

Council

12 July 2022

- Present:** Joe Docherty (Chair), Joanna Barker, Jonathan Bewes, Kay Boycott, Camila Caiado, Leslie Ferrar, Alison Hastings, Denise Lievesley, Antony Long, Amir Michael, Rebecca Morris, Liadi Mudashiru, Karen O'Brien (Vice Chancellor), Nigel Perry, Kate Pretty, Ari Sadanandom, Corinne Saunders, Terry Toney, and Seun Twins.
- In Attendance:** Alison Blackburn (Interim University Secretary), Janette Brown (Lay Member Observer), Joe McGarry (Incoming Student Union President), Stephen Willis (Chief Financial Officer), Amanda Wilcox (Incoming University Secretary) and Kelly Knapp (Minutes).
- Apologies:** James Grierson, Colin Macpherson, Declan Merrington, and Cheryl Millington and Andrew Tremlett.

**Minutes of a meeting held on 12 July 2022
in the Lindisfarne Centre, St Aidan's College and via Zoom**
(All documents listed are filed with the official copy of the Minutes)

Action

131. Thanks to Outgoing Members and Student Officers

Received:

- a) the Chair acknowledged Camila Caiado, Kate Pretty, and Seun Twins all of whom were retiring from Council at the end of the month. Each member was individually thanked for their commitment to Council and its Committees during their respective terms. Andrew Tremlett and Declan Merrington were also retiring at the end of the month; as they were unable to attend the meeting, the Chair would write, on behalf of Council, thanking them for their service. Trees had been planted on behalf of the retiring Council members in the University's Botanical Garden;
- b) Alison Blackburn was thanked for her service to Council and the University during her tenure as Interim University Secretary.

132. Welcome to Incoming Members and Student Officers

Received:

- a) the Chair welcomed the incoming Durham Students' Union (DSU) President, Joe McGarry, and the incoming University Secretary, Amanda Wilcox, who were observing the meeting;
- b) the incoming DSU Postgraduate Representative had stepped down in order to concentrate on her studies. The DSU was holding a further ballot to appoint a successor

133. Declarations of Interest

Noted: A Michael, Associate Dean for MBA and DBA Programmes in the Business School, declared an interest related to Minute 141, The Sands.

134. Minutes of the Meeting on 7 June 2022 (C/21/100 Confidential)

Approved: the minutes of the meeting held on 7 June 2022

135. Matters Arising

Noted: there were no matters arising.

136. Action Log (C/21/101 Confidential) and Schedule of Business (C/21/102 Confidential)

Noted: the status of the Action Log and Schedule of Business. A new Schedule of Business would be prepared for the upcoming academic year and reviewed with the Chair.

137. Chair's Business

Received: a verbal update from the Chair on the following matters:

- a) **Approval via Chair's Action:** amendments to the Gift Acceptance Policy following Council's conditional approval at the last meeting
- b) **University Secretary Transition:** the Chair was working with the Interim University Secretary and Incoming University Secretary to ensure a smooth transition.

138. Vice-Chancellor's Report (C/21/103 Confidential Restricted)

Noted:

- a) the Executive was reviewing components of the Strategy, via dedicated workstreams, in preparation for the Strategy refresh. The Council Strategy Day on 13 September 2022 would be used to provide a preliminary "sounding board" prior to the Strategy refresh being presented to Council at the end of the calendar year;
- b) the National Student Survey (NSS) results were recently published. The University's overall league table position had been maintained – 5th amongst the Russell Group and 23rd in the UK – although the University's ratings were slightly down. In general, sector ratings were notably down from last year. The Interim Pro Vice Chancellor (Education) would be leading efforts to analyse the results and seek opportunities for improvement;
- c) a constructive discussion amongst University colleagues following receipt of the new guidance for organising and managing external speakers at Colleges;
- d) mitigation plans were underway to help ensure revised student recruitment targets were met. The primary focus was on conversion work to be undertaken by colleagues across faculties. The geopolitical environment continued to be an obstacle for international students and the University was working with students to help find solutions (e.g., online teaching, delayed start date, etc.);

Agreed: the University to undertake an exercise to determine correlations between the Staff Survey and the NSS results and REF results. AL

139. Senate Report (C/21/104 Confidential Restricted)

Noted: that there had been an extended discussion around academic standards. The University had seen grade inflation during the pandemic, which was scheduled to be assessed by subject matter.

