

**MINUTES OF THE UNIVERSITY COUNCIL MEETING
HELD ON TUESDAY 24TH NOVEMBER 2020**
(Conducted Via Teams)

Present: Canon Dr J. Turnbull (*President*), Mr F. Ball, Mrs C. Bond, Dr D. Briggs, Professor S. Broomhead, Professor M. Clinton, Sir Neil Cossons, Councillor R. Daniels, Dr M. David, Associate Professor M. Degg, Professor C. Forsdick, Mrs J. France-Hayhurst, Mr N. Jenkins, Ms E. Lewis (*CSU President*), Mr G. Reay, Dr A. Seeney, Professor E. Simmons (*Vice Chancellor*), Dr L. Smith, The Very Revd Dr T. Stratford and Mrs S. Verity.

Apologies for absence were received from:
Ms K. Howell and The Rt Revd M. Tanner

In attendance: Mr A. Lee (*University Secretary*), Mr R. Waddington (*PVC Resources & Chief Financial Officer*) and Mr A.J. Parker (*Committee Secretary*).

	ACTION
<p>3294 DECLARATION OF INTEREST</p> <p>Professor Broomhead and Councillor Daniels declared interests in matters pertaining to initiatives at Warrington and planning matters being considered by Cheshire West & Chester Council respectively.</p>	
<p>3295 ATTENDANCE AND MEMBERSHIP</p> <p>(a) It was noted that this would be the last meeting for Dr Liane Smith who would retire from the University Council on 31st December 2020. The President thanked Dr Smith for her contribution to the University Council during her term of office.</p> <p>(b) Professor Steven Broomhead was welcomed to his first meeting in person.</p> <p>(c) Other membership items would be dealt with in the Minutes of the Nominations & Governance Review Committee meeting held on 14th October 2020.</p>	
<p>3296 ANNUAL IMPLEMENTATION OF THE SCHEME OF GOVERNMENT</p> <p>(a) The Secretary informed Members of the requirement under the Instrument of Government to elect a member as President until the first ordinary meeting in the following year.</p> <p>Nominations for the office of President had been invited and one nomination had been received, in respect of Canon Dr Turnbull, who indicated his willingness to continue to serve and from whom a statement was received. There being no further nominations, IT WAS RESOLVED to elect Canon Dr Turnbull as President of the University Council until the first ordinary meeting in 2021/22.</p>	

3296 ANNUAL IMPLEMENTATION OF THE SCHEME OF GOVERNMENT (CONTINUED)

The President took the Chair.

- (b) In accordance with the Instrument of Government the President reported that nominations for the office of Deputy President had been invited and one nomination had been received, in respect of Dr Meredydd David, who indicated his willingness to continue to serve and from whom a statement was received. There being no further nominations, IT WAS RESOLVED to elect Dr David as Deputy President of the University Council until the first ordinary meeting in 2021/22.
- (c) The list of current Chairs of Committees as noted on the agenda was received.

3297 MINUTES OF THE PREVIOUS MEETING OF THE UNIVERSITY COUNCIL

The Minutes of the meetings of the University Council held on Tuesday 14th July 2020 and Thursday 10th September 2020 were received and approved.

3298 MATTERS ARISING FROM THE MINUTES

3214 Vice-Chancellor's Report: it was noted that matters arising from the July 2020 meeting would be addressed in the Vice-Chancellor's Report to this meeting (*see minute 3299*).

3299 VICE-CHANCELLOR'S REPORT

The Vice-Chancellor's Report was received and discussed and focussed on the key matters impacting the University.

1. Operational Matters: The management of Covid-19 continued to predominate and, as a result of a University-wide effort and excellent support from local authority Public Health Consultants, the University had kept staff and student case numbers low, with no evidence of transmission occurring in teaching sessions.

Face to face teaching continued with the intention that students receive at least 20% of their timetable in person. Improved data analytics enable enhanced tracking of student engagement which not only assisted with in-year enhancements but also provided useful evidence of engagement in the context of appeals and complaints.

