

COUNCIL
**Loughborough
University**

Minutes of the meeting of 23 November 2023

COUN23-M4

Attendance

Christine Hodgson

Kerri Akiwowo
Penny Briscoe
Graham Corfield
Andrea Davis
Tarek Hassan
Naomi Hudson
Matthew Inglis

Nick Jennings
Chris Linton
Jennifer Maxwell-Harris
Nicky Morgan
Emma Nadin
Molly Page
David Price
Surinder Sharma (ab)

John Sinnott
Luke Stott
Paul Taylor
Mark Thurston
Mike Wedderburn
Georgia Whelan
Sheryl Williams

In attendance: Charlotte Croffie; Jo Maher; Alex Owen; Dan Parsons; Richard Taylor;
Rachel Thomson; Luke Vulpiani

Apologies received from: Surinder Sharma

Declaration of Interests

Nicky Morgan declared that her husband had recently enrolled as a student at the University.

Jennifer Maxwell-Harris declared that her firm had in the past instructed Paul Michell who was nominated for reappointment as the University Visitor under item 23/74.

23/72 Minutes & Matters Arising

72.1 Minutes

COUN23-M3

Council **CONFIRMED** the minutes of the meeting held on 12 October 2023.

72.2 Matters Arising

There were no matters arising.

23/73 Chair's Report

Council **RECEIVED** a verbal report from the Chair.

SECTION A – Items for Discussion

23/74 Reappointment of the University Visitor

COUN23-P91

Council **RECOMMENDED** to the Privy Council, in accordance with Section 4 of the Royal Charter, the reappointment of Paul Michell as the University Visitor for a further 5-year term from 31 July 2024.

The role of the Visitor is established in Loughborough's Royal Charter and the appointment is the prerogative of the Privy Council.

The remit of the Visitor has changed substantially over time with the Visitor no longer adjudicating on employment matters or student complaints, which are now governed by other legislation.

Paul Michell has been the University Visitor for nearly 10 years, is an eminent barrister and enthusiastic about his association with Loughborough.

23/75 Strategy Update – Key Performance Indicators

COUN23-P92

Council **CONSIDERED** an update and review of University KPIs for the previous year.

Council had previously received a transitional KPI Framework as a bridge to the new strategy but the framework is now fully aligned with Creating Better Futures. Together.

- The KPIs in the framework are identified in the individual Core Plans (noting that the Partnerships Core Plan is an enabling plan which supports the delivery of relevant KPIs in the other core plans).
- For each KPI there are annual milestones against which progress towards the 2030 target can be assessed through reports to Council.
- The 5-point RAagG scale enables nuanced reporting to Council for effective monitoring and assurance. KPIs in grey currently are at baseline or in development and so have yet to be assigned a rating.
- The KPI indicators are generally positive but it was noted that a RAG4 rating has been assigned to the student population KPI. This means that performance is behind target and data suggests this is a cause for concern. There is a clear and resourced plan to recover performance in the next two years and the item was discussed further under item 76.2 below.

Council asked that the next update provide some information about the benchmarking and comparison of the KPIs to other institutions.

23/76 University Finances

76.1 University Financial Statements 2022/23

COUN23-P93

Council **APPROVED** the adoption of the accounts and the submission to the Office for Students for the year ended 31 July 2023 on the recommendation of Finance Committee and Audit and Risk Committee.

- The Accounts had been scrutinised by Finance Committee and Audit and Risk Committee, including a page turning exercise.
- The Honorary Treasurer had attended the page turning day and gave a positive endorsement. The Chair of Audit and Risk Committee reported that the external auditors had provided a positive view of the accounts and there were no issues to report to Council.
- The understanding of the accounts would be helped by some additional narrative where there are significant year-on-year changes. The CFO will ensure this is built into the process for 2024.

The Executive assured Council that they were aware of no reason why the letter of representation should not be signed.

76.2 Office for Students Financial Return

COUN23-P94

Council **APPROVED** the data in the financial and student number tables relating to actual financial data for 2021/22 and 2022/23 for submission to the Office for Students.

Council **APPROVED**, on the recommendation of Finance Committee, the financial forecasts for the period ending 31 July 2028, as presented in the financial and student number tables, for submission to the Office for Students.

Council **APPROVED** the associated commentary for submission to the Office for Students.

