



**COUNCIL**

**Minutes of the 250<sup>th</sup> meeting of Council held on Tuesday 24 March 2020  
at 9.00am to 12.00noon via Skype for Business virtual meeting**

**1. WELCOME AND APOLOGIES**

Present: Dame Denise Holt (Chair), Ms Adrienne Fresko (Vice-Chair), Ms Kirstin Baker, Ms Fran Barnard, Professor Saul Becker, Mr David Benson, Mr Andy Bryant, Mr Tony Bullman, Professor Stephen Caddick, Mr David Curley, Mr Mark Devlin, Mr Mark Fisher, Ms Katie Ghose [Items 1 to 9.1] Professor Sir Peter Knight, Mr Martin McCann, Professor Mario Novelli, Professor Kate O’Riordan, Ms Jane Parsons, Professor Steve McGuire, Mr Albertus Schoeman, Ms Aleema Shivji, Professor Adam Tickell, Mr Filip Vasilijevic, Mr Nick Watson, Dr Gerhard Wolf.

In attendance: Dr Tim Westlake (Chief Operating Officer and University Secretary), Mr Allan Spencer (Director of Finance) [for Finance Items only], Professor Kelly Coate (Pro Vice-Chancellor (Education and Students)), Professor Stephen Shute (Pro Vice-Chancellor (Planning and Resources)), Ms Rowena Rowley (Head of Governance Services), Mr Richard Zaltzman (observer).

No apologies were received for the meeting.

The Chair welcomed Mr David Benson and Mr Nick Watson to their first meeting of Council following their appointment as independent members on 12 March 2020, and Mr Richard Zaltzman to the meeting as an observer in advance of his formal appointment as an independent member on 25 March 2020.

**2. DECLARATIONS OF INTEREST**

No declarations of interest relating to items on the agenda were made by those members present, other than the Chair and Vice-Chancellor who recused themselves from the discussions regarding their own re-appointments.

**3. MINUTES**

- 3.1 Council CONFIRMED the minutes of the meetings held on 27 November 2019 (paper C/247/M), the telecon held on 18 December 2019 (paper C/248/M) and the telecon held on 14 February (paper C/249/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/250/1).

4.2 Council NOTED that the funding for the West Slope enabling works had been approved following the briefing on financial and legal matters relating to West Slope held on 24 January 2020, and the Chair of SPRC's subsequent approval, supported by the Chair of CPC.

## **5. CHAIR'S ACTION AND REPORT**

5.1 Council NOTED that Chair's action had been taken on 24 March 2020 to agree that the University would not charge students in University accommodation rental fees for the third term if they had left the accommodation due to the move to online teaching which had been implemented in response to the coronavirus pandemic.

5.2 Council NOTED that Chairs' Committee had taken action on 26 February 2020 to agree the institutional response to a consultation from UUK seeking views and perspectives on the 2020 valuation ahead of eventual decision making. Chairs' Committee had also advised UUK of its view that seeking governing body input on short notice technical consultations was not its preferred way of working due to the difficulty in engaging members meaningfully in such matters.

5.3 Council RECEIVED an oral report from the Chair in particular noting the decision to delay the Council Strategy Day from March to July 2020 in light of the coronavirus pandemic, and the postponement of the full discussion of papers regarding the University's strategy and growth objectives until that time.

## **6. VICE-CHANCELLOR'S REPORT**

6.1 Council RECEIVED for information a copy of the Vice-Chancellor's report to Senate for March 2020 (paper C/250/2), a copy of a letter from the Minister for Universities dated 20 March 2020 setting out the government's initial response for the higher education sector (paper C/250/2a Appendix 1) and a letter from the Office for Students dated 17 March 2020 setting out the Regulator's initial approach to regulation during these unusual circumstances (paper C/250/2a Appendix 2).

