

Council**14 May 2024**

Present: Joe Docherty (Chair), Rebecca Askew, Navreet Badwal, Kay Boycott, Cheryl Millington, Leslie Ferrar, Freddy Fossey-Warren, Oliver Foster, James Grierson, Alison Hastings, Denise Lievesley, Dan Lonsdale, Colin Macpherson, Amir Michael, Liadi Mudashiru, Karen O'Brien, Nigel Perry, Philip Plyming, Ari Sadanandom, Corinne Saunders, Mike Shipman, JJ Thakkar and Terry Toney.

In Attendance: Neil Scott and Amanda Wilcox (all items), Guy Weldon and Glen Whitehead for Minute 75, Jeremy Cook, David Loudon and Gareth Devine for Minute 79, and James Walsh (Minutes).

Apologies: Jonathan Bewes, Rob Senior, and Junjie Wu.

Minutes of a Meeting of Council held in the Lindisfarne Centre, St Aidan's College**69. Declarations of Interest**

Noted: Colin Macpherson in relation to agenda item 81 (Heads of Department).

70. Minutes of Meeting 27 February 2024 (C/23/65)

Approved: the minutes of meeting held on 27 February 2024.

71. Matters Arising

Noted: there were no matters arising.

72. Action Log and Schedule of Business

Noted: the status of the Action Log and Schedule of Business.

73. Chair's Business (C/23/66 & /67)

Noted: there was no Chair's Business.

74. Annual Schedule of Council Dates (C/23/68)

Approved: the schedule of Council meetings for the 2025 calendar year as outlined in the report.

75. Campaign Board Activity Update

Received: Campaign Update presentation (C/23/82 Confidential).

Noted:

- a) the Chair of the Campaign Board and the Director of Development & Alumni Relations Office (DARO) provided a presentation to Council on the following areas:-
 - i) the University's history of philanthropic fund-raising, including the most recent Durham Inspired campaign, which generated 700 scholarships and raised significant investment in research funding and facilities development;
 - ii) the new philanthropic campaign centred around the University's bi-centennial celebrations in 2032 and founded on the three pillars of opportunity; experience; and impact;
 - iii) targets for the new campaign were ambitious, but felt to be realistic based on the University's reputation and alumni profile;

- iv) the Campaign Board had welcomed new members to the Board, in ensuring the University had the best base to achieve the targets of its new campaign;
- v) public launch of the campaign would occur at the end of the 2028/29 financial year, with the aim to raise at least 50% of the campaign's target figure by the public launch.
- b) in discussion the following:
 - i) in order to achieve the overall campaign target the return on investment was around 10-12.5%;
 - ii) although there was a potential age profile of philanthropic investors, encouraging early donating habits statistically resulted in significant investments at the 19th point of donation;
 - iii) UK philanthropic donation was not as mature as in the US, and DARO had links with other institutions in learning how improvements could be made;
 - iv) some philanthropic markets required increased due diligence with DARO well supported by the Gift & Acceptance Panel, operating as a sub-committee of Ethics Committee;
 - v) sometimes DARO faced challenges in balancing the affinity that donors had with their college and in ensuring fundraising contributed to the University's strategic aims.
- c) Council asked the Chair of the Campaign Board to pass on their gratitude for their work to all members of the Board.

76. Vice-Chancellor's Report (C/23/69)

Noted:

- a) following an update at Council on 27 February in relation to Research Infrastructure, confirmation of those institutions which had been successful in securing funding would be communicated by June 2024;
- b) in relation to the encampment protest on Palace Green the following:
 - i) similar to other universities, a small group of students had camped on Palace Green in protest to the events in the Middle East;
 - ii) the University's initial priority had been to ensure the safety of students who were camping on Palace Green;
 - iii) members of the University community had visited the camp and reported that those present were students at the University, with the situation being monitored;
 - iv) the University respected the right to lawful protest and had received requests from the campaigners which the University would consider.
- c) due to problems with the redevelopment of the Milburngate site, progress with the Maths School had stalled, with an update to be provided at a future Council meeting; **KO'B**
- d) although the sector continued to face economic challenges, it was felt that any change through the forthcoming General Election to the Government may only result in consideration of how student hardship was tackled, rather than the fundamental issues of the current Higher Education funding model.
- e) the Migration Advisory Committee (MAC) had published their findings on the Graduate Route for international students. The report was positive about retaining the current provision, although the sector was awaiting the Government's response to the MAC.

