



Council

MINUTES AND ACTIONS

22nd February 2018

13:30-17:30hrs

Council Chamber, Northcote House, Streatham Campus

CONTENTS:

Council Meeting

No.	Item
1	Chair's Introduction
2	Minutes of the Meetings of 15 th December 2017 (CNL/17/161) and Matters Arising
3	Final Approval of the Global Strategy (CNL/18/2)
4	Vice-Chancellor's Report and Performance Summary, February 2018 (CNL/18/3)
5	Digital Strategy Update (CNL/18/4)
6	Admissions Update (CNL/18/5)
7	Widening Participation (CNL/18/6)
8	Contingency Planning and Funding Scenarios (CNL/18/7)
9	Sanctions Policy Proposal (CNL/18/8)
10	Transparent Approach to Costing (TRAC) Return (CNL/18/9)
11	Capital Approvals – - Learning Spaces (CNL/18/10) - V Simulators Facility (CNL/18/11)
12	Strategic Delivery Unit: Portfolio Update (CNL/18/12)
13	Matters brought forward from Part II (CNL/18/13)
14	Chair's Closing Remarks

Attendees**Present**

Sarah Turvill	Pro Chancellor and Chair
Sir Steve Smith	Vice-Chancellor
Richard Atkins	Pro Chancellor
Gerry Brown	Independent Member
Dr Sarah Buck	Pro Chancellor
Professor Janice Kay	Provost
Jo Binding	Independent Member
Shraddha Chaudhary	President, Students' Guild
Dr Barrie Cooper	Senate Representative (item 6 only)
Kiron Farooki	Independent Member
Judy Hargadon	Independent Member
Professor Dave Hosken	Senate Representative
Dame Clare Marx	Independent Member
Alison Reed	Independent Member
Professor Wendy Robinson	Senate Representative
Dean Pomeroy	Exeter President, FXU
Richard Sargeant	Independent Member
Professor Nick Talbot	Deputy Vice-Chancellor, Research and Innovation
Sally Turner	Professional Services Representative

Secretary

Mike Shore-Nye	Registrar and Secretary
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With

Jane Chafer	Director, Communications and Corporate Affairs
Andrew Connolly	Chief Financial Officer
Tracy Costello	Chief Executive, Students' Guild
Jacqueline Hodges	Deputy Secretary to Council (minutes)
Professor Debra Myhill	Pro Vice-Chancellor and Executive Dean (College of Social Sciences and International Studies)
Professor Mark Goodwin	Deputy Vice-Chancellor, Innovation and Impact
Jacqui Marshall	Deputy Registrar, Director of People Services and Global Partnerships
Linda Peka	Chief College Operations Officer
Professor Tim Quine	Deputy Vice-Chancellor, Education
Rhiannon Brobyn	Committee Secretariat Administrator (observing)

Apologies

Nicholas Bull, Jo Binding, Sir John O'Reilly, Graham Cole

1. CHAIR'S INTRODUCTION

The Chair welcomed members to the first meeting of 2018 and offered congratulations on behalf of Council to Claire Marx who was awarded a Dame hood in the New Year's Honours.

It was explained that following feedback about December's meeting, a new approach had been introduced. Members would receive copies of presentations ahead of meetings in order for them to be reviewed in advance and would be made accessible on Boardpacks during the meeting. VCEG had agreed that Council only receive a paper or slides for items, but not both in an effort to reduce levels of duplication.

The register of conflicts of interest was noted. The Vice-Chancellor declared his interest in any discussion regarding the ongoing pension dispute as a member of the UUK Board. Congratulations were also offered to Shades who had been appointed a student member of the Office for Students' Board and it was requested that this interest be added to the register.

