

**THE COUNCIL**

**Minutes**

This paper details the unconfirmed Minutes of the last meeting of the Council held on Tuesday 14 July 2015.

The Council is asked to **approve** these unconfirmed Minutes as a correct record of the meeting.

Fraser Woodburn  
Secretary to the Committee

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## THE COUNCIL

Minutes of the meeting of the Council held on Tuesday 14 July 2015 at 10.00am in the Hub Theatre, The Open University, Walton Hall, Milton Keynes, MK7 6AA.

- Present: Richard Gillingwater (Chair), Mr Peter Horrocks (Vice-Chancellor), Mr H Brown (Treasurer), Mrs R Tudor (OUSA President), Mrs S Dutton, Ms R Girardet, Mr P Greenwood, Mr B Heil, Mr B Larkman, Mrs S Macpherson, Dr J Miller, Mr W Monk, Mr J Newman, Dr T O'Neil, Mr C Shaw, Mr R Spedding, Dr C Spencer, Prof W Stevely, Dr G Walker, Prof J Wolffe, Mr J Yeo
- In Attendance: University Secretary; Pro-Vice-Chancellor (Learning and Teaching); Pro-Vice-Chancellor (Research, Scholarship and Quality), Finance Director; Commercial Director, Head of Governance; Senior Manager (Governance).
- Observing: Mr L Hudson, (Director of Communications), Ms A Barber (for minute 7), Mr A Burrell (for minute 8), Mr P Clarke (for minute 9)
- Apologies: Professor H Rymer, Professor M Mihsein

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### 1 DECLARATION OF INTERESTS

There were no declarations of interest.

### 2 MINUTES

C-2015-02-M

The Council **approved** as a correct record the minutes of the meeting held on 12 May 2015.

### 3 MATTERS ARISING

C-2015-03-01

The Council **noted** the responses to the matters arising from the last meeting, which were not dealt with elsewhere on the agenda.

### 4 CHAIR'S BUSINESS

- 4.1 The Pro-Chancellor and Chair of the Council, Richard Gillingwater, reported that he and the Vice-Chancellor, Peter Horrocks, had spent an illuminating day in Student Services, following the Student Journey from enquiry to graduation. He recommended this experience to other members of the Council, as it provided a good understanding of the services provided to students by the OU and the challenges involved.
- 4.2 The Chair had been present at an event organised for current and potential donors to the OU. It had been attended by an interesting group of powerful people who, if converted, would be very useful to the University.

- 4.3 The Chair had also engaged in a useful discussion between the Director, Students and the Nation Directors about how the four nations interacted with the OU and the challenges ahead. As the University operated across all four nations, the Council should not only meet in Milton Keynes, but also have one meeting per year that rotated around the nations. He proposed that the Council meeting scheduled for 8 March be held in Edinburgh, and that a dinner event be held the previous evening to which a major speaker and other influential guests were invited in order to raise the profile of the OU.

