

Council

7 December 2021

Present: Joe Docherty (Chair), Joanna Barker, Jonathan Bewes, Kay Boycott, Camila Caiado, Leslie Ferrar, Denise Lievesley, Antony Long (Acting Vice Chancellor), Colin Macpherson, Amir Michael, Cheryl Millington, Rebecca Morris, Liadi Mudashiru, Nigel Perry, Kate Pretty, Ari Sadanandom, Corinne Saunders, Terry Toney, Andrew Tremlett and Seun Twins.

In Attendance: Alison Blackburn (Interim University Secretary), Simon Hackett (Acting Provost), Declan Merrington (PG Academic Officer), Jennifer Sewel (University Secretary), Stephen Willis (Chief Financial Officer), and Kelly Knapp (Minutes).

Apologies: James Grierson and Alison Hastings.

Minutes of a meeting held on 7 December 2021 in the Ustinov Room, Van Mildert College

(All documents listed are filed with the official copy of the Minutes)

Action

27. Welcome

The meeting was opened by the Vice Chair who welcomed Alison Blackburn, Interim University Secretary, to her first meeting of Council.

28. Declarations of Interest

Andrew Tremlett in respect of Item 10, as Rector of St Chad's College.

29. Reappointment of Chair of Council

Noted:

- a) The annual Chair of Council Feedback process had been facilitated by two Lay Council Members on the Governance and Nominations Committee and had helped inform the Chair reappointment recommendation;
- b) There had been a high level of engagement of Council members in the feedback process and the key points recorded had been provided to the Chair. In particular, members welcomed the Chair's style of leadership of Council and commitment to its upholding of the University's values. Suggestions for enhancing Council's operation and members' interface with each other and with the Chair would be taken forward in the forthcoming year and as meetings returned to normal post-Covid;
- c) The strongly supported recommendation from members that the Chair be reappointed for a further period of two years from 1 August 2022, his overall tenure as Chair thereby aligning with CUC and best practice guidance. The reappointment would also provide a period of continuity of Chair to the incoming Vice-Chancellor and during the "storm of challenges" facing the higher education sector;
- d) The role description for the Chair would be reviewed as part of the process of appointment of the next Chair to ensure its alignment with the prevailing regulatory and wider environment. The process should commence in Autumn 2023;
- e) Council members thanked the two GNC members for the thoroughness and inclusiveness of the review and reappointment process.

Agreed:

- a) The reappointment of the Chair of Council for a further period of two years from 1 August 2022 to 31 July 2024.

The Chair of Council joined the meeting and the Vice-Chair passed to him responsibility for Chairing of the meeting.

30. Minutes of Meeting 26 October 2021 (C/21/23 Confidential Restricted)

Approved: The minutes of the meeting held on 26 October 2021.

31. Matters Arising

Noted: There were no matters raised.

32. Action Log and Schedule of Business (C/21/24 and C/21/25)

Noted: The status of the Action Log and Schedule of Business.

33. Chair's Business

Noted:

- a) **Update on Appointment of University Secretary:** Executive recruitment firm Odgers Berndtson were progressing the search for the new University Secretary. Council members would be invited to participate in the recruitment process;
- b) **Update on Senate Effectiveness Review:** The Steering Group was to be established with Kate Pretty as Chair and Denise Lievesley as a Vice-Chair, and three Senate members, including a Vice-Chair. Council members interested in being part of the Steering Group to indicate this to the University Secretary. **All**

34. Vice-Chancellor's Report (C/21/26 Confidential Restricted)

Received: A report updating Council on key matters addressed by the Acting Vice-Chancellor and the University Executive Committee (UEC) since the Vice-Chancellor's Report on 26 October 2021.

