

MINUTES OF THE UNIVERSITY COUNCIL MEETING
HELD ON TUESDAY 6TH JULY 2021
(Conducted Via Teams)

Present: Canon Dr J. Turnbull (*President*), Mr F. Ball, Dr D. Briggs, Professor S. Broomhead, Mr M. Clinton, Sir Neil Cossons, Councillor R. Daniels, Dr M. David, Associate Professor M. Degg, Mrs J. France-Hayhurst, Ms K. Howell, Mr N. Jenkins, Mr J. Rankin (*CSU President*), Mr G. Reay, Professor E. Simmons (*Vice Chancellor*), The Very Revd Dr T. Stratford, The Rt Revd M. Tanner, Mrs S. Verity.

Apologies for absence were received from: Mrs C. Bond, Professor C. Forsdick, Dr A. Seeney.

In attendance: Dr H. Galbraith (*PVC Student Experience*), Mr J. Headley (*Director of Strategic Estates*), Mr A. Lee (*University Secretary*), Mr J. Moores (*Registrar*), Professor H. Sullivan (*Deputy Vice-Chancellor & Provost*), Mr R. Waddington (*PVC Resources & Chief Financial Officer*), Mr A.J. Parker (*Committee Secretary*).

	ACTION
<p>3341 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>3342 ATTENDANCE AND MEMBERSHIP</p> <p>(a) Professor Helen O’Sullivan (DVC & Provost) and Mr Jack Rankin (Student Union President) were welcomed to their first meeting.</p> <p>(b) It was noted that the terms of office for Assoc. Prof. Martin Degg (academic staff representative) and Mr Gordon Reay (support staff representative) would expire on 31st August 2021. The President thanked both for their service and wished them well for the future.</p> <p>(c) Other membership items would be dealt with in the Minutes of the Nominations & Governance Review Committee meeting held on 15th June 2021 (<i>minute 3348 c</i>). With the forthcoming retirement of Mr Lee as University Secretary and Secretary to the University Council, it was agreed that one matter under item 10 (c) would be considered at this point in the meeting.</p> <p>IT WAS RESOLVED to appoint Mr Jonathan Moores (Registrar) as Secretary to the University Council with effect from 1st August 2021.</p> <p><i>(Mr Moores joined the meeting at this point as an observer).</i></p>	
<p>3343 MINUTES OF THE PREVIOUS MEETING OF THE UNIVERSITY COUNCIL</p> <p>The minutes of the meeting of the University Council held on Tuesday 23rd March 2021 were received and approved.</p>	

3344 MATTERS ARISING FROM THE MINUTES

3329 Vice-Chancellor's Report: it was noted that matters arising from the March 2021 meeting would be addressed in the Vice-Chancellor's Report to this meeting (*see minute 3346*).

3445 STRATEGIC PLANNING AND KEY PERFORMANCE INDICATORS

The Vice-Chancellor reported on work undertaken across the institution to develop the Citizen Student strategy and a range of key performance indicators (KPIs) to support its delivery. In total, 17 KPIs had been developed covering five key areas: 'Finance', 'Human Resources', 'Student Performance & Employment Outcomes', 'Research & Knowledge Exchange' and 'Estate Sustainability & Carbon Management'. Action Plans would be developed to support each key area with Project Boards and Steering Groups used to monitor outcomes and impacts. SET would regularly review performance and metrics, with the University Council providing appropriate test and challenge.

A wide-ranging discussion took place on the proposed KPIs with particular attention given to the Financial KPIs, as it was acknowledged that achieving these provided the foundation for all others. It was noted that achieving net zero emissions by 2030 would primarily be through reduction in the University's estate, however, support from CWaC and other local authorities would be required. It was also acknowledged that in some instances a 'place based' strategy would be beneficial in order to set key objectives within the context of the locality, particularly in respect of Warrington and Shrewsbury. The SET would reflect on this matter.

Since initial discussion with the Planning & Resources Committee (PRC) the establishment of a People & Place Board had been added, chaired by the Vice Chancellor, and having oversight of workstreams addressing the change in ways of study, work and investment in the estate post-pandemic. It was also acknowledged that cultural change would be needed to realise the new Strategy and KPIs, to be achieved through the Performance & Development Planning (PDP) process. Current PDP completion levels required significant improvement and establishing an agile workforce would be key. There would be ongoing review of the work from home policy in order to ensure compliance with legal duties.

