

COUNCIL

MINUTES AND ACTIONS – APPROVED

18 May 2023

9.30am-1.30pm

Council Chamber, Northcote House

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Council Nominations Committee Meeting

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Attendees:

MEMBERS PRESENT

Quentin Woodley	Pro-Chancellor and Chair
Professor Lisa Roberts	Vice-Chancellor
Sir Richard Atkins	Pro-Chancellor (<i>online via Microsoft Teams</i>)
Sarah Buck	Pro-Chancellor
Jo Binding	Independent Member
Nicholas Cheffings	Independent Member
Shades Chaudhary	Professional Services Representative
Graham Cole	Independent Member
Professor Barrie Cooper	Senate Representative

Professor Alex Gerbasi	Senate Representative
Georgi Griškevičienė	President, Falmouth and Exeter Students' Union
Professor Richard Follett	Deputy Vice-Chancellor (Global Engagement)
Andrew Greenway	Independent Member
Professor Janice Kay	Provost
Salam Katbi	Independent Member
Lily Margaroli	President, Exeter Students' Guild
Professor Sue Prince	Senate Representative
Professor Tim Quine	Deputy Vice-Chancellor (Education and Student Experience)
Alison Reed	Independent Member
Malcom Skingle	Independent Member
Glenn Woodcock	Independent Member

SECRETARY

Mike Shore-Nye	Registrar and Secretary
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MEMBERS APOLOGIES

Lounette Dyer	Independent Member
Amoetsoe Mkwena	Independent Member

STAFF IN ATTENDANCE

Andrew Connolly	Chief Financial Officer (CFO) and Executive Divisional Director of Finance, Infrastructure and Commercial Services
Alison Chambers	University of Exeter, Student's Guild, CEO
Professor Richard Follett,	Deputy Vice-Chancellor (Global)
Stuart Brocklehurst	Deputy Vice-Chancellor, Business Engagement and Innovation
Professor Dan Charman	Pro-Vice-Chancellor, Faculty of Environment, Science and Economy
Linda Peka	Deputy Registrar
Imelda Rogers	Divisional Director of Human Resources
Dr Jeremy Diaper	Assistant Director, Governance (minutes)

ACTIONS:

Reference	Action	Responsible	Deadline
5.4	ACTION: that a further update would be provided to Council on the new OfS Conditions of Registration relating to Free Speech and Academic Freedom in the Academic Year 2023/24.	Mike Shore-Nye	November 2023

DECISIONS

Reference	Agreed	Paper
11.8	Council APPROVED the updated University Risk Management Policy, subject to the amendments noted in discussion.	<u>CNL/23/45</u>

1. Chair's Introduction and Declarations of Interest

- 1.1 The Chair welcomed Council members to the meeting and thanked them for their contribution to the recent Strategy 2030 Away Day held on 13 April 2023. Positive feedback had been received in response to the online questionnaire circulated to members following the Away Day and the Chair indicated that this would be utilised to further enhance the approach to meetings moving forwards, including circulating presentations to members in advance and enabling more time for breakout group discussions;
- 1.2 an induction session would be held on 11 October 2023 (12noon-4pm) which would be an obligatory requirement for all new members joining Council. An invitation would also be extended to any existing members of Council who wished to attend the induction session;
- 1.3 the Chair noted that there were no declarations of interest in relation to agenda items and that apologies had been received from Lounette Dyer and Amoetsoe Mkwena.

2. Minutes from the meeting of 22nd February, 23rd February and 13th April 2023 (CNL/23/32; CNL/23/33; CNL/23/34 /34)

- 2.1 the minutes from the meeting of 22nd February, 23rd February and 13 April 2023 were **APPROVED**, subject to the correction of a typographical error in relation to minute 3.6 from the meeting held on 22nd February 2023.

3. Action Log (CNL/23/35)

- 3.1 the Chair noted that an action log had been introduced as a standing item of Council business to increase visibility surrounding the progress of actions agreed at Council meetings.

