

THE COUNCIL

Minutes

This paper presents the confirmed Minutes of the last meeting of the Council held on 13 July 2021 via Microsoft Teams.

The Council **approved** these Minutes as a correct record at its meeting held on 23 November 2021.

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Attachments:

C-2021-04-M Minutes from the meeting of the Council held on 13 July 2021

THE COUNCIL

Minutes of the meeting of the Council held on 13 July 2021 via Microsoft Teams

Participants: Malcolm Sweeting, John Brooks, Tim Blackman, Sarah Jones, Bob Spedding, Mary Curnock Cook, Maggie Galliers, Robert McCracken, Catherine Halliwell, Anna Henderson, Ruth Girardet, John D'Arcy, Ceri Doyle, Rukhsana Malik, Paul Gray, Lopa Patel, Tevin Tobun, Rachel Lock, Eileen Scanlon, Carol Howells, Danielle Smith, Rob Parker, Paul Greenwood

Observer: Sas Amoah

Apologies: Paul Gray

In attendance: Dave Hall (University Secretary), Laura Lauer (Head of Governance), Paul Traynor (Chief Financial Officer), Sue Thomas (Senior Manager, Governance), Josie Fraser (Deputy Vice-Chancellor) for minute 8, Chris Youles, (Chief Information Officer), for minutes 8 and 9, Marcia Wilson, (Dean, Equality, Diversity and Inclusion) for minute 10, Hâf Merrifield (Director of Strategy) for minutes 14 and 15, Fary Cachelin (Executive Dean, Faculty of Wellbeing, Education and Language Studies) for minute 19

1 WELCOME

- 1.1 The Chair welcomed Sas Amoah, who would join the Council as representative of non-academic staff of the University from 1 August 2021 as an observer to the meeting.
- 1.2 The Chair also recorded the Council's thanks to Bob Spedding and Anna Henderson whose terms of office on the Council were coming to an end, and to Ruth Girardet and Maggie Galliers who were stepping down from the Council to take up roles in other universities.

2 DECLARATION OF INTERESTS

- 2.1 The Chair drew members' attention to the Guidance for Interpreting OU Council Standing Order 7 (SO7) – Declaration of Interest (C-2021-04-26A Appendix)
- 2.2 There were no declarations of interests.

3 MINUTES

C-2021-01-M & C-2021-02-M

The Council **approved** the minutes of the ordinary business meeting held on 11 May 2021 subject to the following amendment:

Minute 9.2(b) to read:

The Council ...noted that ~~emphasised the need to proceed urgently to meet the stated target dates.~~ Significant work was required to deliver the mitigation measures designed to address ALs' primary concerns of greater job security and the expected financial uplift

for additional leave and professional development time. These mitigations were complex and payroll issues remained unresolved.

4 MATTERS ARISING C-2021-01-01

4.1 The Chair requested that further consideration be given to how important actions arising from meetings of the Council are recorded and tracked.

4.2 The Council **noted** the Matters Arising and Action Tracker.

5 CHAIRS' ACTION C-2021-04-02

The Council **noted** the report of action taken by the Chair.

6 VICE-CHANCELLOR'S REGULAR REPORT

6.1 The Vice-Chancellor welcomed the Chief Financial Officer's return after a period of special leave. The report provided an update on the growth in student numbers and the expenditure to support it. Separate papers provided detail on the proposed budget for the forthcoming year and how this aligned to the Financial Strategy (C-2021-04-19 and C-2021-04-20). Extensive scrutiny of Unit plans and business cases had taken place and the Vice-Chancellor's Executive's (VCE) intention was to ensure the University was in a strong position anticipating growth. However, there had also been consideration of downside scenarios and possible responses.

6.2 In reflecting on other issues raised in his report the Vice-Chancellor reported that:

- a) a case for further investment in FutureLearn would be presented to the Council in the autumn.
- b) the Universities and Colleges Employers Association (UCEA) had made a final pay offer of at least 1.5%. The UCU had called a special conference for on 9 September 2021 to discuss current disputes in higher education including the pay offer. Unison was currently balloting its members on pay freeze from August 2020.
- c) the Action Plan following the outcome of the Quality Assurance Agency (QAA) Quality Enhancement Review (QER) had been approved and would be published imminently.
- d) several significant policy announcements were expected on funding reforms in higher education in England. Tertiary education policy reviews were also underway in Scotland, Wales and Northern Ireland.
- e) student satisfaction indicators showed very positive results though the outcomes of the National Student Survey (NSS) were still awaited. The University had worked hard to ensure the response rate to the NSS was above the threshold for publication.
- f) a recent round of academic promotions had resulted in 15 promotions to professor (band 1 and 3) including nine women with two at the highest band. References obtained in the process had commended the candidates at band 3 as outstanding in their fields. Professor Marcia Wilson Dean, Equality, Diversity and Inclusion had recently been appointed as Chair of the Academic Staff Promotions Committee.

