

## Council

18/51 A meeting of the Council was held in the Meadow Suite, Park House, on Wednesday 28 November 2018 at 10.00 am.

The President  
The Vice-President (Mrs K. Owen)  
The Acting Vice-Chancellor  
The Deputy Vice-Chancellor  
The Pro-Vice-Chancellor (Professor M. Fellowes)  
The Pro-Vice-Chancellor (Mr V. Raimo)  
The Pro-Vice-Chancellor (Professor P. Yaqoob)

Mr T. Beardmore-Grey  
Mr D. Bentley  
Professor J. Board  
Professor L. Butler  
Mr K. Corrigan  
Mr J. Dabydoyal  
Mrs P. Egan

Professor C.L. Furneaux  
Ms H. Gordon  
Professor J.R. Park  
Mr S.C.C. Pryce  
Dr B. Rawal  
Mr S.P. Sherman  
Ms S.M. Woodman

The Chief Strategy Officer and University Secretary

In attendance:

The Chief Financial Officer  
The Director of Quality Support and Development

Apologies were received from Dr P. Erskine, Mr R.E.R. Evans and Ms M. Hargreaves.

18/52 The President thanked members for attending the dinner and discussion of the University strategy, led by the Acting Vice-Chancellor, which had been held on the previous evening. The Council had found the discussion valuable, and thanked the Acting Vice-Chancellor for his presentation.

The President explained that, in the light of feedback received in the review of Council's effectiveness, a new format had been adopted for Council meetings in order to provide greater opportunity for engagement with key strategic issues, often through small group discussion, alongside Council's transaction of its more routine, formal business. He hoped that the new format would be successful and invited feedback.

- 18/53 The minutes (18/31-18/50) of the meeting held on 9 July 2018 were confirmed and signed.

#### **Items for note**

- 18/54 Membership and Terms of Reference (Item 4.1)

The Council received a statement of its Membership and Terms of Reference.

- 18/55 Council Standing Orders (Item 4.2)

The Council noted the Council Standing Orders.

- 18/56 Disclosure of Interests (Item 4.3)

The Council noted a paper from the University Secretary in regard to Disclosure of Interests.

- 18/57 Freedom of Speech Annual Report (Item 4.4)

The Council received the Freedom of Speech Annual Report.

- 18/58 Report on the Exercise of Vacation Powers (Item 4.5)

The Council noted that there had been no occasion to exercise the Vacation Powers.

- 18/59 Availability of Council Papers (Item 4.6)

The Council noted a paper from the University Secretary in regard to the availability of Council papers.

- 18/60 Documents sealed and to be sealed (Item 4.7)

The Council received a list of documents sealed and to be sealed.

#### **Resolved:**

1. "That the Freedom of Speech Annual Report, now submitted, be received;"
2. "That the Council approve the action taken by the Officers and Members in affixing the University Seal to documents sealed since the last Ordinary Meeting of the Council and authorise the Seal of the University to be affixed to the documents to be sealed as now reported."

#### **Main items of business: strategic and governance matters for discussion and decision**

- 18/61 Presentation from the Provost of the University of Reading Malaysia (Item 5)

The Provost of the University of Reading Malaysia (Professor Wing Lam) made a presentation to the Council on the current performance of the University of

Reading Malaysia (UoRM) and its prospects for future development (copy inserted in Minute Book).

Professor Wing Lam outlined the higher education landscape in Malaysia, the challenges facing UoRM and how they were being addressed, the UoRM campus, and the road map for UoRM's future.

He explained that private higher education institutions in Malaysia were highly commercial and very competitive. [Redacted, sec 43].

[Redacted, sec 43].

Professor Wing Lam explained that UoRM had a strong global orientation, promoting student mobility, seeking to ensure programmes at both campuses integrated an international perspective, and extending its reach through online programmes. Its work in these areas supported the University's vision as a global university.

He reported that UoRM was committed to contributing research in Malaysia in those areas where it could add value, and had won two competitive research grants.

[Redacted, sec 43].

[Redacted, sec 43].

(a) [Redacted, sec 43].

(b) [Redacted, sec 43].

(c) [Redacted, sec 43].

(d) [Redacted, sec 43].

