2021/22 was still ongoing, the Annual Financial Return was not fully complete. It was therefore recommended that authority be delegated to the Vice-Chancellor and Principal, as Accountable Officer, to sign off the final submission for the OfS.

Resolved that:

- (i) the content of the draft Annual Financial Return for 2021/22 to be submitted to the Office for Students (OfS) be approved as set out in Paper CO.22.11.08B;
- (ii) the content of the required narrative items relating to the Return be approved as set out at Appendix 2 to Paper CO.22.11.08B;
- (iii) that once complete, authority be delegated to the Vice-Chancellor and Principal, as Accountable Officer, to sign off the final Return to the OfS.

22/91 Cost of Living for Students

Considered: an update from the Academic Registrar and President of the Guild of Students on the increases in the cost of living for students.

Reported that:

- (a) Paper CO.22.11.09 provided an overview of the cost of living issues, actions and considerations collectively being taken across campus to support information sharing and, through feedback, help inform further shared actions;
- (b) the discussion of Council covered:
 - (i) the student funding and financial support offered, including c.£9m per annum of support provided by the University through the Chamberlain Award and £250k per annum Student Support Fund and the £10k Guild Hardship Fund;
 - (ii) the establishment of the Community Pantry on campus by the Guild with the support of Campus Services;
 - (iii) the joint working of the University with Birmingham City Council and other higher education institutions in the City on student cost of living issues;
 - (iv) the Selly Express which was a free evening shuttle service from campus to Selly Oak supported by the University;
 - (v) the expectation that unfortunately the situation was expected to worsen given rising inflation;
 - (vi) the data which the University held on the student body which might be used to target support for students most affected by the rising cost of living;
 - (vii) ***[NOT FOR PUBLICATION]***

22/92 Strategy, Planning and Resources Committee

Considered: the report from the meeting of the Strategy, Planning and Resources Committee held on 17th November 2022 (CO.22.11.10).

- (1) Gender and Ethnicity Pay Reports

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Considered: the Gender and Ethnicity Pay Reports (CO.22.11.11).

Reported that:

- (a) the Gender pay gap report highlighted the overall reduction in the gender pay gap since the first gender pay gap report in 2017 - and the increases in the proportion of female staff in the upper pay quartile that underpin this reduction - whilst emphasising that greater gender balance in senior posts remained the fundamental cause of the pay gap. Current initiatives highlighted in the report to increase female representation included the Birmingham Academic Career Framework, the achievement of Athena Swan awards by Schools during 2021/22,

flexible working becoming a day one right for employees and promoted in staff recruitment and the removal of gendered language in Professional Services job descriptions;

- (b) this was the University's second year of reporting on its ethnicity pay gap. The Ethnicity Pay Gap Report 2022 highlighted the reduction in the ethnicity pay gap since 2021, the impact of a small but highly paid number of Black, Asian and minority ethnic Clinical Consultants on the bonus pay gap in 2022 and the impact of the Support staff bonus pay award on the comparative bonus data for 2021. The under-representation of Black, Asian and minority ethnic staff in the upper pay quartile and over-representation in the lower pay quartile was identified as the key issue underpinning the pay gap. Current initiatives highlighted in the report to increase minority ethnic representation included the Introduction to Race Equality e-learning course, a focus on race equality issues and reverse mentoring in the University's Senior Leadership Programme, the Recruitment Panel Register to diversify shortlisting and interview panels and a College of Social Sciences initiative to diversify its recruitment shortlists;
- (c) a paper on the University's future EDI Vision and Priorities was due to be considered by UEB in early 2023;
- (d) there would be a session at Council and SPRC in June 2023 to explore EDI issues in greater detail.

Noted:

- (i) the statutory Gender Pay Gap 2022 data for publication on the Government Gender Pay Gap website (statutory deadline for this was 30th March 2023);
- (ii) the University Gender Pay Gap Report 2022 for publication on the University website (no statutory deadline);
- (iii) the publication of both of the above this term to enable improved 'real time' reporting of the gender pay gap;
- (iv) the University Ethnicity Pay Gap Report 2022 for publication on the University website this term, alongside the University Gender Pay Gap Report 2022.

[NOT FOR PUBLICATION]

22/93 Amendment of Scheme of Delegated Powers of Council

Considered: the proposed amendment of the Scheme of Delegated Powers of Council (CO.22.11.14).

Reported that:

- (a) the Scheme was reviewed annually and any proposed amendments were submitted to Council for approval. Appendix 1 to Paper CO.22.11.14 showed the proposed amendments arising from this year's review (proposed amendments highlighted in yellow, with proposed additions in bold and proposed deletions struck through), together with the reasons for each of these amendments. A clean version incorporating all of the proposed amendments was at Appendix 2 to Paper CO.22.11.14;
- (b) the amendments had been proposed to:
 - (i) provide greater flexibility by adjusting expenditure thresholds for delegations in respect of:
 - (a) legal costs;
 - (b) the writing off of debts;
 - (c) capital projects;
 - (d) establishment of new spinout companies or joint ventures for the commercialisation of research/intellectual property in which the University made an investment.

