

THE COUNCIL



Minutes of the meeting held on 29 November 2021

Present:

The Chair of Council	Dr S Howes
The Treasurer	Mr M Williams
The Vice-Chancellor	Professor D Richardson
The Provost and Deputy Vice-Chancellor	Professor C Bovis-Crossen
Independent Members	Mr S Blease
	Mr J Clayton
	Mr S Evans
	Miss G Maclean
	Dr J Paine
	Ms J Wheeler
	Mr A Wood
Members appointed by Senate	Professor R Chakraborty
	Dr U Sundaram
Member appointed by the Support Staff	Mr K Harper
Student Representatives	Ms E Payne
	Mr I Garnham
Governor Apprentices	Dr Mei Ren
	Ms Disa Lee Choun

With: The Chief Resource Officer and University Secretary (Mr I Callaghan) and the Assistant Registrar (Ms L Williams).

In attendance: K. Horvers (Halpin Partnership Observer)

The VC indicated that in line with the latest UEA regulations following the change to Government advice, all attendees should wear face coverings today at the meeting unless exempt.

The Chair introduced Kea from Halpin who is supporting the governance review.

21. MINUTES & ACTIONS

Confirmed

the minutes of the Council meeting held on 4 October 2021 and review the actions log.

Noted that some of the actions are contextual and it was not clear what the action is. **CRO and the Chair will cleanse/update the actions for the next meeting. ACTION: CRO**

COU-M2
29.11.2021
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28.6.21 Phase 2 of arts quarter – CRO updated that meeting taking place with Heritage Lottery fund, also looking at Arts Council funding for the SCVA.

Last meeting – mental health and wellbeing: PVC SEE will provide an update at the next meeting. **ACTION: add to agenda for next meeting.**

Last meeting – Mark Williams: asked about percentage of teaching online/f2f – **ACTION: CRO to find out and report back**

Last meeting – better comms about Council – Chair and CRO are working on this and will report back. **ACTION: CRO**

22. MATTERS ARISING

The standard membership of Senate is “three students nominated by the UEA Students’ Union”. This year one of those nominees was Hamish Williams who is currently unable to attend. It was therefore recommended that Ivo Garnham be appointed to Senate until Hamish Williams can attend. Approved.

23. APOLOGIES

Prof F Lettice delayed; Usha Sundaram will leave at 11am.

24. STATEMENTS BY THE CHAIR

- Chair had received useful feedback after the last meeting.
- Chair has been deepening her understanding of UEA. She has focused on Principles 2, 3 and 5. Looking through the lens of audit and risk, looking at where the assurance is coming from. Also looking at People and looking at data. Met with 3 trades unions and staff representatives. Also trying to look at Estates to understand all the business. Also looking closely at governance plus digital transformation. Chair has opened up some opportunities re: digital through her networks. Chair attended open day; plus meetings re: regional and city context. Met new VC of NUA and Chancellor Karen Jones. Met with Jago Cooper last week.

25. DECLARATIONS OF CONFLICTS OF INTEREST (IF ANY)

None

26. MEETINGS SINCE THE LAST COUNCIL MEETING

- Learning and Teaching Committee – 6 October 2021
- Senate – 3 November 2021 – VC updated on the online meeting: he hoped to improve the effectiveness of the meetings in future. Jeremy Clayton and the Chair were in attendance. VC hoped to have an in-person meeting without observers in the spring. Senate is not a decision-making body; ET is the decision making body. Noted that Halpin will be looking at Senate and making recommendations.
- Digital Transformation Steering Committee – 4 November 2021
- Governance Committee - 11 & 23 November 2021
- Finance Committee – 11 November 2021
- Audit Committee – 12 November 2021
- Sainsbury Centre Board – 22 November 2021 moved to 6 Dec
- Student Experience Committee – 24 November 2021

27. VICE-CHANCELLOR'S REPORT

Received

a confidential summary of events and overview on performance since the last meeting of Council:

- Academic Services
 - Admissions, Recruitment and Marketing,
 - Campus Development Plan
 - Careers and Graduate Success
 - Development and Campaigns
 - Estates and Facilities
 - Faculty of Arts and Humanities
 - Faculty of Medicine and Health Sciences
 - Faculty of Science
 - Faculty of Social Sciences
 - Finance and Planning Division
 - INTO UEA LLP, Ian Callaghan
 - IT and Computing Services
 - Library Services
 - People and Culture
 - Research and Innovation
 - Sport & Commercial Services
 - Student Services
 - University Safety Services
- VC updated on the latest Covid regulations re: mask wearing and the VC's intention to keep teaching f2f.