The Return to Campus (RtC) system continued to be rolled out with most academic staff and some 50% of total staff fully approved to return. The longer-term plan remained for a significant number of staff to continue to work from home for at least 40% of their time. Additional office chairs and IT equipment had been provided to support this.

2. Staffing Changes: Prof. Helen O'Sullivan had been appointed as Deputy Vice-Chancellor and Provost, and Dr Helen Galbraith as PVC (Student

Experience). Prof. Neville Ford had been appointed as PVC Research & Innovation in succession to Prof. Nick Avis. A new Directorate of Access, Skills and Apprenticeships had been created which would be led by Associate Prof. Liz Fleet when she moved from her UCS role on 1st December 2020. It was also reported that recruitment to a new SET post covering Estates Strategy would commence in the New Year.

3. Strategic Projects: *see minute 3300.*

4. Financial Update: The financial outturn for 2019/20 was a deficit of £4.6M. The financial statements would be approved in January 2021 following conclusion of covenant waivers and agreements with lenders, which would enable the external auditors, KPMG, to finalise their going concern assessment. The deficit forecast for 2020/21 had reduced to £7.8M as a consequence of improved 2020 recruitment. The key risks to maintaining this improvement were retention, the continued enrolment of international students, particularly in January, and continued uncertainty of accommodation income. Student recruitment remained the single most important factor in achieving financial sustainability.

5. International Student Recruitment: The International Centre was presently servicing several intakes simultaneously, all of which were at differing stages. The international admissions team were presently working to finalise the September/ October 2020 intake and, whilst 350 new students had completed the enrolment procedure and arrived at the University, some 247 new students remained overseas due to Covid-19 restrictions, all of whom were provisionally enrolled overseas and were engaged with their studies online. Due to the specific international recruitment challenges at present, it was not expected that all 247 students would transition to the UK and fully enrol.

Deposits paid for the January/February 2021 intake were significantly improved on the previous year, indicating that approximately 140 students would enrol, a 33% increase compared to the January/February 2020 intake. Covid-19 would likely impact on all students arriving in UK for the start of their studies and, therefore, online engagement for a period was expected. A new May 2021 intake would be offered exclusively by the Faculty of Business & Management for a suite of postgraduate taught programmes and work had already commenced on recruitment for 'September/October 2021'.

A comprehensive arrival and support system had been developed to welcome international students and several support departments and the CSU were working collaboratively to develop a package of support activities for students remaining in the institution during the Christmas break.

6. UK Student Recruitment 2021/22: A significant marketing effort was underway in the current recruitment cycle for September 2021 with enhanced use of data analytics, on-line content and social media to ensure

3299 VICE-CHANCELLOR'S REPORT (CONTINUED)

targeted engagement with prospective students. Attendance at virtual Open Days was below that expected at physical Open Days and was in line with the 50-70% averages reported by the sector.

The University Council thanked the Vice-Chancellor for her report and the continued efforts demonstrated by staff in supporting students during an extremely challenging first term. Particular thanks were recorded to staff who had agreed to join the rota system to support students who remained in the University over the Christmas break.

3300 MAJOR INITIATIVES

(a) Warrington

Discussion on this matter was considered under reserved business.

(b) Shrewsbury

The Secretary reported that further work was required to the draft partnership agreement in order to protect the interests of the University, as identified by the Planning & Resources Committee. Constructive discussion with Shropshire Council continued, especially in relation to treatment of Guildhall deferred rent in relation to overheads.

The draft projected five-year student number plan and a surplus position by 2023/24 were noted. The curriculum offer would be realigned to the new Strategic Plan with focussed growth in Health & Social Care, Science & Technology, Business and Education & Children's Services.

It was noted that the Advisory Board would be dissolved and reconstituted as a 'Consultative Forum' to harness the goodwill and support of key local stakeholders; a letter of thanks would be sent to the out-going Chair of the Advisory Board, Sir David Lees. Whilst the University would remain in the Guildhall during the short/medium term, other property options would be explored to ensure flexibility. Registering an interest with Historic England in respect of the Flaxmill would be explored.