Noted:

- a) Over the past few months, the University had worked through what had been a difficult period involving record number undergraduate admissions, the ongoing impact of the pandemic on operations, and industrial action;
- b) The Acting Vice-Chancellor had attended a UUK meeting with the new Secretary of State for Education that provided insight into the anticipated direction of travel and areas of attention;
 - i. The Office for Students (OfS) new Director for Fair Access and Participation was driving a new approach which moved the emphasis to universities to help raise standards in schools; the source of funding that might support this was unclear;
 - ii. The final outcomes of the Augar Review were expected in January and were anticipated to focus on changes to loan repayments and to continue the freeze on undergraduate home tuition fees for the next three years; universities would be expected to generate income from other sources /or improve efficiencies;
 - iii. Changes to the admissions cycle and a move to post qualifications applications (PQA) and post qualification offers (PQO) were not anticipated at present;
 - iv. The Secretary had a keen interest in the Sciences and this was anticipated to be an area that will be promoted and receive attention.
- c) The Executive continued to focus on repositioning the University's civic relationship with the City and wider region;
- d) The University was a principal partner in the region's City of Culture bid with the Pro Vice-Chancellor (Global) spearheading efforts. Council members were invited to provide their support via ideas, suggestions and/or contacts. **All**

35. Media Coverage (C/21/27 Open Internal)

Received: A report updating Council on a recent incident that had received considerable press coverage.

Noted:

- a) The University and Durham Students' Union (DSU) had recently run two training sessions, delivered by external partners from the University of Leicester, on the topic of students involved in the adult sex industry. The training was part of the University's overall offering of training for staff and students. This issue and training were not unique to Durham as over 1,000 higher education people had participated in such training across 60 universities. The University did not judge students when they disclosed their involvement in what could be perceived as controversial activities, such as drug and alcohol use, especially when doing so as a request for help;
- b) The paper provided a factual summary of the events, of which there had been misrepresentations in the media and other online forums. On being alerted to media interest, the University had been in communication with the Department for Education to correct misinformation prior to the story going public. When escalated to the Secretary of State for Education, the Acting Vice-Chancellor had presented the University's position and alignment with its Values;
- c) The DSU had received considerable social media backlash. The University and DSU had collaborated well throughout and had presented a "united front". The DSU President had been commended for her actions;
- d) The incident had been reputationally damaging and it was unfortunate that Durham continued to be the subject of negative media attention. A "deep dive" on reputational risk was on the Audit & Risk Committee schedule for later in the year and would be brought forward and the output from the discussion reported to Council;
- e) A formal investigation of the recent incident at South College had been initiated and an initial report was anticipated to be presented to the Vice Chancellor early in the New Year;
- f) Both incidents present an opportunity to leverage lessons learned as well as a review of policies, procedures and training;
- g) The Communications Team led by the Director of Advancement, Marketing and Communications had responded well in both incidents. Council members with relevant subject matter expertise regularly provided guidance and advice to the Team, however further consideration would be given to retaining an external Public Relations firm. **AL**

Agreed:

- a) Lessons learned from the recent incidents to be leveraged to help mitigate risks and enhance policies, procedures and associated training.
- b) A paper outlining how communications are managed, especially during a crisis, to be presented to Council at its next meeting. **AL / LH**
- c) Council to be reminded as to the University's position on drug use on campus to be circulated prior to the next meeting. **JS**

Andrew Tremlett and Declan Merrington joined the meeting.

36. Senate Report (C/21/28)

Received: A report summarising the matters discussed by Senate at its November 2021 meeting.

Noted:

- a) The use of online examinations that had been implemented in response to the pandemic appeared to be moving towards "business as usual". Senate had constructively debated the use of online examinations in the short-term versus long-term and had agreed to (i) maintain the option for online examinations for one-year, (ii) undertake consultation with staff and students during the next two terms, and (iii) devise a long-term strategy;
- b) There had been active discussion on how best to embrace new technologies. Where in the past there had been a resistance to change pedagogy delivery the pandemic had forced many to leverage technology "outside their comfort zone" Technology and its use in a careful and considerate manner was now perceived to be an opportunity versus a threat;

- c) There had been positive feedback on how the Executive had responded to the pandemic over the past 18-months. There was general consensus that the University had reacted and operated well. This had been echoed in a recent external examination where the Department under review and the wider University had been commended for its adaption of examinations and assessments in response to the pandemic and the student support provided.

