

## UNIVERSITY OF GLOUCESTERSHIRE

## UNIVERSITY COUNCIL

## Minutes of the meeting held on 24 November 2020 at 10.30 am via Microsoft Teams.

**Membership:**

Ingrid Barker	✓
Luc Brown	✓
Peter Bungard	✓
Paul Crichard	✓
Nicola de longh (Chair)	✓
Chris Fung	A
Steve Gardiner	✓
Stephen Marston	✓
Allen Mawby	✓
Steve Mawson (until agenda item C.20.136)	✓
Stephen Maycock	✓
Dr Andrew Misiura	✓
Imaani Mitchell	✓
Mehjabeen Patrick	✓
Daniel Ramsay	A
Dr Adeela Shafi	✓
Pam Sissons	✓
David Soutter	✓
The Rt Revd Robert Springett	✓
Dr Peter Warry	✓

**Board Apprentice:**

Sophie Perret	✓
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**In attendance:**

Annette Benson (for C.20.153)	Financial Controller
Julie-Ann Brooks (for C.20.153)	Director (Human Resources)
Andrea Chalk (for C.20.135 and 136)	Academic Registrar
Professor David James	Dean (Academic Development)
Jess Lawson (for C.20.129)	Head of Planning
Virginia McCririck (for C.20.153)	Strategic HR Business Partner
Camille Stallard	Chief Financial Officer
Dr Matthew Andrews (Officer)	University Secretary and Registrar
Penny Gravestock (Minutes)	Assistant Secretary to Council

**C.20.121 Prayer**

The Rt Revd Robert Springett opened the meeting with a prayer.

**C.20.122 Welcome and Apologies**

C.20.122.1 Received: apologies for absence from Chris Fung and Daniel Ramsay.

C.20.122.2 Noted: that it was the first meeting for Dr Adeela Shafi as the new Academic Board Member.

**C.20.123 Business of the Agenda**

Noted: that there had been a request to unstar items C.20.145 and C.20.146 on the agenda, and that therefore they would be discussed. All other starred papers would be approved or noted as stated. It was also noted that agenda item C.20.129 would be taken as the first main item for discussion.

**C.20.124 Declarations of Interest**

Received: the following declarations of interest:

- a. from Stephen Marston for agenda item C.20.138, due to his role as a board member of Advance HE;
- b. from Peter Bungard and Steve Mawson for the agenda item C.20.153, due to their roles at Gloucestershire County Council. It was agreed therefore that they would not participate in that discussion.

**C.20.125 Minutes of the meeting held on 6 October 2020**

Resolved: the minutes were agreed as an accurate record of the meeting held on 6 October 2020.

**C.20.126 Matters Arising (C/76/20)**C.20.126.1 [C.20.102.1.03] *Chair's Business*

Noted: that an update of the work related to the Vision and the development of the Strategic Plan had been presented in the Vice-Chancellor's report (paper C/78/20).

C.20.126.2 [C.20.103.3] *CONFIDENTIAL: Vice-Chancellor's Report*

Noted: that a further report from the review of Humanities would be presented to Council following the launch of the second phase.

**ACTION: Vice-Chancellor**

C.20.126.3 [C.20.120] *RESERVED BUSINESS: Report from the Remuneration and Human Resources Committee*

This item was presented under Reserved Business.

**C.20.127 Chair's Business (C/77/20)**

C.20.127.1 Received and noted: the Chair's report, outlining key meetings and focus areas since 6 October 2020. The Chair reported that interviews for a new External Member of Council had been scheduled for 2 December 2020 with some informal discussions having already taken place. It was noted that the report from the governance effectiveness review would be considered later in the meeting, and that preparations were underway for the appointment of a new Deputy Vice-Chancellor.

C.20.127.2 Received: updates from each of the Committee Chairs on key discussions held at recent meetings:

- a. Finance and General Purposes Committee, 27 October 2020;
- b. Audit Committee, 30 October 2020;
- c. Council Chairs' Group, 21 October and 10 November 2020.

