

COUNCIL
Monday 25 March from 14.00-18.00
Oak 1 and 2 and Teams
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 Charlie Geffen
	Joint Vice-Chair – External member	Mr Vib Baxi
	Joint Vice-Chair - External member	Ms Rachel Hubbard
	Treasurer - External member	Mr Robert Napier
	President & Vice-Chancellor	Prof Max Lu
	Provost & Executive Vice-President	Prof Tim Dunne
	Chief Operating Officer	Mr Will Davies
	President, Students' Union	Ms Jo Yau
	Member elected by Senate	Dr Josh Andresen
	Member elected by Senate	Dr Charo Hodgkins
	Member elected by Senate	Prof Jin Xuan
	External member	Prof Julia Buckingham
	External member	Ms Judith Eden (to 24/040)
	External member	Ms Pam Jestico
	External member	Mr Nigel Jones
	External member	Ms Pam Powell
	External member	Sir Philip Rutnam
	External member	Dr Helen Turner

In attendance: Mr Nigel Alcock, Interim Chief Financial Officer
Ms Ros Allen, Head of Governance Services (secretary)
Ms Martine Carter, Vice-President Strategic Growth
Ms Sarah Litchfield, University Secretary & Legal Counsel

By invitation: Mr Patrick Degg, Vice-President Global (24/038)
Ms Gill Fairbairn, Director of Research, Innovation and Impact (24/041)
Ms Rebecca Hill, Director of International Student Recruitment (24/038)
Mr Keith Leslie, Grant Mohr Associates
Prof Emma Mayhew, PVC Education (24/043)
Ms Liz Mohr, Grant Mohr Associates
Mr Matt Purcell, Director of Health and Safety (24/044)

INTRODUCTORY ITEMS

24/031 Preliminaries

- .1 Helen Turner was welcomed to her first meeting and introduced herself to Council.
- .2 Keith Leslie and Liz Mohr were attending as observers as part of the Effectiveness Review.

24/032 Declarations of Interest

- .1 None

24/033 Minutes

- .1 Council **approved** the minutes of the Council meeting held on 7 February 2023 for publication, subject to redaction of confidential items.

24/034 Matters Arising

- .1 The updated actions log was **noted**. All actions are complete or for a later meeting.

24/035 Chair's items

- .1 The Chair introduced the meeting with some comments with respect to the financial situation for the University.
- .2 Council ratified the following Convene resolutions:
- Appointment of Helen Turner to Council
 - Appointment of Jo Bell to the Blackwell Park Ltd Board

24/036 International Student Recruitment 2024 – REDACTED AS COMMERCIALY SENSITIVE

24/037 Vice-Chancellor's Report and Performance Monitoring (STRICTLY CONFIDENTIAL)

- .1 The VC presented the report.
- .2 Noting that there were rumours of a snap general election in May, he provided an update on the likely attitude of a Labour government to HE and the issues of the sector. However, Surrey, should not count on any additional funding from the government and need to be proactive in planning for the future and considering a number of scenarios. The whole sector is facing an existential crisis which may lead to mergers and acquisitions. If a university closes, the students would be redistributed by the OfS.
- .3 **REDACTED AS COMMERCIALY SENSITIVE**
- .4 The following brief updates were noted:
- The Annual fundraising telethon has gone well.
 - The Students' Union 'Surrey Decides' elections had a good turnout and the new president, Liam White, will start in July.
 - A new CFO has been appointed and it is hoped he will start at the beginning of July.
 - A new PVC Education has been appointed and will start on 18 June.
 - A new CIO has been appointed and will start on 1 July.
 - Will Davies has been appointed as the Chief Operating Officer.
- .5 Council noted an update on the University's response to Gaza, noting that there had been some peaceful protests. There have been some isolated incidents of unsuitable materials being distributed or put up, but they have been removed. There have been concerns expressed from both sides and Tim Dunne has held positive discussions with all parties. The situation is being managed. The University does not take a position on such political events but enable voices to be heard. The University Rabbi is informed on when and where planned marches are being held

by those in support of Gaza. The University's free speech position is being held, whilst being understanding and empathetic.

