

THE COUNCIL



Minutes of the meeting held on 27 November 2018

Present: The Chair of the Council (Mr J. Greenwell), The Treasurer (Mr M. Williams), the Vice-Chancellor (Professor D. Richardson), the Pro Vice-Chancellor (Professor F. Lettice), the Deputy Vice-Chancellor (Professor N. Ward), Independent Members (Mr S. Blease, Mr J. Clayton, Mr M. Davies, Mr G Jones, Ms L. McGillivray, Dr K Skoyles and Dr W. Thomson), Members appointed by the Senate (Dr L. Bohn and Professor N Boodhoo), Member appointed by the Support Staff (Mrs D. Mailey) and the Student Representatives (Ms S. Atherton and Mr O. Gray)

With: The Chief Resource Officer and University Secretary (Mr I. Callaghan), the Chief Operating Officer (Mrs J. Baxter), the Director of Finance, (Mr J. Brown), the Assistant Registrar (Ms L. Williams), the Head of Corporate Communications (Mr A. Stronach) and the Assistant Head of Corporate Communications (Mrs S. Lawson).

In attendance: The Pro-Vice-Chancellors of Faculty (Professor S. Barrow, Professor F. Bowen, Professor D. Edwards and Professor P Gilmartin)

Apologies: Independent Member (Miss G. Maclean)

19. MINUTES

Confirmed
the minutes of the meeting held on 8 October 2018.

20. STATEMENTS BY THE CHAIR

- (1) Welcome to Mark Davies, at this his first meeting of Council.
- (2) May meeting of Council: amending to a Strategy Conference
- (3) By Chair's action, the Chair had agreed to the VC's recommendation of the appointment of Sara Foster to the SCVA Board for a period of 3 years. Confirmation would be sent to Chair of the Board Dominic Christian and outlining the request for a report on SCVA to come to the March meeting of Council.
- (4) Noted that the University requested the ability to nominate a Trustee to the Student Union Trustee Board. The request was for the nominee to be usually drawn from Council members, Pro-Chancellors or those with a history of association with the university.

21. STATEMENTS BY THE VICE-CHANCELLOR

Unconditional offers had attracted media attention recently. Noted that these offers had been used carefully at UEA and the progress of students receiving such offers had been monitored carefully. UCAS will publish further information in the New Year but UEA was unlikely to attract much attention as only 11% of overall offers were unconditional; much lower than many other universities.

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22. DECLARATIONS OF CONFLICTS OF INTEREST (IF ANY)

None reported.

23. COMMITTEE MEETINGS HELD SINCE THE LAST COUNCIL MEETING

The following meetings of Committee meetings had taken place since the last Council meeting:

1. Governance Committee 8th October 2018
2. Sainsbury Centre Board 8th October 2018
3. Equality and Diversity Committee 30th October 2018
4. Audit Committee 5th November 2018
5. Finance Committee 5th November 2018
6. Senate 7th November 2018

The Vice-Chancellor thanked all members of the committees for their valued contributions.

24. SENATE

Received

a verbal report from the Vice-Chancellor following the last meeting of Senate.

(Noted that the actions agreed as part of Senate Effectiveness review had now been undertaken, with the exception of the recommendation to bring all Heads of School onto Senate. This decision would be reviewed again in due course but it was hoped that the other measures agreed would improve communication and effectiveness more generally.)

25. AUDIT COMMITTEE

Considered

the confidential Annual Report of the Committee. Appendix C of this document is the document at item A4 (2) below. (A copy is filed in the Minute Book, ref. COU18D011)

(Chair of the Committee Graham Jones drew attention to the opinion of Audit committee that the university has adequate and effective arrangements for risk management, control and governance, management and assurance processes for data quality and value for money. Noted that the change of internal auditors (two years ago) had been helpful and that various outstanding issues had now been dealt with.

The VC thanked the committee, Graham Jones as chair and Ian Callaghan and the team for the improvements made and more rigorous processes put in place.)

*26. FINANCE COMMITTEE

This minute is confidential and attached as a separate sheet.

27. FINANCIAL STATEMENTS

Reported

that the Audit Committee and Finance Committee met jointly (5th November 2018) to consider:

- (a) the Financial Statements 2017-18; and
- (b) the confidential Auditors' report on the financial statements including the Auditors' assessment of independence

Considered

a recommendation from the Audit Committee and Finance Committee

- (1) that the Financial Statements, subject to any late amendments that will be highlighted before signing, for the year ended 31 July 2018 be approved. The approved financial statements will be presented to Court, submitted to the Office for Students and published on the University's website.
- (2) that the letter of representation concerning the University's compliance with relevant laws and regulations be approved.