4. Matters Arising

4.1 Nominations for Independent Council and Audit and Risk Committee Memberships 2023/24 (CNL/23/37 Confidential)

- 4.1.1 the Chair of Council noted that a number of Independent Members would be stepping down from Council on 31 July 2023, including:
 - Sarah Buck (Class I, Pro-Chancellor and Senior Independent Governor)
 - Amoetsoe Mkwena (Class II, Independent Member)
 - Graham Cole (Class II, Independent Member)
 - Lounette Dyer (Class II, Independent Member), who also be continuing to support the University as special advisor to Stuart Brocklehurst (Deputy Vice-Chancellor, Business Engagement and Innovation);
- 4.1.2 the Chair of Council provided an update on recent recruitment processes and highlighted that one of the key requirements for the search for the new Pro-Chancellor was that the candidate would enhance the gender diversity of the current Pro-Chancellors, live locally to the University and have the capacity to commit to the additional responsibilities of the role. On the basis that none of the current Independent members fulfilled this criteria, an external search had been undertaken utilising Odgers Berndtson;
- 4.1.3 following a rigorous recruitment process and unanimous endorsement from Nominations Committee on 13 April 2023, Council approved the recommendations for new Independent Council memberships as detailed below:

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4.1.4 following unanimous endorsement from Nominations Committee on 13 April 2023 and Audit and Risk Committee on 11 May 2023, Council also approved the following extensions to Independent Memberships of Audit and Risk Committee:

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4.1.5 further to the recommendation circulated to Council via email on 10 May 2023, Professor Dan Charman had been formally appointed as Provost and would be taking on his new role on 1 August 2023, following Professor Janice Kay stepping down at the end of July 2023;

4.1.6 David Stacey had been appointed as the new Chief Financial Officer and Executive Divisional Director of Finance, Infrastructure and Commercial services and would take up the role from 14 August 2023. Andrew Connolly, the current Chief Financial Officer, had agreed to continue in a consultative capacity between August 2023 and December 2023 to help support the onboarding, induction process and knowledge exchange for the new Chief Financial Officer;

4.1.7 Council recognised the importance of diverse representation across both the senior leadership Team and governing body within the University. It was noted that further initiatives would be explored to further diversify the membership of the governing body, including the development of a strong pipeline of candidates and further consideration of a governance apprenticeship programme;

4.1.8 it was noted that particular efforts would be made to ensure that a diverse pool of candidates were shortlisted for the roles of Deputy Vice-Chancellor (People and Culture) and Deputy Vice-Chancellor (Research and Impact). Further work was also being undertaken to introduce a Vice-Chancellor's Leadership Development programme to equip internal members of staff with the necessary skills and expertise to progress into senior executive leadership positions within the sector;

5. Vice-Chancellor's Briefing (CNL-23-38 Confidential)

5.1 it was understood that the government would shortly be announcing new restrictions to student visa routes with the aim to cut net migration by restricting the ability for postgraduate international students to bring family members with them to the UK;

5.2 a study undertaken jointly by Universities UK International (UUKi), the Higher Education Policy Institute (HEPI) and Kaplan International Pathways would be published in May 2023 to highlight the growing benefits and importance of international higher education students to the UK economy. The report would reveal that the total economic benefits had risen from £31.3 billion to £41.9 billion between 2018/19 and 2021/22 along with the net impact on Exeter (£140.7m) and Truro and Falmouth (£58.5m);

5.3 following the Higher Education (Freedom of Speech) Act receiving royal assent on 11 May 2023, a new OfS Condition of Registration relating to Free Speech and Academic Freedom had been introduced which would require both Universities and Student Unions to 'actively promote' Freedom of Speech and comply with new free speech duties.

5.4 Professor Arif Ahmed had been appointed to the new Office for Students role of Director of Free Speech and Academic Freedom to provide oversight of the implementation of the legislation and ensure Universities were meeting these statutory duties;

ACTION: that a further update would be provided to Council on the new OfS Conditions of Registration relating to Free Speech and Academic Freedom in the Academic Year 2023/24.

