Go back to the University of Exeter home page CNL/19/154

**Council**

**MINUTES AND ACTION**

17 October 2019

11:00-17:30hrs

Council Chamber, Northcote House

**CONTENTS:**

**Council Meeting**

**No. Item**

1. Chair's Introduction

2. Minutes of the Meeting of 11 July 2019 (CNL/19/126)

3. Matters Arising

- KPI to identify the value of the investment in the integrated digital research support capability

- Council Sub-Committee: South West Institute of Technology - Capital Proposal (CNL/19/127)

- Cornwall Innovation and Research Park (CNL/19/128)

4. Annual Review of the Council (CNL/19/129) inc Self-Assessment and Effectiveness Review Progress Update (CNL/19/130)"

5. Vice-Chancellor's Report (CNL/19/131A), Performance Summary (CNL/19/131B) and Report from VCEG Residential (CNL/19/131C)

6. Chair of Council

7. Update from Remuneration Committee

8. New Student Intake 2019 Entry (CNL/19/132)

9. NSS Action Plan (CNL/19/133)

10. Report from Audit Committee (verbal update)

11. Dual Assurance (verbal update)

12. Outturn, Draft Annual Report and Financial Statements 2018/19 (CNL/19/134)

13. Exeter Students' Guild Pensions Scheme (CNL/19/135)

14. Funding Approvals

- Customer Relationship Management: Extending Capabilities (CNL/19/136)

15. Staff Engagement Survey (CNL/19/137)

16. Matters brought forward from Part II (CNL/19/138)

17. Chair's Closing Remarks

**Attendees**

**Present**

Sarah Turvill Pro Chancellor and Chair

Professor Sir Steve Smith Vice-Chancellor

Richard Atkins Pro Chancellor

Jo Binding Independent Member (joined by video conference)

Gerry Brown Independent Member

Dr Sarah Buck Pro Chancellor

Graham Cole Independent Member (morning session only)

Nicholas Cheffings Independent Member

Andrew Greenway Independent Member

Patrick Hoyle President, Students’ Guild

Professor Mark Goodwin Deputy Vice-Chancellor (External Engagement)

Professor Andrew McRae Senate Representative

Salam Katbi Independent Member

Professor Janice Kay Provost

Professor Caroline MacEwen Independent Member

Sir John O’Reilly Independent Member

Alison Reed Independent Member

Joe Rigby Exeter President, Falmouth and Exeter Students’ Union

Professor Wendy Robinson Senate Representative

Alison Rose Professional Services Representative

Dr Anni Vanhatalo Senate Representative

Glenn Woodcock Independent Member

**Secretary**

Mike Shore-Nye Registrar and Secretary

**In attendance**

Andrew Connolly Chief Financial Officer

Joff Cooke Chief Executive, Students’ Guild

Jacqueline Hodges Deputy Secretary to Council (Minutes)

Professor Neil Gow Deputy Vice-Chancellor (Research and Impact)

Professor Tim Quine Deputy Vice-Chancellor (Education)

Imelda Rogers Director of People Services

## With

Jane Chafer Director, Marketing and Communications (items 9 and 15)

Chris Cousins Strategic Delivery Unit (item 15)

**1.** **CHAIR’S INTRODUCTION**

The Chair welcomed attendees to the first meeting of the 2019/20 academic year and noted apologies from Sir John O’Reilly. Nicholas Cheffings, Andrew Greenway, Andrew McRae, Patrick Hoyle and Joe Rigby were welcomed as new members.

Declarations of interest were considered, with conflicts identified for Jo Binding, Patrick Hoyle and Joff Cooke in relation to the item on the Guild Pensions scheme.

**2. MINUTES OF THE MEETING OF 11 JULY 2019**

The minutes from the last meeting were approved subject to the addition of a note to be added to the AOB discussion on SWIT to clarify that the sub-committee was set up to approve a capital spend.

**3.****MATTERS ARISING**

*KPI to Identify Value of Digital Investment*

The Registrar and Secretary provided further detail of KPIs in place to track the success of digital investment. He noted that it was anticipated that financial savings would be delivered from time spent on administrative tasks. KPIs were set as output measures including the numbers of PS staff competent in the use of systems, number of academics trained to use, feedback from issues with the system and an increase in research profiles on new systems. Targets were to be presented to a future meeting.

**ACTION 3.01: Digital delivery targets to be presented to a future meeting of Council.**

*South West Institute of Technology (CNL/19/127)*

The Registrar and Secretary provided an update from the Council Steering Group. He explained that the University was part of a co-ordinated bid to establish the Institute for the region, which formed part of the Industrial Strategy. The Institute aimed to provide support for 2500 learners and investment from the DFE had been achieved. The initiative was described as a flagship project for making improvements to the educational provision within the revision.

