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| **Meeting title:** | | Council | | |
| **Date:** | | Tuesday 29th September 2020 | **Time** | 12.30pm |
| **Location:** | | Via Microsoft Teams | | |
| **Present:** | | Mr P Greenish (Chair), Prof. Dame M Atkins, Ms F Barnes, Mr R Cartwright, Mr G Hobbs, Professor J Holloway, Dame J Macgregor (Vice-Chair), Professor R Mills, Ms H Pawlby, President & Vice-Chancellor, Dr D Price, Professor P Reed, Mr W Shannon, SUSU President, Vice-President (Education), Dr A Vincent, Mr T Whitmore and Mr S Young. | | |
| **In attendance:** | | Clerk to the University Council & Senate, Chief Operating Officer, Executive Director - Finance & Planning, Vice-President (Research & Enterprise) and Professor R Mills for minute 16. | | |
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| **1** | **Apologies**  An apology for absence was received from Mr P Hollins. | | | |
| **2** | **Minutes**  The Minutes of the last meeting held on 8th July 2020 had minor typo corrections. With regard to the actions outstanding it was suggested that the International Strategy currently stated as “in abeyance” should have a report back date agreed.  **ACTION: Interim Vice-President (International)**  Minute 118 stated that the “first draft of the Remuneration Committee annual report” had been discussed. It was confirmed that it was only a discussion of the likely content, rather than a complete first draft.  RESOLVED: That the amended minutes of the meeting held on 8th July 2020 and the notes of the meeting held on 9th September 2020 be agreed as correct records and signed. | | | |
| **3** | **Actions and Matters Arising**  Council noted the Annual Calendar of Business. The Research & Enterprise annual update would now be presented each May, with a brief REF update in March 2021. A more comprehensive update on the Education strategy would be presented at the January awayday. Confirmation on the most ideal time for the update on Access and Participation Plan was being investigated as it tied in with a reporting deadline with the OfS.  A full update on the outstanding actions was then noted as follows:  (i) 109/1819 – International Strategy: Date to be agreed with the Interim VP (International)  (ii) 79/1920 – Awayday Outcomes - Executive to consider developing a dashboard of key info for Council – Ongoing Action. The Chair stated that the KPI Dashboard was an excellent improvement in this area.  (iii) 106/1920 – Graduate Destination Outcomes – To be reported via the Monthly VC and Executive Report in October.  (iv) 107/1920 – Investigate the continuation of Online Learning Grants for students in the coming academic year and progress on appointing a Sexual Violence Advisor – VC Report News item answering the query placed in August VC and Executive Report – Complete.  (v) 108/1920 – Bridging Strategy – Report back on consolidated KPIs and develop RAG rating. The Dashboard would be considered at this meeting. | | | |
| **4** | **Declarations of Interest**  No declarations were made. | | | |
| **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 last two monthly Vice-Chancellor and Executive reports.  The Vice-Chancellor stated that the coronavirus situation was continuing to have a rapidly changing effect on the University which in turn made long term planning difficult. The very latest student numbers were then shared for Home/EU, international and PGT. While the numbers were down slightly on previous years recruitment, the latest numbers were well above the scenario planning predictions that were presented to Council back in July. This was summarised as presenting a challenging situation but not as challenging as first predicted.  There had also been some encouraging overall rises in the University’s league table performance, in particular the greatest rise in the Good University Guide top 20 of 5 places to15th.  The OfS had been instructed to reduce its costs by 10% by Government and also had a direction issued to demand less bureaucratic and detailed reporting from institutions. This measure was welcomed by the sector especially at this challenging time.  Students who were due to join the University in January 2021 were still keen to do so in spite of the recent increase in UK COVID-19 cases. Over 42% of incoming students were registered for on-campus virus testing.  The issue of Cyber security was raised and reassurance was given that the University’s cyber security preparedness continued to be monitored closely. It was highlighted that an element of cyber security was down to user behaviour and more training was being rolled out to ensure staff and students used University systems correctly and appropriately. Servers that were not under direct university control were an issue. It was confirmed that penetrative testing of all IT systems was carried out by testing consultants from the outside. Consultants used were challenged to ensure that they tested the systems using the very latest cyber threat techniques and practices. Threats from the inside were also flagged as a continuing issue that required constant monitoring.  **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:   * Development of the latest SUSU strategy * Minor brand refresh * Good NSS results * Reaction to additional teaching on Wednesday afternoons * Improvement in communications to students * Use of a “buddy” system for arriving students   With regard to the introduction of additional teaching on Wednesday afternoons (usually kept free for students to participate in clubs, societies and other leisure and sporting pursuits) it was recognised that this may cause inconvenience and it was hoped to be a temporary measure. The situation and need for it would be monitored closely.  The use of an all-weather marquee that had been erected on campus was welcomed by SUSU and it was confirmed that these would be available for SUSU’s sole use in the evenings. The University was keen to encourage use of the marquees for SUSU clubs and societies as COVID-secure measures were in place and a degree of safety, if used correctly, was better ensured.  The “buddy” system that had recently been rolled out for new arriving students was welcomed. It was used to help all students adjust to university life, especially in these challenging times, and to help international students integrate into UK life and culture.  **RESOLVED** that the report be noted. | | | |