**Action: Governance Team**

## **5 VICE-CHANCELLOR'S REGULAR REPORT**

- 5.1 The Vice-Chancellor, Peter Horrocks, reported that the University Secretary, Fraser Woodburn, had decided to retire at the end of the year after a long and distinguished career in Higher Education (HE), and 17 years at the OU. The Vice-Chancellor took the opportunity to thank Mr Woodburn for his wise counsel and support during his early months at the OU. Early knowledge of Mr Woodburn's decision had provided time to prepare a revised leadership structure for professional administrative services to complement and support the changes to the academic structure announced in June 2015. The proposal being put to the Senate later that week was different to the original and, if approved, would result in three Executive Deans, plus the Dean, Faculty of Business and Law, joining the Vice-Chancellor's Executive (VCE). This would give greater priority to the academic voice in the executive leadership and management decision making of the University.
- 5.2 The Vice-Chancellor reported on some developments in the external environment:
- a) Jo Johnson, the new Minister of State for Universities and Science at the Department for Business, Innovation and Skills (BIS) had recently set out a vision of how to improve Britain's world-leading HE sector and had reconfirmed the Prime Minister's commitment to double the proportion of disadvantaged young people entering higher education by 2020 from 2009 levels. However, the OU needed to campaign to shift the focus of government support from simply 'young' people, as well as to publicly challenge any media narrative that did not take part-time into account, for example with regard to student numbers;
  - b) Mr Johnson had also suggested that teaching funding be subject to the same kind of scrutiny as research through a Teaching Excellence Framework (TEF); this had not been clearly defined, but the Budget had indicated that there would be a link between teaching excellence and funding. The rebalancing of the status of teaching and research would not directly affect the OU, but the University would participate in the debate and contribute to the TEF consultation;
  - c) the Higher Education Funding Council for England (HEFCE) were proposing some changes to the Quality Assurance Agency for Higher Education (QAA); if adopted there would be less regulatory reporting from QAA and more responsibility given to governing bodies;
  - d) the Budget announcements included the fact that maintenance grants would be converted to loans of up to £8,200 in England. This would mean that the poorest students would leave university with the highest debts: up to £51,600 if attending an institution outside London, which compared with £16,200 if doing a degree with the OU. The £21,000 loan repayment threshold had been frozen for 5 years. Fees would be allowed to rise with inflation for universities that demonstrated excellence in teaching from 2017/18 following consultation, which indicated that TEF outcomes would be linked to fees. There would be an apprentice levy on large employers to fund 3 million new, high quality apprenticeships, which might provide opportunities

for the OU. There had been a focus on 'productivity' and prioritising investment in skills and infrastructure; the new Secretary of State at BIS, Sajid Javid, had also spoken about encouraging new providers, which could lead to a potential threat.

- 5.3 With reference to the University's work with partners across the UK and the world, the Vice-Chancellor reported on:
- a) the contribution of the Pro-Vice-Chancellor (Learning and Teaching), Professor Belinda Tynan and the OUSA President, Ruth Tudor, to the UNESCO Global High Level Policy on Online, Open Flexible and Distance Education. The final paper would be released shortly;
  - b) a recent meeting of the FutureLearn Academic Network on the theme of PhD and postdoctoral research on Massive Open Online Courses (MOOCs);
  - c) the Sharing Scholarship University-wide event, organised by the Institute of Educational Technology (IET) and the SHARE team, to showcase work being carried out in all units, regions and nations;
  - d) the collaboration of the Faculty of Business and Law (FBL) and the Business Development Unit (BDU) on an MBA recruitment campaign in Romania, Slovakia and Poland by developing alumni as OU ambassadors.

- 5.4 Highlighting some of the University's significant achievements since the last meeting, the Vice-Chancellor reported that:
- a) a project by Learning and Teaching Support, that was revolutionising the production and use of audio-visual material, had been named a winner in the Times Higher Leadership and Management Awards 2015;
  - b) FBL and the Development Office had secured a philanthropic pledge of £600,000 from Anthony Nutt, an FBL alumnus, that would enable the establishment of a Centre of Excellence for Voluntary Sector Leadership;
  - c) an anonymous donation of 500,000 euros had been received in recognition of Lord Haskins' contribution to the OU and industry. The money would be used to establish a Scholarships and Employability programme in Ireland.
  - d) the Open University's TESS-India (Teacher Education through School-based Support) programme had won the prestigious Innovation Award at the Bond International Development Awards.

## 6 STUDENTS FIRST

C-2015-03-02

- 6.1 The Chair remarked that the paper, based on the Vice-Chancellor's initial reflections on the OU, paved the way for the evolution of the University's strategy, providing the stimulus to develop ideas in a number of key areas. The Strategic Planning and Resources Committee (SPRC) had already commented on the document, which had also been circulated across the University for consultation.
- 6.2 The Vice-Chancellor explained that the paper was a strategic document, not a determinative one, and was designed to encourage thinking across the University. His thoughts had been shared with a wide audience, using technology such as OpenIdeas to put his various contentions out for comment, as well as unit team meetings. There had already been a good response, with 1200 people voting on the ideas presented, and 237 individuals adding comments. To date, the proposal that had received the highest number of votes was that 'decision-making needs to get pushed down to the lowest level', whilst the one receiving the most comments was the suggestion that 'academics should be more

visible to students'. This was not just an intellectual exercise: the University would have to overcome some significant challenges over the next few years.

