



COUNCIL

Minutes of the 255th meeting of Council held on Friday 27 November 2020 at 9.00am to 3.00pm

1. PRESENT

Members present: Dame Denise Holt (Chair), Ms Adrienne Fresko (Vice-Chair), Ms Kirstin Baker, Professor Saul Becker, Mr Andy Bryant, Mr Tony Bullman, Professor Steve Caddick, Professor Sara Crangle, Mr David Curley, Mr Mark Devlin, Mr Mark Fisher, Professor Sir Peter Knight, Mr Connor Moylett, Professor Mario Novelli, Mr Max O'Donnell-Savage, Ms Jane Parsons, Professor Steve McGuire, Mr Albertus Schoeman, Professor Adam Tickell, Mr Nick Watson, Professor Gerhard Wolf, Mr Richard Zaltzman.

In attendance: Dr Tim Westlake (Chief Operating Officer and University Secretary), Professor Keith Jones (Pro Vice-Chancellor (Research and Enterprise)), Mr Allan Spencer (Director of Finance), Professor Stephen Shute (Pro Vice-Chancellor (Planning and Resources)), Ms Michelle Gordon (Director of External Relations), Ms Rowena Rowley (Head of Governance Services), Ms Emma Potts (Interim Deputy Chief Operating Officer and Deputy University Secretary), Dr Graeme Pedlingham (Deputy Pro Vice-Chancellor) – item 15 only, Mr James Bluring (Deputy Head of Governance) item 9 only, Ms Georgina Seligmann (Deputy Head of Governance) – item 12.2 only.

Apologies were received from Mr David Benson, Ms Katie Ghose and Ms Aleema Shivji.

The Chair welcomed those for whom it was their first full Council meeting: Connor Moylett (USSU Council Rep); Max O'Donnell-Savage (Professional Services), Sara Crangle (Senate), Keith Jones (PVC Research and Enterprise), and Emma Potts (Interim Deputy COO and Deputy University Secretary).

2. DECLARATIONS OF INTEREST

- 2.1 No declarations of interest were noted regarding items on the agenda, other than the re-appointment of individual Council members who were asked to leave the meeting whilst this was under discussion.
- 2.2 Council NOTED that they will shortly be asked to complete their annual declaration of interest forms.
- 2.3 Council NOTED that Jane Parsons was seconded to OFQUAL in September 2020 as Communications Director; this role will shortly be made permanent and will be included in the Council Register of Interests.

3. MINUTES

- 3.1 Council AGREED the minutes of the meeting held on 3 July 2020 (C/252/M) and 23 October 2020 as a true record (C/254/M) and NOTED that the meeting called for 2 October 2020 (C/253) was not quorate and progressed as an informal briefing.

4. MATTERS ARISING

- 4.1 Council NOTED matters arising from the minutes not referred to elsewhere on the agenda (paper C/252/1); all matters have now been closed.

5. CHAIR'S ACTION AND REPORT

- 5.1 Council NOTED that no actions had been taken by the Chair on behalf of Council since the previous meeting.

- 5.2 Council received an oral update from the Chair, and:

- a) NOTED that the bulk of the agenda includes reports from the Chairs of Committees, to ensure that all Council members have the opportunity to consider the work being undertaken and to gain a clear understanding of the remit of each of the Committees without full Council repeating in detail the discussions.
- b) NOTED that many of the items on the agenda have been included in the final section, for approval or information without discussion, and no requests to raise these have been received.
- c) NOTED that the Prevent annual report comes straight to Council without previous scrutiny by any Committee. The subject does not sit naturally with any existing sub-Committee and the Chair of Council therefore proposes that Chairs' Committee should consider Prevent matters going forward, prior to reporting to Council. **[Action: Interim Deputy University Secretary]**
- d) NOTED that Council receives the minutes of the Brighton and Sussex Medical School (BSMS) Joint Board, and the Vice-Chair is on the Board, but that there hasn't recently been an opportunity to discuss this successful joint venture. It was suggested that a briefing on BSMS be included in the agenda for a future Council meeting in either March or July 2021. **[Action: Interim Deputy University Secretary]**
- e) NOTED the inclusion of the Research Integrity Statement for Council's approval and whilst the focus of this Statement is on arrangements for research integrity and investigation into allegations of misconduct, it would be useful to hear more from the Pro Vice-Chancellor (Research and Enterprise) about his vision for the University's Research Strategy at a future Council meeting. **[Action: Pro Vice-Chancellor (Research and Enterprise)]**

6. EMAIL RESOLUTION

- 6.1 Council NOTED approval of the tuition fee framework for 2021/22 by email resolution on 6 November 2020.

7. FINANCIAL DELEGATIONS

- 7.1 Council RECEIVED a report on action taken under the financial delegation agreed by Council in March 2020 (C/255/2), introduced by the Chair, who made the following points by way of introduction:

- a) In March 2020 Council agreed to reduce the Vice-Chancellor's expenditure authority to £750k and to delegate authority to the Chair, Vice-Chair and one other Committee Chair (not ARC) to take action on behalf of Council including approval of items over £750k but less than £10m. Separately, a small Financial Sustainability Group (FSG) has been set up to keep the University's finances under close review, reporting back regularly on the position and any concerns.
- b) There had been three occasions where this delegation has been actioned since July 2020, bringing the total occasions to five since March 2020, but it was felt that these arrangements were working well and should be extended until the end of March 2021, with continued regular updates to Council.

