

COUNCIL

19 November 2015 at 1630
Institute for Communication Studies LG01

MINUTES

Exemption from publication under Section 43 of the Freedom of Information Act is claimed for these minutes on the grounds of commercial sensitivity.

Members:	Chair – External member	Dr Jim Glover
	Vice-Chair – External member	Ms Anne Watts
	President & Vice-Chancellor	Vacant
	Acting Vice-Chancellor / DVC R&I	Prof Michael Kearney
	External member – Treasurer	Mr Thomas Chambers
	External member	Dr Helen Bowcock
	External member	Dr Anthony Bragg
	Member elected by Senate	Prof Vince Emery
	External member	Mr Ashley Herman
	External member	Dr Sally Howes
	External member	Ms Claire Ighodaro
	External member	Mr Peter Maskell
	External member	Mr David McNulty
	VP & DVC, Academic Affairs	Prof Gill Nicholls
	External member	Mr Michael Queen
	Member elected by Senate	Professor Lisa Roberts
	External member	Mr Iain Robertson
	External member	Ms Jan Sawkins
	President, Students' Union	Mr Mustie Smith
	External member	Mr Tony Stuart
	External Member	*Dato Dr Kim Tan
	External member	Mr Keith Taylor
	Member elected by Senate	Dr Simon Usherwood

*denotes member unable to attend

In attendance Dr David Ashton – VP and Registrar
Ms Martine Carter – Director of Strategic Planning
Ms Sarah Litchfield – University Secretary & Legal Counsel (Clerk to Council)
*Mr Greg Melly – VP Corporate Services
Mr David Sharkey – Interim Chief Operating Officer
Ms Lise Richards – Deputy University Secretary & Projects (minutes)

By invitation: Ms Debra Rideout (minute 15/074 and 15/075)

A INTRODUCTORY ITEMS

15/060 Apologies for absence

.1 Apologies were received from Dato Dr Kim Tan and Mr Greg Melly.

15/061 Conflicts of interest

.1 None.

15/062 Minutes of previous meetings.

.1 The minutes of the meeting held on 8 October 2015 were **approved**.

15/063 Matters arising

.1 Actions Log

.1.1 15/054.1: It was **noted** that Counsel's opinion was being sought on the issue of non-primary purpose trading and an update would be brought back to Council at its March meeting.

Action: SKL

.2 Additional Matters

.2.1 15/048.2: It was **noted** that the issue relating to the nursing module and subsequent appeals was being followed up under due process and legal Counsel had been sought. Solutions had been found to avoid a repeat of the situation with both the current and future cohorts. An update would be provided to Council following the outcome of the appeals process.

Action: MJK

.2.2 Formal thanks were expressed to those who had managed what was initially an emotive and difficult situation, particularly to the VP, Marketing & Communications, the University Secretary & Legal Counsel and to the VP and Registrar.

15/064 Chair's Items

.1 Professor Gill Nicholls

.1.1 Council was advised that Professor Nicholls would be retiring from the University in March 2016. Council expressed its sincere thanks to Professor Nicholls for her contributions, which were seen as fundamental to the recent successes of the University, and wished her well in her future endeavours.

.2 Quality Assurance Audit (QAA)

.2.1 Council **noted** that the University had received a very positive result from the recent QAA. This included three commendations for areas of best practice and two affirmations. Only three areas for action were raised, none of which were significant and can be implemented quickly. Council commended the team, led by VP & Deputy Vice-Chancellor, Academic Affairs, on this excellent outcome.

.3 Green Paper/TEF

.3.1 Council had received a copy of the Green Paper summary by email. Council **noted** the key points highlighted, including the introduction of the Teaching Excellent Framework (TEF). A brief explanation of TEF was provided. It was believed that the University was well placed to achieve TEF1. A task group had been set up to work through the required changes with the aim of having these in place for the next Learning & Teaching Committee in March 2016.

.4 Achievements of the University Community

.4.1 Council **acknowledged** the achievements of the University community.

B ITEMS FOR CONSIDERATION AND APPROVAL

15/065 Recommendations from the Nominations Committee

.1 Recruitment of the Vice-Chancellor

.1.1 Council received an update on the recruitment of the Vice-Chancellor which was included in a paper tabled from the Nominations Committee.

