

C O U N C I L

Minutes of the meeting held on Monday 4 November 2019

Present: Vice-Chancellor, Warden of New College, Principal of Somerville, Dame Kate Barker, Ms Boyt, Professor Coulson, Fra' John Eidinow, Professor Essler, Professor Hamerow, Mr Harman, Professor Hobbs, Professor Johnson, Mr Kroll, Professor Lahiri, Professor Nobre, Professor Trefethen, Head of the Humanities Division (Professor O'Brien), Head of the Medical Sciences Division (Professor Screamon), Head of the MPLS Division (Professor Howison), Head of the Social Sciences Division (Professor Whatmore), Senior Proctor (Professor Maiden), Junior Proctor (Professor Marnette), Assessor (Professor Whyte).

Student Member Representatives: Anisha Faruk (President of Oxford SU); Ray Williams (VP Access and Academic Affairs); and Neil Misra (VP Graduates).

Apologies: Professor Sir Rory Collins, Mr Ovenden, Pro-Vice-Chancellor (Innovation).

Officers in attendance: the Registrar, Pro-Vice-Chancellor (Development and External Affairs), Pro-Vice-Chancellor (Education), Pro-Vice-Chancellor (Planning and Resources), Pro-Vice-Chancellor (Research), the Director of Finance, Director of Legal Services and General Counsel, the Director of Public Affairs, the Executive Officer (Policy and Governance) in the Vice-Chancellor's Office, the Director of Planning and Council Secretariat, the Senior Assistant Registrar (Governance), the Assistant Registrar (Governance).

In attendance: Harriet Waters, Head of Environmental Sustainability (for item 9); Dr Rebecca Surrender, Advocate for Equality and Diversity (for item 11).

Order of business: the order of business was as set out on the agenda.

Declarations of interest: Council members were reminded to declare any interest that could give rise to a conflict in relation to any item on the agenda.

Introductory matters: the Vice-Chancellor welcomed three new members to their first formal meeting: Fra' John Eidinow; Professor Kia Nobre; Mr Miles Young, Warden of New College.

I. ORDINARY BUSINESS

(A) Unreserved

1. **Unreserved minutes of the meeting held on 15 July 2019** (C(19)lviii-lxxi)

The minutes were approved.

2. **Unreserved matters arising from the minutes of the meeting held on 15 July 2019 not otherwise on the agenda**

(a) *Minute 4(a) Student Wellbeing and Mental Health Strategy**

The Junior Proctor referred to concern about the lack of identified funding for important aspects of the strategy. The Vice-Chancellor advised that the funding requests were being considered in the current budgeting round.

3. **Unreserved minutes of the Away Day held on 27 September 2019** (C(19)lxxvi-lxxxv)

The minutes were approved.

4. **Unreserved matters arising from the minutes of the Away Day held on 27 September 2019 not otherwise on the agenda**

There were no matters arising not otherwise on the agenda.

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5. **The Vice-Chancellor's unreserved business (above the line)***

The Vice-Chancellor reported on the following items:

- the outcome of the strike ballots by the three recognised unions at Oxford on pay and pensions;
- the announcement of the General Election;
- the uncertainty caused by Brexit; and
- the award of two 2019 Nobel Prizes for work carried out at the University: in Chemistry, to Professor John Goodenough for lithium-ion battery research; and in Medicine to Professor Sir Peter Radcliffe, for the discovery of the key mechanisms that cells use to detect and respond to low oxygen levels, known as 'hypoxia'.

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6. **Financial update****

Council **noted** the report and item 19 below, and **approved the recommendations** at item 20 below.

7. **The Duties and Liabilities of Council members as the charity trustees of the University (C(19)95)**

This item was taken together with item 8.

The Registrar drew attention to the papers, and highlighted a number of key points.

Council **noted** the information.

8. **The Charity Commission Guidance on Public Benefit – a Summary (C(19)96)**

This item was taken together with item 7.

Council **noted** the information.

9. **The University Sustainability Strategy (C(19)97)**

The Pro-Vice-Chancellor (Planning and Resources) explained that the item was intended to increase awareness of the Vice-Chancellor's announcement in her Oration of raising the University's ambitions with regard to environmental sustainability. The aim was to develop a Sustainability Strategy, to demonstrate the University's leadership in this area, in academic and practical terms, to set targets and to take actions to achieve them. The Vice-Chancellor would launch the initiative with a round table conference. The existing Sustainability Steering Group would be re-constituted to form a Sustainability Strategy Working Group, to develop a Sustainability Strategy 2020-2030. The Strategy would be discussed by Council in draft at its Away Day in September 2020, and would then return to Council for approval. The Strategy was likely to impact on a range of areas including: trading off building size against higher environmental standards; the possible re-wilding of parts of the estate; and changes to the curriculum. These issues would be the subject of discussion across the University prior to further consideration of the Strategy by Council.

