

COUNCIL
Wednesday 29 November 2023 from 14.00-18.00
Old Thorns Hotel, Liphook
MINUTES

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Members:	Chair – External member	Mr Charlie Geffen
	Joint Vice-Chair – External member	Mr Vib Baxi
	Joint Vice-Chair - External member	Ms Rachel Hubbard
	Treasurer - External member	Mr Robert Napier
	President & Vice-Chancellor	Prof Max Lu
	Provost & Executive Vice-President	Prof Tim Dunne
	Chief Operating Officer (acting)	Mr Will Davies
	President, Students' Union	Ms Jo Yau
	Member elected by Senate	Dr Josh Andresen
	Member elected by Senate	Dr Charo Hodgkins
	Member elected by Senate	Prof Jin Xuan
	External member	Mr Elliot Antrobus-Holder
	External member	Prof Julia Buckingham
	External member	Ms Judith Eden
	External member	Ms Pam Jestico
	External member	Mr Nigel Jones
	External member	Ms Pam Powell
	External member	Sir Philip Rutnam

In attendance: Mr Nigel Alcock, Interim Chief Financial Officer
Ms Ros Allen, Head of Governance Services (secretary)
Ms Martine Carter, Vice-President, Strategic Growth
Ms Sarah Litchfield, University Secretary & Legal Counsel

By invitation: Prof Lisa Collins, Pro Vice-Chancellor Research & Innovation (23/135 and 136)
Mr Patrick Degg, Vice-President, Global (23/140)
Ms Kerry Matthews, Chief Student Officer (23/137-139)
Prof Emma Mayhew, Interim Pro Vice-Chancellor Education (23/137-139)
Ms Karen Raymer, Acting Chief People Officer (23/129)

A INTRODUCTORY ITEMS

23/121 Preliminaries

.1 There were apologies from Elliot Antrobus-Holder.

.2 Will Davies was welcomed to his first meeting.

23/122 Declarations of Interest

.1 None

23/123 Minutes

- .1 Council **approved** the minutes of the Council meeting held on 27 September 2023 for publication.

23/124 Matters Arising

- .1 The updated actions log was **noted**. The following updates were noted:
- With respect to the sharing of the latest cash flow forecast with Council, NA reported that it would be covered in the agenda.
 - Regarding student progression, edX had reported that Term 2 retention is 91%. Graduation rate across all disciplines is 73%, with business disciplines in the 90% range.

23/125 Chair's items

- .1 Council ratified the following Chair's approvals:
- Minutes of the September meeting on the Revolving Credit Facility
 - £10 letter of support for Innovate Surrey Ltd
- .2 Council ratified the following Convene resolutions:
- Termination of the Student Experience committee
 - Appointment of Will Davies and Aileen Ryan to Innovate Surrey Ltd
 - Acceptance of philanthropic gift

23/126 Vice-Chancellor's Report and Performance Monitoring (STRICTLY CONFIDENTIAL) - REDACTED

B ITEMS FOR CONSIDERATION AND/OR APPROVAL

23/127 Financial Statements (COMMERCIALY SENSITIVE)

- .1 Nigel Alcock presented the papers. It was recognised that Audit and Assurance Committee and Finance Committee have already reviewed the reports and recommended them to Council. The University was still waiting for final sign-off from the external auditors, but no significant changes were expected.
- .2 External Auditor's Year End Report
The report was noted.
- .3 Going Concern
It was noted that no significant change to the cash levels was expected from January 2025 as the University was already paying into a sinking fund each year towards the repayment of the Private Placement. It was noted that the 2 to 4 year horizon is more challenging, but the risks in the next 12 months was felt to be relatively small.
- .4 Letter of Representation
Council **approved** the letter.
- .5 Annual Report and Financial Statements

Council **approved** the Annual Report and Financial Statements.

.6 Performance Summary for Subsidiaries

Council noted the report.

.7 Trust Fund Accounts

Council **approved** the 2021/22 Trust Fund Accounts.

.8 OfS Annual Financial Return

It was noted that the Financial Return for the OfS was not yet complete. Council **agreed** that final approval could be delegated to CG and ML.

23/128 USSU audited accounts

.1 Jo Yau presented the paper.

.2 The financial outturn was testament to the work of USSU in challenging circumstances. The USSU Board of Trustees have reviewed the accounts and will be asked to formally approve in early December. Auditor suggestions are all being actioned.

23/129 Staff Survey Results

.1 Karen Raymer attended to give a presentation.

.2 It was recognised that, whilst there had been a small slippage in some of the results, they were still strong, particularly compared to HE benchmarks. The tailwinds and headwinds were noted and the actions being taken in response to them.

.3 The survey themes were noted, particularly the strength of the favourable response regarding the student experience. Leadership and recognition have both declined somewhat over the last few years, possibly partly due to salaries not keeping pace with increases to the cost of living. However, the values awards are continuing to recognise really strong performance.

