



# Keele University

## MINUTES OF THE MEETING OF COUNCIL

Held on Thursday 2<sup>nd</sup> February 2017

**The Chair welcomed Ian Rawlinson (Solicitor – Corporate Governance and Commercial) to the meeting as an observer.**

For a record of attendance, apologies and absences, see attached list.

### 1. DECLARATIONS OF INTEREST

Mr Harris declared an interest as (i) KPMG are his personal accountants and (ii) the law firm in which he is a partner provides legal advice to the University following a successful tender process and (iii) the law firm in which he is a partner acts for USS.

### 2. MINUTES AND ACTIONS

#### (a) Minutes

The minutes of the meeting held on 10<sup>th</sup> September 2016 were approved and signed.

#### (b) Actions List

Council received and noted the actions list. It was reported that the University had agreed in principle that when both parties to a case approach the Advice & Support at Keele (ASK) service in the Students' Union for help, they can direct one party to Staffordshire University as part of a new reciprocal arrangement. The University is currently working through the protections that need to be in place for the Keele students supported by Staffordshire University. The Union Development & Democracy Officer noted that Keele's sharing of best practice with regard to sexual violence cases with Staffordshire University would be of benefit here.

## PART 1 – THEMED DISCUSSION ITEMS

### 1A. TEACHING EXCELLENCE FRAMEWORK BRIEFING

Council received a presentation from the Pro Vice-Chancellor (Education & Student Experience) and the Director of Planning & Academic Administration and Academic Registrar on the University's submission to the Teaching Excellence Framework 2 (TEF2), which was submitted to HEFCE ahead of its 26<sup>th</sup> January 2017 deadline.

The submission includes two elements: a set of data, which has been prepared by HEFCE and a written statement that allows us to comment on the narrative and highlight our strong performance against the assessment criteria. There are three possible outcomes: Gold, Silver or Bronze.

A TEF Steering Group was established to analyse the guidance and draft the submission in consultation with colleagues from across the University. The Education Officer from the Students' Union was on the group, wrote a paragraph of the submission and became renowned in the sector for his online media presence with a strapline of "Talk TEF with Jeff!"

The core metrics relate to three elements: (i) assessment and feedback; (ii) non-continuation of studies; and (iii) highly skilled employment or further study. A benchmark has been calculated by the Higher Education Statistical Agency (HESA) and institutions have been assessed against their benchmark. The core metrics suggests that an institution with three or more positive flags and no negative flags should be considered initially as Gold.

It was reported that HEFCE has stated that the narratives will have an impact on the overall outcome and could lead to an institution moving up or down a grade from that derived from their metrics. Keele's core metrics fulfil the criterion for Gold, however, we need a strong narrative in order to be considered for Gold because of the split metrics.

The key elements of the descriptor for Gold status emphasise the need for consistency in all areas across the University rather than pockets of excellence. Areas covered include outstanding outcomes from students from all backgrounds, outstanding levels of stretch, the highest levels of student engagement and that students are consistently and frequently engaged with developments from the forefront of research, scholarship or practice.

The TEF is a paper exercise with no dialogue between the institution and HEFCE and an appeals process that only permits cases on the basis of procedural irregularity. This emphasises the importance of the narrative.

It is understood that the narratives and the data will be made public and will be linked from UCAS and Unistats to inform 2018-2019 applicants. Institutions can uplift home undergraduate fees for 2018-2019 if they achieve a Bronze, Silver or Gold award in TEF2, have a valid Access Agreement for 2017-2018 (we do) and pass HEFCE's new Annual Provider Review process in April 2017.

It was reported that the assessment outcomes will be announced at the end of May 2017 and thereafter the TEF will become an annual exercise. The outcome of TEF2 will be valid for up to three years so an institution achieving a Gold in TEF2 could decide not to participate the following two years. TEF3 will introduce fee differentiation between Bronze, Silver and Gold and it is HEFCE's intention to pilot subject-level TEF in 2017-2018, but fees will not vary by subject. There is also the potential for PGT-level TEF in 2018-2019.

Council noted that, if Keele was successful in achieving a Gold, it would be imperative that the University promotes what is special about Keele and what sets us apart from others who may also have achieved Gold.

Professor Cownie and Dr Galbraith were thanked for the enormous amount of work that had gone into the submission.

## 1B. KEELE STUDENTS' UNION UPDATE

### (i) Recent Changes to and the Future Direction of the Students' Union

Council received a presentation from the Chief Executive of the Students' Union (SU), which set out the recent changes to and the future direction of the SU and a brief overview of Council's legal responsibilities in this regard.

The SU is an independent charity regulated by both the University (under the Education Act 1994) and the Charity Commission (under the Charities Act 2006) and is funded by way of a block grant from the University of c£1m and additional self-generated income. The Union's charitable purpose is the advancement of education for the benefit of the students at Keele and it undertakes a range of activities to achieve this, including student representation, societies, sports, volunteering, welfare advice and support services, catering and social and entertainment services.