- 7.2 Items raised in discussion included:

- a) The composition of the FSG was questioned as to whether the Group should be expanded to be more inclusive by the addition of a staff and a student member. It was noted that (i) the matters were commercially sensitive (ii) the FSG has functioned well in providing an early warning mechanism for changes to the financial outlook and financial position, and (iii) that the Chair had made a point of providing full briefing on its work in fortnightly Council briefing sessions (likely to be less frequent in 2021 as our response to the pandemic moves to BAU).
- b) The composition of the FSG is aligned to where responsibility lies – although there is flexibility if needed; the normal composition is Chair of Council, Vice-Chancellor and Chairs of Audit and Risk Committee (ARC) and Strategic Performance and Resources Committee (SPRC)
- c) The FSG had not removed any decision-making from Council; the reduction of the Vice-Chancellor's spending authority to £750,000 was an additional control put in place at his request to ensure tighter vigilance than usual through the pandemic. The Chair had been vigilant in reporting the five uses of the delegation to approve spending over £750k to Council through informal briefings and at formal meetings. There had been no change to the requirement that expenditure over £10m would require full Council approval, so the decision-making powers of Council in regards to expenditure has not been weakened.

Council APPROVED, through use of the zoom voting tool, an extension of the financial delegation arrangements until March 2021 (C/255/2). The Chair agreed to meet with those

who had expressed concerns to better understand their issues. **[Action: Chair of Council]**

8. AUDIT AND RISK COMMITTEE

8.1 Council RECEIVED a report from Mr David Curley, Chair of ARC and NOTED the minutes of the meeting held on 16 October 2020 (C/255/4) and the draft minutes of the meeting held on 13 November 2020 (C/255/5). In introducing the suite of reports (items 8.2 – 8.8) the Chair of ARC drew Council's attention to the matters requiring approval and the following points were made in discussion:

- a) The ARC report is focussed on two key areas: the 2019/20 Financial statements and non-financial assurances. The external audit of the 2019/20 year-end by BDO highlighted effective working between BDO and the Finance team, despite remote working challenges, and included sign-off by BDO of the letter of representation. No issues had been raised with going concern matters which is reassuring in the current climate, and certainly not BDO's experience across the HE sector more broadly. ARC had also received the annual report from the internal auditors, KPMG, which had provided assurance, highlighting just a few areas where minor improvements could be made. ARC had also reviewed the statement of Tolerance and Risk and updated the institutional risk register, alongside maintenance of a COVID-19 risk register.
- b) An external review of ARC's effectiveness had been undertaken earlier in the year, with a key recommendation being to determine more explicitly how ARC gets assurance within the governance arrangements and how it provides appropriate assurance to Council. Work had subsequently been undertaken to capture these processes through a flowchart which demonstrates the process of information flows, and includes detail on how ARC seeks assurance on the OfS conditions of registration.
- c) ARC has received a wide variety of assurances against non-financial risks in 2019/20: Value for Money; Risk management, control and governance; Data quality submitted to regulatory bodies; Financial policies and Procedures; Health and Safety; OfS conditions of registration; Donations; Fraud, Whistleblowing, legal issues; Bribery act and Committee effectiveness. One area highlighted is a need for closer working with the Chair of the Student Experience Committee (SEC) to ensure greater clarity regarding assurance of academic performance and standards, as required by OfS conditions of registration, and to clarify the relative responsibilities of SEC and Senate. **[Action: University Secretary to raise with Director of Student Experience].**
- d) The 2019/20 financial statements showed a better than forecast out-turn, reflecting the fact that the liability for USS is now improved (reflecting the 2018 valuation which indicates a lower future liability for future deficit contributions compared to the 2017 valuation reflected in the 2018/19 financial statements; it is expected however that future valuations will again increase the amount of estimated future recovery plan payments and reduce future financial results). The financial statements also show a minor surplus, even taking into account the loss of residences income. The prompt action by budget holders to limit expenditure was helpful and contributed further to the (modest) surplus. Being able to publish promptly a set of unqualified financial statements, without any going concern issues, will be very positive for the University and should provide confidence to staff and students. It would also make a good public

statement in challenging circumstances: many other universities are not in such a positive position. This reflects some exceptional work in the finance team.