Agreed:

- a) The Chair to send a communication to all University staff acknowledging the University's accomplishments over the past months in responding to the pandemic and that the success had been a result of a collaboration between staff and students. JS/JD

37. Students' Union Report (C/21/29 Confidential Restricted)

Received: A report providing insight on national matters of student interest, significant local matters of student interest, and successes and matters of note for Durham Students' Union.

Noted:

- a) The DSU did not consider the incident at South College to be a debate about Freedom of Speech. Many of the comments made during the speech had been perceived to be at odds with the University's Strategy and Values;
- b) Students believed their personal space had been violated and were concerned that an individual with such a reputation had been invited to the College, especially considering the recently established College's members, are first or second year students and who viewed the College as their home;
- c) Students were focused on the University's plans – and their transparency – for responding to the incident and the individuals involved. The University had been requested to act swiftly so the matter did not “fester” long into the new term;
- d) The Acting Vice-Chancellor confirmed that an investigation had been initiated, to be undertaken by a senior academic who had been selected based on their relevant expertise. The investigation will be undertaken in alignment with University's policies and procedures and as a thorough investigation it will take time to complete. The University would be as transparent in reporting on this process as possible;
- e) The role and responsibilities of Colleges and their Principals were perceived by the Students' Union as something requiring more clarity and attention by Council;
- i. A College Handbook had been created in the past year and its effectiveness would be monitored;
 - ii. There is a formal job description for College Principals and an associated process for their appointment that includes input from both staff and students. This would be reviewed;
 - iii. Equality, diversity and inclusion (EDI) training had been more widely rolled out following the appointment of two specialist trainers over the summer. Consideration would be given as to whether the training should be mandatory for all staff and students.
- f) Reports following recent strike actions indicated that there had been minimal disruption to student learning. The impact had not been uniform across campus as UCU membership varied across departments. Action was expected to increase in the next term especially after 17 January 2022 when the consultation on USS pension changes closed. An emergency DSU Assembly meeting had resulted in students voting to support staff.

38. OfS Annual Report and Financial Statements

Noted: There was a delay in the completion of the External Audit of the University's Financial Statements and the approval of the OfS Annual Report and Financial Statements had been deferred to the Council meeting on 1 February 2022. The delay did not result from any concerns, but rather the Auditors were in their first year of working for the University and furthermore, additional work was required due to the asset value of the University progressing to £1bn, which triggered additional audit work.

39. Annual Assurance Reports (C/21/30 Confidential Restricted)

Received and Noted: The annual assurance reports for (i) Research Integrity, (ii) Quality and (iii) Audit and Risk Committee. The reports provide assurance of University activities supporting the ongoing Conditions of Registration with the OfS and research funding body requirements and had been reviewed by various governance forums prior to submission to Council.

40. OfS Prevent Annual Monitoring Return (C/21/31 Confidential Restricted)

Received: The University's annual submission to the OfS of accountability and data returns that provided assurance of the University's compliance with the Prevent duty under the Counter-Terrorism and Security Act (2015) and related elements of the OfS ongoing Conditions of Registration.

Noted:

- a) The maintained Colleges were within the scope of the submission; the Recognised Colleges as independent bodies had to submit their own Prevent Returns;
- b) Concern around anti-abortion demonstrations that had recently taken place on campus. It was unclear if there had been a connection between pro-life supporters and religious radicalisation. The subject posed potential reputational risk to the University and could place undue pressure on some students.

Agreed:

- a) The OfS Prevent Monitoring Return for signature by the Chair and submission to the OfS prior to the 8 December 2021 deadline.

David Allen and Shaun Horan (Halpin) joined the meeting for the following item.

41. Council Effectiveness Review Draft Report (C/21/32 Confidential Restricted)

Received: The report from Halpin following completion of their Council Effectiveness Review.

Noted: Thanks were extended to the Steering Group and Halpin Team for the work undertaken.