*Cornwall Land Proposal (CNL/19/128)*

The Registrar and Secretary noted progress with discussions in relation to a proposed purchase of land near to the Penryn Campus. He highlighted that the opportunity had been presented to the University however it was not a requirement of strategic plans for Cornwall. The Pros and Cons of the purchase were discussed and it was confirmed that the University was not required to make a final decision on the purchase until February 2020.

**ACTION 3.02: Council to consider a full business case at the February meeting**

**(Registrar and Secretary).**

**4. ANNUAL REVIEW OF COUNCIL (CNL/19/129)**

Council reviewed its suite of governance documents. Some changes, principally to the Statement of Primary Responsibilities to include responsibility for widening participation. References to FXU were updated to Falmouth and Exeter Students’ Union.

**DECISION 4.01: Council approved the amendments as detailed in the paper, with reference to “widening access and participation plan amended to “access and participation plan”**

**5. COUNCIL ANNUAL EFFECTIVENESS REVIEW (CNL/19/130)**

The Chair thanked members for their contributions to the annual self-assessment survey. Although the results were largely positive, themes identified included unhappiness with the content and timing of papers, too much presentation with not enough time for debate, a need for improvement on some aspects of diversity and the inclusivity of finance discussions.

Council discussed the role of Senate, the OfS and initiatives to make Council more accessible and visible. It was also agreed that Council would receive regular working examples of digital innovations, to support oversight of digital investment.

**ACTION 5.01: Management Information Pack to be presented to the December meeting of Council (Chief Financial Officer).**

**ACTION 5.02: Digital showcases and presentations to be included within future Council agendas (Registrar).**

**ACTION 5.03: Feedback on diversity to be considered by the Nominations Committee when considering future independent member appointments (Chair).**

**6. VICE-CHANCELLOR’S REPORT, PERFORMANCE UPDATE AND VCEG RESIDENTIAL SUMMARY (CNL/19/131A, CNL/19/131B and CNL/19/131C)**

The Vice-Chancellor provided an update on news from the University and across the sector.

**7. CHAIR OF COUNCIL TERM EXTENSION**

*The Chair of Council left the meeting*

The Pro Chancellor’s explained that members had informally discussed the management of the transition of key leadership roles within the University and the possibility of extending the Chair of Council’s term for a further 1 year until July 2022 to maintain continuity during the period of change. The issue was now being bought to Council for formal consideration.

It was noted that the proposal would bring the Chair’s complete term to ten years and in order to approve the extension, an amendment would be required to the Statutes to allow this. Such amendments required the approval of the Privy Council and consideration by Senate. CUC Guidelines have also been considered.

Council unanimously agreed in principle to the proposal to extend the Chair’s term to 31 July 2022, subject to approval by the Privy Council and consultation with Senate. A paper outlining the proposed amendment to the statutes would be presented to a future meeting.

**ACTION 7.01: Amendment to Statute 4 – Pro Chancellors to be considered at a future meeting (Deputy Secretary).**

**8. UPDATE FROM THE REMUNERATION COMMITTEE**

*M****embers of the Executive and CEO of the Guild left the meeting. The Chair of Council rejoined the meeting.***

The Chair of the Committee, Richard Atkins, provided Council members with a summary of the Committee’s focus over the previous year. He explained that members had responded positively and pro-actively to CUC Guidance issued for Remuneration Committees and that membership was entirely independent.

Attention was drawn to the Committee’s Annual Report (CNL/19/140), which had been shared under Part II of the agenda. Council discussed performance pay, reward schemes, staff retention and incentivisation.

**ACTION 8.01: Consider how the views of DA leads can inform decisions about delivery against objectives.**

**9.** **NEW STUDENT INTAKE 2019 ENTRY (CNL/19/132)**

***The Director, Communications and Marketing and DVC (Education) joined the meeting***

The DVC (Education) introduced the paper which set out the admissions position for the new academic year. He highlighted that in achieving the numbers, protection of the student experience had been critical.

Council members offered praise for achieving targets and discussed factors that had contributed to the success.

Mechanisms in place to monitor and track issues were discussed, with note made of the tracker system which provides live feedback on matters impacting on student experience. Alternative Cornwall offers, state school entry and tariff were also discussed.

**10. NSS ACTION PLAN (CNL/19/133)**

The DVC (Education) presented a paper which detailed the University’s response to the latest NSS results.

The Dual Assurance lead for Equality, Diversity and Inclusion raised several points in relation to responses from BME students, querying whether it was possible to see the differences in responses from international and home students. It was explained that this detail was available within the MI Hub. It was also noted that perceptions, for example in relation to responsibility the University takes towards safety, was poorer amongst students from ethnic minority backgrounds.

