

COUNCIL

25 November 2019 at 09:00
Meeting Rooms 1 and 2, James Maxwell Building

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
	Joint Vice-Chair – External member	Mr Vib Baxi
	Joint Vice-Chair - External member	Ms Rachel Hubbard
	Treasurer - External member	Mr Tony Stuart
	President & Vice-Chancellor	Prof Max Lu
	Provost & Executive Vice-President	Prof Michael Kearney
	Vice-Provost, Research & Innovation	Prof David Sampson
	Chief Operating Officer	Ms Anne Poulson
	Vice President, External Engagement	Mr Patrick Degg
	President, Students' Union	Ms Gemma Paine
	Member elected by Senate	Dr Esat Alpay
	Member elected by Senate	Prof Helen Griffiths
	Member elected by Senate	Prof Amelia Hadfield
	External member	Mr Elliot Antrobus-Holder
	External member	Dr Tony Bragg
	External member	Ms Judith Eden
	External member	Mr Charlie Geffen
	External member	Dr Mike Goodfellow
	External member	Mr Peter Maskell
	External member	Ms Pam Powell
	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
Ms Lise Richards, Head of Governance Services

By invitation: Ms Lucy Evans (minutes 19/097 to 19/099)

A INTRODUCTORY ITEMS

19/081 Welcomes

- .1 The Chair welcomed new External Council members Elliot Antrobus-Holder, Judith Eden and Pam Powell; and new members elected by Senate Esat Alpay, Helen Griffiths and Amelia Hadfield, to their first meeting of Council.

19/082 Apologies

- .1 Received from Jan Sawkins.

19/083 Declarations of Interest

- .1 None.

19/084 Minutes

- .1 The minutes of the meeting held 24 July 2019 were **adopted**.

19/085 Actions

- .1 The updated actions log was **noted**.

19/086 Matters Arising

- .1 Council noted the briefings on degree classifications and on student experience which had been circulated on 8 October. Thanks were expressed to those involved in ensuring the response to the OfS on degree classifications was effected.
- .2 Council noted the OfS late payment notice and corresponding explanatory report. It was assured that the relevant processes had been reviewed to avoid any recurrence. Council further noted that meeting OfS registration conditions had been added to the corporate risk register and mechanisms were being put in place to ensure appropriate monitoring.
- .3 Council **noted** the appointment of Judith Eden to the Audit & Assurance Committee with effect from 1 February 2020.

19/087 Vice-Chancellor's Report

- .1 Council noted, with sadness, the death of a student which had occurred the previous week. Under Silver Command processes support is being provided to the family as required and to students and staff. Council formally expressed its condolences to the family and friends of the student and this would be expressed in a letter from the Vice-Chancellor.
- .2 Council noted the appointment of Professor Osama Khan to the role of Vice-Provost, Education as from 1 December 2019. Osama would join Council as an ex-officio member from the next meeting.
- .3 Council **noted** the Vice-Chancellor's report.

B ITEMS FOR CONSIDERATION AND/OR APPROVAL

19/088 Management Accounts (Year End Outturn 2018/19)

- .1 Council **received** a presentation, noting the key metrics for the full year. This had been previously presented to Executive Board and to Finance Committee.

19/089 Audit & Assurance Committee (AAC) Annual Report 2018/19

- .1 Council **noted** the report as provided and thanked the committee for its work during the year.
- .2 In relation to issues of concern that had arisen, it was noted that Health & Safety and in particular Fire Safety is being addressed as a top priority and an update would be provided to Council at its next meeting.

Action: AP

- .3 Council noted Jan Sawkins, an external member of Council and a member of Finance Committee, had been co-opted to the AAC meeting on 5 November. Under the relevant terms of reference, a member of Finance Committee should not, ordinarily, sit on the AAC, however, it had been agreed that this was the most pragmatic approach in order to achieve a suitably qualified quoracy and would apply for this meeting only. Council thanked Jan Sawkins for her participation that enabled the work of the Committee to proceed as scheduled.
- .4 In relation to membership of the AAC, in addition to the appointment of a further Council member, positive progress had also been made with a potential new independent co-opted member, again with a view to appointment in time for the first meeting in 2020.

19/090 External Auditor's Year End Report 2018/19

- .1 Council **noted** the report. It was further noted that all outstanding actions had been completed since the issue of the report and all recommendations (none of which were priority 1) were accepted by management.

19/091 Going Concern

- .1 The report on going concern was **noted**.

19/092 Representation Letter

- .1 Council **approved** the signature of the representation letter.

19/093 Consolidated Financial Statements 2018/19

- .1 It was noted that the accounts had received appropriate scrutiny and comment from the Audit & Assurance Committee and from the Finance Committee. On the recommendation of both committees, Council **approved** the consolidated financial statements for the year ended 31 July 2019.

19/094 Performance Summary for Subsidiary Companies

- .1 Council noted the ongoing work to complete the Agency and Cost Sharing Agreements following the comprehensive review of Surrey Sports Park Limited (SSP). The board of SSP has reviewed its accounts but has yet to formally sign them off, pending going concern clearance from the External Auditor. Going concern clearance would be given based on either completion of the Agency and Cost Sharing Agreements or a letter of support from the University. The External Auditor has, however, confirmed it is happy to approve the consolidated University accounts regardless. It was recommended to Council that a letter of support is provided by the University in order to complete SSP accounts for the year.
- .2 Council **noted** the performance summary for the subsidiary companies.

19/095 Trust Fund Accounts 2018/19

- .1 On the recommendation of the Finance Committee, Council **approved** the Trust Fund Accounts for the year ended 31 July 2019.

