

**MINUTES OF A COUNCIL MEETING**

**Held on 7<sup>th</sup> July 2022**

ITEM	DISCUSSION	ACTION	WHO
1.	<p><b><u>Apologies &amp; Absences</u></b></p> <p>For a record of attendance, apologies and absences, see attached list.</p> <p>The Chair welcomed Jade Cioffi (new Students' Union, Union Development &amp; Democracy Officer) and Abdelrhman Rayis (new Keele Postgraduate Association President) to their first meeting. She also welcomed former Union Development &amp; Democracy Officer, Holly Brooks, who attended as an observer as part of her handover.</p> <p>It was noted that some items on the agenda would be taken out of order to ensure that the meeting was quorate when decisions were required to be made.</p>		
2.	<p><b><u>Declarations of Interest</u></b></p> <p>All the staff members of Council and all the staff attendees declared that they were members of the Universities Superannuation Scheme (USS). Lesley Thompson declared that her husband was also a member of USS.</p> <p>The Vice-Chancellor declared an interest as a member of the Midlands Innovation Board.</p>		
3.	<p><b><u>Student Story</u></b></p> <p>The student story was unfortunately postponed.</p>		
4.	<p><b><u>Minutes and Actions</u></b></p> <p>(i) <u>Minutes</u></p> <p>Council received and approved the minutes of the Council meeting held on 7<sup>th</sup> April 2022 and the minutes of the pensions meeting on 17<sup>th</sup> February 2022.</p> <p>(ii) <u>Actions List</u></p> <p>Council received and noted the actions.</p>		

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5.	<p><b><u>Matters Arising</u></b> None.</p>		
<b>PART A – REPORTS &amp; APPROVALS</b>			
6A.	<p><b><u>Governance Effectiveness Review</u></b> Council had commissioned Advance HE to undertake its governance effectiveness review, which was part of the routine cycle of governance reviews and came at an important time as Council prepared to welcome a new Chair on 1<sup>st</sup> September 2022.</p> <p>Overall, the report found governance arrangements at Keele to be highly effective, as evidenced through the observations, review of documentation, interviews, benchmarking of practice and the self-assessment e-survey.</p> <p>It was noted that Keele was positioned in the highest octile of institutions Advance HE had worked with. The review provided Council and stakeholders with a high degree of assurance that our governance arrangements were fit for purpose, with clear evidence of the value that the Council was able to add to the University and the further strengthening of governance since the last review in 2018.</p> <p>Four elements of effective practice were noted as worth highlighting:</p> <ul style="list-style-type: none"> <li>▪ The work of the governance team and the arrangements in place for regulatory oversight and compliance.</li> <li>▪ The positive culture of support and challenge exhibited across the Council.</li> <li>▪ The highly effective leadership of Council by the Chair.</li> <li>▪ An ingrained appetite for continuous development and improvement.</li> </ul> <p>In the spirit of continuous improvement, the review made four recommendations and eight suggestions designed to support Keele’s governance journey.</p> <p><b>Summary of recommendations:</b></p> <ul style="list-style-type: none"> <li>(i) Place more emphasis on recruiting Council members with links to the local area (Stoke and Staffordshire) to complement the existing national profile of governors.</li> <li>(ii) Continue to make a concerted effort to diversify the membership of Council, building on good progress on</li> </ul>		

