



**COUNCIL**

**Minutes of the 247<sup>th</sup> meeting of Council held on Wednesday 27 November 2019  
at 1.00pm to 4.00pm in the Grand Hotel, Brighton**

**1. PRESENT**

Present: Dame Denise Holt (Chair), Ms Adrienne Fresko (Vice-Chair), Ms Kirstin Baker, Professor Saul Becker, Ms Fran Barnard, Mr Tony Bullman, Professor Stephen Caddick, Mr David Curley, Mr Mark Devlin, Mr Mark Fisher, Professor Sir Peter Knight, Mr Martin McCann, Professor Kate O’Riordan, Ms Jane Parsons, Professor Steve McGuire, Ms Aleema Shivji, Professor Adam Tickell.

In attendance: Dr Tim Westlake (Chief Operating Officer and University Secretary), Mr Allan Spencer (Director of Finance), Professor Kelly Coate (Pro Vice-Chancellor (Education and Students)), Ms Michelle Gordon (Director of External Relations), Ms Rowena Rowley (Head of Governance Services), Mr Jason Oliver (Director of ITS) [Item 9.3 only] and Mr Robert Hutton (Director of Estates, Facilities and Commercial Services) [Item 9.3 only].

Apologies for absence were received from Ms Nadia Buyse, Mr Andy Bryant, Ms Katie Ghose, Professor Mario Novelli, Mr Filip Vasilijevic, Dr Gerhard Wolf.

**2. DECLARATIONS OF INTEREST**

No declarations of interest relating to items on the agenda were made by those members present.

**3. MINUTES**

- 3.1 Council CONFIRMED the minutes of the meeting held on 26 June 2019 as a true record (paper C/246/M).

**4. MATTERS ARISING**

- 4.1 Council NOTED an update on matters arising from the minutes not referred to elsewhere on the Agenda (paper C/247/1), specifically:
- 4.2 The University’s Access and Participation Plan has now been approved by the Office for Students. Monitoring of the targets on an ongoing basis will be carried out through the Student Experience Committee and reported to Council.
- 4.3 All minutes of the BSMS Joint Board meetings are shared with Council, which noted that both the Vice-Chancellor and Adrienne Fresko, Vice-Chair of Council, are members of the Board.

4.4 Having been considered as part of both the KPMG Internal Audit of Governance Services and the AdvanceHE Council Effectiveness Review, it has been agreed that there would be no benefit in developing an online discussion forum for Council members and this matter is now closed.

4.5 It was noted for the record that immediately prior to the Council meeting, Council had met with two representatives from UCU, Dr Andrew Chitty and Dr Charlotte Skeet, to allow them the opportunity to present the views of UCU relating to the current industrial action. Dr Chitty and Dr Skeet had spoken to a presentation, focused on pensions, pay and equality claims, and staff relations, which was shared with Council following the meeting for the benefit of those not present. The Chair of Council expressed disappointment that the General Secretary of the Union had chosen to launch a personal attack on the Vice-Chancellor at her visit to campus on the first day of industrial action, and made it clear that the Vice-Chancellor has the unqualified support of Council during this difficult period.

## 5. CHAIR'S ACTION AND REPORT

5.1 Council NOTED that no Chair's Action had been taken on behalf of the Committee since the meeting held in June 2019.

5.2 Council RECEIVED an oral report from the Chair which included the following:

- a) Council members were strongly encouraged to use exclusively their @sussex email addresses for University related correspondence, as advised by the Committee for University Chairs (CUC), and it was agreed that support would be provided to independent members to enable this transition to take place. **[ACTION: Secretary]**
- b) The Chair encouraged Council members to keep focused on its strategic oversight role developing the emerging vision and strategy for the University's future, whilst being mindful of the challenges currently facing the University and the sector as a whole.

