

THE COUNCIL

Minutes of a meeting held on Monday 20 March 2023, from 10:15 - 13:15 at the West Hub and via Zoom

Present: Acting Vice-Chancellor (Chair); the Master of Gonville and Caius College, the President of Lucy Cavendish College, the Master of St John's College and the Master of Fitzwilliam College; Professor Ahmed and Professor Davenport; Dr Adams, Ms Bodfish, Mr Dix, Dr Joy, Dr Kaminski, Mr Mandelbrote, Dr Sewell and Dr van Houten; Ms Ahmed and Mr Carling; Ms Bagley and Ms Flood; with the Registry, the Director of Governance and Compliance, the Senior Pro-Vice-Chancellor (Enterprise and Business Relations), the Pro-Vice-Chancellor (Education), the Pro-Vice-Chancellor (Research and International Partnerships) (from item 788), the Pro-Vice-Chancellor (University Community and Engagement), the Pro-Vice-Chancellor (Strategy and Planning), the Chief Financial Officer, the Academic Secretary, the Head of the Vice-Chancellor's Office, the Director of Communications, the Senior Governance Manager and the Council Secretariat Administrator.

The Senior and Junior Proctors were present.

Apologies: Ms Jabry, Professor Scott-Warren and Professor Wathey.

Liz Peace, Chair of the Property Board, and Katherine Rodgers, Director of Property Development, attended for item 788 'Proposal for the Commercial Approach for Future Phases of North West Cambridge'.

Dr Mike Rands, Master of Darwin College, attended for item 789 'Confidential Trust'.

Gina Warren, ED&I Consultant, attended for item 790 'Equality and Diversity Information Reporting 2021-22'.

Nigel Topping, Study Lead, attended for item 791 'Update on the Study to Assess the Likely Impact of the Grace on Fossil Fuel Industry Ties on the University's Mission'.

Professor Clemens Kaminski, Head of the Department of Chemical Engineering and Biotechnology, attended for item 792 'Draft Notice Condemning Vandalism of University Property'.

Ceri Benton, the University Draftsman, attended for item 793 'Draft Response to the Discussion Remarks Relating to the Employer Justified Retirement Age'.

MINUTES

UNRESERVED BUSINESS

A – Preliminary Business

782. Membership Update and Order of Business

The Acting Vice-Chancellor reported that Professor Lisboa had resigned from the Council in order to recuperate from a recent accident. He thanked her for her contribution to the Council and conveyed his good wishes for her recovery.

The Council agreed to take item C7 'Confidential Trust' out of sequence at the start of Section C and to take B1b 'Pay Negotiations and Trade Union Action' ahead of B1a 'USS'.

783. Declarations of Interest

The President of Lucy Cavendish College declared interests in item 788 'Proposal for the Commercial Approach for Future Phases of North West Cambridge', both as a resident of Eddington and as Lucy Cavendish had been in negotiations regarding postgraduate accommodation at Eddington. Mr Carling also declared an interest in this item through his role as a City Councillor and his membership of various committees at Cambridge City Council that were involved in the development of the Greater Cambridge Local Plan. It was agreed that both members could participate in the discussion and decision for this item.

Professor Ahmed declared interests in item C1 'Equality and Diversity Information Reporting 2021-22' and C4 'Draft Response to the Discussion Remarks Relating to the Employer Justified Retirement Age' due to his role as a Commissioner at the Equality and Human Rights Commission. He also declared that he was a signatory to the related request for a Discussion on a topic of concern and that he knew the expert who had drafted the legal advice for item C4 both professionally and socially. It was agreed that he could participate in the discussion and decision for these items.

Ms Bodfish declared a conflict of interest with item E1 'Appointments to the Cambridge University Endowment Trustee Body' (CUETB), as she was one of the nominees for appointment to the Body. She recused herself for this item.