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	<p>gender, placing particular emphasis on ethnicity, age and disability.</p> <p>(iii) Revise the total length that Council members could serve, removing the current practice to restart the clock if a Council member took on a new role (e.g. Treasurer or Deputy Pro Chancellor) such that no governor served a total of more than 10 years.</p> <p>(iv) Abandon the current practice of having a rolling annual place on the BRC and instead ensure all places are two-year appointments made on the basis of skills and diversity.</p> <p><b>Summary of suggestions:</b></p> <p>(i) Continue to use the KPIs which had been recently re-introduced, ensure they were appropriately referenced in Council papers and allocated some KPIs to specific committees for more detailed scrutiny.</p> <p>(ii) Reflect on the current mix of staff members on Council (currently three academics/one professional) and consider whether two academic and two professional services staff would be a better mix.</p> <p>(iii) Consider how the loop could be closed to explain to Council why decisions to appoint specific members to particular committees were made (on the basis of skills and diversity).</p> <p>(iv) Consider means to increase the extent to which research performance was discussed at Council.</p> <p>(v) Consider an extended induction for student members to allow them to observe meetings before their term of office began so they had a clearer understanding of what to expect.</p> <p>(vi) Consider trying to find students with a less positive view of their experience at Keele to present to Council so that the negatives could be considered.</p> <p>(vii) Invite Council members to be paired with a student mentor (who they might meet termly) to gain further insights into the student experience.</p> <p>(viii) Increase the number of external insights available to Council from national organisations.</p> <p>Council was extremely pleased with the report and the Chair extended her thanks to members and the Secretariat. The agreed set of actions would be overseen by the Nominations &amp; Governance Committee.</p>		

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7A.	<p><b><u>Vice-Chancellor's Update</u></b></p> <p>Members received an update on the following:</p> <ul style="list-style-type: none"> <li>▪ Following a successful period as interim Chief Financial Officer, Council approved the appointment of Stephen Avery to the role on a permanent basis.</li> <li>▪ Dr Scott Bambrick was appointed to the role of Director of Keele Business School and Dr Pip Beard was appointed as the new Head of School of Life Sciences.</li> <li>▪ The Vice-Chancellor had been appointed to the Council of the All Party Parliamentary University Group for a two year term.</li> <li>▪ <i>Item commercial in confidence</i></li> <li>▪ The 2023 Complete University Guide was published on 14<sup>th</sup> June 2022 and was the league table of the three main ones in the UK that the University did least well in. Keele had seen an improvement of six places to 52<sup>nd</sup> place and performance had improved in six of the ten categories.</li> <li>▪ The new state-of-the-art Prosthetics and Orthotics facilities on campus had opened to accommodate students on the new Prosthetics and Orthotics MSc course. The programme was developed in partnership with The Robert Jones and Agnes Hunt Orthopaedic Hospital in Oswestry and launched in January 2022.</li> <li>▪ The Office for Students (OfS) had released details of its plans for capital funding over the three-year period to 31<sup>st</sup> March 2025. There had been an increase in the base allocation from £30,000 to £50,000 and a single bidding competition for the three-year funding period to be submitted by mid-July. The Deputy Vice-Chancellor and Provost was leading on the University's bid.</li> <li>▪ <i>Item commercial in confidence</i></li> <li>▪ Universities minister, Michelle Donelan, had written to all universities in England to advise that they should "reflect carefully" as to whether membership of the Advance HE Race Equality Charter (and similar benchmarking schemes) was conducive to academic freedom and freedom of speech. Universities UK (UUK) had responded on behalf of the sector and it was agreed the letter would be shared with Council.</li> <li>▪ The latest version of the University Risk Register, which had previously been considered by the University Executive Committee (UEC) and the Audit &amp; Risk Committee was presented. It had been updated to</li> </ul>		

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	<p>reflect the current risks and identify the implications and controls, contingency plans and assurance mechanisms that had been or would be put in place.</p>		
8A.	<p><b><u>Academic Delivery Plan</u></b></p> <p><i>Item commercial in confidence</i></p>		
9A.	<p><b><u>Finance Report</u></b></p> <p>(i) <u>Budget, OfS Forecasts &amp; Long-Term Financial Plan</u> <i>Item commercial in confidence</i></p> <p>(ii) <u>Revolving Credit Facility</u> <i>Item commercial in confidence</i></p> <p>(iii) <u>External Auditor Appointment</u> It was reported that the University had gone through a tender process for external audit services, which required Audit &amp; Risk Committee to recommend the appointment to Council.  Audit &amp; Risk Committee considered it at the meeting on 15<sup>th</sup> June 2022.  Council approved the appointment of PKF Littlejohn LLP as the new external auditors to the University from 1<sup>st</sup> August 2022. This appointment would cover the three financial years 2022-23, 2023-2024 and 2024-2025 with the ability to extend for up to two further financial years (2025-2026 and 2026-2027).</p> <p>(iv) <u>Pensions Update</u> <i>Item commercial in confidence</i></p> <p>(v) <u>Responsible Procurement Strategy</u> A revised Responsible Procurement Strategy was presented that built on the current strategy, incorporated sector best practice and adhered to the University's obligations to have regard to national strategic priorities for public procurement.  It was questioned whether the policy reflected adequately our desire to support local businesses so it was agreed that this would be reviewed.  The Strategy was approved subject to the above review</p>		
10A.	<p><b><u>Admissions Update</u></b></p>		