6.3 The Council:

- a) commended the growth in student numbers but sought further information regarding capped modules. Members queried whether the level of capping was greater for forthcoming presentations and enquired how quickly they could be reopened for registration. It was suggested that data on capped modules should be included in the Institutional Performance Report.
- b) commented that it would be helpful to show data for England separately in reports on performance. It was agreed to look into this further.
- c) sought clarification on the University's intentions for using technology in teaching and learning.
- d) noted the controversy following the launch of the Gender Critical Research Network and the support being provided to vulnerable students by the OU Students Association.

6.4 The Vice-Chancellor:

- a) explained that capping numbers on a small number of modules occurred regularly and reflected dynamic situations with changing student numbers and availability of appropriately skilled Associate Lectures (ALs). The current level of capping was not significantly above that of previous years. VCE was regularly updated on module registrations and at present there were 43 modules (mainly in STEM) with quotas set, and four of those were recording registrations over 80% of the quota.
- b) reported that a review of performance indicators and measures linked to the new Strategy was underway, but consideration could be given to including a reference to capped modules in the current performance report.
- c) reported that a campaign was currently underway to recruit additional ALs and students unable to register on a module would be offered alternatives or priority registration the following year. The challenges of this and pressures on staff were acknowledged.
- d) assured the Council that the use of technology in teaching and learning would be evident in the new strategy. In its recent review, the QAA had requested that the University clarified its future intentions on digital pedagogy and clearly communicated the future accessibility of learning resources to students. The approach would be blended and inclusive to meet needs of students.
- e) reported that following the launch of the Gender Critical Research Network the University had worked hard to provide support and bring colleagues together. Reviews of relevant policies were underway and independent legal advice was being sought. A key principle of the University's Statement of Principles on Academic Freedom was that whilst some views might cause upset, these must be presented in ways that were not hostile or degrading.

6.5 The Council **noted** the report from the Vice-Chancellor

7 REPORT FROM THE CHAIR OF THE AUDIT COMMITTEE

C-2021-04-04

7.1 The Chair of the Audit Committee reported that at its meeting on 15 June 2021 the Audit Committee had focussed on strategic projects and issues of capability and capacity. The papers presented to the Council included updates on several actions identified at the meeting on 15 June 2021 however it was still too early to assess their impact. The

Committee had challenged strongly on issues relating to the projects especially costs but emphasised that it wished to support the University Management to achieve success in the projects.

7.2 The Vice-Chancellor explained that costs for these projects had been estimated at the outset but as the full extent of the work required became apparent, budgets had been revised. Business change costs had not been fully quantified, and the re-prioritising of the AL Contract Programme had impacts overall on project costs. It was therefore important to interpret current budgets and costs in this context. He assured the Council that he was confident the programmes would achieve their goals and valued the support offered.

7.3 The Council **noted** the report.

8 ASSOCIATE LECTURER (AL) CONTRACT CHANGE PROGRAMME C-2021-04-05 UPDATE

8.1 The Deputy Vice-Chancellor, VCE Sponsor of the project, informed the Council that several areas had progressed since the meeting of the Audit Committee on 15 June 2021 including:

- a) the recruitment of external consultants to focus on the interdependencies of the project and support internal project managers.
- b) the issue of information on FTE calculations to all ALs by the target date of 30 June 2021 and confirmation of additional resources in faculties to respond to queries.
- c) the start of technology testing on schedule. The first data load had produced some minor issues to resolve but overall, the testing was positive so far although it was acknowledged contingency within the timeline to address issues was very limited.
- d) improved engagement with stakeholders including Heads of Schools, Staff Tutors and the AL Executive.
- e) the establishment of a task force to map business change requirements from October 2021

8.2 The Deputy Vice-Chancellor considered that there was now more confidence that the interim measures to support ALs between October 2021 and transition to the new terms and conditions in August 2022 would be implemented to time.

