

Strictly Confidential

COUNCIL

31 January 2019 at 15:15

Oak 1 and 2

MINUTES

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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
Mr David Sharkey, Chief Operating Officer (retiring)

By invitation: Professor Rahim Tafazolli, Head of the Institute for Communication Systems - minutes 19/009 and 19/010
Professor David Blackburn, Head of the School of Biosciences and Medicine - minute 19/013
Ms Karen Rothery, CEO of SSPL - minute 19/014
Professor Graham Miller, Executive Dean, FASS - minute 19/016
Mr Clive Parkinson, Director of Health & Safety - minute 19/020

A INTRODUCTORY ITEMS

19/001 Welcomes

- .1 The Chair welcomed Anne Poulson, new Chief Operating Officer, to her first meeting of Council.

19/002 Apologies

- .1 Apologies were received from Mr Vib Baxi, Professor Vince Emery, Dr Mike Goodfellow, Dr David McNulty and Mr Tony Stuart.

19/003 Minutes

- .1 The minutes of the meeting held 22 November 2018 were **adopted**.

19/004 Actions

- .1 The updated actions log was **noted**.
- .2 Action 18/083.3: It was agreed that a formal University statement be drafted and sent to the Chair and Vice-Chair for review before approval by Executive Board and Council.
Action: PG

19/005 Matters Arising

- .1 There were no matters arising from the previous minutes not covered elsewhere on the agenda.

19/006 Chair's Items

- .1 The Chair expressed thanks to the teams involved in the organisation and presentation of the Annual Review event and the Holocaust Memorial Day event.
- .2 Council noted the report from the Nominations Committee relating to Council membership.
- .3 Council **noted** the re-appointment of Dr Tony Bragg, a former member, who had stepped down to carry out a consultancy role for the University. Dr Bragg would be serving the remainder of his first term, from 1 February 2019 to 31 January 2020, after which he would be eligible for reappointment subject to the usual process.
- .4 Council **ratified** its prior approval of the reappointments of Dr Mike Goodfellow and Mr Tony Stuart. Dr Goodfellow's second term as a Lay Member is from 1 January 2019 to 31 December 2021 and includes the continuation of the role of Chair of Audit & Assurance Committee. Mr Stuart's second term as Treasurer is from 1 February 2019 to 31 January 2022 and includes the continuation of the role of Chair of Finance Committee.
- .5 On the recommendation of the Nominations Committee, Council **approved** the appointment of Mr Charlie Geffen as a Lay Member. Mr Geffen's first term is from 1 February 2019 to 31 January 2022.

19/007 Vice-Chancellor's Report

- .1 Council **noted** the Vice-Chancellor's report.
- .2 The appointment of three female Distinguished Chairs was noted. It was recognised that there was a continued need to enhance diversity in the recruitment and promotion pipeline.
- .3 Council noted that the Continuous Improvement Programme was progressing within the context of the expected challenges. The process efficiency work streams will run in tandem with organisational reviews.
- .4 It was agreed that a small sub-group of Council be established to help consider the management of the 'headwinds'. It was agreed that the Chair would discuss with members and revert to the Vice-Chancellor.

Action: MQ

B ITEMS FOR CONSIDERATION AND/OR APPROVAL

19/008 Student Welfare Report

- .1 Council noted the report and discussed the various key points. It was **agreed** that this would become a six monthly report, with any significant issues highlighted to Council between each report. It was recognised that as reporting improved, the number of issues was likely to grow and this should not necessarily be regarded as negative. Council asked that the following areas be included next time:-
 - a benchmarked view of how Surrey sits nationally;
 - a better view of the pressures on the Centre for Wellbeing, including levels of access by different groups;
 - a view of the improvements that have been made over time; and
 - an inclusion of student mental health and related activities.

Action: AP

- .2 Council requested a similar staff welfare report be provided.
Action: AP
- .3 Council noted that MySurrey Hive (the student one stop shop) and MySurrey web site are due to launch shortly. An update will be provided to Council at its next meeting.
Action: AP
- .4 It was noted that the Student Progression and Learning Gain Group was also in the loop with regard to student welfare, particularly in relation to reviewing non-academic reasons for leaving.
- .5 It was agreed that the recently produced Annual Wellbeing Report be circulated. A copy is attached with these minutes.

19/009 Huawei Update

- .1 Professor Rahim Tafazolli joined the meeting for this item and item 19/010.

.2 Council received a verbal update on the position with Huawei. It was noted that advice from Government had been sought and was awaited. In the meantime, the situation and any potential impact on the University, would be kept under close watch.