ACTION: Conflict of interest register to be updated to note the appointment of the President of Exeter Students' Guild membership of the OfS Student Panel. (Jacqueline Hodges)

2. MINUTES OF THE MEETING OF 14th DECEMBER 2017 AND MATTERS ARISING (CNL/17/161)

The minutes of the last meeting were approved subject to an amendment to a redaction of a comment raised by the President of Exeter Students' Guild in relation to forecasted student number growth.

i. Office for Student Consultation

Mike Shore-Nye provided a brief update on the Office for Student Consultation, noting that the University's final submission had been circulated under Part II of the papers. He described the next steps of the process were that a working group had been established to look at registration, which would involve versions of things already done, including for example the access agreement, new Competition and Markets Authority (CMA) compliance and OfS student protection plans, which would include details such as what the University would do were there a change to a programme of study. Documents would be shared with Council for review at a later date.

ii. Refinancing Update

Andrew Connolly, Chief Financial Officer confirmed that the deal had now been completed.

iii. T1/Future Finance

Andrew Connolly provided Council with an update on the Future Finance project, confirming that the go live date had been reset.

iv. Developing a Vision for 2030

Janice Kay and Mike Shore-Nye shared a brief update on work being undertaken to develop the thoughts from November's awayday. A slightly revised timetable for completion of the work was proposed, with the extension of the schedule resulting from the need to consider the outcome of the government's Post-18 review. They also noted the necessity to engage with students and staff on the vision to get it right.

Council members discussed the paper.

It was confirmed that more details in these areas would emerge from the conversations with other stakeholders and in relation to the revised timeline for the work, the view shared that it was better to develop the vision at a steady pace rather than rush to ensure that all views were taken into account.

Decision: Council supported the revised timeline and anticipated receipt of the first draft of the work at the July meeting.

3. FINAL APPROVAL OF THE GLOBAL STRATEGY (CNL/18/02) (COMMERCIAL IN CONFIDENCE)

Summary: Professor Mark Goodwin, DVC External Affairs and Jacqui Marshall, Deputy Registrar and Director of People Services and Global Partnerships updated Council on progress with the work to develop the Global Strategy and requested final approval for the strategy itself.

ACTION: Circulate the 'Elevator Pitch' to Council members asap (Mark Goodwin)

DECISION: Council approved the final version of the strategy subject to greater focus on the internationalisation of the University's campuses and increasing the number of global opportunities for students.

4. VICE-CHANCELLOR'S REPORT (CNL/18/3 and CNL/18/3a) (CONFIDENTIAL)

Summary: The Vice-Chancellor provided an update on issues impacting on the Higher Education sector and the University.

Industrial Action

VC provided an update on the impact of industrial action detailing student and social media responses and issues arising on the day.

Funding Review

VC provided details of the terms of reference, noting that the review would be led by the Department of Education and would be conducted by an expert advisory panel rather than being an independent review. The terms of the review focused on four key themes: access, student choice and competition, value for money and skills.

Council discussed the potential scope of the review and implications for the sector as a whole.

5. DIGITAL STRATEGY UPDATE (CNL/18/4) (COMMERCIALLY SENSITIVE)

Summary: Chief Information and Digital Officer Alan Hill joined the meeting to present a paper outlining digital and IT work undertaken since the previous discussion at the November Council awayday. The paper set out progress made in building digital and IT capability for the future, current digital projects and detailed a proposal to procure external expertise to support the further development of digital investment proposals in education, research and business activity.

Decision: Council agreed to accelerate the digital journey with external support to scope the cost and benefits of accelerating digital investment in education, research and business activity. The Terms of Reference for external support as set out in the paper were also supported.

6. **PENSIONS (CONFIDENTIAL)**

Dr Barrie Cooper joined the meeting

Summary: In relation to industrial action being undertaken on the day of the meeting regarding the USS pension dispute, a member of Council requested to address the meeting in a personal capacity to share their views on the situation for Council's consideration.

A request was made via the Chair for Council to discuss the ongoing dispute over proposed changes to the USS pension fund, noting Council's overall responsibility for the University's arrangements with regard to the scheme.

Dr Barrie Cooper presented the context of the dispute.