77. Senate Report (C/23/70)

Noted:

- a) led by Professor Tom Allen, Senate had undertaken a thoughtful and sensitive discussion into the implications of support for students, following the outcome of a case of student suicide at Bristol University;
- b) Senate will reflect on the implications of the case and will keep Council informed of future discussions.

78. Students' Union Report (C/23/71)

Noted:

- a) in relation to the student encampment on Palace Green, the following:
 - i) the President of the Durham Students' Union (DSU) highlighted that the University and DSU had worked well together in responding to the health and safety needs of students involved in the encampment;
 - ii) recognising that the student protestors had asked for a response from the University in relation to areas of concern, it may be suitable to review the University's policy on investments at a future Finance Committee meeting.
- b) in relation to the Postgraduate Research Review, the following:
 - i) the Review was progressing well and likely to make some excellent recommendations, however, a slower start to the review had delayed completion timescales to December 2024;
 - ii) the Postgraduate Academic Officer was encouraged that the review would achieve its aims, although they would not be in post to see the Review's conclusion.

79. Hild Bede and 19th College: Gateway 4 (C/23/72)

Received: Hild Bede Refurbishment and 19th College Project presentation.

Noted:

- a) the Pro-Vice-Chancellor (Colleges & Student Experience), Director of Estates & Facilities, and Director of Residential Capability Development provided Council with a presentation on the project for the refurbishment of Hild Bede College, covering the following areas:
 - i) current progress of the project and the resolutions being asked of Council to move to the next stage;
 - ii) clarification of the tender received from the designated Preferred Bidder;
 - iii) how each of the options for the Hild Bede site contributed to the University's Strategic Objectives;
 - iv) in formalising the Preferred Bidder Stage, a clearly articulated and legally robust Preferred Bidder letter was required;
 - v) the financial implications of formalising a Preferred Bidder letter;
 - vi) risks of buildings on the Hild Bede site becoming Listed, including the implications for the Preferred Bidder and University of such outcomes.
- b) in discussion the following:
 - i) Finance Committee had endorsed the resolutions to Council and had been impressed with comprehensive nature of the development thus far;
 - ii) the Preferred Bidder letter constituted a contract and care was needed to protect the University from unforeseen costs. Notwithstanding the estimate recovery costs, in reality these may be exceeded where relationships deteriorated in the event of the project not proceeding;
 - iii) due to the complex nature and long timescales of the project, small variables could quickly make the overall project unviable and in entering into any contract these implications needed to be fully appreciated.

- c) the Chair on behalf of Council thanked the outgoing Director of Estates & Facilities for their contribution to the University and the improvements made in the Directorate, wishing them all the best for their future.

Agreed:

- a) the strategic business drivers support the need to take the project forward to a final determination of financial and commercial options;
- b) the revised provides sufficient confidence to allow the University to progress the project;
- c) inclusion of the Mandated Project Requirements in the Preferred Bidder Letter and the University's liabilities to be capped in the Preferred Bidder letter to Financial Close;

Closed Minute

Philip Plyming left the meeting.

80. Remuneration for Council Members (C/23/73)

Noted:

- a) the commencement of a search for the new Chair of Council provided an opportune moment to reflect on remuneration of Council Members and in particular the Chair of Council;
- b) the University Statutes permitted the remuneration of Council Members subject to approval by the Charity Commission, with the evidence required for approval detailed in the briefing note;
- c) any decision to introduce remuneration would not benefit the current Chair, who reflected that to fulfil the role roughly equated to a commitment of 2-days a week;
- d) remuneration of the Chair might encourage a more diverse candidate field, noting the likely profile of the individuals who may express an interest in the vacancy. However, more evidence was needed to demonstrate that remuneration resulted in more a diverse applicant pool;
- e) experience of the majority of Council Members on other governing bodies, was that it was usual for none or all board members to be remunerated rather than just the Chair. Having only the Chair remunerated may create an imbalance and restrict the sharing of workloads;
- f) Staff Members felt their position on Council was a privilege and they would be uncomfortable being remunerated, with staff workloaded or granted time to attend Council functions and meetings;
- g) increasing regulatory compliance may force the issue of remuneration, with it noted that remuneration of the Chair was required for Scottish Universities;
- h) the briefing note provided by Womble Bond Dickinson confirmed that remunerating Council Members would make the University an outlier and there was a general uncomfortableness about taking that course of action;
- i) the economic climate in Higher Education made any decision to remunerate Council Members difficult to justify;
- j) the Students' Union highlighted that the role of a Council Member was similar to a voluntary role and it was arguable whether other volunteers across the University were more deserving of remuneration ahead of Council Members;
- k) noting the threshold set by the Charity Commission prior to any remuneration of trustees being approved. The search for the new Chair should begin as it being an unremunerated role, with the option to evidence why remuneration might be required built into the search process.