140. Durham Students' Union (DSU) Report (C/21/105)

Noted:

- a) the incoming DSU President's primary area of focus was on the cost of living for students, rising private accommodation costs, and the associated size and shape of the University;
 - i. the current economic climate was anticipated to adversely impact students (e.g., housing, food, utilities, wider student experience, etc.), especially poorer students who already struggle;
 - ii. a number of international students – and early career staff – had been priced out of the City and lived in local villages, which created difficulties such as commuting;
- b) the recent ceremonies for students who had graduated last summer had resulted in very positive feedback and the University was thanked for organising these graduation ceremonies;
- c) Council was thanked for offering a welcoming space to the outgoing DSU officers and for the good working relationship over the past two years.

141. The Sands / Business School Update

Received: a verbal update from the Deputy Vice Chancellor & Provost;

- a) Durham County Council (DCC) had approved the University's request to change the use of the building;
- b) the Chief Financial Officer and Director of Estates & Facilities were leading a due diligence exercise on the terms and conditions, which had not highlighted any areas of concern;
- c) consultations were taking place and arrangements had been made with DCC for University staff to visit the site, with 25 workshops scheduled to discuss potential uses for the space;
- d) the Education Covenant was still under discussion, and it was anticipated that DCC would agree to placing a time limit on the Covenant;

e) the sale was scheduled to finalise between August and October 2022.

142. Statutes Review Working Group Update (C/21/121 Confidential Restricted)

Noted:

- a) Senate, at its meeting held on 10 June 2022, had agreed the proposed timeline and outline for further work, which aligned with what Council had agreed at its last meeting;
- b) the draft Statutes would be presented to the Privy Council for informal consideration and following the Privy Council's feedback a White Paper would be prepared and presented to Council and Senate;
- c) ongoing concern that (i) Statutes that had been removed did not "fall through the cracks" in their transition to the Regulations, and (ii) where the work to update the Regulations was reflected on the overall timeline.

[Secretary's Note:

- a) the Statutes Review Working Group (SRWG) collectively, and through commissioned legal advice, had been careful to ensure that provisions within the Statutes would be relocated to the Regulations, wherever legally permissible, to create a streamlined set of Statutes, with appropriate detail in Regulations. This reflected the approach taken by other Universities identified through a desktop review;
- b) the new draft Regulations had incorporated provisions relocated from the Statutes and from the present Standing Orders, which were the governance mechanisms currently in place;
- c) the Privy Council would be advised of the revised Statutes and supporting revisions to Regulations, so that they had assurance of the activity of the SRWG;
- d) the new draft Regulations would be fit for use from the outset (i.e., for use alongside the revised Statutes once approved) but may require further refinement. If so, they could be amended through future reviews arranged by the Governance and Nominations Committee as requested by Council.]

143. Financial Operating Plan 2022 / 2023 and Forecast for 2023 / 2024 and 2024 / 2025 (C/21/106 Confidential Restricted)

Noted:

- a) the Financial Operating Plan (Budget) for the 2022/2023 financial year had been developed taking into consideration the University's short and medium term financial needs;
- b) a number of planned strategic items had been placed on hold over the last two years as a result of the pandemic. The Budget reflected that the backlog of work would resume during the upcoming year;
- c) the University was operating in a challenging period that required significant investment, especially for its estates and facilities, information technology and international promotion and marketing, to help keep the University's global ranking within the top 100;
- d) income was dependent on tuition fees, especially non-regulated fees, and if targets were not met mitigation plans may be required in order to manage the Budget;
- e) in connection with the Strategy Refresh, there would be a Capital Programme Refresh and as such the figures noted within the Budget for capital projects were "place holders". Similarly, supplemental financial statements had not been prepared as there were too many "unknowns" as a result of forthcoming Strategy Refresh. The Budget would be revisited later in the year;
- f) the Operating Plan reflected an annual cost savings of £4.0 million - £12.0 million over the three-years;
- g) oversight of the Budget would be managed by the Finance Team. Greater financial awareness across the University was an area for improvement which would be facilitated via Business Partners.