Council members raised several questions in order to establish further context to debate. The case for not making any changes to the scheme was set out and varying perspectives on the valuation of the scheme were shared. Clarification was also provided on UUK and UCU's position regarding employee and employer contribution levels. The statutory timeline for resolving the issue was also shared. The Registrar and Secretary advised Council members of legal guidance in terms of role of trustees in the discussion. The advice stated that –

They are a member of Council in their personal capacity and also have to act as a Trustee of the University.

As a Member of Council, they have fiduciary duties that include:

- *Not placing themselves in a position where the duties as a Trustee and their personal interests may conflict.*
- *Maintaining confidential the information they receive as a Trustee and to not misuse confidential information;*

Not acting for their own benefit or the benefit of a third person, save where properly authorised to do so; and

Acting in good fair and exercising independent judgment.

Ahead of discussion on Council's position on the situation, Dr Cooper declared a conflict of interest with regards to his role as Co-Chair of the Exeter branch of UCU and left the room. The Vice-Chancellor also declared a conflict of interest as a Board member of UUK and left the room. They were joined by The Deputy Registrar, Director of People Services and Global Partnerships and Director of Communications and Corporate Affairs who also abstained themselves from the discussion.

In response to the statement put forward by Dr Cooper, the following response was made.

- **We agree that high quality sustainable and affordable pension arrangements are an important part of the benefits available to our employees.**
- **We regret that the financial circumstances of the USS scheme make it unaffordable and unsustainable for members to benefit going forward from the existing scheme.**

- We understand that this is a disappointing position for staff.
- We very much regret the negative impacts of strike action on the student experience and urge the executive to do its very best to mitigate its effects.
- We urge UCU nationally to return to the negotiating table with UUK to discuss the implementation of the best possible sustainable and affordable Defined Contribution scheme for members and to agree the conditions on which a Defined Benefit scheme could be re-opened in the future.

7. **ADMISSIONS UPDATE (CNL/18/5) (COMMERCIALLY SENSATIVE)**

In attendance: Katherine Lloyd Clarke

Summary: Professor Tim Quine and Jane Chafer introduced a paper which aimed to brief Council on the admissions position for Undergraduate and Postgraduate Home and International markets and on the University's ongoing recruitment and conversion activities.

8. **WIDENING PARTICIPATION (CNL/18/6) (COMMERCIAL IN CONFIDENCE)**

Summary: Professor Tim Quine led a discussion on Widening Participation to brief Council members on the activities and arrangements the University had in place to improve Widening Participation, including how requirements were to change under the Office for Students.

Tim explained that the purpose of the session was to demonstrate to Council the breadth of work being undertaken by the university with regards to Widening Participation. He added that a 'deep dive' day was being organised for July to look more closely at the granular details of the work, with Council members being welcome to attend.

ACTION: Extend the invitation to the Widening Participation 'deep dive' to Council members (Tim Quine)

The President of the Students' Guild noted the targeted milestones on table 7 of the paper and asked how targets were set. She considered that the list was not exhaustive and did not, for example include parents with caring responsibilities. Tim confirmed that the targets had been set by the group and committed to including parents with caring responsibilities within the targets in future.

ACTION: Add parents with care responsibilities to the Widening Participation data (Tim Quine)

Council members stressed the importance of demonstrating the University's commitment to Widening Participation and that it formed a thread through everything the institution did. The link to positive outcomes for all within the TEF was also noted.

9. **CONTINGENCY PLANNING AND FUNDING SCENARIOS (CNL/18/7) (COMMERCIAL IN CONFIDENCE)**

Summary: Mike Shore-Nye, Registrar and Secretary presented a paper outlining potential levers that could be considered if the University were to experience a material reduction in home/EU tuition fee income

Following the request from Council at the November awayday, Mike Shore-Nye presented a paper detailing potential mechanics to mitigate future funding scenarios should there be a reduction in income resulting from changes to the fees structure.

10. SANCTIONS POLICY PROPOSAL (CNL/18/8)

Summary: The Chief Financial Officer discussed a proposed approach to development of a University policy on working within sanctioned countries.