- 6.3 Members welcomed the paper as a frank and profound think piece, which set the tone and matter for discussion, and provided an agenda for engagement.
- 6.4 A member wondered whether the vision might include something about social mobility in order to attract commercial customers. The Vice-Chancellor said that it was important to understand the role of the mission statement: the fundamental principle of being open to places, people, methods and ideas would not change; however, the vision or how the University went about delivering the mission, could be more flexible. The member replied that social mobility could be considered in a slightly different context, as a way of focussing networking and opening up the student-tutor relationship.
- 6.5 With reference to the changing perception of the OU's role (para 4), an associate lecturer (AL) member said that there was no doubt that students considered the part-time nature of OU study to be important, whether or not it was their 'second chance'. However, individuals were unlikely to champion the OU to the government. The majority of students were in work and aiming to improve or change their careers, so the University should make more use of the companies employing them.
- 6.6 Referring to the statement that the OU should deliver excellence 'globally and in the UK' (para 6), a member observed that the UK market might not be big enough to support the current size of the OU; the global marketplace provided more opportunities for the University to grow and develop, and this was to be encouraged.
- 6.7 The member commented that the perception of external circumstances was well understood. The Vice-Chancellor replied that some of the responses to the consultation indicated a lack of understanding of the existential threat, so more should be done to communicate this issue.
- 6.8 Referring to the increasing emphasis on employability, a member commented that it was critical to get this right. The Vice-Chancellor agreed but said that more data was required to inform strategy in this area.
- 6.9 A member suggested that more work could be done to link the benefits of OU study with productivity, which was a massive issue for the UK. Skills development was required across the workforce, so the University should highlight its contribution to productivity in the private sector, as well as the public sector. The paper should relate more closely to the public agenda and its importance to government. The Vice-Chancellor agreed that the University should use the language of public and private productivity. Another member commented that the reference to the nations could be strengthened.
- 6.10 With reference to paragraphs 26 and 42 of the paper, a member observed that unbundling the OU's services to students and charging differential rates for options such as face-to-face tutorials and printed materials could disadvantage students with disabilities.
- 6.11 A member welcomed the notion of 'One OU'; it was important to escape the silo mentality, for example academic versus non-academic or management versus staff, and to consider the implications for the behaviours the University wanted from its staff. Several members observed that culture change would be pivotal and was the biggest challenge. To become a networked organisation was not enough; it would require development to work at pace.
- 6.12 A member observed that the paper contained little analysis of student feedback; it was based on conversations with staff and perceptions of the external world. It was important to ask students what they really wanted. The Vice-Chancellor responded that he had shared the paper with the OUSA President before it had been released for consultation; however, it had been important to get the discussion underway. He had reached a good

sense of what students wanted through conversations with them, but he would still prepare a version of the paper for their consideration.

- 6.13 A member commented that a critical question for a potential student was ‘why the OU?’ The emphasis on innovation would be attractive for students, as it could provide different and additional benefits beyond their qualification. Another member applauded the reference to innovation, but observed that it was difficult to sustain.
- 6.14 A member suggested that the discussion around students should come at the forefront of such a paper. Part time students were a diverse group with regard to age and background. The challenge was to connect with those who did not currently engage with the University. There needed to be a clearer statement on how the OU overcome this challenge and put students first. Another member said that it was impossible to argue with the ‘Students First’ focus, but the OU student body was not homogenous: students were in different locations, and had different goals. ‘Students First’ was not necessarily the same as qualifications first. The OU was largely led by government policy; but students were not necessarily engaged in achieving a qualification. With reference to the discussion at SPRC, the member commented that the University needed to establish the OU’s role and its unique selling proposition.
- 6.15 With reference to paragraph 39 of the paper, a member commented that academics would appreciate the opportunity to be more visible to students. However, significant organisational changes would be required in order to make that happen, which was particularly relevant in the light of the Locations Analysis.
- 6.16 A member observed that the concept of networking with all stakeholders required real focus and discipline, as it could unleash a diffuse power. The Vice-Chancellor replied that disciplined networking felt contradictory. The key was around focus; if there were too much structure people would not understand the need to open up. Debate should be encouraged, both internally and externally. A new role – Director of External Engagement – was being created, which demonstrated the importance of this activity. The member clarified his concern was about, for example, numerous different people approaching the same alumni. The Vice-Chancellor said that a single point of contact analysis would be undertaken.
- 6.17 An AL member asked to what extent students understood the concept of networked learning. Many progressed through their modules without any collaboration, sharing or discussion. In allowing this to happen, the University might be doing students a disservice.
- 6.18 The Vice-Chancellor said that the challenge was not only to find out what students wanted now, but also what they would want in the future. It was important to look at technology in order to meet students’ implied demands. The transactional nature of expectations was moving to a more collaborative experience; this was not necessarily part of the current student experience, but would be a focus for the future.
- 6.19 The key elements for a refreshed Strategic Plan would be taken forward and would come back to the Council in due course. Cultural change was key: the University would continue the conversation and ensure that the University as a whole understood how important this was. Further input from Council members on culture change would be welcomed.

