



COUNCIL

**The 265th meeting of Council was held on Friday 25 November 2022
from 9.30am to 2pm
Terrace Room, Bramber House**

AGENDA

Attendees: Denise Holt, Tony Bullman, Kirstin Baker, David Curley, Mark Devlin, Nick Watson, Aleema Shivji, Jane Parsons, Stephen Caddick, Jo Moran Ellis, Sasha Roseneil, Keith Jones, Rosemary Martin, Sara Crangle, Paul O'Prey, Rose Linehan, Gordon Finlayson, Katie Ghose, Charlotte Skeet

In attendance: Tim Westlake, Chloe Schofield Ratcliffe, Allan Spencer and Sally Priddle

Apologies: Paul Gilbert, Max O'Donnell-Savage and Richard Zaltzman

Joanna Pawlik and Jackie Grant were invited to attend Council and presented on the current industrial dispute. It was noted that the negotiations over the summer had resulted in positive outcomes for colleagues, it was a result of the collaboration of UCU, the Executive and HR. The current national action aimed to address pay, pensions, Equalities and casualisation. University managers were not listening to the messages from staff. Under current conditions staff could not provide world class teaching and international research. Stable valuation cycle and put scheme on sustainable footing, return pensions would be cost neutral.

PART 1 - PROCEDURAL MATTERS

1. Welcomes and apologies for absence

1.1 The Chair welcomed the new Vice Chancellor Sasha Roseneil, Gordon Finlayson- new academic elected member and Rose Linehan- new USSU representative.

1.2 Apologies were received from Richard Zaltzman, Paul Gilbert and Max O'Donnell-Savage.

2. Declarations of conflicts of interest

2.1 No new declarations were reported.

3. Council role descriptor and Ways of Working

3.1 Council noted the Council role descriptor and Ways of Working. The documents were a product of the governance effectiveness review and it was agreed they would be included at the start of the Council pack to remind members' of the role, responsibilities and expectations.

4. Minutes

Resolved:

4.1 Council approved the minutes of the meetings held on 8 July 2022.

5. Matters arising

5.1 Council noted the matters arising from the minutes not referred to elsewhere on the agenda.

6. Chair's Action and Report

6.1 The Chair had taken no formal action on behalf of Council since the last meeting.

7. Vice Chancellor's Report

7.1 Council received a report from the Vice-Chancellor.

7.2 It was reported that the Vice-Chancellor had taken over the line management of heads of Schools, it had been positive to get to know the Schools and it had provided the opportunity to implement termly School performance meetings to discuss the strengths and areas for improvement of each School.

7.3 University Executive Group (UEG) and University Leadership Team (ULT) residentials had been held. A session on the health and safety was held at ULT.

7.4 Two sub-groups below UEG had been established- a risk management group and a reputation group. The reputation group would look at addressing the decline in league table position.

7.5 An open forum had been held and the Vice Chancellor did the presentation she did during the interview process to set out priorities transparently with the community.

7.6 A series of themed lunches had been scheduled to provide spaces to discuss key strategic areas of University business including education and students, research and equality and diversity.

7.7 A series of surgeries had been held with students to hear about the challenges that they have experienced.

7.8 Working with people to develop best possible employment practice. Some projects had continued after the 16 week negotiations including new doctoral tutor contracts. New funds for carers had been established, the University was named a living wage employer and Senate had approved the revised workload principles.

7.9 The Executive had taken a proactive approach to addressing the cost of living challenges, a joint task force with USSU had been established. Student hardship had been doubled and staff would receive a consolidated payment. Subsidised meals had been implemented for all members of the community.

7.10 The University needed to look at sustainable student growth, particularly in PGT.

7.11 Vice Chancellor had attended an education select committee to present on academic freedom.

7.12 Building relationships with alumni had been a very positive experience and hearing about how Sussex had meant so much to so many people.

