

Minutes

Meeting title:	Council	
Date:	Wednesday 18 March 2015	Time 2.00pm
Location:	The Student Common Room, Mayflower Halls	
Present:	Dr G Rider (<i>Chair</i>); Mr M Burrow, Professor Dame J Corner, Mr P Greenish, Mr M Killingley, Professor D McGhee, Mr D Mendoza-Wolfson*, Professor D Nutbeam, Mr T O'Brien, Dr D Price, Dr M Read, Mr A Reyes-Hughes, Ms R Rivaz, Professor J Vickers and Professor A Wheeler.	
In attendance:	Mr L Abraham (Clerk to Council), 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), Professor M Spearing (Provost and Pro Vice-Chancellor (International)) and Mr S White (Chief Operating Officer).	
	Ms J Donahoe (Director of Development and Alumni Relations) was in attendance for minute 56.	
	Professor I Cameron (Dean of the Faculty of Medicine) was in attendance for minutes 56 and 62.	
	Professor J Falkingham (Dean of the Faculty of Social and Human Sciences), Ms S Hollowbread (Deputy Director of HR) and Mr A Acland (Heidrick and Struggles) were in attendance for minute 62.	
	Ms B Halliday and Ms L Baldock were in attendance for minute 65.	
Apologies:	Ms S Kumar and Mr J Trewby.	

* not present for restricted business.

The Chair welcomed everyone to the meeting.

56 Presentation – Cancer Immunology Campaign

Council received a presentation from Jo Donahoe, Director of Development and Alumni Relations on progress on the Cancer Immunology Campaign. Council was reminded of the purpose of the campaign, the successes so far with cancer immunology and the latest funding position.

57 Obituary

There were no obituaries.

58 Minutes of the meeting held on 21 January 2015

RESOLVED That the minutes of the meeting held on 21 January 2015 be approved and signed and that the minutes be published on the open access SUSSED.

ACTION: Clerk to Council

59 Actions and Matters Arising

The outstanding actions were to be dealt with via items on the agenda and it was agreed to delete them.

60 Declarations of Interest

Mr Reyes-Hughes declared an interest in restricted items 19 A and B as they related to staff members known to him.

Professor Wheeler declared an interest in Item 17(i) as the report related to his role as Deputy Vice Chancellor.

61 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

62 Appointment of the new Vice Chancellor (Agenda Item 6)

Council considered a report, which was circulated at the meeting, which recommended for approval the appointment of the new Vice Chancellor.

The Chair of Council stated that the Joint Selection Committee (JSC) had undertaken a rigorous and thorough selection process with assistance from external consultants Heidrick and Struggles. Members of the JSC then highlighted in detail to Council the process used and how it had operated.

Council noted that the candidate unanimously recommended by the JSC was Professor Sir Christopher Snowden, current Vice Chancellor of the University of Surrey. Council then noted the conclusions of the JSC and Professor Snowden’s skills, experience and attributes. Council considered the detailed professional and personal character requirements of the new Vice Chancellor. Professor Snowden’s professional background was highlighted and welcomed by Council. The Chair of Council then outlined the traits of Professor Snowden as concluded by the psychometric exercise that was carried out by Heidrick and Struggles. Council carefully considered all of the information provided and came to the firm view that Professor Snowden was an excellent candidate for the role.

Council was mindful of the terms, conditions and salary offered to Professor Snowden and recognised the challenges of introducing a new Vice Chancellor to the institution but it was unanimously agreed that Professor Sir Christopher Snowden was an excellent candidate who had demonstrated that he could lead the University and successfully realise Vision 2020. In relation to the salary offer it was noted that Professor Snowden was currently near the top of high earning Vice Chancellors but in order to secure his acceptance for the role, the increase in the salary offer was required not only to reflect Professor Snowden’s vast experience both

in the private sector and as a Vice Chancellor currently, but in acknowledgment that the University of Southampton was substantially larger than Surrey.

Council noted that Professor Snowden had still to negotiate with his current institution regarding his end date and that an official announcement would only be made once agreement had been reached. It was hoped this would be within days of the Council meeting.

RESOLVED that Professor Sir Christopher Snowden be appointed as the new Vice Chancellor of the University of Southampton under the terms set out in the report.