**7 ESTATE STRATEGIC PLAN 2015-2025 C-2015-03-03**

- 7.1 The Chair of Estates Committee, Bill Monk, thanked the Director of Estates, Alan Burrell, the Estates team and the Committee for their contribution to the Strategic Plan. The timing of the document coincided with some significant changes across the University; the estate had served the OU well, but it was necessary to ensure that it was fit for the future. Space utilisation was a key issue. Mr Burrell then explained that the Estate Strategic Plan was designed to underpin the OU Strategy and highlighted the key themes of the Plan.
- 7.2 A member commented on the level of underutilization given the need for cost reductions; savings could still be made and shorter term milestones should be set. Another member supported the need for a ten year Strategic Plan, but suggested that it should be reviewed every five years. Mr Monk agreed that it was necessary to review the Plan more regularly; the next two years would be crucial.
- 7.3 Referring to the reduction in office space per person, a member suggested that the OU was essentially standing still. The Vice-Chancellor agreed that it was a small improvement in space utilization. The changes to the membership of the Vice-Chancellor's Executive should prove helpful in the future, as the academic voice would be heard in decision making. Mr Burrell added that some of the savings that might be realised required different ways of working; in some cases, it might be more costly to liberate space than to keep the status quo.
- 7.4 A member asked whether any thought had been given to bringing students on campus to make use of the underutilized areas, thereby also helping to improve engagement with the University as highlighted in the Students First paper. The Vice-Chancellor replied that there were a small number of students for which the ability to come onto campus would be pertinent, for example opening up the science laboratories, but essentially the OU model did not work that way.
- 7.5 An AL member suggested that it would be helpful if some of the figures in the paper, for example the annual accommodation cost per person, could be set into context with some comparative data. Mr Burrell replied that data comparison was an issue, but he could provide such data where available.
- 7.6 The member also observed that there was a strong focus on open plan principles, but no reference to the importance of change management in this situation. Another member commented that open plan was not always the best solution; whilst there were benefits in some situations, it was important to remain flexible. Referring to the plans for further flexibility in the provision of tutorial space, an AL member said it would be helpful if the paper could make the implications for service more explicit.
- 7.7 With reference to the University's performance against the Carbon Management Plan (para 21), a member commented that the OU should challenge itself to lead the sector and to be innovative rather than to wait for new technologies. Mr Burrell said that there were many technologies available that could make a difference, for example diesel generators, but they were very expensive.
- 7.8 A member said that the Estate Strategic Plan provided useful evidence for the Locations Analysis project. There was a view that the OU first needed to consider the functions required and then build around them. There would be a cultural issue, as many people equated OU activities with buildings.
- 7.9 The Chair observed that there were challenges regarding the Estate Strategic Plan, particularly with regard to space utilisation. The Vice-Chancellor's comments about the empowerment of Executive Deans were encouraging. The Strategy should be considered as a ten year framework, rather than a ten year plan, and it should be revisited once the changes resulting from the reorganisation had been embedded.

