

Minutes

Meeting title:	Council	
Date:	Thursday 26 November 2015	Time 2.00pm
Location:	Room 2013, Building 176, Boldrewood	
Present:	Dr G Rider (<i>Chair</i>); Mr G Berruyer, Mr M Burrow, Professor Dame J Corner, Mr B Franklin, Mr P Greenish, Dr B Lwaleed, Mr T O'Brien, Dr D Price, Dr R Rivaz Hons DSc, Professor Sir C Snowden, Mr J Trewby, Professor J Vickers and Professor A Wheeler.	
In attendance:	Mr L Abraham (Clerk to the Council), Ms L Baldock (Legal Officer (for minutes 26 and 27)), Mr G Costigan (for minutes 26 and 27)), Ms B Halliday (Director of Legal Services (for minutes 26 and 27)), Ms K Kerridge-Poonia (for minute 25)), Mr M Killingley (for minute 28), Professor A Neill (Pro Vice-Chancellor (Education)), Professor J Petts (Pro Vice-Chancellor (Research)), Ms S Pook (Director of Finance) and Professor M Spearing (Provost and Pro Vice-Chancellor (International)).	
	Ms P John (Faculty of Engineering and the Environment), Ms H Ralph (Strategy and Planning) and Ms S Verma (SUSU Vice President for Education) attended for the "Females into STEM" presentation.	
Apologies:	Ms S Kumar, Mr A Reyes-Hughes and Mr W Shannon	

Presentation – Females into STEM

Council received a presentation lead by the Vice Chair of Council on the subject of increasing the number of female STEM students. The presentation outlined the barriers to females studying STEM subjects, the outreach activities carried out by the University and next steps for the future.

18 Obituary

There were no obituaries.

19 Minutes

RESOLVED That the minutes of the meeting held on 8 October 2015 be approved and signed and that the minutes be published on the open access SUSSED.

ACTION: Clerk to Council

20 Actions and Matters Arising

The outstanding actions that were to be dealt with via items on the agenda were deleted.

Other actions were noted.

21 **Declarations of Interest**

There were no declarations.

22 **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. The paper on the PREVENT Duty was deemed suitable for publication.

ACTION: Clerk to Council

23 **Vice Chancellor’s Report** (Agenda Item 7)

Council considered the Vice-Chancellor’s report, dated 26 November 2015.

The Vice-Chancellor introduced his report highlighting the following:

- Headlines and highlights from the recent Comprehensive Spending Review which had been announced by the Government;
- The recent visit by Joe Johnson MP, the minister for Universities and Science;
- Proposals to reorganise HEFCE;
- The positive outcome of the most recent student recruitment;
- Updated on major university projects including the Southampton Business School and the Centre for Cancer Immunology;

With regard to the Centre for Cancer Immunology, Council noted that the University was close to agreement on the contract for construction of the Cancer Sciences building but was not in a position to bring it to this meeting for Council approval. The contract would need to be let in December. In order to progress the project and in light of the timings, agreement to allow Chair’s action to approve going to contract was sought.

RESOLVED That

- (i) the Vice-Chancellor’s report be noted; and
- (ii) agreement for the use of Chair’s action to approve the contract for the construction of the Cancer Sciences building be endorsed.

24 **Finance Report** (Agenda Item 8)

Council considered a report by the Director of Finance which presented the University Financial Statements 2014/15, Business Analysis of the Financial Statements, Annual Audit Report, HEFCE Annual Accountability Returns, Final Budget 2015/16 and October Management Accounts for Council approval.

- (A and B) Financial Statements and Business Analysis of Financial Statements
2014/2015

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 4 November 2015. 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 performance and thanked the Director of Finance and the finance team for their excellent work.

RESOLVED That:

- (i) the financial statements for 2014/15 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:
 - Southampton Innovations Limited
 - Southampton Asset Management Limited
 - University of Southampton Malaysian Campus Sdn Bhd (USMC)be approved

(D) 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 2014/15 return and commentary submission to HEFCE be approved.

(E) Final Budget 2014/15

Council considered a report which presented the final 2015/16 budget, explained key variances to the original budget and updated the risk assessment.

RESOLVED That

- (i) the Final Budget for 2015/16 which would generate a surplus for the University of £13.8m (2.5% of income) be approved; and
- (ii) the annual investment in share capital in the Science Park to enable their continued capital investment in estate, totalling £810k for 2015/16 be approved.

(F) October Management Accounts

Council received a report which set out the management accounts up to and including October 2015.

RESOLVED that the October Management Accounts be noted.

25 Annual Equality and Diversity Report (Agenda Item 9)

Council considered a report by the University Equality and Diversity Champion which set out progress that had been made on a range of initiatives in order to bring about improvements.