PART 2 - MATTERS FOR DISCUSSION AND/OR DECISION

8. Senate

- 8.1 Council received a written report from Professor Sasha Roseneil, Chair of Senate outlining key matters discussed and approved by Senate its in academic assurance role.
- 8.2 Council considered the Degree Outcomes 2021/22 report and the University's Degree Classification Statement. This was a key document.
- 8.3 Council considered the Research and Integrity Statement 2022, the statement outlined how the University was meeting expectations of concordat and expectations of UKRI. At the heart of the University's business as a place that conducts research that can be trusted. Report references a compliance panel being introduced and the scope was discussed. Welcomed the more detailed guidance on research behaviour. What happens if there was a breach and whether if in the future there was a clearer information on what steps would be taken. Incidents would be progressed through the disciplinary procedure and the University would be required to notify funders.
- 8.4 Council considered the proposed changes to Senate's composition; it was noted that the proposal had come from the School Media, Arts and Humanities, to align departments with external structures.
- 8.5 Council noted the precautionary action periodic update. Measures the university might take to address alleged misconduct.
- 8.6 Council noted Senate's assurance on the University's ongoing compliance with A and B conditions of registration.

Resolved:

- 8.7 Council approved the Degree Outcomes 2021/22 report and the University's Degree Classification Statement.
- 8.8 Council approved the Research and Integrity Statement 2022.
- 8.9 Council approved the proposed changes to Senate's composition.

9. Audit and Risk Committee

- 9.1 Council received a report from Mr David Curley, Chair of Audit and Risk Committee. It was reported that the main focus of the November meeting was the University's annual accountability return and at this point in the year, the Committee received a series of annual reports summarising the controls the University has in place to ensure compliance with a range of regulatory and legal requirements. It was the Committee's responsibility to then provide assurance on these matters to Council and summarise its assessment of controls in its annual committee report.
- 9.2 It was confirmed that Council, as the Governors, were responsible for preparing and filing an Annual Report and financial statements which show a true and fair view, comply with the Higher Education and Research Act 2017, Charities Act 2011 and Companies Act 2006, prepared in accordance with UK GAAP.

- 9.3 Council received a report from the External Auditors, BDO, confirming that “the University is entirely appropriate to use the going concern basis to prepare its accounts for 2021/22 based on an assessment of all relevant circumstances.”
- 9.4 The University’s Letter of Representation which contained no Sussex specific representations and covered items which auditors required to be confirmed in the absence of other evidence; the unadjusted errors were correct at the time of writing and were considered by Audit and Risk Committee.
- 9.5 The OfS required that annual audited accounts approved by Council be published within five months of the balance sheet date (i.e. before 31 December 2022) and the Annual Financial Return was submitted within five months and two weeks of the balance sheet date (i.e. before 23 January 2023). The University’s Financial Statement had been considered by the Audit and Risk Committee and they were recommended to Council.
- 9.6 Council confirmed it was assured of the assurance provided by Audit and Risk Committee and agreed that the Financial Statements provided a good summary of the University’s business and financial position.
- 9.7 Council considered the Head of Internal Audit Opinion which was one of ‘Significant assurance with minor improvement opportunities’. KPMG’s work had confirmed that there was generally a sound system of internal control which was designed to meet the University’s objectives and that controls in place were being consistently applied in all key areas reviewed.
- 9.8 Council considered the Internal Audit Plan 2022-23, it was reported that an additional Audit and Risk Committee meeting had been held to consider the draft plan. The internal audit plan had been developed alongside the Institutional Risk Register to ensure the University’s priority areas were being reviewed. The plan could be revised throughout the academic year if required to ensure it aligned with the University’s priorities.
- 9.9 Council considered an update on the Executive’s response to the KPMG review of the USS Pensions decision. The update provided assurance to Council that all nine recommendations had been progressed since the last report, six of which had been completed. Two recommendations relating to Equalities Impact Assessments had been integrated into the workstreams with the staff unions and so would be progressed and reported through that work. One recommendation, clarifying the role of the University Executive Group, was now part of a wider piece of work being undertaken by the new Vice Chancellor to ensure all the executive governance structures were clear and effective and it was proposed the closure of this action be reported by the Vice Chancellor once this work was concluded. Audit and Risk Committee had considered the updates and on the basis of the information were assured of the Executive’s response and recommended to Council that the plan should be closed as the remaining actions had clear reporting routes. Council agreed it was assured of the progress and the Executive’s response so the action plan should be closed.
- 9.10 Council considered the updated Institutional Risk Register. It was reported that the new Vice Chancellor had established a Risk Management Group, reporting to the University Executive Group, which provides a dedicated space to discuss the University’s risks, their articulation and effectiveness of mitigations. The student experience, staff experience and capital programme risks had been rearticulated to better represent the risks posed at the University. It was noted that Audit and Risk Committee was assured of the increased scrutiny in place and articulation of the University Executive Group’s confidence in mitigations.