(e) [Redacted, sec 43].

(f) [Redacted, sec 43].

(g) [Redacted, sec 43].

(h) [Redacted, sec 43]. Licences for all private universities were subject to review, on a five-year cycle, by the Ministry of Education which had regard to academic, financial and governance matters.

[Redacted, sec 43].

18/62 Discussion on how the University determines the degree classifications which it awards (Item 6)

The Council received a paper outlining the processes by which the University safeguarded the standard of the University's awards and the algorithm by which it classified undergraduate degrees.

The Pro-Vice-Chancellor (Learning and Teaching) (Professor Brooks) introduced the paper by noting the current political and media interest in academic standards and

allegations of 'grade inflation'. He affirmed the University's confidence in the rigour of its awarding and quality assurance processes, and in its academic standards. The University was concerned to provide the Council with the information and data which would best enable it to assure itself of the University's academic standards and the quality of education, and to fulfil its responsibilities in this area in accordance with Ordinance A2 and the OfS's requirements.

The paper was considered in group discussions, which then fed back to a concluding plenary session. Key points in the discussion were:

- (a) The Council was satisfied that the University had robust quality assurance processes and that awards were being made in line with sector standards. It was suggested that there might be opportunity to streamline processes, while maintaining rigour and resilience.
- (b) The Council would benefit from a better understanding of the criteria applied by the OfS in reviewing universities and where its focus lay.
- (c) In relation to the Annual Learning and Teaching Report, it might be helpful:
  - (i) To highlight areas in which the University was doing particularly well and any areas which required attention, and how the latter were being addressed;
  - (ii) To include data analysed by School or subject area, showing performance over a period of years;
  - (iii) To include classification data over an extended period (possibly up to 30 years) in order to have a longer perspective on grade inflation/improvement;
  - (iv) To include data on academic and graduate outcomes for widening participation students in comparison with non-widening participation students, and to provide a commentary on enabling initiatives;
  - (v) To track data on degree outcomes against entry qualifications and to identify 'added value';
  - (vi) To include a commentary on grade inflation/improvement;
  - (vii) To include data and commentary on graduate outcomes, including career destinations and income information;
  - (viii) To identify additional spending on teaching and learning, including where and how much had been allocated;
  - (ix) To include a summary of periodic reviews conducted in the relevant period, the issues identified, and the actions being taken;
  - (x) To identify any concerns raised by External Examiners and a commentary on how such comments had been addressed;
  - (xi) To provide further information on peer observation and how risks around the quality of teaching and the student experience in the classroom were mitigated.

These suggestions would inform consideration of the future shape of the Report.

- (d) The Student Experience Committee (SEC) was the appropriate body to give detailed consideration to the Annual Learning and Teaching Report. The Council should receive the full Report, together with a summary of the main

points which SEC identified as being of particular interest, which might normally include at least (i), (iv), (v), (vi) and (x).

- (e) Information on the University's quality assurance processes for teaching and learning, similar to the paper prepared for this discussion, could usefully be included in the induction for new Council members.
- (f) Further information on the detail of processes would be helpful, including the selection and appointment process for External Examiners.
- (g) It would be helpful for Council to know how students were informed of the degree algorithm, and how far they were aware of, and understood, it.
- (h) While there was an appreciation that awards were determined by criteria-referencing and that there was a sound rationale for doing so, there remained a concern that, with 80% of candidates achieving a First or 2.1, degree classifications were of limited use to employers in differentiating between job applicants.

### **Matters for approval**

#### **18/63 Report of the Chief Financial Officer (Item 7.1)**

The Council received a Report of the Chief Financial Officer, which introduced and provided an overview of the financial reports and documents formally considered under minutes 18/64-69.

[Redacted, sec 43].

[Redacted, sec 43].

[Redacted, sec 43].

[Redacted, sec 43].

#### **18/64 Annual Report of the Audit Committee to the Council and the Vice-Chancellor for 2017-18 (Item 7.2)**

The Council received the draft Annual Report of the Audit Committee to the Council and the Vice-Chancellor for 2017-18.