(c) Thornton Relocation

The revised planning application for the new Science building at Parkgate Road had been called-in and would be heard by the Planning Committee on 14th January 2021. The University would liaise with the local councillor and planning officer in advance of the meeting.

In a related development, creation of a joint Institute of Sustainability and Food Innovation across Chester, Reaseheath and Shrewsbury was under consideration with Reaseheath College. This would develop the strategic relationship with University Centre Reaseheath and provide a single destination for the food sector, locally, regionally and nationally. As part of this development, the activity on the first and second floors of the NoWFood Centre would transfer to Reaseheath

and the resulting space deployed to add to the Faculty space provided by the new building. In a subsequent phase of development, it was hoped to physically link the new building and the NoWFood building. Use of the NoWFood building in this way would require refund of part of the ERDF funding which contributed to the construction and equipping of the NoWFood Centre, currently estimated at £****. The University Council agreed that repayment of such monies was in the interests of the University. The Secretary would provide an update once discussions with the Ministry of Housing, Communities & Local Government (MHCLG) had been concluded.

(d) Medicine

This Secretary spoke on details submitted which was provided for information, as the Planning & Resources Committee had authorised entry into contracts with the sponsoring institution at its meeting on 10th November. Contracts had not yet been signed pending agreement of several outstanding drafting matters. Signed agreements were required before any further steps could be taken by the University to seek General Medical Council approval of its proposals to deliver an MBChB at Chester. These proposals, if successful, were anticipated to result in the first cohort entry in September 2022, provided sufficient numbers were recruited.

The Chief Financial Officer reported that following discussion with the Dean of Medicine capital costs had been reduced with provision being undertaken by repurposing existing University estate. Costs payable to the sponsoring institution were now fixed, rather than linked to student recruitment and were based on a six-year period rather than a ten-year period. Student recruitment would be key to the financial success of the proposal and the sponsoring institution would assist with marketing activities, which should be undertaken as soon as practicable.

The University Council welcomed this exciting development for the University.

(e) University's Research Excellence Framework

Progress on the University's Research Excellence Framework (REF2021) Submission was received and discussed.

The Vice-Chancellor highlighted that the REF team were working towards a fully viable, uploaded and validated submission in 19 units of assessment by the end of January 2021, before the submission deadline of 31st March 2021. This would allow a 2-month contingency for further possible Covid-19 related delays. It was noted that the University received approximately £1M per annum in research funding and submission to the REF greatly assisted staff credibility.

(f) University's Knowledge Exchange Framework (KEF)

The University's KEF Submission was received.

3300 MAJOR INITIATIVES (CONTINUED)

The Vice-Chancellor reported that the aim of the KEF was to increase efficiency and effectiveness in the use of public funding for knowledge exchange (KE) and to further a culture of continuous improvement in universities. It also aimed to allow universities to better understand and improve their own performance and provide businesses and other users with more information to promote access to the knowledge and expertise of English HEIs. Timescale had been delayed due to Covid-19 although it was anticipated that the first KEF results would be published in December 2020.

3301 REPORTS OF COMMITTEES

(a) Planning & Resources Committee

The Executive Summary, including the advice and recommendations, of the Planning & Resources Committee meetings held on Tuesday 29th September 2020 and Tuesday 10th November 2020 was received and discussed.

The University Council noted the following main items:

(i) Chester Students' Union (minutes 92/20, 29th September and 114/20, 10th November)

(1) The Committee welcomed CSU's support for students during Covid-19 and the enhanced collaboration between CSU and the University during this period. The improved financial position of the CSU and the work to develop a longer-term strategy which was being informed by the University's 'Citizen Student' strategy were noted.

(2) The Students' Union Code of Practice was reviewed.

(ii) Financial Forecasts 2020-21 – 2024/25

(1) Positive 2020 recruitment had improved the current budgeted deficit (£8.8M), with the key risks to this improvement being international student enrolment and Covid-19 factors such as accommodation income. In addition, staffing support was required for those Faculties that had recruited additional students, to ensure the continued success of the blended approach to teaching and to support the Covid-19 response (e.g. cleaning).