Approved: the Financial Operating Plan (Budget) for 2022/23, noting reservations around the "unknowns" associated with the Capital Plan and that the following two years were for illustrative purposes only and would be updated through the rolling forecast process.

Agreed: the need for regular visibility as to how the University was progressing against its Operating Plan.

Jeremy Cook and Quentin Sloper joined the meeting for the following item.

144. Durham Student Organisation (DSO) Framework (C/21/107 Confidential Restricted)

Noted:

- a) the late publication of Appendix I and II that may have hindered Council Members' ability to review in detail;
- b) the DSO Framework provided a governance structure for student organisations not aligned with the DSU and that the DSO Framework had not been updated since 2011;
- c) the DSO Framework refresh focused on providing a greater understanding of the responsibilities of those running student organisations (mostly students themselves), splitting Common Rooms from other student organisations in the guidance, and outlining requirements for those student organisations that were / wanted to become an independent charity but still presented a reputational risk (by association) to the University should something go wrong;
- d) each student had the choice to opt in, or not, to membership of each student organisation, including Common Rooms;
- e) the DSO Framework had been widely socialised across the University and feedback from students had highlighted gaps in relationships with Professional Services Teams, which had been addressed in the revised DSO Framework;
- f) a few Junior Common Rooms had opted to become independent charities as students felt this offered a level of freedom and autonomy from the University and provided better value for money;
 - i. student organisations had the right to become independent charities under the Education Act, so the University was not able to deny them this but had taken steps to ensure the full responsibility was understood;
 - ii. the two Recognised Colleges operated under this model;
 - iii. there had been an initial uptick in Junior Common Rooms seeking to become an independent charity, but more recently other Common Rooms had not expressed an interest in pursuing this status. Should a new request be received, the University had implemented a temporary halt until the Freedom of Speech legislation was finalised;
 - iv. independent Common Rooms were required to utilise and comply with the University's Health and Safety advice. There was no obligation to leverage the University's other Professional Services (e.g., Legal, Finance, etc.), but a requirement that these services were sourced; appointments were overseen by the Charity's Trustees;
- d) Council would have preferred the opportunity to review and discuss the DSO Framework at an earlier point in the refresh process.

Approved:

- a) Durham Student Organisation Framework in relation to Junior, Middle and Graduate Common Rooms;
- b) Durham Student Organisation Framework in relation to Clubs and Societies that are not affiliated to the Durham Students' Union;
- c) Durham Student Organisation exit procedures and on-going requirements and responsibilities for Common Rooms that are Independent Charitable Organisations.

Agreed:

- a) the obligations in relation to the Prevent Duty of Common Rooms that are Independent Charitable Organisations to be better reflected within the on-going requirements and responsibilities; JC
- b) the Head of Risk Management to ensure the DSO Frameworks were properly incorporated into the University's risk framework; KOB
- c) an update, including any lessons learned, to be provided to Council in six-months; JC

Quentin Sloper left the meeting.

145. Updated Student Complaints Procedure (C/21/108 Confidential Restricted)

Noted:

- a) over the last two years the University had updated complaint procedures to align with Office for Students and Office of the Independent Adjudicator regulations. The *Student Complaints Procedure (University & Services)* was the third and final piece of work following updates to the *Staff / Student Bullying & Harassment Procedure* and *Sexual Misconduct and Violence Procedure*;
- b) the Procedure related to complaints made against the University, rather than an individual;
- c) the update focused on creating a clearer process for informal complaints to be raised, which would also be reflected in the other two procedures;
- d) an online flowchart was under development to help show / explain to students what they needed to do when seeking to raise a non-academic complaint.

Approved: the Student Complaint Procedure (University & Services).

Jeremy Cook left the meeting.