Mr Beardmore-Gray, as Chair of the Audit Committee, confirmed that it had fulfilled its functions with integrity and independence, and that, following careful consideration of evidence, the Committee was fully satisfied that it could provide the assurances required by the OfS in respect of the University's arrangements for: risk management, control and governance; economy, efficiency, and effectiveness (value for money); and management and quality assurance of data submitted to the named bodies.

#### **18/65 Draft Report to the Audit Committee on the audit for the year ended 31 July 2018 from Deloitte (Item 7.3)**

The Council received a draft Report to the Audit Committee on the audit for the year ended 31 July 2018 from Deloitte.

Mr Beardmore-Gray noted that the University Executive Board needed some time to consider the Auditor's Report, and that the Audit Committee would review the Board's response in the spring. [Redacted, sec 43].

[Redacted, sec 43].

Mr Beardmore-Gray commended the rigour of the audit process and considered that the University had learnt much of value from the process.

18/66 Draft Letters of Management Representations to the University's Auditors (Item 7.4)

The Council received and approved the Draft Letters of Management Representations, which had been submitted previously to the Audit Committee.

18/67 Letter of Support (Item 7.5)

The Council received the Draft Letter of Support in respect of the University's subsidiary companies, and noted that the draft Letter of Support in respect of Malaysia would be supplied shortly. *[Post meeting note: this was supplied on 5 December 2018, and placed in the papers on Diligent.]*

18/68 Financial Statements for the year ended 31 July 2018 (Item 7.6)

The Council received and approved the Financial Statements for the year ended 31 July 2018, which had been submitted previously to the Audit Committee.

18/69 Annual Assurance Return 2018 from the University to the Office for Students (Item 7.7)

The Council received a copy of the Annual Assurance Return 2018 from the University to the Office for Students, for approval.

**Resolved:**

1. "That the Report of the Chief Financial Officer, now submitted, be received."
2. "That the financial position of the University for 2017/18, the financial statements and the audit report, now submitted, are noted and approved for signature by the President, Acting Vice-Chancellor and Chief Financial Officer."
3. "That the President and the Chief Financial Officer be authorised to sign the Letters of Representation to Deloitte and that the Chief Financial Officer be authorised to sign the letters of support for the University's subsidiary companies."
4. "That the contents of the Annex that details the prescribed update required by OfS be approved."

5. “That it be noted that the external auditor Deloitte proposed an unqualified audit opinion on all of the Financial Statements for Group and subsidiaries.”
6. “That it be confirmed that in all material respects the University has conducted its affairs during the year ended 31 July 2018 in accordance with its status as a charity and that the Acting Vice-Chancellor be authorised to sign the Annual Assurance Return to the Office for Students to this effect.”

18/70 Report of the Appointments and Governance Committee (Item 8)

The Council received the Report of the meeting of the Appointments and Governance Committee held on 22 October 2018.

The President noted the continuing commitment of the Council and the Appointments and Governance Committee to the rationalisation of the Council’s membership and a reduction in its size consistent with efficiency. The Committee, however, considered that, following the departure of Dr Erskine and Mr Sherman on completion of their terms, further lay members should be recruited in order to ensure that lay members’ workload remained reasonable and that the quoracy of meetings was not at risk. Some appointments to committees would be deferred until new lay members had been recruited. The University Secretary and Chief Strategy Officer was currently undertaking a skills audit to inform the recruitment process.

**Resolved:**

1. “That:
  - (a) Ms P. Egan and Dr B. Rawal be re-appointed to membership of the Council in Class 2 for the period from 1 January 2019 to 31 December 2021;
  - (b) A process be undertaken to appoint to the Class 2 membership of the Council (in view of the departure of Dr Erskine and Mr Sherman, following the completion of their ninth and final year of membership on 31 July 2019);
  - (c) Mrs H. Gordon be appointed to the Strategy and Finance Committee (*vice* Dr Erskine) for the period from 1 August 2019 to 31 July 2020 in the first instance. The remaining vacancy on the Strategy and Finance Committee (*vice* Mr Sherman) be filled following the recruitment of new lay members;
  - (d) The vacancy on the Appointments and Governance Committee and the vacancy on the Remuneration Committee (in both cases *vice* Mr Sherman) be filled following the recruitment of new lay members;
  - (e) The lay membership of the Audit Committee be increased from five to six members, and that the quorum remain three;

