

Council

12 September 2023

- Present:** Joe Docherty (Chair), Rebecca Askew, Navreet Badwal, Jonathan Bewes, Kay Boycott, James Grierson, Denise Lievesley, Colin Macpherson, Amir Michael, Cheryl Millington, Liadi Mudashiru, Karen O'Brien, Ari Sadanandom, Corinne Saunders, Rob Senior, Mike Shipman, JJ Thakkar and Terry Toney.
- In Attendance:** Freddy Fossey-Warren, Philip Plyming, Amanda Wilcox, Stephen Willis and James Walsh (Minutes)
- Apologies:** Omar Ahmed, Leslie Ferrar, Alison Hastings, Dan Lonsdale, Nigel Perry, and Junjie Wu.

Minutes of an Extraordinary Meeting of Council held in The Calman Building

- 01. Welcome and Thanks:** the Chair on behalf of Council:
- welcomed Rob Senior and JJ Thakkar as new Lay Members, and Philip Plyming as the Dean-Designate of Durham Cathedral to their first meeting of Council;
 - asked for thanks to be passed onto Michael Hampel for his service on Council, during his time in office as Acting Dean of Durham Cathedral.
- 02. Declarations of Interests in relation to Agenda Items**
Noted: Joe Docherty raised a conflict in relation to the Chair of Council item (Minute 3).
Joe Docherty withdrew from the meeting.
Jonathan Bewes assumed the position of Chair for the following item
- 03. Chair of Council (C/23/001)**
Noted:
- noting the forthcoming conclusion for the term of office for the incumbent Chair of Council, members of Council had been contacted in July 2023 to ascertain preference for the current Chair of Council's term of office being extended by 12-months, or to begin an immediate search for a new Chair;
 - the University governance framework permitted a Chair of Council to be appointed for one three-year term of office, renewable for a second term of three-years, with a third term of three-years available to Council in exceptional circumstances. Concerns were raised about whether the proposal qualified as exceptional circumstances;
[Secretary's Note: An exceptional circumstance only applies to a third term of three-years. The proposal to Council for a 12-month extension is allowed where Council see such a proposal as "appropriate" and would be considered a short extension to the current postholder's second term of office]
 - Council agreed concerns were not reflective of the incumbent Chair, but were focussed on the appropriateness of an extension in reference to principles of good governance;
 - although Council had agreed an extension to the term of office for the incumbent Chair during the Covid-19 Pandemic and a subsequent two-year extension, neither the minute record nor the confirmatory letter, accurately captured the discussion at that time;
 - the recent appointment of a Senior Independent Governor (SIG), who was responsible for the recruitment of a new Chair, was welcomed and provided assurance over the process to be followed;
 - Council members, who had submitted apologies for the meeting, had informed the SIG of their support for the 12-month extension and recruitment process beginning January 2024.

Agreed:

- a) Council members expressed a range of views, but the overall consensus was that the incumbent Chair's term of office be extended for a final 12-months until 31 July 2025;
- b) for a recruitment process for a new Chair to be initiated by the SIG and University Secretary and that the term of office for the Chair be considered as part of that process.

Joe Docherty re-joined the meeting as Chair, thanking Council members for their support in extending his term of office until 31 July 2025.

04. Draft Response to the University Superannuation Scheme (USS) Consultation Changes (C/23/002)

Noted:

- a) due to funding improvements and a re-evaluation of the USS in April 2023, the Trustees of the USS and the Universities UK (UUK) had embarked on a consultation with all Higher Education Institutions (HEIs) operating the USS in seeking support for a change to:
 - i) the methodology for the scheme's 2023 actuarial valuation;
 - ii) further consideration of a restoration of the scheme benefits, which had been in place until April 2022.
- b) the proposal was welcomed as likely returning benefits of the scheme to recipients and reducing employer contributions.

Agreed:

- a) the assumptions for the scheme's technical provisions and the draft Statement of Funding Principles in relation to the April 2023 valuation;
- b) to delegate any further minor amendments to the CFO to approve prior to submission. **SW**