In discussion, Council welcomed the initiative. The following were among the points raised.

- The current investment in carbon management of about £1m p.a. enabled the easier aspects to be tackled. In a scientific environment, the University had to look to environmental controls in its buildings and plant as it could not reduce its infrastructure.
- The University would set new ambitious carbon reduction targets when it knew what was realistically achievable, and could identify what actions would be necessary to achieve them.
- The University's current building programme will result in significant growth in its footprint. That will need to be reconciled with the Sustainability Strategy. L&G, the University's partner, is aligned with the University in this, having made a prominent commitment on climate change. In the course of their construction the planned new buildings would comply with the University's requirements for sustainability and meet strengthened environmental building regulations.

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- The Sustainability Strategy should consider transactional impacts, such as flying for academic collaborations or recruitment. Means to reduce the need for flights should be explored; the Personnel Committee might helpfully consider means of recruitment that reduced the need for flying for interviews. The data on flights taken by members of the University in connection with their work were not complete, as only the flights booked centrally would be recorded.
- The current Sustainability Unit was small, but was thought to be sufficient for the current phase of strategy development. Additional resource could be deployed to support the development of the Strategy if needed.
- The student representatives drew attention to the work of the Oxford SU Vice-President Charities and Communities in developing a climate change action plan for the University, including ethical investment, and Oxford SU would wish to see student representation on the Investment Committee. Oxford SU would also welcome a role in helping to monitor the carbon reduction targets.
- Student representatives and representatives of the early career research staff should be added to the Sustainability Strategy Group. Nominations were sought.
- The Conference of Colleges had a separate working group on climate change. A representative of that group was on the University's Sustainability Strategy Group. The Chair of the Conference of Colleges confirmed that the colleges saw taking measures to address climate change as a very high priority, and welcomed the addition of a member of the University's Group to join the college's group, to support joined-up thinking in this area.

Council **endorsed** the revamping of the existing Sustainability Steering Group to become a Sustainability Strategy working group to deliver a Sustainability Strategy 2020-2030 to be approved by Council in autumn 2020.

10. Report of the meeting of the Finance Committee held on 16 October 2019

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(a) *Tinbergen Building* (C(19)98)^{1**}

On the recommendation of Finance Committee, Council:

- (i) **approved** the Full Business Case for the Tinbergen Project, and progression through Gateway 2 at a set total budget; and
- (ii) **approved** the release of funding to enable the project to progress to Gateway 3.

(b) *Strategic Research Fund* (C(19)99)

The Pro-Vice-Chancellor (Planning and Resources) reminded Council of its decision at its July meeting to invite Strategic Capital Steering Group to bring forward a recommendation through Finance Committee that the sum of £15m from the Bond previously earmarked by the Strategic Capital Steering Group for strategic research purposes should be dedicated to the Strategic Research Fund, and a recommendation on whether the capital financing charge associated with the £15m from the Bond should be waived. Finance Committee now made the recommendation set out in the paper, which would contribute to the support of the Strategic Research Fund from a number of different sources. The intention was to enable investments of between £5m and £10m in strategic research, on the basis of the criteria set out in the report.

In discussion, the Junior Proctor reminded Council of its decision at its July meeting that the use of the John Fell Fund for the Strategic Research Fund was to be a last resort, and also that it had not been PRAC's intention that a proposal had to meet *all* of the criteria set out in the paper to be eligible for funding from the Strategic Research Fund.

On the recommendation of Finance Committee, Council:

- (i) **approved** the allocation of £15m from the Bond, previously earmarked by the Strategic Capital Steering Group for strategic research purposes, to the Strategic Research Fund; and

¹ Professor Coulson and Professor Nobre declared an interest in this item.

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- (ii) **approved** the capital financing charge of 1.25%, to be applied to the £15m from the Bond only when funds are drawn down from the SRF.
11. **Report of the meeting of the Personnel Committee held on 13 June 2019 and of the meeting of the Education Committee held on 25 October 2019** (C(19)100)

(a) *Revised University Equality Policy**

The Pro-Vice-Chancellor (Personnel and GLAM) referred Council to the tabled version of the paper, which included amendments in relation to the list of protected characteristics and in relation to the University's Statement on Freedom of Speech.