7.10 The Council **approved** the Estate Strategic Plan.

## **8 STAFF STRATEGY COMMITTEE ANNUAL REPORT, INCORPORATING C-2015-03-04 THE OU PEOPLE STRATEGY**

8.1 The Chair of the Staff Strategy Committee (SSC), Ruth Spellman, thanked the Committee, the Human Resources team and the University Secretary for leading the work on the OU People Strategy, and setting a clear direction and focus on the areas that matter to the OU. It was important to align the People Strategy to the overall University Strategy: Human Resources (HR) was a key enabler in supporting change, so the People Strategy should be regularly reviewed to reflect the changing direction and key priorities of the University. It should not be overly prescriptive, but should set the agenda for HR and establish the key values of the institution.

8.2 The report on the year showed some positive trends in comparison to those elsewhere in the sector; however, there was more to be done, for example with regard to more distributed leadership. The SSC would need to consider how it should engage with the issues around restructuring and how it should support HR. Reports on the programme would come to the Council via the SSC. The Locations Analysis was potentially the most disruptive issue and would test the University's change appetite. Support for culture change would be essential. Phil Clarke, Head of HR for Central Academic Units, added that the team were committed to the huge change process going forward. The key elements were structures, academic alignment, consulting and engaging with staff, due and legal process, and culture change.

8.3 A member observed that the AL negotiations were leading to larger contracts, but a reduced headcount. Whilst some of the benefits to the OU and ALs were clear, the ability to draw people with a wide variety of backgrounds and perspectives offered other benefits to students. The University Secretary said that this was being considered in the negotiations. Many ALs were involved across the curriculum, but it was also envisaged that others with particular experience would be brought in as required.

8.4 Referring to the statistic that 41% staff did not receive regular feedback from their managers (para 33), an AL member said that this was not the case for a large group of ALs. Another member commented that the People Measures in Appendix 1 did not refer to ALs, although they were a larger group of academics; consequently, the data did not represent the organisation as a whole.

8.5 The member said that it would be helpful to have a breakdown of the categories of staff receiving the 'Going the Extra Mile (GEM)' awards (para 34). Referring to paragraph 58, the member also observed that the paper provided no information about the technology required to support the key areas of the organisation's culture that needed to be addressed.

8.6 Referring also to the Senate report (C-2015-03-14), a member suggested that it might be time to pause the Locations review until the requirements were clearer. The Vice-Chancellor replied that the Students First paper made it clear what the University wanted to achieve. ALs should be empowered to have a more direct relationship with their students and to be involved in the preparation of materials. Staff in the regions had been living with uncertainty for some time, so it was essential to make progress with the review. The intention was to bring a paper on the Locations Analysis to the November meeting of the Council.



8.7 The Council **agreed** the key priorities for the future, which were the six core themes of the new OU People Strategy:

- a) Develop a pro-active approach to talent management so that we recruit, develop and upskill our staff to achieve their organisational potential and maximise their contribution;
- b) Develop our managers to lead high performance teams and achieve their objectives;
- c) Support organisational reshaping and job redesign to ensure the University is able to meet the needs of its students through building new skills and capabilities;
- d) Promote effective cultural change through improved ways of working;
- e) Support the University to become a positive place to work with high levels of engagement and alignment to enable it to become an employer of choice;
- f) Maximise effective HR support to enable managers to deliver a high quality service and meet our future strategic goals.

## 9 INVESTMENT IN FUTURELEARN

C-2015-03-05

Minute items 9.1 to 9.14 are detailed in C-2015-03-CM (Confidential Minutes).

## 10 2014/15 FORECAST OUTTURN

C-2015-03-06

10.1 The Finance Director, Miles Hedges, explained the key variances in the forecast income and expenditure for the financial year as a whole, which now took into account the estimated cost of the voluntary early retirement and severance scheme. He commented that HEFCE was likely to be making an across the board cut in universities' 2014/15 grants as part of the government's plans to reduce public expenditure. A formal announcement had yet to be made but the impact, possibly around £2m, would be reflected in the final result of the year.

10.2 The Treasurer commented that the further favourable movement in income was welcome news and congratulated the management on keeping costs under such tight control.

10.3 The Council **noted** the 2014/15 forecast consolidated outturn of £2.5 million deficit.

## 11 2015/16 REVENUE BUDGET

C-2015-03-07

11.1 The Finance Director, Miles Hedges, said that the delivery of the budget would mean that the previous £75m target for aggregate cost reductions and new net income would have been exceeded. He highlighted the key items of budgeted income and expenditure, and commented that the underlying operating surplus was well within the University's financial strategy. In the context of the key risks set out in the paper, HEFCE had indicated that it might deal with its own savings requirements, which meant that a significant cut in grants was unlikely for 2015/16.