(2) Four financial forecast models were presented and discussed, with particular discussion on the model incorporating the medical school. Full information and summary were provided.

The CFO also spoke to a number of cash planning scenarios, acknowledging pressure on the cash position as it supported deficits and investment in strategic projects, notably the Medical School, the relocation of Science & Engineering and the Warrington project over the coming 3-5 years.

3301 REPORTS OF COMMITTEES (CONTINUED)

(a) Planning & Resources Committee (Continued)

The lowest cash position was anticipated in April 2023 on a worst-case scenario, although it was acknowledged that the projections did not include cash receipts from the surrender of the lease at Sealand Road (£****) or assumed a bridging position before cash was realised from the Warrington project. It was also noted that cash could be realised from the sale of several under-utilised properties.

The latest Management Accounts (September 2020) were also received.

- (3) Final submission of the Financial Forecasts to the OfS was not required until 28th February 2021, though the initial submission was due on 1st February. Approval would be sought from the University Council early in the New Year.

(iii) Academic Governance (minute 96/20 29th September and 118/20 10th November)

- (1) The Committee's enhanced oversight arrangements in respect of academic governance continued.
- (2) In respect of the Degree Outcomes Statement the Committee noted the stated intent of the UK Standing Committee for Quality Assessment and sector representative bodies to tackle grade inflation, requiring commitment from degree awarding institutions to review and explain the process for calculating final degree classifications and to publish this in a 'Degree Outcomes Statement'.
- (3) Enhancements in data analytics utilised across the University would be made to inform and enhance student engagement and performance. Improving retention rates remained a priority area.

(vi) Student Welfare, Safeguarding and Mental Health (minute 98/20, 29th Sept and 120/20 10th November)

- (1) The Committee noted measures implemented across the University to manage the day to day response to Covid-19. Mental health support continued to be an area of high priority and students 'in crisis' would be seen immediately.
- (2) Student Futures Annual Report 2019/20 was received. The Committee noted the low levels of student complaints and commended the work of the Proctor's Office in resolving matters at an early stage.

3301 REPORTS OF COMMITTEES (CONTINUED)

(a) Planning & Resources Committee (Continued)

- (3) *Prevent*: The University continued to demonstrate due regard to the Prevent duty and update its risk assessment and action plan. The annual accountability return was discussed.

IT WAS RESOLVED to approve the following:

- 1) The SU Code of Practice
- 2) Degree Outcomes Statement
- 3) The *Prevent* Annual Accountability Return 2019/20

Professor Broomhead left the meeting at this point.

(b) Audit & Risk Management Committee

The Executive Summary, including the advice and recommendations, of the Audit & Risk Management Committee meeting held on Tuesday 19th May 2020 was received.

The University Council noted the following main items:

(i) Risk Management (minute 51/20, 24th September)

- (1) The Committee reviewed the Risk Register which had been updated to reflect changes in named roles and risk owners pending the appointment of additional members to the Strategic Executive Team. The impact of Covid-19 continued to be reviewed and four risks (F1, F2, O2 and O7) remained outside the risk appetite.
- (2) A comprehensive review of the Risk Register would be undertaken during the course of 2020/21 to better align with the emerging 'Citizen Student' strategy. The Committee recommends approval of the Risk Register to the University Council.

(ii) Internal Auditor's Annual Report 2019/20 (minute 52/20, 24th September)

The Internal Auditor's Annual Report for 2019/20 was received and discussed. RSM confirmed that following the programme of audit work undertaken during the year, a positive overall opinion was given which confirmed that the University had 'an adequate and effective assurance framework'. Submission of the Internal Auditor's Annual Report was no longer an OfS requirement.

(iii) University's Financial Statements for Year Ended 31st July 2020 and External Auditor's Audit Report 2019/20 (minute 77/20)

- (1) The External Auditor's Report 2019/20 was received and discussed in detail. KPMG reported that the year-end audit process had been efficient, despite the necessity to undertake much of the work remotely.