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11A.	<p><b><u>Health &amp; Safety</u></b></p> <p>Council undertook health and safety (H&amp;S) training with an external consultant immediately prior to the meeting, which focused on Council’s responsibility for health and safety matters within the University.</p> <p>Council received a paper on a recent review of the management of health and safety at Keele and a new Health &amp; Safety Policy for approval.</p> <p>Between November 2021 to March 2022, a H&amp;S gap analysis had been undertaken by the Interim Health &amp; Safety Lead to review the established arrangements relating to the management of H&amp;S and bring forward proposed changes to ensure full legal compliance and best practice.</p> <p>The gap analysis led to the production and implementation of a set of strategic actions to remedy clear gaps in the University’s H&amp;S profile where there was a lack of evidence to provide assurance of compliance. A number of key actions arising from the gap analysis related to the need to revise the institutional H&amp;S Policy and provide a strategic H&amp;S action plan for 2022-2025. As a consequence, a new H&amp;S Policy had been drafted and consulted on widely within the University. The policy had been considered by the H&amp;S Standing Committee; and the University H&amp;S Oversight Committee (which included membership drawn from Council) had also considered the policy and recommended it be approved by Council.</p> <p>Council welcomed the comprehensive review and the consequent improvements and approved the new Health &amp; Safety Policy.</p>		
12A.	<p><b><u>Secretary’s Report</u></b></p> <p>The Secretary to Council presented her report as follows:</p> <ul style="list-style-type: none"> <li>▪ Amendments to the terms of reference of the Business Review Committee were presented and approved.</li> <li>▪ Amendments to the terms of reference of the Nominations &amp; Governance Committee were presented and approved.</li> </ul>		

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	<ul style="list-style-type: none"> <li>▪ An amendment to the Schedule of Delegation was presented and approved.</li> <li>▪ An amendment to Ordinance A5 to amend the name of the Directorate of Estates and Development to 'Estate and Campus Services' was approved.</li> <li>▪ Lucy Robinson was approved as an independent member of the Nominations &amp; Governance Committee from 1<sup>st</sup> September 2022 for 12 months.</li> <li>▪ Council noted the annual letter of the Office of the Independent Adjudicator for Higher Education.</li> <li>▪ Council noted those that had accepted an honorary degree.</li> <li>▪ It was noted that Chair's action had been taken on two occasions since the previous meeting: <ul style="list-style-type: none"> <li>○ <i>Item commercial in confidence</i></li> <li>○ <i>Item confidential</i></li> </ul> </li> <li>▪ The University had responded to an Office for Students consultation, which was a supplementary consultation on the publication of information about higher education providers.</li> <li>▪ It was noted that two documents were signed under Seal since the previous meeting.</li> <li>▪ Council was presented with information on training and some useful resources.</li> </ul>		
13A.	<p><b><u>Student Reports &amp; Accounts</u></b></p> <p>(i) <u>Students' Union Constitution</u>  Keele Students' Union's constitution was due for its five year review as required by the 1994 Education Act.</p> <p>The constitution had been reviewed and amended by the Board of Trustees with input from members and had been further reviewed by Wrigley's Solicitors who had provided support and guidance throughout. It was recommended to Council by the Nominations &amp; Governance Committee, which met on 23<sup>rd</sup> June 2022.</p> <p>It was noted that no changes were proposed to Part I, which meant Charity Commission approval was not required.</p> <p>A summary of the key changes were as follows:</p> <ul style="list-style-type: none"> <li>▪ Removal of gender pronouns</li> <li>▪ Clearer ruling of the Board around being able to refuse a referendum where a matter would be unlawful, unlawfully discriminatory or liable to cause distress;</li> </ul>		