- (f) Mr Sherman be a co-opted member of the Audit Committee from 1 August 2019;
  - (g) The vacancy on the Student Experience Committee (*vice* Mr Corrigan) be filled following the recruitment of new lay members.”
2. “That the Prevent Duty Annual Report, now submitted, be approved, and that the President of Council be authorised to sign the Prevent annual accountability statement on behalf of the Council;”
  3. “That the appointment of Professor Brooks as Pro-Vice-Chancellor (Teaching and Learning) be extended to 31 July 2020.”
  4. “That the Report of the meeting of the Appointments and Governance Committee, held on 22 October 2018, now received, be approved.”

## **Matters for report**

### **18/71 Report of the Acting Vice-Chancellor (Item 9)**

The Acting Vice-Chancellor reported that the University needed to reduce spending over the next five years due to a range of factors, including lower projected student numbers and increased pension costs. In consequence, the University Executive Board was proposing to introduce a staff severance scheme, which would seek to avoid compulsory redundancies wherever possible, but could not exclude the possibility of compulsory redundancies in case the required savings were not met by other means. In accordance with legal requirements and good practice, the University would engage in consultation with the University and College Union. In any severance scheme, the managerial interest would be protected, and the need to maintain capacity to deliver core services and to achieve financial sustainability would be paramount. The Board would also be interested in pursuing alternatives to severance, including greater flexible working where requested by staff. It was intended to open the consultation as soon as possible, and to launch the voluntary severance scheme in January 2019 and, if required, the compulsory scheme at a later date. Under the sustainable planning system, Heads of School and Heads of Function were responsible for achieving their budget and making such savings as might be necessary. The Council indicated its support for a severance scheme and the broad principles, as outlined, which would inform the consultation.

In response to questions, the Acting Vice-Chancellor confirmed that the severance process should be completed within the academic year, and that he had signalled in his recent staff talks his intention to institute such a scheme. He clarified that the managerial interest would be defined with reference to both institutional and local priorities. In response to a question from Mr Bentley, the Acting Vice-Chancellor acknowledged that the introduction of the scheme might adversely impact staff morale and therefore both the student experience and the University’s National Student Survey results for 2019. He indicated that severance schemes were naturally unsettling, and that the prompt initiation and completion of the scheme would allow its consequences to be managed more effectively.

## **Resolved:**

“That the Report of the Acting Vice-Chancellor, now submitted, be approved.”

18/72 Oral report on Admissions for 2019-20 (Item 10)

The Council received an oral report from the Pro-Vice-Chancellor (Global Engagement) (Mr Raimo) on admissions for 2019-20.

He reported that just over [Redacted, sec 43] PhD applications had been received to date against an intake target of about [Redacted, sec 43] students, which represented a [Redacted, sec 43] in applications relative to the same time last year. International applications comprised [Redacted, sec 43]. The University would normally expect to receive [Redacted, sec 43] PhD applications over the cycle.

In respect of Masters students, [Redacted, sec 43] applications had been received to date, representing an [Redacted, sec 43] relative to the same time last year, driven wholly by international students. The University would normally expect to receive [Redacted, sec 43] PGT applications over the cycle to achieve an intake of [Redacted, sec 43] students.

In respect of undergraduate students, the University would normally expect to have received 15-20% of all applications by late November, with the majority of applications being received over December and early January. To date, the University had received [Redacted, sec 43] applications relative to the same time last year against a national 4% increase in applications (which might, however, be due to the expansion in medical school places) and [Redacted, sec 43] for the University's immediate competitor group. [Redacted, sec 43].

18/73 Report of the Student Experience Committee (Item 11)

The Council received the Report of the meeting of the Student Experience Committee held on 9 November 2018.

Mr Dabydoyal, RUSU President, and Mr Bentley, RUSU Welfare Officer, reported on progress with RUSU's current priorities, including student engagement, campus culture, mental health, the local environment, and campus facilities. This work included: a panel event, including representatives from the University, NUS and RUSU, on the Black and Minority Ethnic (BAME) attainment gap; cross cultural events, including a Diwali celebration; a campaign around consent; and encouraging students to establish good relationships with neighbours. Projects funded from the University's £1m student experience fund, prioritised in collaboration with RUSU, included a relaxation zone in RUSU, lockers, and personal learning capture, and additional study space.