(b) Audit & Risk Management Committee (Continued)

Discussion focussed on the summary of findings and, in particular, it was highlighted that work to conclude the review of the going concern assessment had yet to be concluded, but would be undertaken once the University had agreement from its lenders in relation to revised bank covenant arrangements. Work also continued to conclude the audit of the subsidiary companies.

- (2) The draft Financial Statements for the year ended 31st July 2020 indicated a turnover of £119.8M and a deficit of £4.6M. It was highlighted that the original budget for the year forecast a small deficit (£0.2M), however, the impact of Covid-19 had reduced accommodation and conference income and the sale of Sealand Road had been delayed and thus income of £**** was not realised during the year. It was envisaged that the sale would proceed in 2020/21, although receipt of such income was not included in the budget. Cash and short-term investment balances remained positive at £38.5M.
 - (3) It was envisaged that work to conclude agreement on bank covenants would be finalised before Christmas, allowing KPMG to conclude its going concern assessment. An extraordinary meeting of the Committee and University Council would be required in December/January in order to formally approve the Financial Statements before submission to the OfS by 28th February 2021.
- (vi) Audit & Risk Management Committee's Annual Report 2019/20 (minute 52/20, 24th September and 80/20, 12th November)
- The Committee's draft annual report for 2019/20 was received for information. The final version would be submitted once the external audit work had been concluded.
- (v) Review of Policies (minute 54/20, 24th September and 81/20, 12th November)
- (1) The following policies were reviewed and recommended for approval:
 - Anti-Fraud Policy and Response Plan
 - Use of External Auditors for Non-Audit Services Policy
 - (2) The Committee also received annual reports on instances reported under the policies on Anti-Fraud, Anti-Money Laundering, Public Interest Disclosure (Whistleblowing) and Research Integrity

(b) Audit & Risk Management Committee (Continued)

- (vi) CUC HE Audit Committee Code of Practice (58/20, 24th September)

The Committee mapped the new CUC HE Audit Code of Practice which had been developed on the 'comply or explain' basis and recommended adoption of the Code. As result of this exercise, the need for a policy on the use of external audit for non-audit services was identified and agreed.

- (vii) Office for Students, Conditions of Registration Checklist (minute 60/20, 24th September and 82/20, 12th November)

The Committee continued to monitor compliance with the OfS Conditions of Registration.

- (viii) Evaluation of Internal & External Audit Services (minute 94/20, 12th November)

The Committee evaluated the internal and external auditors and reported positively. Both auditors continued to demonstrate appropriate challenge and support to the Committee and University. The services of both would be engaged for 2021/22. A tender for internal audit services would be required during 2021/22 in preparation for 2022/23.

IT WAS RESOLVED to approve the following:

- 1) Risk Register
- 2) Anti-Fraud Policy & Response Plan
- 3) Use of External Audit for Non-Audit Services
- 4) Adoption of the CUC HE Audit Code of Practice

(c) Nominations & Governance Review Committee

The Executive Summary, including the advice and recommendations, of the Nominations & Governance Review Committee meeting held on Monday 15th June 2020 was received and considered.

IT WAS RESOLVED to approve the following:

- (1) Professor Steven Broomhead's membership status becoming Foundation;
- (2) Audit & Risk Management Committee:
 - (i) Appointment of Professor Steven Broomhead and Dr Angela Seeney as members from 1st January 2021;
 - (ii) Updates to the terms of reference
- (3) Mission Committee:

Updates to the terms of reference

(c) Nominations & Governance Review Committee (Continued)

(4) Promotions Committee:

Removal from the schedule of University Council committees (as the Committee has been disestablished as such)

(5) Advance HE Governor Development Programme

(6) Advance HE External Governance Review Programme

(7) Methodology for Appraisal of Performance of Vice-Chancellor

(d) Human Resources Committee

The Executive Summary, including the advice and recommendations, of the Human Resources Committee meeting held on Tuesday 20th October 2020 was received and considered.

IT WAS RESOLVED to approve the following:

(1) Personal Relationship Policy

(2) Infectious Diseases Policy & Protocols

(e) University Mission Committee

The Executive Summary, including the advice and recommendations, of the University Mission Committee meeting held on Wednesday 14th October 2020 was received and considered.