- 9.11 Council considered the revised University's Statement of Risk Appetite and Tolerance. The University's Statement of Risk Appetite and Tolerance provided a position statement to inform University decision making and going forward it would be included in all University Executive Group paper packs to ensure it was actively used. The Vice-Chancellor and fellow members of University Executive Group were asked to complete a survey in October 2022, which was designed to capture their approaches towards risk taking in relation to the University's objectives. The results of the survey indicated that the appetite for risk taking among the Executive Group had grown slightly in the past year, in each group of strategic objectives. The Risk Management Group considered the results of this survey and agreed that the existing Statement of Risk Appetite and Tolerance remained representative of the University's current approach towards risk.
- 9.12 Council considered the Annual health and safety report, the report covered the health and safety performance of the University of Sussex (UoS) covering the period 1 August 2021 to 31 July 2022. It summarised the statutory work including fire risk assessment reviews, incident reporting and activity involved in transitioning from the global covid-19 pandemic into 'business as usual' risk management. This period covered the 'discovery and planning' stage of the revised health and safety strategy and the team had undertaken proactive work to establish the current risk profile, areas of concern identified, and remedial action implemented or planned to improve organisational compliance. Council confirmed on the basis of the information provided it was assured that the University was actively managing health and safety and that plans were in place to address any identified areas of concern.
- 9.13 It was reported that the Audit and Risk Committee received an update on two recent health and safety incidents, how the University had addressed them and moreover, the revised approach to proactively identified potential risks to ensure they were mitigated before crystallising. The proactive approach would enable the University to prioritise risk mitigation and allocate appropriate resources to ensure long-lasting improvements to compliance and health and safety standards. Proactive planning would also address health and safety hazards and would reduce risk to health / life safety, reduce the likelihood of unexpected events / incidents or accidents, and reduce the resultant impact of responding to 'reactive' events on business as usual operations.
- 9.14 Council considered the health and safety update and were assured that the recent incidents had been addressed; it was agreed that it was essential to move to a proactive risk identification process to improve practice. It was reported that the University's proactive approach to training also applied to students who received training in their halls of residents.
- 9.15 Council considered the Audit and Risk Committee Annual Report, the committee produced a report in line with the CUC Code and it provided with the Committee's opinion of the adequacy and effectiveness of the University's arrangements for risk management, control and governance, economy, efficiency and effectiveness (VFM) and the quality of data submitted to regulatory bodies. The report summarised the business of the Committee over the past academic year and confirmed the committee's opinion was based on reports and assurances from a range of sources including management, internal audit, external audit and others. The report confirmed that the Committee's opinion had been concluded from active scrutiny of the reports received and challenge to ensure the University was compliant with its regulatory and statutory responsibilities. The report outlined that the Committee's opinion was that the university had adequate and effective arrangements for risk management, control and governance, economy, efficiency, and effectiveness (VFM) and the quality of data submitted to regulatory bodies.
- 9.16 Council considered the revised the Modern Slavery Statement. The report fulfilled the University's responsibilities under the modern slavery act, which included to set out in a

publicly accessible statement the steps taken to prevent forced labour and slavery in the University's supply chain. The University's statement was updated annually following the close each financial year.

