UNIVERSITY OF SUSSEX

COUNCIL

**The 259th meeting of Council was held on Friday 24 September 2021
from 9.15am to 1.30pm in Bramber House**

PART 1 - PROCEDURAL MATTERS

1. Welcome and apologies

1.1 Present: Dame Denise Holt (Chair), Adrienne Fresko (Vice-Chair), Kirstin Baker, Professor Keith Jones, Nehaal Bawja, Tony Bullman, Professor Steve Caddick, David Curley, Mark Devlin, Mark Fisher, Jane Parsons, Paul Gilbert, Rosemary Martin, Professor Steve McGuire, Albertus Schoeman, Professor Adam Tickell, Nick Watson, Professor Gerhard Wolf, Richard Zaltzman and Professor Rachel Mills

1.2 In attendance: Dr Tim Westlake, Professor David Maguire and Sally Priddle Professor Kelly Coate (Pro Vice-Chancellor (Education and Students)), Allan Spencer (Director of Finance), Professor Stephen Shute (Pro Vice-Chancellor (Planning and Resources)), Professor Keith Jones, Emily Tofield and Georgina Seligmann (Deputy Head of Governance Services). Rubeca Hussain (Governance apprentice)

1.3 Apologies: Professor Paul O'Prey, David Benson, Max O'Donnell-Savage and Professor Sara Crangle

2. Declarations of conflicts of interest

2.1 No new interests were declared.

3. Minutes and matters arising

Received:

3.1 The minutes of the Council meeting held on 2 July 2021 (CC/258/M) were approved as an accurate record.

4. Actions and Matters arising

4.1 No matters were raised.

4.2 All actions were on track to be reported on at the next scheduled meeting of Council.

5. Chair's Action and Report

5.1 The Chair had not undertaken any action on behalf of Council since the previous meeting.

5.2 The Chair of Council gave a verbal update on the process for recruitment of the new Vice Chancellor:

5.3   Following a robust tender process, Odgers Berndtson were identified as the preferred search agency to take forward Sussex's recruitment.

5.4   At the University's request, Odgers conducted an engagement process through online stakeholder sessions with UEG, Senate, Council, Heads of School, PSLT, the staff trade unions and the Students Union; also drop in sessions for members of staff and students held on campus on 5th October, and via an online form. The feedback would be presented to by Odgers to the Oversight Group and would be reflected in the recruitment pack, the search, and by the interview panel (drawn from members of the Oversight Group).

5.5   The current timeline envisaged final interviews in January 2022 with the hope that the chosen candidate would be able to take up post by Summer 2022.

6.   Vice Chancellor Update

6.1   The Vice Chancellor briefed Council that:

6.1.1   UCU had given notice of their intention to ballot for Industrial Action on five counts (casualisation, inequality, workload, pensions and pay). The (disaggregated) ballot would run from 18 October to 4 November which might mean industrial action before Christmas.

6.1.2   The University had robust plans in place for students returning to campus for the new academic year. A Mobile Vaccination Unit was on campus for the first three days of Welcome Week. Thus far, numbers were lower than at June's pop-up clinic.

6.1.3   Assisted testing for vulnerable individuals was continuing in residences. The Government's Plan A and B had been reviewed against the University's own management plan with no additions required to our plans. It was reported that the University was known as best practice in the sector.

6.1.4   With a move away from "Covid secure/safe" to "learning to live with Covid", staff and students were now being provided with tools to manage their risks.

6.1.5   Council was delighted to hear that Welcome week, including course induction, campus tours, professional services support sessions and Students' Union events had been a success

PART 2 - MATTERS FOR DISCUSSION AND/OR DECISION

7.   Governance Effectiveness Review

7.1   The Chair of Council and the Vice Chancellor in his capacity as Chair of Senate jointly commissioned an independent review of the effectiveness of Council, Senate, and the relationship between them. The Halpin Partnership undertook the review and attended the meeting to present on their findings.

7.2   Halpin's review had been overseen by a joint Steering Group, chaired by the Vice-Chair of Council and including 3 independent Council members; the USSU representative on Council and Senate; two elected Senators on Council; an ex officio member of Senate; and a Senate representative.

7.3   Halpin had been impressed by the high level of engagement and the commitment they encountered. They found that governance of and by Council was already effective, but could be further enhanced if their recommendations were implemented.

7.4   However, Halpin found that Senate was widely seen as sub-optimal and cultural and organisational change would be required if Senate was to fully reclaim its rightful and constitutional place as the academic authority of the University. Senate was not currently providing Council with the required quality of academic assurance.

7.5   Halpin also identified a need for Council, Senate and the Vice Chancellor to understand better their respective roles and responsibilities, which they believed would facilitate greater collaboration.