Council **AUTHORISED** the Vice-Chancellor to approve changes to the tables resulting from the Office for Students queries during the data verification period.

The CFO had brought the budget back to Council as there had been two material changes since the meeting in June 2023. These had a bearing on the overall position for the 2023/24 year:

1. Postgraduate International taught student numbers for 2023/24 were below target.
2. There had been movement in pension liability and costs for LGPS. Changes to US\$ figures were expected following the Triennial valuation, which had not been finalised at this point, but were expected to result in a positive outcome.

These two factors had led to a revision of the previous projected surplus for 2023/24 to a position just above breakeven, which Council was asked to approve. To reflect the increased risk, the Financial Sustainability KPI has been changed to yellow, on the approval of Finance Committee.

23/77 Equity, Diversity and Inclusion Core Plan

COUN23-P95

Council **CONSIDERED** the latest draft of the Equity, Diversity and Inclusion Core Plan.

The Core Plan is currently a draft and was returning to Council, following discussion at the away day. It was a priority that the plan should be underpinned by robust data. The data should be used to drive the identification of key issues and set the consequential actions.

- The initial focus of the Core Plan is on three protected characteristics – race, gender and disability – but other factors such as socio-economic background are also important.
- The proposed KPIs in the Core Plan should set positive actions and performance measures to reduce equality gaps in areas around staff pay, staff seniority and progression, disability and student awards.
- Council was reassured that although the Gender Pay Gap remained a challenge, the University did not operate with a structural equal pay issue. The University's job evaluation system was key to assuring that work of equal value was remunerated equally. This was reviewed annually.
- Including absolute figures, sector data and UK National Census figures in some of the tables is important to help understanding and benchmarking.

Council welcomed the continued development of the plan but expressed concern that the data and its analysis remained in development, given its criticality to the plan and actions. The PVC (EDI) noted these issues and will work to address them for the final version. The University's executive would work together to ensure the current timeline for the Core Plan is met and appropriate consultation is undertaken before a final version of the Plan returns to Council in

March. Appropriate governance fora should be identified to ensure the Plan develops to this timeframe.

23/78 Annual Report on Senior Staff Remuneration

COUN23-P96

The Vice-Chancellor recused himself for this item.

The University's Remuneration Committee is responsible for determining pay and reward for senior staff including adjusting pay for reasons of equity and retention as well as reward. The Committee of University Chairs' Code of Governance requires that report to Council each year, and this report is also published on the University website.

The Chair outlined the report including the process and benchmarking of Senior Staff Remuneration.

Council **APPROVED** the annual report on Senior Staff Remuneration on the recommendation of Remuneration Committee.

23/79 Office for Students Annual Assurance Report and Regulatory Compliance

79.1 Office for Students Annual Assurance Report

COUN23-P97

Council **DETERMINED** it can take assurance on academic standards.

The Pro-Vice-Chancellor Education and Student Experience outlined that the Office for Students has three key metrics for determining student outcomes: continuation after 1 year, completion of degree and progression into graduate employment. Loughborough is well above the benchmark in each of the three areas. In addition, Loughborough was recently awarded Triple Gold in the Teaching Excellence Framework, the highest possible award, which provides assurance to Council in regard to academic standards.

Loughborough University is also responsible for validating some provision at Loughborough College, which is also above threshold.

79.2 Office for Students Regulatory Compliance

COUN23-P98

Council **CONSIDERED** an update on regulatory compliance for the Office for Students.

The University is required to meet the OfS 23 Conditions of Regulation.

Each Condition is currently rated green, indicating that there is minimal risk of the University breaching any of the conditions.

The OfS is in the process of introducing two new Conditions of Regulation for freedom of speech and sexual harassment. The University is working to ensure it has appropriate governance in place to ensure it meets any criteria required for meeting the new Conditions. The COO highlighted the recent House of Lords Select Committee report on the work of the OfS as further reading for Council members.

23/80 Freedom of Expression

COUN23-P99

Sam McGinty, the University's Director of Legal Services attended the meeting to speak to this item.