e) The Risk tolerance and appetite statement has now been updated since the previous year. As a result of the COVID-19 situation, there has been a shift in the University's appetite for risk. To lower the risk exposure, spending was significantly curtailed in the Spring in order to seek to preserve the University's cash position. Despite the focus on reducing risk exposure, some level of risk-taking cannot be avoided, but with the current volatility within the sector it is appropriate to be more prudent in terms of risk appetite. Council welcomed the clarity of presentation of the risk register, noting that it enables due focus and attention to be given to the key risks. It was noted that risk interdependencies are managed through careful monitoring of the risk register, to identify risks that are not being mitigated sufficiently and those which may not have been captured. It was also important to ensure that other Council committees identify risks within their respective areas and pass these to ARC. Having good visibility of institutional risks and dedicated resource to oversee risk management was welcomed. **[Action: Interim Deputy University Secretary to remind Chairs and Secretaries of all Council committees to inform ARC of risks within their areas]**

f) The Health and Safety annual report indicated a predominantly green rating, with a few amber areas. ARC had scrutinised the amber areas carefully and noted that the Health and Safety Committee had increased its representation from the Student Union and from the trade unions, with more regular meetings over the last eight months. Furthermore, the Chair of the Health and Safety Committee had been working very closely with the Student Union and trade unions during this period, to ensure effective management of risk.

g) The ARC Annual report sets out the forms of assurance that are being provided with more of a focus than previously on the Value for Money opinion, with ARC having developed its own approach to this in the absence of guidance from the OfS. Sustainability will be included as an area for consideration next year as required by the OfS.

8.2 Council APPROVED, through use of the zoom voting tool, the letter of representation (C/255/6).

8.3 Council NOTED the going concern basis for accounting for 2019/20 (C/255/7).

8.4 Council APPROVED, through use of the zoom voting tool, the annual financial statements for the year to 31 July 2020. (C/255/8).

8.5 Council APPROVED, through use of the zoom voting tool, the University's risk tolerance and appetite statement (paper C/255/9) and NOTED the institutional risk map and COVID-19 risk register (C/255/10).

8.6 Council NOTED the University's Annual Health and Safety Report to Council (paper C/255/11).

8.7 Council APPROVED, through use of the zoom voting tool, the Audit and Risk Committee Annual Report to Council (paper C/255/12).

8.8 Council RECEIVED assurance that the University remains compliant with the OfS Conditions of Registration (C/255/13).

9. STRATEGY 2025

9.1 Council RECEIVED a report from the Vice-Chancellor (C/255/14) and an update on the Strategic Framework for 2025 (C/255/15). In introducing his report, the Vice-Chancellor drew Council's attention to the following:

- a) There had been recent changes within the Executive Group, with the arrival of Siobhan O'Reilly (Director of HR) and Keith Jones (PVC Research and Enterprise). Saul Becker (Provost) would be retiring in April, and Stephen Shute (PVC Planning and Resources) would be stepping down as PVC at the end of September 2021. Recruitment was now underway to recruit a new Provost and a proposal to recruit a new PVC for Culture, Diversity and Inclusion in place of the PVC Planning and Resources was the subject of a separate agenda item; this reflected the fact that many of the functions of the PVC Planning and Resources had already moved to the Provost. Two Deans (Business and Media, Arts and Humanities) have been appointed to the Executive, with recruitment underway to select two Heads of School from the two remaining School clusters to join them. These additions would broaden the academic voice on the Executive.
- b) A summary of the number of cases of COVID-19 and the processes that are in place to manage the situation was provided, noting the success of the in-house track and trace system to ensure full data analysis and effective management which had been commended by the Universities' Minister. A full support package is in place for students and there is no evidence to date of transmission from students to staff and currently no cases of COVID-19 on campus. From 30 November a lateral flow testing facility will be in operation to support students being able to return home safely for Christmas, with over 4000 tests having been booked to date.
- c) Overall, a third of teaching has been provided to students in person over Semester 1, but there has been a range of provision across different courses. A few courses have delivered over half in person, but others have delivered less than 10%. The University's commitment to students needs to be adhered to and whilst this commitment has been met in aggregate, this is not necessarily the case at individual student level. The importance of face-to-face engagement was stressed, in mitigating student mental health concerns and ensuring that students have a meaningful reason to be on campus. These arguments have informed discussions about the approach to teaching in Semester 2.
- d) Semester 2 will be the start of the journey back to normality. There is an expectation that the lateral flow testing facility will remain on campus until Easter, although confirmation on this is awaited. The Government is anticipated to be providing advice shortly about the return to campus in January, and arrangements for continued testing facilities. All teaching spaces are COVID-secure; the recent student pulse survey highlighted that over 70% of students found face-to-face contact valuable in addition to online sessions. The Provost has been leading discussions with Directors of Teaching and Learning to formulate plans for Semester 2 teaching, with a focus on supporting academic colleagues in delivering teaching safely. The aim is to ensure that every student receives a third of their teaching in person, noting that where a member of staff

has a clinical vulnerability, their face-to-face teaching will need to be offset by an increase in other in person teaching at either the module or course level. Whilst there is not universal support for this position, the Executive has been seeking to work collaboratively with the trade unions and teaching staff directly to address the issues raised.