5.3 Council RECEIVED an oral update from the Vice-Chair of Council on matters discussed at Chairs' Committee within its Nominations Committee remit (paper C/247/2), including:

- a) The process for the re-appointment of the Chair. The Chair left the meeting for discussion of this item. Council noted that the Chair had confirmed her intention to stand for re-appointment from 1 August 2020, and all members of Council would be invited to contribute to the re-appointment process by way of a call with the Vice-Chair to enable all feedback to be considered prior to a recommendation to be made to Chairs' Committee and then on to Council.
- b) Progress of the recruitment of new members. Search firm Odgers Bernstein has been appointed to support the University with the process for the appointment of up to two new independent members. In addition to looking to complement the existing skills on Council, the recruitment process will also focus on continuing to ensure that Council has a diverse composition. Council noted that the timeline for the recruitment process is likely to require an out of cycle telecon or email approval process in advance of the March 2020 meetings.
- c) The revised review process for all members of Council. Chairs' Committee has agreed that all members of Council will continue to have an introduction meeting with the Chair

at the start of their tenure, be matched with a buddy for peer support during the first six months, and after the first year of tenure have a follow up meeting with the Chair of Vice-Chair. Independent and staff members of Council will have a review meeting towards the end of their three year tenures, including a 360° review element, prior to any re-appointment / re-election. Due to the shorter nature of their tenure, student members of Council will be offered a post tenure meeting. Council noted that in addition to the Chair, two independent members of Council are eligible for re-appointment from 1 August 2020: Kirstin Baker and Mark Devlin.

- d) The programme for effectiveness reviews for Council and its sub-committees. Council is required to carry out an external effectiveness review at a minimum of every four years, and following the light touch review carried out by AdvanceHE this year a full review will be scheduled for the 2021/22 academic year. In line with best practice ARC will continue to review its effectiveness on an annual basis, with a review currently being conducted by Halpin. The other Council sub-committees will be asked to formally conduct a self-effectiveness review on a three year rolling basis, although Chairs may wish to have informal discussions regarding conduct and effectiveness of their committees on a more regular basis.
- e) The current review of Council effectiveness conducted by AdvanceHE. Council formally noted for the minutes the outcomes of the review conducted AdvanceHE with overwhelmingly positive results against sector benchmarks. A discussion had taken place after the presentation regarding those areas where Council may wish to focus its efforts to improve its effectiveness and these will be considered by the Chair and Vice-Chair with a response shared with Council at the next meeting. **[ACTION: Chair and Vice-Chair]**
- f) Council attendance. Council noted that Chairs' Committee had considered the attendance figures for Council and its sub-committees during 2018/19 with overall good attendance noted and no issues to flag.
- g) Appointment of independent members to sub-committees. Council noted the co-option of Mark Devlin to Chairs' Committee for a tenure of one year in the first instance with a particular remit to strengthen the link between the University's fundraising endeavours and Council; and the recommendation from Remuneration Committee that the Vice-Chair of Council be included in the composition of both Remuneration Committee A and B, to be covered elsewhere on the agenda.

## 6. VICE-CHANCELLOR'S REPORT

6.1 Council RECEIVED a report from the Vice-Chancellor (paper C/247/3) accompanied by a presentation which drew Council's attention to key sector and institutional matters, including:

- a) The Vice-Chancellor's recent visits abroad both to the graduation ceremony for the partnership in Doha, and to explore a new partnership opportunity in China. As with all partnerships due diligence is carried out prior to new partnerships being agreed, and on an ongoing basis to ensure that the opportunities remain relevant to the University.
- b) The ongoing industrial action at the University, mandated by the UCU, and the need to support both students and staff to minimise the impact of the disruption caused by both

the strike and the small number of students who had chosen to block access to Sussex House.

- c) The work underway this academic year to enable the University to restate the financial forecasts for 2020/21, including reviewing the size and shape of the University to ensure that areas of excellence are the focus for investment and additionally ensuring that a costed roadmaps is developed to agree priorities for capital investment over the period to 2025 to support this.

6.2 Council RECEIVED an annual update on delivery against the Council level KPI/T metrics (paper C/247/4). The Provost drew Council's attention to the following:

- a) SPRC has been keeping the progress of the KPI set under review during the year however this is the first annual report to Council since the metrics were agreed in March 2018.
- b) Of the 16 KPIs, three have been revised with new proposed targets. There has been some progress towards interim targets however overall it was acknowledged that the targets were stretching.

Council:

- i) NOTED the annual update on delivery against the Council KPI metrics
- ii) APPROVED the targets for the Spirit of Sussex Award (KPI#10), namely to have 50% of students participating in the award by 2025, and the KEF Interim Target (KPI# 11), namely to increase external enterprise income as reported to the HE-BCIS by 25% to £27.5m by 2025, noting that this target will be reviewed once the formal KEF metrics are published by Research England.
- iii) NOTED that one target remains unconfirmed, for Innovative Teaching (KPI#4), it had been agreed at the November 2019 meeting of SPRC that this would receive further consideration as to the best way to measure this metric.
- iv) NOTED that the metric relating to Widening Participation (KPI#12) will be reviewed by SPRC in conjunction with the Student Experience Committee to consider whether it should be further aligned with the now agreed Access and Participation Plan and the targets within it.

