



University  
of Exeter

## COUNCIL

### MINUTES AND ACTIONS - APPROVED

8 DECEMBER 2022 09:00-13:00, via Teams

## CONTENTS

1. Chair's Introduction
2. Declarations of Interest
3. Minutes from the meeting of 13 October 2022
  - Matters arising from the minutes
    - Response to Coroner – Assurance Report
    - Impact of Hedging Strategies on Energy Suppliers
4. Vice Chancellor's Briefing
  - Finance
5. First Financial Forecast
6. Approving the Financial Statements:
  - Annual Report and Financial Statements of the University for the Year 2021-22
  - Audit Highlights Memorandum from KPMG
  - Management Letter of Representation
7. Capital Approvals
  - Workplace 2030 Business Case
  - Assurance
8. Reports from the Presidents of the Students Guild and the Falmouth and Exeter Students' Union
9. University TEF Submission
10. NSS Update
11. Admissions Update
12. EDI Report
13. Risk Report 1
14. Report from Audit and Risk Committee
15. Report from Dual Assurance Independent Leads
  - Governance
16. Report from Nominations Committee
  - Role of the Senior Independent Governor
17. Delegation Framework
18. Matters brought forward from Part II:
  - Affixing the Seal
  - Amendments to Ordinance 34
  - Researcher Development Concordat
19. Chair's Closing Remarks
  - Governance item reserved for independent members
20. Report from Remuneration Committee

## ACTIONS

Item	Action	Owner	Deadline
1.6	Terms of References for the Independent Review into Mental Health group to be shared with Council	Deputy Registrar	Feb Council
1.8	CFO to provide a demand management assurance update at the next council meeting in February	CFO	Feb Council
3.1	The First Forecast Report would be circulated to Council members following the meeting	CFO	Dec 13 <sup>th</sup>
6.3	CFO to take the £2 meal deal proposal to the FXPlus board	CFO	Next FXPlus Board

## DECISIONS

Item	Decision	Paper No.
1.4	The minutes of the meeting on 13 October 2022 were <b>APPROVED</b>	CNL/22/115
4.2	Council <b>APPROVED</b> the signing of the Letter of Representation to KPMG and the Annual Report & Financial Statements and noted all the work undertaken in order to prepare these documents and thanked all the Finance Team involved	CNL/22/119 CNL/22/120 CNL/22/121
5.1	Council <b>APPROVED</b> the Workplace programme approach taken, the proposed scope for the first phase and the request for drawdown of place marker capital funds of £2m capital to develop the Phase 1 designs to RIBA stage 2 for five buildings and to RIBA stage 4 for Northcote House	CNL/22/123
14.2	Council <b>APPROVED</b> the title changes for the Pro-Chancellors	CNL/22/145
15.1	The proposal set out in paper CNL/22/128 was <b>APPROVED</b> , noting the increase to the Executive spending decision limit to £5M	CNL/22/128
16.1	Council <b>APPROVED</b> the matters brought forward from part II: <ul style="list-style-type: none"> <li>• Affixing the Seal (CNL/22/130)</li> <li>• Amendments to Ordinance 34 (CNL/22/131, 131A)</li> <li>• Researcher Development Concordat (CNL/22/132)</li> </ul>	CNL/22/129

**MEMBERS PRESENT**

Quentin Woodley	Pro-Chancellor and Chair
Professor Lisa Roberts	Vice-Chancellor
Sir Richard Atkins	Pro-Chancellor
Jo Binding	Independent Member
Sarah Buck	Pro-Chancellor
Nicholas Cheffings	Independent Member
Graham Cole	Independent Member
Professor Barrie Cooper	Senate Representative
Lounette Dyer	Independent Member
Professor Alex Gerbasi	Senate Member
Professor Mark Goodwin	Deputy Vice-Chancellor (Global Engagement)
Andrew Greenway	Independent Member
Salam Katbi	Independent Member
Professor Janice Kay	Provost
Amoetsoe Mkwena	Independent Member
Lily Margaroli	President, Exeter Students' Guild
Georgi Griškevičienė	President, Falmouth and Exeter Students' Union
Professor Sue Prince	Senate Representative
Alison Reed	Independent Member
Malcom Skingle	Independent Member
Glenn Woodcock	Independent Member
Shades Chaudhary	Professional Services Representative