- e) Work to take forward the University's Strategic Framework, Sussex 2025, continues through the establishment of the Size and Shape Programme. The Strategy had previously included a proposal for growth in student numbers to 22,000 by 2025, reflecting an erosion of tuition fee income in the absence of any inflationary increase and the need to invest significantly in Estates and IT. An Estates and ITS roadmap had been developed, and funding this investment at the level discussed in March 2020 would require sustained surpluses of between 7-10% of turnover, through an Integrated Planning and Budgetary Process (IPBP). The COVID-19 pandemic had impacted both the capital programme and put finances under strain. In common with the rest of the HE sector, the University was also facing other challenges with the loss of consensus around the value of university degrees, and whether there should be more investment in FE at the expense of HE. The Treasury had recently announced a review into how University fees are spent; it is thought unlikely that this will result in an increase to the headline undergraduate tuition fee. Other challenges for the University include a deterioration in league table rankings, although the institutional research reputation is improving. The likelihood of a no-deal Brexit will also affect universities. The focus of the Size and Shape Programme is to support the priorities of becoming a top-25 UK university, which is both internationally minded and recognised nationally for our sustainability strategy. This requires the delivery of an exceptional student experience and student outcomes, alongside excellence in research, sustainability and through fostering a positive and inclusive culture and willingness to invest in our Estates and IT infrastructure.
- f) The Size and Shape Programme is now being jointly led by the Vice-Chancellor and Provost, given the Provost's imminent departure. The key principle is to seek academic excellence across all subject areas, rather than solely a financial exercise. Whilst formal recommendations will come to Council in due course, the view at the current time is that any reduction in student numbers would have a detrimental impact on the University. A smaller university would be unable to generate the funds required to deliver the quality of academic and student experience required, nor the infrastructure. Whilst a number of subject areas are uncompetitive and do not attract sufficient numbers of students, this is not just a financial assessment; options that will be considered include a decoupling of research from education in some disciplines.
- g) Other areas of student satisfaction also need to be addressed, including student employability. Current student number forecasts are unmitigated, and work is underway (using external benchmarking and analysis) to address this despite the challenge of the volatility in the student recruitment market. On the basis of the current forecasts, there is a need to save £20m per year on operating costs and, without any inflation on UK fees, there will be an ongoing increased pressure of £6m per year. The focus between now and March is on financial efficiencies (including a second Voluntary Severance Scheme, review of contracts with external partners, pay bill cost savings identified through staff engagement exercises and broader central cost savings).

- h) The aim is to bring a proposal for organisational change to Council in two parts: an outline vision for the size and shape in March 2021, followed by a full organisational change proposal in July 2021 having consulted with the community and key stakeholders in line with the University's Regulations regarding organisational change. This will include recommendations for academic areas of growth and reduction and will reflect work on the 16 Council KPIs to ensure they remain relevant and focussed. The work will also reflect the need for Sussex to be able to thrive in an increasingly competitive HE market. **[Action: Interim Deputy University Secretary to ensure that matters addressed in the VC's report are brought to the relevant Council or sub-committee meeting, including the organizational change proposal, in line with the timelines proposed].**

9.2 In discussion, the following points were made:

- a) The approach to managing the COVID-19 situation was commended, noting the positive statistics and effective arrangements in place. Seeking to move back towards more face-to-face teaching was positive, in conjunction with the support proposed for clinically vulnerable staff. The importance of a collaborative approach to agreeing these teaching arrangements was stressed, noting that some staff are genuinely fearful of the potential of exposure to COVID-19 and were in need of support (noting that Occupational Health provision was in place). It was clear that communication in some instances was a challenge, with some staff having been given incorrect impressions about HR action, so this needed to be addressed. It was also important to understand exactly what students value about in-person teaching, and that all students received a consistent level of provision. Ideas for enhancing the support for staff in getting to campus were considered, noting that limiting the provision of in-person teaching to a third would necessarily result in staggered arrival and departure times, reducing the pressure on car parking.
- b) Students who had received less in-person teaching in semester one should be identified, so that this could be ameliorated in the second semester alongside the provision of informal opportunities to socialise and learn together outside formal teaching sessions. The general consensus was that a proportionate approach was being taken to Semester 2 plans, recognising the centrality of in-person teaching to the student and academic experience, in the context of ensuring a COVID-secure campus. Council were appreciative of the work that academic and professional services staff have done to deliver this provision, also noting that the student pulse survey had also highlighted that only 20% of students felt able to make social connections and it was important to continue work to address this.
- c) Council encouraged the Vice-Chancellor to continue to push the Sustainability agenda and embedding sustainability within the academic curriculum, noting that this is a good opportunity for Sussex as a differentiator with the next generation of students, and could be used as a key marketing tool.
- d) The balance of cost-cutting versus growth was considered, noting the risks with the former (including the freeze on academic promotions). The emergency savings measures introduced in March/April had ensured financial stability, and it would now be possible to revisit some of these measures in order to ensure appropriate investment in staff and infrastructure. Within the Size and Shape work it would be important to strengthen areas of excellence and address areas of weakness, noting the need to invest

in programmes that are successful. Above all, the Size and Shape Programme should ensure high levels of engagement with staff.