The Equality and Diversity Champion, Professor Dame Jessica Corner, gave a short presentation to Council which focussed on “the leaky pipeline”, which described the continuous loss of women at consecutive career stages within academia. Council noted the various activities being run within the University to improve the diversity of Professorships, the equal pay gap and balancing gender within promotion rounds.

The initiatives were welcomed and suggestions made for improving further, such as building equality and diversity objectives into annual appraisals and raising awareness of the issues more widely to gain whole university acceptance.

Council was pleased to note the Vice Chancellor was now personally championing these matters and would appoint a sponsor in the new year to take the recommendations forward.

RESOLVED that:

- (i) arrangements be made for establishing a new formal University Equality and Diversity Committee, chaired by the Vice Chancellor/or his representative, faculty and departmental E&D structures to report annually to that committee;
- (ii) each faculty identify a local E&D champion, ensuring the allocated person can raise issues at their Leadership Team and establish an E&D committee; building on Athena SWAN work where relevant;
- (iii) once the new Chief Operating Officer is in post, professional services consider appropriate E&D structures to take forward this work;
- (iv) Equality and Diversity training, including unconscious bias training, is rolled out incrementally. All senior leaders involved in the promotions process to be trained in 2015/16. Further resources to be identified for unconscious bias training in 2016/17;
- (v) the new University Executive leadership group have equality and diversity training focussing on unconscious bias, as part of their development. Online E&D training to be made mandatory for new staff at the University as well as continuing to rollout in the University;
- (vi) focus to continue on improving gender equality in promotions and the glass ceiling. Extend work to improve the pipeline and monitor all protected characteristics through the promotions process;
- (vii) the University commit to achieving at least 30% women in all governance structures and senior management positions. Further commit to at least 30% women in all key activities such as: distinguished lectures, national nominations, honorary degree awards, VIP visits, etc;
- (viii) the University formally sign the revised Athena SWAN charter principles;
- (ix) in 2016/17, plans be developed for longer term E&D objectives as part of a new E&D strategy aligned to the University Strategy; and

- (x) an implementation plan is developed to take these recommendations forward.

26 The PREVENT Duty (Agenda Item 10)

Council considered a report from the Provost which set out the Prevent Duty, a new legal responsibility for Universities. This report set out what the new requirements were and how they were likely to be monitored, and progress made so far in meeting this new responsibility.

Council noted that work to assess the University's compliance requirements was progressing well. Further guidance was required relating to staff training, how the responsibility covered the university's premises and buildings, and importantly, IT filtering, more specifically the extent of blocking of certain websites promoting extremism. Staff training was raised as a particular issue and it was recognised that careful planning would be required for the roll out and extent of staff training. It was further noted that the university was working in collaboration with other institutions, HEFCE, the Hampshire Police and Southampton City Council in order to share ideas and experiences.

Council requested updates on the implementation of this and to be notified of any issues by exception.

RESOLVED that

- (i) the new Prevent responsibility and the likely monitoring system be noted;
- (ii) the current position with regard to self-assessment, the risk register and action plan be noted; and
- (iii) the issue of concern relating to filtering the IT system be noted.

27 Revised Code of Practice for Freedom of Speech within the Law (Agenda Item 11)

Council considered a report by the Deputy Vice Chancellor which set out for approval a revised Code of Practice for Freedom of Speech within the Law.

Council noted that the new code was a development of the previous adopted code and amendments had been made in light of experiences surrounding recent planned events. It was noted that consistent university wide implementation of the code would be a challenge. Balancing the academic freedom to question with a code of practice which set out parameters for freedom of speech and the Prevent Duty would be difficult. Council understood the potential legal implications and accepted the code of practice.

RESOLVED that

- (i) the review on Freedom of Speech which has taken place over the last few months be noted; and
- (ii) the revised Code of Practice to ensure Freedom of Speech within the Law be approved.

28 Council Effectiveness Review (Agenda Item 12)

Council considered a report by the former Treasurer and Class 2 Council member, Mr Mike Killingley, which informed Council of the outcome of the Council Effectiveness Review which had been undertaken over the summer.

Council welcomed the recommendations made within the report and thanked Mr Killingley for his work on the review.

RESOLVED that

- (i) the review group be thanked for their work in reviewing the effectiveness of Council; and
- (ii) the recommendations shown below, be approved for implementation.

1. That the Chair and Vice-Chancellor become actively involved in planning Council agendas, and that they and Council as a whole are rigorous in demanding a higher quality of report, focused at a more strategic level, at key risks and performance indicators, and as concise as possible.

2. That a Finance Committee be established.

3. That the PVC Education report to Council annually and, more frequently if necessary, on academic matters and provide Council with assurance that the academic strategy of the University is operating well.

