

**MINUTES OF THE MEETING HELD ON 3 MAY 2019**

Present: Lord Keith Bradley (Chair), Geoff Bean, Dr Anthony Coombs, Phil Cusack, Garry Dowdle, Ben Gallop, Amina Helal, Merlyn Lowther, Ian Moston, Dr Priscilla Nkwenti, Sean O'Hara, Professor Sheila Pankhurst, Professor Susan Price, Professor Margaret Rowe, Tom Russell, Emily Voss-Bevan.

Apologies: Professor Dame Sue Bailey, Andrea Dunstan, Professor Helen Marshall, Councillor John Merry, Kobby Ofori, Sam Plant, Helen Taylor.

In attendance: Julie Charge (Executive Director of Finance), Professor Karl Dayson (Dean of Research), Louise Edwards-Holland (Director of HR and OD), Andrew Hartley (Director of Legal and Compliance), Jackie Njoroge (Director of Strategy), Professor Richard Stephenson (Deputy Vice-Chancellor), Elaine Pateman Salt (secretary).

By Invitation: Ed Moloney (Chief Executive Officer, University of Salford Students' Union)  
[COU.19.24-25]

COU.19.19 **DECLARATIONS OF INTEREST**

Noted: no declarations of interest pertaining to the agenda were received.

COU.19.20 **MINUTES OF THE PREVIOUS MEETING**

Confirmed: the minutes of the previous meeting held on 29 March 2019 (COU/19/14).

COU.19.21 **MATTERS ARISING FROM THE MINUTES**

There were no further matters arising or actions due that were not already on the current or future agendas.

COU.19.22 **CONFIRMATION OF STARRED ITEMS**

Confirmed: that Agenda Item 13 – Use of the University Seal – would be noted without discussion (COU/19/23).

COU.19.23 **VICE-CHANCELLOR'S REPORT**

Received: a report on behalf of the Vice-Chancellor on key strategic issues (COU/19/15).

Reported:

- i) that contact had been made with those affected by the atrocities in Sri Lanka. This included staff, students, academic partners and alumni. Condolences and support had been offered and it was the University's intention to attend graduation ceremonies at partnership institutions as planned in July 2019;
- ii) that there was to be a Government review of university admissions practices to address the use of 'conditional unconditional' offers, whereby an applicant would be accepted unconditionally if they made the offering institution their firm choice. The University was involved in the use of conditional offers but these were carefully considered;
- iii) that Quays TV had won Best Light Entertainment Programme at the National Student Television Awards;
- iv) that the name of the unified science schools - the School of Science, Engineering and Environment (SEE) - had been approved by the Vice-Chancellor's Executive Team.

Noted:

- i) that members offered congratulations to Quays TV;
- ii) that Professor David Spicer had stepped down as the Dean of Salford Business School. Dr Janice Allan had been appointed to the role of Interim Deputy Dean and

that Dr Allan, supported by the Executive, was providing management continuity to the School. The recruitment exercise to appoint an interim Dean had concluded and an announcement was expected shortly.

COU.19.24

### **UNIVERSITY OF SALFORD STUDENTS' UNION: MEMORANDUM AND ARTICLES OF ASSOCIATION CLOSED**

Received: a proposal, on the recommendation of the Vice-Chancellor's Executive Team and in accordance with the Charter (Section 11), for revisions to the Memorandum and Articles of Association of the University of Salford Student's Union (USSU) (COU/19/16).

Reported:

- i) that it had been previously reported to members that USSU had intended to address the technical liability posed by remaining an unincorporated entity;
- ii) that this technical liability was made up of trustee liabilities related to the pension scheme deficit valuation;
- iii) that the Board of Trustees was made up of not more than thirteen trustees (four lay appointments, four student appointments and five elected Sabbatical Officers);
- iv) that lay trustees were appointed for a period up to four years but that student trustees and Sabbatical Officers remained on the Board for between one and two years. This represented a challenge to continuity in governance, particularly when both student trustees and Sabbatical Officers stepped down simultaneously;
- v) that it was proposed that the risk be mitigated by incorporating USSU into a company limited by guarantee;
- vi) that the National Union of Students (NUS) provided support to students' unions in this position and had appointed Bates Wells and Braithwaites solicitors to create a template set of Articles of Governance;
- vii) that USSU had engaged a separate law firm (Wrigleys) to finalise the proposed Memorandum and Articles of Association;
- viii) that the USSU Board of Trustees had approved the Articles and in accordance with the provisions laid out in the Education Act 1994 the approval of the Council was now sought;
- ix) that the table (pp.4-5) described the key amendments and new inclusions;
- x) that in addition to the detail provided, a further and final amendment was tabled. That Article 44.2 - *There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware* - and reference to it in Article 44.1, was to be deleted. This amendment was tabled on the further recommendation of the Vice-Chancellor's Executive Team and on the advice of Wrigleys. It had been agreed, to address the removal of Article 44.2, that the USSU was to approve a separate policy detailing the management of conflicts of interest;
- xi) that the USSU would also make application to the Office for Students to use the title of University.