(The following confidential documents were provided in support of the above:

- (1) Draft financial statements. (A copy is filed in the Minute Book, ref. COU18D013)
- (2) Report to Council on the consolidated financial statements produced by the auditors (KPMG) together with management responses. The Letter of Representation concerning the University's compliance with relevant laws and regulations was included as appendix 8 of this document. This document was also Appendix C of item A2.
- (3) The Auditors' assessment of their independence. (A copy is filed in the Minute Book, ref. COU18D014)
 - a) Noted that in terms of VC salary multiplier, the definition of an employee (as opposed to a worker) used in the ratio shown on Page 116 would be considered further, as it currently included students employed for very short periods during the year and this may not be directly comparable with other universities. KPMG advice would be sought on this point.
 - b) Noted that whilst a rental valuation of Wood Hall had to be published in the financial statements in reality the property is subject to a restrictive covenant requiring the VC to reside there. Therefore there is in effect no rental income foregone as a result of the VC's residence at Wood Hall. Also noted that the VC's contract with the university required him to reside at Wood Hall in line with the terms of the covenant.
 - c) Noted that the abnormally large surplus related specifically to the consolidation (for the first time) of the Quadram Institute and the Sainsbury Laboratory. This was due to the requirement to show the addition as a donation.
 - d) Noted that the KPMG audit report had identified the treatment of heritage assets at SCVA as requiring further review by the University. Audit Committee would be looking at this matter and also the insurance position of SCVA. Legal advice would be sought as required. In addition, there would be a report from the SCVA Board to Council in March.)

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AGREED that

- (1) Taking all the above into account, the recommendation from Audit Committee and Finance committee that the Financial Statements be approved was accepted as set out, subject to the amendments noted in a) above.
- (2) The letter of representation should be signed.

28. FINANCIAL FORECASTS AND INSTITUTIONAL SUSTAINABILITY

Considered

a confidential report from the Director of Finance which incorporates summary financial forecasts updated to reflect the 2017/18 outturn. The outturn for 2017/18 and the current year forecast will then be submitted to the Office for Students. This paper also incorporates the financial factors affecting institutional sustainability. (A copy is filed in the Minute Book, ref. COU18D015)

(Noted that this report included all changes affecting the long term plan. There was still significant headroom on all banking covenants and UEA was operating well within its agreed cash limits.

Jeremy Clayton queried whether the big movements noted on capital projects indicated delays to the implementation of the capital plan. It was confirmed that Building 60 and Building Zero were both on target and that overall the capital plan was on track. The movements indicated the profile of expenditure falling across different financial years.

Noted that TSL and QI now appeared in UEA consolidated accounts and their research income would be reflected within UEA accounts in future. This represented a significant positive development in terms of achieving the UEA Plan objective of working more closely with the NRP.)

29. ANNUAL ACCOUNTABILITY RETURN

Considered

the confidential annual Accountability Return incorporating:

- (a) The Annual Assurance Return including the report on quality assurance from the Director of Student and Academic Services (A copy is filed in the Minute Book, ref. COU18D016)
- (b) Signed audited financial statements [item A3]
- (c) Audit Committee's annual report [item A1]
- (d) The external auditor's management letter and the provider's response to this [item A3 and referenced in item A1]
- (e) The internal auditor's annual report [item A1]
- (f) Financial commentary [item A4]
- (g) Annual sustainability assessment [item A4]

Recipients were invited:

to consider the report and action plan relating to the continuous improvement of the student academic experience and student outcomes in 2017/18, including evidence from our internal quality assurance processes which involve students and include embedded external peer review or professional review.

The risk management action raised by HEFCE following last year's report had been addressed. It was noted that the next report would show a reduced level of first class degrees being awarded.

Confirmed

- i) that for the 2017/18 academic year that the methodologies used as a basis to improve the student academic experience and student outcomes are robust and appropriate, to the best of your knowledge;
- ii) that the standards of awards for which the University is responsible have been appropriately set and maintained.

30. PREVENT DUTY

Received

the annual report to the Office for Students on the implementation of the Prevent Duty. (A copy is filed in the Minute Book, ref. COU18D017)

Confirmed

the declarations to be made by the Chair of Council on behalf of Council.

