



Council

MINUTES AND ACTIONS FOR PUBLICATION

21 May 2020 - 11:00-15:30:00hrs, Via Microsoft Teams

CONTENTS:

No.	Item
1	Chair's Introduction
2	Introduction to Professor Lisa Roberts
3	Minutes of the Meeting of 16 April 2020 and Matters Arising <ul style="list-style-type: none"> - Council Finance Sub-Committee Terms of Reference (CNL/20/54) - Students' Guild - Outstanding Actions
4	Vice-Chancellor's Briefing <ul style="list-style-type: none"> - Sector Update - Covid-19: Governance - Project Restart - Programme Review Group - Start of Term Planning - Admissions (CNL/20/55) - Widening Participation (CNL/20/56) - Exams and Assessments (CNL/20/58) - Project Enhance (CNL/20/57) - REF and UKRI - People Update
5	Finance Update <ul style="list-style-type: none"> - Initial Mitigations Plan - Draft Budget 20/21 and Later Year Projections (CNL/20/59) - Second Financial Forecast 2019/20 (CNL/20/60) - Lending Covenants Update (CNL/20/61) - CCFF Application (CNL/20/62) - CIG Review (CNL/20/63)
6	Student Representatives' Termly Reports (CNL/20/64 and CNL/20/65)
7	Dual Assurance Report
8	Matters Brought Forward from Part II (CNL/20/66)
9	Chair's Closing Remarks

Appendices

- a. Chat log from the meeting (abridged)
- b. Declarations of Interest

Attendees**Present**

Sarah Turvill	Pro-Chancellor and Chair
Professor Sir Steve Smith	Vice-Chancellor
Jo Binding	Independent Member
Gerry Brown	Independent Member
Dr Sarah Buck	Pro-Chancellor
Graham Cole	Independent Member
Nicholas Cheffings	Independent Member
Andrew Greenway	Independent Member
Patrick Hoyle	President, Students' Guild
Professor Mark Goodwin	Deputy Vice-Chancellor (Global)
Professor Andrew McRae	Senate Representative
Salam Katbi	Independent Member
Professor Janice Kay	Provost
Professor Caroline MacEwen	Independent Member (from 13:30hrs)
Sir John O'Reilly	Independent Member
Alison Reed	Independent Member
Joe Rigby	Exeter President, Falmouth and Exeter Students' Union
Professor Wendy Robinson	Senate Representative
Alison Rose	Professional Services Representative
Dr Anni Vanhatalo	Senate Representative
Glenn Woodcock	Independent Member

Apologies

Richard Atkins	Pro-Chancellor
----------------	----------------

Secretary

Mike Shore-Nye	Registrar and Secretary
----------------	-------------------------

In attendance

Professor Lisa Roberts	Vice-Chancellor Elect
Amoetsoe Mkwena	Observer
Jane Chafer	Director, Communications, Recruitment and Marketing
Andrew Connolly	Chief Financial Officer
Joff Cooke	Chief Executive Officer, Students' Guild
Professor Neil Gow	Deputy Vice-Chancellor (Research & Impact)
Jacqueline Hodges	Deputy Secretary to Council (Minutes)
Linda Peka	Director, College Operations
Professor Tim Quine	Deputy Vice-Chancellor (Education)
Imelda Rogers	Director, Human Resources

1. CHAIR'S INTRODUCTION

The Chair welcomed members to the meeting and explained that as a result of the requirement to meet virtually during the Covid-19 lockdown period, the meeting would follow the same format as April's meeting in that some items of business that would ordinarily be discussed under part i of the agenda had been moved to part ii. Council members were therefore invited to raise any questions about those papers that had otherwise only been provided for noting in the circumstances.