784. Minutes (Paper No. 20.03.23.A2)

The Council **approved** the minutes of the meeting which took place on 20 February 2023.

785. Matters Arising

The Acting Vice-Chancellor reminded the Council that on 15 March it had published four Graces to put in place arrangements to manage the impact of industrial action on students. He reported that two petitions were currently collecting signatures to request a ballot on Grace 3 and to amend Grace 2. If these petitions collected sufficient signatures by 24 March there would be a ballot on Grace 3 and the Council would need to consider as soon as possible what action to take in relation to the proposed amendment to Grace 2.

The amendment would remove mechanisms put in place to allow students to be awarded their degree and graduate to a normal timescale in the event of a marking and assessment boycott affecting their assessment. The powers sought in the Graces would only be exercised in cases where candidates had completed all assessment requirements and there was academic evidence for the examiners to make an award.

The Council **agreed** that, should it be necessary, the Business Committee could make a decision about the amendment on behalf of the Council.

786. Report by the Acting Vice-Chancellor

The Acting Vice-Chancellor reported that he and a delegation from the University had delivered a Loyal Address to King Charles III at Buckingham Palace on 9 March.

The Acting Vice-Chancellor reported that the University had been very active in lobbying the Treasury and 10 Downing Street in relation to developments in the local region and the UK's future participation in Horizon Europe.

The Acting Vice-Chancellor was pleased to report that recent research had found that University of Cambridge added nearly £30 billion to the UK economy every year through a combination of research, entrepreneurial activities, tourism and the enhanced value that graduates brought to employment.

The Council noted that recent news stories regarding Cambridge researchers had received considerable positive international media coverage. These included a study into the four-day working week and a study which suggested that a brisk daily walk of 11 minutes was enough to cut the risk of early death.

The Acting Vice-Chancellor reminded members that there would be a busy sporting weekend ahead, with the Varsity Rugby match and the Boat Race.

The Acting Vice-Chancellor advised that a letter from Alumni for Free Speech (AFFS) would be included in the next Council circular for information. He also reported that the Secretariat had submitted the request for an Order under section 105 to the Charity Commission in relation to the sub-group on USS pensions. He noted that the Secretariat aimed to bring the proposed membership of this sub-group to the next meeting for approval.

The Council congratulated Mr Carling on his re-election as University Councillor and noted that Mr Fergus Kirman and Mr Vareesh Pratap had been elected as Presidents (Undergraduate and Postgraduate respectively) of Cambridge SU for 2023-24.

The Chair of the Audit Committee advised that she intended to provide an update to the Council shortly after each meeting of the Committee to highlight any issues that the Trustees should be aware of. She noted that this step reflected the Committee's concerns about the pace at which key risks were being addressed and the wider context of a 'dialling-up' of compliance in the HE sector.

The Council **noted** the report.

B – Principal Business

787. Update on the USS, Trade Union Action and Pay Negotiations

a. USS (Paper No. 20.03.23.B1a)

The Chief Financial Officer reported on recent developments relating to the USS, noting that the latest valuation would be based on a snapshot of the Scheme on 31 March 2023. As reported at the last meeting, he noted that it should be possible to return to the pre-1 April 2022 benefits structure before April 2024. In parallel, several other important aspects would be considered, including: bonus accrual to compensate members for what they had lost since April 2022; how to minimise volatility in the future and avoid the need for further strike action; and the possible introduction of a 'low-cost' membership option for the growing number of early career staff who were choosing to opt out of the Scheme.

The Chief Financial Officer introduced the Pension Working Group's suggested response to a consultation from The Pensions Regulator on draft regulations covering the funding of defined benefit pensions. The response, which had been endorsed by the Finance Committee's Financial Investments Sub-Committee and the Finance Committee, argued that a one-size fits all approach was not appropriate. It suggested that schemes that benefitted from a strong employer covenant, potentially with access to significant contingent assets, should be able to take a higher degree of investment risk even if they were beyond the point of significant maturity.

