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| **Meeting title:** | Council |
| **Date:** | Wednesday 22nd September 2021 | **Time** |  12.30pm |
| **Location:** | The Winchester Gallery, Winchester School of Art |
| **Present:** | Mr P Greenish (Chair), Prof. Dame M Atkins, Ms F Barnes, Dr V Cardo, Mr G Hobbs, Mr P Hollins, Professor J Holloway, President & Vice-Chancellor, Senior Vice-President (Academic), Mr W Shannon, SUSU President, Mr Akshay Thakur, Mr T Whitmore, Baroness S Verma, Dr K Vithana and Mr S Young. |
| **In attendance:** | Clerk to the University Council & Senate, Chief Operating Officer, Executive Director - Finance & Planning, Executive Director, Student Experience & Campus Life, Vice-President (Education), Vice-President (Research & Enterprise). |
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| **1** | **Apologies for Absence**There were apologies from Dame J Macgregor, Ms H Pawlby, Professor m.c. Schraefel and Dr A Vincent. |
| **2** | **Minutes****RESOLVED** That the minutes of the last meeting held on 6th July 2021 be confirmed as a correct record and signed. |
| **3** | **Actions and Matters Arising**Council noted the Annual Calendar of Business and Council Responsibilities would be updated to reflect the new Council operating model.The outstanding actions would be considered at future meetings. |
| **4** | **Declarations of Interest**All staff members declared interests in the Pension Committee item as members of the USS pension scheme. |
| **5** | **Publication of unrestricted papers**RESOLVED That only papers deemed not commercial in confidence be released. |
| **6** | **President and Vice-Chancellor’s Report**Council noted highlights from the July and August 2021 editions of the Vice-Chancellor and Executive reports.The Vice-Chancellor highlighted:* Student recruitment numbers which showed a slight overall uplift from the planned numbers.
* An outline of teaching delivery for the coming term which would predominantly be face-to-face with some early term online support for overseas PGT students while they made arrangements to enter the UK. The SUSU President confirmed that students wished to return to face-to-face teaching as soon as safe to do so and the University had retained the extra buildings and spaces erected last year and would be using them together with established teaching spaces for teaching and learning with appropriate ventilation.
* Should the UK be directed back into lockdown by the Government in the coming months, there were extensive plans in place to both deliver teaching online again, as rolled out in March 2020, but also to support students in their accommodation with supplies of food, information and general assistance.
* Recent press reports relating to the University’s use of the Alibaba Network. This was configured as a way of ensuring that University online systems were accessible to our students based in China. It provided a secure tunnel through the Chinese online defences. The Chinese government was not involved with accessing University records and Jisc had brokered the arrangement.
* New Government ministers were highlighted in the recent Cabinet reshuffle
* The sector was still awaiting the outcome of the spending review which may impact on research funding.
* The outcome of the Freedom of Speech Bill was also awaited and the implications for the sector in general.
* With regard to ongoing pensions negotiations, it was noted that a strike action ballot would be held shortly with UCU members against a mandate of a package of issues that included pay, pensions and workloads. If the ballot proved successful action would likely take place in late November. Staff communication was underway on the various matters and recent pension briefings that had been held online had proved successful and well attended.
* Recent rises in the University’s league table positions.
* It was noted that Professor Alex Neill, Vice-President (Education) would step down from his role in April 2022 after 10 successful years and there would be opportunity at a future meeting to mark his achievements.

**RESOLVED** that the update be noted. |
| **7** | **Report from the President of the Students’ Union** |
|  | Council considered a report by the President of the Students’ Union which provided an update on recent SUSU activity.The President highlighted:* Plans for Welcome and Freshers Weeks which student were keen to attend accepting safety measures such as testing and face coverings.
* The appointment of a Student Safety Co-ordinator.
* Accommodation shortfall due to some students confirming their desire to come to Southampton after the accommodation request deadline. The University was rapidly working to address this issue and undertook to ensure all students would have suitable accommodation of some kind. As the University turned attention to size and shape, the SUSU President reminded Council of the importance of keeping a close watch on the emerging accommodation need both now and in the future.
* With regard to the potential strike action, while students had historically been supportive of staff in their action, following the long periods of lockdown and online learning, students were keen to return to campus for face-to-face teaching and learning.

