

COUNCIL

22 November 2018 at 15:00

Oak 1 and 2

MINUTES

Sections marked Commercial in Confidence are claimed as exempt from publication under Section 43 of the Freedom of Information Act on the grounds of commercial sensitivity.

Members:	Chair – External member	Mr Michael Queen
	Vice-Chair – External member	Dr Anne Watts
	External member – Treasurer	*Mr Tony Stuart
	President & Vice-Chancellor	Prof Max Lu
	Provost & Executive Vice-President	Prof Michael Kearney
	Chief Operating Officer	Mr David Sharkey
	Senior Vice-President, Global	Professor Vince Emery
	Senior Vice-President, Advancement & Community	Mr Greg Melly
	President, Students' Union	Dr Alex Harden
	Member elected by Senate	Professor Rachel Brooks
	Member elected by Senate	Professor Shirley Price
	Member elected by Senate	Professor Paul Smith
	External member	Mr Vib Baxi
	External member	Dr Mike Goodfellow
	External member	Dr Sally Howes
	External member	Ms Rachel Hubbard
	External member	Ms Claire Ighodaro
	External member	Mr Peter Maskell
	External member	Dr David McNulty
	External member	Ms Jan Sawkins
	External member	Mr Nick Standen

*denotes member unable to attend

In attendance: Ms Martine Carter, Director of Strategy and Executive Officer
Mr Phil Grainge, Chief Financial Officer
Ms Sarah Litchfield, University Secretary & Legal Counsel
Professor Jane Powell, Vice-Provost, Education & Students
Ms Lise Richards, Head of Governance Services
Professor David Sampson, Vice-Provost, Research & Innovation

A INTRODUCTORY ITEMS

18/092 Apologies

.1 Apologies were received from Mr Tony Stuart.

18/093 Declarations of interest

.1 None

18/094 Minutes

.1 The minutes of the meeting held 8 October 2018 were **adopted**.

18/095 Actions and Matters Arising

.1 Council **noted** the update as circulated. There were no additional matters arising from the previous minutes not covered elsewhere.

18/096 Chair's Items

.1 Council noted an update of the Chair's activities since the last meeting. It was agreed that there would be a fifteen minute pre-meeting for external members before every other Council meeting. The next one being before the January meeting.

18/097 Vice-Chancellor's Report

.1 Council **noted** the report as circulated and the following further points.

.1.1 The report from OfS on the treatment of student loans is expected mid December.

.1.2 Good feedback had been received on the presentation to all staff by the Vice-Chancellor which had highlighted the forthcoming challenges and emphasised a need to embrace change.

.1.3 Further recruitment was taking place to progress University process efficiencies.

B ITEMS FOR CONSIDERATION AND/OR APPROVAL

**18/098 Management Accounts - Year End Outturn 2017/18
REDACTED AS COMMERCIALY SENSITIVE**

18/099 Annual Report from the Audit & Assurance Committee

.1 Council's attention was drawn to the key items that had been the focus for the Committee. In particular, it was noted that cultural aspects had been a common theme across a number of areas. The Committee continued to encourage support for staff to meet challenges over and above the construction of process and policy. It was noted that the Committee had been supported by strong internal audit and it was that, as opposed to general deterioration, which had exposed issues.

- .2 Council noted that IT audits other than around security had been postponed as it was believed it would be of more benefit once the two current major projects had been implemented and other internal work to remodel the delivery of IT had been carried out. This work would include the redefinition of leadership roles following the retirement of the current Chief Information Officer in 2019.
- .3 Council **noted** the report and thanked the Audit & Assurance Committee and the Internal Audit team for the work and assurances provided.

18/100 External Auditor's Highlights Memorandum and Management Letter 2017/18

- .1 Council noted that the audit work had been completed. Two audit differences had been identified. One had been amended, however, the other having been raised very late in the process, remained uncorrected. This had no net impact on surplus, was below agreed levels of materiality and of low sensitivity. As agreed with Audit & Assurance Committee and Finance Committee, in future all differences would be corrected.

18/101 Going Concern

- .1 Council noted the report on going concern.

