**ASTON UNIVERSITY**

**Minutes of the 280th COUNCIL meeting, Wednesday, 31st October 2012.**

PRESENT: Dr Paul Golby (in the Chair) Professor Dame Julia King

 Ms Penny Barber Professor Robert Berry

 Dr John Blewitt Ms Geetu Bharwaney

 Mr Stuart Doughty Professor Nigel Driffield

 Professor Helen Griffiths Professor Helen Higson

 Mr Mark Hodgson Ms Agnes Jacobs

 Ms Adèle MacKinlay Professor Pam Moores

 Dr Mark Newbold Mr Paul Pharaoh

 Mr Maximillian Pullen Mr Mike Russell

 Mr Surinder Sharma Mr Nick Tamblyn

 Mr Paul Williams

APOLOGIES: Dr Khurshid Ahmed Dr Christine Braddock

 Ms Carole Parkes Mr Stewart Towe

IN ATTENDANCE: Mr David Farrow Mr John Walter

**WELCOME**

12/132 The Chairman welcomed the following new members of Council: Dr Mark Newbold (a lay member), Professor Nigel Driffield (Dean of Aston Business School), Mr Mark Hodgson (Chief Financial Officer), Dr John Blewitt (representative of the Academic Assembly), Maximillian Pullen (President of the Students’ Union) and Ms Agnes Jacobs (Vice-President Education and Welfare, the Students’ Union).

 **DECLARATIONS OF INTEREST**

12/133 The Council received Paper CO/12/41 concerning declarations of interest, including a list (in Paper CO/12/41a) of those interests which had been declared by governors and by lay members of Council committees, as well as by those in attendance, at meetings held during the 2011/12 session.

12/134 It was reported that lay governors, lay members of Council committees and senior officers of the University had been requested to complete the annual Declarations of Interests form for the institutional Standing Register for 2012/13.

12/135 In connection with the meeting now to be held, there were no new declarations of interest from governors, or from those in attendance, with respect to any agenda items.

12/136 RESOLVED:

 To approve the ‘signing off’, by the Chairman, of the list of interests declared by governors and lay members of Council committees at meetings held during session 2011/12.

 **CONSTITUTIONAL MATTERS**

12/137 The Council received Paper CO/12/42 concerning constitutional matters, including a list of the membership of Council for 2012/13.

 **Membership of Finance and Major Projects Committee**

12/138 RESOLVED

 To ratify the action of the Chairman in approving, on behalf of Council, the re-appointment of Ms Penny Barber to membership of the Finance and Major Projects Committee, for a further period to 31st July 2015.

 **Proposed Amendment of University Ordinance VIII**

12/139 RESOLVED:

 To approve amendments to Ordinance VIII [Degrees, Diplomas and Certificates of the University], on the recommendation of the Senate (following the Senate’s approval of the proposals at its meeting on 6th June 2012), as follows:

 (c) Integrated Masters Degrees:

 Add “Master of Biology (MBiol)”

 (d) Higher Degrees:

 Delete “Ophthalmic Doctorate (OD)” and add the following:

 “Doctor of Ophthalmic Science (DOphSc)” and

 “Doctor of Optometry (DOptom)”.

 **MINUTES**

12/140 The Minutes of the 279th meeting of the Council, held on 20th June 2012, were approved, and were signed by the Chairman as an accurate record.

 **MATTERS ARISING**

12/141 RECEIVED:

 Paper CO/12/43 detailing matters arising from the above Minutes.

**Minute 12/104: Strategies for Growth**

12/142 The Council received a report that opportunities for significant future growth were discussed at this year’s Senior Management Advance and were being progressed by members of the Executive Team. Progress reports on their development and implementation will be made to Council through the course of the academic year. The first such report would be on the proposed development of a private medical school at the next meeting of Council.

