

COUNCIL

18 March 2010 at 16:30
Oak House, Rooms 1 &2

MINUTES

Members:	Mr M Taylor (Chair)	Professor G Nicholls
	Professor C M Snowden (Vice-Chancellor)	Professor M Olssen
	Mr T Chambers	Mr I Robertson
	drs J Derwig	Mr D Rogers
	Mr D Eustace	*Professor N Seaton
	*Dr J Forrest	Miss E Simos
	Professor J Hay	Professor A Sterr
	*Mr A Herman	Mr K Taylor
	Professor M Kearney	Ms A Watts
	Ms D Langston	*Professor S Williamson
	Mr D McNulty	*Professor Lord R Winston

*denotes member unable to attend

In attendance:	Mr P Henry – University Registrar and Secretary, Clerk to Council
	Mr R Anderson – Deputy Finance Director
	Mr H ap Rees – Director, Planning & Strategy
	Mr G Melly – Director, Corporate Services
	Mr J Newby – Director, Traded Services & Business Support (Item 7)
	Ms L Richards – Committee Secretary

A INTRODUCTORY ITEMS

10/01 Introduction

The Chair welcomed the new members of Council who were attending their first meeting (Mr David McNulty, Mr Iain Robertson, Ms A Watts, Professor M Kearney and Professor A Sterr). He also welcomed back those members whose terms had been renewed (Mr D Eustace, Mr D Rogers and Mr T Chambers. He added that this was the start of his second term as Chair of Council.

10/02 Apologies for Absence

Apologies were received from Dr J Forrest, Mr A Herman, Professor N Seaton, Professor S Williamson and Professor Lord R Winston.

10/03 Declarations of Interest

There were no declarations of interest.

10/04 Minutes of the Meeting held 26 November 2009

The minutes of the meeting held 26 November 2009 were approved and signed.

10/05 Matters Arising

Minute 09/64/1

Council noted the verbal explanation provided by Mr Henry. A copy of the detail of the revised answer to question 18 of the online survey was tabled.

10/06 Chair's Items

.1 Council Members

(Item 5.1 – Paper 10/CNL/01)

Council noted the two new members of Council elected by the Senate (Professor M Kearney and Professor A Sterr).

.2 HEFCE Matters

The item on HE Funding was deferred from its original position on the agenda and discussed later in the meeting.

Responses to the HEFCE Consultations

(Item 5.2.2 – Paper 10/CNL/03)

Mr Henry referred to the paper as circulated and informed Council that although the deadlines for submitting responses had already passed, they had been reviewed by both Audit Committee and Finance Committee prior to submission.

Mr Henry stated that responses from universities had been almost universal in their "push-back" against the suggested changes, particularly with regard to the proposed Financial Memorandum revisions. This was echoed by other bodies such as the NUS, UUK and AUHA. The proposals relating to the charities regulations were less contentious.

Council noted the University's response to the HEFCE consultation on proposed revisions to the Financial Memorandum.

Council noted the University's response to the HEFCE consultation on regulating higher education institutions as charities.

.3 Achievements of members of the University Community
(Item 5.3 – Paper 10/CNL/04)

Council noted the achievements of the members of the University community since the last meeting.

.4 Remuneration Committee
(This item was for reference only – not on the agenda)

The Chair informed Council that the Remuneration Committee had met, a full and complete discussion had taken place and decisions had been taken regarding senior salaries which will be communicated as appropriate.

B PRINCIPAL ITEMS FOR CONSIDERATION AND APPROVAL

10/07 Proposal for Revisions to Charter & Statutes
(Item 6 – Paper 10/CNL/05)

Mr Henry introduced the item. He explained that there were two key types of changes being proposed, those which remove obsolete or archaic references and wording, and those which seek to move certain items from Charter and Statutes to Ordinance in order that those activities may be undertaken and/or decisions made by the University, without the need for further recourse to the Privy Council.

Mr Henry informed Council that the process to enable submission to the Privy Council would require an extraordinary meeting to be scheduled in order to pass a special resolution agreeing the changes. This would then require further approval at the meeting of Council in July. It was agreed that it would be sensible to try to convene the extraordinary meeting on the date of the Finance Committee (10 June).

