

COUNCIL

Minutes of the meeting held on Monday 30 November 2020

Present: Vice-Chancellor, Principal of Brasenose, Warden of New College, Ms Becker, Ms Boyt, Professor Sir Rory Collins, Professor Coulson, Sir Chris Deverell, Fra' John Eidinow, Professor Essler, Professor Hamerow, Mr Harman, Professor Hobbs¹, Professor Johnson², Mr Kroll, Professor Lahiri, Professor Nobre, Mr Ovenden³, Professor Trefethen, Head of the Humanities Division (Professor O'Brien), Head of the MPLS Division (Professor Howison)⁴, Head of the Medical Sciences Division (Professor Screaton), Head of the Social Sciences Division (Professor Dame Sarah Whatmore), Senior Proctor (Professor Horobin), Junior Proctor (Professor Johnston), Assessor (Professor Swift).

Student Member Representatives and representative of the Early Career Research Staff: Nikita Ma (President of Oxford SU), Tucker Drew (Oxford SU VP Access and Academic Affairs) and Lauren Bolz (Oxford SU VP Graduates); Dr Gwilym Rowlands (Chair, Oxford Research Staff Society).

Apologies: there were no apologies.

Officers in attendance: the Registrar, Pro-Vice-Chancellor (Development and External Affairs), Pro-Vice-Chancellor (Education)⁵, Pro-Vice-Chancellor (Innovation), Pro-Vice-Chancellor (Planning and Resources), Pro-Vice-Chancellor (Research), the Director of Finance, the Director of Legal Services and General Counsel, the Director of Public Affairs, the interim Head of Governance and Covid Planning⁶, the Executive Officer (Policy and Governance) in the Vice-Chancellor's Office, the Assistant Registrar (Governance), Dr Berry.

In attendance: the Warden of St Antony's (for item 3); the Head of Risk, Compliance and Assurance (for item 8); the Director of Human Resources (for items 11-13).

Order of business: the business was taken in the order 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 thanked Professor Hamerow for whom this was her last meeting of Council. The Vice-Chancellor reported that, following elections this term, Professor Hobbs and Professor Collins had been re-elected and Professor Diego Sánchez-Ancochea (St Antony's, Oxford Department of International Development & School of Global and Area Studies) had been elected. While welcoming the individuals elected and re-elected, the Vice-Chancellor expressed her disappointment that the vacancies on Council had not attracted a more diverse range of candidates. It was suggested that the University needed to be more strategic in its approach to increasing diversity. A paper would be brought back to Council, outlining when the next vacancies on Council would occur and making recommendations for increasing diversity. In the meantime, any suggestions from Council members on how more effectively to achieve diversity should be forwarded to the Secretariat.

I. ORDINARY BUSINESS

(A) Unreserved

1. Meeting held on 2 November 2020 (C(20)cxxi-cxxxii)

(a) Unreserved minutes

¹ For items 1-11.

² For items 6-25.

³ For items 1-26.

⁴ For items 1-24.

⁵ For items 1-26.

⁶ For items 1-24.

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The minutes were approved.

(b) Matters arising from the unreserved minutes of the meeting held on 2 November 2020 not otherwise on the agenda

There were none.

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

The Vice-Chancellor reported on the following matters.

- The announcement on Monday of the interim data from the Oxford Vaccine Trial had generated an enormous amount of media attention. Having three efficacy levels had been a complicated message to convey and had resulted in some negative publicity, particularly in the US. The data was in the process of being peer-reviewed and would be published shortly in The Lancet. That Oxford had designed an effective, low-cost vaccine for the world was an achievement of which everyone at the University should be exceptionally proud. On behalf of the students, the President of the Student Union congratulated all those involved on the success of the vaccine.
- The Government's spending review had presented a rather bleak picture in terms of the long-term impact of the pandemic on the economy. On the positive side, there had been an uplift for research councils, the multi-year settlement for research was welcome and significant funding for green R&D had been announced.
- Negotiations over the UK's future relationship with the EU, including Horizon, were still ongoing. The possibility of the UK achieving associate status was still unknown. The new Discovery Fund looked to be promising, the idea being that it would map European arrangements and replicate them in the UK. A commitment to excellence would be the main criterion for funding.
- The Government position on the return of students after Christmas was still unknown, but it looked increasingly likely that some staggering would be required.
- The University had begun the lateral flow testing of students prior to their departure for Christmas.
- The statistics from the University's PCR Testing Service (EAS) demonstrated the extraordinary work that was being done on testing. There were generally now between 0 and 4 positive PCR tests per day. The system was working extremely well and colleges were working really hard to support students needing to self-isolate. The Vice-Chancellor expressed her deep gratitude to all those involved across the University.

