

**MINUTES OF A COUNCIL MEETING**  
**Held on 20 May 2021 (held virtually)**

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 reported that Jack Karimi has resigned and thanked him for his time on Council. She also reported that Holly Brooks who had been elected as the next Students' Union, Union Development &amp; Democracy Officer in the recent elections and was due to start on 1 July had instead started in the role today. She had taken Chair's action to approve her appointment to Council and welcomed her to the meeting.</p>		
2.	<p><b><u>Declarations of Interest</u></b></p> <p>Lesley Thompson declared that her husband was a member of the Universities Superannuation Scheme (USS). Shalini Sharma, Lisa Dikomititis and Peter Andras declared that they too were members of USS and also the University and Colleges Union (UCU).</p>		
3.	<p><b><u>Student Story</u></b></p> <p><i>Item confidential</i></p>		
4(i)	<p><b><u>Minutes</u></b></p> <p>Council received and approved the minutes of the Council meeting held on 11 February 2021.</p>		
4(ii)	<p><b><u>Actions List</u></b></p> <p>Council received and noted the actions.</p>		
<b>PART A – REPORTS &amp; APPROVALS</b>			
5A.	<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>▪ The latest version of the University Risk Register, which was considered by the University Executive Committee</li> </ul>		

	<p>(UEC) and the Audit &amp; Risk Committee in March 2021 was presented. It had been updated to reflect the latest impact of the Covid-19 pandemic in order to outline the significant increase in our risk profile at present, and identify the implications and controls, contingency plans and assurance mechanisms that had been or would be put in place.</p> <ul style="list-style-type: none"> <li>▪ Council approved the appointment of Professor Kristyan Spelman-Miller as Pro Vice-Chancellor Education with effect from 1 July 2021.</li> <li>▪ Council approved the appointment of Professor Eran Edirisinghe as Pro Vice-Chancellor Research &amp; Innovation with effect from 1 August 2021.</li> <li>▪ The University had submitted the 2019-2020 Access and Participation Plan monitoring return to the Office for Students (OfS), which was presented.</li> <li>▪ On 19 April 2021, following a Ministerial and OfS call for institutions to review their approaches to Sexual Misconduct &amp; Harassment policies, the OfS released a statement of expectations setting out how universities should prevent and address harassment and sexual misconduct in higher education. Initial findings were that we were, on the whole, ahead of the sector, but that there were some areas for improvement and absolutely no room for complacency.</li> <li>▪ UEC had considered a proposal to establish a new Digital Society Institute to harness the knowledge and understanding that existed across the University to enhance our education, research and support for public and private sector partners. The formal establishment of the Institute would be presented to Senate in June 2021 and return to Council in July 2021 for approval.</li> <li>▪ The University had made its final submission to the Research Excellence Framework (REF) on 29 March 2021, led by Professor David Amigoni.</li> <li>▪ Following submission of the 2019-2020 Prevent Accountability and Data Return in December 2020, it was confirmed by the OfS that the University had no further action to take. Members were reminded that the Deputy Vice-Chancellor and Provost was currently the institutional Prevent lead and was conducting a review of Prevent measures alongside the recent call from the Secretary of State for Education and the OfS to review approaches to Freedom of Expression on campus. The review would report to Senate in June 2021 and Council in July 2021.</li> </ul>		
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	<p><u>Admissions/Applications Update</u></p> <ul style="list-style-type: none"> <li>▪ It was noted that UK undergraduate student numbers had not moved much since the previous meeting.</li> <li>▪ Recruitment to programmes in Heath was strong, as were the new programmes that had been introduced this year.</li> <li>▪ The focus was on maximising the offers to firm acceptances.</li> <li>▪ The main UCAS applications deadline had been postponed by two weeks due to the Covid-19 pandemic so it was difficult to assess our position against last year, but it looked encouraging.</li> <li>▪ Growing international postgraduate student numbers was a significant part of the Financial Sustainability Plan and this would be the focus of one of the sessions at the Away Day that followed the meeting.</li> <li>▪ Efforts were being made to assure applicants that their studies could still go ahead even if they were unable to travel to Keele, which was critical and welcomed by Council.</li> </ul> <p><u>Covid-19</u></p> <ul style="list-style-type: none"> <li>▪ The government has allowed the return of students on practical courses, which require access to specialist equipment since 8 March 2021. For Keele, this meant that most natural science students were welcomed back to receive in-situ teaching before Easter.</li> <li>▪ Frustratingly, the return for the remainder of the student body was after 17 May 2021, which was four weeks before the end of the semester and a period where students would usually not be receiving any in-situ teaching as they complete final assessments and engage in extra-curricular activities. The University had, therefore, taken steps to offer students as much in-person activity as possible, enabling students to rebuild relationships and reconnect with the campus.</li> </ul> <p><u>One Keele</u> <i>Item commercial in confidence</i></p>		
6A.	<p><b><u>Finance Report</u></b></p> <p>(i) <u>Period 9 Management Accounts &amp; Forecast Update</u> <i>Item commercial in confidence</i></p> <p>(ii) <u>Pensions Report</u> <i>Item commercial in confidence</i></p>		