The Council **noted** the update. The unconflicted members of the Council **approved** the response to the consultation from The Pensions Regulator and **delegated** the making of any final changes to the response to the Chief Financial Officer.

b. Pay Negotiations and Trade Union Action

The Pro-Vice-Chancellor (University Community and Engagement) reported on ongoing industrial action and gave an update on the number of staff who had participated in the strikes. He reported that no further strike days had yet been scheduled after 22 March 2023, but reminded the Council that UCU had balloted their members to extend their mandate for industrial action and the results would be known in early April. The Pro-Vice-Chancellor reported that ACAS-facilitated talks between UCEA and the Unions had seemed to reach agreement on the terms of reference for further negotiations covering the pay spine, workload, contract types and equality pay gaps. However, UCU's Higher Education Committee had decided not to consult its members on the proposals. Consequently the strike action had not been paused.

With regard to pay negotiations, the Pro-Vice-Chancellor reported that since the last meeting of the Council the University had received notification from UCEA that the initial payment, effective from 1 February 2023, had been modified to further benefit lower paid staff. The new proposal, which UCEA had recommended that its members implement after 5 March 2023, was that the 2022/23 in-year part of the payment should be based on a £1,000 payment (pro-rated) or 2%, whichever was the higher. This would increase the 2022/23 cost from £4.6m to approximately £5.7m. However, the 2023/24 and future year costs were unchanged. The Pro-Vice-Chancellor reported that, to ensure that the uplift was made in the April payroll, a paper highlighting the changes, together with an amended Notice and Grace, had been received and approved by the Council's Business Committee.

The Council **noted** the updates.

788. Proposal for the Commercial Approach for Future Phases of North West Cambridge (Paper No. 20.03.23.B2)

The Chair of the Property Board reminded the Council that the purpose of the Board was to oversee the development, management and stewardship of the University's non-operational estate, including the West and North West Cambridge (NWC) sites. She advised that the delivery approach for the remaining phases of development at NWC must learn from the challenges experienced during Phase 1, particularly with regard to financial sustainability, cost control and risk management.

The Council noted that the remaining phases would be challenging in terms of financial viability due to: the high proportion of loss-making Key Worker Housing (KWH) relative to market housing; the costs associated with delivering site-wide infrastructure; the inherent planning risk associated with development at this scale; and the proportion of land which was earmarked for other uses but for which there was no imminent University requirement or opportunity for value realisation.

The Chair of the Property Board reported that for future phases the Board would prefer the University to adopt a delivery model that would enable development through large-scale partnership with external developers, as this would allocate development risk to external parties who were best equipped to manage it on the

University's behalf. She noted that Board would work with specialist advisors to conduct an options review to identify the optimum structure that would meet the University's strategic need for KWH in a financially sustainable manner and within acceptable risk parameters.

To inform this options assessment the Property Board had identified the following key issues for engagement with the University over the next six months: the amount of additional KWH required by the University at NWC and the cost of providing it; options to enable the delivery of development through commercial partnerships; the potential to deliver postgraduate student accommodation with an external operator over the near-term, subject to this meeting the needs of the Collegiate University; and alternative options for ownership and management of assets at NWC.

Members suggested that it would be helpful to involve the Bursars' Committee and student groups in conversations about the nature and extent of unmet demand for student accommodation and about the needs of particular groups such as part-time students and those with families. In addition, they suggested that it would be helpful to consult the Housing Services Committee (shortly to be established) about the needs of visiting students and staff. Members also recognised that the availability of affordable and high quality accommodation was key to the University's ability to attract and retain staff, noting that this was a major concern for staff at all levels.

Pressure on utilities, especially water and electricity, was cited as an issue for current residents of NWC and a concern for future development phases. It was suggested that the project team should attend meetings of the residents' association to listen to their experiences. Members also suggested that the responsibilities of the University and the developers should be clarified prior to any further work and that the team should engage with potential retailers, to understand the challenges that they had faced and how these could be overcome in the future. The Director of Property Development reported that the team were aware of and striving to address these issues in liaison with the developers and retailers.