- 9.17 Council considered the OfS Conditions of Registration report. The report summarised the executive's assessment of the University's compliance with the OfS conditions, the evidence to inform the assessment and the controls in place to ensure ongoing compliance and identify any potential risks. The report summarised the assurance received from Senate and Council's committees on the ongoing compliance. On the basis of the information provided, Council confirmed it was assured of the University's ongoing compliance with the conditions of registration.
- 9.18 Council considered the 2021/22 Philanthropic Income and Due Diligence Report. In line with University's Donations Policy, the Director of Development and Alumni Relations Office reported annually to the Audit and Risk Committee provided a summary of the total philanthropic income raised during the previous academic year, a summary of the past year's due diligence assessments and donations refused, and an analysis of any complaints received from donors." The academic year had included the fundraising and alumni engagement during the 60th anniversary year, 2021-2022. Sussex had performed respectably when benchmarked against its comparator set. Although philanthropic giving remained lower than prior to the pandemic, last year saw a rise of 9% in cash in and new pledges secured.
- 9.19 Council noted the update on technical changes to the University Financial Regulations that had been authorised by the Director of Finance. The changes had become effective in August 2022. Any changes to Financial Regulations were reported to the following meeting of Audit and Risk Committee and Council in line with the University's policy.

Resolved:

- 9.20 Council approved the University's assessment that "the University is entirely appropriate to use the going concern basis to prepare its accounts for 2021/22 based on an assessment of all relevant circumstances."
- 9.21 Council approved the signature of the Letter of Representation, which contains no Sussex specific representations and covers items which auditors require to be confirmed in the absence of other evidence; the unadjusted errors are correct at the time of writing and were considered by ARC.
- 9.22 Council approved the annual Financial Statements for the year to 31 July 2022.
- 9.23 Council approved the Audit and Risk Committee Annual Report.
- 9.24 Council approved Modern Slavery Statement.

10. Strategic Performance and Resources Committee

- 10.1 Council received a report from Ms Kirstin Baker, Chair of Strategic Performance and Resources Committee. It was reported that the Committee had received annual reports on the University's equality, diversity and inclusion activities and financial accountability returns.
- 10.2 Council considered the final People Strategy, iterations of the strategy had previously been report to Strategic Performance and Resources Committee and Council. The draft strategy had been consulted on and revised in response to feedback, the feedback was overall positive

although there were concerns it might be too ambitious . It was reported that the strategy would deliver on the aims of Sussex 2025 but would also be able to support the university's ambitions whilst it developed its new strategy.