**[ACTION: SPRC and SEC to give further consideration to the targets for KPI 4 and 12]**

6.3 Council RECEIVED an update on the emerging vision and future shape and size of the University and the timetable for future decisions (paper C/247/5). The Provost drew Council's attention to the following:

- a) As the future shape and size of the University emerges, decisions will need to be made regarding those areas which will be invested in, and those which will not, based on the principles set out in the paper.

- b) The production of the costed ITS and Estates Roadmap, due for approval by Council in March 2020, will support the academic vision, however some decisions will need to be made as the overall capital available will need to be allocated to priority areas.
- 6.4 Council RECEIVED an update on the student number forecast for 2019/20 (paper C/247/6) confirming that in the main due to an exceptional clearing round effort, the student numbers are broadly on track for 2019/20, however early indications are that applications for 2020/21 entry are c14% down on last year, based on 15 October data.
- 6.5 Council CONSIDERED a proposal regarding student growth to 2024/25 (paper C/247/7). The proposal to grow student numbers on campus to c22,000 by 2024/25 has been discussed by SPRC, which supports continuing to plan ahead on this basis although caveats around the University's performance in the NSS and any governmental policy relating to higher education were noted.

Items raised in discussion included:

- a) The ambition to grow to 22k students on campus will be a stretch, albeit a realistic one, one of the challenges will be to ensure that the quality of the University's student intake is not compromised, and that courses that are genuinely in high demand from students continue to be offered.
- b) The previous Strategy to 2018 has focused on student growth to 18k and it had been believed that this would be the maximum number of students that could be accommodated on campus. However with the implementation of the Learn to Transform Strategy, and the planned changes to the approach to timetabling and the ways in which space on campus is used, these increased numbers should be able to be accommodated without affecting the student experience.

Council APPROVED that the University should plan on the basis of growing its student body to 22k students by 2024/25.

## **7. SENATE**

- 7.1 Council NOTED the draft minutes of the meeting held on 6 November 2019 (paper C/247/8).
- 7.2 Council APPROVED, on recommendation from Senate, the University's Annual Research Integrity Statement (paper C/247/9).
- 7.3 Council CONSIDERED the annual report on academic quality and taught provision delivered during 2018/19 (paper C/247/10) which was recommended to Council by Senate and the University's Education Committee. Council noted that the OfS no longer require it to formally submit an annual return regarding scrutiny of the University's academic quality, and that in future years this will be presented to Council in a rolling basis.

Council CONFIRMED that the Report demonstrated the University's compliance with the Conditions of Registration relating to academic quality and standards (B1 – B5) during the academic year 2018/19, that no major risks have been identified and specifically that:

- a) Methodologies for improving the student academic experience and student outcomes are robust and appropriate.
- b) Academic standards are appropriately set and maintained.
- c) The University remains compliant with OfS Registration Conditions with regard to this matter B1 – B5.

## **8. AUDIT AND RISK COMMITTEE**

- 8.1 Council RECEIVED a report from David Curley, Chair of ARC (paper C/247/11) and NOTED the minutes of the ARC meeting held on 10 October 2019 and the draft minutes of the ARC meeting held on 8 November 2019 (Appendices 1 and 2), drawing Council’s attention to the following:
- a) The external audit had been completed smoothly with no issues raised by BDO, and the treatment of the USS provision agreed by the sector.
  - b) The internal audit annual report gave “significant assurance with minor improvements required” with detailed follow up at ARC of any reports given a low assurance rating.
- 8.2 On recommendation from ARC, Council APPROVED revisions to the Committee’s Terms of Reference (paper C/247/12).
- 8.3 On recommendation from ARC, Council APPROVED the Letter of Representation (paper C/247/12) for signing and submitting to the external auditor.
- 8.4 On recommendation from ARC, Council APPROVED the ARC Annual Report to Council (paper C/247/13) which sets out its positive opinion regarding the arrangements that the University has in place regarding risk management, control and governance; economy, efficiency and effectiveness (VFM) and management control and quality assurance of data. Council noted that the report covered the financial year and there were no material issues to report since the date that the Report has been considered by ARC to the date of signing.
- 8.5 On recommendation from ARC, Council APPROVED the University’s Financial Statements to 31 July 2019 (paper C/247/16). The Director of Finance drew Council’s attention to the following:
- a) Excluding the provision for the USS costs, the University’s surplus for 2018/19 was £21m against £16m forecast in June 2019. Including the provision for the USS costs, the University’s result is -£44m. The treatment of this provision has been discussed and agreed with the external auditors and will affect all universities in the scheme accordingly.
  - b) The accounts have been produced in line with the OfS’s Accounts Direction and full compliance is expected.
  - c) The external auditors had thanked the Finance Team for the smooth and timely external audit process.