Agreed: to commence the recruitment process for a new Chair of Council as a non-remunerated position and review the issue of remuneration if a suitable candidate cannot be secured. **TT**

81. Heads of Department (C/23/74)

Agreed: the appointment of Heads of Department for Earth Sciences; School of Education; Music; and Theology & Religion as detailed in the report.

82. Reappointment of Heads of Colleges (C/23/75)

Agreed: the reappointment of the Head of Trevelyan College as detailed in the report.

Terry Toney left the meeting.

83. Finance Committee Report: 24 April 2024 (C/23/76)

Noted:

- a) although Finance Committee had dedicated most of its meeting to the Hild Bede Project, updates were provided on the redevelopment of the:
 - i) Waterside Building, which was within budget, with the developer demonstrating commitment to the social value of the relationship with the University and local community;
 - ii) Boldon House, with plans in place to ensure the project recovered its current overspend position.
- b) the update on the Residential Refurbishment and Non-Residential Refurbishment Programmes noted that changes had been made to how condition surveys were carried out and may result in increased costs for the next phase of both programmes.

84. Scheme of Delegation for Financial Responsibility (C/23/76a)

Agreed: the Scheme of Delegation for Financial Responsibility.

85. Audit and Risk Committee Report: 20 March 2024 (C/23/77)

Noted:

- a) Audit & Risk Committee (ARC) had considered several internal audit reports and although risks were high in relation to cyber security and data governance, a lot of thought had gone into mitigating risks. This included the introduction of the DITO model which was demonstrating progress into transparency over control for non-centralised systems;
- b) in relation to the recent External Audit the following:
 - i) lessons learnt highlighted that sometimes awareness was needed to the risk trade off of any action taken;
 - ii) the switch to Oracle Fusion was required due to the end of life of the previous system, although the timing of its introduction was not ideal and caused delays to the External Audit.
- c) there had been a lot of improvement in relation to the University's response to risk, particularly since the appointment of the Head of Risk Management.

86. Review of Anti-Bribery and Fraud Prevention and Public Interest Disclosure (Whistleblowing) Policies (C/23/77a)

Agreed: the amendments to the Anti-Bribery & Fraud Prevention and Public Interest Disclosure (Whistleblowing) Policies.

87. Governance and Nominations Committee Report: 18 April 2024 (C/23/78)

Noted: the report of items discussed by Governance and Nominations Committee on 18 April 2024.

Agreed: the exceptional extension for Terry Toney's term of office to 31 July 2027.

88. Ethics Committee Report: 4 March 2024 (C/23/79)

Noted: the report of items discussed by Ethics Committee on 4 March 2024.

89. People and Organisational Development Committee Report: 20 March 2024 (C/23/80)

Noted:

- a) the Committee had benefitted from holding the 20 March meeting in-person and had received updates from the Pro-Vice-Chancellor (Equality Diversity & Inclusion) and Director of Human Resources & Organisational Development;
- b) details of the Staff Survey were due to be presented at a future meeting and would be reported with interest to Council;
- c) the Career Development Fellowships were a welcome addition and included all academic staff including researchers.

90. Business Agreed by Circulation since Last Meeting (C/23/81)

Noted: the approval by Council by-circulation of the following decision:

- a) sale of Endeavour Court (25 March 2024).

91. Dates of Future Meetings

Noted: the date of the final meeting of the academic year: 9 July 2024