.4 EB is considering how to deal with the lack of confidence in the leadership, although it was recognised that the score is only 1 point below the HEI benchmark. It was recognised that confidence in the leadership tends to be more challenging in times of change. Communication of EB decisions can also be challenging, although technology has enabled communications to reach a wider audience. There is an expectation that leaders will cascade key decisions and developments to their teams although it was recognised that this does not happen consistently. There are a large group of staff who were undecided with respect to their confidence in the University leadership; these staff should be able to be reached by a strong communication plan. There was consideration of whether Council do more as a body or individually to support this communication, although it would be necessary to ensure that lay members did not stray into executive matters.

Action: KR to consider.

.5 It was noted that the percentage of positive response to the question concerning the supporting of career aspirations has reduced. It was recognised that Professional Services staff do not have the same very structured career path as academics. The new HR system is being used to monitor Professional Services staff career progression. The University provides

training for leaders and developing leaders. Staff on fixed term contracts are unlikely to answer this question positively.

- .6 It was recognised that the change programmes over the first half of 2024 may impact on results. The University needs to ensure that staff feel supported through change.

23/130 Charter

- .1 Sarah Litchfield presented the paper.
- .2 The proposed key changes to freedom of speech, terms of office and the number of lay Council members were noted. It is proposed to remove the Statutes, moving the required clauses to Ordinances.
- .3 If significant changes are requested by Privy Council, then the Charter will come back to Council for further approval. Otherwise, the final version will come to Council along with the amended Ordinances.
- .4 The Charter sets the framework for our governance. Theoretically, it could be used as the basis for a claim from staff or students.
- .5 It was noted that the wording of the Freedom of Speech section was recommended by the UUK working group. The wording that the University 'shall uphold the right for staff and students to express lawful views and opinions freely...' puts an active duty on Surrey to do so by allowing lawful activities to go ahead. Any academic challenges would go through a Senate Academic Freedom group. There will be a procedural code provided to outline how freedom of speech will be managed.

23/131 Effectiveness Review 2023

- .1 Sarah Litchfield presented the paper.
- .2 It was noted that the output from all recent effectiveness reviews had been collated into one table. All actions were complete or ongoing, except the length of papers which remains an ongoing issue and the reverse mentoring scheme which will be championed by the USSU president.
- .3 Secretariat will be in touch with lay members with a reminder about mandatory training.
- .4 Secretariat staffing is currently at 2 fte which is deemed adequate. Other governance activities were noted. The mapping of the University against the CUC code of governance had not returned any issues.

23/132 Effectiveness Review 2024

- .1 Charlie Geffen gave an update.
- .2 A more behavioural review of Council in 2024 is proposed. It may include observation of the sub committees but would certainly involve feedback on subcommittee behaviours.

23/133 Whistleblowing update and overview

- .1 Sarah Litchfield presented the paper.
- .2 Whilst the USSU President and the Senate members were not very familiar with the Whistleblowing Procedure, they were aware that such a document would exist and would look for it if needed. Leaders Alerts and Surrey Net are used to communicate with staff regarding the Whistleblowing Procedure. Students would go via Report and Support which is easily found through a search on the website. Noting there were not many whistleblowing cases, it was suggested that there should be benchmarking against the sector to see if Surrey is potentially not capturing all whistleblowing.
Action: SL
- .3 Where appropriate, whistleblowing and Report and Support matters would be referred to HR.

23/134 Honorary Degree nominations

- .1 The VC presented the paper.
- .2 It was noted that there had been fewer nominations than usual. Council members were encouraged to recommend anyone they felt should be considered. It was suggested that there should be consideration of a more top-down approach to ask for nominations in particular fields. It was recognised that this was likely to result in more people not accepting the honorary degree. A significant number of illustrious graduates are nominated.
- .3 It was agreed that it would be useful to circulate a briefing note on what is required and the process ahead of the next round of nominations.
Action: RA to circulate criteria and process.
- .4 It was thought that perhaps less than 10% of those awarded an honorary degree are still engaged with the University.
- .6 Council **approved** the nominations for three Doctors of the University.

23/135 Research and Innovation report

- .1 Lisa Collins attended to present the paper, starting with a few words to introduce herself.
- .2 She shared her first impressions of the University, after 30 days in post, which were largely very positive, but included areas, such as recovery rates and the pathway to innovation, which needed some reconsideration. There were also opportunities to involve companies on the Surrey Research Park more in the University, for example in delivering teaching.
- .3 There is a need to provide more support to mid-career researchers.
- .4 She has been leading the development of two new research towers – Space Economy and Lifelong Health and Ageing Well - which would be discussed more at the Awayday the following day. Both are interdisciplinary and involve all three Faculties. There is a potential third research tower that would come forward at a later date.
- .5 The small value of some research grant applications is an issue, largely individually led grants around £300k. There is a need to put mentoring and training in place to support staff to apply

for larger grants and be part of consortia bids. Whilst the size of calls from the funders also dictates the size of applications, there is a need to encourage academics to apply for the maximum within the call or look at other opportunities. There may be consideration of putting more sales type support for academics in the centre.