Keele SU has received impressively high ratings of student satisfaction in recent National Student Survey (NSS) results (84% in 2016), ranking consistently in the top 10 of students' unions nationally.

The Chief Executive reported that, since his appointment in April 2016, he has reflected on the strengths and weaknesses of the SU and developed an action plan. One major strand is the incorporation of the SU.

The incorporation project requires the Students' Union to adopt a new constitution, which will be subject to approval by Council. Andrew Harris had already agreed to join the project group and volunteers were sought at the meeting for an additional one or two members of Council (Mrs Schaefer and Mr Clark volunteered). The legal advice taken by the SU is that in order for the new legal entity to be in place by year-end (July 2017), the new constitution needs to have been approved by Council prior to the next meeting on 4<sup>th</sup> May 2017. It was agreed, therefore, that authority would be delegated to the project group to review the revised constitution and recommend its approval to the Chair.

The Secretary to Council noted that the University needs to ensure more robust governance arrangements around Council's responsibility for the Students' Union and that the 2011 Committee of University Chairs (CUC)/NUS guidance provides a useful benchmark. The project group established to review the constitution would also be asked to review the CUC/NUS guidance and recommend a course of action. Going forward, regular reports will be made to the Audit Committee to provide assurance in this area.

**Council resolved:**

**That** authority be delegated to the incorporation project group to review the SU Constitution and recommend approval to the Chair to approve on behalf of Council.

(ii) Students' Union Accounts

Council received the accounts of the Students' Union for the year ended 31<sup>st</sup> July 2016, which showed a surplus of £104,982.

**Council resolved:**

**That** the accounts of the Students' Union be approved in line with its obligations under the Education Act 1994.

## **PART 2 – REPORTS**

2A. COMMERCIAL IN CONFIDENCE

2B. COMMERCIAL IN CONFIDENCE

## 2C. SECRETARY'S REPORT

Council received a report from the Secretary to Council, which included the following:

- Under the University's constitution, the Council is responsible for the appointment of the external auditors and is required by HEFCE to complete a tendering process for the appointment at least every seven years. Keele has a longstanding relationship with KPMG but, in accordance with guidance from the CUC, the engagement partner changes regularly. Following a full tender renewal and evaluation process in 2014, KPMG were re-appointed for a minimum period of three years and up to a maximum period of seven years starting from year end 31<sup>st</sup> July 2014.

The minimum term of the contract finished once the 2015-2016 audit was completed and signed off. At its meeting on 19<sup>th</sup> October 2016, the Audit Committee was asked to recommend to Council whether to end the contract and commence a full re-tender or to extend the contract with KPMG for a further four years.

Council **resolved:**

**That** KPMG be re-appointed for a further four years to 2020 on the recommendation of the Audit Committee.

- Council received a list of the nominees considered worthy candidates for the award of an Honorary Degree on the recommendation of the Nominations Committee and Senate:
  - Anthony Berry - Award: Master of the University
  - Michael Fisher - Award: Doctor of the University
  - Asma Ismail - Award: Doctor of the University
  - Rosaleen Kerslake - Award: Doctor of the University
  - Joe Clarke - Award: Master of the University
  - Catherine Raines - Award: Doctor of the University
  - Joyce D'Silva - Award: Doctor of the University (Chancellor's Award)

It was noted that a review of the process was being undertaken to increase the academic ownership of the process and the outcomes of the review would be reported to the Nominations Committee and Council in due course.

Council **resolved:**

**That** the nominees presented be awarded an Honorary Degree on the recommendation of the Senate.

- The Modern Slavery Act 2015 has introduced changes in UK law focused on increasing transparency in supply chains and large businesses, including universities, are required to disclose the steps they have taken to ensure their business and supply chains are free from modern slavery. Accordingly, Keele had prepared a statement, which was presented for approval.

Council **resolved:**

**That** the Modern Slavery and Human Trafficking Statement be approved by Council subject to two minor drafting amendments relating to understanding our supply chains and the commitment of our suppliers to dealing with modern slavery.

- Council was reminded that the University was required to submit an annual report to HEFCE on its compliance with the Counter Terrorism and Security Act 2015 covering the period 1<sup>st</sup> October 2015 to 30<sup>th</sup> September 2016 for the first time in December 2016. Authority was delegated to Richard Barnes and Andrew Harris to review the submission on behalf of Council and to recommend approval to the Chair. The report was duly submitted and a copy of the final version was available to Council.

