

OPEN

UNIVERSITY OF BIRMINGHAM

COUNCIL

26th June 2024 at 9.00am

MINUTES OF MEETING

Members present: Mr Mervyn Walker (Pro-Chancellor and Chair); Ms Deborah Cadman OBE; Ms Amira Campbell, President of the Guild of Students; Ms Lisa Fretwell; Professor David Hannah; Ms Rosie Harris; Professor Pam Kearns; Mr Mick Laverty; Dame Lin Homer*; Mr Steve Hollis; Professor Stephen Jarvis (Provost); Mr Harjinder Kang; Mr Anthony Lilley OBE; Ms Tianjie (Alice) Liu, Guild International Officer; Professor Catherine Mangan; Dame Cilla Snowball; Mr Richard Swann; Ms Jacqueline Taylor; Professor Adam Tickell (Vice-Chancellor and Principal).

Also present: Professor Helen Abbott (Pro-Vice-Chancellor and Head of College); Mr Ben Bailey (Dubai Chief Operating Officer) - for Minute 24/46; Professor William Bloss (Pro-Vice-Chancellor and Head of College); Ms Erica Conway (Chief Financial Officer); Ms Cathy Gilbert (Director of External Relations) - for Minute 24/47; Professor Neil Hanley (Pro-Vice-Chancellor and Head of College); Professor Deborah Longworth (Pro-Vice-Chancellor (Education)); Professor Robin Mason (Pro-Vice-Chancellor (International)); Mrs Colette McDonough (Head of Governance); Ms Gillian McGrattan (Director of Human Resources) - for Minute 24/50(1); Professor Yusra Mouzughy (Dubai Provost); Dr Alaric Rae (Deputy Director of External Relations) - for Minute 24/47; Mr Ravikiran Rajashekar (Guild International Officer 2024/25); Professor Rachel O'Reilly (Pro-Vice-Chancellor (Research)); Mr Syed Sadath (President of the Guild of Students 2024/25); Mr Lee Sanders (Registrar and Secretary)*; Mr Mark Senior (Chief of Staff); Mr Will Spinks (External Consultant) - for Minute 24/48; Professor Marika Taylor (Pro-Vice-Chancellor and Head of College)*; Professor Nick Vaughan-Williams (Pro-Vice-Chancellor and Head of College).

**Joined via Zoom*

Apologies: Ms Lucy Baldwin; Mr Tim Gardam CBE; Dr Clive Hickman OBE; Mr Nick Owen CBE.

Papers: The minute book contains copies of all written papers or reports to which reference is made below unless indicated otherwise.

24/41 Declarations of Interest

Noted: that no changes to the Register of Interests, or any interests in relation to any item on the agenda, were declared.

24/42 Minutes

Resolved: that the minutes of the meeting of Council held on 24th April 2024 be approved (CO.24.06.01).

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24/43 Matters Arising from the minutes not addressed elsewhere on the agenda

Reported: that there were no matters arising.

24/44 Pro-Chancellor's Items

(1) Recruitment of New Members of Council

Reported that:

- (a) six candidates for membership of Council had been invited for interview on 6th June 2024. Further discussions were now planned with two of the candidates who had attended and, if it was decided to appoint any candidates, a recommendation would be circulated to Council over the Summer;
- (b) if members of Council had any suggestions of new candidates for membership of Council, they should submit them to the Pro-Chancellor and Chair of Council, noting the key priority of increasing the diversity of Council membership, particularly in terms of ethnicity.

24/45 Vice-Chancellor's Items

Considered: the Vice-Chancellor's Items report (CO.24.06.02).

(1) ***[NOT FOR PUBLICATION]***

(2) King's Birthday Honours

Reported that:

- (a) Professor Rachel Upthegrove, Professor of Psychiatry and Youth Mental Health, had been awarded an MBE for services to mental health research and life sciences;
- (b) Professor Janice Thompson, Emeritus Honorary Professor of Public Health Nutrition and Exercise, had been awarded a British Empire Medal for services to public health.