6.2 Council RECEIVED an oral update from the Vice-Chancellor on key institutional issues, including:

a) An update on the number of staff and students currently confirmed as having COVID19, namely two of each, all recovering well. Whilst staff cases will be able to be easily monitored, keeping track of student cases will be more problematic. High numbers of both staff and students are also in quarantine as they are displaying symptoms or have been exposed to someone with the virus.

b) An update on the essential services still in operation on campus to support the c1,800 students who remain living in campus accommodation and other essential campus functions.

c) Whilst it is not yet known how many students remain living in non-university accommodation, structures have been put in place to provide support for any students presenting with wellbeing challenges regardless of their accommodation type.

- d) The arrangements in place to ensure the Executive are reviewing the situation to be able to respond to new information as it emerges, with daily meetings currently in place to which the Chair of Council is invited.
- e) The move to online teaching from 23 March 2020 to ensure continuity of educational delivery for this academic year for all students.

6.3 Council RECEIVED an update on Business Continuity Planning (paper C/250/2a), drawing Council's attention in particular to the key risks facing the University and student recruitment for September 2020 due to the global impact of the coronavirus pandemic, and the initial themes for tactical measures that might be necessary.

- a) The priority will be to take all measures necessary to ensure the financial sustainability of the University by reducing discretionary spend whilst continuing to invest in essential IT and infrastructure works.
- b) Work is underway to consider how the government's furlough scheme could be applied to relevant staff at the University.

Items raised in discussion included:

- i) The tactical measures set out in the paper are indicative only of the types of action that might need to be taken both during 2019/20 and beyond. Pre-coronavirus steps were already being taken to address the fall in applications for September 2020 and the related drop in income however the magnitude of the impact of the coronavirus is on a substantially different level.
- ii) The University is not permitted to dispose of any assets on campus, however it does also own a small amount of off-campus property which could be sold if deemed appropriate.
- iii) The Executive will continue to work on these tactical measures over the next few weeks for implementation in due course.

6.4 Council RECEIVED a paper seeking Council's approval to delegate its authority for urgent matters which can be delegated between now and the July 2020 Council meeting. The objective would be to allow continuous assurance on the financial standing of the University, and to enable decisions to be made at short notice without the need to convene a full meeting of Council (paper C/250/2b), in response to the need to manage the impact of the coronavirus pandemic.

Items raised in discussion included:

- a) The membership of the proposed sub group of Council and whether or not it should be expanded to include representation from staff and or student members of Council was discussed in detail. The majority supported formation of this group, but a small minority did not. In consideration of this, and to ensure that decision making remains as transparent as possible, it was agreed that any decision made by the sub group should be reported to Council as soon as practicable, rather than waiting until the July 2020 meeting

- b) It was acknowledged that there was a need for an agile decision making mechanism to be in place for the short term, and the Chair of Council reiterated her intention to ensure that the position of Council was protected at all times.

Council NOTED:

- i) For expenditure within the Vice Chancellor's reduced delegated authority of £750,000, the current arrangements will remain in place but will be subject to close scrutiny and any items exceeding the £750,000, particularly claims, refunds and allowances, will require approval by two out of three of the Vice-Chancellor, Chief Operating Officer and Director of Finance, following receipt of a written justification before submission to the small group of Council with delegated authority. All approvals will take into account the fiduciary duty of officers to protect the University's financial position.

Council APPROVED:

- a) A delegation of its authority, in line with the University's Regulations, to a sub-set of Council, namely two of the following individuals:

One of the Chair or Vice-Chair of Council

One of the other Committee Chairs, namely the Chairs of ARC, CPC, SEC, SPRC, Rem Com.

- b) The terms of the delegation are to take action as required to mitigate the impact of the coronavirus pandemic, including but not limited to the launch of a Voluntary Severance Scheme in early summer and any financial approvals outside of the current 2019/20 agreed budget.
- c) This delegation will stand until the Council meeting in July 2020 when it will be reviewed.
- d) All actions under this delegation to be reported to Council at the next meeting and where practicable as soon as possible following approval.
- e) In response to concerns about the transparency of decision making, an additional meeting of Council will be set up in May 2020 to provide an update on key issues, with fortnightly briefings held until that time.