C.20.127.3 Noted: that since the last meeting on 6 October 2020, there had been no use of the Company Seal, and no matters agreed by circulation. There had been one exercise of delegation: the Chairs' Group, at its meeting on 21 October 2020, had agreed the fees submission to the Office for Students.

**C.20.128 Vice-Chancellor's Report (C/78/20)**

C.20.128.1 Received and noted: a paper updating Council on major developments affecting the University since the meeting held on 6 October 2020. The following were highlighted:

- a. a number of significant higher education policy developments, including:
  - a proposal for a new 'Start to Success' performance indicator which would show the likelihood of new entrants to University finishing with a well-paid graduate job. It was noted that the use of measures such as this based on salary ignored the way that institutions such as Gloucestershire tried to add value for its students;
  - proposals for the reform of the admissions system, including options for the introduction of post-qualifications admissions to higher education;
  - the upcoming announcement of a one-year spending review;
- b. the uncertainty around Government advice to universities about students' return in January 2021;
- c. the continued work towards the development of the next Strategic Plan;
- d. updates on portfolio developments, preparations for Brexit, and the appointment process for a new Deputy Vice-Chancellor.

C.20.128.2 Considered:

- a. the performance indicator relating to graduate salary and it was suggested that the University should use its contacts to challenge the Government about this agenda. It was reported that the Executive was working with the Cathedrals Group and Universities UK, and that the Member of Parliament for Cheltenham had arranged for the Vice-Chancellor to discuss matters with Minister of State for Universities;
- b. the subject areas within the University's portfolio that could be at risk of being seen as low value due to the nature of the industries its graduates entered;
- c. the need to link the ten-year Ambition Plan to the long-term financial forecasts and

Strategic Plan, and to ensure that they were not developed in isolation. The importance of looking at School-level growth was also noted and the University's annual process to develop strategy at School was outlined. It was acknowledged that the University might want to be strategic in the planning information it shared with different stakeholders and that there could be a more ambitious internal element that was not necessarily reflected in financial forecasts.

**C.20.129 CONFIDENTIAL: Covid-19: University Response – update (C/79/20)**

This item was considered under Confidential Business.

**C.20.130 Students' Union Update (C/80/20)**

- C.20.130.1 Received and noted: the Students' Union (SU) update. The following were highlighted:
- a. the work to update the governance of the SU, noting a referendum to be held to consider a number of proposals, including a reduction in officer roles;
  - b. the virtual Town Hall meetings held with the Members of Parliament for Cheltenham and Gloucester;
  - c. sector discussions around Freedom of Speech and Academic Freedom, including potential Government interest of the role of students' unions;
  - d. the increased levels of student casework affecting the workload of the Officer team, and plans to investigate the introduction of a dedicated service that would have more time to give students impartial advice and support.

- C.20.130.2 Considered:
- a. the cyclical changing role of students' unions, moving from a focus on welfare to more political awareness and activism;
  - b. the importance of freedom of speech and allowing students to hear a variety of voices. It was noted that increasing costs and logistical arrangements often limited the number of speakers brought onto campus by students' unions.

**C.20.131 Annual Financial Statements (C/81/20)**

- C.20.131.1 Received: the University's financial statements presenting the results for the year ended 31 July 2020. The report comprised:
- a. key financial highlights for the year;
  - b. the full statements, including the Operational Financial Review;
  - c. a going concern assessment template supported by a viability statement and evidence of long-term financial performance stress testing.

The Chair of Finance and General Purposes Committee introduced the item, noting the balance of the Operating and Financial Review, and drawing attention to the impact of pension scheme performance and the discussions held with the University's banks to gain their support during the pandemic. The Chief Financial Officer highlighted the key performance trends and issues likely to be seen across the sector, and noted in particular the increased reporting around Vice-Chancellor remuneration, and discussions held with the auditors regarding going concern.

- C.20.131.2 Considered:
- a. discussions with ULiving seeking agreement to a reduction in payment in rents for the third term of 2019/20;
  - b. the issue of going concern and the approach that the University's auditors had taken compared with others in the sector;
  - c. potential risks to cash flow projections due to the pandemic, such as higher rates of student withdrawals and a loss of residence income.