19/096 Financial Return Submission to OfS

- .1 It was noted that the Financial Return would include the financial commentary, the financial workbooks, and the audited financial statements but only the first two elements were due on 2 December, with the statements due by 10 January 2020. Council was advised that the guidance and templates for this had been issued later than anticipated by the OfS (on 31 October) and had been re-issued a number of times, making it a difficult and time-consuming activity to populate.
- .2 It was noted that the Accountability Return (due 2 December) would include the Audit & Assurance Committee annual report, the External Auditor's representation letter, the Internal Auditor's annual report, the assurance return and the research return. There was one table (Table 8 - expenditure by teaching subject) yet to be completed which would be provided to the chair for approval following this meeting.

Action: PG

Post meeting note: The table was shared with the Chair and approved by Chair's action 28 November 2019.

- .3 Subject to the outstanding action at .2 above, Council **approved** the financial return for submission to OfS.

19/097 Annual Prevent Return

- .1 Ms Lucy Evans, Chief Student Officer, joined the meeting.
- .2 Council noted the summary of requirements of the University and the key points, including the oversight activities of the steering group and the review and update of the risk assessment and action plan. Council further noted the increase in completion of online Prevent training.
- .3 Council **approved** the annual Prevent return for submission to OfS.

19/098 Student Experience/NSS Action Plan

- .1 Council noted the report, including the launch of the student experience strategy, the review of academic processes to relieve academic workload, and the review of pastoral care.
- .2 The mechanisms and frequency of communications to students about actions being taken was discussed, with the point made that more emphasis on direct communication at department level is being encouraged. It was noted that a communications plan was being developed, as was the plan for messaging to students completing the next NSS.
- .3 Council **noted** the report and endorsed the continued activity.

19/099 Conditional Unconditional Offers

- .1 Council **noted** that the decision had been taken by the Executive Board to discontinue the practice of conditional unconditional offers with immediate effect.
- .2 The Chief Student Officer left the meeting.

19/100 Chongqing

Commercially Confidential

Redacted as commercially sensitive

19/101 Balanced Scorecard

- .1 Council **noted** the report, including the addition of volume measures for Wellbeing and performance against the OfS' KPIs. To this latter point, it was noted that only six of the 26 KPIs had yet been published by the OfS.

19/102 Honorary Degrees

- .1 Council discussed the list of nominees for both Honorary Degrees and Fellowships. In response to concern expressed about the lack of gender balance, it was noted that this ultimately relied on the nominations put forward which in this case contained a high percentage of males, which was unusual. Assurance was given that decisions had been taken on merit and that diversity is encouraged in the calls for nominations. The challenge was accepted to strengthen the diversity message to the nominating community. Council Members were reminded that there was an open invitation for them to also make nominations.
- .2 Council noted the discussion that had taken place at Senate about possible conflicts of interest for one nomination. It was decided that as that nomination was for personal achievement and not related to corporate activity, it was appropriate.
- .3 On the recommendation of the Senate, Council approved Honorary Degree nominations for
Redacted as personal information

And Fellowship nominations for
Redacted as personal information
- .4 Members were reminded that these nominations must be kept strictly confidential.

- .5 In discussing the diversity issue further, it was agreed that
- graduation ceremonies should aim for a gender balance between recipients and speakers;
 - the criteria for nominations is circulated to Council members;
 - the diversity of the Honorary Degrees Committee is reviewed; and
 - consideration be given to not holding a committee meeting until a suitable balance of nominations had been received

Action: ML

19/103 Research Integrity Annual Statement

- .1 Council **noted** the annual statement on research integrity.

C ITEMS FOR INFORMATION ONLY

19/104 Council **noted** the report on the OfS enhanced monitoring in relation to the Access and Participation Plan.

19/105 Council **noted** the report on the continuous improvement programme (CIP).

19/106 Council **noted** the report on Blackwell Park.

19/107 Council **noted** the Research and Innovation Year in Review report.

19/108 Council **noted** the Annual Treasury Management report.

19/109 Council **noted** the Annual HR Services report.

19/110 Council **noted** the USSU oversight report and **approved** the proposed changes to the Student Union Core Constitution.

19/111 Council **noted** the Annual Remuneration Committee report.

19/112 Council **noted** the Health & Safety report.

19/113 Council **noted** the summary of senior committee minutes.

19/114 Council **noted** the Annual Quality Assurance report.

D CLOSING ITEMS

19/115 Any Other Business

.1 Council **noted** a tabled paper relating to recent media reports of alleged Chinese interference in UK Higher Education, the corresponding sector response and measures taken by the University to mitigate any perceived or real risk.

.2 Council was advised that there had been a request to publish the University's updated statement on its position with regard to fossil fuels investment, the wording of which was agreed by Council earlier in the year. The implications of this will require further discussion and Council will be advised of the outcome in due course.

Action: PG

- .2 Council was advised that Mr Tony Stuart would be stepping down with immediate effect. Tony has served as Treasurer, Council Member and Chair of the Finance Committee for five and a half years and on the board of Blackwell Park for the past 18 months. On behalf of Council, the Chair expressed thanks to Mr Stuart for his outstanding contribution and wished him well for the future.
- .3 Council was advised that Ms Lise Richards would be leaving the University after ten years service. On behalf Council, the Chair expressed thanks to Ms Richards for her exceptional contribution supporting Council and the wider governance of the University.
- .4 Members were advised that the next Varsity competition (the annual sports competition between the University of Surrey and Roehampton University) will take place on 25 March. All members are invited and are encouraged to attend all or part of the event.

19/116 Dates of next meetings

2020

11 February

25 March (planning away day)

7 May

16 July

26 November (meeting plus strategy away day)

Mr Michael Queen
Chair