8.3 The Council acknowledged the progress made since the meeting of the Audit Committee and:

- a) sought further information on the new project structure and communication of the improved management of the project to stakeholders to demonstrate confidence.
- b) enquired whether sufficiently robust metrics were available to the Implementation Board to monitor progress and provide assurance that the project was on track.
- c) commented that work so far focussed on technological improvements but emphasised the importance of inclusion and cultural change in the success of the project. Measures needed to be put in place to establish trust, demonstrate values of supporting staff and improve the visibility and transparency of ongoing work. Concern was expressed that the AL voice was limited in this work. It was suggested that the University re-examine the recommendations from the report on organisational culture by the Pecan Partnership in 2016.

- d) noted the report of differences in opinion between the Internal Audit Team and University Management in relation to the Lessons Learned report presented to the Audit Committee. The Chair of the Audit Committee assured the Council that the differences were not related to key issues and all recommendations were agreed. The Internal Audit Team were providing assurance on the project pending the appointment of a new external assurance provider.
- e) expressed concern that the budget for the AL Contract Programme had increased substantially over the duration of the project so far. Several risks in the Risk Register were not shown as being within or exceeding risk appetite, for example, risks of industrial action.
- f) requested an update on the progress in scoping and procurement of an appropriate workload management system.

8.4 The Deputy Vice-Chancellor:

- a) assured the Council that the University was committed to meeting the implementation date for the interim measures of October 2021 although the risks associated with this approach were acknowledged.
- b) explained that the new Project Management Office and new structures were in the process of being confirmed with teams and would be shared more widely shortly. The external expertise bought in was supporting the four work strands to ensure best practice was in place to deliver the change programme.
- c) confirmed that a dashboard was compiled for the Implementation Board with indicators for each work strand of the project.
- d) assured the Council that cultural change and integration of ALs into Faculties were key aims of the project. The project had not lost sight of the cultural implications of the changes to the contract although attention as at present was concentrated on technological improvements to implement the agreed mitigations for October 2021.
- e) agreed that the costs of the project had risen since 2018 however at that point considerable work was unknown or not fully understood. The budget had therefore changed over time as additional work became apparent, but it was now a realistic assessment of the project's costs. The Project Management Office was currently addressing the risk register.
- f) reported that phase 1 of the Interim Workload Management Reporting System developed by colleagues in Academic Services and IT had been completed and was performing well. The specification for procuring the Workload Management Reporting System was complete however the interim solution would operate for a period before procurement commenced to evaluate any additional insight gained.

8.5 The Chair reflected that in view of the risks associated with the project, it would be helpful if the Deputy Vice-Chancellor met with the chairs of Council Committees in early September to update them on the progress with the project and issue a report to members of the Council to follow up on issues raised.

8.6 The Council **noted** the report.

9 CORE SYSTEMS REPLACEMENT (CSR) PROGRAMME UPDATE:

ERP UPDATE

C-2021-04-06A

- 9.1 The Chief Information Officer updated the Council on the continuing work to resolve outstanding issues with ERP 1. Challenges remained with the stabilisation of the payroll and manual interventions were required for each monthly run. This was putting significant demands on the Staff Payments Office and additional resource had been recruited to support the teams. Additional support was also being provided by the University's partners InfoSys and NTT to work on identifying the underlying issues. The Chief Information Officer assured the Council that there had been a gradual improvement in the position, and he remained confident that stability in the payroll would be achieved to facilitate the revised AL contract requirements in October. In looking further ahead, the Chief Information Officer informed the Council that he envisaged that ERP 3 (People Services) would be completed by the end of 2022.
- 9.2 The Chief Financial Officer reiterated that the payroll system was functioning and that improvements in stability were evident. Other Finance aspects of ERP 1 required interventions and the intention was to bring in additional SAP experience to support teams resolve the issues.

