

# Minutes

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<b>Meeting title:</b>	Council	
<b>Date:</b>	Wednesday 10 May 2017	<b>Time</b> 2.45pm
<b>Location:</b>	Room 1021, Building 28, Highfield	
<b>Present:</b>	Dr G Rider ( <i>Chair</i> ); Mr G Berruyer, Professor C Grant, Mr P Greenish, Mr P Hollins, Mr A Hovden, Ms S Kumar, Dr B Lwaleed, Dame J MacGregor, Professor M Niranjani, Mr T O'Brien, Dr D Price, Dr R Rivaz Hons DSc, Mr A Reyes-Hughes, Professor P Reed, Mr W Shannon, Professor Sir C Snowden and Professor J Vickers.	
<b>In attendance:</b>	Mr L Abraham (Clerk to the University Council and Senate), Ms C Day (Director of Health and Safety), Mr K Monaghan (Director of Estates and Facilities), Professor A Neill (Vice President – Education), Ms S Pook (Executive Director of Finance, Planning and Analytics), Professor M Spearing (Vice President – Research & Enterprise)	

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## 69 Apologies

Council noted an apologies for absence from Ms F Barnes and Mr G Hobbs.

## 70 Minutes

Council considered the minutes from the following meetings:

- 18 and 19 January 2017
- 9 March 2017 (Extraordinary Meeting)
- 29 March 2017

With regard to the minutes of the Extraordinary meeting held on 9 March 2017, a query was raised regarding a missing date at paragraph 55.2.1.1

The Clerk to the University Council undertook to clarify with Legal Services.

**ACTION: Clerk to the University Council and Senate**

RESOLVED that the minutes of the meetings held on 18 and 19 January, 9 and 29 March 2017 be confirmed as correct records and signed.

## 71 **Actions and Matters Arising**

Council noted the Annual Calendar of Business.

Actions on the agenda from previous meetings were discussed as follows:

- (i) Fee Capping – The Executive Director of Finance, Analytics and Planning provided an update. In approving five year financial forecasts at its meeting in January Council approved an assumption that Home/ EU UG fees would increase annually by inflation for all students joining from 2017. As such Council had taken a view on fee capping. The Higher Education Reform Act had now been passed allowing annual inflation increases and Council would need to approve regulated fees each year, at this point Council could review its approach to fee capping. The first opportunity would be at the July meeting for the 2018 fee.
- (ii) Staff Mental Health – to be considered at this meeting.

## 72 **Declarations of Interest**

There were no declarations.

## 73 **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.

## 74 **President and Vice Chancellor’s Report**

The President & Vice Chancellor presented his report to Council highlighting the following:

- The forthcoming General Election
- EU Students in 2018/19
- Higher Education and Research Bill
- Brexit – Education Committee Report
- 10 Year Plan Progress and Fundraising

Council congratulated the Executive team for the excellent outcome following the fundraising process. In response to a query, the President & Vice Chancellor stated that no issues had been raised by any of the investors that the team were not already aware of.

With regard to a recent slight slip in some University rankings, Council noted that the scores in many categories were based on 3 year average data and over-recruiting at lower entry tariffs in 2015 had affected the rankings. The strategy that was now in place would seek to address those issues and produce improved rankings in the medium term.

**RESOLVED** that the report be noted.

## 75 USMC Futures – An Options Appraisal

Council considered a report by the Vice President (International) which reviewed and appraised the available options to determine the future status of University of Southampton Malaysia Campus (USMC).

The report set out in detail the following three options which Council discussed:

- Termination
- Development of the existing facility
- Partnership Development with other pre-eminent Universities

Council noted that the last two options were not mutually exclusive.

With regard to termination, Council was of the view that complete closure of the facility and exit at this point would potentially damage the reputation of the University. Such a move would also potentially permanently close any future opportunities within the region for many years.

Any significant development of the existing facility solely from University resources was considered to be too costly at the current time. Many aspects of the offer at USMC required improvements including the student accommodation and social areas.

It was clear that investment, both financial and academic, was required in order for the facility to break-even. It was suggested that the recently adopted strategy of attracting high quality students rather than purely focusing on high numbers of students be implemented at USMC and consideration be given to the introduction of additional and more diverse programmes.

Council concluded the discussion and was of the view that a partnership approach advocated by the Vice President (International) was the most favourable option and should be explored with a view to making USMC achieve financial net break even as soon as possible. It was noted that many partnership options were possible, including securing local funding. It was agreed that time be allowed to fully explore the partnership opportunities and to improve both the management and the marketing of the facility.

It was suggested that any future exit proposal, should be considered and prepared with great care and that all implications, including financial and reputational, be investigated thoroughly.

Council endorsed the proposal for exploration of partnership opportunities, reiterating the desire that USMC should achieve net break even and asked for an update on progress at the May 2018 Council meeting. **ACTION: Vice President (International)**

RESOLVED accordingly.

