



University of Exeter

COUNCIL

MINUTES AND ACTIONS – APPROVED BY COUNCIL

12 December 2023

9.30am-1.15pm

Online via Microsoft Teams

NB text in BLACK for publication; text in BLUE will be redacted for publication

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Attendees:**MEMBERS PRESENT**

Quentin Woodley	Pro-Chancellor and Chair
Professor Lisa Roberts	President and Vice-Chancellor
Sir Richard Atkins	Pro-Chancellor and Deputy Chair
Sally Cabrini	Pro-Chancellor and Senior Independent Governor
Nicholas Cheffings	Independent Member (in attendance from 9.30am-12.30pm)
Sarah Matthews-DeMers	Independent Member
Malcom Skingle	Independent Member
Tim Weller	Independent Member
Andrew Greenway	Independent Member
Karime Hassan	Independent Member
Damaris Anderson-Supple	Independent Member (in attendance from 9.30am-12.30pm)
Alison Reed	Independent Member
Glenn Woodcock	Independent Member
Professor Barrie Cooper	Senate Representative
Professor Karen Knapp	Senate Representative
Professor Sue Prince	Senate Representative
Shades Chaudhary	Professional Services Representative
Connie Chilcott	President, Falmouth and Exeter Students' Union
Alex Stanley	Education Officer and Representative of the Exeter Students' Guild

SECRETARY

Mike Shore-Nye	Senior Vice-President and Registrar & Secretary
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MEMBERS APOLOGIES

Salam Katbi	Independent Member
Professor Tim Quine	Deputy Vice-Chancellor (Education and Student Experience)
Professor Dan Charman	Senior Vice-President and Provost

STAFF IN ATTENDANCE

Dave Stacey	Chief Financial Officer (CFO) and Executive Divisional Director of Finance, Infrastructure and Commercial Services
Alison Chambers	Chief Executive Officer, University of Exeter Guild of Students
Imelda Roberts	Executive Divisional Director of Human Resources
Dr Jeremy Diaper	Assistant Director, Governance (minutes)
Professor Richard Follett	Vice-President and Deputy Vice-Chancellor (Global Engagement)
Alicia O'Grady	Executive Divisional Director of External Engagement and Global (Minute Item 28)

ADDITIONAL ATTENDEES: Simon Enoch, External Independent Member, Audit and Risk Committee

34. Chair's Welcome and Declarations of Interest

34.1 the Chair welcomed Council members to the meeting and extended a warm welcome to Simon Enoch (External Independent Member of Audit and Risk Committee) who had been invited to observe the meeting and enhance their understanding and awareness of Council business.

34.2 the Chair noted that apologies had been received from: Dan Charman, Salam Katbi and Tim Quine. It was also noted that Damaris Anderson-Supple and Nicholas Cheffings would be required to leave the meeting early at 12.30pm.

34.3 it was noted that all non-Independent members of the University had a potential conflict of interest in relation to the agenda item on Enabling Strategy 2030.

35. Minutes from the meetings of Council held on 18th October 2023, 19th October 2023 and 23 November 2023 (CNL/42/42a/23-24 Strictly Confidential; CNL/43/43a/23-24 Strictly Confidential; CNL/44/44a/23-24 Strictly Confidential)

35.1 the minutes of the meetings of Council held on 18th October 2023, 19th October 2023 and 23rd November 2023 were **APPROVED** by Council.

36. Council Action Log 2023/24 (CNL/45/45a/23-24 Strictly Confidential)

36.1 the Council action log was received for information and noted by Council.

37. Council Business Schedule 2023/24 (CNL/46/46a/23-24 Strictly Confidential)

37.1 the Council Business Schedule 2023/24 provided an overview of items provisionally scheduled for 23/24 and was received for information. It was noted that specific agenda items and timings would be subject to change and an updated version included at subsequent meetings.