Mrs Owen, as Chair, explained proposed revisions to the Committee's terms of reference, which served *inter alia* to include within its remit academic aspects of the student experience and fuller acknowledgement of partnership as the Committee's underpinning principle.

The Council noted the Committee's continuing consideration of student mental health, which would be a focus for discussion at the Council's March meeting.

**Resolved:**

1. “That the draft revised membership and terms of reference, now submitted, be approved.”
2. “That the Report of the meeting of the Student Experience Committee held on 9 November 2018, now submitted, be approved.”

18/74 Report of the Senate (Item 12)

The Council received the Report of the meeting of the Senate held on 7 November 2018.

The Council received the Annual Learning and Teaching Report 2017/18, including the Action Plan. The Pro-Vice-Chancellor (Teaching and Learning) (Professor Brooks) outlined the context and purpose of the Report, and noted that the Senate and the Student Experience Committee had commended it to the Council. The Council was satisfied that, to the best of its knowledge, the methodologies and processes for improving the student academic experience and student outcomes were robust and appropriate, and that academic standards had been appropriately set and maintained.

**Resolved:**

1. “That the University Annual Learning and Teaching Report (2017-18), now submitted, be approved;”
2. “That the Report of the meeting of the Senate held on 7 November 2018, now submitted, be approved.”

18/75 Report of the Strategy and Finance Committee (Item 13)

The Council received the Report of the meetings of the Strategy and Finance Committee held on 22 October and 15 November 2018.

[Redacted, sec 43]. He welcomed the University Executive Board’s work on refreshing the themes of the University’s strategy to take account of major changes in the operating environment since the current strategy had been agreed in 2013. He noted that the thinking about the new strategy was driven by an understanding of the University’s fundamental strengths and how they could be developed to position the University in the top quartile of the sector. It therefore built on the University’s identity as an institution which was both research intensive and sharply focussed on excellent, student-centred education.

In respect of the Universities Superannuation Scheme pensions, the President explained that the Committee had agreed to support the recommendations of the Joint Expert Panel, which would entail a 3.1% increase in contributions in the short term (with employer contributions rising to 21% of salary and employee contributions to 9.1%) and provide for a more fundamental review of the scheme in the longer term. He indicated that the decision had been expedient to allow the development of a more considered, sustainable solution without the immediate pressure of industrial unrest.

In respect of the National Institute for Research in Dairying (NIRD), the President explained that he had approved, on behalf of the Council, changes to the membership of the NIRD Trust which now comprised Mr Steve Sherman (Chair), Professor Richard Bennett (Research Dean), and, subject to his agreement, [Redacted, sec 40] (external member). The President had also approved the establishment of a NIRD Negotiating Committee, which would negotiate between the University and the Trust on matters of governance which had been brought to the attention of the Acting Vice-Chancellor. There had been concern that the Trust had not been sufficiently independent of the University, and this concern had been accentuated by the increase in the value of the Trust's land assets.

**Resolved:**

"That the Report of the meetings of the Strategy and Finance Committee, held on 22 October and 15 November 2018, now submitted, be approved."

18/76 Report of the Remuneration Committee (Item 14)

The Council received the Report of the meeting of the Remuneration Committee, held on 22 October 2018.

The Council noted that the Committee had received detailed reports on the annual performance of the University's senior officers, which provided for greater transparency in remuneration arrangements and aligned more closely with practice in the external corporate environment. It had been agreed that there would be no consolidated pay increases for senior staff this year, although a series of non-consolidated payments were agreed.

**Resolved:**

"That the Report of the meeting of the Remuneration Committee, held on 22 October 2018, now received, be approved."

18/77 Dates of further meetings of the Council in the Session 2018/19

Further meetings of the Council in this Session had been scheduled for:

Thursday 24 January 2019 at 2.15pm  
Monday 18 March 2019 at 2.15pm  
Monday 8 July 2019 at 2.15pm.