Noted:

- i) that one of the lay trustees was Head of Apprenticeships at Manchester Metropolitan University and it was confirmed that consideration had been given to any perceived conflict of interest. Whilst apprenticeships were a growing presence in the University's portfolio, no commercial information was shared and the USSU did not consider there was a risk to the student experience. It was further noted that the trustee was not in the role of Deputy Chair of the Board;
- ii) that the turnover of trustees had been scrutinised and members were advised that continuity for the student voice also came from the Student Council which fed into meetings of the Board of Trustees, and that there was generally commonality in the themes raised by Sabbatical Officers in their election platforms. It was further noted that Sabbatical Officers could be re-elected for a second one-year term, thus completing two years as a trustee;
- iii) that consideration had been given to the inclusion of an alumni trustee, however it was not felt by the USSU to be a required appointment.

RESOLVED: to approve the Memorandum and Articles of Association for the University of Salford Students' Union, including the tabled amendment.

**UNIVERSITY OF SALFORD STUDENTS' UNION: STRATEGIC PLAN 2019-2022**

Received: a report, on the recommendation of the Vice-Chancellor's Executive Team, on the USSU Strategic Plan 2019-2022 (COU/19/17).

Reported:

- i) that there was limited information available to the student or staff body on the role and fundamental purpose of the USSU;
- ii) that research, discussion and approval by the Board of Trustees and the recent student body referendum had resulted in a defined vision, mission, values and promises which formed the basis of the Strategic Plan 2019-2022;
- iii) that references to learning included curricular and extra-curricular activities;
- iv) that 699 students voted in a referendum on the proposed plan in March 2019 with 89% voting to endorse it;
- v) that the next step was to detail the plan's objectives and key performance indicators, plus budget consideration, which would be decided by means of a 'preferendum' whereby the student body would be given the opportunity to vote on the prioritisation of the themes considered to be barriers to learning;
- vi) that equality and diversity issues were already accepted as key barriers and would not be further voted upon;
- vii) that the USSU aimed to complete the detail of the plan and achieve operationalisation by September 2019 for the start of the 2019/20 academic year.

Noted:

- i) that it was the intention that the prioritisation of barrier themes would be aligned to the election manifestos of the Sabbatical Officers';
- ii) that the use of a strategic plan was to partially reconcile the challenges posed by the relatively short term of office of Sabbatical Officers;
- iii) that the USSU, as a member of the National Union of Students (NUS), had the opportunity to influence or support the national student agenda but could also oppose any national position taken by the NUS;
- iv) that the USSU had aligned the strategic plan to the University, for example by adopting the term 'we believe in the transformative power of learning at Salford';
- v) the view that the promises made were welcomed in terms of their ambition but that caution could perhaps be taken when using absolute terms (e.g. to commitments such as 'We will make the changes students want to see within three years');
- vi) that members offered congratulations to the USSU for the achievement in developing a written intention and looked forward to receiving the detail of the strategic plan at a future meeting.

**ENGAGEMENT WITH THE STUDENT EXPERIENCE**

Received: a revised proposal regarding the pilot during 2019/20 of a schedule of activities to engage with the student experience for all Council members, in place of meetings of the Student Experience Committee (SEC) for that period (COU/19/18).

Reported: that the proposal was in response to the previous discussion held.

Noted:

- i) the view that members' queries had been largely addressed;
- ii) that there remained a requirement to articulate the objectives and consequently define the evaluation required;
- iii) that there had been careful consideration of the effective use of members' availability;
- iv) that there was an 'open opportunity' to members to enhance their individual engagement with the student experience;
- v) that members' attachment to individual schools had been in place previously and was welcomed.