IT WAS RESOLVED to approve the KPIs. The Council would receive regular updates in order to monitor performance.

3346 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 Covid-19 LFT testing facility at Exton Park would remain open until the end of July, with students and staff on other sites home testing. A PCR testing facility had also been established at Exton Park for a two-week period in response to an increase in community cases. The caseload at the University remained very low. A pop-up vaccination centre for the Pfizer vaccine had been hosted by the University on 30th June and 1st July.

2. Financial Update: The overall position for 2020/21 would be better than forecast in the OFS return. This was due to increased income, most notably the January and May intakes of international students and increasing savings against non-pay budgets due to lockdown and the delayed return of students to campus. Whilst this improved performance was welcomed and had been achieved by careful management, a deficit would remain the outturn which would be carefully communicated.

Further details on financial matters were provided by the CFO (*see minute 3348*).

3. Staffing Matters: The number of posts at risk of redundancy had reduced to 4.5 fte academic posts and 3 fte professional services posts. This was a significant reduction on the original numbers and was due to a combination of resignations, agreed voluntary severance, reductions in working hours and coverage of staff costs by research funding.

The progress made, however, may not dissuade UCU from claiming a formal dispute with the University. UCU intended to hold a 'Staff Student Solidarity Rally' on 24th July as part of national action. There was recruitment to growth areas and a strong calibre of applicants had been received for the post of PVC Research and Innovation.

The PVC (Student Experience) had reviewed the leadership and management structures within her portfolio and several changes would be effective from 1st August 2021. Most notably, Work-Based Learning would transfer to the Faculty of Business & Management; Careers & Employability would transfer to the Department for Access, Skills & Apprenticeships (DASA) and "Student Services" would be the new title.

4. Student Numbers:

(i) **UCAS applications:** Overall UCAS applications remained positive and had increased by 11.5% on the previous year and were ahead of 2019 figures. The focus of activity remained on offers and conversion. The University would seek to recruit strongly in Clearing, the Clearing Project Board having been re-established, chaired by the Provost.

(ii) **International:** Despite the pandemic, international student applications for 2021/22 remained positive with several intakes at various stages of the recruitment timeline. Recruitment for September 2021 was strong with high levels of applications, although uncertainty existed as the Government planned to remove the temporary concession allowing international students to remain in their home-country and study remotely, transitioning to the UK when able to do so. Many of the largest target markets remained countries with high infection rates and on the 'red' travel list. Sector bodies were currently seeking an extension to this concession.

5. Academic Governance: Student Withdrawals and Interruptions Withdrawal and interruptions data indicated a slight increase in 2020/21 when compared to the previous year with 225 withdrawals and 179 interruptions of study, although it was acknowledged that the impact of the pandemic made comparison difficult.

3346 VICE-CHANCELLOR'S REPORT (CONTINUED)

6. University Reputation – League Tables: The Complete University Guide 2022 had recently been published and ranked the University 72nd out of 130 institutions, representing an improvement of 22 places on 2021 and of 29 places on 2020. Areas of strength included 'staff-student ratio' and 'student satisfaction', with areas for improvement identified as 'entry standards' and 'degree completion'. Results from the NSS 2021 would be published on 15th July 2021.

It was reported that the University had recently won the Excellence in Digital Innovation Award at the WhatUni Student Choice Awards. The award offered a £10K bursary which would be allocated amongst five students.

7. Strategic Projects:

(i) Thornton: Essar and the University had met to consider their respective ambitions regarding the site and hydrogen production and the HyNet project. CBRE had been appointed to produce an investor prospectus and related documentation for the investor partnership project prior to market testing in September 2021.

In relation to replacement teaching facilities in Chester, refurbishment of the upper floors of the NoWFood building had begun and a planning application for the engineering design suite building on Exton Park submitted.

(ii) Warrington: Landlord consent to the internal layouts and design of Time Square and planning permission for change of use had been granted. Agreement on lease terms had been concluded and contractors commenced building work on 28th June 2021.

(iii) Northgate: Progress continued with the formalisation of a strategic partnership between the University and CWaC.