The University Council noted the following main items:

(i) Mission, Vision & Foundational Values (minute 32/20)

(1) A working group had been convened during the summer to explore how its key messages of the Church of England's 'Faith in Higher Education' report could be translated into practice.

(2) The working group had also compared the key themes in the new 'Citizen Student' Strategy to the 'Faith in Higher Education' report. The Committee was encouraged by the direction of travel and key themes within the Strategy and its synergies with the Faith in HE report. The slides on this work were noted.

(ii) Dean of Chapel's Report (32/20)

(1) Review of University Faith Spaces/Quiet Rooms: Progress had been made on the refurbishment of faith spaces, especially at Riverside and Kingsway. Discussion continued with Estates in respect of a longer-term solution at the Parkgate Road campus, especially with the forthcoming relocation of Science and Engineering from Thornton and the increase in use this would bring.

3301 REPORTS OF COMMITTEES (CONTINUED)

(c) Nominations & Governance Review Committee (Continued)

(iii) Corporate Social Responsibility (minute 21/20)

- (1) It was highlighted that CSR would form an important part of the new Strategy and that the University would look to adopt appropriate Sustainable Development Goals.
- (2) The University had submitted its Fairtrade reaccreditation application and paid the appropriate fee.

(iv) Adoption of the International Holocaust Remembrance Alliance (IHRA) Definition of Antisemitism

It was noted that the University had already responded to enquiries about the Definition to the effect that the institution had adopted and would implement it consistently with its legal obligations. A letter from the Secretary of State seeking to clarify this would be responded to accordingly.

3302 STUDENT UNION PRESIDENT'S REPORT

Ms Lewis spoke to the CSU President's report. Of particular note were the number of activities held during October to support Black History Month, most notably an event which explored 'decolonising the curriculum' and featured contributions from both staff and students. It was noted that 14 new societies had been established since the start of the new term taking the total number to over 65, with some 825 registered society members. The virtual approach adopted by societies had enabled more students across all sites to participate. Whilst engagement levels were encouraging, further work was being undertaken to reach those students with limited or no engagement with either CSU or the University in order to provide support. CSU Officers continued to maintain a physical presence at all sites and would be distributing Wellbeing packs to enhance awareness of the support services available to students. A virtual Welcome Back Fair would be held in January 2021 to showcase the work of the CSU and the societies available, including input from local businesses.

The Committee thanked the CSU President for her update and welcomed the positive start to the new academic year and the continued support provided to the University.

3303 MINUTES OF MEETINGS

The Minutes of the following meetings were received:

- (a) Planning & Resources Committee held on Tuesday 29th September 2020 and Tuesday 10th November 2020
- (b) Audit & Risk Management Committee held on Thursday 24th September 2020 and Thursday 12th November 2020
- (c) Nominations & Governance Review Committee held on Wednesday 14th October 2020

3303 MINUTES OF MEETINGS (CONTINUED)

- (d) Human Resources Committee held on Tuesday 20th October 2020
- (e) University Mission Committee held on Wednesday 14th October 2020
- (f) Senate held on Wednesday 16th September 2020. The Secretary would review the flow of information to and from Senate.

3304 OFFICE FOR STUDENTS (OfS)

An up-dated list of OfS publications was received. The University Council's attention was drawn, in particular, to the consultation on the OfS' future approach to the regulation of 'quality' and 'standards'; a matter that would be discussed at the Senate on 9th December 2020.

3305 ANY OTHER BUSINESS

There were no items of any other business.

3306 DATES OF OTHER UNIVERSITY EVENTS

The dates of Graduation Ceremonies, Open Days, Open Evenings and University Council meetings were noted. It was confirmed that the Graduation ceremonies scheduled for 12th March 2021 would be postponed due to Covid-19.

3307 DATES AND TIMES OF FUTURE MEETINGS

Next meeting: **Tuesday 23rd March 2021, 9.30 am**

Future meetings – all 9.30 am:

Tuesday 6th July 2021