16 March 2018

PRESENT: Pro-Chancellor (in the chair); Vice-Chancellor; Professor A. M. Atherton (Deputy Vice-Chancellor); Mr M. J. Dormer (lay member); Professor J. Garside (Deputy Pro-Chancellor); Mrs R. S. Georghiou (lay member); Ms A. Kettle (student representative); Mr I. Johnson (lay member); Professor N. Johnson (Senate representative); Mr R. Johnson (lay member); Professor K. C. Jones (Senate representative); Baroness Neville-Jones (Deputy Pro-Chancellor); Mr S. Reynolds (lay member); Professor E. Ritchie (lay member); Professor J. Taylor (Senate representative); Mr J. Woolf (Students’ Union President); Mrs V. Young (lay member).

IN ATTENDANCE: Mr P. Boustead (Director of Human Resources and Organisational Development) (attended for items 9, 10, 11 and 12); Ms H. Hunter (Committee Secretary); Professor S. R. A. Huttly (Pro-Vice-Chancellor (Education)) (attended for items 5, 6, 7, 8 and 9); Mr S. J. Jennings (Director of Strategic Planning and Governance); Professor J. F. O’Hanlon (Deputy Dean, Management School) (attended for item 14); Ms N. C. Owen (Chief Administrative Officer and Secretary).

APOLOGIES FOR ABSENCE: Mr D. Barron (lay member); Professor S. Guy (Senate representative).

1. APOLOGIES FOR ABSENCE

1.1 Council noted apologies for absence.

2. DECLARATIONS OF INTEREST

2.1 All University members of Council had an interest in item 9 and Mrs Valerie Young had an interest in item 18. There were no further declarations of interest.

3. MINUTES

3.1 Council approved the minutes of the meeting held on 26 January 2018.

4. MATTERS ARISING

4.1 There were no matters arising.

5. VICE-CHANCELLOR’S UPDATE AND QUESTIONS TO THE EXECUTIVE

5.1 The Vice-Chancellor provided an oral update on activities of interest to Council, including:

(a) that UCAS undergraduate applications data demonstrated that overall the University had performed well, including relative to the sector, but that it would be very important to translate this to conversions;

(b) that recently published data showed that the University’s performance for retention had significantly improved;
(c) the appointment of Professor Dame Sue Black as the new Pro-Vice-Chancellor for Engagement, who would take up post in August 2018. This post would replace the Pro-Vice-Chancellor (International) when Professor Steve Bradley stood down later in the year;
(d) that the University was preparing its registration submission to the Office for Students (OfS), following publication of the regulatory framework.

5.2 *(Restricted and Commercial in Confidence)*

5.3 Council noted the report.

6. **PRESIDENT OF THE STUDENTS’ UNION REPORT**

6.1 The President of the Students’ Union introduced the report.

6.2 Council noted the report.

7. **REPORT ON CAREERS AND EMPLOYABILITY**

7.1 The Pro-Vice-Chancellor (Education) introduced the report outlining the University’s position in relation to national employability measures, as well as explaining the role of the Careers Service to provide University wide support for employability and careers and describing our new enhanced employer engagement and equality, diversity and inclusion activity.

7.2 Council noted the report, but expressed concerns about employability data which disadvantaged the University in that outcomes were focused on high salaries and were not regionally weighted or taking account of subject mix.

8. **PROPOSAL FOR AN INSTITUTE FOR ENHANCEMENT OF LEARNING AND TEACHING (InELT)**

8.1 The Pro-Vice-Chancellor (Education) introduced the paper setting out a proposal for an Institute for Enhancement of Learning and Teaching (InELT), which had been approved by Senate at its meeting on 21 February 2018.

8.2 Council noted the report and welcomed this initiative.

9. **UNIVERSITY SUPERANNUATION SCHEME (USS) REFORMS**

9.1 The Director of Human Resources and Organisational Development introduced a report providing a recommendation that the University participated in national pay bargaining in 2018.

9.2 Council approved the recommendation that the University participates in national pay bargaining in 2018 and Lancaster’s position in those negotiations.
11. LANCASTER UNIVERSITY GENDER PAY GAP REPORT 2017  

11.1 The Director of Human Resources and Organisational Development introduced the report proposed for publication to meet the new statutory requirements for Gender Pay Gap reporting, and noting further work being undertaken by the University to aid management understanding of differences across diversity groups and to facilitate discussions across the University to support the implementation of the action plan. The analysis confirmed that the Gender Pay Gap is an important issue for the University that all parts of the University – Council, Senate, UMAG, Deans and Heads of Department - must continue to address.

11.2 Council noted the report, approved its publication, agreed that the Strategic Reward Committee would also consider issues arising from the report and that there would be further report to Council.

12. COMMITTEE ON UNIVERSITY CHAIRS (CUC): CONSULTATION OF THE HIGHER EDUCATION REMUNERATION CODE

12.1 Council noted the University’s response to the CUC Consultation of the Higher Education Remuneration Code.

13. KPIs: MID-YEAR REPORT 2017-18

13.1 The Deputy Vice-Chancellor introduced the report providing a 2017-18 mid-year update on performance against the University’s KPIs, noting challenges for maintaining and improving undergraduate entrant tariff scores in a very competitive marketplace.