18/102 Representation Letter

- .1 Signature of the 2017/18 Representation Letter was approved.

18/103 Consolidated Financial Statements 2017/18

- .1 It was noted that the accounts had received scrutiny and comment from Audit & Assurance Committee and Finance Committee. On the recommendation of both Committees, Council approved the consolidated financial statements for the year ended 31 July 2018.

18/104 Performance Summary for Subsidiary Companies

- .1 Council ratified its resolution (confirmation of which was circulated on 16 November 2018) that a Letter of Comfort be provided by the University for Surrey Sports Park Limited (SSPL).
- .2 It was noted that a governance and trading status review was taking place for SSPL with the aim for a proposal to be provided to Council at its January meeting.
- .3 Council noted the performance summary for subsidiary companies.

18/105 SSP Loan Facility
REDACTED AS COMMERCIALY SENSITIVE

18/106 Financial Commentary

- .1 Council approved the financial commentary.

18/107 Annual Assurance Return

- .1 It was noted that the Value for Money and Annual Efficiency Returns were no longer required. A Value for Money report had nevertheless been produced this year and shared

with the Audit & Assurance Committee in October. The British Universities Finance Directors' Group was investigating the possibility of coordinating some form of value for money reporting, or producing some other report looking at the health of the sector.

- .2 Council **approved** the Annual Assurance Return

18/108 Strategic Recruitment Update

- .1 Council noted the update.
- .2 Council discussed the proposed list of Distinguish Chair awards and in particular, strong challenge was raised in respect of the gender balance of the list. After some debate, Council approved the awards, with advice to the executive to ensure their careful communication to wider audiences. This should be in the context of other steps being taken to encourage and develop female academics and include a more detailed explanation of the criteria and rationale used.

18/109 Student Experience / NSS Action Plan

- .1 Council noted the update and plan, including a draft action plan tracker which was tabled. It was recognised that there was some wording clarification still to be done on the tracker.
- .2 Council discussed the mechanisms for making actions visible. It was noted that there had been additional student voice forums this year, including Faculty specific survey scheduled for December. It was recognised that there was a need to capture local, University and wider characteristic themes and issues.
- .3 Council expressed its full support for the continued work with advice to focus on critical issues particularly within the narrow window of opportunity until the next NSS survey in March 2019.

18/110 Annual Prevent Report

- .1 It was noted that this had been reviewed by the Executive Board.
- .2 Council **approved** the Annual Prevent Report.

18/111 Honorary Degrees

- .1 Council discussed the proposed nominations for Honorary degrees and reviewed one recommendation in detail. It was agreed that the full Nomination papers would be circulated to Council.

Action: MJK

Post Meeting Note: Prior to these minutes being approved, it was proposed that Council be asked to separately approve this nomination on the basis of having seen the full nomination case but in the knowledge that it would be placed on hold for announcement at a later date. Members and attendees are reminded that all Honorary Degree nominations must be kept in the strictest confidence until formally announced.

- .2 On the recommendation of the Honorary Degrees Committee, Council **approved** the remaining Honorary Degree awards as per the paper.

18/112 Scheme of Delegation

.1 Council **approved** the updated Scheme of Delegation.

18/113 Blackwell Park Update
REDACTED AS COMMERCIALY SENSITIVE

C ITEMS FOR INFORMATION ONLY

18/114 Council noted the Research Park and Campus Engagement project report.

18/115 Council noted the report on Non-audit Services.

18/116 Council noted the report from the Remuneration Committee

18/117 Council noted the senior committees minutes summary.

18/118 Council noted the health and safety report. It was further noted that this would be made an item for discussion at the next meeting.

Action: LER (for agenda)

D CLOSING ITEMS

18/119 Any Other Business

.1 It was noted that following the revision of our forecasting regime we had informed banking and private placement partners of changes to when they would receive management accounts during each year. All but one banking partner had agreed to it with no additional requirements. The remaining one had requested a formal resolution to amend loan agreement wording, and had provided the wording which will be held on record. Council **approved** the resolution.

18/120 Dates of next meetings

.1 31 January, 2 May, 25 July, 7-8 October, 25 November 2019.

Mr Michael Queen
Chair

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