STUDENT SYSTEMS UPDATE

C-2021-04-06B

- 9.3 The University Secretary reminded the Council that the second replan of CSR Student Systems has been necessary because of the redeployment of technical staff to the AL Contract and CSR ERP programmes. The replanning was not a rescheduling but a detailed examination of services and processes in response to student and staff behaviours. This would inform adaptations required to software, rather than requiring adoption of the requirements of new software systems. Additional investment had been directed to legacy systems and suppliers had extended support to enable their continued operation. These had provided additional time to reflect on the merits and costs of both the it.education and CIRCE software.
- 9.4 The pause in this stage of the CSR programme had also enabled activity in relation to the development of a new digital student experience to be brought forward. This would bring benefits to students earlier than originally planned with initial implementation completed by December 2022.
- 9.5 The Council:
- a) acknowledged that additional investment in the CIRCE system was sensible to permit further reflection on the most appropriate future systems and implement them in parallel. Further information was sought on the comparison of the it.education and CIRCE software.
 - b) questioned whether the original scoping for replacement systems was adequate.
 - c) reflected that although the need to adopt not adapt when introducing new systems appeared straightforward, it must be based upon clear strategic direction. This was not evident in many aspects of the University's objectives and further attention should be given to the University's strategies in relation to technology and data.
 - d) sought clarification on the process of external benchmarking used to inform decisions on the procurement of replacement systems

- 9.6 The University Secretary and Chief information Officer:
- a) explained that the comparisons between the new and legacy systems would examine a range of issues including integration between existing systems, upgrades and support.
 - b) explained that in the original scoping for replacement systems three suppliers had been considered and the closest fit to requirements selected. The fit was not entirely complete, but this was a common situation when introducing new systems in a university. The challenge was the balance between adopting and adapting the new systems in implementation and how processes overall could be improved.
 - c) advised that the pause now provided the University with an opportunity to reflect upon its aims and objectives in relation to a digital strategy. The Council would be able to consider this in detail at the Strategy Day on 28 September 2021.
 - d) informed the Council that the starting point for the student systems part of the CSR project had not been comparisons with other institutions but had focussed on the software itself and whether the University could adapt its processes to work with it. Work had been undertaken to gain information on other universities' experiences of the three main suppliers' products and VCE had taken their decision after evaluating a wide range of information from different sources.

9.7 The Council **noted** the reports.

10 INSTITUTIONAL ANTI-RACISM AND ANTI-DISCRIMINATION STATEMENTS **C-2021-04-07**

- 10.1 Professor Marcia Wilson, Dean, Equality, Diversity and Inclusion (EDI) explained that the statements were recommended to the Council by the Senate. Their intention was to clarify the University's commitment to a zero-tolerance approach towards racism and discrimination.
- 10.2 The Council:
- a) welcomed the proposed publication of the statements and fully supported their aims and objectives.
 - b) reflected that the strength of the statements would be in the practical application of policies relating to racism and discrimination and queried how they would be enforced particularly in relation to external stakeholders.
 - c) suggested altering the reference to "pregnancy and maternity leave" in Appendix 1 to "parental leave" and emphasising more strongly that any form of discrimination (not just relating to race or protected characteristics) was unacceptable. Appendix 2 could also emphasise a sense of togetherness more strongly.
- 10.3 The Dean, Equality, Diversity and Inclusion
- a) emphasised that training would be required to improve awareness of responsibilities in relation to the University's policies. The statements were an important starting point and further work would follow including devising a framework to assist with bringing parties in conflict together
 - b) agreed to re-examine the list of protected characteristics in Appendix 1.
- 10.4 The Council **approved** the institutional anti-racism and anti-discrimination institutional position statements for external and internal use, subject to minor revision.

11 USS PENSION: UPDATE C-2021-04-08

The Council **noted** the response from the University to the second UUK consultation on the USS March 2020 valuation and the update report.

12 COUNCIL GOVERNANCE REVIEW: UPDATE C-2021-04-09

12.1 The University Secretary explained that strategic issues were presented in the paper for the Council to consider. The review, conducted by Ranmore Consulting, confirmed the effectiveness of the OU's governance arrangements. The secretariat would take forward a range of practical, operational actions to further improve the Council's effectiveness. The Review had taken a developmental approach to improving effectiveness of the Council. The Council was asked to consider several proposals in the paper and the Governance and Nominations Committee would consider a full implementation plan to present to the Council in November 2021.