| **8** | **COVID-19 Update**  Council received the latest version of the Active Campus report which set out all of the activity on campus that had taken place to ensure a COVID-secure environment for both staff and students.  Many measures were now in place as the campus welcomed back staff and students including:   * One-way systems in buildings * Additional space such as all-weather marquees * Ambassadors around campus reminding all of the importance of social distancing and face coverings * Additional cleaning of rooms and buildings   The University was closely monitoring the national response to the start of the academic year and learning from the mistakes made by other institutions that had already opened. The University was ensuring large stocks of dry food and also arranging for take-away food vans to be both on campus and at halls of residence to ensure proper food provision. Strong links with SUSU and the local police were also in place to ensure appropriate student behaviour.  With regard to the tiered approach for universities being introduced in England, it was confirmed that Southampton was tier 1 which meant that a blended approach of face to face and online teaching would be deployed.  Should an outbreak occur locally or indeed, on campus, student support services would be well placed to support students with advice and guidance throughout including a 24/7 telephone support service and drop-in centres on campus.  It was reiterated that clear, comprehensive and timely communication to all staff and students was key to successfully navigating not only the current situation, but also any local COVID outbreak should it occur. The Communications team at the University was also keeping a close watch on local media to monitor how the University and its students were perceived locally, especially in light of students arriving back for the coming academic year.  In summary, Council wished to be notified immediately if there was to be any change from the University tier 1 status.  **RESOLVED** that the report and presentation be noted. | | | |
| **9** | **Delivering Education 2020/21**  Council considered a report by the Vice-President (Education). The report outlined the plan for the forthcoming academic year which was to provide teaching and support for students that was as broadly equivalent as possible to provision in a ‘normal’ year. (This plan was driven by the sense of what was owed to students, but also in its wording reflected advice from the Office for Students.) To this end, guided by expert advice regarding how to keep the community safe, and keeping a close focus on the quality of the experience of students, we have been preparing to provide as much face to face in-person teaching and other activity on campuses as can safely be done, and to combine this with online education, as well as online social and support activity.  The report focussed on (a) undergraduate education, and (b) education as opposed to broader student social and extra-curricular activity. It presented a snapshot based on the position now: in a rapidly evolving landscape, and the snapshot presented here would certainly evolve further over the next weeks and months.  Communication with students throughout this situation was again recognised as vital, as well as surveying students as to which aspects of the changing delivery they favoured and those aspects that didn’t work so well. IT poverty was highlighted as an issue, not only addressing it where it existed, but also identifying it. Philanthropic giving and charity appeals were an appropriate way of filling those IT gaps to provide not only IT equipment, but more reliable internet connections for students, and online access to textbooks and other journal material. Goodwill among the student community should also be encouraged to ensure that students look out for each other and highlighted where fellow students are struggling.  RESOLVED that the comments made by Council be noted by the executive and the report be noted. | | | |
| **10** | **Final Budget Process 2020/21**  Council considered a report by the Executive Director, Finance and Planning. The report contained a detailed proposal on the allocation of staff and non-staff saving targets across faculties and professional services (PS) into the 2020/21 budgets. It also provided detail on the final budget timeline and principles. It had been reviewed by the Planning & Resources Group (PRG) and endorsed by Finance Committee.  The principal scenario included assumed delivery of £60m cost savings in 2020/21, to deliver a £17m deficit. Of this, £30m would be held as a central provision and £30m would be allocated to faculties and professional services.  Savings targets had been allocated based on non-staff cost data previously shared with the sub-group of Council (in June) and the outcome of discussions on 5/10% staff cost savings delivery. Non-staff savings are lower than a provisional allocation shared with the University Executive Board (UEB), and staff savings are at the lower end of the range that Faculties and Professional Services directorates had been asked to draw up plans for.    As a central provision of £30m would be created, any gains against the principal scenario would be offset against this provision first. Once the outcome of International Postgraduate (PGT) recruitment was known in January, PRG would review the potential to release additional budget across the University.  Whilst the budget process this year aimed to be agile in releasing funding when appropriate, all areas would still need to deliver against their portion of the £30m savings target. Where business cases may come forward, during the year, requesting additional resource – these should consider the whole faculty or professional service directorate economy and progress against delivering savings. To allow primary budget holders to make the most appropriate decisions, savings would be allowed to be moved between staff and non-staff categories.  Delivery of £60m savings would require a continuation of the exceptional spend only policy. Staff recruitment would need to be carefully monitored and project spend focused on strategic priorities. These measures could only be done for a short period, before long lasting damage is done to the university proposition and strategy. Therefore, consideration would need to be given to the longer-term business plan and strategy – and alignment to approval of voluntary severance applications.  The University had a consistent pattern of delivering actual results which were higher than budget. Delivery of £60m savings while challenging looked achievable, given this context.  RESOLVED that the savings targets and final budget principles be approved. | | | |