- 10.3 Council considered the Respect and Dignity Annual Assurance Report and the annual Equalities, Diversity and Inclusion Report. The annual assurance reports were provided to Council outlining the University's compliance with its internal Respect and Dignity Policy and the Equality, Diversity and Inclusion report summarised the University's progress in delivering the aims of the University's Equality, Diversity and Inclusion strategy, Inclusive Sussex, for the academic year 21/22. Council noted that both reports were retrospective and it would be beneficial to receive more current or future looking Equality, Diversity and Inclusion reports.
- 10.4 Council noted annual report on progress against delivery of the KPI/T metrics, at this point of year new data was available against six KPIs, four were not met and not on track. One target was partially met and trending on track and one was met and on track. Council expressed concerns about the KPIs not on track, in particular those linked to the Student Experience. It was noted that the reports on KPIs needed to be better integrated into strategy progress reporting. It was agreed it would be beneficial to receive an overarching strategic update at the Council strategy day in January and consider how KPIs were being used as an assessment of progress and achievement.
- 10.5 Council considered the Financial Year-end 2021/22 and Q1 Forecast for 2022/23 and beyond. It noted that the 2021/22 accounts of the University group generated a surplus before actuarial pension adjustments and Education and Research Investment Programme revenue expense of £22.1m and £19.0m after ERIP which represented 5.5% return on income. There was a total comprehensive loss after a combined net actuarial pension charge of £42.0m was -£23.0m; but this was less useful as a measure of financial health. It noted that the 2022/23 forecast surplus remained broadly in line with the Council approved budget, with an estimated surplus range of £7m to £21m and a mid-case of £16.1m before pension adjustments, an improvement of £0.3m. The outer years to 2025/26 similarly currently remained in line with Council approved budget surpluses but would come under pressure faster if pay and non-pay costs continued to rise steeply.
- 10.6 Council noted that under these assumptions the University would not currently breach lenders' financial covenants in 2022/23 given the improved position in student numbers and QR income. The projections currently showed very low risk of breaching beyond in 2023/24. The financial control on projects was good but that there was a high risk of cost escalation and to project delivery in the remaining Education Research and Investment Programme plan period and noted the actions of management to mitigate the future risks to the Capital Programme plan. The volatility of temporary cash investments and medium and longer-term investments, as a result of the market instability by global geopolitical and economic conditions was noted.
- 10.7 Council considered an update on the West Slope project and navigating financial pressures in the wider Capital Programme (formerly Education & Research Improvement Programme – ERIP). It was reported that West Slope Redevelopment investment requirement would almost certainly exceed the £30m investment discussed at Council in November 2021, which would rightly raise questions about the impact of any potential higher spend on the remainder of the Capital Programme. As a result of the challenges outlined, a revised timetable was proposed to progress with the West Slope Redevelopment and extend the Capital Programme to 2030/31. In the meantime, work on all other projects was continuing with no delays being imposed as a result of uncertainty around West Slope and the total envelope and there were no plans to descope any projects in the £200m Capital Programme.

- 10.8 Council noted the issues impacting delivery of the Capital Programme (formerly Education & Research Improvement Programme - ERIP) and the progress on the West Slope Project and the complications caused by the economic turbulence since late September 2022. It noted the expectation that even under improved economic circumstances, after construction cost and other commercial issues had been resolved, the West Slope Project was likely to require a much higher capital investment than planned and that when the position becomes more stable Council would be asked to approve a new target maximum investment figure. To inform that new maximum target, Council would receive an updated and extended Capital Programme proposition and the expected timetable for the West Slope Project approvals and updated and extended Capital Programme.
- 10.9 Council considered the request for an additional budget of £8m (taking approved budget before capital contribution of £40m in total) to allow the University to enter into an agreement for advanced works for the West Slope Redevelopment to allow momentum to be maintained and the delivery programme protected, while noting that the expectation cash liability would be limited to £2m by the time Council would meet to make an investment decision in March 2023. It was agreed that there had been more uncertainty than ever could have been foreseen. Although it was hoped there would be more certainty in March 2023, it was important that the University did not end up trapped in a difficult situation either in relation to financial pressures or project delivery.
- 10.10 Council considered an update on the Network Replacement Programme including the key points from the final business case and the progress on the project since Council's approval to move to the procurement stage in 2022. The Final Business Case had been scrutinised by Capital Programme Committee on behalf of Council. It was noted that the decision to progress the procurement process separately from the Final Business Case was predominantly due to the low-cost certainty levels on the Estates parts of the project, which were around 40% in the Summer 2022. Following extensive surveying, the procurement exercise and scope validation, the cost certainty value, as assessed by Mace, stood at 80% across most of the Estates work packages with one outlier (IT Equipment Rooms), which carried a 50% contingency profile. The estimated CAPEX costs had been reduced to £39.6m (inc £6.1m contingency) from £42.8M (inclusive of £5.7 contingency) in July 2022. The estimated OPEX costs were £1.7m to year ending 2025/26, which included the retained residencies Wi-Fi upgrade and transition alongside the operational maintenance costs, that would also be covered through the Capital Programme. This made a combined amount of £41.3m including £6.1m contingency (down from £44.1m inc opex in July). The project was now entering a period of contract negotiation with shortlisted suppliers to further drive down costs and agree best contractual terms before confirming preferred supplier status. The Final Business Case had been considered and recommended to Council by Strategic Performance and Resources Committee and Capital Programme Committee. Council agreed that the investment was required to improve the University's infrastructure and thanked the scrutiny of Capital Programme Committee, it approved the recommendation to release the agreed £41.3M to enable commencement into the Do Stage.
- 10.11 It was noted that the project team was also in an ongoing dialogue with WiFinity (the Balfour Beatty sub-contractor for Residency Wi-Fi services) and an initial estimated proposal for a 7-year agreement co-termed with East and West Slope arrangements.

