

**UNIVERSITY OF SALFORD
COUNCIL
MINUTES OF THE MEETING HELD ON 2 JULY 2015**

Present: Baroness Beverley Hughes (Chair), Derek Antrobus, Professor Martin Bull, Mike Burrows, Garry Dowdle, Julia Fawcett, Amina Helal, Fiza Ikram, Jane Luca, Professor Helen Marshall, Claire Moreland, Sean O'Hara, Jasmine Pokuaa, Stephen Sorrell and Professor Tony Warne

Apologies: Jill Evans, Joyce Redfearn, Tom Russell and Ruth Turner

In attendance: Vikki Goddard (Registrar), Julie Charge (Executive Director of Finance), Andrew Hartley (Director of Legal, Planning and Governance), Mark Rollinson (Legal, Planning and Governance) and Stewart Smith-Langridge (Senior Assistant Secretary).

COU.15.42 **MINUTES (COU/15/31 and COU/15/31 A)**

Confirmed: the minutes of the meetings held on 23 April and 19 May 2015.

COU.15.43 **MATTERS ARISING**

1. Minute COU.15.27: Academic Staff Recruitment

Noted: recent editions of the Times Higher featured prominent advertisements for 57 new academic staff vacancies at the University.

2. Minute COU.15.36: Recruitment of Independent Members

The Chair thanked those members who were giving up additional time to participate in the process for recruiting new independent members.

3. Minute COU.15.42: Deputy Vice-Chancellor

Noted: the post of Deputy Vice-Chancellor would be going to advertisement in the near future.

COU.15.44 **STARRED ITEMS**

Confirmed: that agenda items 19 and 20 would be approved or noted without discussion.

COU.15.45 **CHAIR'S ACTION: NAMING OF FACILITIES IN MARY SEACOLE BUILDING (COU/15/32)**

Noted: action taken by the Chair to approve:

- i. the naming of the recently re-developed high fidelity clinical simulation facilities in the Mary Seacole Building as the 'Edith Cavell Suite'; and
- ii. the naming of a suitable sub-division of this facility or clinical teaching ward as the 'Sister Minnie Wood Ward'.

COU.15.46 **UNIVERSITY VISION (COU/15/33)**

Considered: A final draft University Vision Statement developed through an extensive consultation process.

Noted:

- i. the proposed Vision was welcomed and commended by members for its brevity, clarity and simplicity
- ii. the Vision will be published and communicated effectively to stakeholders alongside strategic priorities for delivering change and improvement in performance

- iii. the delivery of the Vision will be supported by additional contextual narrative and case studies to illustrate the University's distinctiveness of purpose and direction
- iv. the operational planning round in 2015/16 will be informed by the new strategic priorities and the associated revision of academic sub-strategies and key functional strategies
- v. planning work during 2015/16 will lay the foundation for the full first full year of delivery of the Vision in 2016/17
- vi. consideration should be given to determining how and when the University could begin to see and measure the impact of the Vision.

Resolved: to approve the following Vision statement as the basis for setting strategic priorities and the detailed work of planning and execution:

By pioneering exceptional industry partnerships we will lead the way in real world experiences preparing students for life

ACTION 1: Vice-Chancellor

COU.15.47 **SUBSIDIARY COMPANIES (COU/15/34)**

Considered: A presentation from the Director of Legal, Planning and Governance on University of Salford Enterprises (USE) and the subsidiary company structure.

Noted:

- i. the USE Board currently had no Non-Executive Directors; it was proposed to remunerate future NED appointments in order to attract suitable candidates, preferably with regional business and enterprise connections
- ii. while USE was an umbrella company for a diverse range of activities, it needed to develop a strategy for activities other than the commercial exploitation of intellectual property (IP) and to clarify any boundary issues between the company's business and mainstream University activities

The above paragraphs from this minute has been redacted as they are exempt information as defined by section 43 (2) of the Freedom of Information Act 2000.

- v. the company's financial profile and governance arrangements should be referred to the Finance and Resources Committee for consideration

Resolved: that the Finance and Resources Committee consider a paper on the financial profile and governance arrangements of University of Salford Enterprises.

**ACTION 2: Director of Legal, Planning and Governance
Executive Director of Finance**

COU.15.48 **REPORT ON PROGRESS AGAINST 2014/15 PRIORITIES AND QUARTERLY PERFORMANCE REPORT (COU/15/35 AND COU/15/36)**

Considered: a report from the Vice Chancellor on progress against the eight strategic priorities agreed by Council for 2014/15 and the quarterly performance report for the period February to April 2015 (Quarter 3).