- The Higher Education (Freedom of Speech) Act 2023 was approved in May 2023 and includes new duties on the University in relation to promotion and protection of freedom of speech within the law, including academic freedom.
- The statutory obligations are scheduled to come into force for universities in August 2024, with a new Condition of Registration from the Office for Students expected in September 2025.
- The existing duty on universities to have a Code of Practice on freedom of speech remains, but the act requires specific items be included and that the Code is highlighted to students annually.
- Freedom of Expression, does not include hate speech and such matters will continue to be dealt with through the relevant disciplinary procedures. The context of speech is important and the University's approach takes this into consideration.
- There are risks involved with the new legislation and the University is working now to establish the governance framework in order to meet the OfS Condition of Registration. Work is being undertaken by the Office for Students Working Group, chaired by the COO and reports to Senate and Student Discipline Committee
- Training and Education on the Code of Practice for staff and students will be required to ensure understanding and adherence to the Code. There was a concern students may use the Act to be deliberately provocative not understanding the consequences of their action.

Council **APPROVED** the University Code of Practice on Freedom of Expression; and **DELEGATED** authority to the Chief Operating Officer in consultation with the Chair of Council for any minor amendments required pursuant to (a) guidance issued by the Office for Students and (b) as required to comply with any future Condition of Registration.

23/81 International Opportunities

COUN23-P100

Council **CONSIDERED** a potential international opportunity for Sport Education in Saudi Arabia. There is no firm proposal at present; in the most optimistic scenario a draft proposal would be brought to Council in March with sign-off in June. Council will see any proposal at least twice more to ensure appropriate oversight.

Saudi Arabia's Saudi Vision 2030 is its strategic plan for economy and includes a significant focus on sport. Saudi Vision 2030 also contains strong statements about equal opportunities, particularly in terms of gender equity and disability.

The framework to consider international opportunities/partnerships was established at the Council away day in October and includes considerations of the benefits and risks to the institution.

There are risks associated with working in Saudi Arabia as well as potential benefits and the risks will need to be considered and mitigated. Council would need to be confident that any activity that Loughborough is involved with adheres to its institutional values and supports a progressive agenda in Saudi Arabia

The UK government is supporting UK collaboration with Saudi Arabia and there are other UK universities exploring opportunities in Saudi.

Consideration was requested about the status of Statue XXI which protects the right to academic freedom and how this would apply to any partnership in Saudi.

Council noted that communications to staff, students and alumni were important and should remain proactive rather than reactive. Some concerns about a potential partnership have been expressed through staff networks, including the LGBT+ staff network. Student focus groups would help gauge student views on any potential partnership and the Students Union will seek to engage student to gauge their views.

Whilst expressing some caution, Council was content for the matter to be developed further.

23/82 Audit and Risk Committee

82.1 Report of meetings

COUN23-P101

Council **RECEIVED** a report from the meeting of the Audit & Risk Committee held on 31 October 2023.

The external auditors presented the External Audit Management Report to members and the key areas were discussed and reviewed, together with a review of the financial statements for 2022/23. The report confirmed that the external audit was substantially complete and there were no issues or concerns which required highlighting to members.

ARC also discussed the final Internal Audit Annual Report and ARC Annual Report which were discussed further under item 82.2.

82.2 Audit and Risk Committee Annual Report

COUN23-P102

Council **APPROVED** the Audit and Risk Committee Annual Report 2022-23, **NOTED** the Audit Committee's findings, and **RECEIVED** the Internal Audit Annual Report 2022-23.

The ARC annual report concluded that satisfactory arrangements were in place for Council to be given assurance as to the effectiveness and adequacy of the risk management, control and governance processes at the University.

The Internal Audit Report 2022-23 was consistent with previous years and was positive in terms of reporting and internal controls and benchmarking to other institutions. The Report highlighted the continued improvement in the implementation of agreed actions and positively noted a large number of areas of good practice. Of the nine internal audit reports completed during the year, only one high risk finding was identified regarding due diligence of partnerships at the Loughborough University Science and Enterprise Park. ARC have received assurance that this issue is being dealt with and the right risk management framework is being developed to deliver on partnership expansion.

23/83 Governance and Nominations Committee

83.1 Council Effectiveness Review

COUN23-P103

Council **CONSIDERED** initial proposals for the Effectiveness Review of Council during 2024. Under the Committee of University Chairs' Code of Governance, Council is required to undertake a triennial effectiveness review. The proposed composition for the Effectiveness Review has been agreed; the membership is currently awaiting confirmation and Council members will be approached in due course.