- C.20.131.3 Received: Council approved:
- a. the consolidated Financial Statements for the University of Gloucestershire for the year ended 31 July 2020 which had previously been considered by the Audit and Finance and General Purposes Committees;
  - b. the Letter of Representation to the auditors for the year ended 31 July 2020.

**C.20.132 External Audit Findings Report (C/82/20)**

- C.20.132.1 Received: the external auditors' findings report from Grant Thornton, highlighting the key issues affecting the results of the University and the preparation of the financial statements for the year ended 31 July 2020. An unqualified audit opinion was issued on the financial statements (with no new internal control deficiencies identified).

C.20.132.2 Considered: the introduction from the Chair of Audit Committee who reported on initial concerns from the auditors regarding going concern for the University in light of the continuing uncertainties due to the pandemic. It was reported that the auditors had reviewed the going concern disclosures made by management in the financial statements and agreed that there were no indications that a material uncertainty in relation to going concern existed. Council thanked the finance team for their work.

C.20.132.3 Resolved: Council received and noted the Report, and recommended its submission to the Office for Students as part of the Annual Accountability Returns.

**C.20.133 Internal Audit Report for 2019/20 (C/83/20)**

Received and noted: the Internal Audit Report from KPMG for 2019/20, which was required for submission to the Office for Students (OfS), and set out the opinion of 'significant assurance with minor improvements required' in respect of risk management, control, and governance. It was noted that that the internal auditors had submitted seven reports over the year rather than the eight planned, and it was confirmed that the review of International Student Recruitment had been moved to November 2020 and that no audit capacity had been lost over the two years.

**C.20.134 Audit Committee Annual Report 2019/20 (C/84/20)**

C.20.134.1 Received: the Audit Committee Annual Report for 2019/20. The Chair of the Committee highlighted the assurance Council could take on the adequacy and effectiveness of institutional arrangements. It was noted that the Committee had seen significant changes to its membership over the year and confirmed that previous members had been invited to provide feedback.

C.20.134.2 Resolved: Council received and approved the Annual Report and agreed that it should be forwarded to the Office for Students.

**C.20.135 Annual Assurance Statement 2019/20 for Council (C/85/20)**

C.20.135.1 Received: a paper to reflect on the University's quality assurance systems during 2019/20, presented to inform Council of the health of the University's academic provision in terms of academic quality and standards. It was noted that issues that had been identified during the review had been addressed through the action plan presented in the paper. The Academic Registrar gave a presentation highlighting the key areas for note within the report.

C.20.135.2 Considered: in particular the increase seen in the number of upper degrees awarded in 2019/20 which were out of kilter with previous years. It was noted that an investigation had been considered by Academic Board in October 2020, where the module outcomes were compared with those in previous years. It was reported that there appeared to be no issue with individual module outcomes, but that the algorithm used due to the pandemic had affected final classifications. It was noted that the algorithm used was specific to the University and was to be reviewed. It was unknown at that time how other institutions had been affected and noted that sector detail would not be available until February 2021. Council discussed whether there was a risk of reputational damage, but acknowledged that the decisions made at the time were taken to ensure students were treated fairly in difficult circumstances. It was confirmed that there was no requirement to report the issue to the Office for Students.

C.20.135.3 Noted: the paper and action plan.

**C.20.136 CONFIDENTIAL: Annual Report of Academic Appeals, Student Complaints and Fitness to Practise 2019/20 (C/86/20)**

This item was considered under Confidential Business.

**C.20.137 Academic Strategy Implementation Update (C/87/20)**

C.20.137.1 Received: an update from the third year of implementation of the 2017-22 Academic Strategy on progress against the four Ambitions:

- a. Developing Attractive and Competitive Subjects;
- b. Delivering Excellence in Learning and Teaching;
- c. Ensuring Impact through Research and Practice;
- d. Building an Engaging Approach to Enhancement.