(3) Financial Sustainability Oversight Group

Reported:

- (a) that, as discussed at previous meetings of Council, particularly the November 2023 evening session with Paul Kett from PWC, there were significant financial challenges facing the higher education sector. These challenges arose from factors including uncertainty in international student demand, the policy environment for international students and graduate visas, the real terms decline in home tuition fees, inflation, and the funding model for research. There remained the possibility that a higher education institution (not Birmingham) might fail, noting there were several media reports of universities in serious financial difficulty;
- (b) the work of the Financial Sustainability Oversight Group as set out in Paper CO.24.06.02 was noted. This aimed to ensure that the University was well positioned to respond to the significant financial challenges facing the sector and included identifying opportunities for both income generation and cost management;
- (c) the potential implications for the higher education sector of a change in Government following the General Election in July, noting that it was intended

to arrange a session at the Council October Strategy Day with external speakers on the implications of the new Government for higher education and for the University.

(4) QS World University Rankings 2025

Reported: that Council congratulated the University on the progress made in The QS World University Rankings 2025, noting that the University had risen four places to joint 80th. The University was also in the top 15 in the UK for the majority of metrics, supported by rises in areas including academic reputation, citations per FTE (though there remained room for improvement in this area), international student ratio, international research network, and sustainability. **[NOT FOR PUBLICATION]**

24/46 University of Birmingham Dubai Annual Update

COMMERCIAL IN CONFIDENCE

Considered: the University of Birmingham Dubai Annual Update (CO.24.06.03).

Reported that:

- (a) the purpose of the annual report was to update Council on developments across the University of Birmingham Dubai campus. It focused on the following areas: Dubai and the region, education, student experience, research, external engagement, staffing, campus development and financial performance;
- (b) the Dubai, UAE and regional context for the campus continued to support fulfilling the original vision for the campus and continued to confirm the strength of the original strategic drivers for the establishment of the campus in Dubai;
- (c)-(g) **[NOT FOR PUBLICATION]**
- (h) the discussion of Council covered:
 - (i) recognition of the steady progress which had been made by the University of Birmingham Dubai to date, noting that it had only been two years since the opening of the new campus;
 - (ii) the inspirational leadership provided by Professor Mouzoughi as the first female leader of the University of Birmingham Dubai;
 - (iii)-(iv) **[NOT FOR PUBLICATION]**
 - (v) the employability support available to students in Dubai;
 - (vi) how the principles of freedom of speech and academic freedom operated in Dubai;
 - (vii) how the opportunity for student voice to be heard, beyond the Student Survey, continued to be a priority with multiple formal and informal platforms;
 - (viii) the importance of positioning the University of Birmingham Dubai and shaping its future strategy in relation to its UAE operating context.

Resolved: that the University of Birmingham Dubai Annual Update be approved as set out in Paper CO.24.06.03.

24/47 Recruitment and Admissions Update

COMMERCIAL IN CONFIDENCE

Considered: the Recruitment and Admissions Update (CO.24.06.05).

Reported that:

(a)-(i) ***[NOT FOR PUBLICATION]***

Noted: the Recruitment and Admissions Update as set out above and in CO.24.06.05 and that Council thanked everyone involved in the University in this year's student recruitment campaign, which had been a huge team effort across the institution.

24/48 **Effectiveness Review of Council**

Considered: the report of the Effectiveness Review of Council (CO.24.06.07). This made ten recommendations and ten suggestions for the University to increase its compliance and effectiveness.

Reported that:

- (a) Council had undertaken regular reviews of its effectiveness since 2001/02. The last effectiveness review of Council reported in June 2020 - the overall conclusion was that Council could continue to be assured of its effectiveness, having regard to the Committee of University Chairs (CUC) Higher Education Code of Governance and other good governance practice. The recommendations of the review had all been implemented as reported to and noted by Council in June 2021;
- (b) given that the last effectiveness review had covered every aspect of the operation of Council and its committees, and a relatively short period of time has elapsed since the University implemented its recommendations, a more focused approach had been taken to the 2023/24 effectiveness review. This had enabled the review to focus in more detail on the key strategic themes and areas where there was scope for further enhancement of the effectiveness of Council;
- (c) a small group of members of Council, chaired by the Pro-Chancellor, had overseen the effectiveness review process (David Hannah, Lin Homer, Cilla Snowball and Lee Sanders). Will Spinks, External Consultant and former Registrar of the University of Manchester, had provided both excellent continuity and external independent scrutiny in conducting this year's effectiveness review;
- (d) the report of Will Spinks was provided at Appendix 1 to Paper CO.24.06.07. The review had found that Council could be assured that Birmingham not only had excellent compliance with the CUC Higher Education Code of Governance, but also had many examples of leading-edge practice. Areas of strength and leading-edge practice included:
 - (i) governance culture;
 - (ii) leadership style, direction of travel and chairing skills;
 - (iii) alignment between the University's Strategic Framework and meeting agendas;
 - (iv) the quality of work done in committees;
 - (v) governance support;
 - (vi) a desire and ambition to be better;
- (e) the report also noted that there were opportunities for the University to increase its compliance and effectiveness and these were offered in the form of ten recommendations and ten suggestions;
- (f) Council welcomed the very positive outcome of the review and considered the recommendations and suggestions set out in Appendix 1 to Paper CO.24.06.07. The discussion included:

- (i) how the role of Senior Independent Governor might be incorporated more explicitly into the Deputy Pro-Chancellor roles, noting that these roles had been used informally by the University up to now to fulfil the accountabilities of a Senior Independent Governor;
- (ii) that the membership of Strategy, Planning and Resources Committee would be revised in response to Recommendation 3 of the Review as resolved at Minute 24/57 below and Remuneration Committee would consider its terms of reference in light of Recommendation 8 of the Review at its next meeting in October;
- (iii) that a session on the Birmingham 2030 Strategy Framework would be included in the October 2024 Council Strategy Day in response to Recommendation 4 of the Review;
- (iv) that the induction process for new members of Council and support for academic members of Council would be reviewed in response to Recommendations 9 and 10 of the Review;
- (v) that the suggestion that a lay member, other than the Chair of Council, should chair Strategy, Planning and Resources Committee, would be re-visited in due course, noting that the Pro-Chancellor had only been Chair of the Committee for the past 18 months and the continuity and efficiencies which were achieved by his chairing both meetings of Council and the Committee;
- (vi) that the outcome of the effectiveness review of Council and the University's response to the recommendations and suggestions would be published, including in the University's Annual Report and Accounts for 2023/24;
- (g) Council thanked Will Spinks for his significant work and the extremely valuable external experience, insight and scrutiny which he had brought to this effectiveness review.

Resolved: that the positive outcome of the Effectiveness Review be noted, and an Action Plan would be prepared for consideration at the next meeting of Council on 10th October 2024 to set out the University's response to the recommendations and suggestions in Appendix 1 to Paper CO.24.06.07. A report on progress with implementation would be submitted to Council in October 2025.

24/49 2024/25 Budget

COMMERCIAL IN CONFIDENCE

Considered: the University's 2024/25 Budget (Presentation and Paper CO.24.06.04).

Reported that:

(a)-(i) **[NOT FOR PUBLICATION]**

Resolved: that the University's Budget for 2024/25 be approved as set out in Paper CO.24.06.04.

24/50 Strategy, Planning and Resources Committee

Considered: the report of the meetings of the Strategy, Planning and Resources Committee held on 16th May and 13th June 2024 (CO.24.06.08).

(1) **[NOT FOR PUBLICATION]**

COMMERCIAL IN CONFIDENCE

24/51 Election of Chancellor

Considered: the recommendation of the Chancellor Appointment Committee on the election of the next Chancellor of the University (CO.24.06.06).

Reported that:

- (a) the Chancellor Appointment Committee had recommended that Sandie Okoro OBE be elected as the next Chancellor of the University. Sandie was Group General Counsel of Standard Chartered Bank and former Senior Vice-President and General Counsel, and Vice-President for Compliance, for the World Bank Group. Her biography was attached at Appendix 1 to Paper CO.24.06.06. This demonstrated Sandie's calibre and strong attributes for the role of Chancellor;
- (b)-(d) **[NOT FOR PUBLICATION]**
- (e) Members of Council were requested to note that this appointment must remain strictly confidential prior to its announcement on 1st July 2024.

Resolved: that Council elected Sandie Okoro OBE as the eighth Chancellor of the University for five years (renewable) with effect from 1st August 2024.

24/52 Audit Committee

Noted: the report of the meeting of Audit Committee held on 4th June 2024 (CO.24.06.10).

24/53 Forward Look to the Council Strategy Day

Noted: the Forward Look to the Council Strategy Day on 10th October 2024 (CO.24.06.11).

24/54 Annual Health and Safety Assurance Report

Noted: the Annual Health and Safety Assurance Report (CO.24.06.12).

24/55 Annual Report on Student Conduct, Complaints and Appeals

Noted: the Annual Report on Student Conduct, Complaints and Appeals (CO.24.06.13).

24/56 Senate

Noted: the report of the meeting of Senate held on 12th June 2024 (CO.24.06.14).