38. Chair's Business and Matters Arising (Verbal Update)

38.1 the Chair provided the following updates to the Committee:

a) Council Financial Review Sub-Committee:

38.1.1 the first meeting of the newly reconstituted Council Financial Review Sub-Committee had been held on 28 November 2023 and a schedule of business was being developed for the remainder of the academic year 2023/24. An additional extraordinary meeting had also been scheduled to endorse the Strategic Update on the Capital Plan prior to Council in February 2024;

b) Prevent Monitoring and Data Accountability Return:

38.1.2 following Council approval on 23 November 2023, the Prevent Return and Chair's accountability declaration was submitted to the Office for Students by the deadline of 1st December 2023;

c) Vice-President and Deputy Vice-Chancellor (People and Culture):

38.1.3 further to the recommendation submitted to Council via email on Tuesday 7 November 2023, Professor Rajani Naidoo had been appointed as Vice-President and Deputy Vice-Chancellor (People and Culture) and would take up the role on 1st February 2024. Professor Naidoo was joining from the University of Bath, where she held the post of Vice-President (Community and Inclusion).

APPROVED: the appointment of Professor Rajani Naidoo as Vice-President and Deputy Vice-Chancellor (People and Culture).

39. President and Vice-Chancellor's Strategic Update (CNL/47/23-24 Strictly Confidential)

39.1 the President and Vice-Chancellor's report presented a summary of recent developments at the University and across the wider Higher Education sector:

39.1.1 the Home Secretary had indicated that the practice of overseas students bringing their family to the UK would end as restrictions on visa routes came into force in January 2024. The restrictions would affect all students except those enrolling on postgraduate research or government-sponsored courses and was anticipated to reduce the attractiveness of the UK as a destination to students from overseas. The plan was part of the wider UK government strategy to reduce migration;

39.1.2 the University of Exeter had been shortlisted for the Times Higher Education University of the Year 2023 award, but the prestigious prize had subsequently been awarded to Anglia Ruskin University;

39.1.3 a consultation exercise had been undertaken to seek a wide-range of views from students, staff and the public to help shape the plans and vision for the redevelopment of St Luke's Campus and create a world-leading centre of excellence for health and wellbeing research and education at St Luke's. The long-term vision for the redevelopment of St Luke's Campus would be subject to further discussion and input from Council in due course;

39.1.4 the University's expression of interest to join the World Universities Network (WUN), an international consortium of research-intensive universities, had been positively endorsed by the board in December 2024. Whilst membership was subject to an annual subscription fee, it was recognised it would enhance the University's global profile and reputation and provide access to international research collaborations and funding opportunities;

39.1.5 the University had been involved in over 30 events at the UN Climate Change Conference (COP 28) and showcased major research projects, including the Global Carbon Budget and Global Tipping Points Report;

39.2 in relation to the ongoing conflict in the Middle East:

39.2.1 the University continued to maintain proactive engagement with staff and students to reflect on the wellbeing support that could be provided in relation to the Israel and Gaza conflict. It had been agreed that additional support would be provided to PhD students whose research had been impacted as a result of being unable to travel to the Middle-East;

32.2.2 the University continued to ensure that there were appropriate mechanisms in place to

ensure the safety of the University community, to safeguard the freedom of speech and expression of academic freedom for all members;

39.3 the President and Vice-Chancellor continued to be actively engaged with wider sector networks and a number of meetings had also been held with members of the Shadow Cabinet, including Peter Kyle (Shadow Secretary of State for Science, Innovation and Technology) and Bridget Phillipson (Shadow Secretary of State for Education), the latter of whom had recently commended the University's work on Social mobility.

40. First Forecast 2023/24 (CNL/48/23-24 Strictly Confidential)

40.1 the latest financial forecast presented an adverse variance of £1.1m to EBIT, which had been offset by a number of mitigations across the Faculties and Professional Services. Work was ongoing to identify further actions to fully mitigate the financial position and would require close budget management;

40.2 it was noted by Council that there were significant downturns being experienced in relation to international student recruitment across the sector which presented systematic financial challenges for Universities;

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APPROVED: that a revised budget would be set to ensure the original financial performance targets were met in spite of the challenging sector-wide tuition fee income position.

41. Approving the Financial Statements (CNL/49a-d 23-24 Strictly Confidential)

a) Annual Report and Financial Statements of the University for the Year 2022-23 (CNL/49a/23-24 Strictly Confidential and CNL/49b/23-24 Strictly Confidential)

41.1 the Annual Report and Financial Statements to 31 July 2023 had been endorsed by Audit and Risk Committee and the University Executive Board. Following final approval by Council, they would be electronically signed by the relevant University officials and KPMG and submitted to the Office for Students (OfS) as part of the annual accountability process by 31st December 2023;

41.2 that the Annual Report and Financial Statements to 31 July 2023 would be published on the University's website within 2 weeks of signing.