- .6 It was recognised that, whilst Surrey is not in the Russell Group, it outperforms many of the institutions in many areas and is outstanding in some key areas nationally, such as space.
- .7 It was recognised that Surrey's location is a great strength and should be presented as such.
- .8 Surrey Innovation District is the Surrey Research Park and the wider innovation community – there is a need to draw a narrative around that, potentially involving other partners.
- .9 LC was asked to advise Council on any help they could provide to support research and innovation.

23/136 Research Integrity Annual Statement

- .1 Lisa Collins attended to present the paper.
- .2 She reported that she had no concerns about research integrity or research ethics.
- .3 Council approved the Research Integrity Annual Statement.

23/137 Education and Student Experience Report

- .1 Kerry Matthews and Emma Mayhew attended to give a presentation.
- .2 The following points on continuation were noted:
 - .2.1 The University has an issue with progression in some areas. It is a sector wide issue, but Surrey needs to do all that it can to improve continuation.
 - .2.2 Level 3 (foundation year) students' progression to the first year of the degree has gone down slightly. Level 4 progression has improved whilst Level 5 is static.
 - .2.3 There is a progression plan in place with about 40 actions in place, all of which were already being taken forward by existing projects. The eight areas for improvement were noted. The focus is on pre-arrival, early intervention and the at-risk groups.
 - .2.4 There is generally no correlation between entry tariff and continuation; BTech students are more likely to drop out, although there were very few of these students. There has also been a differential between those who came into the University during Covid, having not done exams.
 - .2.5 The University does an exit survey of students who are withdrawing, but unfortunately many students tick 'other' as their reason for leaving. Sector best practice is to have an exit interview, but it is not feasible to do this for all such students. There is a plan to remove the 'other' option and build a form to enable targeted calls to certain students to take place.
 - .2.6 It would be useful to see breakdown of performance by BAME, class etc.
 - .2.7 It was noted that participation in sports improves continuation rates.
- .3 The report provides an update on the Access and Participation plan which will need to be updated, approved by Council and submitted to the OfS this academic year.

23/138 Annual Quality Assurance Report

.1 Emma Mayhew presented the paper.

.2 Council **approved** the report.

23/139 Annual Prevent Report

.1 Kerry Matthews presented the paper.

.2 It has noted that there has been a small uplift in concerns this academic year in the context of events in the Middle East. The University is continuing to review and monitor risk.

.3 It was noted that the Prevent Training has been updated and would be mandatory for those in the high-risk group to complete.

.4 Council **approved** the report.

23/140 Sensitive Jurisdictions Procedure

.1 Patrick Degg attended to present the paper.

.2 The complexity of the process to date was recognised, noting that Surrey is at the forefront of the sector in producing such a procedure. It was recognised that it was a living document that would need to be updated when required by changes in the external environment. Engagement with other institutions will continue, to share best practice.

.3 The procedure needs to balance risk against the value of partnerships and other activities.

.4 There may need to be more in the document about protecting our staff who are travelling to these sensitive jurisdictions, in terms of letting them know their responsibilities. There should be cross reference in the Travel and Expenses Procedure (currently being updated), of this procedure and the Devices for International Travel Procedure. It would be helpful to have a dashboard on the web, of requirements for those travelling overseas.

.5 The Council briefing on Philanthropy arranged for 31 January, will include the strategy for philanthropic giving in the context of sensitive jurisdictions.

23/141 Items for future meetings

.1 Charlie Geffen presented the paper.

.2 It was noted that there will be a need to review the focus of Council agendas as the Strategy is finalised. It would be replaced by perhaps five key areas/KPIs (such as closing the financial gap) that Council would receive an update on to every meeting.

C ITEMS FOR INFORMATION ONLY

23/142 Health and Safety Report

.1 Council noted the paper.

23/143 Annual report on OfS Conditions of Registration Compliance

- .1 Council noted the paper.
- 23/144 Annual report on Internal Audit**
.1 Council noted the paper.
- 23/145 Sustainability Report**
.1 Council noted the paper.
- 23/146 Blackwell Park Ltd Update**
.1 Council noted the paper.
- 23/147 Committee Reports**
.1 Council noted the reports.
- 23/148 Information Pack for Reference**
.1 Council noted the pack.

D CLOSING ITEMS

- 23/149 Any Other Business**
.1 None
- 23/150 Date of next meetings**
7 February 2024

Mr Charlie Geffen, Chair