24/57 Membership Committee

Considered: the recommendations of the meeting of the Membership Committee held on 13th June 2024 (CO.24.06.15).

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Reported: that the Committee had agreed that members of Senate voting in these elections would be advised that Council is keen to:

- (a) have a disciplinary balance from across the Colleges in its membership, noting that the College of Social Sciences was already represented on Council by Professor Catherine Mangan;
- (b) continue to broaden the diversity of its membership.

Resolved that:

- (i) Rosie Harris be re-appointed as a lay member of Council for a second term of office from 1st August 2024 to 31st July 2028;
- (ii) Tim Gardam be re-appointed as a lay member of Council for a second term of office from 1st December 2024 to 30th November 2028;
- (iii) as an immediate response to the Effectiveness Review of Council (Minute 24/48 refers) the membership of SPRC be amended with effect from 1st August 2024 by removing the Pro-Vice-Chancellors from its membership, noting that the Vice-Chancellor would decide which members of UEB would attend meetings of SPRC from 2024/25 onwards. This would change the balance of membership of the Committee to 6 lay members of Council, the Vice-Chancellor, the Provost, 2 academic members of Council and 1 student member of Council, thus providing a lay majority in the total membership;
- (iv) Phil Harrold and Steve Connors be re-appointed as co-opted members of the Audit Committee for one year from 1st August 2024 to 31st July 2025.

24/58 Amendment of University Ordinances and Regulations

Resolved: that the amendment of Ordinance 2 and Regulation 3 be approved with effect from 1st August 2024 as set out at Appendix 1 to Paper CO.24.06.16.

24/59 Capital Projects over £1m

COMMERCIAL IN CONFIDENCE

Received: the progress update on Capital Projects over £1m (CO.24.06.17).

24/60 Affixing of the University Seal

COMMERCIAL IN CONFIDENCE

Received: a report noting the transactions which had required use of the University Seal since the last meeting of Council (CO.24.06.18).

24/61 Any Other Business

(1) Retiring Members

Reported that, on behalf of Council, the Pro-Chancellor thanked:

- (a) Amira Campbell for her contributions as Guild President 2023/24;
- (b) Tianjie (Alice) Liu for her contributions as Guild International Officer over the past two years. 2022/23 and 2023/24;
- (c) Professor David Hannah, Academic Member of Council, for his contribution to the work of Council since September 2020. David would continue to maintain his contact with members of Council via his role as Deputy Pro-Vice-Chancellor (Sustainability);

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- (d) Professor Pam Kearns, Academic member of Council, for her contribution to the work of Council since 2022. Pam was retiring after 17 years at the University and therefore standing down early from Council at the end of July;
- (e) Steve Hollis who had been a member of Council since August 2020 and Deputy Pro-Chancellor (Finance) since August 2022. Steve had served on all but one Council Committee during his time on Council and his contributions and wise counsel had been much appreciated by fellow members of Council and senior colleagues, particularly noting his support of the Chief Financial Officer and her team;
- (f) Dame Lin Homer who had been a member of Council for eight years, with the last two of those years as Deputy Pro-Chancellor. Dame Lin had made a tremendous contribution to the University and had committed a huge amount of time to the University during her tenure. Her significant contribution to meetings and her insight, support and wisdom had been much valued by senior colleagues and fellow members of Council.

(2) Contact Details

Reported: that the Head of Governance would investigate how contact details of members of Council might be shared within Council, having regard to the need to maintain compliance with GDPR.

24/62 Programme of Meetings

Noted: the programme of meetings of Council for 2024/25:

Wednesday 9th October 2024, 6.30pm for 7.00pm, Council Dinner

Thursday 10th October 2024, 9.00am to 6.00pm, Council Strategy Day

Tuesday 26th November 2024, 5.00pm to 9.00pm, Council Presentation and Dinner

Wednesday 27th November 2024, 9.00am to 12 noon, Council Meeting

Tuesday 4th February 2025, 5.00pm to 9.00pm, Council Presentation and Dinner

Wednesday 5th February 2025, 9.00am to 12 noon, Council Meeting

Tuesday 8th April 2025, 6.30pm for 7.00pm, Council Dinner

Wednesday 9th April 2025, 9.00am to 6.00pm, Council Strategy Day

Tuesday 24th June 2025, 5.00pm to 9.00pm, Council Presentation and Dinner

Wednesday 25th June 2025, 9.00am to 12 noon, Council Meeting