

# Minutes

<b>Meeting title:</b>	Council	
<b>Date:</b>	Wednesday 12 November 2014	<b>Time</b> 1.00pm
<b>Location:</b>	The Hilton Hotel, Chilworth, Southampton	
<b>Present:</b>	Dr G Rider ( <i>Chair</i> ); Mr M Burrow, Mr M Killingley, Ms S Kumar, Professor D McGhee, Professor D Nutbeam, Mr T O'Brien, Dr D Price, Dr M Read, Mr A Reyes-Hughes, Miss B Thomas*, Mr J Trewby, Professor A Wheeler and Professor J Vickers.	
<b>In attendance:</b>	Mr L Abraham (Clerk to Council), Mrs J Donaldson (Director of Human Resources), Dr A M Drummond (Academic Registrar), Professor A Neil (Pro Vice Chancellor (Education)), Mr S Peatfield (Director of Communications), Professor J Petts (Pro Vice-Chancellor (Research)), Ms S Pook (Director of Finance), and Mr M Spearing (Pro Vice-Chancellor (International)).	
	Professor J Howells and Mrs K Kerridge-Poonia were in attendance for Agenda Item 10 only	
<b>Apologies:</b>	Mr P Greenish, Mr D Mendoza-Wolfson (Miss B Thomas* attended as Deputy), Ms R Rivaz.	

\* not present for restricted business.

The Chair welcomed everyone to the meeting.

## 19 Obituary

The Chair reported with regret the death of Mr Phil Clarke, a Multi-Skilled Employee from Estates and Facilities, who had sadly died on 5 October 2014. Council stood as a mark of respect.

## 20 Minutes of the meeting held on 1 October 2014

**RESOLVED** That the minutes of the meeting held on 1 October 2014 be approved and signed and that the minutes be published on the open access SUSSEd.

**ACTION: Clerk to Council**

## 21 Actions

Council received the latest list of actions.

1. Operational Excellence – It was noted that the Interim Chief Operating Officer was overseeing work in this area and would provide an update on progress to the January 2015 meeting. **Action: Chief Operating Officer**
2. Brand Review and Marketing Strategy – The Director of Communications and Marketing undertook to provide feedback from the recent brand campaign to the January 2015 meeting. **Action: Director of Communications and Marketing**
3. SAM Board – The Pro Vice Chancellor (Research) would report back on this matter at the January 2015 meeting. **Action: Pro Vice Chancellor (Research)**
4. Southampton Business School – This matter would be discussed further during the Council Awayday.
5. NSS Scores – This matter would be brought back to the January 2015 meeting. **Action: Pro Vice Chancellor (Education)**

## 22 Declarations of Interest

Staff members and Mr O'Brien declared a collective interest as USS members. It was noted however that Council were not required to make a decision regarding the USS and would be receiving an update only.

## 23 Publication of unrestricted papers

**RESOLVED** That the papers circulated that were not deemed "Commercial in Confidence" or Restricted be published on the open access SUSSED site.

**ACTION: Clerk to Council**

## 24 Vice Chancellor's Report (Agenda Item 7)

Council considered the Vice-Chancellor's report, dated 12 November 2014.

The Vice-Chancellor introduced his report highlighting the following:

- Work was continuing at a national level relating to pension matters. Council noted that staff were kept up to date with negotiations and issues via a dedicated website. Following brief discussion on the matter it was agreed that Council receive a full briefing on the issues including the positions adopted by other institutions;  
**Action: Director of Finance/Director of the VC Office**
- Council was pleased to note over 100,000 MOOC registrations had been achieved;
- It was noted that fundraising for the Cancer Immunology Campaign was continuing and that a full update on the campaign would be presented to Council.

**Action: Vice Chancellor**

**RESOLVED** To note the Vice-Chancellor's report.

## 25 2014/15 Student Numbers Update (Agenda Item 8)

Council considered a report by the Provost & Deputy Vice Chancellor which provided an update of the outcome of 2014/15 student recruitment updates on the total planned student population.