.1.2 Council was reminded that in accordance with Statute 6.3.2.1 and Ordinance 3.1, it was responsible for the approval of the appointment of the Vice-Chancellor, on the recommendation of the Nominations Committee. Council had approved the recruitment process at its meeting in March 2015, including the establishment of a recruitment panel (V-C Search Panel).

.1.3 Council noted that after due process and deliberation, a unanimous decision had been reached by the V-C Search Panel on 17 November to recommend the appointment of Professor Max Lu to the Nominations Committee for consideration and onward recommendation to Council for approval. On 18 November, Nominations Committee agreed to this recommendation.

.1.4 Further verbal affirmations were given by the Chair and members of Council who had been involved in the recruitment process.

.1.5 On the recommendation of the V-C Search Panel and the Nominations Committee, Council **approved** the appointment of Professor Max Lu as President & Vice-Chancellor.

.1.6 Council expressed its thanks to the Chair and the V-C Search Panel for its diligence and tenacity in conducting the search to the best possible outcome.

.2 Appointment of the Chair of the Audit & Assurance Committee

.2.1 Council noted that following discussions, Dr Mike Goodfellow, had been approached and was willing to perform the role of Chair of Audit & Assurance Committee. Council was reminded that at its meeting on 8 October, it had agreed that the Chair of Audit & Assurance Committee should be a member of Council, therefore, it was proposed that Dr Goodfellow also become a member of Council.

.2.2 On the recommendation of the Nominations Committee, Council **approved** the appointment of Dr Mike Goodfellow as both a Council member and the Chair of Audit & Assurance Committee from 1 January 2016 for an initial term of three years.

.3 Appointment of a nominated member of Council to the Honorary Degrees Committee

.3.1 On the recommendation of the Nominations Committee, Council approved the appointment of Dr Helen Bowcock to the Honorary Degrees Committee. The initial term would be in conjunction with her current appointment on Council.

.4 Succession Pipeline

.4.1 Council **noted** the report on current and forthcoming vacancies.

.4.2 Especially highlighted was the loss of two Pro-Chancellors, Baroness Bottomley and Sir William Wells both of whom had served the University for many years. Members were encouraged to consider suitable candidates to put forward. Replacements would be required in time for the first degree ceremonies in April 2016. It was noted that the Chair and Acting Vice-Chancellor were working on identifying specific roles for future Pro-Chancellors.

.4.3 In addition, also urgently required are two co-opted members for the Audit & Assurance Committee, at least one of which would be required as quickly as possible in order for the committee to be quorate.

15/066 Feedback from the strategic away days

.1 Council **noted** that the overall feedback from the away days was positive. Key themes arising from the feedback had been taken into consideration and actions being taken accordingly.

.2 It was agreed that a meeting of the Strategic Projects and Resources Committee (SPAR) be organised so that it may scrutinise the strategic business case for the medical school.

Action: SKL

.3 With regard to financial sustainability, it was noted that the Q1 reforecast would be important in setting the baseline for the next 3 to 5 years.

.4 In relation to philanthropy, there was consensus that we need to look seriously at identifying initiatives, including the medical school and the USSU building.

**15/067 Year End Outturn for 2014/15
REDACTED AS COMMERCIALY SENSITIVE**

15/068 Annual report from the Audit & Assurance Committee

.1 In this, his final meeting of Council, the Chair of Audit & Assurance Committee commented on the excellent contribution of the committee members who had ensured that meaningful scrutiny and challenge had been applied. He also commended the very high standard of information that is provided to the meetings and the support provided.

.2 Council **noted** the annual report, including the report from the Chief Internal Auditor.