This also recognised that the original thresholds were now low relative to

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- current costs, particularly given rising inflation – for example, increased construction costs;
- (ii) change the responsibilities for approval of capital projects as follows:
 - (a) Capital Sub-Group of UEB (for estates projects) and the Digital Steering Group of UEB (for digital projects) - Below £1m;
 - (b) UEB - between £1m and up to £10m (and also that the Vice-Chancellor may, by exception, approve a capital project up to £5m on behalf of UEB if a decision was required before the next available meeting of UEB);
 - (c) SPRC - between £10m and up to £20m;
 - (d) Council - £20m and above;
 - (iii) routine updating, formatting amendments, simplification and improvement of wording to improve presentation, reflect factual changes and existing practice and clarify some of the delegations;
- (c) SPRC on 17th November 2022 had considered the proposed changes to the Scheme which were within its remit - (a) and (b) above - and recommended that Council approve these changes.

Resolved: that the proposed amendment of the Scheme of Delegated Powers of Council be approved as set out in Appendix 1 to Paper CO.22.11.14 and above.

22/94 Appointment of Next Chancellor

Considered: the process for the appointment of the next Chancellor, including the proposed membership of the Appointment Committee (CO.22.11.15).

Reported that:

(a)-(b) **[NOT FOR PUBLICATION]**

- (c) the process for appointing the Chancellor was set out in the University's Statutes and Ordinances. The Chancellor was elected by the Council on the recommendation of a committee appointed by and responsible to Council for:
 - (i) the search, selection and appointment process;
 - (ii) identifying the types of background, experience and desirable attributes of the next Chancellor to inform the search process;
 - (iii) consultation widely within the University community, including with Council, the University's Leadership Group, staff and students, on suggestions for potential candidates or types of candidates;
 - (iv) recommending the individual to be elected the eighth Chancellor of the University;
- (d) it was proposed that the Appointment Committee membership was senior and experienced and drawn from across the University encompassing: lay members of Council, academic staff, students, and professional services staff. The nature of its work with potential candidates was highly confidential and sensitive and the Committee would need to be small enough to meet regularly.

Resolved: that the process for the appointment of the next Chancellor, including the proposed membership of the Appointment Committee, be approved as set out in Paper CO.22.11.15.

22/95 Academic Assurance Reports

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

Resolved: that the University's approach to academic quality, standards, and the student experience be approved as set out in the Annual Report on Academic Quality, Standards

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and the Student Experience (CO.22.11.16).

(2) Annual Report on Research Integrity

Resolved: that the Annual Report on Research Integrity be approved (CO.22.11.17).

22/96 Annual Report to Council on the Prevent Duty 2021/22

Considered: the Annual Report to Council on the Prevent Duty 2021/22 (CO.22.11.18) which provided detail and assurance that the University had discharged its Prevent Duty.

Resolved: that the Annual Report and Data Return for Prevent Monitoring 2022 be approved as set out in Paper CO.22.11.18 to inform the declaration and signature by the Pro-Chancellor and Chair of Council for submission to the Office for Students, noting the minor changes to reporting and monitoring arrangements made by the Office for Students this year.

22/97 Senate

Noted: the report from the meeting of Senate held on 9th November 2022. (CO.22.11.19).

22/98 Amendment of University Regulations

Resolved: that Section 3 of the Regulations of the University, Human Resource Matters, be approved as set out at Appendix 1 to Paper CO.22.11.20.

22/99 Capital Projects over £10m

COMMERCIAL IN CONFIDENCE

Noted: the progress update on Capital Projects over £10m (CO.22.11.21).

22/100 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.22.11.22).

22/101 Any Other Business
Professor Tim Jones, Provost and Vice-Principal

Reported that:

- (a) this was the last meeting of Council for Professor Tim Jones, Provost and Vice-Principal, before he left the University to take over as Vice-Chancellor of the University of Liverpool in January 2023;
- (b) the Pro-Chancellor thanked Tim for his significant contribution to the University since 2016, including his leadership of the University's strategic and financial planning processes, his role in development of the vision and strategy for Birmingham 2030, his work to create a world class campus and academic infrastructure for the University and pursue academic excellence, and his role as UEB Sponsor for University of Birmingham Dubai.

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22/102 Programme of Meetings

Noted: the programme of meetings of Council for the remainder of 2022/23:
Tuesday 31st January 2023, 5.00pm, Council Presentation and Dinner
Wednesday 1st February 2023, 9.00am, Council Meeting
Thursday 20th April 2023, 9.00am, Council Strategy Day and Dinner
Tuesday 27th June 2023, 5.00pm, Council Presentation and Dinner
Wednesday 28th June 2023, 9.00am, Council Meeting

22/103 Remuneration Committee

Considered: the report from the meetings of the Remuneration Committee held during 2022 (CO.22.11.13).

Reported that:

(a)-(h) **[NOT FOR PUBLICATION]**

Resolved: that the annual report of the Remuneration Committee be approved as set out in Paper CO.22.11.13, noting:

(i)-(iii) **[NOT FOR PUBLICATION]**

Note:

At the request of the Pro-Chancellor:

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