(Noted that the Prevent duty covered far right and animal rights extremism as well as Islamist extremism. The Chief Resource Officer reported on his recent meeting with Special Branch and it was noted that he intended to roll out further Prevent training to all staff as a result. He was also seeking further granularity of the figure of 1720 welfare cases reported to OfS so that in future the very few Prevent cases would be separated from general welfare cases. Further information on safeguarding cases would be provided in future. In response to queries, the secretary Lisa Williams confirmed that the Prevent sub-Group had terms of reference, was properly constituted and these would be kept under review by ET. It was suggested that an effectiveness review might be beneficial at some point. It was also noted that the Chief Resource Officer was now a member of Norfolk Safeguarding Adults Board and offered to provide an update to Council on Safeguarding matters generally.)

ACTION: CRO

31. RISK MANAGEMENT

Reported

that Audit Committee and Executive Team – Plus had considered the University's updated risk register.

Approved

the current high level risk register. (A copy is filed in the Minute Book, ref. COU18D018)

Noted that the risk register would be submitted to ET for consideration on a quarterly basis in future. Also that this is a working document and that new risks would be included as appropriate including a no-deal Brexit, political turbulence, impact on student recruitment, staff travel; the impact of the Augar review on tuition fees. It was suggested that a gross/net degree of risk could be helpful – to take account of mitigating factors put in place to address the risks.

Stephen Blease noted that there was a lack of execution risk mentioned and that this could be usefully included. **ACTION: CRO to consider further.**

It was suggested that in terms of risks Brexit should have its own category rather than being included within political turbulence. Audit Committee should consider this further. **ACTION: CRO to consider further.**

On Spandrel panels, it was noted that the Dir EST was looking at solutions to reduce the level of risk identified. An assessment and action plan would be provided to the Chair of Council and Health and Safety committee. Also the range of potential mitigating measures and associated costs would be identified. **ACTION: CRO**

32. GOVERNANCE COMMITTEE

Considered

a confidential report from the Governance Committee. (A copy is filed in the Minute Book, ref. COU18D019)

(In terms of Governance updates the recommendation that Ms Jeanette Wheeler, Partner at Birketts specialising in HR Law be appointed as a member of Council with earliest effect was approved.

On UEASSS the recommendations that Mr Christopher Lawrence's appointment be extended for a further period of one year was approved. The recommendation that Mr Jason Brown, Director of Finance, be appointed as an employer nominated director for a six year period was approved.

The recommendation that the term of office for the appointment of Chancellor Karen Jones be renewed for a further period of three years was approved. **ACTION: CRO to write and confirm.**

Also noted that Dr Wendy Thomson had been appointed as VC of University of London and would be leaving the employ of Norfolk County Council on 14 December. The Chair extended his thanks to Wendy for her valued contribution to the work of UEA Council over a number of years and his very best wishes on behalf of Council for her next appointment.

Governance committee would be considering an approach to identifying a replacement for the vacancy that arises as a result of this change. There would be further update in due course.) **ACTION: CRO**

33. DUE DILIGENCE POLICY

Approved

the revised Due Diligence Policy. This is recommended by ET and was considered at their meeting on 12 November 2018. (A copy is filed in the Minute Book, ref. COU18D020)

34. UEA RESEARCH INTEGRITY REPORT 2017/18

Reported

that at its meeting on 7th November 2018 Senate considered a report summarising activities undertaken to support and strengthen understanding and application of research integrity issues in the period 1st August 2016 to 31st July 2017 (SEN18D009). At that meeting Senate resolved to give assurance to Council on the activities undertaken to support and strengthen understanding and application of research integrity issues across UEA; that the processes in place for dealing with allegations of misconduct in research are transparent, robust and fair and continue to be appropriate for UEA's needs; and that the very small number of formal investigations of research misconduct undertaken mean that it is not possible to identify any trends and further analysis is not warranted.

35. ITEMS FOR REPORT

Received

the following Items for Report. (A copy is filed in the Minute Book, ref. COU18D021)

- (1) Sealings

36. DATES OF MEETINGS

Reported

- (1) that the date of the next Council meeting was Monday 28 January 2019 at 9.30am.

- (2) that the dates of future Council meetings were:

Monday 11 March 2019 - 9.30am

Monday 13 May 2019 - 9.30am [It is proposed that this will be a Council Strategy Conference and is planned to be a full day meeting.]

Monday 24 June 2019 - 9.30am