**[ACTION: Full report to Council on delegations made under this arrangement to be presented to the July 2020 meeting of Council. Formal Schedule of Delegations to be updated.]**

**[POST MEETING NOTE: Since the March meeting of Council a sub-group (Sustainability Group) comprising the Chair and Chair of ARC have met regularly with the Vice-Chancellor and Director of Finance to review the University's financial standing and where necessary take decisions in line with the delegated authority.]**

## **7. UNIVERSITY STRATEGY**

- 7.1 Council CONSIDERED an update on the University's Strategy: Operationalising the Vision (paper C/250/3), introduced by the Provost, who drew Council's attention to the following:

- a) The University's strategic intentions between now and 2020, and the "big five" areas requiring transformation along with specific actions and projects that must be prioritised.
- b) The intention and vision within the paper will be relevant regardless of the changing external environment, and should provide a clear roadmap, and levers for change.

Items raised in discussion included:

- i) At its meeting earlier in March 2020, SPRC had considered this paper and acknowledged that it set out a framework for how to move forward, albeit that the linked financial, planning and estates arrangements are likely to move to "Plan B" in response to the coronavirus pandemic.
- ii) The move to online teaching and staff working from home has precipitated the pedagogic revolution, with changes already implemented for new arrangements for the 2019/20 academic year, including the replacement of exams with online assessments. This is likely to lead to other opportunities that will be explored for permanent implementation after a review of their success or otherwise during this interim period.
- iii) In addition to moving to online delivery of teaching, staff have been working hard to support students during this difficult time both academically and pastorally, and Council noted its thanks to all staff for their hard work in this regard.

Council AGREED to review this paper again at the Strategy Session element of the July 2020 meetings. **[ACTION: Secretary to add to workplan]**

- 7.2 Council CONSIDERED a paper relating to the student growth strategy as considered by SPRC on 13 March 2020 (paper C/250/4) and agreed to defer consideration of the growth strategy to July 2020 in light of the rapidly changing applications position as a result of the global coronavirus pandemic. **[ACTION: Secretary to add to workplan]**

## **8. UNIVERSITY FINANCES**

- 8.1 Council NOTED the financial monitoring update for 2019/20 to 2023/24 and initial budget and assumptions for 2020/21 including treasury and investments management review (paper C/250/5) introduced by the Director of Finance, who drew Council's attention to the following:
  - a) The University's finances are being kept under constant review, with extensive modelling underway to assess the impact of the coronavirus pandemic. The priority is to review ways in which costs can be reduced and multiple options are being considered.
  - b) Whilst there will inevitably be serious financial consequences on a sector wide basis it is important that confidence remains in the University's sustainability. The Chair of Council and Chair of ARC will be kept up to date with regular briefings on the interim financial position with a full report back to Council in July 2020.
  - c) Currently there is no threat to teaching income for 2019/20 as educational delivery has moved online, however the drop in applications for 2020/21 will be problematic for the next academic year if it leads to a shortfall in student numbers.

- d) The University will maintain open lines of communication with its funders to ensure there is transparency in relation to any potential breach of covenants which does not appear likely at this stage for 2019/20.

Council NOTED:

- i) The monitoring for 2019/20 at £9.8m surplus (unchanged from last report) is £6.5m below budget before crediting back £26m of USS provision, resulting in an anticipated all-in net forecast surplus of £36m.
- ii) The projections of various cases for the 2020/21 budget and five year envelopes, using a prudent base case and showing a target case – which is being worked on with Schools and Professional Services to deliver the full £300m for capital investment over the period.
- iii) The continued ambition to create funds for capital as well as revenue investment and that, subject to Council's view on the Estates and IT roadmap, the base financial forecast will be updated for capital expenditure and to proposal a sound way of expressing and monitoring key financial targets.