5.5 Professor Maggie Shepherd had been awarded the internationally prestigious Aster Guardians Global Nursing Award in recognition of her transformative work in monogenic diabetes;

5.6 the Vice-Chancellor would join the IDP Connect UK Strategic Advisory Board from July 2023, which would provide a unique opportunity to gain insights into global HE market data analysis, international student trends and behaviours;

5.7 the University had launched a new joint PhD programme with the Chinese University of Hong Kong (CUHK) which would further deepen the existing collaboration between the two institutions. Further work was being undertaken to strengthen the University's strategic collaboration with Tsinghua University, including development of research connections into STEMM;

5.8 a new exchange programme was being developed with Fudan University which would help further strengthen the partnership with the University;

5.9 an event at the House of Lords was scheduled on 26 June 2023 for the launch of the 'Green Future Solutions', a major new initiative aimed at working with businesses, entrepreneurs and governments around the world on environmental and climate solutions;

5.10 Hugh McCann (Director of Estate Services) had announced that he would be retiring from the University after 23 years of service at the University. A search for his replacement would be undertaken in due course;

5.11 plans were in place to mitigate the impact of the marking and assessment boycott on students with a particular focus on maintaining academic standards, protecting student outcomes and maximising efforts to ensure timely marking, as well as providing wellbeing and welfare support to any students who may have incomplete transcripts;

5.12 it was not possible at this stage to predict the precise impact of the marking and assessment boycott, but the situation was being monitored closely by the Industrial Action Gold Group (co-chaired by the Registrar and Secretary and Provost) to enable the University to react swiftly to make every effort to minimise the impact on student progression or transition into employment;

5.13. students would be able to graduate upon successful completion of 300 credits, even if they had an incomplete transcript. It was recognised that there were particular challenges for courses that carry professional, statutory and regulatory body (PSRB) accreditation conditions and that work may have to be marked on an extended timescale;

6. Third Financial Forecast for 2022/23 (CNL-23-39 Confidential)

6.1 the latest financial forecast demonstrated a strong performance as a result of an increase in research grant and contract income and further improvements in other income and interest receivable

Closed Minute

7. Russell Group Financial Statements 2021/22 Analysis (CNL/23/40 Confidential)

- 7.1 the University's capital expenditure as a percentage of income in 2021/22 was the third lowest in the Russell Group and was falling relative to other peer institutions;
- 7.2 the University's gearing (debt/income ratio) in 2021/22 was narrowly below the Russell Group median;
- 7.3 the following in discussion:
- 7.3.1 whilst the comparison with Russell Group Financial Statements was useful in providing a broad indicator of relative financial performance and highlighting key trends across the sector and should therefore be brought to Council annually, it was recognised that further work could also be undertaken to present the data with a more sophisticated form of analysis, including: mapping against delivery of strategy 2030, consideration in the wider context of implications for student experience and delivery of Net Zero targets; benchmarking beyond the Russell Group with international peer institutions in Australia, Canada and USA;
- 7.3.2 the comparison data highlighted that the University's plans for increased capital investment and international student growth were prudent in the context of the levels of investment across the Russell Group;

8. Costing Insights 2021/22 (CNL/23/41 Confidential)

- 8.1 the Costing Insights 2021/22 paper provided a broad commentary on University costs and cost recovery;
- 8.2 the TRAC results for 2021/22 showed improving teaching cost recovery but slightly worsening research cost recovery as Education and Research staff focus on research reverted back to pre-pandemic levels, with a corresponding increase in Estates and other supporting costs for research activity;

Closed Minute

9. Draft Budget 2023/24 and Later Year Plans (CNL-23-42 Confidential)

- 9.1 in July 2022, Council had previously approved a 1-year capital programme reflecting the early stages of development of the Strategic Delivery Plan. Council would be presented in July 2023 with a detailed budget 2023/24 and later year plans, including a multi-year capital programme focused on a number of new project starts over the next 3-years in support of Strategy 2030;
- 9.2 the University was currently projecting an operating surplus of 1% of income in 2023/24 rising to 3% from 2025/26 onwards, which would be achieved through a combination of planned efficiency savings, margin improvements and planned growth activity;
- 9.3 the draft budget and later year plans included a number of recently approved new business plans or indicative plans that were currently in development and in the pipeline for approval. New borrowing was not envisaged to be required in the next 3-year period but it was anticipated that borrowing would be required from 2026/27 onwards;

Closed Minute

10. INTO Student Lease with Legal and General (CNL/23/43 Confidential)

10.1 the Chief Financial Officer presented the report outlining a revised proposal to the one previously approved in October 2022 (CNL-22-99), outlining a financial appraisal and updated risk analysis of the revised proposal;

Closed Minute

11. Updated Risk Management Policy and Risk Report (CNL/23/44 and CNL/23/45)

11.1 the risk management policy had been updated to reflect the new organisational structure and governance arrangements and align with the development and launch of the digital risk register, which would be introduced in the new Academic Year 2023/24;