APPROVED: the University's Annual Report and Financial Statements to 31 July 2023.

b) Value for Money Report (CNL/49b/23-24 Strictly Confidential)

41.3 the Value for Money Report (2022/23) had been provided to Audit and Risk Committee (10 November 2023) to enable the Committee to express an opinion on the adequacy and effectiveness of the University's arrangements for economy, efficiency and effectiveness, otherwise known as Value for Money (VfM) as part of its annual report to the President and Vice-Chancellor and Council.

- c) **Audit Highlights Memorandum from KPMG** (CNL/49c/23-24 Strictly Confidential) and **Management Letter of Representation to KPMG** (CNL/49d/23-24 Strictly Confidential)

RECEIVED: the External Audit Highlights Memorandum from KPMG.

APPROVED: the signing of the Letter of Representation to KPMG.

42. Update on Students' Union Superannuation Scheme s75 payment (CNL/50/23-24 Strictly Confidential)

- 42.1 Council carefully reviewed the proposal to provide formal "giving of notice" to the Students' Union Superannuation Scheme (SUSS) to trigger a section 75 payment to remove the University's and Guild's responsibility to make future deficit payments, extinguish the risk of these changing and strengthen the Guild's balance sheet.

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APPROVED: the formal "giving of notice" to SUSS to trigger a s75 payment and remove the University's and Guild's responsibility to make future deficit payments, in line with The attached project plan, legal advice and draft deed;

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43. Enabling Strategy 2030 (CNL/51/23-24 Strictly Confidential)

- 43.1 at the Council Away Day on 23 November 2023, Council had been provided with an update on the Enabling Strategy 2030 Group which had been established to support delivery of efficiencies and provide enhanced governance, oversight and assurance over the next 3 years.

- 43.2 margin and efficiency targets were a key part of the University's 5-year financial plan and critical to delivering year-on-year savings targets by Faculty and Professional Services and thus enabling the investment envisaged under Strategy 2030. Key areas of focus would be on delivering teaching, research and digital efficiencies, alongside various non-pay and Professional Services efficiencies to achieve in-budget margin improvements;

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Agreed: that regular updates would continue to be provided to Council to keep it updated and informed on progress with the Enabling Strategy 2030 Proposals;

Agreed: that further information would be provided to Council at the meeting in February 2024 regarding the strategic communications relating to Enabling Strategy 2030 and the strategic case for change.

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44. Academic Assurance**a) Quality and Standards Report 2022/23 (CNL/52/23-24 Confidential)**

44.1 as specified in the Regulatory Framework of the Office for Students (OfS), Council was responsible for ensuring compliance with all conditions of registration. The report provided assurance for the 2022/23 Academic Year regarding performance in relation to the B Conditions relating to the quality and standards of the provider;

44.2 the University was currently awaiting further information from the OfS on a timeline for the submission of the next Access and Participation Plan;

44.3 Council noted the Academic Assurance on Quality and Standards for the Academic Year 2022/23.

b) Academic Assurance Plan 2023/24 (CNL/53/23-24 Confidential)

44.4 the paper set out the items of business scheduled to progress to Senate and Council during the Academic Year to provide assurance on the management and governance of key academic matters and maintenance of the University's ongoing conditions of registration with the Office for Students (OfS).

APPROVE: the Academic Assurance Plan for the Academic Year 2023/24.

45. Reports from the Student Representatives of the Exeter Guild and the Falmouth and Exeter Students' Union (CNL/54/23-24 and CNL/55/23-24 Open)

45.1 Council noted the report outlining key areas of ongoing and new work that the Guild was undertaking in relation to Cost of Living, International Student Support, Academic Representation, Industrial Action, Wellbeing and Support, Housing, Graduate Outcomes, Gender Safety and Events Society Engagement;

45.2 the report on the work being undertaken by the Students' Union in relation to the Students' Union Priorities, Student Priorities and Sabbatical Officer Updates was also noted and received for information;

45.3 Council extended their sincere thanks to the Guild for facilitating a tour of the newly refurbished Guild facilities and hosting a Student Panel question and answer session at the November away day which it was reaffirmed had been an extremely insightful and informative session and highlighted key issues facing students;

45.4 Council noted with concern the issues raised in relation to Cost of Living and the challenges surrounding availability and affordability of quality housing, particularly in light of the reported increase in related health issues as a result of mould and damp emerging from an inability to afford heating.