**SECRETARY**

Mike Shore-Nye	Registrar and Secretary
----------------	-------------------------

**MEMBERS APOLOGIES**

Linda Peka	Deputy Registrar
------------	------------------

**STAFF IN ATTENDANCE**

Professor Tim Quine	DVC Education and Student Experience
Professor Rich Smith	DVC Strategy Integration and Resources
Andrew Connolly	Chief Financial Officer (CFO) and Executive Divisional Director of Finance, Infrastructure and Commercial Services
Sean Fielding	Interim Executive Divisional Director of External Engagement & Global
Imelda Rogers	Executive Divisional Director of Human Resource
Chris Lindsay	Future Structures Project Lead for Compliance, Governance & Risk
Katy Griffiths	University Corporate Services Business Manager (minutes)
Dr Michael Wykes	Divisional Director of University Corporate Services
Jo Hamilton	Head of Admissions (item 11 only)

**OBSERVERS**

Dr Jeremy Diaper	Incoming Assistant Director Governance (observer)
------------------	---

**1. Chair's Introduction, minutes from the meeting of 13 October 2022 (CNL/22/115) and Matters Arising, including Chair's Actions**

- 1.1 The Chair welcomed all Council members to the meeting and asked members to declare any conflicts of interest related to items under discussion. None were declared.
- 1.2 The Chair noted apologies from Linda Peka. The Chair welcomed Jeremy Diaper to observe the meeting as the incoming Assistant Director of Governance who would be taking over the support for Council.
- 1.3 Sarah Buck gave a tribute to Clare Marx, noting her contribution to Council and the support she gave to the Medical School and in particular, the way in which she championed women and diversity in science. It was noted that a letter of condolence had been sent and that there would be a memorial in the spring.
- 1.4 The minutes of the meeting held on 13 October 2022 were **APPROVED**.
- 1.5 Council received the Response to Coroner: Assurance Report (CNL/22/116 & 116A). The Registrar & Secretary noted that this was the immediate response to the report and the next steps were that an Independent Review into Mental Health group would be formed in the new year, chaired by Sir Richard Atkins and that it will include Academic experts, NHS colleagues and experts, Legal Counsel, and student input.
- 1.6 Council raised the following points:
- There was a suggestion that the review should seek to understand the current approach and potential barriers to support arising from supporting a large student population
  - There was a suggestion made about the importance of understanding the broader cultural view of our community and what shifts might be required to make sure all support avenues and communications are appropriate.
  - Concerns were noted about our students' awareness of what steps the university is taking to support them and making sure communications were clear and routes to services are not daunting for students.
  - There was a suggestion about the university considering if it could offer credit-bearing modules on wellbeing.
  - It was noted that there were opportunities emerging from the data foundations project to support this agenda particularly by using analytics and, if combined with a human touch, as part of our digital transformation.
  - Important to ensure that the review sought to utilize best practice and guidance from other HEIs (Higher Education Institutions)

**ACTION: Terms of Reference for the Independent Review into Mental Health group to be shared with Council**

- 1.7 The CFO gave a verbal update on the Impact of Hedging Strategies on Energy Suppliers, the key points were:
- While the University has fixed the majority of its energy tariffs for most of 2022/23, the flip side of that is that risk and cost is passed onto the counterparty. This is why a number of energy providers have failed
  - Much of the sector procures its energy through a national energy consortium (TEC - the Exeter energy manager is a director of TEC). This strengthens purchasing power but could also concentrate counterparty risk

- TEC trading decisions are governed by a Risk Management Policy and Procedure reviewed monthly by a Governance meeting
- TEC procures from large energy companies (currently EDF for electricity and Corona for gas)
- Like all energy suppliers they back-to-back their contracts with their own hedging, ensuring they do not sit on too much risk but instead trade it out into the market
- However, forward hedging is less common and more challenging in the current market – itself a rational response to volatility and market risk
- Around 20% of our electricity is also purchased through a 10-year CPI PPA contract
- We have also just procured some large generators to provide back-up supply to a small number of critical research facilities on campus
- In summary it was not felt that the risk of provider failure was significant for the university at this time