**RESOLVED** that the report be noted. |
| **9** | **Size and Shape**Council considered a report by the Senior Vice-President (Academic) and Executive Director, Finance & Planning which provided an update on the approach to be taken in the next three months to develop a long-term projection of the university’s size and shape.It was queried as to whether the plans were ambitious enough. Many competitor universities had seen student number growth in recent years despite a shrinking demographic. Resources and infrastructure were also issues to be considered. It was agreed that more accurate data was required to show exactly where the growth could best occur and also that Southampton should concentrate on building its distinctive offer.Other issues raised included:* Options of Transnational Education (TNE) which would offer the University more overall resilience
* The effect of loss-making PhDs
* The potential loss of unit of resource as a result of the Government’s consideration of the Augar review and how it affected faculties such as Arts & Humanities
* Rising UK inflation
* A future focus on Africa
* The use of research bases to guide overseas teaching operations

**RESOLVED** that the report be noted. |
| **10** | **Management Information Update (University Strategy KPIs)**Council considered a report by the Executive Director, Finance & Planning which provided a set of KPIs with associated targets to track progress of the delivery of the University’s strategy that was currently being developed in consultation with UEB and wider stakeholders. Council would also have opportunity to comment on the specific KPIs and targets in October.The report proposed a dashboard for the reporting of the strategy KPIs and asked Council to comment on the format and layout of the data. It was agreed that KPIs should be useful tools for both management and Council and that routine deep dives into areas should be provided when appropriate for Council to observe trends, make recommendations on any improvement and to understand complex issues that may arise.**RESOLVED** that the report and comments be noted. |
| **11** | **HR Matters – Officers of the University**Council considered a report by the President & Vice Chancellor which sought approval for the extension of Professor Laura Costanzo as Head of Southampton Business School, in the Faculty of Social Sciences, for a further two years until 31 July 2024.**RESOLVED** that the report be approved. |
| **12** | **Standing Orders, Statement of Primary Responsibilities and Committees** Council received a report by Clerk to the University Council & Senate. As part of good governance, the report presented both Council Standing Orders and the Statement of Primary Responsibilities for Council to be reminded of its powers, mode of operation and responsibilities. An updated membership list was also included.The report also provided the opportunity to review those Committees which provide advice directly. Details of the Nominations Committee, Audit Committee, Remuneration Committee, Health & Safety Audit and Assurance Committee, Pensions Committee, Estates & Infrastructure Committee and Finance Committee were also attached.Together, the documents provided a comprehensive overview of the governance that Council provided, its powers, responsibilities, advisers (in the form of Committees) and the memberships thereof.Minor changes were noted and it was agreed that any further amendments should be notified to the Clerk.RESOLVED that the report be noted. |
| **13** | **Committee Matters**Council considered recommendations and received updates from committees as follows:1. Nominations Committee

The chair of Nominations Committee reported on activity and presented a number of recommendations as follows:1. Mr Bill Shannon be reappointed for a full third term as Class 2 lay member of Council until 31 July 2024
2. Mr Tony Whitmore be appointed to the Senate/Non-Academic staff position on the Estates & Infrastructure Committee until 31 July 2023
3. Professor Dame Madeleine Atkins be appointed for a second term as Class 2 lay member of Council until 31 July 2025
4. Ms Francesca Barnes be appointed for a third term as Class 2 lay member of Council until 31 July 2025
5. Professor John Holloway be appointed as the Senate member on the Nominations Committee until 31 July 2024
6. Mr Peter Hollins’ appointment as Class 2 lay member of Council be extended from 31 March 2022 until 31 July 2022.