| **11** | **Nominations Committee Update**  An update on discussions held at the recent Nominations Committee was presented by the Chair of the Committee. Work was continuing to search for suitable candidates to be appointed to the forthcoming Class 2 vacancy in 2021. Candidates would need to satisfy a number of criteria including meeting the skills gaps that currently existed and also presenting good diversity which was poorly addressed currently. The skills matrix used by the Committee had also been updated to include new additional skills areas that had been identified.  With regard to ED&I matters, it was agreed that a deep dive on the subject should be arranged, possibly at the 2021 awayday.  **RESOLVED** that the update be noted. | | | |
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| **12** | **Appointment of Senior Office Holders**  Council considered a report by the President & Vice-Chancellor. The report proposed that Council delegated the power to appoint Office Holders of the University, particularly Vice-Presidents and Deans, to an Appointment Committee (or Selection Committee or Interview Panel) set up for the purpose, providing the Appointment Committee included at least one Class 1 or 2 lay member of Council and a member of Senate who is not a member of UEB.  This would remove the existing step of the President & Vice-Chancellor making a nomination to Council, that then made the appointment of the preferred candidate. This step adds little value as it normally took place after the offer had already been accepted by the preferred candidate.  The Modernising Governance project due to start in January 2021, would further review the appointment of Office Holders and make recommendations, and propose relevant amendments to the Statutes and Ordinances.  **RESOLVED** that  (i) the appointment of Vice-Presidents and Deans of Faculties, the Chief Operating Officer and other Officers be delegated to an Appointment Committee convened to interview shortlisted candidates and make decisions about appointments.  (ii) the Appointment Committee includes at least one lay Class 1 or 2 member of Council as a member and a member of Senate who is not a member of UEB.  (iii) Council is informed of any Office Holder appointments at its next meeting.  (iv) these changes are reflected in the Statement of Council’s Primary Responsibilities and delegated and related matters. | | | |
| **13** | **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 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.  It was noted that the Standing Orders had been amended to remove the rule that “restricted” reports not be sent to the President of the Students’ Union. The Statement of Primary Responsibilities would require minor amendment to better reflect the Vice-Presidents’ delegations.  It was also noted that the Audit Committee would be undergoing a deep dive of its own terms of reference in early 2021 following guidance and advice released from the CUC.  **RESOLVED** that   1. the Council Standing Orders, the Statement of Primary Responsibilities and membership of Council be noted; 2. the terms of reference and membership information for each of the Committees be reviewed and noted. | | | |
| **14** | **Chair’s Actions**  (i) Approval of appointment of Mr Tony Whitmore to the position of Class 4 Non-academic member of Council from 1 August 2020 until 31 July 2023.  (ii) Approval of OfS Report – Suspension of PGT Programmes for Academic Year 2020/21.  (iii) Approval of continuation of Dr Alison Vincent as a member of Remuneration Committee until 31 July 2023.  **RESOLVED** that the actions be noted. | | | |

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| **15** | **Committee Minutes**  **RESOLVED** that the minutes be noted. |
| **16** | **AOB**  KPI Dashboards  Council noted the KPIs dashboard that had been circulated. Since the previous version and the request that RAG ratings be attached to each KPI, it was noted that ratings had been attached where appropriate although it was early in the process since the inception of the KPIs and relevant rating was not yet identified.  **RESOLVED** that the KPIs Dashboard be approved and noted.  Sustainability Strategy  Council received the latest version of the Sustainability Strategy together with a summary document that had been produced for wider publication. It would be launched shortly using a number of different channels including much use of social media, videos, photos and interviews. A number of quick wins would be implemented over the coming months in order to help the momentum of the strategy and progress on implementation and costs would be presented at the next Council awayday.  It was suggested that links could be made with large tech companies such as Microsoft and Amazon who had also launched their sustainability strategies to see where joint working and guidance connections could be made.  RESOLVED That the sustainability strategy be noted. |

**The meeting concluded at 3.40pm**

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**Actions**

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| **Min No./Year** | **Minute Title** | **Action Summary** | **Owner** | **Report Back Date** |
| 2/2021 | International Strategy | Date be assigned to the strategy coming to Council | Interim VP (International) |  |