12.2 The Council:

- a) discussed the proposal that the pre-meeting of Council members should be a meeting of all Council members and officers in attendance. A range of views were expressed with some members seeing value in the meeting remaining a private meeting for non-executive Council members, whilst others considered the exclusion of the Vice-Chancellor as a member of the Council to be an unusual practice and unhelpful.
- b) concluded that it wished to retain pre-meetings before business meetings of the Council but that they should include the Vice-Chancellor who was a member of the Council. Consideration would be given to how the time in the pre-meeting was allocated. The Chair emphasised that he was always willing to speak to members outside of meetings if they wished to raise any matters with him.
- c) confirmed that the Governance and Nominations Committee would consider further the Council Commitments set out in Appendix 2. The intention was to explain succinctly the role of the Council in relation to the governance of the University.
- d) reflected that greater emphasis should be given to the Council's role in ensuring the strength of the students' experiences whilst studying with the University.

12.3 The Council

- a) **approved** the proposals outlined for the next phase of work and
- b) **noted** the operational improvements which will be overseen and monitored by GNC.

13 OU BRAND STRATEGY: UPDATE C-2021-04-10

The Council **noted** the report on the development of the OU brand strategy

14 OU STRATEGY DEVELOPMENT: UPDATE C-2021-04-11

14.1 The Director of Strategy explained that a proposed framework for the University Strategy was presented in the paper and if agreed would be discussed in detail at the Strategy Day in September 2021.

14.2 The Council supported the framework for the strategy and:

- a) suggested that discussion of a digital strategy including data and technology should be included in the timetable for the Strategy Day in September.
- b) commended the simplicity of the framework and in particular the reference to enabling students to succeed through supported distance learning. It was felt that this encapsulated the different ways students can learn and succeed.
- c) suggested that reference to culture and international reach should also be included.

14.3 The Vice-Chancellor and Director of Strategy explained that:

- a) the concept of culture was considered too complex and ambiguous to include in the framework, but values, behaviours and respect were included to in the second paragraph of the framework. Further work on culture and behaviours beyond the development of the strategy had commenced.
- b) that whilst the University was a global institution, its primary focus was on the UK at present. Further consideration would be given to the international context at the Strategy Day in September.

14.4 The Council:

- a) **agreed** the revised strategy framework as the basis for completing the development of the strategy and that a full draft will be proposed to Council in September.
- b) **noted** that changes to the University's values would not be proposed as part of the current strategy development process and that the strategy would reflect a commitment to making further progress in this area

15 INSTITUTIONAL PERFORMANCE UPDATE

C-2021-04-12

15.1 The Vice-Chancellor drew attention to a generally positive position with encouraging progress in several areas. Attention was however drawn to the proportion of Black and Asian students registering with the University in 2020/21 not increasing in line with target. Interventions would be considered. In addition to the information in the report, the Development Office had raised £145,000 from a recent Giving Day and the Pro-Vice-Chancellor (Research, Enterprise and Strategy) was discussing a major initiative with Wolfson Foundation on sustainability.

15.2 The Council commended the positive picture and raised the following points:

- a) attention should be given to how the information relating to the technology objective was presented. The current metrics were repetitive and not informative.
- b) several indicators were presented in percentages and full-time equivalent figures however in some instances absolute numbers would be helpful.
- c) information in relation to the Knowledge Exchange Framework (KEF) was published in March 2021 but had not been included in the report
- d) despite the recent positive news on promotion of female staff, the overall position in the report was not as encouraging with the trend showing a decline
- e) the report might not be fully capturing the sense of fatigue across the institution. Some of the measures might be giving an indication of this, for example, levelling off of the numbers of staff working for teaching qualifications and increase in IT mistakes. The Council reiterated its gratitude for the work of the staff but emphasised the importance of recording the pressures facing the University.

- 15.3 The Director of Strategy confirmed that:
- a) work was ongoing to refine and enhance the measures alongside the development of the new strategy
 - b) data in relation to the KEF should have been included in the report and would be circulated
 - c) colleagues in People Services and the EDI team were examining data in relation to the promotion of female staff . The promotion criteria had been revised last year with the intention of having a positive impact on promotion rates.
 - d) the report of the National Student Survey (NSS) would be circulated to the Council when published.

16 STRATEGIC RISK REGISTER C-2021-04-13

- 16.1 The Vice-Chancellor informed the Council that the risk environment remained challenging for the University particularly around staff capacity although many actions and mitigations had now been put in place. The Council would consider the policy environment in more detail at its meeting n November.
- 16.2 The Council:
- a) sought further information on the University's position in relation to data breaches in the light of increased cyber attacks, phishing attempts and scams. It was acknowledged that Risk 2 and Risk 8 were applicable, but it was suggested that this area should be identified more clearly as a risk especially as an increase in staff errors had been identified in the report
 - b) queried whether it was appropriate to assess risk 4 relating to the pandemic as green, in the light of a third wave of infections now evident and concerns over winter pressures on the NHS already being identified.
- 16.3 The Director of Strategy agreed to look further at the points raised.
- 16.4 The Council **approved** the Strategic Risk Register summary.