(iv) Shrewsbury, UCS: Regular meetings continue with Shropshire Council and a decision was awaited from the Secretary of State regarding a request to extend the Guildhall lease. Visits to the Flaxmill site had been undertaken, although student numbers at UCS would need to increase further before additional space was required.

3347 STUDENT UNION PRESIDENT'S REPORT

Mr Rankin spoke to the CSU President's report. Following a tender process, a consultancy firm had been appointed to support the Democracy Review which would be concluded by March 2022 in time for the next elections. Meetings with CSU Officers had taken place and a series of student focus groups established. Support had been provided to Student Futures on the creation of a Wellbeing Services survey and work was currently being undertaken on a Digital Accessibility survey. One trustee vacancy had been filled with a further recruitment process to be undertaken in September 2021.

The 1839 Awards and Societies Awards had been well received online, providing an opportunity for staff and students to celebrate and give thanks for their hard work and dedication over the past challenging 12 months. Officer induction training and handover had been undertaken with the newly elected Officers formally taking office

on 1st July 2021. Planning for 2021/22 academic year induction was underway and, following feedback from students, a number of events would be held in the City rather than focussing solely on Exton Park.

(Mr M. Clinton left the meeting at this point)

3348 REPORTS OF COMMITTEES

Reports from the Chairs of committees were received and considered on the following meetings of the committees by reference to matters listed in a written summary, with the resolutions or other action shown. The draft minutes of the meetings were included amongst the papers for the meeting of the University Council.

(a) Planning & Resources Committee (Tuesday 11th May and Tuesday 22nd June 2021)

- (i) 2021/22 Budget and Financial Forecast to 2024/24: Mr Waddington (CFO) presented the budget for 2021/22 and financial forecast to 2024/25. The budget had been finalised in line with the OFS Financial Return in February 2021 and forecast a deficit of £10.1M. The budget assumed continued growth in student numbers, some additional expenditure to support it and a significant capital budget to improve the estate. The capital investment was predominantly for the Medical School and the Warrington town centre project. Cashflow forecasts showed that the lowest points of cash would be in April 2023 and April 2024. Downside scenario planning continued to be undertaken and a strategy outlining possible mitigation in the event of a deviation from the forecast would be developed.

IT WAS RESOLVED to approve the budget 2021/22 and provisionally approve the financial forecasts 2024/25.

- (ii) Loan Refinancing/Covenant Negotiations: Mr Waddington reminded the Council that the University's current debt portfolio consisted of 7 separate loans with 3 lenders. Current and anticipated financial performance had led to an annual requirement to restructure covenants or seek waivers; both incurring time and cost with each lender. Consolidation with one lender therefore had advantages. At the request of the Planning & Resources Committee professional financial advice had been sought on the proposed loan refinancing arrangements offered by Santander (the principal lender). Details of the advice from Aquila Treasury & Finance Solutions (ATFS) were presented and discussed in detail. Particular attention was given to the 'queries for the bank' section at 1.08 and the 'part 3: recommended action'.

The advice was noted that in its current form, little value accrued to the University from the proposed consolidation, that the margin offered was not considered competitive and that alternative options existed which included only partial refinancing. The principal advantages were the removal of security, reduction in financial covenants and the time and cost associated with the annual negotiation exercise with three separate lenders.

3348 REPORTS OF COMMITTEES (CONTINUED)

IT WAS RESOLVED as follows:

- (1) To authorise the CFO & Bursar to continue loan refinancing negotiations with Santander and seek improved terms in the best interests of the University; and
- (2) To delegate authority to the Planning & Resources Committee to agree any loan refinancing transactions if renewed potentially acceptable terms were received.

(iii) Management Accounts, May 2021: were received and noted.

(b) Audit & Risk Management Committee (Tuesday 25th May 2021)

IT WAS RESOLVED as follows:

- (1) To approve the Internal Audit Strategy and Audit Plan for 2021/22 – 2022/23
- (2) To approve the External Auditors Audit Plan & Strategy for the Year Ended 31st July 2021
- (3) To approve the Financial Regulations 2021/22
- (4) To approve the Procurement Policy 2021/22
- (5) To approve the Anti-Money Laundering Policy

(c) Nominations & Governance Review Committee (Tuesday 15th June 2021)

The President gave particular attention to the Advance HE Governance Effectiveness Review and the resulting Action Plan which contained the Committee's responses to the recommendations made. Each response was taken in turn and considered by the Council. Of particular note was agreement to disestablish the Human Resources Committee and the creation of a new Academic Governance & Student Outcomes Committee.