1.8 The CFO also noted that in addition to managing procurement risk in supply we are also managing demand:

- Using Building Management Systems to control temperatures and timing schedules
- Undertaking communication campaigns to staff and students. More of this planned in the coming months
- The Sustainability Team has evolved out of a large and embedded community within the University, enabling greater and genuine buy-in for change management

**ACTION: CFO to provide a demand management assurance update at the next Council meeting in February**

## 2. Vice Chancellor's Briefing (CNL/22/117)

2.1 The Vice-Chancellor (VC) provided further updates to the briefing set out in paper CNL/22/96, as follows:

- The trip to the Indian Institute of Technology (IIT) Delhi, noting the meeting with the new Director was especially productive and there was agreement on a partnership framework for Education and Research to build on our existing MOU. There was also discussion about a new campus and how we could help support in the areas of biosciences and health.
- Exeter has achieved 6th in the People and Planet league table rankings, in the UK (up 10 places) and has secured 1st place in the Russell Group. The People and Planet is the only comprehensive and independent league table of UK universities ranked by environmental and ethical performance.
- The University's partnership with Shell on a new programme called The Carbon Storage in Pasture through Ecological Restoration (CASPER) was launched in the weekly bulletin. Nature Based Solutions has been cited by the Intergovernmental Panel on Climate Change (IPPC) as an important part of the climate solution. We are monitoring social media and contingency planning for demonstration on and off campus from those who may disagree with this form of partnership, there is a planned online event for staff and students, a forum for discussion and partnership working.
- Congratulations were passed to Professor Janice Kay who has been appointed to the TEF Panel once again, building on her previous roles as Deputy Chair of Main Panel and Chair of Subject Level Pilots
- Congratulations were noted for Chris Evans. Following a national recruitment search Chris was appointed as Divisional Director of Innovation, Impact and Business (IIB). The Partnership of Chris with the new DVC for Business Engagement, Stuart Brocklehurst will be a game changer in terms of our focus on driving forward the business engagement strategy of the University.

- Policy changes in relation to international students are subject to much press speculation currently. UUK are doing what they can nationally and we are keeping a watching brief on this issue locally.
- The VC reported that the Higher Education (Freedom of Speech) bill had been considered by the House of Lords who recommended the removal of clause 4, which enabled people to bring civil proceedings against Higher Education providers, institutions within them and student unions in relation to freedom of speech. It was noted that the Lords did support the proposal to ban the use of Non-Disclosure-Agreements (NDAs) by universities in relation to any complaints made about individuals in relation to sexual misconduct, bullying or harassment.

## 2.2 Closed Minute.

### Finance and Investment Matters

#### 3. First Financial Forecast

- 3.1 The Chief Financial Officer (CFO) gave a verbal update, summarising the financial position and noted that the report would be circulated to Council members after the meeting.

**ACTION: The First Forecast Report would be circulated to Council members following the meeting**

#### 4. Approving the Financial Statements (CNL/22/119 & 120 & 121)

- 4.1 Council **RECEIVED** the Annual Report & financial statements were for the year 2021/22 along with the associated supporting documents. The Chair of Audit and Risk committee thanked the co-opted members on the committee for their feedback and confirmed the Audit and Risk committee were recommending the approval of the documentation.
- 4.2 Council **APPROVED** the signing of the Letter of Representation to KPMG and the Annual Report & Financial Statements and noted all the work undertaken in order to prepare these documents and thanked all the Finance Team involved.

#### 5. Capital Approvals (CNL/22/123)

- 5.1 Council **APPROVED** the Workplace 2030 programme approach, the proposed scope for the first phase of the project and the request for drawdown of place marker funds of £2m capital to develop the Phase 1 designs to RIBA stage 2 for five buildings and to RIBA stage 4 for Northcote House.
- 5.2 The Registrar & Secretary provided a summary of the programme noting the buildings sequencing and that the overall programme would create 10,000m<sup>2</sup> of space and a 35% reduction in carbon and energy costs for the buildings adapted. This initial tranche of capital investment would enable the feasibility studies to be completed. Subsequent to that work being completed, each 2030 workplace building project costing above £5 million would return to Council for approval, as per the updated Delegation Framework approved by Council in Minute 15.1 detailed below, and following the adoption of the overall university capital strategic plan in July 2023.