Action: Clerk to Council

The question of whether there was a deadline to be met was raised. Mr Henry confirmed that there was no set timescale for this, rather it was guided by inference from the Privy Council and it was felt the timing was appropriate in this respect.

There was discussion as to whether there should be a third party involved who could check the documentation and give an independent assurance to Council that the proposed changes were appropriate. It was suggested that this could, perhaps, be a suitable lawyer.

It was agreed that in order for Council to be able to review the paperwork adequately they should be provided with:

- a very succinct summary of the changes;
- the full document, marked up with the changes;
- a third party to provide independent assurance of the changes.

A few further points were raised which were noted for reference by Mr Henry:

- Professor Olssen expressed the wish that, whilst it remained a requirement under Charter, the non-academic member of Council be appointed;
- Professor Kearney asked if the number of Deputy Vice-Chancellors would be specified. Mr Henry confirmed the number was not, and would not, be specified.
- Professor Kearney suggested that a definition be written to enable distinction between Departments and Schools.

Council noted the summary of proposed changes to the Charter & Statutes.

10/08 Report from the Academic Assembly Policy Committee 2009/10
(Item 10 – Paper 10/CNL/09)

Council noted the annual report from the Academic Assembly and thanked Professor Olssen and his colleagues for their support.

10/09 HEFCE Matters

HE Funding

(Item 5.2.1 – Paper 10/CNL/02)

This item was deferred from its original position on the agenda.

Revised versions of the slides, which were circulated with the papers previously, were tabled and the Vice-Chancellor gave a summary of the University's position with regard to HE funding.

The Chair commented on the good work undertaken by the Finance team to ensure the financial picture was well positioned and understood.

Council noted the updated on the current national developments with regard to HE funding.

10/10 USSU Governance Arrangements
(Item 7 – Paper10/CNL/06)

Mr Henry introduced the item and asked Miss Simos to comment. Mr Newby, who is leading the incorporation project, was in attendance for this item.

Miss Simos explained that all Students' Unions were required to formalise their charitable status under the requirements of the Charities Act 2006. The USSU would therefore be undergoing the process of incorporation. She confirmed that the Memorandum and Articles of Association were unanimously passed at the SU AGM in February but was subject to the caveat that certain appropriate and necessary amendments could be made during the incorporation process.

Miss Simos stated that this process afforded the opportunity for the relationship between the SU and the University to be clarified and advised that a Steering Group had been formed to deal with these issues. She also outlined the timescales involved. The deadline for final incorporation is June 2011, however, there is a strong preference, for the sake of continuity, to secure the fundamental legal and management position before the current SU President steps down in August this year.

Mr Newby was then asked to make comment. He highlighted the key issue related to the membership of the Board of Trustees, particularly with regard to the nature of the University representation. In addition, Mr Newby stressed that it was important to ensure the role of the SU was properly defined and understood and that much of the work involved was reliant upon this understanding. However, he expects this to be achievable in the timescales given.

There was discussion about the membership of the Board of Trustees where concern was raised about the ability to recruit suitable members. There was also concern raised about the recognition of the liabilities of the directors of the newly formed company. Miss Simos advised that some people had already been identified as potential Trustees, including some ex-sabbaticals. This raised further concern with Council in that it had potential to give rise to conflicts of interest. Members emphasised the need for the SU to have taken robust legal advice on all of these issues. Miss Simos agreed to take these issues back to the SU but stressed that at all stages the SU had taken legal advice and had followed NUS guidance.

Ms Watts raised a query in relation to the difference in the descriptions of SU Objects between the current Statute and the proposed Memorandum and Articles of Association. The Statute describes "political activities" whereas the Memorandum and Articles refer to "forums for discussion and debate". It was recognised that these

could be construed as significantly different. Miss Simos agreed to check this and report back to the Clerk to Council.

Action: Miss Simos

It was noted that Council member, Mr T Chambers, had agreed to join the Steering Group in order to both assist with guidance where appropriate and to provide a link to Council during the incorporation process.

The Chair emphasised the need for any significant issues arising that required Council's attention to be raised expediently.

Council approved in principle the USSU incorporation as outlined.
Council noted the timetable and process for final approval.
Council noted the various work streams in progress.