2. INTRODUCTION TO PROFESSOR LISA ROBERTS

The Vice-Chancellor introduced Professor Lisa Roberts and praised Council for successfully appointing her as his successor. He noted that she had been a highly sort after candidate within the sector and was joining with outstanding recommendation. It was explained that he had been in weekly contact with Lisa throughout the preceding months and that great care had been taken to ensure that she had been consulted on all major issues so that their thinking was aligned on decisions being undertaken within the transition period that had longer term implications for the institution.

Lisa thanked the Vice-Chancellor for his introduction and the welcome received from Council members. She provided a summary of her background within industry and the higher education sector; detailing her extensive experience both within academic research in the field of microbiology and consumer research within the private sector. She reflected on the University's achievements under the Vice-Chancellor's leadership, paying credit to the transformation of the institution achieved and highlighted areas where she was keen to build its success.

The Chair informed independent members that an informal session with Lisa would take place in June where there would be further opportunity to ask questions and share thoughts.

3. MINUTES OF THE MEETING OF 16 APRIL 2020 AND MATTERS ARISING (CNL/20/53)

The minutes of the last meeting were approved. No declarations of interest were made regarding items on the agenda.

i. Council Finance Sub-Committee Terms of Reference (CNL/20/54)

Council approved the Terms of Reference for the Finance Sub-Committee which had been established following April's Council meeting. The Chair explained that the Committee had met on three occasions since Council's last meeting and highlighted that approved minutes from meetings had been shared under part ii of the agenda.

DECISION: Council approved the Terms of Reference

ACTION: Approved Finance Sub Committee minutes to be shared with Council members via Boardpacks between meetings (Secretariat)

ii. Students' Guild

The Register & Secretary provided an update from the Joint Operations Group which had been set up between the University and representatives of the Guild. He confirmed that the terms of reference had been agreed and one meeting had taken place.

The Guild CEO thanked members of the University for remaining committed to the Guild and noted that positive progress was being made. He highlighted that he was in the process of handing over to his successor in the role.

The President, Students' Guild also thanked the University for the engagement on the issues being addressed.

iii. Outstanding Actions

The Chair noted progress on outstanding actions from the February meeting. She explained that a plan had been developed to rename the Professional Services Recognition Award for EDI in tribute to the memory of Kiron Farooki. Due to the pandemic, the awards had been postponed for 2020 however once a new date had been established, Kiron's family would be informed.

Actions from the February meeting relating to the international student experience and the Guild had been closed having been superseded by work required following the impact of Covid-19 and progress made by the University and Guild Joint Operations Group.

4. VICE-CHANCELLOR'S BRIEFING INCLUDING ADMISSIONS REPORT (CNL/20/55), WIDENING PARTICIPATION (CNL/20/56), PROJECT ENHANCE (CNL/20/57), AND UPDATE ON THE CONDUCT OF EXAMINATIONS (CNL/20/58)

The Vice-Chancellor provided a briefing on developments across the University and higher education sector. He detailed the communications with the university community of staff and students undertaken since the last meeting, highlighting that particular focus had been placed on increasing the volume of engagement during the crisis period.

A meeting with the Senior Management Group had taken place through which 97 pages of comments and feedback had been captured to help inform the decisions undertaken to manage the University's response. Additionally he had delivered an all staff talk which had achieved an audience of 2239 staff, the vast majority of who had remained on the call for the full duration. A letter from the Vice-Chancellor was being sent out each week and considerable volumes of letters and comments from staff were being received. Particular emphasis was being placed on tone and transparency about the challenges and difficult decisions ahead. The majority of the feedback from staff received related to questions about job losses and wage freezes and he acknowledged the responsibility to communicate clearly and in an appropriate tone to address the nervousness within the university's community.

Externally, it was highlighted that the University had not been the subject of much adverse press of social media commentary in comparison to some other institutions. The Vice-Chancellor had undertaken several press interviews and was due to appear on BBC 1 the following day to discuss the impact of the pandemic on the sector. Focus had been on the delivery of teaching in the autumn and he discussed misconceptions that existed within the media on the distinction between digital and distance learning.