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	<p>previously in this situation a referendum would have taken place and its results then void, this change saves bureaucracy and unnecessary distress</p> <ul style="list-style-type: none"> <li>▪ A secure petition for a referendum could now be requested directly to the Board of Trustees making it easier for students to request</li> <li>▪ Reworded the Annual General Meeting (otherwise known as Student Members Meeting) clause to clarify what was legally required per the 1994 Education Act and allow it to be part of a normal Union General Meeting rather than its own separate meeting</li> <li>▪ Allow less than 14 days' notice of a Charitable Incorporated Organisation meeting in exceptional circumstances</li> <li>▪ Allow the Trustees to regulate the elections where there was a situation which was not currently covered by a Bye-Law or constitution</li> <li>▪ New Trustees appointed by the appointments committee ratified by the Board of Trustees rather than Student Council to allow a smoother faster process. As Student Council does not meet at all between the months of May and October, this considerably slowed down current processes</li> <li>▪ Increased the number of external trustees from three to four to allow greater expertise and balance of board membership</li> <li>▪ Removed student petitions for removal of Student and Officer Trustees, also allowing student trustees the same opportunity and rights as an External Trustee, and allowing fairer processes for removal of elected officers</li> <li>▪ Allowed for greater flexibility of sub committees, no longer constrained by name but instead led by subject base (e.g finance)</li> <li>▪ Changed the Chair of the Board from an elected officer to an external trustee to allow for continuity and improved support of the Chief Executive Officer. An elected officer would be Deputy Chair</li> <li>▪ Allowed for greater flexibility of Student Council, no longer constrained by name should any changes need to take place in the five years between reviews.</li> </ul> <p>Council approved the proposed amendments to the SU Constitution.</p> <p>(ii) <u>Report of the Students' Union (SU)</u>  The new Union Development &amp; Democracy (UDD) Officer presented her report, which included:</p> <ul style="list-style-type: none"> <li>▪ Varsity</li> <li>▪ Graduation</li> <li>▪ CEO updates</li> </ul>		



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	<ul style="list-style-type: none"> <li>▪ Speak Week</li> <li>▪ Membership activities</li> </ul> <p>(iii) <u>Report of the Keele Postgraduate Association (KPA)</u> The new President of the KPA presented his report, which included:</p> <ul style="list-style-type: none"> <li>▪ New President introduction</li> <li>▪ KPA events</li> </ul>		
<b>PART B – THEMED DISCUSSION ITEM</b>			
<b>14B.</b>	<p><b><u>Research Excellence Framework</u></b> <i>Item commercial in confidence</i></p>		
<b>PART C – COMMITTEE REPORTS</b>			
<b>15C.</b>	<p><b><u>Committee Reports</u></b></p> <p>(i) <u>Audit &amp; Risk Committee</u> The Chair of the committee reported on the meeting held on 15<sup>th</sup> June 2022 at which the following items were discussed:</p> <ul style="list-style-type: none"> <li>▪ Risk management and University risk register</li> <li>▪ Appointment of external auditors</li> <li>▪ Corporate compliance risk register</li> <li>▪ Management of health and safety</li> <li>▪ Education Act compliance annual report</li> <li>▪ Information governance framework</li> <li>▪ Internal audit progress report</li> </ul> <p>(ii) <u>Business Review Committee</u> The meeting held on 16<sup>th</sup> June 2022 included discussion of the following items:</p> <ul style="list-style-type: none"> <li>▪ Investment portfolio review</li> <li>▪ Budget, OfS forecasts and long-term financial plan</li> <li>▪ Management accounts</li> <li>▪ Collective pay negotiations</li> <li>▪ Responsible Procurement Strategy</li> <li>▪ Capital project update report</li> <li>▪ SU management accounts</li> <li>▪ Barclays revolving credit facility renewal</li> </ul> <p>(iii) <u>Senate</u> The Chair of the Committee reported on the meeting held on 22<sup>nd</sup> June 2022 at which the following items were discussed:</p>		