 ***ACTION: Secretary/PVC (Biomedical Strategy)***

 **12/108: Future Reviews of Governing Body Effectiveness**

12/143 The Council received a report that the questionnaire to elicit Governor’s views on the effectiveness of the Council and its Committees was circulated to members of Council in July, with a reminder sent in September 2012. The initial response rate had been lower than expected, primarily due to the timing of the survey in the vacation period. The Chair invited those who were members in 2011/12 to complete questionnaires if they had not already so done and return them to the Secretary, so that a representative report could be prepared for consideration at the next meeting.

**Minute 12/114: Identification of Potential Lay Governors**

12/144 The Council received a report that Governors and members of the University Executive had been invited to nominate potential candidates (or appropriate organisations which could be invited to nominate candidates) for appointment as lay members of Council for consideration by the Nominations Committee. The Nominations Committee considered suggestions received to-date at its meeting immediately prior to this Council meeting and would be making recommendations to Council in due course. The Chairman invited members to continue to submit potential candidates for membership of Council to the Secretary.

 ***ACTION: All members to submit potential candidates for membership of Council to the Secretary***

 **STRATEGY ISSUES**

 **Update on Student Admissions 2012/13**

12/145 The Council received a report from the Senior Pro-Vice-Chancellor (SPVC), on student enrolments and re-enrolments for 2012/13. xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.

**Scholarships 2013/14**

12/146 The Council received a report from the SPVC, on proposed changes to the scholarships to be offered in 2013/14, which aimed to promote Aston’s policy of accessible excellence. xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.

 RESOLVED:

12/147 To approve the following revised Aston Scholarships:

1. National Scholarship Programme (for those on lowest income in Aston accommodation): £1,000 fee discount (compulsory), plus £2,000 accommodation discount.
2. Aston Excellence (for students with AAB+ A Level grades or equivalent), Aston Advantage (income based) and Aston Progression (income based) Scholarships: choice of fee discount, accommodation fee discount or cash bursary if not in accommodation
3. Placement Scholarships to be retained as fee remission for the Placement Year.

**League Table Performance and Aston’s Results in the National Student Survey 2012**

12/148 The Council received a presentation from the SPVC on Aston’s performance in league tables and the 2012 National Student Survey (NSS),

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 RESOLVED:

12/149 (i) xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx. ***ACTION: Senior Pro-Vice-Chancellor***

 (ii) xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.

 ***ACTION: Senior Pro-Vice-Chancellor***

**Progress against Council Key Performance Indicators (KPI)**

12/150 The Council received and discussed Paper CO/12/46, as appended to these Minutes, comprising a half-yearly progress report in respect of the 12 ‘mission critical’ KPIs and outlining the action planned to address those KPIs which were below target or were moving in the wrong direction.

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 ***ACTION: Secretary/PVC (Research)***

 **Review of Strategic Risk Management**

12/151 The Council received and discussed Paper CO/12/47, comprising an updated version of the institutional Strategic Risk Register, which had been discussed by the Executive Team, and an oral report from the Chief Financial Officer. The Register now included updated University KPIs and the following additional risks: failure to retain key academic staff, failure to comply with UKBA guidance putting Aston’s Highly Trusted Sponsor status at risk and impacting on international student recruitment, and failure to make external returns in an accurate and timely manner. The Register format had been amended to include a short Risk Commentary which identified any change in the risk rating, or material change in the risk environment or effectiveness of actions. All of the Schools had developed risk registers which were actively being used to assist in the management of risk.

12/152 It was noted that the Audit Committee had discussed the revised Register, at its meeting on 19th October 2012 and that the Committee’s observations were recorded in the minutes of the meeting (refer to Council minute 12/165 below) . xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.

12/153 Council was pleased to note that the University had recently been informed by the UK Border Agency that its Highly Trusted Sponsor Status had been renewed for a further year.

 **Commercialisation of European Bioenergy Research Institute Technology**

12/154

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 RESOLVED:

12/155 i) xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.

ii) xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.

 iii) xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.