	<p>(iii) <u>Subsidiary Companies</u> <i>Item commercial in confidence</i></p> <p>(iv) <i>Item commercial in confidence</i></p> <p>(v) <u>Keele Residential Funding Briefing</u> <i>Item commercial in confidence</i></p>		
7A.	<p><b><u>Secretary's Report</u></b> The Secretary to Council presented her report as follows:</p> <ul style="list-style-type: none"> <li>▪ A comprehensive review of the Schedule of Delegation had been undertaken and was presented for approval. An additional amendment was noted to allow HR Managers to sign off HR contracts. Council approved the new schedule of delegation.</li> <li>▪ Council approved the committee membership 2021-2022 with the addition of Hifsa Haroon-Iqbal on the Equality, Diversity &amp; Inclusion Oversight Group.</li> <li>▪ The Committee of University Chairs (CUC) had published a revised HE Code of Governance in September 2020, which had been adopted by Council in November 2020. A review of the University's compliance with the Code had been undertaken and RAG (red, amber, green) rated and every element was green. There were, however, four actions that were agreed to further enhance our governance arrangements. The review had been considered by the Nominations &amp; Governance Committee, which had responsibility for overseeing compliance with the Code, and the UEC. Council noted the review.</li> <li>▪ It was noted that all deeds, legal contracts and documents requiring to be sealed by the University were done so by the Secretary to Council under delegated authority from Council. The pandemic progressed our need to ensure that our operational processes could continue whilst working remotely. The University already had a contract with DocuSign to enable electronic signatures on deeds, legal contracts and other documents but recently extended the contract with DocuSign to add the licence for eSeal to allow the remote application of the University seal. Council noted this development.</li> <li>▪ Council received the Student Casework Annual Report, which brought together details of student complaints, appeals, disciplinary action, academic misconduct, fitness to practise, grievances and complaints to the student ombuds, the Office of the Independent</li> </ul>		