15/069 Financial Statements 2014/15

.1 External Auditor's Memorandum and Management Letter

Confidential

- .1.1 Council **noted** the External Auditor's Memorandum and Management Letter. Council commended the Finance team for another clean audit and the remarkably low level of issues raised by the Auditor.
- .2 Going Concern and Representation Letters
- .2.1 Council **noted** the report on Going Concern and approved the Representation Letters for signature.
- .3 Consolidated Financial Statements 2014/15
- .3.1 Council **noted** that the financial statements had received appropriate scrutiny from the Executive Board, Finance Committee and the Audit & Assurance Committee.
- .3.2 On the recommendation of the Audit & Committee and the Finance Committee, Council **approved** the Consolidated Financial Statements for the year ended 31 July 2015.
- .4 Financial Statements for the Foundation Fund 2014/15
- .4.1 On the recommendation of the Audit & Assurance Committee and the Finance Committee, Council **approved** the Financial Statement for the Foundation Fund for the year ended 31 July 2015.
- .5 Performance of the Subsidiary Companies
- .5.1 Council **noted** the performance summary for the University's subsidiary companies.
- .6 Financial Statements for the Trust Funds
- .6.1 Council **noted** the Battersea Trust Fund Financial Statements for 2014/15 which had been approved by the Finance Committee, as Trustees, at its meeting on 11 November 2015.
- .6.2 On the recommendation of Finance Committee and Audit Committee, and as Trustees of the Funds, Council **approved** the 2014/15 Financial Statements for the General Nursing Council Chair Fund, the High Coombe Trust Fund and the Marion Redfearn Trust Fund.
- 15/070 Financial Results Return 2014/15**
- .1 Council **approved** the financial tables and commentary for submission to HEFCE.
- 15/071 Annual Sustainability Assurance Report**
- .1 Council **approved** the Annual Sustainability Assurance Report.
- 15/072 Annual Assurance Return**
- .1 Council **approved** the Annual Assurance Return for 2014/15.
- 15/073 USSU Trustees' Report and Consolidated Financial Statements**
- .1 Council **noted** the USSU Trustees' Report and Consolidated Financial Statements.
- .2 Council recognised the change of focus during the year and noted the exceptional items that had

driven the year end results.

15/074 USSU Written Constitution Review and Governance Oversight

- .1 Council was reminded that under the Education Act, Council is responsible for assuring itself that the Students' Union is governed appropriately, that it is operating in a fair and democratic manner and that it is accountable for its finances.
- .2 It was noted that such oversight included a five yearly review of the USSU's written constitution. This has been carried out and it has been agreed that some changes are required to the constitution and associated documents, as highlighted in the report circulated.
- .3 Council **noted** the recommendations from the five yearly review and the changes that had been made to the bye-laws.

15/075 Operational Review Lessons Learned

- .1 Council **noted** the report on lessons learned from the recent operational review.
- .2 It was noted that in the majority of areas, the aim of ensuring appropriate "quality of provision" had been achieved. Where this was not the case, this was being followed up in the course of 'business as usual'.
- .3 It was further noted that several steps had been taken to address the issue of academic staff morale following the review. Notably this included establishing ongoing meetings for staff across the University, particularly at Head of Department level, to debate various topics relevant to them. This has been well received.

15/076 Honorary Degrees

- .1 On the recommendation of the Senate, Council **approved** the proposed Honorary Degrees.

C ITEMS FOR INFORMATION ONLY

15/077 The report from the Finance Committee was **noted**.

15/078 The report from the Executive Board was **noted**.

15/079 The report on Health & Safety was **noted**.

15/080 The report from the Senate was **noted**.

C CLOSING ITEMS

15/081 AOB

- .1 Council note the appointment of Munya Mudanikiri, the Students' Union's VP Voice, to the NUS.
- .2 Council received a brief summary of the discussions held at the recent HEFCE conference attended by the Treasurer. The Green Paper was the major topic discussed. HEFCE presented its own report which also mapped on to the financial sustainability of all UK universities.

15/082 Retiring Members

- .1 Council noted that this was the final Council meeting for three external members, Mr Iain Robertson, Dr Thomas Chambers and Mr David McNulty. Council expressed its sincere thanks to all three members for their invaluable contribution to Council and the University during their terms of office. It was noted that Mr Robertson would be continuing as Chair of Surrey Sports Park and would also be taking up the role of Chair of the Research Park Board. Dr Chambers would also be continuing as Chair of the Blackwell Developments board. Mr McNulty had expressed his willingness to continue his connection with the University with a specific role yet to be decided. A formal farewell dinner would be organised for January 2016.

15/083 Dates of Future Meetings

All meetings (except away days) are at 16:30 unless otherwise advised.

2016

17 March, 1600

21 July, 1600

6/7 October (prior to away day sessions)

24 November, 1600

**Dr Jim Glover
Chair of Council**