The Advocate for Equality and Diversity explained that an Equality Policy was required by the Public Sector Equality Duty. The policy was created in 2013 and had now been reviewed. The changes had been made following extensive consultation across the University; the extent of the changes looked greater than they were in reality. The four principal changes were as follows.

1. To make the tone less legalistic and less compliance-focused.
2. 'Inclusion' had been added to Equality and Diversity.
3. The statements about protected characteristics and freedom of speech were more explicit.
4. The policy had been extended to cover not just University members but also those coming onto University premises.

The paper also set out proposals for further work identified in the consultation.

In discussion, the following points were among those raised.

- The introduction of the term 'inclusion', although generally welcomed, required the term to be defined in the policy. Thought was also needed as to what the University needed to do to support 'inclusion'.
- Where relevant, the policy should be checked for alignment with Statute XI.
- Lawful positive discrimination, referred to in the policy, still required a carefully constructed legal justification.
- The University did not have the data on the total number of complaints about recruitment that might be covered by the policy, as undergraduate recruitment was a matter for the colleges, which received and dealt with such complaints.
- The student representatives welcomed the forthcoming work of the Personnel Committee on developing guidelines on social media.
- The application of the policy needed to be considered in relation to events not held on University premises or under direct University control, but nonetheless broadly under its auspices.

In summarising the discussion, the Vice-Chancellor concluded that Council broadly welcomed the revised policy, but required the term 'inclusion' to be defined in the policy before Council could approve the policy.

Council:

- (i) broadly welcomed the revisions to the University's Equality Policy, as presented in Annex A of the report, but **asked** for the term 'inclusion' to be defined and for the policy then to come back to Council for approval; and
- (ii) subject to its future approval of the policy as set out under (i) above, **endorsed** the recommendations for further work to support the implementation of the Equality Policy.

CONFIDENTIAL 12. **OSPS 2019 valuation initial actuarial valuation** (C(19)101)**

Council **noted** the report.

CONFIDENTIAL 13. **USS progress report** (C(19)102)**

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Council **noted** the report.

14. **Council self-review of effectiveness: implementation of recommendations** (C(19)103)

The Registrar drew attention to the progress made in implementing the recommendations of the review as outlined in the paper. She highlighted the three recommendations for Council to focus on:

- Recommendation 12, the increase by one in the number of external members on Council;
- Recommendation 13, the attendance at Council of a representative of the early career research staff on the same basis as the student representatives. On that, the Registrar advised that further work was needed on the details, for inclusion in regulations in due course, and drew attention to the proposal that, if the proposed changes to Statute VI were approved by Congregation, ahead of the legislation's approval by the Queen in Council, Council might invite such a representative to attend its meetings on the same basis as the student representatives; and
- Recommendation 8, a review of business in Congregation, on which informal views expressed since Council's discussion in June were that such a proposal would better come from Congregation.

In discussion, the following were among the points made.

- It was important for the meaning of 'early career research staff' to be appropriately defined in the regulations. It needed to align with the Concordat on Research Staff.
- In terms of the management of Council's business, where there was a recommendation from a committee of Council, such as, in this agenda, that of the Audit and Scrutiny Committee, the Chair of that Committee could submit a paper to Council 'above the line'. The chair of the Audit and Scrutiny Committee confirmed that the main points from that paper would be included in the committee's annual report which would be above the line at Council's next meeting.

Council

- (i) **noted** the progress made in implementing the recommendations arising from the Council effectiveness review 2019 as set out in section (d)(1) of the paper;
- (ii) **agreed** the proposals with regard to recommendations 8, 12 and 13 set out at section (d)(2) of the paper;
- (iii) **agreed** to submit to Congregation and then to Her Majesty in Council the draft legislative proposal annexed at A in the paper and **noted** that associated changes in regulations will need to come back to Council to provide the details of the representation of early career research staff at Council following further discussions involving those staff and Research and Innovation Committee, to take effect if the legislative proposal is approved;
- (iv) **noted** that the draft legislative proposal incorporates Council's earlier decision to increase the age limit for external members of Council to 75; and
- (v) **agreed** that the draft legislative proposal be put on the agenda of Congregation for 3 December 2019 (week 8 of Michaelmas term).

15. **Council's Standing Orders, 2019/20** (C(19)104)

The Registrar drew attention to this item and asked if it might be taken as read. One amendment was identified at the meeting.²

Council **approved** its Standing Orders for 2019/20.