- a) The University's governance was comprised of the three "legs" of Council, Senate, and the Vice Chancellor / Executive. Based on the work undertaken, Council was deemed to be effective and good with some leading-edge features;
- b) Attention was drawn to a small number of specific recommendations as noted in the report:
 - i. Size of Council (R2): Council was deemed to be slightly large, but not out of line with its peers;
 - ii. Council Committees (R7): As there was no dedicated committee for people matters, Halpin had recommended that a Strategy, Performance and Resources Committee (SPaRC) be created to replace Finance Committee and the University Strategic Implementation Committee (USIC);
 - iii. Delegation of Authority (R13 & R14): The current scheme of delegation needed modernising. Halpin had also recommended this provided an opportunity to increase the delegation thresholds, which could help reduce the number of items that currently required review and approval by several governance forums, and would better align with thresholds of peers;
 - iv. Equality, Diversity & Inclusion (R6): Halpin had recommended that Council appoint an EDI Champion from its membership;
 - v. Mentoring (R9): Council had an informal mentoring scheme; Halpin recommended the mentoring scheme be formalised and include proactive, bespoke arrangements for new members.
- c) The Recommendations and Suggestions would be assessed, action plan(s) devised, and timeframes set through the Governance & Nominations Committee (GNC);

- d) Approval authority for donations was noted as an area that GNC should address as a matter of urgency. The incoming Vice-Chancellor had highlighted this as an area for attention and where controls needed to be enhanced;
- e) A Governance Risk had been identified by the Executive as part of this year's reset of the Strategic Risk Register, however, the results of the Halpin CER and report indicated that the University's governance framework was in good order and that there was an openness for improvement in the few areas noted. As a result, the Executive should revisit the Strategic Risk Register related to this risk;
- f) A lack of support for the proposed SPaRC as it was felt that strategy and performance were responsibilities for Council that should not be delegated. The view was expressed that Finance Committee was functioning very well in fulfilling its current scope of responsibility via its membership which included subject matter experts. A separate people committee could be useful, however, and something to be considered initially on a trial basis.

David Allen and Shaun Horan left the meeting.

Nic Johnston and Joanne Race joined the meeting for the following item.

42. **Staff Concerns Policies** (C/21/33 Confidential Restricted)

Received: The new Staff Concerns Policy Statements and Process; the new Staff Code of Conduct; and the refresh and extension of the staff network (currently called the Bullying and Harassment Advisor Network).

Noted:

- a) The work represented a fundamental overhaul of policies and documentation. The comprehensive work had been undertaken over an extended period of time, which had been slightly delayed because of the pandemic, in collaboration with colleagues and trade unions, who had been consulted extensively throughout the process;
- b) Documentation had been prepared to help address staff concerns, highlight the different roles within the process, and provide support. The documentation had been well received by staff networks, Senate and Unions;
- c) The rollout would be supported via training and knowledge hubs that would house a variety of short and engaging resources (e.g., toolkits, checklists, podcasts, videos, advice, etc.) which should enable concerns to be addressed locally. During the initial rollout, managers would work closely with their HR Business Partners to help embed the new protocols and ensure consistency;
- d) Commendation of the work and acknowledgement of its usefulness. Council members expressed their support and looked forward to its implementation.

Nic Johnston left the meeting.

Trudy Coe (Advance HE) joined the meeting for the following item.

43. **Update on Inclusive Culture Programme** (C/21/34)

Received: A summary from the Discovery phase of the *Inclusive Culture and Leadership Behaviours Development Programme* provided by Advance HE.

Noted:

- a) There had been widespread recognition of the extensive work undertaken by the Human Resources & Organisational Development Team and that progress had been underpinned by commitment from the Executive and Council. The progress around EDI work had been rapid over the past few years, especially around gender equality. Participants in the discovery phase of work had expressed concern around the number and pace of initiatives that had resulted in some overload and lack of prioritisation;
- b) Some frustration had been expressed by staff in departments that not much was changing "on the ground", resulting in a disconnect between the good work undertaken at the centre

that had been thwarted by some areas locally. Some participants believed changes had not been ambitious enough. Specific concerns included:

- i. The behaviour of some students and/or staff which resulted in incidents that had been amplified in the press, with concern that these might be indicative of exclusionary / counter cultures. As Colleges were at the heart of what makes the University unique, they should be fully inclusive;
 - ii. Representatives of underrepresented groups felt there were limits as to what the University could do to make improvements without working more closely with the City and wider community. A number of distressing incidents against students and staff were reported as taking place within the City resulting in some students and staff not feeling comfortable in recommending Durham.
- c) Participants had tended to focus on one characteristic, and on participation rather than experience, and there had been a lack of clarity between issues relating to inclusion versus respect, which was consistent with findings at other universities;
 - d) The student perception was in alignment with what had been identified by staff during the Discovery phase, if not further exacerbated, and had highlighted the mismatch between the University's historical traditions and efforts to move forward;
 - e) A suite of interventions, focused on values and behaviours, would be implemented to heighten the importance of an inclusive culture and provide leaders with relevant skills. The work would be coordinated with other University initiatives. Efforts were underway to develop metrics to assess the effectiveness of the programme and to assess whether behaviours changed.

Agreed:

- a) Council to dedicate time at its next meeting to engage with Advance HE in defining next steps for the Roll Out phase.

Trudy Coe left the meeting.

44. Human Resources and Organisation Development Annual Report (C/21/35 Confidential Restricted)

Received and Noted:

- a) The Human Resources and Organisation Development annual report that provided an overview of key activity undertaken by the Team against its five strategic aims and outlined activity for the upcoming year. The report included sections related to the pandemic and the Respect Project;
- b) There is an assumption that the People Strategy would be refreshed once the new Vice-Chancellor is in post;
- c) The pandemic had changed the working world resulting in different expectations from potential and current staff that need to be embraced, including new skillsets linked to the digital strategy;
- d) Reflecting on the outcomes from the staff survey will be a high priority for the Team in the upcoming year and align with attracting and retaining staff.

Joanne Race left the meeting.

Joe Docherty left the meeting to attend an appointment. Prior to leaving, the Chair thanked Council for his reappointment acknowledging that the role had been and will continue to be a privilege and an honour. On behalf of Council, he thanked Jennifer Sewel for her contributions and stressed Council's appreciation of her work.

The Vice-Chair continued the meeting.

45. Financial Agreement and Memorandum of Understanding with the Recognised Colleges 2021/22 - 2025/26 (C/21/36 Confidential Restricted)

Received: The revised Memorandum of Understanding (MoU) and associated appendices with the Recognised Colleges, St Chad's and St John's.

Noted:

- a) The two Recognised Colleges are separate legal entities and every five years the MoU between the University and each College is reviewed. The previous review had resulted in a significant update to the MoU resulting in a more comprehensive and robust document. Council had recently approved a fundamental review of the financial agreement which was now presented as an Appendix;
- b) Amendment to the covering paper clarifying that the Governing Bodies of the Recognised Colleges had not yet approved the MoUs (ref. 6.3);
- c) While the Colleges were separate legal entities, their relationship with the University, especially in providing student accommodation and wider student experience, create potential risk to the University;
 - iii. Provisions are included within the MoU to ensure the University is involved in certain decision-making processes; however, following recent events, the MoUs would be reviewed to ensure mitigants are in place to help minimise the University's risk exposure, especially reputational risk;
 - iv. The MoUs reflected the historical relationship between each College and the University, which should be summarised in a preamble to the document. The MoUs to be revisited and updated to better reflect the context and shared purpose.

Agreed:

- a) The University Secretary to liaise with relevant University and Recognised College personnel to ensure the above points were reflected in updated MOUs to be represented to Council at its next regular meeting in February 2022. **JS**

46. Health and Safety Policies (C/21/37)

Received and Noted: The Occupational Health and Safety Policy Statement and Arrangements as well as the Fire Risk Management Policy that were reviewed annually and had been updated to align with new legislation. The documentation had been reviewed by various governance forums prior to submission to Council.

Approved:

- a) The Occupational Health and Safety Policy Statement and Arrangements for signature by the Acting Vice-Chancellor and Chair of Council.
- b) The revised Fire Risk Management Policy for signature by the Acting Vice-Chancellor and Chair of Council.