4. That each of the PVCs report to Council annually on their areas of responsibility, and more frequently if circumstances dictate.

5. That Council will receive the outcome of a review into statutory policies and procedures of the University in the current academic year. Inter alia, this should include a review of the university's ethics and whistle-blowing policies.

6. That

- (i) *Council should consider its requirements for reporting on international activities (advice from Legal Services if appropriate) and apply those requirements to all external activities and spin-outs; and*
- (ii) *the COO be responsible for co-ordinating this and reporting to Council at least annually.*

7. That

- (i) *consideration be given to appointing a member of Council as the champion for Equality and Diversity; and*
- (ii) *report writers be urged to use the report template implications section fully.*

8. That Council reflect annually on its own performance, perhaps at the awayday.

9. That the process for identifying and screening potential Class 2 members of Council be reviewed and improved.

29 Report for the President of the Students' Union (Agenda Item 13)

Council received a report from the President of the Students' Union which highlighted the continuing work on the Union rebranding, the "Don't Rush to Rent" initiative and other collaborative projects with the University.

RESOLVED that the report be noted.

30 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 2014 to 31 July 2015. The report would be submitted as part of the control documentation to HEFCE. While the report was based on work undertaken during 2014/15, it also covered the scrutiny that had been undertaken of the University's 2014/15 Financial Statements in November 2015.

The Chair of the Audit Committee presented the report to Council highlighting in particular:

- Overseas Activity – A working group had been established to monitor compliance with international regulations relating to university activity
- The re-appointment of PWC as the university internal auditor
- The attached Value for Money report which was a HEFCE requirement

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.

31 Senate Matters (Agenda Item 15)

Council received a report by the Vice Chancellor which set out a number of matters which were discussed at Senate's meeting on 11 November 2015, in particular items which were endorsed by Senate before being presented to Council.

Council noted in particular the proposed title changes within the senior management team which would be presented to an Extraordinary Council meeting in December for approval.

RESOLVED that points raised at Senate's meeting about the proposals to change the Vice-Chancellor's title, the introduction of new Vice-President roles and associated amendments to the Charter, Statutes and Ordinances; the revised Code of Practice to Ensure Freedom of Speech Within the Law which is a separate item on Council's agenda; an update on the Higher Education Review; and the current position in relation to the Class of Senate members (Class 3) on the governing body.

32 Establishment of the Finance Committee (Agenda Item 16)

Council considered a report by the Director of Finance which proposed the establishment of a University Finance Committee as a Committee of Council. The report also contained the terms of reference for the Committee.

RESOLVED That

- (i) a new Finance Committee be established as a committee of Council; and
- (ii) the terms of reference presented be approved.

33 Outturn Report on 2014/2015 Key Performance Indicators (Agenda Item 17)

Council received a report from the Director of Strategy and Planning which set out the University's performance against its agreed KPIs for the academic year 2014/15.

RESOLVED that the report be noted.

34 Senior Salaries Committee Update (Agenda Item 18)

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

RESOLVED that the update be noted.

35 Report from the Chair of the Health and Safety Audit and Assurance Committee (Agenda Item 19)

Council received a report from the Chair of the Health and Safety Audit and Assurance Committee which was presented by exception to advise Council of concerns with the delivery of the University's health and safety functions due to Health and Safety staff shortages. The report followed from a meeting of the Health and Safety Audit and Assurance Committee held on Friday 6 November.

The Deputy Vice Chancellor responded to Council that although the University was not at a stage of non-compliance, immediate action was being taken to remedy the situation. A new team member would be appointed to undertake fire safety audits which were a particular concern and a new permanent Director would be recruited in early 2016. A first task of the new Director would be to review the team and the required resources within the team to maintain an excellent standard of health and safety provision.

RESOLVED that

- (i) the concerns of the Health and Safety Audit Committee be noted; and
- (ii) the action highlighted by the Deputy Vice Chancellor be welcomed and noted.

36 Sealing of Documents (Agenda Item 20)

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

37 Chair's Action (Agenda Item 21)

Council noted the following actions taken by the Chair since the last meeting:

- (i) That Gill Rider and Philip Greenish be appointed to the Joint Selection Panel for the process of appointing a Chief Operating Officer; and
- (ii) That Mr Ian Dunn be appointed as Chief Operating Officer from January 2016.

Restricted Items

38 Restricted Human Resources Matters (Restricted Item 22(i) and (ii))

Council received a restricted report regarding two proposed redundancies.

RESOLVED that the recommendations be approved.

39 Restricted Senate Matters (Restricted Item 23)

Council received a restricted report regarding restricted Senate matters.

RESOLVED that the recommendations be approved.

The meeting concluded at 5.59pm