 ***ACTION: Chief Financial Officer***

 **Governing Body Oversight of Ethics and Institutional Reputation**

12/156 The Council considered and discussed Paper CO/12/49, comprising the Report of the Council Sub-Group on Ethics which had been established to consider specific recommendations from Woolf Inquiry Report (into the London School of Economics’ links with Libya) and to oversee the production of an ethics code of conduct for the University. The Report recommended the adoption of a proposed Ethics Framework (comprising: Vice-Chancellor’s Statement, Brief Guide to the Ethics Framework and Ethics Framework Areas of Activity), which had been developed by a University Task Group and was broadly in line with the model ethical framework for Higher Education Institutions recommended by the Institute of Business Ethics and the Council for Industry and Higher Education. Mr Surinder Sharma, Chair of the Subgroup, introduced the report and responded to questions from Council members.

12/157 RESOLVED:

1. that the proposed Ethics Framework be approved for implementation with effect from 1 January 2013, subject to some additions suggested by the student representatives.
2. that the proposed plan for the review of relevant University policies and procedures in the light of the ethical principles and values expressed in the Ethics Framework and current best practice be approved.
3. that the Chief Operating Officer should oversee the implementation of the Ethics Framework, including arrangements for the recruitment and induction of new staff, students and other members of the University, and the training, guidance and regular updating of existing staff, students and other members of the University
4. that the Council’s Sub-Group on Ethics continue in operation to review the implementation of the Ethics Framework until 31 July 2013.
5. that, thereafter, the responsibility for the oversight of the development, implementation and review of the Ethics Framework be embedded within the work of existing Council Committees as specified in the report. This would entail extending the remits of the Nominations Committee and the Audit Committee. These Committees should be invited to consider the proposed changes to their terms of reference, including whether there would be a need to extend or change their membership to reflect the new remit, and report back to the next meeting of Council.

***ACTION: Chief Operating Officer/Secretary***

 **Proposed Incorporation of the Students’ Union (formerly the Students’ Guild) as a Charitable Company Limited by Guarantee**

12/158 The Council received Paper CO/12/50 which provided a rationale for and details of a proposed change from the Aston Student Unions’ current unincorporated legal structure to an incorporated structure in the form of a charitable company limited by guarantee, and also included a draft Memorandum and Articles of Association which reflected this change. The papers had been approved by the Union Council and the Unions’ Board of Trustees. The main reason for seeking incorporation was that it would limit the potential personal liability of the Union’s trustees and members. Mr Maximillian Pullen, President of the Students’ Union, introduced the paper, emphasising the need for urgency in implementing the proposed change, and responded to questions from Council members.

12/159 RESOLVED:

1. to approve, in principle, the proposed incorporation of the Students’ Union (formerly the Students’ Guild) as a Charitable Company Limited by Guarantee.
2. to establish a Sub-Group to review and approve on behalf of the Council the proposed Memorandum and Articles of Association of Aston Student’s Union prior to its submission to Companies House. The membership of the Sub-Group to comprise Ms Penny Barber, Ms Agnes Jacobs, Mr Paul Pharaoh, Mr Maximillian Pullen and Ms Adèle MacKinlay.

 ***ACTION: Chief Operating Officer/Secretary/President of the Students’ Union***

 **REFERENCES FROM COUNCIL COMMITTEES**

 **Audit Committee**

12/160 The Council considered the following, on reference from the Audit Committee (further to the Committee’s meetings on 14th September and 19th October 2012):

* + The audited accounts of Conference Aston Limited for the year ended 31st July 2012 (CO/12/51), xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.
	+ The University’s Accounts (Paper CO/11/52), and External Audit Highlights and Management Letter(KPMG) for the year ended 31st July 2012 (Paper CO/11/52a).
	+ A draft letter of representation to KPMG (Paper CO/11/53).
	+ The Audit Committee Annual Report for 2011/12 (CO/12/54).
	+ The University Accountable Officer’s Annual Assurance Return to HEFCE for 2011/12 (Paper CO/12/55).