7.6   The report identified 36 recommendations and 17 suggestions. The Governance Effectiveness Review Steering Group offered reflections on how these measures might improve governance at the University and made proposals on next steps.

7.7   Council considered the report, the recommendations and the University Executive Group (UEG) response. Council welcomed the UEG response in which they confirmed their commitment to effective governance and suggested priorities for immediate action.

7.8   The Governance Effectiveness Review Steering Group proposed that the review had identified five themes of recommendations to be taken forward by focused workstreams working to a phased action plan and reporting to the existing Steering Group. These work streams were:

    7.8.1.1 Understanding roles and responsibilities

    7.8.1.2 Refocusing Senate

    7.8.1.3 Enhancing the effectiveness of Council

    7.8.1.4 Opening the communication between Council and Senate

    7.8.1.5 Housekeeping

7.9   Council welcomed improvements since its last review.

7.10   Council then debated the key findings from the report in workshop mode. Working in mixed groups, and then sharing perspectives in plenary, Council Members and attendees debated the following questions:

7.10.1 "What are the Council's priorities within the recommendations?"

7.10.2 "What feedback do you have on draft role descriptors (Council, Senate, Vice Chancellor)

7.10.3 "How should Council monitor the behaviours and culture of the University?"

7.11   For priorities, the following eight main priorities for action emerged from these discussions. The areas are outlined below point 7.12-7.19.

7.12   **Understanding of Roles and Responsibilities**, including clarity of purpose and main accountabilities for each key element (Council, Senate and Vice Chancellor). Many members of the wider community were unclear on Council's role. More clarity was needed on members' role and responsibilities, including in law, and this would now be the focus of one of the work streams. A key point was that Council is the supreme body of governance, with Senate accountable for providing Council with assurance on academic quality and standards.

7.12.1 Focus on this area would be to also improve members and the community's understanding of how decisions are made and how bodies within the governance structure interact with each other.

7.12.2 Council discussed the benefit of an annual positive affirmation of all parties understanding their roles.

7.13 **Relaunching Senate and how Council works with them.** Senate needed to focus on its core agenda and have clarity on its responsibility to report to Council. Council recognised the importance given by Halpin to refocusing Senate as being central to the improvement of governance at the University and agreed to work with Senate as needed. Halpin outlined the benefit of reviewing Senate's sub-committees.

7.14 **Principles of trusteeship and stewardship clear in induction and development.** Halpin reported that some members had been unclear on their role as trustees of the University, and how to reconcile this with other roles.

7.15 **Communication between Council and Senate and how each body should evidence the values and behaviours it expected to see across campus. Building trust.** Two way communication with the community, demonstrating how voices were heard and how, and when, Council responded to them.

7.16 **Developing a shared understanding of desired culture, values and behaviours across the University**. This links closely to the communication priority above.

7.17 **Equality, Diversity and Inclusion on Council and on Senate**. Council needed to understand what actions would really make a difference.

7.18 **Reviewing the size of Council** (and potentially Senate) If Council were to shrink as recommended, the committee structure would need to be reviewed.

7.19 **Housekeeping.** This will be essential to underpin the work in all the other priority areas.

7.20 When debating the draft role descriptors provided for Council, Senate and the Vice Chancellor the main points made in the groups and then plenary included:

7.20.1 The drafts were a very helpful starting point
7.20.2 The format and read across needed to be consistent
7.20.3 Each should make reference to the values of the University
7.20.4 The VC's role in leadership should be included
7.20.5 The respective roles in leading and shaping culture should also be incorporated

7.21 Council agreed that the role descriptors should be updated in light of the discussions and returned to Council for approval before publication.

7.22 The final workshop debate was in response to Council the question 'How should Council monitor the behaviours and culture of the University?'

7.23 There were wide ranging suggestions in response to this, including:

7.23.1 The importance of reflecting culture not just monitoring it

7.23.2 Pulse surveys which incorporated questions on University values

7.23.3   Recognizing that there was more than one culture in the University and the importance of hearing voices from the less represented

7.23.4   Setting objectives for all incorporating values and behaviours

7.23.5   Values could become a framework for monitoring culture.

7.24   Council agreed the feedback from this discussion should be development into a monitoring proposal and returned to Council for consideration.

7.25   Council agreed that an Enhancing Council Working Group should be established and the overarching governance effectiveness steering group should continue to monitor the implementation of the whole review.

7.26   Council agreed that the governance section of the University's website should be updated.

Resolved:

7.27   In the light of the presentations and open discussion, Council:

7.27.1   Approved by consensus implementation of Recommendation 2: Reserved business be abolished and that consequently removal of point 26-28 from Regulation 5: Council.

7.27.2   Approved by consensus implementation of Recommendation 10: 'Recipients of the Register of Interests should ensure the forms are returned by the due date and that, if not, reasonable enforcement action is taken.'