CONFIDENTIAL 16. **Draft schedule for Council meetings during 2019/20** (C(19)105)**

Council **noted** the report.

² *Officer's note.* Following the circulation of the Council papers, a number of minor corrections were brought to the attention of the Senior Assistant Registrar (Governance) and are included in the final version published on the Council website.

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17. **Annual report of the Registrar***

The Registrar reported on the University's administrative services. She set out the central services that reported directly to her, including the FTE number of staff, the percentage that represented of the staff across the University as a whole carrying out that function, and the percentage of the funding for the central staff that came from the 123 charge; the totality of what the administrative staff in the University do and how the demands on them are growing. The case for change, being addressed in certain areas through the Focus programme and in others through her plans for developing the central administration; and her reflections on her first year in post. The Registrar highlighted the following key issues:

- the importance of a One Oxford approach to tackle the challenges the University faced;
- the need to increase the focus on compliance; and
- the importance of developing the staff in the professional services to deliver more effectively the services that the University needs, centrally, in the divisions and in the departments.

In discussion, the following were among the points raised.

- It was also important to work more effectively across the University and college administrations to implement a One Oxford approach and to make the administrative support of the collegiate University more efficient.
- There was a need to establish where the provision of more centralised services was more efficient, and where it was not, given the diversity of the University. Where changes were being proposed, that was being explored through discussions with departments.
- It was important to improve career paths within departmental administration.

Council **noted** the report.

Items for approval or report without discussion ('below the line').

18. **The Vice-Chancellor's unreserved business (below the line) (C(19)106)**

Without discussion, Council **noted**:

- (i) the OfS publications; and
- (ii) the UUK press statements.

CONFIDENTIAL 19. **Financial Statements 2018/19: progress update and material items (C(19)107)**

Council **noted** the update and the material items.

CONFIDENTIAL 20. **Letter of Management Representations to KPMG(C(19)108)**

Council **took the actions** set out in the report.

21. **Revisions to the Policy to Safeguard the Independence of the External and the Internal Auditors (C(19)109)**

Without discussion, Council **approved** the revised Policy to Safeguard the Independence of the External and the Internal Auditors.

CONFIDENTIAL 22. **Report of the Audit and Scrutiny Committee held on 17 October 2019 (C(19)110)**

Council **noted** the unreserved report on the meeting of the Audit and Scrutiny Committee in October 2019.

RESTRICTED 23. **Report of the meeting of the Planning and Resource Allocation Committee held on 15 October 2019 (C(19)111)**

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(a) *Space Policy*

Without discussion, Council **approved** the draft Space Policy.

24. **Report of the General Purposes Committee held by correspondence on 21 October 2019** (C(19)112)

(a) *Proposed amendments to legislation*

Without discussion, Council **approved** the following proposals:

- (i) *Proposed changes to Regulations for the Administration of the University's Intellectual Property Policy* (GPC(19)78)
- (ii) *Proposed changes to the regulations for the Committee for Development and Alumni Relations and to the Financial Regulations* (GPC(19)85)
- (iii) *Proposed minor changes to the regulations for the Pitt Rivers Museum, the History of Science Museum and the Oxford Botanic Garden and Arboretum* (GPC(19)86)

25. **Annual reports of the five main committees of Council** (C(19)113)

Without discussion, Council **noted** the annual reports of its main committees for 2018/19, which will be published on the oxonly pages of Council's website.

26. **Dates for Council meetings in 2020/21, and confirmation of the date of the Away Day in September 2020** (C(19)114)

Without discussion, Council

- (i) **agreed** that the Away Day in the present academic year, 2019/20, should take place on Friday 25 September 2020, with a dinner held the night before, as set out in section (c) of the paper; and
- (ii) **agreed** to adopt the same schedule of meetings in 2020/21 as in the present academic year, as set out in section (d) of the paper.

27. **Conflicts of interest** (C(19)115)

Without discussion, in accordance with the University's Conflict of Interest Policy, Council **noted** the information provided on the management of conflicts of interest in relation to its business.

28. **Public Sector Equality Duty** (C(19)116)

Without discussion, Council **noted** the information in this paper and **agreed** to take the steps set out in the paper in exercising its remit.

CONFIDENTIAL 29. **Performance of the Oxford Endowment Fund** (C(19)117)

Without discussion, Council **noted** the information in this paper and **agreed** to take the steps set out in the paper in exercising its remit.

30. **Any other unreserved business**

There was none.

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