## **9. CAPITAL APPROVALS**

9.1 Council CONSIDERED the Estates and IT Roadmap (paper C/250/6), introduced by the Provost, who drew Council's attention to the following:

- a) The review of the draft roadmap by Capital Programme Committee at a briefing to which all Council members were invited in February 2020 which had provided an opportunity to scrutinise the detail of the proposal and its presentation.
- b) Additionally, SPRC had reviewed the proposals and in particular had noted that the projects had been classified into essential infrastructure works and those which could be progressed as growth and investment allowed.

Council:

- i) APPROVED the integrated Estates and IT costed roadmap, noting that significant projects (over £10m or £5m with risk) will require individual approval from Council, on recommendation from SPRC, and approval for non-significant projects will be through the annual Integrated Planning and Budgetary Process.
- ii) NOTED the mechanism for an annual review of the Roadmap to provide assurance that these costs will be controlled and reviewed to reflect any changes in the University's financial forecasts.
- iii) NOTED that a Project Management Office would be established with responsibility for delivering the Roadmap.
- iv) NOTED that work will now be done to re-prioritise the projects to reflect the evolving financial position that the University finds itself in, so ensure that essential works are done whilst projects related to growth and investment opportunities are scheduled for consideration as clarity emerges about the future size and shape of the University.

- 9.2 On recommendation from SPRC, Council APPROVED an additional budget of £1.33M needed to initiate (but not conclude) the procurement phase of the IT Network Project and to prepare a Final Business Case for presentation to Council in November 2020 (paper C/250/7).
- 9.3 On recommendation from SPRC, Council APPROVED the full Business Case for the Student Centre including the release of the remainder of the £16.5m envelope previously agreed for the fit out and associated business changes (paper C/250/8).

## **10. COUNCIL APPOINTMENTS**

- 10.1 Council NOTED the appointment of Mr Nick Watson and Mr David Benson as independent members of Council from 12 March 2020, and the appointment of Mr Richard Zaltzman as an independent member of Council from 25 March 2020. All appointments are for a three year tenure. Council had approved the appointments via email resolution on 12 March 2020.
- 10.2 On recommendation from Chairs' Committee, Council APPROVED the re-appointment of Dame Denise Holt as Chair of Council for a second term of three years from 1 August 2020. Dame Denise left the meeting for the discussion of this item which was introduced by the Vice-Chair, Adrienne Fresko.
- 10.3 On recommendation from Chairs' Committee, Council APPROVED the re-appointment of Professor Adam Tickell as Vice-Chancellor for a second term of six years from 1 September 2020. Professor Tickell and all other executive attendees at Council left the meeting for the discussion of this item. Council NOTED that Remuneration Committee A would be responsible for the finalisation of the Vice-Chancellor's re-appointment contract and related remuneration matters in line with current governance arrangements.

## **11. UUK CONSULTATION**

- 11.1 Council NOTED that UUK had issued a further consultation regarding the 2020 USS pensions scheme valuation for response by employers by 17 April 2020. Further information is expected as to whether governing body input is required for the consultation and if so this will be shared in due course.

Items raised in discussion included:

- a) Pensions globally will be badly affected by the coronavirus pandemic and USS will not be an exception. The March 2020 valuation will be taking place during a period of unprecedented market turmoil and although it will be possible to take into account post-valuation conditions the ongoing issues regarding the USS valuation are likely to be exacerbated even further by these new global events.
- b) The requests from UUK for governing bodies to express a view on detailed technical proposals is challenging and the Vice-Chancellor will be asked to request that governing body input is sought only on issues that can meaningfully be engaged with by the wider membership.