COU-M4
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- VC updated on letter from the Minister re: access and participation and the importance of focus on outcomes as a key KPI and all universities should seek strengthen where possible. May need a new plan in future. The letter did not mention TEF and testing high quality experience/student outputs. Nothing on Augur or a white paper.
- Industrial action: there will be a rebalot in those institutions which did not get a mandate for industrial action. The window for the rebalot is over Christmas period.
- PVC SEE recruitment – full external competition and 6 candidates were interviewed. A very strong field and Prof Emma Sutton has been offered and has accepted the post.
- VC attended in person the first meeting of Aurora network (in Spain). Ivo Garnham and Ayane Hida from the SU also attended in person. Excellent visit.
- Stephen Blease indicated that the VC report was improved and the focus upon performance was welcomed. On recruitment Stephen Blease queried UEA's admissions weaknesses in Asia and the focus suggested by Data HE. The Provost responded that work was continuing this area in terms of global strategy and focus. Stephen asked for further information on the development campaign. Noted that much of the funding received is restricted funds for students and chairs. Discussions are ongoing about how to relieve UEA funds.
- Gillian Maclean – lifecycle maintenance; can we keep borrowing enough funds to support all the necessary work? CRO indicated that the next step in the process (to be led by the incoming Director of Estates after he joins in January, is to work through the lists and prioritise as appropriate. It is not anticipated that additional borrowing will be possible in the short-term.
- Jeanette Wheeler suggested that further information about ET's plans to deal with all the challenges was included in future reports. Helen Lewis' report had helpfully provided narrative against objectives which was useful.
- Mei Ren indicated that data insights into academic achievements that feed into admissions would also be useful. Scholarly activities are important.
- Lizzie Payne queried re: access and participation plan- needs to link in with a performance report to Council. VC indicated this would be forthcoming.
- Gillian Maclean asked for a finance report at the back on key points and suggested a format that may be useful. **ACTION: CRO/Dir FIN**

- Andy Wood requested an executive summary at the start of the report on “what was keeping the VC awake at night”. There should be a thread around strategy on what the individual faculties are working towards. Chair asked for a forecasting element and more performance data.
- There was an overall wish to see the VC report through the lens of ET. Are we where we should be for the year? Bring in the financial reports. **ACTION: CRO/VC/Provost to work on this for next year.**

(A copy is filed in the Minute Book, ref. COU21D015)

28. RISK MANAGEMENT

Reported

that the Executive Team and Audit Committee have considered the University’s updated risk register.

Considered

the high-level risk register noted the risks rated to be the most significant. (A copy is filed in the Minute Book, ref. COU21D021)

Chair indicated that many of the risks on the register remain the same as a year ago, which suggested that the owners may not have the right levers to make the changes needed to deal with the listed risks. Only two have changed. Four red and four amber risks.

CRO commented that the NHS contracts should be lower risk as the number of opportunities with the NHS are increasing – risk 9 to be reviewed.

ACTION: CRO

Amber risks:

- a) CDP given the size of the project, it has to be recognised as amber.
- b) Pay and pensions – much is out of UEA’s control. At the limit of ability to spend more on this area but there is a risk of industrial action.
- c) Sustainability strategy will be addressed by Provost. Challenge of net zero carbon to hit.
- d) On Equality, diversity and inclusion – continues to be a focus of media. EDI team is stronger than it was but there is increased focus on this area.

All risks are being mitigated. Stephen Blease has suggested to CRO that some risk items need to be updated. It is a requirement of OfS that HEIs manage risk. Wants to understand how risk management is dealt with at corporate governance level. No performance management system on risk.

On risk 23 re: change management. Do we have the leadership capacity organised correctly to mitigate the risks in area? Needs to be an amber area.

COU-M6
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Jeremy Clayton suggests that Council still need to set risk appetite across the board and in specific area. Council needs to be much clearer about its risk appetite as it is a critical part of Council responsibilities.

CRO indicated that the risk register is reviewed by Audit committee and ET twice per year. New procedures will roll out over next year. There will be dedicated resource to support risk management and business continuity in the soon to be implemented restructure of Safety Services but this has been delayed in the consultation phase.

It was noted that there needed to be absolute clarity on who owned each of the risks on the high-level risk register. If necessary the current risks should be broken down further to ensure there is only one owner per risk. This may also be addressed by having an identifiable owner with the mitigation being delegated to one or more person.