[**Secretary's Note:** since the meeting, the University has received confirmation from HEFCE in a letter dated 1<sup>st</sup> February 2017 (**attached**) that the University has complied with its obligations under the Statutory Prevent guidance]

- Council was asked to consider two amendments to the schedule of delegation. Firstly, so that the appointment of Directors of the University's wholly owned subsidiary companies are recommended to Council by the Nominations Committee. A further amendment was made to the wording at the meeting to include both nominated officers and Directors. Secondly, to clarify the approval route of the Students' Union and KPA accounts to bring the Schedule of Delegation in line with the Financial Memorandum between the University and the Students' Union.

Council **resolved:**

**That** the proposed amendments to the schedule of delegation be approved.

- **Council resolved:**

**That** the amendments to Regulations, appointments, external examiners and honorary titles presented be approved.

- To note that one document was signed under seal since the previous meeting.

[**Secretary's Note:** this had increased to four between the papers being circulated and the date of the meeting]

- In addition to the items included in the paper, the Chair reported the following:
  - The term of office of the Chancellor had recently come to an end and the recommendation from the University was that he is re-appointed for a further five year term. The proposal was due to be presented to the Nominations Committee at its meeting on 27<sup>th</sup> February 2017 and recommended to Council for approval at its meeting on 4<sup>th</sup> May 2017 but Council agreed to delegate authority to the Nominations Committee to take the decision on its behalf.

Council **resolved:**

**That** authority to re-appoint the Chancellor be delegated to the Nominations Committee.

- It was noted that the Secretary to Council had emailed members to report that Ms Manley would be coming to the end of her term as Deputy Pro-Chancellor on 31<sup>st</sup> August 2017 and asked for lay members to put themselves forward for consideration for the role.

- Council members were asked to use their networks to consider who may be suitable to join Council, ideally with an education background. An advert would be placed in the next few months.
- Council members were also asked to use their networks to consider who may be suitable to be appointed as an independent member of the Nominations Committee as Mike Brereton was coming to the end of his term of office on 31<sup>st</sup> August 2017. Candidates should understand governance and have knowledge of the area and the University.

### **PART 3 – SUB COMMITTEE REPORTS**

#### **3A. KEY OUTCOMES OF THE MEETINGS OF THE SENATE**

Council received a report of the meetings of the Senate held on 12<sup>th</sup> October 2016 and 7<sup>th</sup> December 2016 that was written by the Secretary to Senate and presented by Professor Rogerson, Senate member of Council. The full minutes were available online.

It was reported that Senate had approved the introduction of anonymous examination boards, a new Support to Study Policy and Procedure for implementation in 2017-2018, received a presentation on the University's preparations for the submission to the TEF, an update on the development of a Research Strategy and the University's preparations for the next Research Excellence Framework (REF) in 2021.

In order to assist Council in its understanding of Senate and its business, members were invited to attend a meeting of Senate as an observer. The dates of the remaining meetings in 2016-2017 are 8<sup>th</sup> March and 21<sup>st</sup> June, starting at 2.15 pm and finishing no later than 5.00 pm.

Council welcomed the report.

### **PART 4 – STRATEGIC OVERVIEW REPORTS**

#### **4A. COMMERCIAL IN CONFIDENCE**

#### **4B. COMMERCIAL IN CONFIDENCE**

## COUNCIL ATTENDANCE – 2<sup>nd</sup> February 2017

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	Ralph Findlay	Pro-Chancellor
	Eileen Manley	Deputy Pro-Chancellor
A	Professor Alistair Ulph	Deputy Pro-Chancellor
	Richard Barnes	Deputy Pro-Chancellor
	Tony Crouch	Honorary Treasurer
A	Professor Trevor McMillan	Vice-Chancellor
	Professor Mark Ormerod	Deputy Vice-Chancellor and Provost

### *MEMBERS OF UNIVERSITY STAFF*

	Professor Nicholas Forsyth	Senate Member
	Dr Helen Parr	Senate Member
	Professor Graham Rogerson	Senate Member
	Vanessa Hooper	Appointed by the Non-academic Staff

### *LAY MEMBERS APPOINTED BY THE COUNCIL*

A	Sally Bucknell
A	Richard Callaway
	Paul Clark
	Andrew Harris
	Sajid Hashmi
A	Manali Lukha
A	Simon Ramery
	Sherree Schaefer
A	Dame Jo Williams

### *STUDENT REPRESENTATIVES*

	Emily Horsfall	Union Development & Democracy Officer, KeeleSU
	Rob Meredith	President, Keele Postgraduate Association

### *SECRETARY TO COUNCIL*

	Gemma Lowe	Secretary to Council
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### *IN ATTENDANCE*

	Karen Clarke	Director of Finance and IT
	Dr Helen Galbraith	Director of Planning & Academic Administration
	Professor Fiona Cownie	PVC (Education & Student Experience)
	Daryl Ormerod	Chief Executive KeeleSU
	Phil Butters	Director of Estates & Development
	Ian Rawlinson	Solicitor (observer)

### *SECRETARIAT*

	Fiona Dumbelton	Governance Manager
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### Key

A = Absent