Andrew Connolly reminded Council that in light of the restrictions put in place by US lenders in relation to the Debt Refinancing deal, members had requested a review be undertaken on the University's position in relation to trading and activities within sanctioned countries. He confirmed that an assessment of the current situation had been undertaken and it was proposed that, rather than a 'stand-alone' policy, the forthcoming Due Diligence Policy was updated to include sanctions compliance.

DECISION: Council noted the intention to submit a comprehensive policy on Due Diligence to the April meeting.

11. TRANSPARENT APPROACH TO COSTING (TRAC) RETURN (CNL/18/9) (COMMERCIALY SENSATIVE)

Summary: Andrew Connolly, Chief Financial Officer sought retrospective approval for the latest TRAC return. The paper sets out the TRAC results for 2016/17 and provided assurance from the executive about the robustness of the TRAC data and costings. The return itself is a requirement of HEFCE and was submitted in January.

Andrew Connolly introduced the discussion by noting that the TRAC return was ordinarily shared under Part II of the agenda, however at the request of Alison Reed via Dual Assurance Finance and Investment, it had been moved up to Part I for more formal discussion. He explained that consideration of the return tended to focus on process not the insight provided.

DECISION: Council retrospectively approved the return for submission to HEFCE

Council members discussed the benefits of pulling together management information including information such as the TRAC data to provide real data and therefore a better view of the university's business model and how the figures drove different scenarios. It was observed that many departments did not recover full academic costs and that it would be helpful to review the full picture via a management information pack to inform the next size and shape exercise to assess what the next steps were strategically. It was also agreed that different KPIs needed to be considered and regularly reviewed by Council in order to see how the business was performing on underlying things.

ACTION: Develop a Management Information Pack for Council (Andrew Connolly/Michael Wykes).

12. CAPITAL APPROVALS

Summary: The Registrar and Secretary presented the business cases for a project to improve learning spaces on the Streatham Campus and development of the vibration simulation research facility.

V Simulators (CNL/18/11)

Mike Shore-Nye presented the business case, confirming that it had been a complex project to negotiate and had been scrutinised carefully at Capital Investment Group. Different proposals had been considered.

13. STRATEGIC DELIVERY UNIT: PORTFOLIO UPDATE (CNL/18/12) (COMMERCIAL IN CONFIDENCE)

In attendance: James Hutchinson

Summary: Jacqui Marshall, Deputy Registrar, Director People Services and Global Partnerships and James Hutchinson, Director, Strategic Delivery Unit (SDU) presented an update on the make-up and health of the university's change portfolio.

DECISION: Council noted the progress with the projects, programmes and overall portfolio.

14. MATTERS BROUGHT FORWARD FROM PART II (CNL/17/147)

Council approved the following paper –

- Affixing the Seal (CNL/18/18)

15. CHAIR'S CLOSING REMARKS

The Chair closed the meeting by offering thanks and credit on behalf of Council to Professor Nick Talbot who was due to step down from his role at the end of March.

She highlighted that the draft calendar dates for the 18/19 academic year had been circulated under part ii of the agenda and if any difficulties arose from these, to let Jean Lloyd know.

The next meeting was confirmed as taking place in Cornwall on 19th April, with a dinner planned for the night before.

Members were thanked for their contributions to the previous day's effectiveness workshop and asked to feed any further thoughts on the points discussed through to Jacqueline Hodges.

The following papers were noted:

- Office for Student Consultation: Final Submission (CNL/18/14)
- Draft Students' Guild Accounts 2016/17 and draft FXU Accounts 2016/17 (CNL/18/15 and CNL/18/16)
- Draft University Terms and Academic Calendar 2018-19 (CNL/18/17)