 The recommendations were all **RESOLVED** accordingly. Council also noted the Nominations Committee’s work in beginning to seek a new Audit Chair to replace Mr Graeme Hobbs in July 2022 and also other activity related to appointing procedures and updating of the skills matrix.1. Finance Committee

 Finance Policy 22Council considered a recommendation from the Finance Committee regarding the approval of changes to Finance Policy 22 “Treasury Management Policy” following consideration and recommendation by Investment Committee and approval by Finance Committee.The main changes allowed the University to invest in vehicles which may have a higher risk profile than used in the past and also provided more detail on the ESG position including the sustainability impact of the companies the University invested in. This change was consistent with the Sustainability Strategy and the actions set out in this plan.A further change was that the University added to the policy that it would “engage with” rather than “exclude” fund managers representing companies that were involved in armaments. No amendments had been made to authority mechanisms, and any future changes to the portfolio would be managed through existing governance routes.**RESOLVED** that1. Finance Policy 22 be approved; and
2. the process of changing the current portfolio to be consistent with the revised policy noted to take time, with the transition process and period likely to be between 12-18 months.

 Going Concern Council considered a recommendation from the Finance Committee which set out the Finance Committee’s own consideration of a report that provided assurance of the University’s status as a going concern. Going concern was a fundamental accounting concept that underlies the preparation of the financial statements. Under the going concern concept, it was assumed that an organisation would continue in operation, and that there was neither the intention nor the need either to liquidate it or to cease trading. The assessment was based on a period of at least 12 months from the date when the financial statements were authorised for issue. **RESOLVED** that the Finance Committee’s approval that the University continues to be a going concern be endorsed and the report be noted. 1. Pensions Committee

The Chair of Pensions Committee reported on activity as follows:* Outline of the valuation activity and continuing negotiations with UUK and employers and Unions
* A consultation had been issued in recent weeks and UUK had expressed a position that the University had supported
1. Audit Committee

The Chair of Audit Committee reported on activity as follows:* Approval of the latest Internal Audit Plan
* Audits carried out on Blended Learning
* An agreed schedule of business for the coming year
* Consideration of the Going Concern report just noted by Council
* Annual reports on University Governance and Conditions of Registration with OfS
* Follow up on previous audit recommendations progress
* Annual review and confirmation of the committee terms of reference
1. Estates & Infrastructure Committee

The Chair of the Estates & Infrastructure Committee reported on activity as follows:* Update of project timelines
* North East Quadrant usage
* The requirement for size and shape discussions to be finalised to feed into estate master planning
* Detailed update on progress with key projects; heart of campus, Nuffield Theatre, Hartley Library, sports and SUSU provision
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| **14** | **Sexual Misconduct on Campus**Council noted a report by the Executive Director of Student Experience & Campus Life which provided an update on the University’s approach to the prevention and response to student cases of sexual harassment and misconduct. The report outlined the expectations placed on providers by the Office for Students, the University approach to managing cases, improvements made in our approach in recent years as well as plans for the future.The following was highlighted:* Much progress since the issue was first raised in 2018
* Progress on a comprehensive action plan
* The introduction of consent training that put the University ahead of other institutions
* Better reporting procedures with robust governance
* Activity to understand the levels of instances not formally reported e.g. From SUSU surveys
* An outline of the sanctions that can be imposed
* Work with feeder institutions and with overseas students from differing cultures
* Progress on policies in this area that affected staff behaviour and consultation with the unions

Council was of the firm view that this area of activity was vital for student wellbeing and should be captured and monitored by KPI data in order to provide a deep dive at a future point. **ACTION: Executive Director of Student Experience & Campus Life****RESOLVED** that the report be noted. |
| **15** | **Sealing of Documents**Council received and noted a report detailing the documents sealed since the last report to Council. |
| **16** | **Chair’s Actions**The following chair’s actions were noted:(i) 5 Aug 2021 - Promotion to Level 6, Dr PK Senyo, from Southampton Business School, within the Faculty of Social Sciences(ii) 5 Aug 2021 - Pathway move from Research to Education for Dr Bernadette O Fernandez(iii) 5 Aug 2021 – Use of electronic signatures to be used to sign all Council and Committee minutes both future and retrospectively. |
| **17** | **Committee Minutes****RESOLVED** that the minutes be noted. |

**The meeting concluded at 3.36pm**

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Actions

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| **Min No.** | **Item** | **Action** | **Responsible** | **When** |
| 14/2122 | Sexual Misconduct on Campus | Progress captured and monitored by KPI data in order to provide a deep dive at a future point  | Executive Director of Student Experience & Campus Life | July 2022 |