Chair indicated that there is no end-to-end responsibility to management of risk. It was Council's responsibility to set the risk management appetite.

VC indicated that risks will be managed more closely in future. **ACTION:**
VC/CRO

Andy Wood asked that UEA should be sure to record all the good things that have happened throughout the pandemic by way of context.

29. FINANCE COMMITTEE

Received

a confidential report from the Finance Committee meeting which took place on 5 November 2020. (A copy is filed in the Minute Book, ref. COU21D016)

(The Treasurer provided a verbal narrative on the report to Council. Treasurer updated on the Pavilion improvement plans.

Gillian Maclean noted that most of the movements in the SOCIE were due to actuarial gain and depreciation due to accounting regulations (non-cash items). The real risks to a business are where there is significant variance in cashflow.)

30. FINANCIAL FORECASTS

Considered

a confidential report from the Director of Finance which incorporates recast of the long-term financial plan 2021/22 including the 2020/21 outturn.

Dir FIN provided a verbal update. Modelling on student recruitment scenarios has been undertaken.

Feedback from KPMG was that they are content with the report and going concern statement. This will be considered further by KPMG. Actuarial clarifications re: UEASSS are expected but no concerns.

Jonathan Paine indicated that OfS needs a 5 year plan and it was confirmed that this is derived from the long-term financial plan. Approval of the plan does not pre-empt or constrain future plans and part of the submission process is to provide narrative commentary on what has changed since the prior submission. Dir FIN indicates that the student return has to include information about what has changed over a 7 year period.

Gillian Maclean noted that the VS2 scheme was not utilised. Savings target – predominantly was want spend rather than need spend. Resources spend may have been delayed. Provost is working with Faculty PVCs on student number targets for next year. Clarified that resource will be linked to meeting student number targets.

Stephen Blease asked about the treatment of inflation. Dir FIN indicated that no significant price increases have been seen yet. Construction growth is an area of concern. Provision has been made in the long term plan for Phase 1 and 2 – built in at 7.6%. Outside of construction, there are other areas to be looked at and high risk identified. The Treasurer indicated that the university was able to mitigate for the £6m loss on student recruitment income. Dr Paine indicated that funding tends to be taken from academic areas.

Congratulations passed to Dir FIN and team.

Approved

the financial forecasts and confirm submission of the forecasts to the Office for Students. (A copy is filed in the Minute Book, ref. COU21D017)

31. AUDIT COMMITTEE

Considered

the confidential Annual Report of the Committee. (A copy is filed in the Minute Book, ref. COU21D024)

Internal audit report indicates major improvement required and to get that 2 years running is not good. There needed to be sufficient capacity for focus upon running university (business as usual) plus major changes. There needed to be sufficient admin support to enable the day job to be maintained.

COU-M8
29.11.2021
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Audit committee will look at risks and noted that we will need to live with risks and be more conscious that we cannot mitigate every risk.

CRO indicated that not all improvements particularly in the Procurement area have been included in the internal audit report. Internal audit was focused on the areas where there were known problems. Resources need to be in the right places to meet the demands.

32. FINANCIAL STATEMENTS

In considering this item the following documents were key and were also referred to in other places on the agenda:

- i. The Financial Statements for 2020/21.(A copy is filed in the Minute Book, ref. COU21D018)
- ii. Auditors' report on the Financial Statements including the Auditors' assessment of independence (N.B. this document is absent the confirmation of going concern, but we are expecting to provide an updated version, ideally before the meeting, but if not we will provide at the meeting) A copy is filed in the Minute Book, ref. COU21D019)
- iii. Letter of Representation from the Council to the Auditors (A copy is filed in the Minute Book, ref. COU21D020)

Reported

that the Audit Committee and Finance Committee met to consider:

1. the Financial Statements 2020/21; and
2. the confidential Auditors' report on the financial statements including the Auditors' assessment of independence

Considered

a recommendation from the Audit Committee and Finance Committee:

- a. that the Financial Statements for the year ended 31 July 2021, subject to any late amendments that will be highlighted before signing, be approved and signed. The approved financial statements will be presented to Court, submitted to the Office for Students and published on the University's website;
- b. that the letter of representation concerning the University's compliance with relevant laws and regulations be approved and signed.

Audit committee recommended signing the financial statement. In their view, the external auditors had provided a good report.

Finance committee and Audit committee have considered the financial statements in great detail. Council were invited to provide any further comments. Letter of representation was approved.