- C.20.137.2 Considered: the brief update on progress with implementation.
- C.20.138 Governance Review (C/88/20)**
- C.20.138.1 Received: the final report from the governance review, produced by Andy Shenstone from Advance HE, and considered by the Governance Review Group on 4 November 2020. It was reported that the detailed recommendations would be considered by Governance and Nominations Committee at its meeting on 9 December 2020, and it was expected that a response to the report would be considered at the next meeting of Council to be held in February 2021.
- C.20.138.2 Resolved: Council received the report of the Governance Review and approved the steps outlined for consideration of the recommendations. It was suggested that the reintroduction of opportunities for External Members of Council to meet separately should be considered.
- C.20.139 CONFIDENTIAL: Co-opted members of Council Committees: Update on recruitment of new co-opted members (C/89/20)**  
This item was considered under Confidential Business.
- C.20.140 Council Schedule of Business (C/90/20)**  
Considered: the Schedule of Business, and Council made no recommendations for change.
- C.20.141 Re-appointment of External Auditors (C/91/20)**  
Resolved: Council approved the reappointment of Grant Thornton UK LLP as the Company's external auditors for 2020/21 and for remuneration to be agreed by the Audit Committee. Council discussed the best practice for the length of time to keep a firm for external audit, noting the timing of the current contract.
- C.20.142 Prevent Strategy/Duty: Annual Report 2019/20\* (C/92/20)**  
Noted and resolved: Council noted the annual report which offered assurance regarding the Prevent Duty-related activity that had taken place through 2019/20. It was also noted that the University must submit an 'accountability and data return' to the Office for Students. University Council acknowledged the data highlighted within the report, and agreed that the Chair of Council should sign the annual accountability statement.
- C.20.143 Modern Slavery Act 2015 – Annual Slavery and Human Trafficking Statement\* (C/93/20)**  
Resolved: Council considered and approved the statement for publication, which would be signed by the Chair of Council once approved.
- C.20.144 Register of People with Significant Control\* (C/94/20)**  
Resolved: Council confirmed that its Register of People with Significant Control as maintained with Companies House would remain the same.
- C.20.145 CONFIDENTIAL: OfS Long-term Forecast Assumptions (C/95/20)**  
This item was considered under Confidential Business.
- C.20.146 CONFIDENTIAL: September 2020/21 Finance Report (C/96/20)**  
This item was considered under Confidential Business.
- C.20.147 10 Year Ambition Plan\* (C/97/20)**  
Noted: the 10-year Ambition Plan Project Brief as considered by Finance and General Purposes Committee on 27 October 2020.
- C.20.148 CONFIDENTIAL: Annual Insurance Report – 2019/20\* (C/98/20)**  
Received and noted: the Annual Insurance Report for 2019/20.
- C.20.149 CONFIDENTIAL: Procurement Annual Report – 2019/20\* (C/99/20)**  
Received and noted: the Procurement Annual Report for 2019/20.
- C.20.150 Minutes from Council Committees\***  
Noted: that the minutes from the following meetings would be available from <https://connectglosac.sharepoint.com/sites/UniversityCommittees>:  
a. Academic Board, October 2020  
b. Finance and General Purposes Committee, 27 October 2020  
c. Audit Committee, 30 October 2020

**C.20.151 Any Other Business**

Noted: that it was the last meeting for Allen Mawby who would finish his term of office on 8 December 2020. Members thanked him for all his work and support for Council, Finance and General Purposes Committee, and the University. It was hoped that Council would be able to arrange a dinner to which Mr Mawby and other former members could be invited.

**C.20.152 Date of Next Meeting**

Tuesday, 2 February 2021, at 9.15 am

**C.20.153 RESERVED BUSINESS: Pensions Futures (C/100/20)**

This item was considered under Reserved Business.

**UNIVERSITY OF GLOUCESTERSHIRE****UNIVERSITY COUNCIL****Action list for the meeting held 24 November 2020**

<b>Minute number</b>	<b>Action</b>	<b>Responsibility</b>
C.20.126	<i>Matters Arising</i>	
C.20.126.2	[C.20.103.3] <i>CONFIDENTIAL: Vice-Chancellor's Report</i> <u>Noted:</u> that a further report from the review of Humanities would be presented to Council following the launch of the second phase.	Vice-Chancellor