13.2 Council noted the report.

14. LUMS DEPARTMENTAL RESTRUCTURE

14.1 Professor John O’Hanlon, Deputy Dean of LUMS, introduced the paper setting out the proposal and rationale for disestablishing the Department of Leadership and Management and integrating the activity and staff within the Department of Entrepreneurship, Strategy and Innovation and the Department of Organisation, Work and Technology, which was aimed at strengthening the current teaching and research activity. The proposal had been considered and recommended by Senate at its meeting on 21 February.

14.2 Council approved the proposal for the disestablishment of the Department of Leadership and Management as set out in the paper.

15. SENIOR OFFICER APPOINTMENTS

15.1 Council approved the reappointments of the Pro-Vice-Chancellor (Education) and Pro-Vice-Chancellor (Research and Enterprise) for further terms as set out in the paper and following the recommendation of Senate.
16. **COURT**

16.1 **REPORT FROM THE COURT MEETING HELD ON 27 JANUARY 2018** PAPER L(i)

16.1.1 The Chief Administrative Officer and Secretary introduced a paper providing an update on key points arising from the meeting of Court on Saturday 27 January and a further update on actions to progress the outcomes of the Court effectiveness review, including to determine the future meeting format and proposed communications with Court members.

16.1.2 Council noted the report.

16.2 **COURT: MEMBERSHIP OF THE UNIVERSITY** PAPER L(ii)

(Reserved)

17. **AMENDMENTS TO CHARTER, STATUTES AND ORDINANCES** PAPER M

17.1 The Chief Administrative Officer and Secretary introduced a paper setting out proposed amendments to the Charter, Statutes and Ordinances which took into account additional feedback from the meeting of the Senate of 21 February and the Privy Council. The changes proposed from Senate principally related to strengthening the safeguards to ensure Senate’s role in academic governance. Council considered the proposed amendments afresh as a first reading in accordance with constitutional requirements with a view to further consideration by Senate on 2 May, prior to Council final approval.

17.2 Council resolved to approve the proposed amendments with a view to providing a final resolution to make the proposed amendments at the Council meeting in May.

18. **SUB-COMMITTEE MEMBERSHIP APPOINTMENTS** PAPER N

18.1 Council noted the report, including Chair’s actions, and approved:

(i) that lay and co-opted members terms of appointment to the Remuneration Committee and Strategic Reward Committee are limited to three terms of three years;

(ii) the appointment of Valerie Young as Chair of the Remuneration Committee, which would be co-terminus with her appointment to Council.

*Mrs Valerie Young was not present for this item.*

19. **OFFICE FOR STUDENTS (OfS) REGULATORY FRAMEWORK** PAPER O

19.1 The Director of Strategic Planning and Governance introduced the paper providing an overview of the regulatory framework the OfS will operate and the requirements for registration, noting that Council members would be contacted about the provision of personal data as part of the submission requirements.

19.2 Council noted the report and approved that formal authority to sign-off the registration submission be delegated to the Vice-Chancellor, with the Pro-Chancellor having the opportunity to also review the submission.
20. FINANCE AND GENERAL PURPOSES COMMITTEE UPDATE

20.1 Mrs Valerie Young, the Vice-Chair of Finance and General Purposes Committee, provided an oral report on the meeting from the previous day, including that the Committee:

(i) received a report on the conclusion of the recent Financing Strategy work (Project Rose). It had been confirmed that the Authorised Financing (Project Rose) Sub-Group had completed its work in respect of the private placement and its final approval for this transaction was consistent with the parameters agreed by the Council. It was further confirmed that the final financial terms were comfortably within with the Council’s delegated authority and so consistent with its approval of the proposed financial commitments. It was noted that the University would continue to monitor any associated risks and would report to Council annually on its financing strategy (and specifically plans for repayment or refinancing of the non-amortising tranche of the private placement) as part of budgeting and forecasting processes;

(ii) considered the current outturn position, noting that the operating cashflow was marginally below target, which was due to a number of contributing factors, but the University was seeking to improve the position;

(iii) approved the budget setting context framework.

21. MINOR AMENDMENTS TO LLOYDS LOAN FACILITY DOCUMENTATION

21.1 Council noted the paper proposing minor amendments to the loan agreement with Lloyds Banking, which had been recommended by Finance and General Purposes Committee.

21.2 Council approved the proposed amendments and confirmed that the Director of Finance and Deputy Director of Finance be authorised to conclude the necessary arrangements and, specifically, to sign the amendment letter on behalf of the University.

22. FINANCE AND GENERAL PURPOSES COMMITTEE: REVISED TERMS OF REFERENCE

22.1 Council approved revised terms of reference for Finance and General Purposes Committee and an amendment to the financial delegations in regard to tuition fees, following recommendation from the Finance and General Purposes Committee.

23. COMMERCIALISATION DELEGATION ARRANGEMENTS

23.1 Council approved the schedule of delegated authority and associated amendment to the Financial Regulations in relation to commercialisation activities following recommendation from the Finance and General Purposes Committee.

24. UNIVERSITY PROFESSOR EMERITUS APPOINTMENTS: PROPOSALS UNDER STATUTE 10

24.1 Council approved the proposals for Emeritus Professor appointments as set out in the paper, following recommendation by Senate.
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