11.2 The Treasurer observed that it was good to see that the upside and downside risks were now more evenly balanced, after two years in which the downside risks had predominated. Staff across the University had worked hard to deliver the operational budgets in line with the reduction in the University's own income, and should be thanked for delivering a budget capable of delivering a modest surplus in such circumstances. The Finance Committee recommended this budget to the Council.

- 11.3 The Chair said that the budget took account of the additional investment in FutureLearn.
- 11.4 The Council **approved** the proposed consolidated revenue budget for 2015/16 of a surplus of £3.7m after allowing for strategic expenditure of £25.3m, a Vice-Chancellor's fund for change and innovation of £5.0m and cost reductions of £24.2m.

## 12 FINANCIAL FORECASTS TO 2017-2018 C-2015-03-08

- 12.1 The Finance Director, Miles Hedges, introduced the forecasts and commentary, which were one of the key accountability returns that the University had to make to HEFCE. He noted that the HEFCE Student Opportunity Allocation remained at high risk, although as result of the Budget the risk might be lessened; and that there was still material uncertainty surrounding the timing and recognition of this year's VAT Upper Tribunal result in the light of HM Revenue and Custom's request for leave to appeal to the Court of Appeal.
- 12.2 The Treasurer commented that the paper gave a well balanced view of the University's financial situation, and reflected the uncertainty surrounding government allocations. Finance Committee had reviewed the forecasts and the commentary, had no changes to suggest, and recommended them for approval by the Council.
- 12.3 In response to a query from a member, the Director, Students, Keith Zimmerman, responded that the University recognised the risk of non-completion with 'old regime' students. Significant steps had been taken to put in place comprehensive information on the options available to help them to complete their qualifications. At present, there was no need for students to run out of time, although this would change at the end of this year.
- 12.4 The Council **approved**, on the recommendation of the Finance Committee, the financial forecasts and commentary.

## 13 FINANCE COMMITTEE C-2015-03-09

The Council:

- a) **approved**, on the recommendation of the Finance Committee, the Revised Finance Committee terms of Reference;
- b) **noted** the unconfirmed minutes from the meeting held on 1 July 2015 (F-2015-03-M).

## 14 AUDIT COMMITTEE C-2015-03-10

The Council:

- a) **approved** the proposed revisions to the Audit Committee's Terms of Reference (C-2015-03-10-Appendix);
- b) **noted** the unconfirmed minutes of the meeting (AUC-2015-02-M).

## 15 ESTATES COMMITTEE C-2015-03-11

The Council **noted** the unconfirmed minutes from the meeting (E-2015-02-M).

## 16 STAFF STRATEGY COMMITTEE C-2015-03-12

The Council **noted** the unconfirmed minutes from the meeting (CSSC-2015-02-M).

**17 STRATEGIC PLANNING AND RESOURCES COMMITTEE****C-2015-03-13**

The Council:

- a) **approved** the proposed amendments to the Committee's Terms of Reference;
- b) **noted**:
  - i) the unconfirmed Minutes from the meeting (SPRC-2015-03-M);
  - ii) the updated paper presented to SPRC on the UK Political Landscape and Funding Environment (SPRC-2015-03-06 updated).

**18 THE SENATE****C-2015-03-14**

18.1 The Vice-Chancellor reported that, further to his presentation on Students First which had included proposals on the reorganisation of the academic structure, a rapid consultation exercise had been conducted in the faculties. This had led to an amended proposal for three new faculties plus the Faculty of Business and Law (FBL), headed by three Executive Deans and the Dean, FBL. A special meeting of the Senate was to be held the following day to discuss the proposal. If approved, the intention was to recruit three Interim Executive Deans before the summer. The Interim Executive Deans would have responsibility for the organisation of the new faculties; however, if this required the movement of departments or units within a faculty, then proposals would be put to the Senate in April 2016.

18.2 The Council:

- a) **approved** the revised terms of reference for the Senate;
- b) **noted** the following matters for information:
  - i) Vice-Chancellor's Proposals: Students First;
  - ii) Academic Governance Review;
  - iii) Locations Analysis.