	<p>Adjudicator for Higher Education. Council noted the report.</p> <ul style="list-style-type: none"> <li>▪ Under the Education Act 1994, Council was required to satisfy itself that the elections to elect the student officers in the Students' Unions were fairly and properly conducted. The SU elections were overseen by a Returning Officer at the NUS and his report had been sent to the Governance Manager. The Governance Team liaised with the Keele Postgraduate Association on their election documentation and timescales and received a report. Council noted the report.</li> <li>▪ On 14 January 2021, the OfS wrote to all HE providers providing an update on the actions it was taking in response to the disruption caused by the Covid-19 pandemic with a focus on the latest lockdown restrictions. The letter sets out the actions the OfS was asking HE providers to take in order to maintain continued compliance with the OfS's existing regulatory requirements. In particular, the OfS was asking universities to undertake a review during the first half of the spring term of compliance with consumer protection law and provide assurance to their governing bodies of ongoing compliance with ongoing Condition C1 during the pandemic. The University undertook an extensive assessment of its compliance, which crossed all areas of the student experience and provided a level of assurance for each. The findings of the report showed that the University had been careful to consider and adhere to its consumer protection obligations throughout the pandemic and that there was assurance, in particular that the quality, quantity and accessibility of its provision had been maintained during this period. Students had also been sign-posted to the University's complaints procedures, in line with the OfS's expectations. The paper had been considered by UEC and the Audit &amp; Risk Committee where it had been well received.</li> <li>▪ The OfS had distributed two tranches of funding to Keele in the financial year to 31 March 2021. £107,972 in December 2020 and £290,686 in February 2021. The overall package of £398,658 to be spent on supporting students with hardship issues. The University launched a Covid Support Fund to support students, and a panel of University and Students' Union representatives oversaw the allocation of funds. To 31 March 2021, the University had spent £402k on hardship funding from the OfS monies, with an additional £9k having been</li> </ul>		
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	<p>spent on 1 April and after (£411k total). The £402k being £368k on hardship bursaries and £34k on laptops/SIM cards to support students in on-line learning. The University was, therefore, able to confirm that it had spent all of its OfS hardship allocation. As the accountable officer, the Vice-Chancellor was required to sign off the return as accurate, and that at least £398,658 had been spent appropriately by 31 March 2021. The monitoring return had been considered by UEC and was presented to Council for information.</p> <ul style="list-style-type: none"> <li>▪ It was noted that Chair's action had been taken on 13 May 2021 to approve the appointment of Holly Brooks to Council as the Students' Union member.</li> <li>▪ The University had responded to two consultations from the Office for Students on (i) Monetary Penalties and (ii) Reportable Events. The University's responses were provided for information.</li> <li>▪ It was noted that 10 documents had been sealed since the previous meeting.</li> </ul>		
8A.	<p><b><u>Student Reports</u></b></p> <p>(i) <u>Report of the Students' Union (SU)</u> The Union Development &amp; Democracy Officer <i>elect</i> presented her report, which included:</p> <ul style="list-style-type: none"> <li>▪ Part-time officer and committee elections</li> <li>▪ Climate emergency declared</li> <li>▪ Data Charter</li> <li>▪ Women's safety statement</li> <li>▪ Ramadan</li> <li>▪ Be Better Do Better Campaign</li> <li>▪ Students' Union building re-opening</li> </ul> <p>(ii) <u>Report of the Keele Postgraduate Association (KPA)</u> The President of the KPA presented her report, which included:</p> <ul style="list-style-type: none"> <li>▪ Election update</li> <li>▪ Clubhouse re-opening</li> <li>▪ Student Services Partnership</li> <li>▪ Student casework</li> <li>▪ KPA campaigns and events</li> </ul> <p>It was noted that it was Katie's last meeting. Council thanked her enormously for her invaluable contribution over the last two years and wished her every success in the future.</p>		

9A.	<b><u>Estates Report</u></b> <i>Item commercial in confidence</i>		
<b>PART B – COMMITTEE REPORTS</b>			
10B.	<b><u>Committee Reports</u></b>  <p>(i) <u>Senate</u>  The Vice-Chancellor reported on the meeting of Senate held on 3 February 2021 and 17 March 2021 at which the following items were discussed:</p> <ul style="list-style-type: none"> <li>▪ Vice-Chancellor’s update</li> <li>▪ Student office updates</li> <li>▪ Educational matters</li> <li>▪ Research matters</li> <li>▪ The future of programmes in Music and Music Technology</li> <li>▪ Proposals to strengthen the student safety net for progression and award outcomes</li> <li>▪ Proposals to address Covid-related concerns in relation to the structure of this academic year.</li> </ul> <p>Council noted the report.</p> <p>(ii) <u>Business Review Committee</u>  The Chair reported on the meeting of the Business Review Committee held on 24 March 2021, in which the following items were discussed:</p> <ul style="list-style-type: none"> <li>▪ Vice-Chancellor’s update</li> <li>▪ Management Accounts</li> <li>▪ Transition from LIBOR for Keele’s loan facilities</li> <li>▪ SU management accounts</li> <li>▪ Annual IT report</li> <li>▪ Annual HE-BCI return</li> </ul> <p>Council noted the report.</p> <p>(iii) <u>Nominations &amp; Governance Committee</u>  The Chair reported on the meeting of the Nominations &amp; Governance Committee held on 25 March 2021, in which the following items were discussed:</p> <ul style="list-style-type: none"> <li>▪ Chancellor appointment</li> <li>▪ Succession planning for appointing a new Pro-Chancellor.</li> <li>▪ Deputy Pro-Chancellor re-appointment</li> <li>▪ Council development session action plan</li> <li>▪ Co-option of a SU member to the committee</li> </ul>		