146. Changes to Council & Committee Memberships (C/21/109 Confidential Restricted)

Noted:

- a) on the recommendation of the Governance and Nominations Committee (GNC):
 - i. the conclusion of service on Council of Lay Member Kate Pretty with effect from 31 July 2022;
 - ii. the replacement on Council of the Very Reverend Andrew Tremlett, Dean of Durham, by Canon Michael Hampel (Vice Dean) with effect as of 1 August 2022 until the permanent appointment of a new Dean of Durham;
- b) the conclusion of service on Council of Academic Staff Member Camila Caiado with effect from 31 July 2022.

Approved:

- a) the appointment of Janette Brown as a Lay Member of Council with effect from 1 August 2022 for a period of four years;
- b) the appointment of Jun Jie Wu as an Academic Staff Member of Council with effect from 1 August 2022 for a period of four years;
- c) changes to Committee constitutions:
 - i. Remuneration Committee: to remove the Ex Officio Audit & Risk Committee Member, and replace with a Lay Member;
 - ii. University Strategy Implementation Committee: to remove the requirement for representation from Audit & Risk Committee and Finance Committee;
- d) changes to the Audit & Risk Committee membership:
 - i. reappointment of Cheryl Millington for a further two (2) years from 1 August 2022;
 - ii. appointment of Janette Brown for three (3) years from 1 August 2022;
 - iii. end of term for Leslie Ferrar as a supernumerary member;
 - iv. end of term for Andrew Tremlett in alignment with forthcoming change to the Dean of Durham;
- e) changes to the Finance Committee membership:
 - i. reappointment of Joanna Barker for a further one (1) year from 1 August 2022;
 - ii. reappointment of Jonathan Bewes for a further three (3) years from 1 August 2022;
 - iii. reappointment of Amir Michael for a further three (3) years from 1 August 2022;
 - iv. co-option of Leslie Ferrar for one year from 1 August 2022;
 - v. co-option of Rebecca Morris for one year from 1 August 2022;
- f) changes to the Governance & Nominations Committee membership:
 - i. reappointment of Alison Hastings for a further two (2) years from 1 August 2022;
 - ii. reappointment of Terry Toney for a further three (3) years from 1 August 2022;
 - iii. appointment of Ari Sadanandom for three (3) years from 1 August 2022;
- g) changes to the Remuneration Committee membership:
 - i. reappointment of Jonathan Bewes for three (3) years from 1 August 2022;
 - ii. appointment of Denise Lievesley for two (2) years from 1 August 2022;
 - iii. appointment of Alison Hastings as Chair;

- h) changes to the University Strategy Implementation Committee membership:
 - i. reappointment of Terry Toney for three (3) years from 1 August 2022 and appointment as Chair;
 - ii. appointment of Corinne Saunders for one (1) year from 1 August 2022;
 - iii. appointment of Liadi Mudashiru for two (2) years from 1 August 2022;
- i) With regard to the Ethics Committee membership to hold the vacancy for a Lay member of Council until the appointment of the Dean of Durham Cathedral;
- j) No changes to the membership of the Estates and Infrastructure Sub-Committee, Pensions Sub-Committee nor Council Student Appeals Committee (noting that, as part of CER that Committee was to be revisited).

Agreed:

- a) the resignation of Sandip Biswas with immediate effect in light of his changed circumstances following his relocation to Dubai which has affected his ability to attend more than 50% of Council meetings in person;
- b) the revised Committee membership reflecting the approved changes would be circulated to Council. **AB**

147. Remuneration Committee Report: 15 June 2022 (C/21/110 Confidential Restricted)

Noted: the Remuneration Committee Report from its 15 June 2022 meeting.