24/038 Financial Resilience plan – REDACTED AS COMMERCIALY SENSITIVE

24/039 Cash release options – REDACTED AS COMMERCIALY SENSITIVE

24/040 University Strategy Update

- .1 Martine Carter presented the paper.
- .2 Council noted the updates since the last meeting, particularly with respect to innovation strategy and institutes, employability and local value. The planned timetable for finalising and publishing the Strategy was noted. The Strategy will come to Council for sign off.
- .3 Council noted that there would be objectives and a plan to meet the Strategy's goals and aims. Too many expensive goals were being avoided; of concern at the moment is the net zero commitment which would be costly and is currently unfunded, so needs to be carefully reviewed to check it is achievable, whilst not losing the ambition.
- .4 Risk and tonal management need to be carefully assessed to provide a vision for the future, whilst recognising the current challenges and issues. It was agreed that there would be a further update at the next meeting to hear what changes may be needed, if any, in the light of the challenging economic environment.

Action: MC

ITEMS FOR CONSIDERATION AND/OR APPROVAL

24/041 Research and Innovation Report

- .1 Gill Fairbairn attended to present the paper.
- .2 It was noted that bidding activity is healthy, but the team are maintaining a very close eye on the bid size in terms of optimising recovery. There needs to be more done to encourage staff to apply for large grants. There have been some isolated successes through the bid development programme. Awards are tracking well. **REDACTED AS COMMERCIALY SENSITIVE**
- .3 A Research and Innovation restructure is almost concluded, focused on ensuring increased support for bidding. The next focus will be on supporting consultancy, moving onto the Worktribe IT system and reviewing the level of contribution that come back to staff and departments. Studentships and recovery will also be reviewed.
- .4 The University is monitoring plans for REF 2029. It was suggested that Surrey work with the rest of the Wesley Group to provide feedback on the People, Culture and Environment consultation. There were concerns about funding for publications open access and article processing charging is under review. The University will hold a central article processing charge pot but will shrink it over time.
- .5 There was discussion of support for 'postdocs' to move to become Early Career Researchers (ECRs). The Doctoral College provides support for postdocs and there are links to the ECR Academy so that so postdocs can be part of that.

24/042 Innovate Surrey Ltd update

- .1 WD and the VC presented the paper.
- .2 The ISL Board has been reformed with a tighter focus on the commercialisation of research. The Research Strategy has been reviewed. There has been very useful feedback from the Board, particularly on innovation
- .3 Whilst it was not thought that any of the Non-Executive Directors (NED) on the Board have a finance background, the new CFO will bring a lot of experience in this area. Any significant spend will need to go through the University committee structure. However, there would be consideration of whether it would be useful to introduce a NED with a finance background.
- .4 There was discussion of how Surrey positions itself internationally with regard to the opportunities for investment in the University. The following points were noted:
 - Surrey Space Technologies Ltd (SSTL) was a University spin out, bought by Airbus, and is based on the Research Park.
 - **REDACTED AS COMMERCIALY SENSITIVE**
 - There is consideration of how to maximise the benefit of SetSquared. The VC is coordinating a meeting with all the VCs of SetSquared.
 - It was suggested that there may be a need for a Council subgroup to consider maximising the value of the SRP, including expertise on the innovation and strategy side so the University can articulate to advisors what is needed. The VC advised that the CFO, COO, VC and PVC Research and Innovation should be involved from the executive side, and already the Treasurer and Chair are involved in the subgroup to guide the strategic linkage and direction in the options

24/043 Education and Student Experience Report

- .1 Emma Mayhew attended to present the paper.
- .2 There was an update noted on surveys:
 - The National Student Survey completion rate stands at 65.2% currently, about where it is expected to be at this time. The University has targeted activity to encourage completion for areas with lower response rates.
 - The Postgraduate Taught Experience Survey (PTES) has a 10.8% completion rate currently, having only opened the prior week.
 - The mean marks from Semester 1 have gone up in every level in comparison to last year's Semester 1 results.
 - The University has seen its best Module Evaluation Questionnaire (MEQ) results and strong Pulse Survey results.
- .3 The work to improve continuation and progression is making good progress. The impact on the attainment gap is being reviewed.
- .4 Council queried whether the reduced demand for wellness services was reflective of a happier student body. It was noted that student engagement has significantly increased, and this has a

positive impact on wellbeing. Also, the wellbeing services has been redesigned to focus more on preventative activities.

- .5 The update on Surrey Online Learning (SOL) was noted:
- From September 2024, there will be five online PGT programmes starting and then five more in each of the two subsequent years.
 - Some support modules will be offered outside the contract with edX to provide benefit to students before they arrive, as well as some interdisciplinary modules.
 - edX/ 2U are in financial difficulty and have been very open with the University about the issues. There is a strong relationship and protections in the contract so that Surrey could walk away in certain scenarios and would not lose financially.