	<p>Council approved the re-appointment of Rich Callaway as Deputy Pro-Chancellor for a second four-year term from 1 September 2021.</p> <p>Council approved the appointment of Holly Brooks to the Nominations &amp; Governance Committee.</p> <p>(iv) <u>Senior Remuneration Committee</u> The Chair reported on the meeting of the Senior Remuneration Committee held on 25 March 2021, in which the following items were discussed:</p> <ul style="list-style-type: none"> <li>▪ Confirmation of COO post and role holder</li> <li>▪ Senior appointments</li> <li>▪ Pay Review</li> </ul> <p>Council noted the report.</p> <p>(v) <u>Audit &amp; Risk Committee</u> The Chair reported on the meeting of the Audit &amp; Risk Committee held on 18 March 2021, in which the following items were discussed:</p> <ul style="list-style-type: none"> <li>▪ External audit contract</li> <li>▪ Whistleblowing, fraud and Bribery disclosures annual report</li> <li>▪ Internal audit progress report and planning for 2021-2022</li> <li>▪ Review of internal audit performance</li> <li>▪ Corporate compliance risk register</li> <li>▪ ARC self-effectiveness review</li> </ul> <p>Council agreed to postpone the external audit tender exercise for a further 12 months.</p>		
<b>PART C – THEMED DISCUSSION ITEM</b>			
<b>11C</b>	<p><b><u>Financial Sustainability Plan: International Recruitment</u></b> <i>Item commercial in confidence</i></p>		
<b>PART D – OTHER BUSINESS</b>			
<b>12D</b>	<p><b><u>Other Business</u></b> The Chair reported that Council would be appointing two board apprentices from 1 September 2021 as part of a pilot scheme run by Perrett Laver. The scheme was aimed at under-represented groups and the appointment process would be overseen by the Nominations &amp; Governance Committee. Council welcomed this initiative.</p>		



13.	<b><u>Date of Next Session</u></b> The date of the next meeting was Thursday 8 July 2021.		
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## COUNCIL MEETING

### ATTENDANCE LIST – 20 May 2021 – VIRTUAL MEETING

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Dame Jo Williams	Pro-Chancellor
Richard Barnes	Deputy Pro-Chancellor
Sally Bucknell	Deputy Pro-Chancellor
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

Professor Lisa Dikomitis	Senate Member
Professor Peter Andras	Senate Member
Dr Shalini Sharma	Senate Member
Emma Colley	Appointed by the Professional Services Staff

#### LAY MEMBERS APPOINTED BY THE COUNCIL

	Ruth Bagley
A	Tracy Bullock
	Jane Burns
	David Brown
A	Hifsa Haroon-Iqbal
	Peter Harris
	Sajid Hashmi
	Manali Lukha
A	Sherree Schaefer
	Dr Lesley Thompson

#### STUDENT MEMBERS

Holly Brooks	Union Development & Democracy Officer <i>elect</i> , SU
Katie Charlton	President, Keele Postgraduate Association

#### SECRETARY TO COUNCIL

Clare Stevenson	Secretary to Council
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#### IN ATTENDANCE

Dr Mark Bacon	Chief Operating Officer
Rachel Adams	Director of Human Resources
Paul Buttery	Director of Finance
Phil Butters	Director of Estates & Development (item 9A only)

#### SECRETARIAT

Fiona Dumbelton	Governance Manager
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Key A = Absent