12/161 The following points were noted:

1. xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.
2. The Annual Report of the Audit Committee, together with the constituent Annexes, all of which had been circulated to the Council, confirmed the Committee’s opinion that:
* that there were no matters of major concern or weakness arising from either the Internal or External Audit in respect of 2011/12, with the exception of data quality issues in relation to the HESA student record return for 2010/11 and the HEFCE Co-funded return for 2010/11. xxxxREDACTEDxCOMMERCIALLYxSENSITIVExINFORMATIONxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.
* it was satisfied with the adequacy and effectiveness of the University’s arrangements for risk management, internal control and governance;
* it was satisfied that the University’s administrative arrangements and systems were helping it to achieve economy, efficiency and effectiveness in its operations.
1. An Annual Assurance Return had each year to be signed by the Vice-Chancellor, as Accountable Officer, and submitted to HEFCE alongside the audited annual financial statements of the University, the Annual Report of the Audit Committee and the External Audit Management Letter.

12/162 RESOLVED (on the recommendation of the Audit Committee):

1. That audited accounts of Conference Aston Limited for the year ended 31st July 2012 be approved.

***ACTION: Chief Financial Officer***

1. That the University’s accounts, together with the External Audit Management Letter, for the year ended 31st July 2012 be approved.

***ACTION: Chief Financial Officer***

1. That the letter of representation to KPMG be approved, and that it be duly signed by the Chairman on behalf of the University.

***ACTION: Chairman/Chief Financial Officer***

1. That the Audit Committee’s Annual Report to the Council for 2011/12 be approved, and that it be forwarded, as required, to HEFCE.

***ACTION: Secretary***

1. That the Accountable Officer’s Assurance Return for 2011/12 be approved, and that it be duly signed, for onward transmission to HEFCE, by the Vice-Chancellor.

***ACTION: Vice-Chancellor/Secretary***

1. That the Chair of the Audit Committee be given delegated authority to approve any necessary minor changes to the Accounts prior to their submission to HEFCE.

***ACTION: Chair of the Audit Committee***

1. That the timing of Autumn meetings of the Audit Committee and Council for future years be reviewed so as to allow HESA/HESES reconciliation work to be completed prior to the approval of the University’s Audited Accounts.

***ACTION: Secretary***

 **VICE-CHANCELLOR’S REPORT**

12/163 The Council received Paper CO/12/56, together with an oral report from the Vice-Chancellor.

 **REPORT FROM THE EXECUTIVE OF THE STUDENTS’ UNION**

12/164 The Council received Paper CO/12/57, together with an oral report from the Union’s President, providing current student-related news for the information of Governors and a statement of the Union’s strategic priorities for 2012/13. Council members were pleased to note the proactive start that the new Union Officers had made in implementing the Union’s 2020 Strategic Plan and improving the quality and focus of the Union’s support for its members.

 **MINUTES FROM MEETINGS OF COUNCIL COMMITTEES**

12/165 The Minutes of the following meetings of the committees were accepted:

* Audit Committee, 14th September and 19th October 2012

 **REPORTS AND SCHEDULES**

**Use of the University Seal**

12/166 RESOLVED:

 To approve the use of the University Seal in sealing documents 2924-2933, as detailed in Paper CO/12/58.

**Acceptance of Indemnities**

12/167 RESOLVED:

 To approve action in respect of two contracts taken by University Officers delegated to act on behalf of the Council in accepting indemnity clauses in contracts for substantive research projects, as detailed in Paper CO/12/59.

 **REVIEW OF THE MEETING**

12/168 In a discussion concerning the effectiveness and the value of the meeting which had taken place, Governors agreed that the presentation by the SPVC on student admissions, scholarships and league tables/NSS had been particularly informative and helpful.