Noted:

- i. the report on progress against strategic priorities was a one-off item that would in future be superseded by integrated performance reports
- ii. the current format of quarterly performance reports, whilst an improvement on previous practice, continued to offer detailed and complex material which required further rationalisation in order to focus on key issues
- iii. Academic Improvement was the most challenging area of performance, with further effort required to attain student progression targets
- iv. while the University would learn its own NSS results in early August, comparator HEIs' results would not be published until later that month when an analysis of our relative position would be made
- v. the Government's pledge to deliver a teaching excellence framework was likely to require the further development of teaching and learning metrics

- vi. the University's scheme for the peer observation of teaching had been successfully piloted and would be rolled out across the institution; this scheme did not currently contribute to academic performance appraisals.
- vii. student representatives reported that students tended to be reluctant to make critical judgements of academic staff on module evaluation questionnaires (MEQs) because of concerns about potential negative impact on assessment outcomes
- viii. following a gateway review of the Enabling the Student Journey project a revised business case would be brought to the next meeting of Council. Further work on an Information and Technology Plan, focussing on strategy rather than the workings of the IT Services department, was underway and would be considered through FRC.

ACTION 3: Registrar

Director of Legal, Planning and Governance

COU.15.49 FINANCE REPORT AND UPDATE (COU/15/37)

Considered: the financial report and commentary for the period February to April 2015 (Quarter 3).

Noted:

- i. the scale of academic staff vacancies contributed to a strong financial position but risked impacting on performance if recruitment was not successful
- ii. based on the University's own calculations there was a potential liability in respect of possible contractual entitlements to Universities Superannuation Scheme (USS) benefits for a limited group of former employees which exceeded the USS calculation. The University continued to press USS for a detailed definitive calculation. KPMG would in the next few days verify the liability and undertake an actuarial calculation of risk on behalf of the University.
- iii. following the conclusion of a HEFCE review the contingency for potential HEFCE clawback in respect of 2012/13 student numbers was no longer required for this purpose. Provision will be made for potential clawback for 2014/15 funding but the actual amount of the clawback would not be known until the funding letter is received in October 2015

COU.15.51 HEFCE FINANCIAL FORECASTS 2015/16 TO 2017/18 (COU/15/38)

Considered: a report from the Director of Finance providing the financial forecast summary for 2015/16 to 2017/18.

Noted:

- i. the Financial Forecast Summary will be submitted to HEFCE by the end of July 2015



The above paragraphs from this minute has been redacted as they are exempt information as defined by section 43 (2) of the Freedom of Information Act 2000.

Resolved: that the Financial Forecast Summary be approved for submission to HEFCE subject to the amendments noted in discussion above.

ACTION 4: Executive Director of Finance

COU.15.52 HEFCE ANNUAL ASSESSMENT OF INSTITUTIONAL RISK (COU/15/39)

Considered: the letter from HEFCE informing the University of the annual assessment of the status of the University as 'not at higher risk'.

Noted: the benchmarking of key financial indicators appended to the letter illustrated the movement of the University's staff costs as a percentage of overall income towards a sector average position.

COU.15.53 EQUALITY AND DIVERSITY ANNUAL REPORT 2013/14 (COU/15/40)

Considered: the annual equality and diversity report for 2013/14.

Noted:

- i. the report met statutory requirements for publishing equality and diversity data but did not provide sufficient analysis or action planning for addressing issues raised
- ii. future annual reports for publication should be supplemented by internal analyses of data and the monitoring of actions planned or in train to remedy perceived shortcomings in respect of the staff and student populations and the University's governance bodies
- iii. the current equality and diversity strategy required revision to provide an appropriate framework
- iv. in the current recruitment round for independent Council members efforts had been made to encourage applications from under-represented groups
- v. the age group profile of Senate appeared to exclude student members and this needed clarification

Resolved:

- i) that the annual equality and diversity report for 2013/14 be approved for publication
- ii) that Council be kept informed of progress on the revision of equality and diversity strategy

ACTION 5: Executive Director of HR

COU.15.54 REPORT FROM SENATE (COU/15/41)

Received: the report from the meeting of Senate held on 20 May 2015.

Noted: the new scheme of academic governance approved by Senate provided for the election of academic staff to the Senate committee structure as a whole, with individual elected members being allocated to Senate or one of its standing committees.

COU.15.55 REPORT FROM AUDIT AND RISK COMMITTEE (COU/15/42)

Received: the minutes of the meeting of Audit and Risk Committee held on 2 June 2015

Noted:

- i. the benchmarking of the University's risk register against sector risks
- ii. the critical requirement to keep the visa refusal rate for international students below the UKVI's 10% threshold to avoid significant financial and reputational loss
- iii. the financial threshold for inclusion on the Fraud Register was £25,000.

COU.15.56 REPORT FROM FINANCE AND RESOURCES COMMITTEE (COU/15/43)

Received: the minutes of the meeting of Finance and Resources Committee held on 1 June 2015.

