

<sup>th</sup> February 2019 at 2.30 pm in  
ST102/103

**Present:**

Mr Jonathan Day  
Mr Tom Ashford

Chair of the Council  
President, Newman Students' Union  
(NSU)

Dr John Carlisle  
Professor Peter Childs  
Ms Gayle Ditchburn  
Rev Canon David Evans  
Ms Deirdre Finucane  
Ms Karan Gilmore

Deputy Vice-Chancellor



### 3. Matters Arising from the Minutes of the Previous Meetings

#### 3.1 Prevent Annual Return – Update (UC 1/19)

The Clerk gave a report on action taken by the Chair in respect of the Prevent Annual Accountability and Data Returns. A validation query affecting one of the figures submitted had arisen within the final return to the OfS on Prevent. This had become apparent after the return had been agreed by the Council on 22<sup>nd</sup> November 2018. The change was a technicality grounded within the excel template and not material to the submission. As a result, the University Secretary and Registrar made a small single amendment to address the validation query and the Chair of Council had signed off the amendment ahead of the submission date of 3<sup>rd</sup> December 2019.

The report was noted.

### 4. Report from the Vice-Chancellor (UC 2/19)

The Council considered a written report from the Vice-Chancellor which covered the general Higher Education environment together with significant sector and institutional developments: the Teachers' Pension Scheme, the OfS, widening participation, the Knowledge Excellence Framework (KEF), REF, RDAP, and the Tier 4 licence.

The Deputy Vice-Chancellor gave an update on industrial action in respect of the 2018/19 pay settlement. UCU had decided to have a new ballot that would involve all branches but on an aggregate basis with all results counted together. Whilst the majority of those who voted supported action, the overall turnout was short of the legal threshold. Consequently there would be no industrial action by UCU.

He noted that UCU also was campaigning against the TEF, which it felt did not represent teaching excellence. A DfE survey of 3000 students had found that only 43% of students had heard of the TEF and of those, two thirds thought it was based on teaching observation. There was a concern that TEF was becoming more about student outcomes than teaching excellence.

[REDACTED]

In discussion of the KEF, the Deputy Vice-Chancellor noted that the University currently did not meet the threshold of activity to receive funding from the Higher Education Innovation Fund (HEIF). The KEF would probably take responsibility for distributing HEIF in future. He noted the possible difficulties for small institutions whose KE outcomes were not solely (d)-4.4 m noe00.315 04 (t)-6 ( )1.2 (r)-1.7

The report was noted.

## **5. Institutional Sustainability and Risk Management**

### **5.1 Risk Register and List of Principal Risks (UC 3/19)**

The Clerk reported that the University was required to have an active process for the control of risk and to report to the Audit Committee regularly, normally three times a year. Risk owners reviewed their risks on the Register before

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The Council noted the update.

**6.3 Re-Financing: NatWest Bank (UC 6/19)**

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**Documents tabled**

A copy of the Heads of Terms, a report to the Council, prepared by Tony Sharma setting out the considerations to be taken into account by the

1. the proposed refinancing by the University and the conditions contained in the Heads of Terms, the Revolving Facility Letter and the Term Facility Agreement are approved;
2. in the good faith and judgment of all the Governors of the University, the entry into the Revolving Facility Letter and the Term Facility Agreement and any documents ancillary to, or to be entered into in connection with, those documents would promote the success of the University for the benefit of the University as a whole and would be in the interests of the University for the purposes of furthering its charitable objects, mission and carrying on its activities;
  - a. any two Governors from the Vice-Chancellor, Professor John Scott Davidson or the Chair of the Council, Jonathan Day, or the Chair of the Finance and General Purposes Committee, Stephen Kenny or the Chair of the Audit Committee, Phillip Lennon, or John Carlisle or Richard Wallace being members of the Finance and General Purposes Committee (the "Authorised Signatories") be authorised on behalf of the University to:-
    - 2.1 approve the final form of the Revolving Facility Letter and agree any amendments thereto that they in their absolute discretion think fit (the approval of each such person to be conclusively determined by his or her execution of those documents) provided that such amendments do not:-
      - (a) increase the amount proposed to be borrowed;
      - (b) extend the proposed repayment schedule;
      - (c) increase the agreed interest rates applicable to the facility; and
      - (d) change the proposed security (if any) to be granted to the Bank.
    - 2.2 sign and deliver on behalf of the University the Revolving facility Letter and the Term Facility Agreement;
    - 2.3 sign and deliver on behalf of the University the Officer's Certificate; and
    - 2.4 execute and deliver on behalf of the University any other document, notice, drawdown request, letter or other communications as he or she may consider necessary or desirable in connection with either the Revolving Facility Letter or the Term Facility Agreement and do all other things which any of such Authorised Signatories deem to be necessary or desirable in connection with the Revolving Credit Facility or the Term Facility Agreement.
  - b. all powers, authorities and discretions of the Council be delegated to the Authorised Signatories as may be necessary for the authorisation of all acts, matters or documents in











**The Council  
Action Plan from the meeting held on 27<sup>th</sup> February 2019**

<b>Minute</b>	<b>Agenda Item</b>	<b>Action to be Taken</b>	<b>Person Responsible</b>
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