The University's plans for blended learning of its portfolio were discussed with praise given to the teams who had successfully supported the transition of all teaching and assessment online in the previous few weeks. He confirmed that he had received reports on all examinations undertaken and virtually no problems had been reported. Praise was also given the

professionalism of representatives of the Guild and SU, academic and professional services colleagues for their support of students during this time.

The Vice-Chancellor provided a detailed briefing on the outlook for international student numbers.

A detailed briefing was provided on progress with the negotiations with government for a package to support the sector. Council members discussed issues such as the anticipated impact for other universities in the region, the REF, the role of the regulator in dealing with poor performers, fair admissions policies, fees and the role of research intensive university's in the future of the sector. Congratulations were given by Council members for the openness and leadership of ideas and plans.

Covid-19: Governance update

The Registrar & Secretary shared a series of slides outlining the interim changes to the executive governance structure put in place to manage the University's response to Covid-19, highlighting that the Oversight Group was dealing with short term measures to return to campus and working with the sub groups to work through the practicalities of this. He noted steps taken to engage with Senate, including a series of Deep Dive sessions on the key areas of Project Enhance, the No-Detriment policy, research and the REF and the financial challenges and mitigations. An additional Audit Committee had also been arranged to scrutinise the robustness of financial plans and IT resilience.

Project Restart

The Director, College Operations provided an update on plans to restart the campus. She noted the work was benefiting from excellent expertise from academic groups and that health and safety was at the heart of all plans. Council members were reminded that the campus had remained open to approx. 800 students in or around campus and lots of essential staff remained in operation on site, all of whom were receiving support. The team were said to be working through a careful plan and engaging with staff as there were varying attitudes within the university about returning to campus with some keen to return but also high levels of worry amongst others.

It was confirmed that Government guidance was being followed to make the campus Covid-secure and that plans would likely be delivered in stages with the option to dial back and forwards as the situation evolved.

Programme Review Group (PRG)

The Provost shared slides to highlight how the PRG operated to inform strategic and financial decisions for sign off by VCEG and implementation by the Operational Oversight Group. It was explained that she chaired the PRG group, with the Registrar & Secretary chairing the Oversight Group. The aim was to manage medium and long term solutions and this currently involved modelling probable and work case scenarios in areas such as research, people and capital.

Start of Term Planning

The DVC (Global) provided an update on the extensive planning being undertaken on start of term planning.

Admissions (CNL/20/55)

An update was provided on the current admissions position.

Comparison was made to the position within other Russell Group universities, with loss of income from international students and health and safety concerns being common themes. It was noted that the UK government's response to the crisis was considered poor amongst potential students however more survey work needed to be undertaken to measure perceptions within parents. The university was said to be doing all it could to try to reassure students and measures underway included plans for how quarantining could be undertaken within halls of residences whilst ensuring a quality experience for students within this environment.

Widening Participation (CNL/20/56)

The DVC (Education) explained that Council members had asked for an update from the University on actions undertaken in support of Widening Participation following the recent report produced by the Sutton Trust. A summary report had been produced by the Social Mobility team and shared within the papers for members' information.

Exams and Assessments (CNL/20/58)

An update was also provided by the DVC (Education) on the summer exam period. It been decided to maintain the summer exams as it was considered to be a vitally important part of students' learning journey. Plans had been developed on the assumption that most students would be well, however living be in isolation during this time and exams would therefore provide a sense of normality and contribute to wellbeing. A process was however also in place to allow students to defer if they were unhappy with online assessments, although only a small number had chosen to take this option.

REF and UKRI

The DVC (Research & Impact) shared slides detailing the process in place around REF assessment and details of the Covid-19 priority activities and research. He noted that Covid-related research delivered QR, which was vital in sustaining income between REF cycles, although the status of QR funding may be under review. This was currently paused however it was explained that several options were under consideration. Submissions for the REF were due to restart, however there was an option for a longer pause of up to one year. Grants had been awarded from the Bill Gates Foundation and Peter Selby Trust to support a clinical BCG cross protective measure for Covid-19.