148. Finance Committee Report 15 June 2022 (C/21/111 Confidential Restricted)

Noted:

- a) the Finance Committee Chair had recently toured the College of St Hild and St Bede (Hild Bede) which was in a poor state of repair. The College had been decanted to Ernest Place for the upcoming academic year, which was about a 30 minute walk to campus;
- b) strategic plans for the College and the wider Leazes Road site, which was a mix of historic and modern buildings located on an awkward plot of land, were being explored and had been discussed at Finance Committee;
- c) the University was exploring options for Rushford Court and the potential for a long-term lease agreement, which could be an option for Hild Bede and/or a new College;
- d) the role of Colleges was being revisited as part of the Strategic Refresh and would help define the plans for Leazes Road and Rushford Court;
- e) the University's investment portfolio had been reviewed. All financial markets were down as a result of the current geopolitical environment and were not anticipated to recover in the short-term. The University's cash reserves would be further reviewed at a special Finance Committee later this month.

149. Audit and Risk Committee Report 16 June (C/21/112 Confidential Restricted)

Noted:

- a) the University had completed a period of transition over the past year that had included new corporate auditors, a new information technology audit approach, a new risk management approach, and a change in the Executive;
- b) the annual University Assurance Services plan was being agreed that focused on a basic program of work to accommodate the level of change taking place across the University.

150. Governance and Nominations Committee Report 23 June 2022 (C/21/113 Confidential Restricted)

Approved:

- a) replacement of the Annual Committee Assessment of its Effectiveness against its Terms of Reference with a Council / Committee Self Effectiveness Survey administered by the University Secretary's Office; and (ii) continued use of the Chair/ Member Feedback Questionnaire to facilitate the annual self-appraisal of Council members;
- b) introduction of a 'Buddy' scheme for new members of Council;
- c) engagement with the Perrett Laver Governance Apprenticeship Programme (GAP) regarding the appointment of two apprentices to Council.

151. Campaign Board Report 23 June 2022 (C/21/114 Confidential Restricted)

Noted:

- a) the Board was in a period of transition following the appointment of a new Chair and four members who had stepped down and were to be replaced;
- b) the *Durham Inspired* fundraising target for 2021/2022 of £11.0 million had been met and exceeded with £11.2 million raised;
- c) areas of focus for *Durham Inspired* Phase Two were being explored / defined.

152. Vacation Powers (C/21/115 Confidential Restricted)

Approved: a delegation of Council powers to authorise such urgent action as may be necessary between 13 July and 12 September 2022

153. Graduate Outcomes Survey (C/21/116 Confidential Restricted)

Noted:

- a) the Survey results were based on data from 15 months ago and revealed that employability was strong for Durham alumni, including those from the Arts & Humanities who typically could find this more challenging than those from the Sciences;
- b) the results also revealed that a student's background did not impact their employability thereby provided levelling up;
- c) the results helped demonstrate the value for money of a Durham University degree.

154. Wider Student Experience Report Michaelmas 2021 and Epiphany 2022 Terms (C/21/117 Confidential Restricted)

Noted: the Wider Student Experience Reports for Michaelmas Term 2021 and Epiphany Term 2022.

155. HR Report on Key Staffing Matters (C/21/118 Confidential Restricted)

Noted: the HR Report on Key Staffing Matters.

156. Prevent Accountability and Data Return Conclusion (C/21/119 Confidential Restricted)

Noted: the Prevent Accountability and Data Return Conclusion report.

157. Register of Sealings (C/21/120 Confidential Restricted)

Noted: the register of sealings since the last Council meeting.

158. Business Agreed by Circulation since Last Meeting

Noted:

- a) the appointment of Professor Julian Williams as Head of Department: Finance with effect from Monday 1st August 2022 and for the remainder of 2021/22 to act as a 'shadow' Head of Department to the current HoD: Economics & Finance, until the departments split and then continue as Head of Department: Finance, initially, until 31st July 2023.
- b) The appointment of Professor Markus Hausmann as Head of Department: Psychology, currently serving at Interim Head of Department, with effect from 1 August 2022 for a period of three years to 31 July 2025

159. Dates of Future Meetings

Noted: the dates of future meetings for Michaelmas Term 2022:

- a) 13 September 2022 Council Strategy Day which would be preceded by a dinner the evening before;
- b) 25 October 2022 Council Meeting;
- c) 6 December 2022 Council Meeting which would be preceded by a dinner the evening before.