The Provost noted that one of the reasons for establishing the Provost’s Commission was to provide a mechanism by which to address such issues and identify where action could be taken to ensure improvement. The impact on the University’s TEF Gold status was also discussed. It was confirmed that each department has been tasked with producing an action plan and manifestos based on the areas requiring focus. Work was being undertaken with the Guild and Students’ Union to improve student representation and lots of good practice was being shared from areas that were performing well.

***The DVC (Education) left the meeting.***

**11. UPDATE FROM THE AUDIT COMMITTEE**

The Chair of the Audit Committee provided a verbal summary from September’s Committee meeting. He highlighted discussion regarding the performance of PWC as the University’s Internal Auditors, robustness of the financial results, risks associated with pensions and the lessons learnt from the implementation of T1, the University’s new finance system. Value for Money and Fundraising were also noted. Attention was also drawn to the Draft Report from the Audit Committee which had been shared under Part II of the agenda.

**12. DUAL ASSURANCE UPDATES**

Independent members of Council provided verbal updates of any issues raised within their portfolios.

**13. OUTTURN, DRAFT ANNUAL REPORT AND FINANCIAL STATEMENTS 2018/19 (CNL/19/134)**

The Chief Financial Officer introduced the discussion by noting that the years’ results had been the best ever reported. He commented that the results were well balanced, including EBITDA, expenditure and income and cash balance. This marked a solid improvement in financial performance.

It was explained that the figures reflected an increase in pensions liabilities, with note that the sum would be paid out over 10 years but it was necessary to record it in one go in the accounts.

The CFO advised that the draft version of the Report and Statements had been considered by Audit Committee in September and was due to be considered again at the meeting of 31 October. The final version of the Report and Statements would be presented to Council for approval at the November awayday. Work was still underway to finesse the narrative and comments on amendments were requested asap.

It was confirmed that the external auditors’ report would be presented with the accounts for consideration, however clarification was given that no material concerns had been raised by them to date.

Council discussed College contributions, operating costs, debt refinancing, the voluntary severance scheme and Professional Services headcount.

**ACTION 13.01: Comments on the accounts to be sent to the CFO asap (all Council members)**

**14. EXETER STUDENTS’ GUILD PENSIONS SCHEME (CNL/19/135)**

***The President and CEO of the Exeter Guild and Jo Binding left the room.***

Council noted the position.

***The President and CEO of the Exeter Guild and Jo Binding rejoined the meeting.***

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| **15. FUNDING APPROVALS: CUSTOMER RELATIONSHIP MANAGEMENT: EXTENDING CAPABILITIES (CNL/19/136)**  Chris Cousins of the Strategic Delivery Unit joined the meeting to present the business case for further enhancement of the University’s CRM system. He explained the additional capability aspirations.  Council discussed the proposal and queried whether the technical enhancements were being driven by technical solutions or user need. Greater emphasis on what the outcome of the investment would be was requested, with suggestion made that cases should include clearer detail of what will actually be delivered from a user perspective and the development strategy. Request was also made for the opportunity to pause or roll back the project if the technology did not meet requirements.  **DECISION 15.01: Council approved the investment, subject to progress reports being shared on regular basis.**  **16. STAFF ENGAGEMENT SURVEY (CNL/19/137)** |
| The Director of People Services introduced the discussion and highlighted the themes identified within the Staff Engagement Survey results of the 2018 survey and related actions. Effort was being made to focus on action and ownership at department level. Council discussed the challenges of staff engagement, particularly within the academic community, leadership and the training focus of plans. |

**17. MATTERS BOUGHT FORWARD FROM PART II**

Council approved the following papers:

* Affixing of the Seal (CNL/19/144)
* Amendments to Ordinance (CNL/19/145)

**18. CHAIR’S CLOSING REMARKS**

The Chair made members aware that Kiron Farooki had resigned from Council.

The following papers were noted:

* SDU Update (CNL/19/139)
* Draft Annual Report of the Audit Committee (CNL/19/141)
* Capital Investment Group – June 2019 (CNL/19/142) and September 2019 (CNL/19/143)