The DVC (Research & Impact) described the return to work process as complicated and this was being managed as part of the Project Restart process as a whole. Plans were being led by health and safety considerations with note made that social distancing measures in themselves would decrease the population density of facilities considerably. Work was also being guided by equality, diversity and inclusion principles to manage to deliver a granular understanding of people and use of spaces. It was explained that onsite essential research was being reviewed and it was explained that there was some anxiety within the PGR community as some students had been left without information from their funders regarding the future of their research. This was being managed by the Doctoral College which was working through issues on a case by case basis to provide additional support based on the impacts caused. Support provided included hardship submissions and pastoral support and it was expect that by the following week the university would have fully established how each individual case would be managed.

People Update

The Director, HR shared a paper on steps being undertaken to support mental health during the crisis. She noted that at the onset of the pandemic, the University already had a staff mental

health group in place and this had been tasked with refocusing its work. This had been undertaken in consultation with the Gold Response team and coincided with Mental Health Week and it had been agreed that internal messaging would focus on the promotion of a guiding principle to 'be kind'.

The group had developed a three-step model which mirrored the NHS model. It was explained that the first step focused on ensuring basic needs were covered such as having the right technology and hardware and support for homeworking such as information to ensure safe remote working. Adjustments had been made to policies and procedures to support this and additional information for those with disabilities and caring responsibilities was also produced. Online guidance and tools were available to support mental health with strong messaging shared that it was 'OK not to be OK'. Those with parenting responsibilities were said to be particularly struggling in the circumstances and interventions were available from pro-counselling and NHS mental health support services.

The Director HR explained that an evaluation process was underway, incorporating research with three other universities to explore the pros and cons of working from home.

Council discussed the update and gave high praise for the excellent work undertaken to manage the university's response to the crisis.

ACTION: Incorporate the discussions within the Chat stream into the minutes of the meeting (Secretariat)

5. FINANCE UPDATE INCLUDING INITIAL MITGATIONS PLAN, DRAFT BUDGET 20/21 AND LATER YEAR PROJECTIONS (CNL/20/59), SECOND FINANCIAL FORECAST 2019/20 (CNL/20/60), LENDING COVENANTS UDPATE (CNL/20/61), CCFF (CNL/20/62) AND CIG REVIEW (CNL/20/63)

The Provost introduced details of planned financial mitigations and explained that the first phase of the action required were based on cost suppression and the need to conserve cash. The plans were presented in three phases, with the final phase triggered in October following the final admissions outcome. The plans had been discussed with the University's Senior Management Group and lots of feedback received as a result.

Draft Budget (CNL/20/59)

The CFO presented a paper which detailed the draft budget for the forthcoming year.

Second Financial Forecast 19/20 (CNL/20/60)

The CFO presented a paper outlining the second financial forecast for the current year.

Lending Covenants (CNL/20/61)

The CFO presented a paper which provided an update on the University's lending covenants.

Corporate Covid Finance Fund (CCFF) (CNL/20/62 plus appendices)

DECISION: Council approved:

- the University's CCFF Application of Eligibility to the Bank of England

- delegation for drawing decisions under this facility to the Council Finance Sub Committee, subject to a maximum quantum of £100m;
- the authorised signatories to trade under this facility as any two of: Andrew Connolly (CFO), Joe Wall (Assistant Director of Finance), Donna Fitzgerald (Deputy Director, Finance & Strategy) and Jemma Tolly (Treasury Manager).
- that Appendix 3 (above) is read into the minutes of this meeting.

CIG Review (CNL/20/63)

The Registrar and Secretary explained that the Capital Investment Group (CIG) had met to review the capital programme and assess the portfolio of projects.