The Council **noted** the update and the key issues identified for engagement. They welcomed the offer of a workshop on the project background and financial context.

C – Other Matters

789. **Confidential Trust** (Paper No. 20.03.23.C6)

Only the Trustees, the Registry and the Director of Governance and Compliance were present for this item.

The Council **approved** the proposals as outlined in the paper.

790. **Equality and Diversity Information Reporting 2021-22** (Paper No. 22.03.23.C1)

The Pro-Vice-Chancellor (University Community and Engagement) reminded the Council that the University was required to publish a range of information arising from its obligations under the Equality Act 2010 on an annual basis, including an Equality and Diversity Information (EDI) Report and gender pay gap data. In accordance with Statutes and Ordinances, the University also published an Equal Pay Review and Staff Statistical Information annually. These reports had now been consolidated onto one report.

The Pro-Vice-Chancellor reported that work for much of the past year had focused on embedding EDI within the University. He noted that HR had appointed a new Head of EDI who would help to develop a strategy for embedding EDI into all activities at the University. In addition, following the recent review of EDI, the HR Division had requested additional resource for the EDI Section, which, if granted, would help to enhance capacity and capability in this area. He advised that this additional resource would also be used to help support the Colleges with promoting EDI.

The Council noted that the reports showed some progress, although the pace of change was not as swift as hoped. Members noted that, at its meeting on 15 March, the General Board had received the reports and discussed the possibility of making more data disaggregated by School available publically; they agreed that more granular data would be helpful, provided that anonymity could be preserved.

Members recommended that in future versions of the report it would be helpful to include more information about the actions that the University was taking to promote EDI and address any identified issues in each area. These issues would include the recruitment of women and BAME staff to senior roles and the corresponding 'leaky pipelines', plus the awarding gaps for women and BAME students. Members noted that work was underway to address all these issues but that this was not reflected in the report. They also suggested that it might be helpful to use figures for the HE sector as a whole as a benchmark, rather than just those for the Russell Group.

The Council **approved** the reports for publication.

791. Update on the Study to Assess the Likely Impact of the Grace on Fossil Fuel Industry Ties on the University's Mission

Mr Topping presented an interim update on the Study noting that he still aimed to meet the original timescale, despite the Study starting a month later than planned. He reported that he hoped to have undertaken 90% of the planned stakeholder interviews by the end of the week and that the two researchers who were working with him on the Study, Dr Emily Bugden and Dr Rupert Way, were making excellent progress on the first two chapters.

Mr Topping commented that he would meet with the originators of the Grace shortly and that one of the main challenges was that the wording of the Grace was open to interpretation. A narrow interpretation might involve the funding which the University receives from fossil fuel companies, although the timescale for phasing this out was unclear. However, a broader interpretation could have much more far-reaching and significant consequences including for academic freedom at the University. He suggested that using a third party benchmark such as the Transition Pathway Initiative could be helpful for the University.

The Council welcomed Mr Topping's plan to hold an open Town Hall meeting on 24 April.¹ They noted that communicating with staff and students, providing them with factual information and reassuring them about the rigorous nature of the study would be essential to having an evidence-based debate.

Members suggested that it would be helpful to explore the extent to which money received by the University from fossil fuel companies had accelerated the energy transition, as if there was tangible evidence that it had made a significant impact this could help to counter allegations of greenwashing.

¹ Post-meeting note: a second Town Hall meeting was subsequently confirmed for 26 April.

The Council **noted** the update.

792. Draft Notice Condemning Vandalism of University Property
(Paper No. 20.03.23.C3)

The Head of the Department of Chemical Engineering and Biotechnology commented on the impact of recent acts of vandalism on University property, noted that these had been extremely intimidating and distressing for staff and students.