CONFIDENTIAL 3. **Covid-19****

Council **noted** an oral report on testing, and a report and update on the Hilary and Trinity Coordination Group (C(20)148).

4. **Annual Report from the Audit and Scrutiny Committee, 2019/20 (C(20)149)***

Item 4, on the Audit and Scrutiny Committee's Annual Report, and item 5, on the Financial Review section of the Financial Statements, were taken together.

Mr Nicholas Kroll, as chair of the Audit and Scrutiny Committee, drew attention to the internal audit opinion which was 'generally satisfactory, with some improvements required'. This was an improvement upon the previous year's opinion and reflected the good work which had been taking place across the University. There remained a number of assurance challenges around risk management, data assurance and value for money – these would be the areas of principal concern over the year ahead. The Committee had carefully considered the letter of representation from Council to the external auditors and recommended it to the Vice-Chancellor for signature. The Committee had also reviewed the financial statements from an assurance and control perspective, in accordance with its terms of reference, and was content to recommend them to Council.

The Director of Finance introduced the Financial Statements, drawing attention to three points.

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The Vice-Chancellor thanked the Director of Finance and his team for their work in producing the Financial Statements, commenting that, in reading the Financial Statements, she was struck by the range and calibre of the University's activities.

Council:

- (i) **received** the annual report of the Audit and Scrutiny Committee for 2019/20, following which the summary would be published on the University website;
- (ii) **approved** the letter of representation from Council to the external auditors; and.
- (iii) **approved** the financial statements, as provided in clip(4) on Council's SharePoint site, following the review by Audit and Scrutiny Committee and the review by Finance Committee (covered in the following item).

5. **2019/20 Financial Review: report of the meeting of the Finance Committee held on 11 November 2020** (C(20)150)*

The discussion on this took place in item 4 above.

Council **approved** the Financial Review as part of the University's Financial Statements, following updates based on feedback from Finance Committee and Audit and Scrutiny Committee.

CONFIDENTIAL 6. **Covid-19 Financial Impact: budget and emerging outlook** (C(20)151)**

Council **noted** the report.

7. **Further reports from the meeting of Finance Committee held on 11 November 2020**

CONFIDENTIAL (a) *Stephen A. Schwarzman Centre for the Humanities*⁷ (C(20)152)**

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

CONFIDENTIAL (b) *Outline Business Case for Old Road Campus Plot B1 (Global Health)*⁸ (C(20)153)**

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

CONFIDENTIAL (c) *North Oxford Initial Brief* (C(20)154)**

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

8. **Strategic Risk Register for Council** (C(20)155)*

The Registrar reminded Council that it had found the previous version of the Strategic Risk Register insufficiently clear, in particular in not setting out how the identified risks were to be mitigated. The new version explained why an identified risk was indeed a risk, what actions were being taken to mitigate it, and what level of residual risk remained. Some risks were still showing red, and through this the Register would help Council and its committees determine where additional resource might be needed. This was the next stage of work.

Mr Nicholas Kroll, as chair of the Audit and Scrutiny Committee, reported that the committee was pleased with the new version of the Strategic Risk Register. A lot of red risks remained, but all had owners and action points. There was now a need to consider whether the red risks could be tolerated, and if not what actions needed to be taken. Another important consideration was whether the University would be able to deal with an unexpected risk emerging, both in structural and financial terms. Covid-19 was an example of such an eventuality.