Council highlighted the need to improve the recruitment figures in the long term adding that better understanding of the national recruitment situation should be investigated. It

was agreed that work be undertaken to compare the University to its institutional peers to gain a better understanding of recruitment trends nationally.

**Action: Provost & Deputy Vice Chancellor**

**RESOLVED** that the report be noted.

## **26 Finance Report (Agenda Item 9)**

Council considered a report by the Director of Finance which presented Business Analysis of the Financial Statements, HEFCE Annual Accountability Returns and Final Budget 2014/15 for Council approval.

### **(a) Business Analysis of Financial Statements 2013/2014**

The financial statements were presented to University Council for approval. The external auditor had produced a management letter which was discussed with University officers and the Treasurer prior to presentation to the Audit Committee on 3rd November 2014. The Audit Committee was satisfied with the content of the letter and the presentation of the external auditor. The financial statements contained an unqualified audit opinion.

Council was pleased to note the improving performance and thanked the Director of Finance and the finance team for their excellent work.

**RESOLVED** That:

- (i) the financial statements for 2013/14 be approved; and
- (ii) the issuing of a letter of support from the University of Southampton committing the University's financial support for a period of 12 months from signing the accounts to the following subsidiaries:
  - University of Southampton Holdings Limited
  - Southampton Innovations Limited
  - Southampton Asset Management Limited
  - University of Southampton Malaysian Campus Sdn Bhd (USMC)
  - Southampton International Singapore Limited (SISL)be approved

### **(b) HEFCE Annual Accountability Returns – Financial Commentary**

The University was required, by the Financial Memorandum with HEFCE, to provide certain data returns and forecasts which together enable HEFCE to form a judgement on the risk profile of the University. As in previous years, Council was asked to receive and adopt the suggested forecasts and commentary.

**RESOLVED** that the 2013/14 return and commentary submission to HEFCE be approved.

### **(c) Final Budget 2014/15**

Council considered a report which presented the final 2014/15 budget, explained key variances to the original budget and updated the risk assessment.

Council reiterated the aspiration to achieve a 5% surplus but also recognised the challenges faced by the University in trying to achieve that surplus in a volatile market and changing environment. More detailed understanding of operating costs and margins was key to realising the surplus and undertaking such projects as operational excellence would aid this process.

**RESOLVED** that the Final Budget for 2014/15 which generates a surplus for the University of £10.3m (2% of turnover) be approved.

## **27 Annual Update on Equality and Diversity (Agenda Item 10)**

Council considered a report from the Equality and Diversity Sponsor which provided an update on the progress of embedding equality and diversity into the University Strategy and reported on progress related to the equality and diversity key performance indicators.

Council was pleased to note various aspects of activity including:

- equality and diversity was embedding into the Vision 2020;
- a University wide group to aid with Athena Swan applications had been established; and
- that the recent wellbeing day had been a success.

BME at senior management level was highlighted and Council requested that BME differences between academic and professional services staff, particularly at senior level, be reviewed for inclusion into the next report.

**RESOLVED** that the report be noted.

## **28 Staff Engagement Action Planning 2014 (Agenda Item 11)**

Council received a report by the Vice Chancellor which provided Council with an update on the staff engagement activity and action planning being developed across the University as a result of the 2014 staff survey.

Council were pleased to note the action plan and asked to be kept fully informed of progress on a regular basis via the Vice Chancellor's report to Council.

**Action: Director of Human Resources/Director of the VC Office**

**RESOLVED** that the report be noted.

## **29 Report from the Students' Union (Agenda Item 12)**

Council received a report from the President of the Students' Union.

The Students' Union was thanked for its work on the recent development of the self-assessment for the Higher Education Review and illustrated the good relationship between the Union and the University.

**RESOLVED** that the report be noted.

### **30 Risk Register (Agenda Item 13)**

Council considered a report from the Director of Strategy and Planning which set out the latest risk register.