Action:

- 10.12 As an introduction to the Council strategy day, provide an update on overall progress against the four pillars of the strategic framework, performance against the KPIs and whether they are the right ones.

Resolved:

- 10.13 Council approved the People Strategy and that it would be kept under review through its implementation.
- 10.14 Council approved the Respect and Dignity Annual Assurance Report.
- 10.15 Council approved the annual Equalities, Diversity and Inclusion Report.
- 10.16 Council approved the primary statements of the OfS Annual Financial Return which will be submitted with commentary and supporting information for our audited accounts in late January 2023.
- 10.17 Council approved an additional budget of £8m to allow the University to enter into an agreement for advanced works for the West Slope Redevelopment.
- 10.18 Council approved the Network Replacement Programme Final Business Case alongside the full budgetary release of £41.3M, to enable commencement into the Do Stage.

11 Capital Programmes Committee

- 11.1 Council received a report from Mr Mark Devlin, Chair of Capital Programmes Committee. The Committee had received an update on the Capital Programme, 29 projects had been mobilised with 50% now in delivery. Several major projects had recently been approved to progress into delivery phase including Research Management System, Unified Communications (Telephony Modernisation). In addition, the Student Information System (SIS) project had moved to the delivery stage and a contract has been signed with Ellucian a key provider of SISs in the UK.
- 11.2 The Committee had considered the overarching impact of the current economic conditions on Capital Programme. As previously reported to Council, the Executive were modelling the potential impact of West Slope and the financial markets on Capital Programme, and the outputs would be reported back to the Committee and Council as they become available. An update was received on the Dangerous Substances and Explosive Atmosphere (DSEAR) external audit and the establishment of a Task and Finish Group to respond to the findings. One of key actions was the commission of new campus condition survey, which would support a more proactive risk based approach to the challenges of the aging estate.
- 11.3 Council welcomed the momentum of the capital programme and the improvements in project oversight and governance. Council noted the potential risks around the aging estate and the incidents that had been reported to Audit and Risk Committee and Capital Programme Committee in the Autumn term; the proactive approach to risk identification as welcomed.

12 Student Experience Committee and Student Voice

- 12.1 Council received a report from Ms Aleema Shivji, Chair of the Student Experience Committee. The Committee had received updates on the Executive's response to the NSS results which included the establishment of a Reputation and League Table Group and proactive consideration of the revised 2023 NSS and its new questions. The Executive had approved a variety of actions to mitigate the cost-of-living crisis for students and improve nighttime safety for students.

- 12.2 The Committee had also received a range of updates on regulatory matters including the Undergraduate Degree Outcomes for 2021-22, the Draft Degree Outcomes Statement for 2022, the Quality and Standards dashboard, a progress update on the Access and Participation Plan 2021/22 – 2024/25 and an update on preparations for the Teaching Excellence Framework (TEF).
- 12.3 Council received an update from the Council USSU representative. It was reported that the Students' Union in partnership with the University had undertaken a governance review which would look at the Students Union structures, the relationship with the University and opportunities for improvements. USSU had also recruited a new CEO who would take up post in the spring term. It was reported that USSU had decided to close its letting agency and would be establishing alternative ways to provide guidance and support on housing to students. Student representatives had been recruited for every School. Recent surveys showed that 69% of students felt well represented by USSU and 71% of students felt well represented on equality, diversity and inclusion matters.
- 12.4 Council discussed the challenges around the cost of living crisis for students and the potential impact of USSU closing its letting agency, although the rationale was understood.