Agreed: that an update report would be provided to Council in the Academic Year 2023/24 outlining how the University had responded to the key feedback provided in the Student Panel Session at the Guild;

Agreed: that a further student panel session would be held at the meeting in February 2024 to provide an opportunity for Council to hear more on the student experience and specific

challenges facing students in Cornwall, including the cost of living and accommodation issues.

46. Risk Report 1 2023/24 (CNL/56/23-24 and CNL/56a/23-24 Confidential)

- 46.1 the first risk report of the 2023/24 risk management cycle incorporated data from the new digital risk management system and had been endorsed by Compliance Committee, UEB and Audit and Risk Committee;
- 46.2 Audit and Risk Committee had highlighted the importance of developing a standard operating procedure to ensure any changes were accurately reflected in the live digital risk system in a timely fashion and to ensure there was a consistent and holistic approach to the scoring of risks to mitigate against individual subjectivity impacting on scores;
- 46.3 there was a “very high” rated risk relating to Postgraduate taught recruitment (home and international) and six risks rated “high”;
- 46.3 in discussion:
- 46.3.1 the assessment process for maintaining ISO27001 accreditation had been held a week ago and had now been passed. It had been added as a newly registered risk due to the potential impact on research partnerships and funding opportunities;
- 46.3.2 the risks relating to academic integrity and plagiarism were being regularly reviewed in light of the rapid development and proliferation of Artificial Intelligence;
- 46.3.3 Council endorsed the increased movement in risk scores to “high” for CR35 (failure to deliver on net zero carbon commitment) and CR36 (failure to deliver on net gain biodiversity commitment);
- 46.3.4 it would be important to monitor wider implications of the congressional hearings of the Presidents of Harvard, MIT and Pennsylvania in relation to ongoing conflict in Middle East and Freedom of Speech;
- 46.3.5 issues relating to staff mental health, wellbeing and workload were regularly considered by the Wellbeing, Culture and Inclusion Committee (WICC) and would be considered within the incoming Deputy Vice-Chancellor (People and Culture).
- AGREED:** that a deep-dive on the risks and opportunities in relation to Generative AI would be scheduled at Council in February 2024.
- AGREED:** that the Dual Assurance lead for Sustainability would be engaged and consulted in development of approach and actions to address the enhanced risk scores in net zero and biodiversity.
- AGREED:** that further consideration would be given to the current risk score for staff mental health and wellbeing, including employee experience and workload.

47. Final Annual Report of Audit and Risk Committee 2022/23 (CNL/57/23-24 Confidential)

47.1 the report covered the work of the Audit and Risk Committee in respect of the period from 1 August 2022 to 31 July 2023. A copy of the Annual Report would be included in the University's annual accountability return to the Office for Students.

APPROVED: the final version of the Annual Report of the Audit and Risk Committee (Academic Year 2022-23).

48. Admissions Update – December 2023 (CNL/58/23-24 Strictly Confidential)

The Chair invited the Deputy Vice-Chancellor (Global Engagement) and Executive Divisional Director of External Engagement and Global to the meeting.

48.1 the paper summarised the outturn of the 2023/24 application cycle and outlined early indications for the 2024 admissions cycle ahead of more detailed reporting in February 2024;

48.2 whilst the current admission cycle remained challenging, there were clear strategic opportunities for further growth in key areas;

48.3 a State School Sector Recruitment Action Plan had been developed to improve State School applications and a more detailed update would be provided to Council in February 2024;

Closed Minute – Commercial in Confidence**49. Proposals to amend 2024 Student Number Targets (CNL/57/23-24 Strictly Confidential)**

49.1 the paper set out proposals for reprofiling of the 2024/25 student number targets for taught students following consideration of the 2023 recruitment position and early indications for the 2024 admissions cycle;

49.2 the revised student number targets incorporated a reduction in international student numbers, but were still aligned with the University's cohort rebalancing trajectory and plans for sustained growth;

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ENDORSE: the proposed changes to 2024 Undergraduate and Home and International Student Number targets since the approval of the plan in July 2023 and potential associated Impacts.