Thanks were offered to the CRO and Dir FIN for all the work undertaken.

Approved.

33. GOVERNANCE COMMITTEE

Considered

a confidential report from the Governance Committee. (A copy is filed in the Minute Book, ref. COU21D025)

Dr A Blanchflower in attendance.

- Governance committee: changes in membership were noted. CRO joined as a member and Dr Blanchflower supports the work of the committee. Andy Wood joins as Senior Independent Governor.
- Governance review (Halpin in attendance today) project management and scope approved.
- Halpin may make recommendations on streamlining. Governance committee is looking at changes but Governance committee has also recommended changes.
- Mark Williams invited to stay on as Treasurer for 2 further years.
- Gillian Maclean to extend for 3 further years and remain a member of Audit Committee.
- Stephen Blease to be extended on Audit committee for further 2 years.
- 4 new independent members to be sought with skills optimisation. Deputy Treasurer, audit committee experience and comms/PR/fundraising experience and estates and R&D and EDI plus academic standards. A professional grid plus diversity concerns.
- Agreed to advertise in Dec/Jan, deadline in March, appointment asap.
- Provost suggested that fundraising separate from PR and comms – and that comms should be strategic comms. This point was noted.

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- Jonathan Paine suggested that IT skills are important but the Chair indicated that area was not deemed as a skills gap on Council at present.
- Pro bono support to be pulled in to DTX committee.
- Gillian Maclean queried whether qualifications would be sought and it was confirmed that they would be.
- Helen Wiseman's team will be doing the recruitment.
- Expenses and reimbursement for loss of earnings will be flagged. More diverse recruitment.
- Senior member of Council job description has been approved.
- Council membership document was approved (any changes to be notified to Andrea Blanchflower).
- Executive membership of Council under discussion, particularly on student experience.)

*34 DIGITAL STRATEGY

This minute is confidential and attached as a separate sheet.

35. ANNUAL ACCOUNTABILITY RETURN

Considered

the confidential annual Accountability Return incorporating:

- i. Signed audited financial statements [see minute *30 for papers]
- ii. Audit Committee's annual report [see minute *33 for papers]
- iii. The external auditor's management letter and the provider's response to this [see minute *30 for papers]
- iv. The internal auditor's annual report [see minute *33 for papers]
- v. Financial commentary [see minute *33 for papers]
- vi. OfS Finance and Student numbers template [see minute *33 for papers]
- vii. The report on quality assurance from the Director of Academic Services (A copy is filed in the Minute Book, ref. COU21D026)

Confirmed

- a. that for the 2020/21 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;
- b. that the standards of awards for which the University is responsible have been appropriately set and maintained.

Confirmed:

Documents i-iv we approved for submission to OfS

Documents v and vi would be incorporated into the the financial submission to OfS and the content of these documents was approved.

It was noted that the report on quality assurance had come to Council ahead of consideration at LTC and Senate. This document will revert to Council once it has been considered by LTC and Senate and include recommendations from each of these bodies together with their confirmation that appropriate standards were being maintained.

36 PREVENT DUTY

Received

the confidential annual report to the Office for Students on the implementation of the Prevent Duty. (A copy is filed in the Minute Book, ref. COU21D027)

Confirmed

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

Stephen Blease noted that this was an encouraging report and that the SU involvement was very helpful. The Chair noted that the figures reported were very good.

Council all approved the report and the submission to OfS

ACTION: LW

37. UEA RESEARCH INTEGRITY REPORT 2020/21

Reported

Senate has 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. (A copy is filed in the Minute Book, ref. COU21D028)

COU-M12
29.11.2021
Min. 38

38. TRANSITION FROM LIBOR TO SONIA

Noted

1. The University Revolving Credit Facility and European Investment Bank loans include reference to LIBOR;
2. LIBOR is being phased out and will be replaced in the UK by SONIA

Confirmed

Signature on behalf of the University to letters of variation in respect of this change. The letters of variation have been approved by Mills & Reeve. (A copy is filed in the Minute Book, ref. COU21D029)

39. ITEMS FOR REPORT

Received

the following Item for Report.

1. Sealing register (A copy is filed in the Minute Book, ref. COU21D030)

40. DATES OF MEETINGS

Reported

- Monday 24 January 2022, 09:30-14:00
- Monday 14 March 2022, 09:30-14:00
- Monday 9 May 2022 – Council Strategy Day – All day (09:30-18:00)
- Monday 27 June 2022, 09:30-14:00