The 2021 Effectiveness Review was extensive and had been undertaken with AdvanceHE, an external consultant. The proposal this time, was for a slightly lighter touch in order to, amongst

other matters, review the success of the implementation of the outcomes from the 2021 Effectiveness Review.

The proposal also included that the Schedule of Delegation is revised as part of the review.

83.2 Reappointment of Council Lay Members

Council **APPROVED** the reappointment of Penny Briscoe, Graham Corfield, Andrea Davis and Mike Wedderburn as Council Lay members for a further 3-year term from 01 August 2024 to 31 July 2027.

23/84 Health, Safety and Environment Report

Council **RECEIVED** a verbal report from the Provost on the meeting of the Health, Safety and Environment Committee held on 04 October 2023. Monthly Health and Safety Bulletins are available on the BI bookshelf.

Whilst there are a number of on-going issues that the Committee had considered, the formal KPI rating remained green with no major updates needing to be reported to Council.

23/85 University Honorary Degrees and Medals

COUN23-P104

Council **APPROVED**, on the recommendation of Senate and the advice of the University Honours Committee, the award of Honorary Degrees and University Medals to the individuals named in the paper.

23/86 Matters for Report by the Vice-Chancellor

Council **RECEIVED** a verbal report from the Vice-Chancellor who reported the following items:

- A successful trip to China, including Hong Kong, was undertaken with meetings with alumni, Chinese universities and other organisations.
- Meetings with lay Council members have been conducted to understand how relations can be best utilised.

SECTION B – Starred Items for Approval

23/87 *Ordinance XXIII Traffic and Parking in the University

COUN23-P74

Council **APPROVED** further amendments to Ordinance XXIII Traffic and Parking in the University. Second hearing.

23/88 *Prevent Duty

COUN23-P105

Council **APPROVED** the Prevent Annual Monitoring Report for submission to the Office for Students.

23/89 *Modern Slavery and Human Trafficking

COUN23-P106

Council **APPROVED** the statement on Modern Slavery and Human Trafficking.

SECTION C – Starred Items for Information

23/90 *Pro-Vice-Chancellor Reports

Council **RECEIVED** the following reports:

90.1 *Pro-Vice-Chancellor (Education and Student Experience)

COUN23-P107

90.2 *Pro-Vice-Chancellor (Equity, Diversity and Inclusion)

It was asked that the report be unstarred. Council noted that comments about the Israel and Palestine conflict should be factual and not matters of opinion. The Pro-Vice-Chancellor EDI reported that the University was working with different groups to ensure all students affected by the recent conflict between Israel and Palestine were supported.

COUN23-P108

90.3 *Pro-Vice-Chancellor (Research and Innovation)

COUN23-P109

90.4 *Pro-Vice-Chancellor (Sport)

COUN23-P110

23/91 *Office for Students Reportable Events**COUN23-P111**

Council **NOTED** that there have been no reportable events since the last meeting of Council and no event which needed to be considered if it qualified as a reportable.

23/92 *Capital Framework Progress Report**COUN23-P112**

Council **RECEIVED** a progress report.

23/93 *Common Seal**COUN23-P113**

Council **RECEIVED** a list of documents to which the University Seal has been attached.

23/94 *Graduation Dates

Council **NOTED** the dates of Graduation Ceremonies on the Loughborough campus on Thursday 14th and Friday 15th December 2023.

23/95 *Reports from Committees

Council **RECEIVED** reports from the following Committees:

COUN23-P114	Council Away Day Report – 12 October 2023
COUN23-P115	Equity, Diversity and Inclusion Committee – 26 October 2023
COUN23-P116	Governance and Nominations Committee – 11 October 2023
COUN23-P117	Health, Safety and Environment Committee – 04 October 2023
COUN23-P118	Human Resources Committee – 04 October 2023
COUN23-P119	Infrastructure Committee – 26 September 2023
COUN23-P120	Operations Committee – 09 October 2023
COUN23-P121	Research and Innovation Committee – 14 September 2023
COUN23-P122	Audit and Risk Committee – 31 October 2023

23/96 Date of Next Meeting

Thursday 21 March 2024, 14:00-16:30, Loughborough University London

Future Meetings

Thursday 27 June 2024, 13:30-17:00, Loughborough Campus

Thursday 17 October 2024, 15:00-16:00, Away Day, Loughborough Campus

Thursday 21 November 2024, 9:00-12:00, Online

Author – Luke Vulpiani

Date – November 2023