- e) Concerns with league table rankings were highlighted, noting the primary driver being the NSS where the University is falling behind on overall student satisfaction, staff/student ratios and assessment and feedback. In other areas there is good progress, including research reputation (22nd in the UK in the recent Times Higher rankings). Some of the changes made as a result of COVID-19 (e.g. online assessment) had resulted in good outcomes and a reduction in workload, so there was potential to continue these developments.

10. STRATEGIC PERFORMANCE AND RESOURCES COMMITTEE

10.1 Council RECEIVED a report from Ms Kirstin Baker, Chair of the Strategic Performance and Resources Committee (SPRC) and NOTED the minutes of the Strategic Performance and Resources Committee held on 25 September 2020 (C/255/17) and the draft minutes of the meeting held on 6 November 2020 (C/255/18). The Chair drew Council's attention to the following:

- a) SPRC has considered the forecasts for future years. Without any mitigation, the forecast for 2020/21 would be a deficit of £12m (compared to a budgeted surplus of £5.7m) which presents a £20m shortfall. In order to ensure sufficient funds are available for Estates and IT capital investment, SPRC's view was that a surplus of £5m-£10m should be the target. Alongside capital investment, this would provide resilience against short-term shocks and to generate further funds for investment. The work on Size and Shape is essential in order to support future financial planning; no action is required from Council at this stage.

In discussion, the following points were made:-

- b) Members questioned whether it would be better to incorporate the additional £5m revenue from the improved student number position into the revised budget for 2020/21, but noting that it has been included into the forecast that is being submitted to the OfS. It was considered that the £5m will provide a useful buffer; retaining it within the forecast but not committing any additional expenditure was prudent at this stage. Council felt reassured that the financial position was better than anticipated in July, and there may be an opportunity to consider the pay of lower-graded staff as well as considering lifting the freeze on academic promotions, which is planned for discussion with the trade unions before being considered by Remuneration Committee (Rem Com).

10.2 Council CONSIDERED the forecast against student admissions for 2020/21 prior to the 1 December census date and the student number assumptions and modelling for 2021/22 and 2022/23 (C/255/19), noting that the student number forecasts until 2025/26 highlight that, even in the best-case scenario, these are challenging figures (albeit unmitigated at this stage). There has been an increase of 400 (mostly returning) students since these figures were published, the majority of whom are late registrations from international students.

10.3 Council NOTED the financial decision-making matrix regarding key issues for this year and beyond (C/255/20), observing that the 2019/20 outturn showed a surplus of £12.7m before

the USS pension adjustment. The revised budget for 2020/21 is improved on the previous position back in July, and now forecasts an improved deficit budget of -£2.8m before pension adjustments. This does not include the current up-to-date student registrations (£5m) but given the likelihood of other fluctuations during the course of the year, SPRC has proposed to retain the -£2.8m revised deficit budget.

- 10.4 Council CONSIDERED the financial outturn 2019/20 and financial monitoring update for 2020/21 and:
- a) APPROVED, through use of the zoom voting tool, the revised budget for 2020/21 (C/255/21)
 - b) NOTED the OfS forecast return from 30 October 2020 (C/255/21a); and
 - c) APPROVED, through use of the zoom voting tool, the return and commentary to the OfS, DELEGATING AUTHORITY to the Chair and Chair of SPRC for approval of the final completed document prior to submission (C/255/21b).
- 10.5 Council CONSIDERED the proposed financial target setting for 2021/22 and onwards and the potential gap to be closed from forecasts to reach these targets (C/255/22). Council endorsed, through use of the zoom voting tool, the planning assumption for commencing IPBP work including 2021/22 budget, that the University should seek an accounting surplus of £5m - £10m from 2021/22 (ignoring one off and teach out costs to be managed within annual budgeting) based on realistic but prudent budgets.
- 10.6 Council NOTED the annual report on progress against delivery of the KPI/T metrics (C/255/23). Council questioned whether KPIs are being aligned to the league table work and understood that, whilst the decision had previously been not to have a league table KPI, this is now being revisited. **[Action: Provost to consider in review of KPIs for next SPRC meeting]**
- 10.7 Council CONSIDERED an update on the University's league table position and action plan to address this (C/255/24), noting that SEC has plans in place to look at the NSS, through an extraordinary meeting in December 2020.

11. CAPITAL PROGRAMMES COMMITTEE

- 11.1 Council RECEIVED an oral report from Professor Steve Caddick, Chair of the Capital Programmes Committee (CPC) and NOTED the draft minutes of the Capital Programmes Committee meeting held on 23 October 2020. (C/255/25). The Chair drew Council's attention to the following points:
- a) The remit of CPC is not to approve capital expenditure but instead to provide assurance to Council by monitoring and overseeing the capital programme. The new University framework for delivery of capital programmes is working well and supporting effectively the delivery of multiple projects. The capital programme is focussing both on new project developments alongside improving existing areas. Whilst £300m had originally been determined as a reasonable figure to deliver the required improvements to the academic and student experience, this is reliant upon sufficient surpluses being generated and will need to be revised in light of the impact of covid19 and the revised financial outlook.