11.2 the risk management policy had been updated to formalize the roles, responsibilities and governance arrangements in place;

11.3 the following amendments were proposed to the risk management policy:

11.3.1 that section 4b (Governance and Risk Management) be updated as follows to highlight Council's overall accountability for risk management: 'UEB has overall responsibility for institutional management *and operationalisation of risk, with Council retaining oversight of risk management as the accountable body.*'

11.3.2 that the Health and Safety Committee should be referenced specifically in the Policy in light of the significant risks in this area;

11.4 the following points were noted in discussion:

11.4.1 that further consideration should be given to the mechanisms for determining when an emerging risk becomes an ongoing issue and process for reviewing effectiveness of mitigations in the event that risk eventuates into an issue in spite of mitigations;

11.4.2 that the frequency of Dual Assurance meetings currently varied, with Estates Dual Assurance portfolio meeting monthly, and others meeting termly. As previously reported to Council in April 2023, it was noted that a review of current mechanisms of providing assurance to Council (including Dual Assurance) would be undertaken over summer 2023;

11.5 following review by the Compliance Committee, University Executive Board and Audit and Risk Committee, Council discussed the Risk Report 2 and noted the three risks scored at red or high amber on the corporate risk register, including: Information Security (red); Information Governance: Failure of Policy, Systems, IT Security (high amber); inflation (high amber). It was noted that the information security risk score had reduced as a result of the improvements roadmap and testament to continued efforts of colleagues to achieve progress in this area;

11.6 it was also noted that the risks for Student Mental Health and Wellbeing and Health and Safety had reduced to Amber and that two risk areas had been identified for additional consideration by Audit and Risk Committee including Financial Sustainability and International Student Recruitment.

11.7 risk horizon scanning activity was being conducted at multiple levels across the institution to

ensure that emerging risks and challenges were captured and assessed;

11.8 it was also noted that the departure of Sarah Buck from Council alongside the retirement of Hugh McCann (Director of Estate Services) and Andrew Connolly (Chief Financial Officer) would also present additional increased risks to the University surrounding delivery of the capital programme;

Council **APPROVED** the updated University Risk Management Policy, subject to the amendments noted in discussion.

12. Updated on Exeter Energy Network and Wind Turbines (CNL/23/46 Confidential)

12.1 the Director of Sustainability provided Council with an update on two strategic projects within the Infrastructure Decarbonisation Masterplan;

Closed Minute

13. Update on Shell Partnership (CNL/23/46 Confidential)

13.1 the University had worked with Shell for over 15 years in collaborative research projects on advancing biofuels and renewable chemicals;

13.2 within an existing research framework agreement formalised in 2017, the University had signed a contract in November 2022 to renew its research partnership with Shell on the Carbon Storage in Pasture through Ecological Restoration (CASPER) programme for a further five years. The project was designed to accelerate the phasing out of fossil fuel supply and demand, the transition to renewable energy at scale, and investment in carbon dioxide capture and removal;

13.3 the University remained committed to accelerating the phasing out of fossil fuel supply and demand, the transition to renewable energy at scale and investment in carbon dioxide removal which remained integral to its commitment to leading meaningful action against the climate emergency and ecological crisis as part of University Strategy 2030;

13.4 that it would be important to find an effective means of communicating the University's strategic ambitions to develop meaningful collaboration and partnership with a breadth of business partners and continued focus on achieving lasting impact to create a sustainable, healthy and socially just future;

13.5 a recent report published by Universities UK had highlighted the importance of Universities working with global partners to deliver research collaborations for the wider benefit of society;

13.6 in relation to the University Principles Framework:

13.6.1 a Task and Finish Group was being chaired by Professor Richard Follet (DVC, Global) to help develop a University principles framework that would set core guiding principles to inform the institutional approach to wider engagement with external partners and businesses. The Task and Finish Group had held three meetings to date and its membership included representation from across Council, Senate, Faculties, Professional Services and student representatives;

13.6.2 the development of the University principles framework was underway and would be reviewed in relation to the due diligence processes for partnership approvals;