Noted: that material issues and matters requiring approval had been dealt with earlier in the meeting.

COU.15.57 REPORT FROM GOVERNANCE AND NOMINATIONS COMMITTEE (COU/15/44)

Received: a report outlining action taken by the Chair of the Governance and Nominations Committee following the cancellation of the Committee's meeting scheduled for 17 June 2015.

Noted:

- i. the deferred consideration of revised Honorary Degree Regulations to the next meeting of the Committee
- ii. if a call for nominations for Honorary Degrees was issued before the approval of revised regulations by Senate and Council the draft regulations appended to the report would operate
- iii. in the light of the impending appointment of new members, the Committee would be asked to review the appointment of all independent members to Council committees and to consider the feasibility of co-opting other suitable external members to committees

Resolved: to endorse the application of draft revised Honorary Degree Regulations in the event that a call for nominations is made before Senate and Council consideration and approval of the regulations.

ACTION 6: Director of Advancement

COU.15.58 MINUTES OF REMUNERATION COMMITTEE MEETING (COU/15/45)

Received: the minutes of the Remuneration Committee meeting held on 10 June 2015

Noted:

- i. the revision of the Committee's terms of reference to include the review of the remuneration of the Chair and any other remunerated Council member
- ii. the current absence of an equitable senior pay policy and scheme for reviewing the performance of senior staff

Resolved: to approve the revised terms of reference of the Remuneration Committee

ACTION 7: Director of Legal, Planning and Governance

COU.15.59 BANK ACCOUNTS: APPROVAL AND AUTHORISED SIGNATORIES (COU/15/46)

Received: a report outlining the University's switch to Lloyds for day-to-day banking and matters relating to authorised signatories.

Resolved:

- i) to amend signatories for the Lloyds £35m loan in accordance with resolution COU.15.59A attached as an Appendix to these minutes
- ii) to amend signatories for the KBC bank account as outlined in the paper
- iii) to approve the opening of an account with Goldman Sachs for investment purposes and to authorise relevant officers to set up account and interest monies as indicated in the paper
- iv) to authorise officers identified in the paper to set up future investment accounts in accordance with University Treasury Management Policy

ACTION 8: Executive Director of Finance

COU.15.60 USE OF UNIVERSITY SEAL (COU/15/47)

Received: a report setting out use of the University Seal since the previous Council meeting.

COU.15.61 ANY OTHER BUSINESS

1. Heritage Lottery Fund Bid

Reported: a £1.6m bid to the Heritage Lottery Fund for the renovation of Peel Park had been successful and an independent member paid tribute to the contribution made by the University to the success of this bid.

2. Membership Reviews

Reported: the Chair would be arranging one-to-one meetings with members to review their contribution to Council effectiveness.

3. Council Members and University Secretary

Reported:

- i. that Jane Luca and Claire Moreland were attending their last meeting as their period of office was expiring on 31 July 2015 and they were not standing for reappointment.
- ii. that Fiza Ikram and Jasmine Pokuaa were also attending their last meeting and new student representatives would join the Council from its next meeting
- iii. that the Mark Rollinson, latterly University Secretary, would be leaving the University at the end of July 2015 after 24 years' service.
- iv. that Andrew Hartley, Director of Legal, Planning and Governance, would be undertaking the role of University Secretary.-

Resolved:

- i) to thank the retiring student members for their service to Council.
- ii) to thank the independent members standing down at the end of July 2015 for all their past service to Council.
- iii) to thank Mark Rollinson for his many years' of service to the University and for his contribution to the effective operation of Council.

COU.15.62 **DATE OF NEXT MEETING**

Friday 25 September 2015 at 2.00pm.

APPENDIX
Resolution COU.15.59A

At a meeting of the Council of the University of Salford (the "Borrower") held at the University Council Chambers, the Old Fire station, on the 2nd July the following resolution was passed.

It was agreed that Professor M Hall and Mr. M Rollinson be removed from the list of authorised signatories for the Lloyds loan facilities and be replaced by Professor Helen Marshall [new Vice Chancellor] and Mr Andrew Hartley [new Director of Legal, Planning and Governance] so that Professor Helen Marshall along with Andrew Hartley and Miss J. Charge are authorised on behalf of the Borrower to give telephone instructions to the Bank for the purposes of (i) selecting interest rates or (ii) selecting certain interest periods that are to apply from time to time on an amount outstanding under the Facilities;

and one of Miss J. Charge and now Professor Helen Marshall and Andrew Hartley be authorised on behalf of the Borrower:

- i) to give all written instructions to the Bank in respect of the drawdown and continuance of the Facilities; and
- ii) to give written confirmation of all instructions that are not given to the Bank in writing.