*For noting: Items 12 to 16 below were approved through the use of the online voting tool. In each case, a majority of positive responses was reached during the meeting to ensure that Council approval had been achieved.*

## **12. REGULATIONS**

- 12.1 Council APPROVED a change to the University's Regulations relating to the new structure of the Students' Union and the composition of Senate (paper C/250/12). **[ACTION: Regulation 4 to be updated]**
- 12.2 Council APPROVED delegated authority for the conferment of degrees in the absence of the Chancellor and Vice-Chancellor (paper C/250/13). **[ACTION: Scheme of Delegation to be updated]**

## **13. RISK STATEMENT**

- 13.1 On recommendation from ARC, Council APPROVED the University's risk tolerance and appetite statement (paper C/250/14) and NOTED the Institutional Risk Map (paper C/250/15).

## **14. PEOPLE STRATEGY**

- 14.1 On recommendation from SPRC, Council APPROVED the University's People Strategy (paper C/250/16).

## **15. KEY PERFORMANCE INDICATORS / TARGETS**

- 15.1 On recommendation from SPRC, Council APPROVED three revised KPI/T metrics for inclusion in the Council KPI set (paper C/250/17) relating to #4 Innovative Teaching, #11 Knowledge Exchange Framework and # 12 Widening Participation. These will now be tracked and reported to SPRC in line with current arrangements.
- 15.2 Council NOTED that new data were available for three other metrics in the set:
- a) #6 REF Outputs which remained on target
  - b) #13 Financial Surplus which showed a sharp drop into deficit after non-recurrent items, with the underlying surplus target still on track
  - c) #16 Gender Pay Gap remaining static as there is no change in the 2020 figure against 2019
- 15.3 Council NOTED that 66% of the actions from four University level strategies due for completion by June 2020 have been completed or are on track, with 15% identified as overdue or with a delay expected.

## **16. NEW HUMANITIES SCHOOL**

- 16.1 Council RECEIVED an update on the implementation of the new combined Humanities School and APPROVED its name as the School of Media, Arts and Humanities from 1 August 2020, noting that Senate had been consulted on this proposal with no objections received (paper C/250/18). **[ACTION: Regulations 4 and 13 and all related documents to be updated to reflect new School name]**



## **17. COUNCIL EFFECTIVENESS REVIEW**

17.1 Council NOTED the responses to the feedback discussed in November 2019 to the Council Effectiveness Review conducted by AdvanceHE (paper /c/250/19) which will now be published on the University website. The Chair drew Council's attention to the following:

- a) The forthcoming updated CUC Code of Governance which is due for publication shortly, and which will continue to be the governance code adopted by the University.
- b) The need to keep the size of Council under consideration to ensure that governance arrangements remain efficient, effective and in line with sector norms. There is some evidence that universities across the sector are considering reducing the size of their Councils and this will be considered again formally at the next external Council effectiveness review.

**[ACTION: Effectiveness Review and feedback to be published on website]**

## **18. COMMITTEE UPDATES**

18.1 Council NOTED the draft minutes of the Student Experience Committee meeting held on 18 February 2020 (paper C/250/20) and particularly that the Committee has formally monitored the University's progress against targets for its 2018/19 Access and Participation Plan prior to submission of the annual return to the Office for Students.

18.2 Council NOTED that the draft minutes of the Audit and Risk Committee meeting held on 6 March 2020 will be presented to Council at its next meeting.

18.3 Council NOTED the draft minutes of the Capital Programmes Committee meeting held on 21 February 2020 (paper C/250/22) and that briefings were held in regards to the West Slope Residences Project on 24 January 2020 and the Estates and IT Roadmap on 21 February 2020.

18.4 Council NOTED the minutes of the Strategy Performances and Resources Committee held on 21 January 2020 (paper C/250/23) and that the draft minutes of the meeting held on 13 March 2020 will be shared with Council at its next meeting.

18.5 Council NOTED that Remuneration Committee A and B had both met in February 2020 to consider matters relating to both the Vice-Chancellor's Remuneration (A) and staff pay (B) and that a summary of these matters will be reported to Council through the Annual Report.