- b) Much of the planned work has been paused as a result of COVID-19, both in order to preserve cash as well as some of the challenges with project delivery during a pandemic situation. CPC now needs to review the planned programme in light of these factors and consider the Estates and IT strategies accordingly. Given the current uncertainties, having sufficient contingency funding in place for projects going forward is key. **[Action: Interim Deputy University Secretary to advise the Secretary to CPC]**
- c) A small number of projects have continued, notably the East Slope (on schedule) with plans to remobilise the Infrastructure Network Replacement planned for January 2021. The Student Centre project is currently out to tender for the fit-out, and the Student Records System project is paused, pending external review. Once the financial position is clear, the Estates and IT Roadmap will be reviewed.

12. CHAIRS' COMMITTEE UPDATE

12.1 Council RECEIVED a report regarding Nominations matters including a recommendation regarding appointments and re-appointments of members of Council (C/255/26). Mr David Curley and Professor Steve Caddick withdrew from the meetings whilst their re-appointments were discussed. The Chair drew Council's attention to the following:

- a) Professor Sir Peter Knight would be stepping down from Council in December so there was a need to identify a new Chair of Rem Com A and B , who was both an independent member of Council and preferably a senior academic; and Professor Steve Caddick had been identified as the preferred member to take over from Peter Knight. The Rem Com Terms of Reference preclude the Chair from being the Chair of any other Council Committee and therefore Mark Devlin has been invited to take over as Chair of CPC, replacing Steve Caddick. For the sake of good order, the consideration of Steve Caddick's reappointment had been brought forward from the end of March. The Chair had undertaken a mini feedback exercise for both Steve Caddick and David Curley and received outstanding feedback.
- b) Rosemary Martin, current a co-opted member of ARC, had been approached to see if she was yet ready to return to Council (having previously been through a recruitment process and appointed to Council, but having had to step down during her first term due to work commitments); she has expressed her interest in re-joining Council for a second term starting in January 2020.

In discussion, the following points were made:

- c) Some members favoured greater engagement with the university community in considering nominations to Council. The Chair agreed to give this some thought, but noted that one-third of Council members were already members of staff or students. The process of recruiting independent members required agility, discretion and speed and, to ensure a well-rounded Council, a careful assessment of the skill sets needed. It was also important to recruit people from all walks of life who can refresh the Council's thinking. All of this fell within the purview of the Nominations Committee. A staff and/or a student representative was invariably a member of the Interview panel **[Action: Chair of Council to reflect on the merits of engagement with the University community in the appointment of independent members of Council.]**

- d) With the departure of Andy Bryant, the need to ensure that marketing, brand and strategy skills on Council should be considered.

Council:

- e) APPROVED, through a show of hands, the re-appointment of David Curley and Professor Steve Caddick to Council for a second three-year tenure from 1 August 2021 and 1 April 2021 respectively.
- f) APPROVED, through use of the zoom voting tool, the re-appointment of Rosemary Martin to Council for a second three-year tenure with effect from 1 January 2021, to replace Professor Sir Peter Knight who steps down from Council on 31 December 2020.
- g) NOTED the further vacancy for 1 August 2021 following the end of Andy Bryant's tenure; recommendations have been received from members of Chairs' Committee for a person with a strong academic background to replace Peter and these are being followed up by the Chair and Vice-Chair.

12.2 Council RECEIVED an update on the Governance Effectiveness Review 2021 and draft Terms of Reference (C/255/27), introduced by the Vice-Chair of Council. Items raised in discussion included:

- a) As well as reviewing the effectiveness of Council, the exercise will also consider the effectiveness of Senate and the respective roles of both bodies and how they interact. The Vice-Chair of Council had agreed to chair the Steering Group which was scheduled to hold its first meeting the following week. Following discussions with members of Council and Senate representatives, the following had agreed for their names to be put forward as steering group members, with Senate being invited to nominate an additional member:
- 3 Independent members of Council: David Benson, Professor Steve Caddick, Aleema Shivji;
 - 2 Elected Senators on Council: Professor Sara Crangle, Professor Steve McGuire;
 - USSU Representative on Council and Senate member: Connor Moylett;
 - Policy Pro Vice-Chancellor and Senate member: Professor Kelly Coate.
- b) The first meeting of the Steering Group would agree the terms of reference, the process and timeline for selecting the review body and the list of organisations to approach to undertake the review. The focus is upon ensuring an inclusive process, so as to hear the views from across the University community.
- c) The importance of effective governance was noted, particularly since the advent of the OfS which had resulted in a significant increase in paperwork. Senate members stressed the importance of the review, in ensuring that Senate has an effective voice within the University and clarity of its place within the governance structure.

Council APPROVED, through use of the zoom voting tool, the Terms of Reference and Steering Group membership for the Governance Effectiveness Review.

13. COUNCIL APPOINTMENTS

- 13.1 Council APPROVED, through the use of the zoom voting tool, the proposal for the recruitment of a new Pro Vice-Chancellor (Culture, Diversity and Inclusion) (C/255/28).