- 5.3 There was a note regarding the importance of the project team working with academics and professional services staff because engagement was key through the process with feedback and partnership working to co-create the best possible space so that people have the right space for their jobs.

### Assurance Matters

#### **6. Reports from the Presidents of the Students' Guild and the Falmouth and Exeter Students' Union**

- 6.1 There was a discussion about international student engagement and the President of the Students' Guild noted that a 5<sup>th</sup> officer was going to be appointed and international would be included in their remit to help bring the voice of international students into their work. It was noted that a significant number of international students were attending the 'give-it-a-go' events.
- 6.2 The President for the Students' Union noted that their offering and requirements were slightly different in Cornwall due to the proportion of international students within the campus community but that the international cafes that were put on were well attended and that more work and engagement events like this would be built upon.
- 6.3 There was a discussion about how the meal deal was well received in Exeter but was not yet available in Cornwall, due to the complexity of working the proposal through our partnership with Falmouth and our shared delivery partner FXPlus.

**ACTION: CFO to take the £2 meal deal proposal to the FXPlus board for consideration.**

#### **7. University TEF Submission**

- 7.1 The DVC (Education) presented the data section of the TEF response to Council and noted that currently based on our understanding of the metrics provided, the likely outcome would be a silver rating. It was noted however that this round of TEF does not have an initial hypothesis based on the data and that the panels would form their assessment based on the data and written submissions combined. Intensive work is underway with the written submission and there would be utilisation of other data to support the progression we have made in certain areas (eg LEO Data) and that when taken together with the data section this may improve our result.
- 7.2 The Chair noted that a standing committee of Council had been set up to look at and approve the Institutional TEF submission prior to the submission deadline at the end of January 2023 and the final submission would then be provided to Council for information at the next meeting.

#### **8. NSS Update**

- 8.1 The DVC (Education) provided an overview of activity led by the NSS gold. As a result of the Faculty restructure, Assistant Pro Vice Chancellors for education in each faculty are now able to meet with the DVC Education weekly to discuss operations and strategy. As a result faculties feel that the education teams are working well and this additional oversight and responsiveness is building confidence in the leadership of the faculties and departments in enhancing the student experience.

8.2 It was noted in this discussion the continued importance of the NSS Gold group and the tactical decision making that happens through the work of this group, which includes Janice and Mike, as co-chairs and is able to enact rapid change.

#### **9. Admissions Update (CNL/22/118)**

9.1 The DVC Global Engagement provided an update on the current admissions and enrolments position of the University.

9.2 It was noted that the student numbers presented to Council were subject to change and still moving each day. Currently looking at 2000 Home UG applications per week, and there was approximately 50% of applications to process between now and the UCAS deadline of the 25<sup>th</sup> January

9.3 It was noted that state school applications were moving up 65.1% vs. 68.4%. Overall UG applications were down 8%, UGi was down but the offers were up 25% year-on-year. PGT Home were down but it was still early in the cycle and there are applications still coming, PGTi was up 27% and PGCE was down but the faculty in question were re-profiling to mitigate this.

9.4 There was a discussion about the issue of admissions fraud. The Head of Admission assured Council that there were no issues to-date identified within this cycle and that a variety of new measures were in place, and that we were in contact with others in the sector to ensure best practice in uncovering fraud.

#### **10. EDI Report (CNL/22/126)**

10.1 The Provost provided an update to Council on the EDI report, noting the progress made on the gender and disability metrics and the development of our further understanding for the reasons for the ethnicity gap and the identification of measures to address this. There was positive work reported on the pipeline of growing leaders, supporting female lecturers to become senior lecturers, and on scholarships for black students.

10.2 The Assistant Director noted the scaling up of the bystander training and that it will have been completed by 450 students by the end of term.

#### **11. Risk report 1 (CNL/22/127)**

11.1 The Assistant Director of Compliance and Risk gave an update and noted the new assurance process that had been put in place and that the risk register had therefore been approved by Compliance Committee, UEB and the Audit and Risk Committee. It was noted that the Compliance Committee will prove to be a useful enabler to ensure effective links between internal audit assurance outcomes, the implementation of the compliance framework and the risk register itself.

11.2 UEB have requested a dedicated risk workshop in the new year and this event will support the ongoing improvement of risk articulation and will help to ensure robust and regular review of the risk controls currently in place at an earlier stage.