The report was then collected from each person present by the Clerk to be destroyed in line with confidentiality practice.

63 Vice Chancellor's Report (Agenda Item 7)

Council considered the Vice-Chancellor's report, dated 18 March 2015.

The Vice-Chancellor introduced his report highlighting the following:

- There had been little change regarding undergraduate student recruitment since he reported to Council in January. Work continued on conversion activity;
- The QAA process had completed and initial feedback was that the outcome would be excellent. Thanks were expressed to Professor Alex Neill (Pro Vice Chancellor for Education), Academic Registrar Dr Anne Marie Drummond and her team for their effort and hard work in achieving the positive outcome;
- With regard to the University OFFA agreement, Council approval had always previously been sought. No changes were proposed for the coming year to the package that was approved last year. The Vice Chancellor sought approval from Council for continuation of the current strategy supporting wider participation from non-traditional students. **Action: Pro Vice Chancellor (Education)**
- The changing relationship between the University and the Science Park. Council noted that the governance arrangements would be reviewed and refreshed.
- Capital Programme 3 progress was noted. Council reminded about the need for more detail regarding infrastructure plans at the next meeting, which would clearly articulate infrastructure requirements to aid ongoing strategic discussion prior to any decisions being made in July; **Action: Deputy Vice Chancellor**
- Progress on the Southampton Business School was noted;
- The Senior Executive structure was discussed and the Vice Chancellor added that work was progressing to continually improve the senior structure including bringing more academic focus to the UAE agenda; and
- The relationship between the University and Southampton City Council was raised. Promoting Southampton as a destination to potential students was discussed and it was suggested that the Chief Executive of the City Council be invited to meet with Council to discuss areas of beneficial joint working.

Action: Clerk to the Council/Director of Communications and Marketing

RESOLVED That

- (i) the Vice-Chancellor's report be noted; and
- (ii) the OFFA agreement for the coming academic year be agreed.

64 Update on the Business Plan for USMC (Agenda Item 8)

Council received a report by the Chief Operating Officer and the Provost & Pro Vice Chancellor (International) which provided an update on activities with USMC.

It was noted that the operating budget for the Malaysian campus had been exceeded. This was mainly due to less than expected recruitment and it was suggested that work on phase 2 of the development be paused to focus on stabilisation and development of current activities. Measures were being taken such as the introduction of a foundation year course, acceptance of PhD Scholarships and improvements to the offer and conversion processes. Both the current programme offer and such highly restricted “A-level” entry level requirements were optimally matched for the geographical region.

Council was of the view that decisions were required on the future direction of USMC and that a report be presented to the next meeting setting out as far as possible, financial forecasts based on updated recruitment and scholarship information, together with any amended course offerings with entry requirements.

Action: Provost & Chief Operating Officer

RESOLVED that the report and the undertaking to report further at the May meeting, be noted.

65 The University’s Legal Obligations to Uphold Freedom of Speech – An Update (Agenda Item 9)

Council considered a report by the Director of the Vice Chancellor’s Office which set out the emerging issues faced by the University in meeting its legal obligations to ensure freedom of speech within the law.

Council noted that conferences and events took place on campus regularly and that the University took its responsibility to allow freedom of speech extremely seriously.

A specific event had been arranged and publicised which had caused the executive management to inform and update Council. The event was likely to cause major disruption on campus with demonstrations representing both sides of the subject likely to occur. Hampshire Police had been consulted and had advised that Special Branch had taken interest in the event attendees and that a specialised police presence would be required to be on stand-by. Final assessments by the Police would be undertaken over the coming week, it would then be the responsibility of the Chief Operating Officer to make a decision as to whether the event should be allowed on University premises and to advise the Vice Chancellor accordingly. If permission for the event to be held on University premises was withdrawn, the University was mindful that other possible action, including demonstrations on campus, may occur. These would be more difficult to predict and mitigate relative to action that may be taken at the time of the event.

Council noted that the risks surrounding the event had only become apparent as the event programme developed and its attendees were gradually confirmed and announced. The Chief Operating Officer gave assurance that the University’s risk assessment procedures that were in place were sufficient and that this event was being continually assessed as the situation developed.