- 8.6 Council NOTED the University's updated Institutional Risk Matrix (paper C/247/17) and CONSIDERED the Executive's risk tolerance and appetite statement (paper C/247/16).

Council agreed to ENDORSE the Executive's risk tolerance and appetite statement, noting that this is kept under regular review, but agreed that a streamlined statement of Council's own risk tolerance should be developed and agreed out of Committee between the Chair of Council, Chair of ARC, Vice-Chancellor and Mark Devlin. **[ACTION: General Counsel]**

- 8.7 On recommendation from ARC, Council APPROVED the University's Modern Slavery Statement (paper C/247/18) for publication on its website.
- 8.8 Council NOTED the University's Annual Health and Safety Report for 2018/19 (paper C/247/19), and that ARC will be receiving a regular update on the progress against the agreed action plan at future meetings. Additionally it was noted that during the year there had been one serious incident relating to the functionality of fire panels, which had been discussed in detail at ARC and resolved as a matter of the highest priority.
- 8.9 On recommendation from ARC, Council APPROVED the Sussex Innovation Centre's Anti-Money Laundering Policy (paper C/247/20).
- 8.10 Council NOTED the Annual Report on Donations received by the University during 2018/19 (paper C/247/21).
- 8.11 Council NOTED the Annual Accountability Return due for signing by the Vice-Chancellor as Accountable Officer, and submission to the OfS (paper C/247/22) and in particular the way in which assurance had been received by the Executive in relation to the various statements.
- 8.12 Council NOTED an update on regulatory matters and specifically a letter from the OfS regarding the late payment of fees to the QAA (paper C/247/23). Council discussed the circumstances leading to the delayed payment and the steps that have now been taken to prevent a recurrence. Council acknowledged its responsibility for ensuring that all Conditions of Registration are satisfied and specifically noted the consequences of non-compliance, including the enforcement action that the OfS will take for future cases and the potential monetary and other penalties that could be imposed. A response will be sent to the OfS to confirm that this discussion has taken place. **[ACTION: Chair]**

## 9. STRATEGIC PERFORMANCE AND RESOURCES COMMITTEE

- 9.1. Council RECEIVED a report from Kirstin Baker, Chair of SPRC (paper C/247/24) and NOTED the minutes of the SPRC meeting held on 13 September 2019 and the draft minutes of the SPRC meeting held on 15 November 2019 (Appendix 1 and 2).
- 9.2. On recommendation from SPRC, Council NOTED the financial outturn for 2018/19, the financial monitoring update for 2019/20 to 2023/24 and CONSIDERED the related return and commentary to the OfS. (paper C/247/25)

Items raised in discussion included:

- a) The budget for 2019/20 is for an operating surplus (before exceptional items) of £16.3m and our current mid-case forecast is to achieve this operating result less £6.5m of accelerated depreciation on buildings earmarked for demolition as part of our West Slope development, giving a result before pension adjustment of £9.8m. It is anticipated that the final result will be higher as the new USS pension deficit recovery plan will reverse around £26m of the provision made in 2018/19.
- b) The mid-range financial forecast for future years shows there is a significant risk of failing to achieve the Council approved surplus targets, and the actions to restore the position align closely with the upper case, requiring both income growth and cost savings. The existing business model will have to be adapted given changes in the operating environment.
- c) The medium term goal is to reach annual surpluses of 7% of income. Our current mid-case projection which is based on student numbers rising to around 19,000, the current operating model and structure continuing substantially unchanged, and expected payroll and pension cost increases, shows results which are c. £13m short of the 7% target level.
- d) The forecast required by the OfS has therefore been submitted on the above basis. The return has been scrutinised internally and is based on the information received previously by SPRC and Council. Council discussed the process by which the return is completed and received assurance from the Director of Finance that whilst the return itself has not been seen by SPRC it is based on those assumptions discussed and agreed with SPRC and Council.