10/11 Academic Restructuring
(Item 8 – Paper 10/CNL/07)

This item was brought forward from its original position on the agenda.

The Chair advised Council that following due process, he had taken Chair's action (as Chair of the Joint Committee) to approve the recommendations of the Redundancy Committee.

Council confirmed the decision of the Redundancy Committee and the actions of the Chair.

10/12 Risk Management
(Item 9 – Paper 10/CNL/08)

Risk Register

Ms Anderson confirmed that the risk register had been previously reviewed by both Audit Committee and Finance Committee. She confirmed that there was one new risk (18) relating to the recording of student completion data which was included in order to flag attention to the forthcoming HEFCE data audit in April.

Ms Anderson also confirmed that the use of a risk register was being piloted in an academic department. The outcome of this would be reported in due course.
Ms Watts asked if there could be a ranked numbering system included on the risk register to more easily identify the level and movement of each risk. Ms Anderson agreed to consider this.

Action: Ms Anderson

Council noted the update on the risk register.

Risk 6 – “failure to achieve forecast Research Park income levels as a result of the recession and poor transport infrastructure”

Mr Melly introduced this item. He advised that the key issue remained the traffic congestion between the University, Research Park and Royal Surrey Hospital. He confirmed that work was ongoing with all the relevant authorities to try to establish a solution and that this included reviewing the knock-on effects in the wider transport area.

Council noted the update on Risk 6.

10/13 Arrangements for Honorary Degrees
(Item 11 – Paper 10/CNL/10)

Mr Henry introduced the item. He confirmed that Surrey’s approach to honorary degree arrangements was largely similar to most other institutions but that we needed to “aim higher”. Historically a strong connection with the area or the University had been a driving factor. It was felt that whilst this remained a key aspect it was felt the criteria should be widened in order to have access to a broader pool of people.

Ms Watts expressed the need to ensure thought is put into what is required from those bestowed with Honorary Degrees. It was agreed that a balance should be struck between the depth of offering and any follow up association to be made.

Council approved the recommendations as outlined.

10/14 Report from the Senate
(Item 12 – Paper 10/CNL/11)

Council approved the recommendations of the Senate regarding the appointment as Emeritus Professors of:

- Professor Graham Parker; and
- Professor David Stubbs.

C ITEMS FOR INFORMATION

10/15 Report from the Finance Committee

(Item 13 – Paper 10/CNL/12)

REDACTED AS COMMERCIALY SENSITIVE

- 10/16 Report from the Audit Committee
(Item 14 – Paper 10/CNL/13)

Ms Langston drew the attention of Council to the only item currently with “limited” assurance which related to the response from GSA on the draft internal audit report. She highlighted that despite the obvious complexities of this matter, a three month response time was still considered to be too long.

Ms Langston also alerted Council that the terms of office of certain members of Audit Committee would expire at the end of 2010 and that succession was being actively considered.

Council noted the report from the Audit Committee.

- 10/17 Report from the Executive Board
(Item 15 – Paper 10/CNL/14)

Council noted the report from the Executive Board.

- 10/18 Health & Safety Report
(Item 16 – Paper 10/CNL/15)

Council noted the Health & Safety report.

- 10/19 Balanced Scorecard
(Item 17 – Paper 10/CNL/16)

Council noted the movements on the balanced scorecard and key performance indicators.

D CLOSING ITEMS

- 10/20 Any Other Business

The Vice-Chancellor gave Council the benefit of sight of a presentation he had received from Sir Alan Langlands, Chief Executive of HEFCE. The presentation outlined Sir Alan’s view of the current and forthcoming funding issues pertaining to higher education.

10/21 Dates of Future Meetings

2010:

22 July

14-15 October – annual away day Council/Executive Board

25 November

2011:

17 March

21 July

[away day tbc)

24 November

The Chair brought the dates for 2011 meetings to the attention of members, particularly the suggestion that the away day be brought forward from October to September. It was felt that this would alleviate some of the pressure of time currently experienced by having a meeting in October and then again in November. There was general positive consensus for this and it was agreed that a date for the away day be sought for September 2011.

Action: Committee Secretary

Council noted the dates of meetings for 2010 and 2011.

Mr Max Taylor
Chair of Council
22 July 2010