In discussion, Council recognised the advance that the new version of the Strategic Risk Register represented. Significant risks remained, particularly in areas of digital provision and

⁷ The Head of the Humanities Division and Mr Ovenden declared conflicts of interests in this item.

⁸ Professor Collins declared an interest.

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staff, and this indicated two areas in which further resource might be needed. In both cases it was suggested that some of the actions identified did not seem sufficient to tackle the risks.

The Registrar explained that the purpose of the document was to identify where risks remained, and the Register and Council's comments would help inform the next stage of consideration of the residual risks, at PRAC, Personnel Committee and elsewhere. A further step needed was to identify the University's level of risk tolerance in the areas in which outstanding risks remained, and to identify for each the target level of risk and what actions were needed to achieve those targets. These would be the next steps.

Council **reviewed** the Strategic Risk Register as set out above and in particular:

- (i) **confirmed** that the risks identified as 'principal' adequately reflect the risk profile of the University at this time;
- (ii) **reviewed** and **commented** as above on whether proposed actions to reduce risk levels for principal risks were sufficient; and
- (iii) **commented** as above on whether proposed target risk levels for principal risks are in line with the University's risk appetite.

9. **The University's preparations for the United Kingdom's withdrawal from the European Union (C(20)156)**

The Registrar explained that the paper set out the principal actions being taken in preparation for Brexit. A number of aspects would become clearer when it was known whether or not there would be a deal between the UK and the EU, and further communications would then be issued.

Council **noted** the main points of the paper.

CONFIDENTIAL 10. **Update on Oxford's planning for the Research Excellence Framework 2021 (C(20)157)****

Council **noted**:

- (i) the change to the submission deadline;
- (ii) the update on the Code of Practice;
- (iii) the update on preparations for the REF submission and levels of preparedness of Unit of Assessments ("UoA").

11. **Annual report from the Chair of the Personnel Committee ***

The Pro-Vice-Chancellor (People and GLAM) gave a presentation on the priorities and workstreams for the People Strategy 2020/21, highlighting the following aspects.

- The context, in terms of the growth of staff numbers since 2009, and proportions of staff groups overall and in different divisions, and the data on diversity.
- The commitments in the People Strategy and the associated workstreams to take them forward, noting that some had been held back in 2019-20 to enable staff effort to focus on the urgent demands created by the pandemic.
- Pay and benefits:
 - on benchmarking, in the light of Council's earlier concerns adjustments had been made to the benchmarking data, with input from two members of Council. The outcome was that the University was broadly comparable internationally, except when compared with the USA;
 - the next step was to bring a completed version of pay and benefits benchmarking to Personnel Committee in Trinity term.
- Health and wellbeing for staff – the planned work had been put aside to focus on the immediate needs caused by the pandemic, especially support for both staff and managers on homeworking.
- Diversity – on gender diversity, it had been decided to put new Athena Swan proposals on hold pending the review of the scheme itself; the University had risen to 76th position in Stonewall's top 100 employers; and the University had exceeded its targets in terms of women's representation in leadership and governance.

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- Staff Development: the establishment of the People and Organisational Development Team represented a step change in investment in staff development.
- Covid-19 required a major change in priorities:
 - policies had been developed and implemented for the new working environment;
 - a furlough policy was developed and implemented, and most of those who had been furloughed were content with the decisions made;
 - the income of staff had been protected by a recruitment freeze and redeployment; and
 - support was provided for those working at home.
- Priorities now were as follows:
 - wellbeing and mental health;
 - different ways of working, learning from the pandemic;
 - workload;
 - people development; and
 - communication and engagement, particularly on benefits
- A Race Equality Task Group had been established, jointly chaired by the Pro-Vice-Chancellors for People and GLAM, and Education, including four student representatives, and a call was now out for members from early career researchers. The aim was to determine a strategic approach and to take the appropriate actions.