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	<ul style="list-style-type: none"> <li>▪ Education report</li> <li>▪ Research report</li> <li>▪ Secretary’s report</li> <li>▪ Recruitment update</li> <li>▪ Student Officer updates</li> <li>▪ Vice-Chancellor’s report</li> </ul> <p>It was agreed that the Pro Vice-Chancellor (Education) would present to Council on the introduction of an induction week from September 2023 and the Teaching Excellence Framework (TEF).</p> <p>(iv) <u>Nominations &amp; Governance Committee</u> The Chair of the committee reported on the meeting held on 23<sup>rd</sup> June 2022 at which the following items were discussed:</p> <ul style="list-style-type: none"> <li>▪ SU Constitution review</li> <li>▪ OIA annual statement</li> <li>▪ Review of the Governance Apprenticeship Programme</li> <li>▪ Annual report on fundraising and donations</li> </ul> <p>It was noted that full Council would benefit from receiving a report on fundraising and donations.</p> <p>Council noted the reports.</p>		
<b>PART C – ANY OTHER BUSINESS</b>			
<b>16C.</b>	<p><b><u>Reflections from the Outgoing Chair</u></b></p> <p>The Chair took a few minutes to reflect on her four-year term as Chair of Council. She said how proud she was of what had been achieved, that the transformation of the University had been remarkable and that it provided an excellent platform from which to move forward.</p> <p>She thanked everyone for what they did in their respective roles and wished Council and the University the very best wishes for the future.</p> <p>The Vice-Chancellor, the incoming Pro-Chancellor and the Senior Independent Member all took the opportunity to thank Dame Jo for the tremendous job she had done.</p>		
<b>17C.</b>	<p><b><u>Any Other Business</u></b></p> <p>It was noted that the negotiations on pay had concluded.</p>		

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18C.	<u>Date of Next Meeting</u> The date of the next meeting is 15 <sup>th</sup> September 2022		

**ATTENDANCE LIST – 7<sup>th</sup> July 2022**Key A = Absent

	Dame Jo Williams	Pro-Chancellor
	Richard Barnes	Deputy Pro-Chancellor
A	Sally Bucknell	Deputy Pro-Chancellor
A	Richard Callaway	Deputy Pro-Chancellor
	David Hall	Honorary Treasurer
	Professor Trevor McMillan	Vice-Chancellor
	Professor Mark Ormerod	Deputy Vice-Chancellor and Provost

**MEMBERS OF UNIVERSITY STAFF**

	Dr Abbie Rutter	Senate Member
	Dr Masi Noor	Senate Member
	Dr Shalini Sharma	Senate Member
	Emma Colley	Appointed by the Professional Services Staff

**LAY MEMBERS APPOINTED BY THE COUNCIL**

	Ruth Bagley
	Tracy Bullock
A	Jane Burns
	David Brown
	Mike Faraar
A	Hifsa Haroon-Iqbal
	Manali Lukha
A	Andrew Macleod
A	Sherree Schaefer
	Dr Lesley Thompson

**STUDENT MEMBERS**

	Jade Cioffi	Union Development & Democracy Officer, SU
	Abdelrhman Rayis	President, Keele Postgraduate Association

**SECRETARY TO COUNCIL**

	Clare Stevenson	Secretary to Council
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**IN ATTENDANCE**

	Dr Mark Bacon	Chief Operating Officer
	Frances Hewison	Director of Human Resources
	Stephen Avery	Chief Financial Officer
	Holly Brooks	Outgoing SU Member (observer)
	Sarah Ellis	SU Chief Executive Officer (item 13A only)
	Lucy Robinson	Governor Apprentice
A	Marie Feliho	Governor Apprentice

**SECRETARIAT**

	Fiona Dumbelton	Governance Manager
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