COUNCIL & COMMITTEES

REGISTER OF INTERESTS 2019/20

Members

|  |  |
| --- | --- |
| Sarah Turvill | Willis Towers Watson (Director of UK Subsidiary; Pensioner); Yarmouth (IOW) Harbour (Commissioner); Grays Inn (Bencher) |
| Sarah Buck | BSW Consulting (Consultant; part-time); Institution of Structural Engineers (Ethics Committee member); Joint Board of Moderators (Accreditation Visits) |
| Richard Atkins | Department for Education (Engaged as FE Commissioner) |
| Professor Sir Steve Smith | UUK (Board Member); Russell Group (Board Member); UCAS (Chair of Board); Heart of the South West LEP (Board Member); |
| Professor Janice Kay | Royal Devon & Exeter NHS Foundation Trust (Non-Executive Director); Advance HE (Board Member); Office for Students (Deputy Chair Teaching Excellence Framework); Office for Students (Chair – Teaching Excellence Framework (Subject Level Pilot)) |
| Professor Mark Goodwin | Cornwall and Isles of Scilly LEP (Board Member) |
| Jo Binding | National Union of Students (Trustee, Chair of Finance Committee); The Student View (Chair of Trustees) |
| Gerry Brown | NovaQuest Capital (Chairman); IQVIA (Shares) |
| Nicholas Cheffings | Hogan Lovells International LLP (Consultant to the firm); PRIME Commitment Ltd (Chair); Making the Leap (Chair); CareTech Charitable Foundation (Trustee); ISLP-UK (Trustee); British Paralympic Association Parallel Club (Chair) |
| Graham Cole | Coldharbour Technology (University of Exeter working with Coldharbour) |
| Andrew Greenway | None |
| Patrick Hoyle | Exeter University Students’ Guild (President) |
| Salam Katbi | Department for Education (South West Regional Co-ordinator for Prevent) |
| Professor Caroline MacEwen | Academy of Medical Royal Colleges (Chair); Tayside Health Board (Consultant Ophthalmologist); Scottish Government/CMO (Clinical Lead); NHS Education for Scotland (Associate Postgraduate Dean); NHS Improvement (Clinical Lead GIRFT Programme); Moorlands Eye Charity (Trustee) |
| Professor Andrew McRae | None |
| Sir John O’Reilly | A\*STAR (Board Member and Chairman of the Science and Engineering Research Council); ERA Foundation Ltd (Chairman); University of Huddersfield (wef 010918 - Royal Academy of Engineering Industrial Visiting Professor); Royal Commission for the Exhibition of 1851 (Board Member); UCL (Visiting Professor); Royal Academy of Engineering (Member, Enterprise Committee & Selection Committee for Enterprise Fellowships); UCL (Visiting Professor) |
| Alison Reed | British Airways plc (Director); NewDay Ltd (Director); CGI Group Inc (Director) |
| Joe Rigby | None |
| Alison Rose | None |
| Professor Wendy Robinson | None |
| Anni Vanhatalo | None |
| Glenn Woodcock | Centre for Science and Policy, University of Cambridge (Policy Fellow Alum); City Science Corporation Limited (Chairman and Shareholder); Cloudsoft Corporation Limited (Shareholder); Exeter City Futures Community Interest Company (CEO and Founder); Exeter College (Governor); Global City Futures Limited (Director); Grenadier Paternoster Limited (Director); Low Carbon Limited (Director); Low Carbon Foundation (Director); Low Carbon Oxygen Limited (Director); Oxygen House Limited (Director); Oxygen House Group Limited (Director); Queen’s Drive Exmouth Community Interest (Director); Royal Society for the encouragement of Arts, Manufacturers and Commerce (RSA) (Fellow); Sparx Limited (Director); Dartington Hall Trust (Trustee of Board) |

In attendance

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| Andrew Connolly | Peninsula Innovations Ltd (Director); University of Exeter Consulting Ltd (Director); Falmouth Exeter Plus (Director) |
| Joff Cooke | Gradsouthwest (Spouse co-owner and Director of Business) |
| Neil Gow | Sainsbury Laboratory (Trustee Director, Head of Scientific Advisory Board); Westerdijk Institute (Member of Scientific Advisory Board), Editor in Chief, The Cell Surface; Editor, Cellular Microbiology); British Society for Medical Mycology (President 2018-2021) |
| Professor Tim Quine | University Vocational Awards Council (Board Member); Tianjin University (Honorary Professor) |
| Imelda Rogers | None |
| Mike Shore-Nye | Ted Wragg Multi Academic Trust (Institutional Member); Exeter Science Park (Director; Exeter College (Spouse as student); Northcott Theatre (Trustee) |

Other Committees

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| --- | --- |
| Bettina Rigg | Veale Wasbrough Vizards LLP (Employee-partner); Writtle University College (Governor) |
| David Dupont | Diabetes UK (Member of Clinical Studies Group researching Type 1 Diabetes); Operation Imprezza (Charity Trustee Director); Pennon Group Plc (Shareholding) |
| Simon Enoch | Jurit LLP (Consultant); Nescot (Governor); 100% IT Ltd (Director) |