Finally, the Pro-Vice-Chancellor (People and GLAM) thanked the HR team for all their work over the past year, which had taken place in the context of the pandemic and their own need to juggle caring responsibilities and work.

In discussion, Council members commented on the excellence of the work undertaken in the field of human resources over the year. The representative at Council of the early career research staff offered to help identify members for the Race Equality Task Group.

CONFIDENTIAL 12. **USS pensions: update ****

Council **noted** the report.

CONFIDENTIAL 13. **Report from the meeting of the Personnel Committee held on 22 October 2020 (C(20)158)****

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

14. **Congregation: running meetings during the COVID-19 pandemic (C(20)159)***

The Registrar explained that the proposals, through a number of enabling changes to regulations, were designed to enable Congregation meetings to take place during the pandemic in a Covid-safe way with as few changes as possible to the usual procedures. The University was open for business and within the current national restrictions Congregation meetings could continue to be held in person in the Sheldonian. As the capacity of the building was necessarily reduced, the amendments to the regulations would enable in-person meetings to be held in multiple venues: the requirement to pre-register to attend would alert the secretariat to the need to source additional venues. The proposed regulations would also enable the vote at the meeting to take place by electronic means, which would be particularly applicable to meetings requiring multiple votes. The proposed changes would also enable a purely digital meeting to take place should that be needed. In the event that a postal vote was called, the proposed regulations enabled that vote to take place electronically to provide for the fact that so many members of the University were working remotely.

Council endorsed the proposals.

Council:

- (i) **agreed** that should the Sheldonian's capacity (reduced to meet social distancing requirements) be exceeded, additional capacity be used if possible in overflow sites with the proceedings streamed there. Congregation members attending at such sites were to be treated in the same way as members attending the Sheldonian, including for votes held during the meeting;

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- (ii) **agreed** that should this capacity be exceeded, or should national restrictions prevent the holding of physical meetings, the meeting be held on Microsoft Teams with voting carried out electronically;
- (iii) **agreed** that where a physical meeting is held and the nature of any vote is such that a vote by ballot or by division cannot be carried out safely, voting at the meeting will be carried out electronically;
- (iv) **agreed** that postal votes will be carried out electronically; and
- (v) **approved for submission to Congregation** the proposed changes to Congregation Regulations 2 of 2002 as set out in Annex A.

15. Reports of the meeting of the General Purposes Committee held on 16 November 2002

(a) *Revised publication arrangements for the University of Oxford Gazette (C(20)160)**

The Registrar reminded Council that the Gazette had been published only in electronic copy during the pandemic. She explained that for the reasons set out in the paper, it was proposed to continue to publish the Gazette only in that format going forward, with a few hard copy versions printed for archival purposes and for those who for particular reasons needed them in hard copy.

In discussion, it was agreed that the proposals were sensible. In order to encourage participation in the University's governance, particularly for members not familiar with the Gazette, it was suggested that it would be helpful to provide a couple of printed copies to each college to put in their common room where they could be browsed by members. That suggestion was referred to the Public Affairs Directorate to consider.

Council **approved** the change of publication procedure for the Gazette.

(b) *Recommendations for the future of the Socially Responsible Investment Review Committee (SRIRC) (C(20)161)**

The Registrar reminded Council that in Trinity term, on the recommendation of GPC, Council had approved the proposal to consider dismantling the existing dual SRI reporting structure and moving responsibility to the Investment Committee, in parallel with further work on implementing the recently approved Congregation resolution on fossil fuel divestment and engagement. Council had noted that further detailed proposals would be brought back to it in due course. Following this further consideration, it was now proposed to:

- transfer responsibility for monitoring socially responsible policies and practices to the Investment Committee; and
- reconstitute SRIRC as a new subcommittee of Investment Committee – the Ethical Investment Representations Review Subcommittee - to receive and consider representations only.

Such a structure was in line with other institutions in the sector. Draft regulations to implement these changes were set out in the report. The Vice-Chancellor explained that it was hoped that the new member of the Investment Committee with expertise in climate conscious investment might chair the new subcommittee.