7.27.3   Approved by consensus implementation of Recommendation 12: 'When presenting, committee chairs provide evidence of challenge and that this and challenge at Council itself is reflected appropriately in the official record.'

7.27.4   Approved by consensus implementation of Recommendation 15: Changes in relation to the principles of transparency relating to publication of governance paperwork.

7.27.5   Approved by consensus implementation of Recommendation 19: guidance relating to Chair's action.

7.27.6   Approved by consensus implementation of Recommendation 20: The current consultation protocol be withdrawn in favour of much simpler arrangements whereby it is made clear at the outset whether a proposal is a consultation, an engagement or a courteous communication.

7.27.7   Approved majority vote the implementation of Recommendation 21: Regulation be withdrawn relating to senior academic appointments and Senate consultation in favour of courteous communication.

7.27.8   Approved by consensus implementation of Recommendation 36: A number of recommendations relating to supporting effective consideration of the student voice in governance.

Action:

7.28   Update the role descriptors in response to feedback and return to Council for approval. [Head of Governance Services.]

7.29 Collate the feedback from the 'How should Council monitor the behaviours and culture of the University?' discussion and develop a monitoring proposal and returned to Council for consideration. [University Secretary]

7.30 Establish an Enhancing Council working Group. [University Secretary and Head of Governance Services]

7.31 Updates to Regulation 7 to be returned to Council for approval. [University Secretary and Head of Governance Services]

8   Size and Shape

8.1 Council considered a Motion raised from Senate seeking a pause of the Size and Shape programme pending recruitment of a permanent Vice Chancellor.

8.2 Council considered the Motion and the update on Size and Shape and the following points were made:

8.2.1 Size and Shape was a strategic project, linked to decisions on future investment in the University and balancing of workloads. The project had been the subject of extensive discussion in both Committees and Council.

8.2.2 The Vice Chancellor and UEG were therefore acting in accordance with the will of Council and a pause in the programme was neither necessary nor desirable.

8.2.3 The Proposal relating to Professional Services entailed a restructure rather than a headcount change, with the objective of focusing resource where it was most needed to benefit the University and the Student Experience.

8.2.4 The proposals relating to academic schools would be shared for full engagement by those affected. A programme of informal engagement sessions would be held to support the community to understand the programme and the pace of any change.

8.2.5 Members of Council asked why this approach was needed if student recruitment had been better than hoped and there was not a deficit budget. On the issue of student recruitment, this had indeed met targets, but this made the University's imbalance more pronounced. Whilst it was true that the University's financial position was better than had at first been feared, nonetheless the budget still did not meet the levels of investment the University required to address infrastructure challenges.

8.3 Council agreed a response to Senate outlining Council's support for the continuation of the Size and Shape programme, and noted the progress and expected timeline.

8.4 Council considered a proposal for terms of a voluntary severance scheme, and terms of either voluntary or compulsory redundancy scheme should these become necessary. At present neither of the latter was being actively considered as it was hoped that the proposed (targeted) VSS scheme would give the University the best opportunity of achieving its objectives whilst avoiding redundancies.

8.5 The Unions had reviewed the University's proposal and they had requested the phased approach. If, at a later stage, further action was required, the decision would be brought to Council for explicit consideration and approval. At this stage, Council's approval was sought only for the potential terms voluntary redundancies and compulsory redundancies.

8.6   It was agreed that transparency with the community was key.

        Resolved:

8.7   Council approved by consensus the terms for targeted voluntary severance payments.

8.8   Council approved by majority vote the terms for targeted voluntary redundancy payments if a scheme were to be approved in the future.

8.9   Council approved by consensus that compulsory redundancy should only be considered after voluntary redundancy had been offered.

8.10   Council approved by majority vote the terms for compulsory redundancy payments if a scheme were to be approved in the future. It was clarified that if a scheme were to be proposed the recommendation would be returned to Council for consideration.

9   Accountable Officer

        Resolved:

9.1   Council approved a proposal to instate Professor David Maguire as the University's 'accountable officer' , succeeding Professor Adam Tickell as Vice Chancellor from 1st November 2021.

10   Bank Agreements

10.1   Council discussed the proposal by Lloyds Bank and having considered the documentation in this regard, Council APPROVED the Transition proposal outlined in the documentation, replacing LIBOR with SONIA compounded in arrears with a switch date of 1 January 2022.

10.2   Council further authorised the Chair of Council, Dame Denise Holt and the Director of Finance, Mr Richard Allan Spencer, to sign the necessary documentation including the Transition Agreement on behalf of The University of Sussex.

        Resolved:

10.4   Council approved the Transition proposal outlined in the documentation, replacing LIBOR with SONIA compounded in arrears with a switch date of 1 January 2022.

11   Any Other Business

        Noted:

11.1   No business was received.

Dr Tim Westlake
Secretary to Council
September 2021