47. Audit and Risk Committee Report (C/21/38 Confidential Restricted)

Received: The report of the matters considered by Audit and Risk Committee at its meeting on 16 November 2021.

Noted:

- a) Delays to internal and external audit activities had been and continue to be monitored by the Audit and Risk Committee and actively involved the Executive. Regulatory reporting deadlines were anticipated to be met;
- b) Presentations made on information governance and cyber security highlighted strategic decisions required to help mitigate risks and were matters for Council's attention.

48. Finance Committee Report and Financial Items (C/21/39 Confidential Restricted)

Received: The report of the matters considered by Finance Committee at its meeting on 17 November 2021.

Noted:

- a) Concern over the quantity and quality of materials presented to committees and a desire by committee chairs to liaise with those preparing reports to make improvements. The Acting Vice-Chancellor had discussed with the Executive the need for papers to be written for the intended audience and to help facilitate the decision-making process;

- b) The Space Management Policy did not require Council approval, but its endorsement would help support its rollout. The Policy reflected considerable work that had been undertaken to prepare and incorporate modern ways of working. The Estates and Infrastructure Sub-Committee had been actively involved in the process and had scrutinised the Policy in detail and had commended it. Resistance to operationalisation of the Policy in particular around office space reductions was anticipated but the Policy set out a good “direction of travel” and provided a foundation for ongoing work and dialogue.

Agreed:

- a) The Creating an Integrated and Next Generation Finance Outline Business Case with an overall capital expenditure of £5.288,000.

Kate Pretty and Leslie Ferrar left meeting.

49. Remuneration Committee Report (C/21/40 Confidential Restricted)

Noted: The report of the matters considered by Remuneration Committee at its meeting on 17 November 2021.

50. Ethics Committee Report (C/21/41)

Noted: The report of the matters considered by Ethics Committee at its meeting on 22 October 2022.

51. Governance and Nominations Committee Report (C/21/42 Confidential Restricted)

Received: The report of the matters considered by Governance and Nominations Committee at its meeting on 9 November 2022.

Noted:

- a) Convocation approves the appointment of the Chancellor on the recommendation of Council and Senate. The process needed to be closely managed and it was proposed that a Joint Council and Senate group be established to coordinate and oversee this. A first task of the group would be to review the role description to determine if updates were required to reflect today’s environment and anticipate what would be required in the next five to ten years. The current Chancellor would end his term of office in July 2022 and should the appointment process not be completed, in alignment with the Statutes, the Vice-Chancellor would cover the Chancellor duties in the interim. Council members interested in being part of the joint group should indicate this to the University Secretary; **All**
- b) Oversight of the DSU meeting of the requirements of the Education Act is a responsibility of Council and the annual report provided assurance that the obligations had been fulfilled. The University Secretary had reviewed the supporting evidence provided by the DSU and was satisfied with the assurances provided.

Agreed:

- a) The proposed appointment process to identify a new Chancellor.
- b) The Annual Report, as part of the Assurance Pack to the OfS providing assurance on the discharge of Council’s obligations under the Education act 1994 in respect of the Durham Students’ Union

52. UAS Annual Report (C/21/43 Confidential Restricted)

Received and Noted: The University Assurance Service Annual Report for 2020/21.

53. Report on the Wider Student Experience across the University (Easter Term, 2021) (C/21/44)

Received and Noted: A report providing an overview of Wider Student Experience activities across the University in Easter Term 2021.

54. Register of Sealings (C/21/45)

Received and Noted: A report indicating documents that had been sealed since the last Council meeting.

55. Thanks

The Deputy Chair reiterated Council's thanks to Jennifer Sewel for her contributions to Council and the University during her tenure as University Secretary. Simon Hackett and Antony Long were also thanked for the work they had undertaken in their interim roles over the past few months, and which would facilitate an easier transition for the new Vice Chancellor.

56. Dates of Future Meetings

Noted: The dates of future meetings: 31 January 2022 (Joint Council and Senate Meeting), 1 February 2022, 15 March 2022, 10 May 2022, 7 June 2022, and 12 July 2022.