## 76 South Gower

Council considered a report by the Executive Director of Estate & Facilities that provided an update on progress made with the South Gower project since the last update to Council in January 2017 and sought approval to release the remainder of the budget to enable a contract to be entered into with the selected contractor.

RESOLVED that increase authorised expenditure for the delivery of South Gower by May 2019 from £8,098,753 to £52,828,834 be approved. The project cost compares against the July 2016 Treasury Management Strategy indicative budget of £51.6m.

## **77 Nominations Committee Matters**

Council received a verbal update from the Chair regarding membership matters discussed at the Nominations Committee held earlier that day.

Both Mr Reyes-Hughes and Mr Greenish left the meeting for discussion and resolution of the item.

**RESOLVED** that

(i) Mr Adrian Reyes-Hughes be appointed as Class 4 (member of the non-teaching staff) member of Council from 1 August 2017 until 31 July 2020.

(ii) Mr Philip Greenish be appointed Vice Chair of Council from 1 August 2017 until 31 July 2020.

## **78 Recommendation from the Finance Committee**

Council considered a recommendation regarding endowments, from the Finance Committee from its meeting held on 19 April 2017.

It was noted that proposed changes to endowments with a capital value exceeding £10k required approval by the Charity Commission (section S268 of the Charities Act 2011) once Council approval had been obtained. Endowments with a capital value of less than £10k were covered by section S281 of the Charities Act 2011 and did not require Charity Commission approval for changes.

Following approval, Central Finance would work with faculties to monitor the amended endowments to ensure funds were being utilised appropriately and in keeping with the spirit of the gift.

**RESOLVED** that

(i) Legal Services submit a case to the Charity Commission to wind up two charities currently held as separate legal entities (Betty Evelyn Veal Will Fund and Spitfire Mitchell Memorial Trust) and bring the funds officially into the University to administer as part of the Endowment Pool;

(ii) Legal Services to submit a case to the Charity Commission to amalgamate A Siddons Hardship fund and Welfare – Sawyer scholarship fund into existing Hardship Fund endowment as individual capital values exceed £10k;

(iii) welfare/hardship designated endowments shown in Appendix 1 to the report be moved into the existing Hardship Fund endowment;

(iv) scholarship/maintenance designated endowments shown in Appendix 3 to the report be moved into the existing Hardship Fund endowment;

(v) endowments listed in appendices 2, 4 & 5, change classification from permanent to expendable. Allow faculties to spend against both the accumulated income and capital funds; and

(vi) correct classification on Faculty of Medicine fund to expendable from permanent as original documentation doesn't designate that this should be a permanent endowment.

## **79 Staff Mental Health**

Council received a report by the Director of Health and Safety which provided an update on activity to support staff who maybe be suffering with mental health issues, in particular the report updated on the legal background, measures currently in place and their effectiveness and scope for improvement.

Council noted the action that had been taken and asked for a further update on activity in 12 months.

**ACTION: Director of Health and Safety**

RESOLVED that the action identified be supported and the report noted.

## **80 Risk Management**

Council received a report by the Director of Health and Safety which provided an update on the University Strategic Risk Register.

RESOLVED that the changes to the Register be supported and the report noted.

## **81 President & Vice Chancellor's Annual Report on Health and Safety**

Council received a report by the President & Vice Chancellor and Director of Health and Safety which provided a summary of health and safety performance during 2016.

RESOLVED that the report noted.

## **82 Annual Report from the Health and Safety Audit and Assurance Committee**

Council received a report from the Chair of the Health and Safety Audit and Assurance Committee which set out its findings following its meeting held March 2017.

RESOLVED that the report noted.

### 83 Report from the President of the Students' Union

Council received a verbal report from the President of the Student's Union on recent activity within the Union, highlighting:

- The Union's ongoing financial stability
- Encouraging students to make sure they are registered to vote in the forthcoming general election
- SU logo redesign

As it was Alex Hovden's last Council meeting as Union President, Council thanked him for his contributions over the past year and wished him well with his future activities.

RESOLVED that the report noted.

### 84 HEFCE Assurance Review

Council received a report by the Clerk to the University Council and Senate which presented the outcome report from HEFCE following its Assurance Review which was undertaken in December 2016.

Council also noted that the HEFCE Annual provider Review for 2016-17 had been received just prior to the meeting and was pleased to note that the University was not at higher risk for financial stability, good management and governance matters, and that the review had concluded that for quality and standards matters the University met the requirements. The Annual provider review identified no issues for attention.

RESOLVED that the report noted.

### 85 Sealing of Documents

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

**The meeting concluded at 5.53pm**

#### Actions

Minute No.	Minute Title	Action Summary	Owner	Report Back Date
70	Minutes	Missing date within the text from 9 March 2017 minutes	Clerk to University Council and Senate	July 2017
75	USMC Options	To report back to Council on progress	Vice President (International)	May 2018
79	Staff Mental Health	To report back to Council on progress	Director of Health and Safety	May 2018

**Post Meeting Note: Missing date for 9 March 2017 minutes to be “7 April 2017”**