24/044 Annual Health and Safety Report

- .1 Matt Purcell attended to present the paper.
- .2 It was noted that the last year had been a period of consolidation. The team have been focused on bringing procedures up to date and ensuring that they are proportionate and appropriate. Formal refresher training on a rolling basis will be introduced from June 2024. It will be recorded and tracked. Risks and compliance are being monitored, with an appropriate audit programme in place.
- .3 60% of high priority actions from the compliance review have been completed. The remaining 15 actions are being progressed, of which nine relate to 'appointed persons'. There is a need to ensure that the proposed responsible people are competent to fulfil the roles, and this takes time. No serious problems remain, as the required work is being done, but it is harder to demonstrate this without the appointed persons in place for effective oversight.
- .4 It was noted that there had been a number of 'moving vehicles' issues. They were all different incidents, but several were due to people reversing. Refresher training for University drivers has taken place.
- .5 There are no particular concerns about asset management, in view of financial constraints. The main concern is encouraging people to continue to report incidents, even minor ones.
- .6 The risk escalation process framework was felt to be satisfactory with plenty of opportunity to escalate issues to Compliance (Health, Safety and Wellbeing) Committee or from the Committee to Executive Board.

24/045 Annual Risk Management Report and Risk Appetite

- .1 Will Davies and Sarah Litchfield presented the paper.
- .2 There was discussion of the Risk Appetite, with the following points noted:
- The overarching risk appetites have not changed from 2023, but the risk appetite breakdowns are now included for Operations and Reputation.
 - It was noted that some of the sub risks have a different risk appetite to their area's overarching risk appetite.

- Legal and Regulatory risks have an open risk appetite and includes commercial contracts, some aspects of employee relations and some other relatively minor areas.
- Serious regulatory risks have an averse risk appetite and includes those which would be likely to give rise to criminal prosecutions or other serious repercussions.
- The overarching risk appetite for Reputational risks is 'open' as the University is willing to accept a certain level of risk with an acceptable level of reward. However, there is a more cautious approach to some risks in this area. It was suggested that there should be a more cautious approach to Advancement risks. There perhaps should also be a sanctions risk appetite
Action: RA to refer to Patrick Degg and report back to Council.
- It was recognised that Risk Appetite scoring is fairly new at Surrey and is bedding in. The main issue is risk owners overscoring rather than underscoring their risks.

Council **approved** the risk appetite.

- .3 It was noted that some of the risk scores have changed since the Level 1 Risk Register was presented to Audit and Assurance Committee (AAC) at the end of January. The Level 1 Risk Register has sector-level risks categories which are fed by Level 2 risk registers. These in turn are actively monitored by EB and its sub committees.
- .4 It was felt that the risk register should be used to inform the agendas for Council and its subcommittees, although recognised that this does naturally happen, with the top areas of risk largely on the Council agenda. It was noted that the Annual Report on Information Security is coming to July AAC and Council.
- .5 Council asked to see a risk update twice a year in future with information on emerging risks.
Action: RA

24/046 Remuneration Committee report

- .1 Pam Powell gave a verbal report on the meeting held on 20 March.
- .2 The meeting was an opportunity for a mid-year review of performance against KPIs, with a final decision in the Autumn. There was also discussion of succession planning.
- .3 With respect to the incentive scheme for Executive Board, the University is now in the final year of the three-year scheme. There has been good progress on some of the shared KPIs, but less progress on stretch targets. There was concern expressed at Remuneration Committee regarding affordability and optics. It was noted that the Incentive Scheme is described in the Financial Statements last year, but Martine Carter can brief Council members if required.

24/047 Items for future meetings

- .1 Council noted the paper.
- .2 With respect to Academic Governance, Council were particularly interested in how Senate operates and what it does. A focus on the Optimising Academic Achievement programme and Quality Assurance would be useful.
Action: RA

C ITEMS FOR INFORMATION ONLY

24/048 Health and Safety Report

.1 Council noted the paper.

24/049 Annual Treasury Management Report

.1 Council noted that the paper had not been included in the pack.

Action: RA to circulate.

24/050 Committee Reports

.1 Council noted the reports.

24/051 Information Pack for Reference

.1 Council noted the pack.

D CLOSING ITEMS

24/052 Any Other Business

.1 It was noted that Simon James, the coopted member, is stepping down from Audit and Assurance Committee.

24/053 Date of next meeting

21 May 2024

Mr Charlie Geffen, Chair