COUNCIL

REGISTER OF INTERESTS 2017/18

Members

Sarah Turvill	Willis Limited (Director); Willis Towers Watson Group (Pensioner); Yarmouth (Isle of Wight) Harbour (Commissioner)
Sarah Buck	BSW Consulting (part-time consultant); JBM Board (Board Member)
Richard Atkins	Department of Education (part-time employee)
Professor Sir Steve Smith	UCAS (Chair of Board), UUK (Board Trustee), Russell Group (Board Trustee), Heart of the South West LEP (Director)
Professor Janice Kay	Royal Devon & Exeter NHS Foundation Trust (Non-Executive Director); Higher Education Academy (Board Director); HEFCE TEF Board (Panel Member); HEFCE TEF Project Board Steering Group (Chair); Higher Education Funding Council for England – QARSAC (Board Member); Higher Education Funding Council for England – Learning Gain Steering Group (Board Member)
Professor Nick Talbot	The Sainsbury Laboratory, Norwich (Chair of Council); The Gatsby Charitable Foundation (Plant Science Advisor to Lord Sainsbury); BBSRC (Grant Panel Chair); University of Dundee (Science Advisory Board); GW4 (Chair of the Board)
Jo Binding	Discovery Networks International (Salaried Role)
Gerry Brown	NovaQuest Capital (Investments Chairman)
Nicholas Bull	Coats Group PLC (Senior Independent Director); Fidelity China Special Situations PLC (Chairman); Design Museum (Trustee); Conran Federation (Trustee); The Tallow Chandlers Company (Member of Court); Greig City Academy (Honorary Governor); CSM Trust (Trustee)
Shraddha Chaudhary	Office for Students -Student Panel member
Graham Cole	Bath University Business School Advisory Committee (member)
Dr Barrie Cooper	University College London (External reviewer for HEA-accredited ARENA scheme); UCU (Branch President for University of Exeter UCU)

Kiron Farooki	Part time and temporary paid role at British Business Bank which is a government owned economic development bank
Judy Hargadon	Restorative Solutions – CIC (non-Executive Director); Dartington Hall Trust (Chair - G Parston (Husband))
Professor Dave Hosken	Camborne School of Mines Trust (Trustee); FXPlus (Board)
Clare Marx	Ipswich Hospital NHS Trust (Associate Medical Director); Royal College of Surgeons of England (Immediate Past President, Chair of Project Transform); Faculty of Medical Leadership and Management (Chair of Council)
Sir John O'Reilly	A*Star Singapore (Board Member, Chair Science & Engineering Research Council); ERA Foundation Ltd (Chairman); UCL (Visiting Professor); NICC (Standards) Ltd (Chairman); Royal Aeronautical Society (Board Member, Chair of Audit Committee); Royal Commission for Exhibition of 1851 (Commissioner)
Dean Pomeroy	None
Alison Reed	British Airways PLC (Non-Executive Director and Deputy Chairman of British Airways plc), NewDay Ltd (Senior Independent Non-Executive Director, Chairman of the Audit Committee and Risk Committee)
Professor Wendy Robinson	None
Richard Sargeant	ASI Data Science (salaried employee)
Sally Turner	None

In attendance

Jane Chafer	FXPlus Board (Director)
Andrew Connolly	UoE Consulting Ltd (Director); Peninsular Innovations Ltd (Director); FX Plus (Director); INTO Exeter JV Board (Director)
Tracy Costello	University of Exeter (spouse employer)
Professor Mark Goodwin	Cornwall and Isle of Sicily LEP (Board Member); Northcote Theatre (Trustee); Exeter College (Governor); St Luke's Foundation (Trustee)
Professor Tim Quine	None
Jacqui Marshall	Torbay and South Devon Foundation Trust (Non-Executive Director); Young Bristol Charity (Trustee)

Mike Shore-Nye	Ted Wragg Multi Academy Trust (University representative); Association of Heads of University Administration (Executive Board Member), Camborne School of Mines (Board Member), FXPlus Board (Director)
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Other Committees

Bettina Rigg	Veale Wasbrough Vizards (Employee – Salaried Partner); University of Greenwich (Co-opted member of Nominations, Staffing & Remuneration Committee)
David Dupont	Diabetes UK (Member of Clinical Studies Group); Operation Imprezza (Charity Trustee Director)
Nick Swift	Camfed (Trustee); East and North Herts NHS Trust (Non Exec Director)
Simon Enoch	None