Council:

- (i) **approved** the reconstituting of SRIRC as a new subcommittee of Investment Committee, the Ethical Investment Representations Review Subcommittee; and
- (ii) **agreed** proposed revisions to Council Regulations, following consideration by SRIRC at its meeting on the 26 November, to take effect at the beginning of Trinity Term 2021.

Post meeting note.

To address a minor drafting point raised by SRIRC, and so make clear that it was not the intention that the new subcommittee could make recommendations direct to Council, the Vice-Chancellor authorised a change to draft regulation 29.2 as follows (new text underlined, deleted text struck through):

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'...the subcommittee will make recommendations to Investment Committee, which Investment Committee shall take into account in proposing any amendments to the Investment Policy Statement, or making other recommendations to Council as appropriate.'

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

16. **The Vice-Chancellor's unreserved business (below the line)** (C(20)162)

Without discussion, Council **noted**:

- (i) the notice of appointments;
- (ii) the OfS publications; and
- (iii) the UUK Press Statements.

17. **Report on decision taken by Chair's action: Reuben College RSL Redevelopment** (C(20)163)*

Without discussion, Council **noted** the report.

18. **Report from the meeting of the Planning and Resource Allocation Committee, 10 November 2020** (C(20)164)

Without discussion, Council **noted** the VfM Annual Report 2019/20, in particular:

- (i) that the VfM Strategy was revised in 2020 to set out a proactive and planned approach to VfM going forward.
- (ii) that the agreed initiatives, which combined will form the VfM Programme 2020/21, are: *purchasing, data governance, and adapting to and learning from the changes associated with Covid-19.*

19. **Prevent duty: accountability and data return to the Office for Students** (C(20)165)*

Without discussion, Council:

- (i) **noted** the outcome of the annual report submitted to the OfS in December 2019 (section (d)(i)) below;
- (ii) **noted** the information on the University's implementation of the Prevent duty as set out in Annex A and, in light of this,
- (iii) **considered** and **approved** the draft Prevent annual accountability statement, set out in section (d)(ii) below and the data return attached at Annex B, for submission to the OfS⁹.

20. **Report from the Audit and Scrutiny Committee for Michaelmas term 2020** (C(20)166)*

Without discussion, Council **noted** the report.

21. **Schedule for Council's meetings during 2020/21** (C(20)167)*

Without discussion, Council **approved** the schedule for Council's meetings during 2020/21, as attached at Annex A.

22. **Unreserved report of the meeting of the General Purposes Committee held on 16 November 2002** (C(20)168)

(a) *Proposal for merger of the Departments of Plant Sciences and Zoology to form a Department of Biology**

⁹ Post meeting note: Prior to submission to the OfS, the Vice-Chancellor approved, on behalf of Council, two minor changes to the accountability statement on accuracy grounds.

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Without discussion, Council **approved** the proposals to create a new Department of Biology with effect from 1 June 2022.

Following this approval of the principle of the proposed merger, further detailed work will be undertaken to identify the necessary legislative changes. These will be brought back to GPC, Council (and Congregation (as necessary)) in due course.

(b) Proposed changes to the membership of Education Committee

Without discussion, Council **approved** the revised composition of Education Committee, as set out in Annex A.

(c) Audit and Scrutiny Committee: updates to Terms of Reference and new Standing Orders

Without discussion, Council **approved** the proposed changes to Audit & Scrutiny Committee's terms of reference (Annex A to (GPC(20)99)) and the new standing orders for Audit & Scrutiny Committee (Annex B).

GPC will make the necessary changes to the regulations on behalf of Council.

23. **Performance of the Oxford Endowment Fund (C(20)169)***

Without discussion, Council **noted** the information.

24. **Any other unreserved business**

An external member of Council commented on how successful Michaelmas term had been, especially given the initial concerns about the return of the student population to Oxford, and expressed appreciation for the work done by all concerned: the Vice-Chancellor, Registrar, Silver, Bronze, the MCG and HMAG. The Vice-Chancellor responded by thanking Council for all its work in the present circumstances.

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