**19 ANNUAL EFFECTIVENESS REVIEW****C-2015-03-15**

19.1 The Chair commented that this was a comprehensive paper, which concluded that the Council was functioning effectively. A major review was proposed for 2015/16, which would correspond with the biennial opportunity for members to comment on the Council's effectiveness and would ensure that the Pro-Chancellor and Vice-Chancellor had been in post long enough to understand the institution and its governance. The Head of Governance, Dawn Turpin, confirmed that a scoping paper would be brought to the Council in November 2015, with a view to presenting any recommendations to the Council in July 2016.

19.2 The Council:

- a) **agreed** the entry for the Corporate Governance disclosure for inclusion in the Financial Statements 2014/15;
- b) **agreed** the revised Statement of Primary Responsibilities made in response to the Higher Education (HE) Code of Governance and the Scottish Code of Good HE Governance.

**20 MEMBERSHIP COMMITTEE****C-2015-03-16**

20.1 A member welcomed membership of the 30% Club to support the University's objectives regarding gender, but observed that there was no specific objective in the policy regarding Black and Minority Ethnic (BME) groups, although the ASPIRE programme had been successful. The Chair of Staff Strategy Committee, Ruth Spellman, suggested that the SSC might consider how this could be articulated. Another member observed that the key priority was to ensure that people with the right skills and experience were appointed.

20.2 The Council:

a) **approved:**

- i) the appointment of Ruth Tudor as a member from the staff and student categories of Council, to the Membership Committee from 1 August 2015 to 31 July 2016;
- ii) the appointment of Robert McCracken as a member from outside the Council with appropriate expertise of Finance Committee to 31 July 2019;
- iii) the Council Diversity Policy, including OU membership of the 30% Club;
- iv) changes to the Committee terms of reference and mode of operation.

b) **noted** the unconfirmed Confidential Minutes of the meeting.

**21 CHAIR'S ACTION****C-2015-03-17**

The Council **noted** the appointment of Ruth Girardet as one of three external co-opted members to serve on the Joint Committee of the Council and the Senate to appoint a Pro-Vice-Chancellor (PVC).

**22 JOINT COMMITTEE TO APPOINT THE UNIVERSITY SECRETARY****C-2015-03-18**

22.1 The Chair referred members to a tabled paper that set out the process and timetable for the appointment of a new University Secretary.

22.2 The Council **approved** the recommendation from the Membership Committee by Chair's action on the appointment of two Council members to the Joint Committee: Shonaig Macpherson and Ruth Spellman.

**23 DECLASSIFICATION OF COUNCIL PAPERS**

24.1 The University Secretary said that the Finance Committee minute on FutureLearn (C-2015-03-09) should be classified, so the paper would be reissued.

**Action: Finance/Governance Team**

24.2 The Council **agreed** that the following papers should remain confidential:

C-2015-03-05 Investment in Future Learn Limited

C-2015-03-07 Revenue Budget

C-2015-03-08 Financial Forecasts to 2017/18

C-2015-03-16 Membership Committee (Appendix 1 - Candidate CV)

but that the following papers could be declassified after the meeting:

C-2015-03-04 Staff Strategy Committee Annual Report, incorporating the OU People Strategy

C-2015-03-16 Membership Committee (minutes only)

## **24 NEXT MEETING**

The next ordinary business meeting of the Council will be held on Tuesday 24 November 2015 at 9.45am for 10.00am in the Hub Theatre, The Open University, Walton Hall, Milton Keynes, MK7 6AA. The Council Induction and Development Day originally scheduled for 29 September would no longer take place.

## **25 REVIEW OF MEETING**

- 25.1 The Chair thanked Fraser Woodburn for his contribution to the University and for the support he had provided him during the first few months of his role as Pro-Chancellor. He also thanked the members of the Council for their ongoing support for the University, and wished everyone a good summer break.
- 25.2 The Vice-Chancellor thanked Jim Miller, who was leaving the University to become Vice-Principal and Pro-Vice-Chancellor at Glasgow Caledonian University, for his contribution to the OU.

Fraser Woodburn  
Secretary to the Committee

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