6. STUDENT REPRESENTATIVES TERMLY REPORTS (CNL/20/64 and CNL/20/65)

Students Guild (CNL/20/64)

The Students' Guild President presented a report which focused on the response Guild's response to Covid-19 and industrial action. He noted that it had been a generation defining events for students and that the report provided comprehensive insight into the impact and actions taking during this time. He paid credit to progress made over the year regarding the Guild's relationship with the University and offered thanks for the support received from Council and the University during his term as president.

Council members discussed the report and the situation regarding students' experience of accommodation in Exeter. Discussion was held about negative experiences some students had with private landlords and request was made by the President that the university's efforts to support students with accommodation difficulties continued. The Registrar committed to providing an update to Council at the next meeting the positive steps undertaken.

Action: Provide an update to the next Council meeting on steps taken by the university to support students experiencing difficulties with private landlords (Registrar).

Students' Union (CNL/20/65)

The Students' Union President discussed the detail of his report, noting the positive feedback received from students for the University's handling of the Covid-19 crisis.

The presidents discussed on their terms in office and, when questioned, suggested that more support for inductions to the role would enhance their successors' ability to fuller engage in Council discussions. The Registrar committed to reflecting this feedback in future inductions for student presidents.

7. DUAL ASSURANCE UPDATES

Council members provided updates on key issues discussed within their Dual Assurance portfolios.

8. MATTERS BROUGHT FORWARD FROM PART II

No were matters bought forward from part ii.

9. CHAIR'S CLOSING REMARKS

The Chair thanked members for their contributions, in particularly Professor Roberts and Amoe for taking the time to join the meeting. It was confirmed that an informal session between Independent members and members of the Executive would take place in June.

To reflect that it was his last meeting before standing down as CEO of the Guild, thanks were given to Joff Cooke for his contribution.

PART II PAPERS

The following papers were noted:

- Risk Report (CNL/20/67)
- Extension of Internal Audit Contract (CNL/20/68)
- Management Information Pack (CNL/20/69 and CNL/20/69A)
- Capital Investment Group: Minutes 09 March 2020 (CNL/20/70)
- Knowledge Exchange Concordat (CNL/20/71)
- Student Experience Advisory Board: Minutes of the 06 February Students' Union and 13 February Guild meetings (CNL/20/72 and CNL/20/73)
- Staff Wellbeing (CNL/20/74)
- Litigation (CNL/20/75) - Legally Privileged - Strictly Confidential
- Student Engagement During Covid-19 (CNL/20/76)
- Minutes of the Council Finance Sub Committee - 23rd April 2020 (CNL/20/77) and 12th May 2020 (CNL/20/78)
- CCFE Application Appendices (CNL/20/62A-E)

Appendix 1

COUNCIL & COMMITTEES

REGISTER OF INTERESTS 2019/20

Members

Sarah Turvill	Willis Towers Watson (Director of UK Subsidiary; Pensioner); Yarmouth (IOW) Harbour (Commissioner); Grays Inn (Bencher)
Sarah Buck	BSW Consulting (Consultant; part-time); Institution of Structural Engineers (Ethics Committee member); Joint Board of Moderators (Accreditation Visits)
Richard Atkins	Department for Education (Engaged as FE Commissioner)
Professor Sir Steve Smith	UUK (Board Member); Russell Group (Board Member); UCAS (Chair of Board); Heart of the South West LEP (Board Member);
Professor Janice Kay	Royal Devon & Exeter NHS Foundation Trust (Non-Executive Director); Advance HE (Board Member); Office for Students (Deputy Chair Teaching Excellence Framework); Office for Students (Chair – Teaching Excellence Framework (Subject Level Pilot))
Professor Mark Goodwin	<i>Cornwall and Isles of Scilly LEP (Board Member)</i>
Jo Binding	National Union of Students (Trustee, Chair of Finance Committee); The Student View (Chair of Trustees)
Gerry Brown	NovaQuest Capital (Chairman); IQVIA (Shares)
Nicholas Cheffings	Hogan Lovells International LLP (Consultant to the firm); PRIME Commitment Ltd (Chair); Making the Leap (Chair); CareTech Charitable Foundation (Trustee); ISLP-UK (Trustee); British Paralympic Association Parallel Club (Chair)
Graham Cole	Coldharbour Technology (University of Exeter working with Coldharbour)
Andrew Greenway	None
Patrick Hoyle	Exeter University Students' Guild (President)
Salam Katbi	Department for Education (South West Regional Co-ordinator for Prevent)