14. STUDENT EXPERIENCE MATTERS

- 14.1 Council RECEIVED an oral report from Ms Jane Parsons, Chair of the Student Experience Committee and NOTED the draft minutes of the Student Experience Committee meeting held on 11 November 2020 (C/255/29). The Chair drew Council's attention to the following:

- a) Staff from across the University were thanked for their efforts in ensuring the campus was COVID-secure and that students could be supported effectively during the current situation. Whilst the provision of in-person teaching was complex, the key findings of the student pulse survey demonstrated the effectiveness of in-person teaching and the importance of keeping students engaged and connected, with a good package of support for students.
- b) Whilst the SEC has focussed on OfS monitoring matters, it had also overseen the Spirit of Sussex awards. NSS results for 2020 had been particularly disappointing and whilst the future of the NSS is unclear, work is being undertaken to evaluate and address performance in this area.

- 14.2 Council NOTED that the Student Experience Committee has monitored the progress against targets for the University's Access and Participation Plan (APP) for 2019/20 (paper C/255/30), which had been challenging given the lack of ability to undertake widening participation work in schools during recent months. Good progress had been made on some APP metrics (including a narrowing of the disability gap and some areas of the attainment gap) but further work is required, including to address grade inflation (where there had been some unintended consequence as a result of the no detriment policy for assessment).

- 14.3 Council NOTED the Student Voice report from the USSU Council Representative. (paper C/255/31), introduced by Connor Moylett who made the following points by way of introduction:

- a) 2020 had been a challenging year for students who had not had the experience that they would have expected. Many students had been in and out of self-isolation, and had expressed concern about the public perception of students and their attitude towards COVID-19. Many students reported issues with loneliness, and also with the financial challenges resulting from lost opportunities for part-time working, given the collapse of the hospitality industry.
- b) The Student Union (SU) had put in place strategies to support students, including a student 'check in' service, and walks in the Downs. Many of these initiatives were planned to continue going forward, including a virtual freshers' fair as well as in person, in recognition of the benefits that have accrued from these innovations. Whilst student societies have struggled to run some of their normal events, they have been creative and sought to provide alternative opportunities for student engagement.
- c) The SU and University Executive continue to make efforts to ensure the working relationship remains constructive. The SU were, as highlighted in previous meetings,

keen to push for financial compensation to students who choose not to live on campus during this period.

15. ACADEMIC GOVERNANCE

- 15.1 Council NOTED the draft minutes of the Senate meeting held on 4 November 2020. (C/255/32).
- 15.2 On the recommendation of Senate, Council CONSIDERED the annual report on academic quality and taught provision delivered during 2019/20 and received and tested assurances that academic governance is adequate and effective (C/255/33), introduced by the Deputy Pro Vice-Chancellor (Student Experience), who made the following points:
- a) The matters raised in these reports have been reported to both Senate and to the Student Experience Committee (SEC). Each of the OfS conditions are broken down into categories, for which evidence has been compiled to demonstrate compliance with each condition. Areas where issues have been raised include condition B4, reflecting an increase of 5.7% in good degree outcomes compared with the previous year and a continued (albeit slightly reduced) BAME degree awarding gap. It appears that, in common with other universities, the increase in good degree outcomes can be attributed to the 'no detriment' policy; this view will be confirmed once HE sector data is published in February.
 - b) To date there hadn't been a significant increase in drop-out rates resulting either from COVID-19-related issues or from students struggling given challenges with A levels last summer, but it was too early to identify any attainment issues. It was noted that the attainment gap is complex, being seen at all stages of degree courses and also with significant differences between international BAME and UK-domiciled BAME students. Whilst some of the issues appear to relate to assessment methods used this will be examined in detail through the establishment of an Education sub-committee to focus on this area.

Council:

- c) NOTED the programme of work being reviewed by Senate and the Student Experience Committee (SEC) to consider all elements of academic governance.
- d) RECEIVED assurance from Senate and SEC in regards to the ongoing compliance with the OfS 'B' Conditions and that the University's academic governance arrangements and adequate and effective.
- e) NOTED the work being done to consider the best flow of this information from Senate to SEC to Council to avoid duplication.

16. REMUNERATION COMMITTEE

16.1 Council RECEIVED a report from Professor Sir Peter Knight, Chair of Rem Com A and B (C/255/34) who drew Council's attention to the following:

- a) The length of the report reflected the need for the University to report to the OfS on certain areas (including VC remuneration and the ratio to the median pay of other employees), adhering to the CUC Code for HE Governance. The Committees' work had been interrupted by COVID-19, with a number of initiatives paused as a result. It was noted that the VC took a voluntary salary reduction in 2019/20 which was directed to the student hardship fund.
- b) Two new grading frameworks had been approved by Rem Com B, but there had been a pause placed on the senior staff pay review and academic promotions exercises when tighter financial controls were implemented in Spring 2020. A cost-of-living increase has been applied to senior staff, to bring them into line with all other staff, as well as an additional two days' annual leave for all staff in December, to recognise the contribution of staff across the year.

Council APPROVED, through use of the zoom voting tool, the University's Annual Remuneration Committee Report for 2019/20.