Council NOTED the result for 2018/19, the forecasts for 2019/20 to 2023/24 and APPROVED the submission of the Financial Return and Commentary to the OfS.

- 9.3. Council NOTED an update related to West Slope works and CONSIDERED a proposal to release related funding as set out in paper C/247/26.

Items raised in discussion included:

- a) Both CPC and SPRC had considered these proposals in detail at their meetings held earlier in November, and CPC had suggested that a detailed briefing be held to explain in more detail the financial risk profile for the overall project prior to the full Business Case being presented.
- b) The proposal for funding relates to infrastructure works necessary for areas of campus requiring clearing prior to any specific works being started by Balfour Beatty, so are separate to the Balfour Beatty contract.
- c) Meetings are ongoing regarding Planning Permission, with presentations made to the Planning Committee in November. For the avoidance of doubt, the initial works themselves do not require Planning Permission.

Council:



- i) NOTED the proposed programme containing the steps required in order to provide the site to Balfour Beatty in time for their work to commence in September 2020, and that the Project Board has approved in principle carrying out service diversion construction through Balfour Beatty subject to VFM assurance through the University's cost consultants.
- ii) NOTED that the initial works will proceed at financial risk before Planning Permission is obtained.
- iii) APPROVED the release of £16.2m funding from the Campus Master Planning and Infrastructure Capital (part of £30m already approved as an envelope by Council in June 2018).
- iv) APPROVED a sum of £3.7m, including a new request for an additional £2.0m West Slope Project Funding, in respect of relocating displaced activity, taking the total budget for the West Slope site preparation expenditure line to £4.0m and the full West Slope budget to £15.85m.
- v) The APPROVALS in iii) and iv) above being subject to confirmation from the Chair of SPRC, with input from the Chair of CPC as required, that the works should proceed following the Workshop to be held on 24 January 2019 relating to the Project Structure and the risk profile.

9.4. Council CONSIDERED the final Estates and ITS Strategies and NOTED the development of the related costed Roadmaps. Robert Hutton, Director of Estates, Facilities and Commercial Management, and Jason Oliver, Director of ITS, attended for this item (paper C/247/27).

Items raised in discussion included:

- a) Confirmation that there had been extensive engagement with stakeholders across the University community during the development of the Strategies.
- b) Both Strategies had also been considered on more than one occasion by CPC and reflect feedback received.

On recommendation from SPRC, Council APPROVED the University's Estates and ITS Strategies.

## **10. CAPITAL PROGRAMMES COMMITTEE**

10.1 Council RECEIVED a report from Professor Stephen Caddick, Chair of CPC, and NOTED the draft minutes of the meeting held on 15 November 2019 (paper C/247/28), drawing Council's attention to the following:

- a) The focus of the Committee on the overall capital programme portfolio, and the interdependencies between them.
- b) Of the significant projects currently receiving Council level scrutiny the Student Centre, West Slope, East Slope and IT Network Upgrade Projects are progressing with no issues to raise.

- c) The Life Sciences Research Building Project is currently paused, and is likely to be reviewed in light of the ongoing discussions regarding the future size and shape of the University, and then incorporated into the overarching costed Roadmap setting out capital priorities to 2025.
- d) The Student Record System Project is also under current scrutiny as milestone have not been achieved, however Council noted that that the applications process had run smoothly this year with the current system to the credit of the Applications Team.

## **11. STUDENT EXPERIENCE MATTERS**

- 11.1 Council RECEIVED a report from Ms Jane Parsons, Chair of the Student Experience Committee (SEC) and NOTED the draft minutes of the meeting held on 14 November 2019 (paper C/247/29).
- 11.2 Council NOTED that SEC has monitored compliance with the provisions of the University's Access and Participation Plan (APP) for 2018/19 (paper C/247/30) and that the APP for 2020 onwards has now been approved by the OfS (paper C/247/30a and b) which has specified some specific areas on which it will expect to receive an update in the first impact report due for submission in January 2022.