- 13.6.3 the need to continue to keep the wider community updated on progress surrounding the development of the University principles framework and to clearly illustrate the widespread consultation and engagement involved;
- 13.6.4 that it would be important for the University to maintain the principle of academic freedom and continue to enable individual staff to undertake research on a wide range of topics;
- 13.6.5 that it would be helpful to identify further opportunities to enhance the transparency regarding the specific aims and objectives of specific research partnerships and collaborations;

Closed Minute

14. Update on New Faculties (CNL-23-47)

- 14.1 the Provost provided a high-level overview from a cross-faculty perspective on progress over the last nine months in embedding new Faculty Ways of Working and the co-creation of new Faculty Strategies and 5-year plans;
- 14.2 all Faculty level leadership roles had been successfully recruited to and leadership teams strengthened to provide strategic direction and operational oversight. A 'Leadership Difference Programme' had also been launched providing full and comprehensive training, including strategic planning and financial context;
- 14.3 Professional Service expertise had been further embedded and aligned to support faculty leadership teams and develop integrated partnership work and an enhanced focus on academic priorities;
- 14.4 a series of Faculty Launch Events had been held to provide an opportunity to develop community-building practices and to co-create a clear vision for Departmental and School successes;
- 14.5 there had been a series of successes in research and education across the three faculties, including launch of the Green Futures Solution Hub;
- 14.6 cost efficiencies were being carefully monitored and reviewed through cost recovery strategies and policies, with increased local accountability and collective oversight of Faculty Executive Boards;
- 14.7 workspace 2030 principles were being deployed across departments to optimise current estate usage and facilitate community spaces;
- 14.8 taught portfolio boards were overseeing market and student experience-led principles for programme design and approval;
- 14.9 Institutes were now hosted by specific Faculties, but continuing to operate in an interdisciplinary way and integrated within business plans as part of strategic planning;
- 14.10 in discussion, the importance of the following: utilising the launch of the Green Futures solutions hub to help develop enhanced levels of partnership and to utilise the breadth of academic expertise across the University to co-create solutions to global societal challenges; identifying mechanisms to incentivise and inspire academic staff to be engaged in improving

the impact of their research through partnership working and development; ensuring there was a collaborative sense of engagement across Faculties in activities at Penryn;

15. EDI – KPI Update Report (CNL-23-48)

- 15.1 Council noted the report which provided an update on progress against student and staff KPIs across Equality, Diversity and Inclusion and outlined key areas of focus for the 2022/23 academic year;
- 15.2 the implementation of the first Culture Index Pulse Survey (11 May 2023 – 26 May 2023) would enable a better understanding of colleagues’ lived experiences and evaluation of Wellbeing, Inclusion and Culture initiatives;
- 15.3 the University had continued to make progress on closing its pay gaps and had reduced disability and gender pay gaps in line with institutional targets.

16. Student President Termly Reports (CNL-23-49 and CNL-23-50)

- 16.1 Council noted the key updates from the Students’ Union and Guild including strategic priorities and reflections from the previous academic year;
- 16.2 the Falmouth & Exeter Students’ Union were holding a referendum (15 – 19 May 2023) to provide members with the opportunity to make a decision about whether the Students’ Union should disaffiliate from NUS UK;
- 16.3 the 2023 Guild Leadership Elections held from 13th January – 24th February 2023 had facilitated the election of 5 Guild Full Time Officers, the Athletic Union’s Sports President, and 28 Department Offices;

17. Dual Assurance Update

- 17.1 the Chair of Council advised members that the first meeting of the Council Assurance Review Group had been held in May 2023 to endorse the membership, scope and Terms of Reference and that these would be scheduled for consideration by Nominations Committee and Council at the forthcoming meetings in June and July 2023;

18. Any Other Business

- 18.1 the Chair of Council confirmed that the following papers had been approved within Part II:
 - 18.1.1: Education Board Terms of Reference (CNL-23-51);
 - 18.1.2: Amendments to Calendar: External Examiner Lists and Prizes Section (CNL-23-52) / (CNL-23-53);
 - 18.1.3 Modern Slavery Act Transparency Statement (CNL-23-54)
 - 18.1.4 Speak Out Guardians Annual Report (CNL-23-55)

19. Chair’s Closing Remarks

- 19.1 the Chair of Council thanked members for their contribution to the meeting and advised that the last meeting of Council in the Academic Year 2023-24 would be held on 6 July 2023.