17. PREVENT

17.1 Council APPROVED, through use of the zoom voting tool, the annual PREVENT report and return to the Office for Students for 2019/20 (C/255/35), noting that in future Chairs' Committee will assume oversight for Prevent matters, before report to Council. Council noted the OfS requirement for the University to comply with the Prevent strategy, but that the Student Union had a position of non-engagement with any Prevent policies.

18. COMMITTEE TERMS OF REFERENCE

18.1 Council APPROVED changes to Committee Terms of Reference: Audit and Risk Committee (C/255/36), through use of the zoom voting tool, noting that the changes reflect the need for the committee to be more active in seeking assurance, as recommended by the recent Halpin effectiveness review.

19. FINANCIAL REGULATIONS

19.1 On recommendation from ARC, through use of the zoom voting tool, Council APPROVED the University's Financial Regulations. (C/255/37)

20. ANNUAL REPORT ON DONATIONS 2019/20

20.1 Council NOTED the annual report on Donations received by the University (C/255/38a) and, on recommendation from ARC, APPROVED, through use of the zoom voting tool, the revised Donations Policy. (C/255/38b)

21. MODERN SLAVERY STATEMENT

21.1 On recommendation from ARC, Council APPROVED, through use of the zoom voting tool, the University's response to its Modern Slavery Obligations. (C/255/39)

22. RESEARCH INTEGRITY STATEMENT 2019/20

22.1 Council APPROVED, through use of the zoom voting tool, the University's Annual Research Integrity Statement. (C/255/40)

23. EQUALITY, DIVERSITY AND INCLUSION 2019/20

23.1 Council APPROVED, through use of the zoom voting tool, the Annual Equality Diversity and Inclusion Report for 2019/20. (C/255/41)

24. CUC CODE OF GOVERNANCE

24.1 Council NOTED the publication of the new CUC Code of Governance against which compliance will be assessed during the 2021 Governance Effectiveness Review. (C/252/42)

25. STAFF SURVEY

25.1 Council NOTED the arrangements for the 2021 Staff Survey as considered by SPRC in November 2020. (C/255/43)

26. JOINT BRIGHTON SUSSEX MEDICAL SCHOOL BOARD

26.1 Council NOTED the minutes of the meetings held on 19 June 2020 (C/255/44a) and 22 October 2020. (C/255/44b)

27. STUDENT EXCLUSIONS AND SUSPENSIONS

27.1 Council NOTED an annual report on Student Discipline matters. (paper C/255/45)

27.2 Council NOTED an update report on Student Exclusions and Suspensions. (paper C/255/46)

28. HEADS OF SCHOOLS' REPORTS TO SENATE

28.1. Council NOTED the Heads of Schools' reports to Senate in November 2020 (C/255/47) and observed the high quality and range of work that has been undertaken.

29. ACADEMIC PROMOTIONS

- 29.1 Council NOTED a report from the Academic Promotions Advancements and Titles Committee. (C/255/48)

30. ANY OTHER BUSINESS

- 30.1 The Chair advised Council members that she would be writing to all staff to summarise the decisions made at this meeting, with information regarding the finances and strategy due to be shared with the wider community in due course. Council were supportive of the approach, feeling that it is important for the Chair to communicate with all staff in this way. The Chair also highlighted the following:

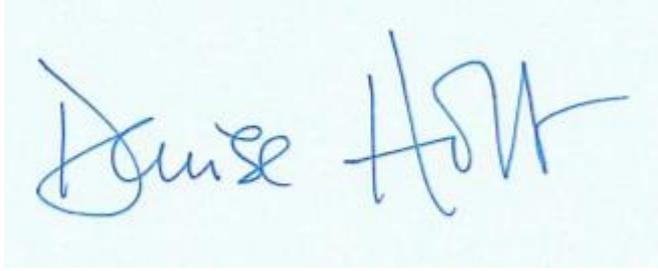
- a) Thanks to Professor Sir Peter Knight for his contribution to Council during his tenure prior to his retirement at the end of December.
- b) Thanks to Albertus Schoeman for his contribution to Council this year, noting that he is standing again for election next year.
- c) Thanks to Michelle Gordon, Director of External relations for her support to Council, prior to her departure in December.
- d) Thanks to Rowena Rowley, Head of Governance Services for her support to Council, prior to her departure in December.
- e) Thanks to all staff who have contributed to the efforts to manage the current COVID-19 situation, in particular the work of Bridget Edminson and Robert Hutton.

- 30.2 The Chair suggested that, in future, consideration be given to whether votes should be taken on all matters requiring decision, or whether this should be reserved for those items where a consensus was not clear. Given the range of views on this, it was suggested that all members provide feedback to the Chair on this proposal, noting the need to recognise that Council has a collective responsibility. **[Action: all members to provide feedback to the Chair on the use of voting].**

31. DATES OF NEXT MEETINGS

- 31.1 Council noted the dates of briefings in January, and the schedule for the remaining meetings for 2020/21:

Thursday 25 March 2021 from 5pm / 26 March 2021 all day
Thursday 1 July 2021 from 5pm / Friday 2 July 2021 all day

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

Dr Tim Westlake
Secretary to Council
November 2020