17 NATION UPDATE: OU IN IRELAND C-2021-04-14

- 17.1 Michael Bower, Assistant Director, Student Success and External Engagement, OU in Ireland, presented a report of the range of activity, levels of growth and progress against objectives being achieved in Northern Ireland and the Republic of Ireland.
- 17.2 The Council congratulated the OU in Ireland teams on their achievements particularly in relation to the strong recruitment of nursing and social work students, strong links with Further Education colleges and successful community partnership projects. Further information was sought on the University's ambitions in the Republic of Ireland (RoI). It was confirmed that the University was looking to develop its identity further in the RoI and was exploring different opportunities including partnerships.
- 17.3 The Council **noted** the report.

18 OU STUDENTS ASSOCIATION REPORT C-2021-04-15

- 18.1 The President, OU Students Association, presented a report of the Association's progress against its five strategic performance indicators and an outline of the plans to mark the Association's 50th birthday in 2022.

18.2 The Council **noted** the report.

**19 MENTAL HEALTH AND WELLBEING STRATEGY:
IMPLEMENTATION REPORT**

C-2021-04-16

19.1 Professor Fary Cachelin, Executive Dean, Faculty of Wellbeing, Education and Language Studies (WELS) explained that the report provided a summary report of work implementing the strategy. This included increasing awareness and reducing stigma via regular messaging and creation of a new website embedding best practice into units. Institutional performance indicators had been established and a dedicated Mental Health and Wellbeing Data Analyst had been appointed.

19.2 Responsibility for the Mental Health and Wellbeing Strategy would be transferring to the Dean, Equality, Diversity and Inclusion. There was a clear synergy between the strategy and the work of the Equality, Diversity and Inclusion Team and the team would work closely with the PVC Students to ensure cohesion with the targets in the Access and Participation Plan for students.

19.3 The Council noted the work completed so far and asked:

- a) whether data would be collected specifically across protected characteristics.
- b) at what point initiatives for students and staff would require separation to ensure appropriate targeting

19.4 The Executive Dean, WELS:

- a) confirmed that data would be collected across protected characteristics. This analysis would be strengthened with the transfer of responsibility for the strategy to the EDI Team.
- b) explained that similar indicators would be used but measures to improve mental health and wellbeing would differ. Separate reports would be produced relating to staff and students.

19.5 The Council **noted** the progress of implementation of the Mental Health and Wellbeing Strategy and the arrangements for the transfer of responsibility to the Dean, Equality Diversity and Inclusion.

20 PREVENT REPORT

C-2021-04-17

The Council **noted** the report in Convene

21 FORECAST OUTTURN

C-2021-04-18

The Council **noted** the report of the 2020/21 consolidated forecast outturn surplus of £8.4m for the year to date as at 30 April 2021 and the forecast for the remainder of the financial year.

22 BUDGET AND FINANCIAL FORECASTS

C-2021-04-19

22.1 The Chief Financial Officer informed the Council that the budget had been considered by the Vice Chancellor's Executive and was being recommended to the Council by the Finance Committee. The proposed budget assumed student intake and growth in retention rates remained at 2020/21 levels.

- 22.2 The Chair of the Finance Committee assured the Council that the budget had been scrutinised very thoroughly by the Finance Committee with a specific deep dive into student number planning. Placeholder budgets were in place for strategic change expenditure and subject to further approval. The Committee considered these to be conservative at present and further assurance from external assurance providers would be required to be confident that further expenditure was appropriate and controlled.
- 22.3 The Council acknowledged the positive budget position and asked:
- a) when grant information was expected to be available from Government bodies as referred to in Appendix 2 of the paper.
 - b) what the requests for additional resource in table 4 comprised and whether they were achievable, for example additional staff.
 - c) whether the impact of alternative scenarios had been fully evaluated, for example, a decline in student numbers
 - d) whether approval of the budget for 2021/22 included the allowances for strategic change as these were subject to further scrutiny and approval by the Finance Committee
- 22.4 The Chief Financial Officer:
- a) assured the Council that although the final Government grant allocations had not been received, sufficient advance information had been available to provide confidence for the budget.
 - b) explained that most cases for additional resources for 2021/22 focussed on capacity issues to support student number growth and deliver existing activities.
 - c) confirmed that extensive testing had been carried out on student number projections focussing on the impact of the Covid 19 pandemic and potential dropout rates or falls in registrations. This testing was regularly checked and linked to the Strategic Risk Register.
 - d) confirmed that approval was not being sought for the placeholder budgets for strategic change as these would be subject to consideration of business cases by the Finance Committee.
- 22.5 The Council **approved** the budget for 2021/22, subject to 4d) above.