**RESOLVED** that the report be noted.

### **31 Audit Committee Annual Report to Council (Agenda Item 14)**

Council received the Audit Committee Annual Report which reported on the work of the Committee for the University Council for the period 1 August 2013 to 31 July 2014. The report would be submitted as part of the control documentation to HEFCE. While the report was based on work undertaken during 2013/14, it also covered the scrutiny that had been undertaken of the University's 2013/14 Financial Statements in November 2014. Following thorough discussion at the Audit Committee on 3 November, the Annual Report from the Audit Committee had been amended subsequently to take account of the issues raised by Committee members. The report was then re-circulated to the Committee, agreed and approved by the Chairman and presented to Council for approval.

The Chair of the Audit Committee presented the report to Council highlighting in particular, areas brought to the Committee's attention by the internal auditor:

- Student Experience – improvement required to support students;
- Staff Performance and Development Management – clear management controls needed; and
- Marketing and Communications – clarity required on the central and faculty strategies.

Council noted that the internal audit service was due for retendering early in 2015.

Chair of Council thanked the Chair of the Audit Committee for the continued hard work of the Committee.

**RESOLVED** that the Annual Report be noted.

### **32 Changes to the Charter and Statutes (First Reading) (Agenda Item 15)**

Council considered a report by the Academic Registrar which sought approval for amendments to the University Charter and Statutes following approval by Senate on 5<sup>th</sup> November. This was the first of two required readings of the changes at Council prior to submission to the Privy Council.

Following consideration of the proposed changes by the Senate, the Vice Chancellor reported to Council the amended recommendations of Senate as follows:

- (i) That the proposal to reduce the Senate representatives from six to three was too great and that four would be more balanced; and
- (ii) That the required number of alumni among the Class 2 members should not decrease to one and should remain at two.

Council agreed that the Senate representation should be set at four members. With regard to alumni representation, finding suitably experienced candidates with a good mix of skills for Council lay membership necessarily means working with a restricted pool of potential candidates. Adding a further requirement that two lay members should be alumni added a further complexity. Council agreed that the wording should reflect the need for at least one, desirably two.

**RESOLVED** that the amendments to the Charter and Statutes set out in the appendix to the report be approved in line with the requirement for a second reading proposed for 21<sup>st</sup> January 2015, as set out in the Charter under Article 17 (to be renumbered 16), and subsequent submission to the Privy Council, subject to the following amendments:

- (i) Class 2. Members appointed by Council  
Replace 'twelve' with 'eight' members appointed to Council and replace 'two' with 'one (desirably two) shall be appointed from among the Graduates'.
- (ii) Statute 3 Part 1  
Class 3. Members of the Senate to be appointed by the Senate  
Replace 'six' with 'four'; and

### 33 Changes to the Ordinances (Agenda Item 16)

Council considered a report by the Academic Registrar which sought approval for amendments to the University Ordinances, following Senate approval on 5<sup>th</sup> November 2014.

Following consideration of the proposed changes by the Senate, the Vice Chancellor presented one amended recommendation from Senate that in Part 3 of the Ordinances Provost be replaced with "the Pro Vice Chancellor designated as Provost" throughout the document.

**RESOLVED** that the amendments to the Ordinances set out in Appendices 1 and 2 to the report be approved subject to the following amendment:

Part 3 of the Ordinances Provost be replaced with "the Pro Vice Chancellor designated as Provost" throughout the document.

### 34 Senior Salaries Committee Update (Agenda Item 17)

The Council considered a verbal update from the Chair on the recent activity of the Senior Salaries Committee.

**RESOLVED** that the update be noted.

### 35 Sealing of Documents (Agenda Item 18)

**RECEIVED** and noted a report detailing the documents sealed since the last report to Council.

**36 Chair's Action** (Agenda Item 19)

**RECEIVED** and noted the Chair's Actions taken since the last Council meeting relating to changes to the Ordinances.

**Restricted Items**

**37 Restricted Human Resources Matter** (Restricted Item 20(i))

Council considered a restricted report by the Provost & Deputy Vice Chancellor.

**RESOLVED** to approve the recommendations contained in the report.

**38 Restricted Senate Matter** (Restricted Item 20(ii))

Council considered a restricted report by the Vice Chancellor.

**RESOLVED** to approve the recommendations contained in the report.

The meeting concluded at 3.19pm