50. TNE Partnerships and Global Opportunities (CNL/60/23-24 Confidential)

50.1 Transnational Education (TNE) was the delivery of degrees in a country other than where the awarding provider was based and incorporated a wide variety of different delivery models, including: overseas campuses, distance learning, online provision, joint and dual degree programmes, double awards, 'flying' faculty and mixed blended models;

50.2 that TNE partnerships would be an important part of the strategic target of achieving 40% international student intake by 2030;

50.3 whilst the University of Exeter had not historically been significantly engaged in TNE activity, The Russell Group accounted for c. 26% of the UK's TNE delivery;

50.4 there were a number of key strategic benefits and opportunities that resulted from TNE delivery, including: enhancing global reputation and brand visibility; increasing diversification of income; facilitating knowledge engagement and collaboration with international partners; and increasing international recruitment;

50.5 in discussion, the importance of the following: considering how the life long learning entitlement might act as a further driver for the University to reconsider the development of educational products with flexible mechanisms of delivery; ensuring the findings from the market portfolio review further enhanced the development of programmes that have sufficient market demand and appeal to an international audience; diversifying the educational model of delivery to incorporate a wide-range of learning opportunities, including: microcredentials, executive education, TNE, masters programmes and progression pathways; developing a balanced approach to delivery of TNE, including flying faculty and executive education; exploring opportunities to utilise TNE delivery to minimize carbon footprint and align with the University's approach to NetZero and climate change expertise; exploring in further detail risks surrounding reverse engineering and plagiarism and quality assurance of courses;

50.6 that whilst TNE was aligned with a number of key strategic drivers, one of the potential challenges surrounding TNE delivery was that financial margins were not as strong as in mainline recruitment of international students to the UK;

50.7 that it would be beneficial to provide further detail on financial elements of TNE delivery, including margin on revenue and return on investment and potential for income generation over 5-10 year period.

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51. Due Diligence – Working with Princess Nourah (PNU) and King Saud (KSU) in Saudi Arabia (CNL/61/23-24 Confidential)

51.1 that to enable Exeter to engage with education, research and knowledge exchange opportunities, the University sought to codify established partnerships with two leading Saudi Universities;

51.2 the Kingdom of Saudi Arabia was a focus of sustained UK higher education partnership activity and the largest student recruitment market in the Middle East;

51.3 the University was seeking to engage in early discussions regarding joint research and education partnerships, including student/staff mobility and exchange and joint programmes;

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APPROVE: the proposed partnership activities with Princess Nourah (PNU) and King Saud (KSU) Universities.

52. Matters brought forward from Part II (For Approval)

52.1 in accordance with the standard Council practice, the Chair confirmed that the following items in Part II For Decision, had been formally APPROVED by Council, including:

52.1.1 Financial Projections to 2027/28 for OfS Submission (CNL/62/23-24)

52.1.2 Update to Delegation Framework (CNL/63/23-24)

52.1.3 Updated Council Standing Orders CNL/64/23-24

52.1.4 Terms of Reference: Audit and Risk Committee, Nominations Committee, Remuneration Committee (CNL/65a/65b/65c23-24)

52.1.5 Internal Treasury Management Policy (CNL/66/23-24)

52.1.6 Investment Policy (CNL/67/23-24)

52.1.7 Concordat to Support the Career Development of Researchers: Signatory Annual Report 2022/23 (CNL/68/23-24)

52.1.8 Annual Research Integrity Report and Statement (CNL/69/23-24)

52.1.9 Amendments to Ordinances and Regulations, Ordinance 7 and 20 (CNL/70a-b/23-24)

53. Part II (For Information)

53.1 the following items were received by Council for information:

53.1.1 Capital Approvals Assurance Update (CNL/71/71a/23-24)

53.1.2 Affixing the Seal (CNL/72/72a/23-24)

53.1.3 Annual Report of Senate (CNL/73/23-24)

53.1.4 Student Cases Annual Report (CNL/74/23-24)

53.1.5 EDI KPI Report (CNL/75/23-24)

53.1.6 Internal Audit Annual Report (CNL/76/76a/23-24)

53.1.7 Health and Safety Annual Report (CNL/77/23-24)

53.1.8 Audit and Risk Committee Minutes (29 September 2023) (CNL/78/23-24)

53.1.10 Strategic Investment Committee Update report (CNL/79/23-24)

53.1.10 Capital Management Group Update report (CNL/80/23-24)

54. Report from Remuneration Committee (Verbal Update – Item reserved for Independent Members)