There was general agreement that the Trustee body must show leadership and support staff and students in this matter by issuing a statement that condemned any intimidating acts, irrespective of motive.

The Council discussed the wording of a draft statement. Various amendments were suggested and it was agreed that the Business Committee would be asked to approve a revised Notice on behalf of the Council prior to publication in the *Reporter*.

793. Draft Response to the Discussion Remarks Relating to the Employer Justified Retirement Age (Paper No. 20.03.23.C4)

The Chair of the Business Committee reported that three speakers at a recent Discussion relating to the topic of concern on forced retirement had requested that the operation of the Employer Justified Retirement Age (EJRA) be suspended, pending the outcome of the review of the University's EJRA and Retirement Policy. He noted that the Council had received a draft response to the Discussion comments via its Business Committee. The response had been referred to the full Council for consideration due to the proposed inclusion of a statement that the Council believed that it would be premature to suspend the operation of the EJRA before the Review Group had consulted with the wider University community and completed its review.

Members noted that the rationale for this statement was that suspending the EJRA would pre-empt the work of the Review Group, substantially undermine the justification for the Policy and place the University at risk of acting unfairly in respect of those employees who were nearing retirement age. It was also not within the power of the Council to suspend the EJRA: to do so the Council and the General Board would need to publish a Report, followed by a Discussion and a Grace. The timeline for this would cut across the work of the Review Group.

The Acting Vice-Chancellor noted that some members of the Council had received correspondence from a member of the Regent House which referred to the judgment of a recent employment tribunal involving the University of Oxford and suggested that there was a risk of reputational damage should the University not suspend its EJRA. Members noted that the judgments of such tribunals were only binding between the parties concerned. The correspondence also claimed that during the pandemic some staff had not been given two years' notice of forced retirement, as required by the University's Retirement Policy. The Pro-Vice-Chancellor (University Community and Engagement) agreed to investigate this claim. He also agreed to explore whether the exceptions permitted under the existing Policy could be described more clearly.

Members noted that the General Board, for its part, had endorsed the draft response at its meeting on 15 March. By a majority vote, the Council **approved** the response to the Discussion remarks for publication in the *Reporter*.

***794. Process and Timetable for Setting the Vice-Chancellor’s Objectives**
(Paper No. 20.03.23.C5)

The Council **approved** the proposed timetable and approach.

D – Reported business

795. Council circulars

The following Council circulars had been issued and **approved** since the last meeting:

[04/23](#) issued on 17 February 2023 and approved on 27 February 2023

[05/23](#) issued on 3 March 2023 and approved on 13 March 2023

[06/23](#) issued on 10 March 2023 and approved on 20 March 2023

E – RESERVED BUSINESS

796. Appointments to the Cambridge University Endowment Trustee Body
(Paper No. 20.03.23.E1)

Ms Flood reported that the Nominating Committee had recommended that Mr Ian Simm and Ms Milly Bodfish be appointed as the Council-nominated Trustees of the CUETB. Ms Bodfish’s appointment would fulfil the requirement that one of the members must be a serving member of the Council and Mr Simm was an accomplished finance professional with extensive relevant experience, including in sustainable investment.

She noted that the other members of the CUETB would be: Mr Mark Lewisohn whom the Council had appointed as the inaugural Chair last term; Mr Chris Ewbank, Senior Bursar of St John’s College, who had been nominated by the Colleges; and Ms Elaina Elzinga, who had significant experience of sustainable investment and had been nominated by the Trusts which invested in the CUEF. One final member would be appointed by members of CUETB once constituted.

The Council **approved** the appointment of Mr Simm and Ms Bodfish as Trustees of the CUETB with immediate effect until 31 December 2026. The Council also **noted** the appointments by the Trusts and the Colleges to the CUETB and **approved** the related Notice for publication in the *Reporter*.