13 Chairs Committee

- 13.1 Council received an update from Denise Holt, Chair of Chairs Committee. The Committee in its nominations role had overseen the progress of the implementation of the governance effectiveness review and considered the recommendations from the working groups. One of the recommendations that had not been progressed to date was the revision in Council's composition. As the recommendation required a change to the University's statutes and in the spirit of collaboration, the recommendation had been shared with Senate for consideration. Senate had expressed concerns about the size of the reduction and that smaller bodies did not necessarily mean more effective governance. In response to the feedback, the proposal to Council had been revised to recommend that Council was reduced to 22, rather than 18, this remained within the boundaries of the Halpin Partnership's recommendations. Council welcomed the close working with Senate and seeing Senate's report at the front of the meeting. It was noted that Council's commitment to diversity needed to be maintained and progressed whilst implementing the phased reduction.
- 13.2 In addition the revisions required as a result of a change of Council's composition, Council considered two additional changes to the University's Charter and Statutes. It was proposed the Charter was updated to include sex as a protected characteristic. Statement 14 in the Charter regarding the University's commitment to equality and avoiding unlawful discrimination was added in November 2009; sex was not included in the original list of protected characteristics, it was thought this was an administrative oversight. It was proposed that the title of Provost to the Deputy Vice Chancellor, and it was noted that this change was made in March 2018.
- 13.3 Council considered the proposed changes to its sub-committee structures for implementation in April 2023. Council was required to establish a sub-committee structure to manage strategic matters on its behalf and as outlined in the CUC Code 'The governing body will...need to consider having a committee sub-structure which supports its effective operation, with specific consideration being given to Audit, Finance and Nominations committees.' It was proposed that the sub-committee oversight of capital, financial and performance were revised to streamline the consideration of capital and financial matters and provide a focused space consideration of strategic performance. These changes aimed to reduce duplication of discussions. The financial oversight that currently sat with Strategic Performance and Resources Committee would be merged with the capital and projects

oversight undertaken by Capital Programme Committee forming 'Finance and Resources Committee'. Delivery of strategies, performance and people matters would be overseen by 'Strategic Performance Committee'. Council agreed the revisions would reduce duplication and provide focused spaces for strategic discussions. It was agreed that the terms of reference would be shared with members of committees for input over the spring term and there was an opportunity to revise terms of reference annually to ensure they were effective.

- 13.4 Council considered the nominations for Independent Council members.
- 13.5 Council considered the Academic Freedom and Freedom of Speech Commitment Report. It was noted that as a registered UK Higher Education provider, the University of Sussex had legislative and regulatory obligations to uphold and promote academic freedom and freedom of speech. The commitment to these principles was also fundamental to the University's charitable objectives, set out in the University Charter, its primary Governing Document. The report outlined the various pieces of legislation and regulatory guidance with which the University was required to comply, and the underpinning governance values to support Council's understanding of the University's obligations. Council noted the University's commitment to upholding these principles and the Executive's work to ensure its commitment was explicitly stated and understood by the whole University community.
- 13.6 Council welcomed the explicit commitment to the principles and clarity on the relationship between laws, regulatory responsibilities and governance responsibilities. It sought assurance on the review of policies and procedures to ensure appropriate and effective language was used. The proposed approach was approved to ensure that the University's commitment to Academic Freedom and Freedom of Speech were explicitly understood across the community and the longer-term plan to ensure all public interest principles were understood and explicitly integrated into decision making.
- 13.7 Council considered the proposal to introduce the role of Pro-Vice Chancellor (Engagement and Partnerships). The University's governance instruments outlined that the number and responsibilities of Pro-Vice Chancellors was determined by Council. The proposed additional Pro-Vice Chancellor post would provide strategic leadership to global engagement, international partnerships and civic, regional and national engagement.
- 13.8 Council received an overview of the process for the recruitment of a new Chair of Council. It was noted that there would be opportunities for members to feedback into the process and there would be stakeholder groups with representation from across Council and Senate.