18.6 Council NOTED the draft minutes of the Senate meeting held on 4 March 2020 (paper C/250/25) and specifically that Senate had considered the University's Undergraduate Degree outcomes from 2019 and provided assurance to Council that the OfS B Conditions relating to successful outcomes for students and quality of qualifications were being met, with some specific areas of attainment disparity being closely monitored to consider if additional action is required (paper C/250/26).

## **19. STUDENT VOICE**

19.1 Council RECEIVED an oral update from the President of the Students' Union, who drew Council's attention to the following items:

- a) The outcome of the elections for new Sabbatical Officers with six new officers now elected to start in post in July 2020. The posts have been refreshed for the new academic year in response to a student survey. The new positions are officers for Access and Participation; International Students; Education and Employability; Societies and Events; Accessibility and Wellbeing.
- b) Students have been very much impacted during this academic year firstly by the industrial action and now by the coronavirus pandemic. Much work is ongoing by USSU to support students as well as possible during this period.
- c) Many students have been signing petitions to ask for specific actions in relation to exams and assessments at the end of this academic year and these are being considered by the Pro Vice-Chancellor (Education and Students). The University's priority will be to ensure that the interests of students are protected and as many as possible are supported to complete their learning online during the remainder of the academic year and to progress or graduate in line with original timelines.

## **20. PREVENT DUTY**

20.1 Council RECEIVED an update regarding the Prevent Duty (paper C/250/28) which confirmed that the University continues to pay due regard to the Prevent Duty and specifically:

- a) NOTED that four Channel referrals have been made since December 2019 to date;
- b) NOTED the updated Risk Assessment and Action Plan relating to Prevent, with mitigation provided for all areas and no issues to raise (Appendix 1);
- c) NOTED that no serious incidences have had to be reported to the OfS since December 2019 to date;
- d) NOTED that engagement with external agencies continues with regular contact with the Department for Education, Brighton & Hove City Council and Local Police Prevent co-ordinators;
- e) NOTED that a new online training package is being launched and that all relevant staff will be required to complete this on a mandatory basis.

## **21. BSMS JOINT BOARD**

21.1 Council NOTED that the minutes of the meeting held on 12 February 2020 will be presented at the next meeting of Council.

## **22. STUDENT EXCLUSIONS AND SUSPENSIONS**

22.2 Council NOTED an update report on student exclusions and suspensions (paper C/250/29).

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

23.1 Council NOTED the Heads' of Schools reports to Senate from March 2020 (paper C/250/30).

**24. STUDENT DEBT POLICY**

24.1 Council NOTED that the University's Student Debt Policy had been reviewed with no recommendations for changes to report.

**25. ANY OTHER BUSINESS**

25.1 On behalf of Council the Chair thanked Mr Martin McCann for his contribution to Council and the work of the University during his tenure as a Council meeting.

**26. DATES OF NEXT MEETINGS**

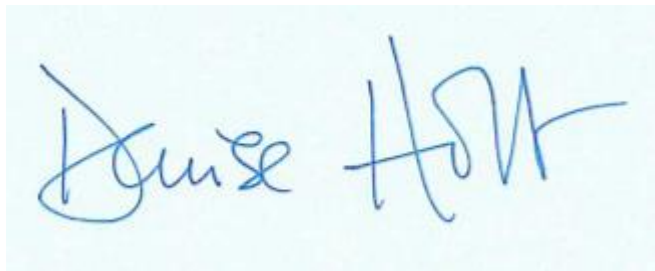
Monday 4 May 2020

Friday 3 July 2020

Dr Tim Westlake  
Secretary to Council

March 2020

Approved by Council as a true record on 4 May 2020 and signed electronically by the Chair, Dame Denise Holt.

A handwritten signature in blue ink on a light blue background. The signature reads "Denise Holt" in a cursive, flowing script. The first name "Denise" is written in a larger, more prominent hand, and "Holt" follows in a similar style.