11.3 It was noted that the new digital risk register tool will be implemented in April next year which will enhance institutional risk visibility and understanding and improve the agility of our response.



11.4 It was noted that the 3 red risks currently were in relation to information security, IT Skills and labour market and Student wellbeing and the mitigations and controls in place were noted. In addition, there were 4 Amber risks and it was noted that the ISO 270001 accreditation process currently being undertaken was progressing well. It was noted there was one new risk about the increase and compound impact of winter illnesses, but it was also noted that the University rapid response hub was still in place to respond to this risk and that there had been a detailed update on the business continuity plan for the university to help mitigate and reflect this risk.

## **12. Report from Audit and Risk Committee**

12.1 The Chair of Audit and Risk Committee provided Council with a report on the meetings of the Committee, the 1<sup>st</sup> from the normal cycle, the 2<sup>nd</sup> moving to the new ways of working for Audit and Risk:

- There was assurances regarding IT, third party management and procurement of IT systems, which were discussed with the Director of IT who had mitigation plans and was on top of the issue.
- International student recruitment in terms of the importance of this in relation to the dependency on the success of this agenda to support our strategic plan, was discussed including ambitions to develop and expand into more in county offices and the need for further dedicated recruitment and conversion resources. Audit and Risk committee noted it would be useful to have an updated report once the new DVC is in post.
- Noted the annual report (in part 2)
- There was a note on making sure we are identifying emergent risks that grow and become more risky. How are we monitoring and how can this be noted in the digital systems.

## **13. Dual Assurance (CNL/22/116)**

13.1 It was noted that Independent Member representatives on Dual Assurance groups had received general assurance of the effectiveness and efficiency of their particular areas and that risks were being appropriately documented and mitigated during meetings of the groups over the last academic year.

13.2 The Dual Assurance independent member for Estates provided further assurance on:

- A task and finish group that has been set up to formulate the next capital plan
- The Multifith building design was progressing well and the completed building should be ready in the Autumn of 2024
- A planning application has been made for a 1MW solar array on a piece of land at Duryard.

## **Governance Matters**

### **14. Report from Nominations Committee (CNL/22/145)**

14.1 The Chair noted the recommendation from nominations Committee on the change to the titles for Sir Richard Atkins to Pro-Chancellor and Deputy Chair and Sarah Buck to Pro-Chancellor and Senior Independent Governor.

14.2 Council **APPROVED** the title changes for the Pro-Chancellors

## **15. Delegation Framework (CNL/22/128)**

- 15.1 The proposal set out in paper CNL/22/128 was **APPROVED**, noting the increase to the capital spending decision limit of the executive to £5M, subject to the following conditions:
- Each year Council will receive a report on all capital approvals over the last 12 months, to review and ensure transparent behaviours
  - That items relating to the same project will be grouped together, even if spread over a number of years, when determining whether the £5m threshold had been reached.
  - Proposals will still come to Council if there were secondary impacts (i.e. if it implied further significant expenditure)
  - That new in-year capital expenditure above a million that is outside the approved annual capital envelope approved through the annual budgeting process will always come to council for approval.

## **16. Matters brought forward from Part II: (CNL/22/129)**

- 16.1 Council **APPROVED** the matters brought forward from part II:
- Affixing the Seal (CNL/22/130)
  - Amendments to Ordinance 34 (CNL/22/131, 131A)
  - Researcher Development Concordat (CNL/22/132)

## **17. Chair's Closing Remarks**

- 17.1 The Chair thanked those involved in writing and submitting paperwork for the meeting.
- 17.2 The VC noted this was the Mark Goodwin's last Council meeting before stepping down as DVC and thanked him for his huge contributions to the leadership of the university and time on Council. He is universally respected with our external partners and has done a huge amount to build the University's reputation externally particularly with our regional and global partners.
- 17.3 The Registrar & Secretary noted this was Chris Lindsay's final Council meeting before his retirement and thanked him for his 20 years of service at the University and the Medical School, and in particular for all the support he had given Council.
- 17.4 The next formal meeting of Council will take place on 23<sup>rd</sup> February 2023, following a Council Briefing Day on the 22<sup>nd</sup> February 2023.