In particular, SEC had discussed progress against the articulated milestone targets outlined within the 2018-2019 Access Agreement, noting that of the 9 targets set out, the University has exceeded 1 in relation to increasing the proportion of entrants from BAME groups, is working towards closing continuation-rate gaps between POLAR4 and IMD Q5 and Q1 students in any year, with 1 of the original 2018-19 targets (NS-SEC) now dis-continued and 6 of the original 2018-19 targets now superceded.

- 11.3 Council NOTED the Student Voice Report from the President of the Students' Union (paper C/247/31).

## **12. REMUNERATION COMMITTEE**

- 12.1 Council RECEIVED an oral report from Professor Sir Peter Knight, Chair of Remuneration Committees A and B.

The Vice-Chancellor left the meeting for a discussion regarding his own remuneration. Council NOTED that Rem Com A had agreed the justification for the Vice-Chancellor's remuneration for inclusion in the Annual Rem Com Report to Council. The Vice-Chancellor had been awarded a 1.8% cost of living increase, and a 0.7% pay uplift, the latter which he had declined.

- 12.2 Council APPROVED the University's Annual Remuneration Committee Report for 2018/19 for publication on the University's website (paper C/247/32).
- 12.3 Council APPROVED changes to the Terms of Reference for both Rem Com A and B including the addition of the Vice-Chair of Council as a member of both Committees.

### **13. EQUALITY AND DIVERSITY**

13.1 Council APPROVED the Annual Equality, Diversity and Inclusion Report for 2018/19 (paper C/247/35).

### **14. PREVENT**

14.1 Council CONSIDERED the Annual Report on Prevent Matters for 2018/19 and the related Annual Accountability and Data Return (paper C/247/36). Council:

a) CONFIRMED that in its opinion the University, for the period August 2018 to July 2019 and to the date of approval of the returns to the OfS:

- Had due regard to the need to prevent people being drawn into terrorism (the Prevent duty);
- Provided to OfS all required information about its implementation of the Prevent duty;
- Reported to the OfS in a timely way all serious issues related to the Prevent duty;
- Reviewed, and where necessary, updated its Prevent risk assessment and action plan.

b) APPROVED the Accountability and Data Return for signing by the Chair of Council and submission to the OfS.

c) AGREED to receive a further presentation about the Prevent Duty, and Council's responsibilities at a future meeting.

### **15. JOINT BRIGHTON SUSSEX MEDICAL SCHOOL BOARD**

15.1 Council NOTED the minutes of the meeting held on 24 October 2019 (paper C/247/38).

### **16. STUDENT EXCLUSIONS AND SUSPENSIONS**

16.1 Council NOTED an annual report on Student Discipline matters (paper C/247/39)

16.2 Council NOTED an update report on student exclusions and suspensions (paper C/247/40).

### **17. HEADS OF SCHOOL'S REPORTS TO SENATE**

17.1 Council NOTED the Heads' of Schools reports to Senate from November 2019 (paper C/247/41) and asked for thanks to be given to Heads of Schools for their informative and interesting reports.

### **18. ACADEMIC PROMOTIONS**

18.1 Council NOTED a report from the Academic Promotions, Advancements and Titles Committee (paper C/247/42) which included the diversity statistics for those members of academic staff receiving promotions.

**19. ANY OTHER BUSINESS**

19.1 No other business was raised.

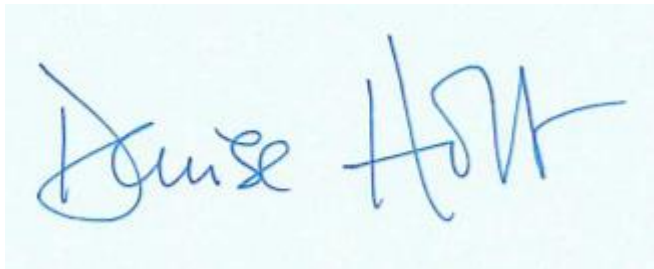
**20. DATES OF NEXT MEETINGS**

Tuesday 24 March 2020  
Wednesday 24 June 2020

Dr Tim Westlake  
Secretary to Council

November 2019

Signed with electronic signature with permission of the Chair, 24 March 2020

A handwritten signature in blue ink on a light blue background. The signature appears to be "Dunse HSW" written in a cursive style.