23 FINANCIAL STRATEGY

C-2021-04-20

- 23.1 The Chief Financial Officer explained that the change in approach in the strategy to setting a target for reserves was considered more realistic than the previous approach and less restrictive to permit opportunities for one off expenditure decisions. No changes were proposed to other elements of the strategy.
- 23.2 The Council queried whether the Financial Strategy should include reference to the University's stance on ethics and investment. The Chair of the Finance Committee confirmed that the University had a separate Ethical Investment Policy. Further consideration could be given to making a more explicit connection between the two documents.
- 23.3 The Council **approved** the Financial Strategy.

24 THE SENATE C-2021-04-21

24.1 The Vice-Chancellor reported that the key discussions from the meeting of the Senate on 23 June 2021 had been staff capacity, the Gender Critical Research Network and the Quality Assurance Agency (QAA) Quality Enhancement Review Outcome and Follow Up

24.2 The Council **noted** the minutes of the meeting held on 23 June 2021

25 AUDIT COMMITTEE C-2021-04-22

The Council **noted** the minutes of the meeting held on 15 June 2021

26 FINANCE COMMITTEE C-2021-04-23

The Council **noted** the minutes of the meeting held on 22 June 2021

27 REMUNERATION COMMITTEE C-2021-04-25

The Council **noted** the minutes of the meeting held on 11 May 2021 in Convene

28 SHAREHOLDERS REPRESENTATIVE GROUP C-2021-04-24

The Council:

- a) **noted** the minutes of the Shareholder's Representative Group meeting held on 24 May 2021
- b) **approved** the recommendation that Colin Hughes be appointed as an OU-nominated director and Vice-Chancellor's Delegate, FutureLearn with effect from 1 August 2021.

29 GOVERNANCE AND NOMINATIONS COMMITTEE C-2021-04-26

The Council:

- a) **approved** the reappointments of:
 - i) John Brooks to the Council for a second term, to 31 July 2025;
 - ii) Mary Curnock-Cook to the Council for a second term, to 31 July 2025;
 - iii) Philip Robert-Tissot to the Finance Committee for a second term, to 31 July 2025;
 - iv) Mary Curnock Cook to the Finance Committee for a second term, to 31 July 2025;
 - v) Philip Robert-Tissot to the Investment Committee for a second term, to 31 July 2025;
 - vi) John Brooks to the Governance and Nominations Committee, for a second term, to 31 July 2025.
- b) **approved**:
 - i) the extension of the term of office for Michael Moule to Investment Committee for one year, to 31 July 2022;

- ii) the temporary increase to Investment Committee of 'external members appointed by the Council from outside its membership' by one, to allow for consistency of membership after July 2022.
- c) **approved** the appointment of Rachel Lock to the Audit Committee, to July 2023.
- d) **noted** the unconfirmed Minutes and Confidential Minutes of the meeting held on 9 June 2021.

30 ANNUAL EFFECTIVENESS REVIEW

C-2021-04-27

The Council:

- a) **noted** the mapping of business against the terms of reference for the period 1 August 2020 until 31 July 2021,
- b) **noted** the annual attendance figures;
- c) **agreed** the corporate governance statement for inclusion in the Financial Statements

31 DECLASSIFICATION OF COUNCIL PAPERS

All paper classified as Highly Confidential to remain at present.

32 DATE OF NEXT MEETING

The next meetings of the Council will be held on:

28 September 2021 Strategy Development Day
23 November 2021 Milton Keynes
1 March 2022 Online
10 May 2022 National Office – Cardiff
5 July 2022 Online

All arrangements are subject to change pending Governments' advice

Dave Hall
University Secretary

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