Council were of the view that any decision be swift and unanimous and that health and safety of staff and students should ultimately take precedence over the protection of freedom of speech. It was agreed that in order to protect freedom of speech the threshold level which would trigger withdrawal of permission for the event should be set high. Council

were of the clear view that any decision on this event would not be setting a precedent for future events, highlighting that all such events would be assessed and reviewed individually.

It was understood that the Chief Operating Officer had delegated responsibility to take the final decision regarding the event but that members of Council be consulted if required. The Chair of the Health and Safety Audit and Assurance Committee asked for a briefing from the Chief Operating Officer once the final assessments had been made.

Action: Chief Operating Officer

RESOLVED That the position outlined above be noted.

66 Report from the Students' Union (Agenda Item 10)

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

The report highlighted the outcome of the recent sabbatical elections and the new staffing restructuring at the Union.

RESOLVED that the report be noted.

67 Appointment of Internal and External Auditors (Agenda Item 11)

Council considered a report by the Director of Finance which set out for approval the continuance of Mazars as external auditors and the reappointment of Price Waterhouse Cooper (PWC) as internal auditors.

Council noted that the Audit Committee had considered the position with regards retendering for external audit at its meeting in September 2013. It resolved that, subject to satisfactory annual performance, the next formal market testing of external audit services would take place in 2016/17 leading to a contract award for the 2016/17 audit of the financial statements. The Audit Committee considered the annual review and reappointment of external auditors at its meeting on 4 March 2015 and recommended to Council reappointment of Mazars as external auditors for the 2014/15 financial statements.

Council noted that the internal audit contract had been out to tender. Audit Committee considered the outcomes of that tendering exercise at their meeting on 4 March 2015 and recommended the appointment of PWC as internal auditors for 2015/16 for a three year period with the option to extend for a further two years.

RESOLVED That:

- (i) Mazars be reappointed as external auditors for the audit of the 2014/15 financial statements.
- (ii) PWC be appointed as internal auditors following tendering of the contract for a three year period from 2015/16.

68 Updates to the University Strategic Risk Register (Agenda Item 12)

Council considered a report by the Director of Strategy and Planning which presented the latest version of the risk register. Format and layout changes were welcomed.

RESOLVED that the risk register and changes to the format and presentation be noted.

69 Nominations Committee Matters (Agenda Item 14)

Council considered a verbal update from the Chair.

RESOLVED that

- (i) Ms Seetha Kumar be reappointed as Class 2 member for a second term until 31 July 2017;
- (ii) Mr Turlough O'Brien be reappointed as Class 2 member for a third term until 31 July 2017;
- (iii) Professor Wheeler be reappointed by virtue of his reappointment to the role of Deputy Vice Chancellor (to be considered later on the agenda);
- (iv) Subject to his agreement, Mr John Trewby be reappointed for a third term or until he steps down from his role as Chair of the Southampton General Hospital Board of Trustees.
- (v) Mr Guy Berruyer be appointed for an initial term as a Class 2 member from 1 October 2015 until 31 July 2018;
- (vi) Dr David Price be appointed as Class 1 University Treasurer for an initial term from 1 August 2015 until 31 July 2018; and
- (vii) Dr Gill Rider be reappointed as Class 1 Chair of Council for a second term from 1 August 2015 until 31 July 2018.

(The Vice Chair (Ros Rivaz) took the Chair for resolution (vii) above)

70 January 2015 Management Accounts (Agenda Item 15)

Council considered a report by the Director of Finance presenting the management accounts for financial year 2014/15 as at January 2015.

RESOLVED that the report be noted.

71 Sealing of Documents (Agenda Item 16)

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

Restricted Items

72 Chair's Action – Redundancy ORC (Restricted Item 18)

RECEIVED and noted an action taken by the Chair.

73 Restricted Senate Matters (Restricted Item 19a and 19b)

Council considered two restricted reports by the Vice Chancellor which set out recommendations from Senate regarding Emeritus Professor appointments and academic promotions.

RESOLVED that the recommendations be approved.

74 Restricted Human Resources Matters (Restricted Item 17(i) and 17(ii))

Council received two restricted reports relating to staffing matters.

RESOLVED that the recommendations be approved.

The meeting concluded at 6.12pm