Professor Caroline MacEwen	<i>Academy of Medical Royal Colleges (Chair); Tayside Health Board (Consultant Ophthalmologist); Scottish Government/CMO (Clinical Lead); NHS Education for Scotland (Associate Postgraduate Dean); NHS Improvement (Clinical Lead GIRFT Programme); Moorlands Eye Charity (Trustee)</i>
Professor Andrew McRae	<i>None</i>
Sir John O'Reilly	<i>A*STAR (Board Member and Chairman of the Science and Engineering Research Council); ERA Foundation Ltd (Chairman); University of Huddersfield (wef 010918 - Royal Academy of Engineering Industrial Visiting Professor); Royal Commission for the Exhibition of 1851 (Board Member); UCL (Visiting Professor); Royal Academy of Engineering (Member, Enterprise Committee & Selection Committee for Enterprise Fellowships); UCL (Visiting Professor)</i>
Alison Reed	<i>British Airways plc (Director); NewDay Ltd (Director); CGI Group Inc (Director)</i>
Joe Rigby	<i>None</i>
Alison Rose	<i>None</i>
Professor Wendy Robinson	<i>None</i>
Anni Vanhatalo	<i>None</i>
Glenn Woodcock	<i>Centre for Science and Policy, University of Cambridge (Policy Fellow Alum); City Science Corporation Limited (Chairman and Shareholder); Cloudsoft Corporation Limited (Shareholder); Exeter City Futures Community Interest Company (CEO and Founder); Exeter College (Governor); Global City Futures Limited (Director); Grenadier Paternoster Limited (Director); Low Carbon Limited (Director); Low Carbon Foundation (Director); Low Carbon Oxygen Limited (Director); Oxygen House Limited (Director); Oxygen House Group Limited (Director); Queen's Drive Exmouth Community Interest (Director); Royal Society for the encouragement of Arts, Manufacturers and Commerce (RSA) (Fellow); Sparx Limited (Director); Dartington Hall Trust (Trustee of Board)</i>

In attendance

Andrew Connolly	<i>Peninsula Innovations Ltd (Director); University of Exeter Consulting Ltd (Director); Falmouth Exeter Plus (Director)</i>
Joff Cooke	<i>Gradsouthwest (Spouse co-owner and Director of Business)</i>

Neil Gow	Sainsbury Laboratory (Trustee Director, Head of Scientific Advisory Board); Westerdijk Institute (Member of Scientific Advisory Board), Editor in Chief, The Cell Surface; Editor, Cellular Microbiology); British Society for Medical Mycology (President 2018-2021)
Professor Tim Quine	University Vocational Awards Council (Board Member); Tianjin University (Honorary Professor)
Imelda Rogers	None
Mike Shore-Nye	Deputy Chair of the Association of Heads of University Administration. Ted Wragg Multi Academic Trust (Institutional Member); Exeter Science Park (Director); Northcott Theatre (Trustee), UUK nominee on the USS EPF and Member of the Working Group for the Implementation of JEP2

Other Committees

Bettina Rigg	Veale Wasbrough Vizards LLP (Employee-partner); Writtle University College (Governor)
David Dupont	Diabetes UK (Member of Clinical Studies Group researching Type 1 Diabetes); Operation Imprezza (Charity Trustee Director); Pennon Group Plc (Shareholding)
Simon Enoch	Jurit LLP (Consultant); Nescot (Governor); 100% IT Ltd (Director)