.3 It was agreed that the communications document be circulated to Council/posted to Convene.

Action: MJK (with Comms)

19/010 5G Innovation Centre Update

.1 Council **received** a presentation including noting a refresher of the Institute for Communication Systems, its governance structure and the progress on 5G in general.

.2 Council expressed its thanks for the work carried out on 5G as recognised its importance to the University, to students and the potential societal benefits.

19/011 Blackwell Developments (Guildford) Limited Redacted as commercially sensitive

19/012 Undrawn Lloyds Loan

.1 Council noted the paper as circulated and discussed the key points. It was further noted that this had received full discussion at the Finance Committee on 17 January.

.2 On the recommendation of the Finance Committee, Council **approved** the option for the five year rolling credit facility, noting that this presented no implications for existing credit arrangements.

19/013 Clinical Research Centre (CRC)

.1 Professor David Blackburn joined the meeting for this item.

.2 Council noted the paper as circulated and, in particular, discussed the risk around the delivery of the two existing commercial projects, and the issues in general around commercial projects for the CRC.

.3 On the recommendation of the Executive Board, Council **approved** the proposed restructure of the CRC and asked that, in future, all reviews of projects should include a section on lessons learned.

19/014 Surrey Sports Park Limited (SSP)

.1 Karen Rothery, CEO of SSP joined the meeting for this item.

.2 Council noted the report and the work that had been carried out to assess the company's trading status and future direction of travel.

.3 It was noted that in the full appraisal by the Board of SSP there had been lengthy debate of the options, in particular between Options two and three and the value of the franchises, both financially and societally.

.4 After further discussion, Council **approved** the recommendation to follow Option 2 (keeping

the franchises under close review), together with the supporting recommendations, as set out in the paper.

- .5 Council expressed its thanks to Karen and all those involved in the review. Council also noted that Karen would be leaving the University to take up a new role as CEO with Leicestershire County Cricket Club. Council expressed its gratitude for her contribution to SSP and to the University during her time here.

19/015 Plot 23

- .1 Council noted the paper as circulated and discussed the key points.
- .2 Council **approved** the exercise of a pre-emption right over Plot 23, noting the range of risk to cash outflow.

19/016 Learning Hotel and Manor Park Hub

- .1 Professor Graham Miller joined the meeting for this item.
- .2 Council **noted** the update as provided and received a brief presentation showing an impression of the current building orientation and some examples of interior standards.
- .3 It was noted that a committee had been established to provide a “critical friend” for the project.

19/017 Student Experience Improvement Action Plan

- .1 Council **noted** the report including the RAG status which had been included, as requested, to try to capture a status overview of the actions. It was noted that those in red were not necessarily behind schedule but had longer term activity required to achieve the desired outcome.
- .2 It was agreed that with the next report, Council should receive a more detailed report for one of the significant red status actions (to be suggested by the Chair). The report to include the rationale and process for the action and the progress achieved.
Action: MJK

19/018 Risk Appetite Statement and Level 1 Risk Register

- .1 Council noted the report and discussed in particular whether cultural and behavioural aspects had received sufficient consideration. It was agreed that this would be discussed separately by a small sub-group.
Action: MQ

19/019 Council **approved** the risk appetite statement and level 1 risk register.

19/020 Health and Safety Annual Report

- .1 Mr Clive Parkinson, Director of Health & Safety, joined the meeting for this item.
- .2 Council **noted** the report and commended it as comprehensive.

- .3 Council noted the progress in the relationship between Health and Safety and Wellbeing, with the Director of Health & Safety and the Director of Wellbeing both now sitting on their opposite strategy groups.
- .4 In discussing benchmarking it was noted that this was generally carried out through the sector tool but input was also received from NPL and from the Pirbright Institute.

C ITEMS FOR INFORMATION ONLY

- 19/021** Council **noted** the balanced scorecard.
- 19/022** Council **noted** the latest student numbers report.
- 19/023** Council **noted** the update on the Vet School.
- 19/024** Council **noted** the annual TRAC and TRAC-T return as approved by Finance Committee.
- 19/025** Council **noted** the summary of key committee minutes.

D CLOSING ITEMS

19/026 Any Other Business

- .1 Council noted that this was the last meeting to be attended by Mr David Sharkey who would be retiring at the end of February after twelve years with the University as Chief Financial Officer and latterly Chief Operating Officer. Council expressed its deep gratitude for Mr Sharkey's contribution to the University and wished him every success and happiness in his future endeavours.

19/027 Dates of next meetings

- .1 26 March, 2 May, 25 July, 25 November 2019.

Mr Michael Queen
Chair