Resolved:

- 13.9 Council approved by Special Resolution, the change in the composition of Council; the required changes to the University's Statutes and submission of these changes to Office for Students and Privy Council and the required changes to the University's Regulations 5: Council.
- 13.10 Council approved by Special Resolution, the additional of sex to protected characteristics listed within the Charter and the change of references to Provost to Deputy Vice Chancellor and the submission of these changes to Office for Students and Privy Council and the required changes to the University's Regulations 5: Council.
- 13.11 Council approved the sub-committee changes for implementation in April 2023.
- 13.12 Council approved the revised proposal to reduce the size of Council from 26 to 22.

- 13.13 Council approved the proposed approach to ensure that the University's commitment to Academic Freedom and Freedom of Speech are explicitly understood across the community.
- 13.14 Council approved the appointment of independent Council members as set out in the paper.
- 13.15 Council approved the introduction of the role Pro-Vice Chancellor (Engagement and Partnerships).

Action:

- 13.16 Update the Committee language from strategic to strategy and performance and provide opportunity to input into the terms of reference.

14 Remuneration Committee

- 14.1 Council received a report from Professor Stephen Caddick, Chair of Remuneration Committees A and B. It was reported that the University had become an accredited Real Living Wage Employer and that from October 2022 the lowest pay point at the University would be point 10 (currently £20,761). The Discretionary Pay Review process was open and running in line with the previously agreed framework. Revisions to the Committee's terms of reference has been proposed to reflect the Committee's oversight of the implementation of the pay & grading framework for senior staff.
- 14.2 Council considered the Remuneration Committee Annual Report to Council 2021-22. The report fulfilled the requirements specified by the Office for Students (OfS) and the Committee of University Chairs (CUC) in relation to remuneration and, if approved, it would be published on the University's website.

Resolved:

- 14.3 Council approved the signing and publication of the Remuneration Committee Annual Report to Council 2021/22.
- 14.4 Council approved the changes to the Committee's terms of reference.

PART 3 – MATTERS FOR APPROVAL NOT REQUIRING DISCUSSION

15 Prevent

- 15.1 Council considered the Prevent report and return to the Office for Students for 2021/22. It was reported that the Vice Chancellor provided assurance to Council that the University continued to demonstrate due regard to the Prevent Duty and that there had been one Prevent referral made in the 2021-22 AY, no serious incidents had to be reported to the OfS since December 2019 to date and the University continued to engage with external agencies continues, with regular contact with the Department for Education's Prevent Coordinator, Brighton & Hove City Council, and the local Police Prevent Coordinator. The staff online training package completion rate was 99.5%.

Resolved:

- 15.2 Council approved the Accountability and Data Return 2022 for signature by the Chair of Council and submission to the OfS.

16 Regulation Updates

- 16.1 Regulation 2 (Student Discipline) and associated procedure were updated based upon recommendations from the (Halpin) Review into managing incidents of student discipline and sexual misconduct. The changes were proposed to Senate in June and the changes reported to Council in July 2022 via the Senate report. Council were asked to formalise the language changes to Regulation.

Resolved:

- 16.2 Council approved the revised wording of Regulation 2: Student Discipline

PART 4 - MATTERS FOR INFORMATION

17 Joint Brighton Sussex Medical School Board

- 17.1 Council noted the minutes of the meetings held on 26th October 2022.

18 Any Other Business

- 18.1 No business was raised.

Dr Tim Westlake
University Secretary

November 2022