IT WAS RESOLVED as follows:

- (1) To approve the updated terms of reference of the Committee and of the Senior Salaries Committee
- (2) To receive the Advance HE Governance Effectiveness Review and approve the resulting Action Plan
- (3) To re-appoint for a second term of office (1st September 2021 to 31st August 2024):
 - Dr David Briggs
 - Mr Marcus Clinton
- (4) To amend the Instrument & Articles of Government with effect from 1st September 2021 to give effect to the following:
 - (i) reinstatement of the Deputy Vice-Chancellor as an ex officio Foundation member;

3348 REPORTS OF COMMITTEES (CONTINUED)

- (ii) staff members to be one member of academic staff (who shall be a Dean of a Faculty) and one member of professional services staff both of whose term of office is restricted to one term of three years; and
 - (iii) the member of professional services staff to be recruited by application and interview.
- (5) To amend the Instrument & Articles of Government with effect from 1st September 2022 to give effect to the following:
- (i) Reduction of membership to twenty-one, being:
 - Eleven Foundation (four ex officio and seven co-opted) members;
 - Ten Non-Foundation (two ex officio, two staff nominated and six co-opted) members;
 - inclusion amongst the ex officio non-Foundation members of the Student Union's elected postgraduate Vice-President;
 - communicant members of the Church of England to be four not five;
 - quorum to be eight.
 - (6) To retain Nurole to manage the process for recruitment of new members.
 - (7) The Secretary to draft a recruitment advert once the skills matrix has been updated and skills gaps identified.
 - (8) Members to utilise existing networks to advertise vacancies.
 - (9) That the election of the President and Deputy President be an agenda item at the University Council meeting to take place in July 2022 using the process adopted in 2019 and 2020 if there should be more than one nomination for each role.
 - (10) To appoint Mr Jonathan Moores as Secretary to the University Council from 1st August 2021. *(agreed earlier in the meeting, see minute 3342 (c))*

(d) Human Resources Committee (Tuesday 27th April 2021)

The contents of the report were noted. Following agreement under the previous item it was noted that the HR Committee would be disestablished. The President thanked the Chair and Members of the Committee for the work they had undertaken.

(e) University Mission Committee (Wednesday 19th May 2021)

The contents of the report were noted. Of particular note was the appointment of Imam Aziz Patel (Muslim Chaplain) from 1st August 2021.

3349 MINUTES OF MEETINGS

The Minutes of the following meetings were received:

- (a) Planning & Resources Committee held on Tuesday 11th May 2021 and Tuesday 22nd June 2021
- (b) Audit & Risk Management Committee held on Tuesday 25th May 2021
- (c) Nominations & Governance Review Committee held on Tuesday 15th June 2021
- (d) Human Resources Committee held on Tuesday 27th April 2021
- (e) University Mission Committee held on Wednesday 19th May 2021
- (f) Senate held on Wednesday 23rd June 2021

3350 OFFICE FOR STUDENTS (OfS)

An up-dated list of OfS publications was received and noted.

3351 ANY OTHER BUSINESS

The President noted that this was the last meeting for Mr Adrian Lee, University Secretary & Director Legal Services and Secretary to University Council, who would retire from the University on 31st July 2021. The President thanked Mr Lee and paid tribute to his enormous contribution to the University over many years and wished him well in his retirement.

In response Mr Lee paid tribute to the contribution the Governors make to the life of the University and thanked the University Council for their support and confidence over the years.

3352 DATES OF OTHER UNIVERSITY EVENTS

The dates of Graduation Ceremonies, Open Days, Open Evenings and University Council meetings were noted.

3353 DATES AND TIMES OF FUTURE MEETINGS

Next meeting: Tuesday 23rd November 2021, 9.30 am

Future meetings – all 9.30 am:

2021-22:

Tuesday 29th March 2022

Tuesday 5th July 2022

3354 SCHEDULE OF MEETINGS

A schedule of 2021-22 meetings showing meetings taking place face-to-face or via teams was received and noted.