RESOLVED:

- i) to approve holding the Student Experience Committee in abeyance during 2019/20 and piloting, in its place, a programme of activities to increase the exposure of members to the student experience. This pilot to be evaluated against a set of pre-agreed objectives;

- ii) to approve during the pilot year the Senate's Annual Quality Assurance Report to be submitted directly to the Council;
- iii) to approve from 1 August 2019 responsibility for consideration of the Inclusion and Diversity Annual Report to revert permanently to the Council;
- iv) to note the establishment of a Lead Member for Student Experience, with Professor Susan Price assuming the role.

**ACTION: REGISTRAR AND SECRETARY**

**COU.19.27      OFFICE FOR STUDENTS: FINANCIAL VIABILITY AND SUSTAINABILITY CLOSED**

Received: a response, on the recommendation of the Vice-Chancellor's Executive Team, to the letter received by Chairs of Higher Education governing bodies from the Office for Students (OfS) titled 'Financial Viability and Sustainability: Information for Governing Bodies' (COU/19/19).

Reported:

- i) that the financial forecast had been submitted to the OfS, as had been the statutory requirement under the Higher Education Funding Council for England (HEFCE);
- ii) that the letter had been issued in response to concerns regarding optimism in student number forecasts;
- iii) that the response demonstrated the University had put forward a reasonable and prudent forecast and this was based on moderate undergraduate recruitment growth, including apprenticeship and foundation year cohorts;
- iv) that the demographic position had been recognised but that the volume of applications made to study at the University had continued to rise.

Noted: the view that the response had given a level of assurance to members but that it was important to remain vigilant through the regular reports received to Council and its standing committees.

**COU.19.28      QUARTERLY FINANCE REPORT**

Received: the 2018/19 Q2 finance report, on the recommendation of the Finance and Resources Committee (COU/19/20).

Reported:

- i) that the quarter two report was about to be superseded by the quarter three report but that it had already been considered by the Finance and Resources Committee (FRC);
- ii) that there had been a slight uplift in surplus to £6.2m;
- iii) that there had been an impact from the lower than expected January intake of postgraduate students;
- iv) that, as a result of the outcome of the 2017 valuation of the Universities Superannuation Scheme (USS), the University would show a trading deficit before tax;
- v) that this trading deficit constituted a reportable event to the Office for Students and this had been submitted;
- vi) that since the meeting of the FRC, the University had agreed a waiver clause with Standard Life Aberdeen which allowed for the Phase II Student Residences project to proceed.

Noted: the positive result from negotiations with Standard Life Aberdeen.

**COU.19.29      COMMITTEE CHAIRS' REPORTS**

Received: the Committee Chairs' reports (COU/19/21).

Reported:

- i) that the Finance and Resources Committee (FRC) had received an initial presentation of the proposed Total Reward Framework;
- ii) that the FRC had expressed a firm stance on the lack of pace of some component parts of the Campus Masterplan and this was reflected in the actions set;
- iii) that the FRC had agreed to consider a 'deep dive' schedule, with an early

- recommendation for the digital programme to be scrutinised;
- iv) that the FRC had expressed preliminary concern regarding Salford Professional Development Limited's 2018/19 forecast warning. This was to be brought back before the next meeting and escalated to the next meeting of the Council if applicable;
- v) that the Remuneration Committee (RemCo) had received its final presentation of the proposed Total Reward Framework, having previously held three extraordinary meetings for consideration;
- vi) the view from members of the RemCo that the extended considerations had introduced flexibility and revisions to the proposed Total Reward Framework;
- vii) that it was reported to the RemCo that a task and finish group had been established to produce a revised policy on external income generation by staff. This was in response to an action arising from the mapping exercise against the Committee of University Chairs (CUC) Remuneration Code.

**COU.19.30      AUDIT AND RISK COMMITTEE CHAIR UPDATE: INTERNAL AUDIT SERVICES**

Received: an oral report on the outcome of the tendering exercise for the University's internal audit services.

Reported:

- i) that the current internal audit service provider, RSM, was due to reach the end of the standard three-year contract;
- ii) that the decision had been taken not to exercise the option to extend the contract for a further twelve months and consequently an invitation to tender for services had been published;
- iii) that there had been five providers shortlisted, although one had withdrawn before interview stage;
- iv) that PricewaterhouseCoopers (PwC) had been selected at interview and was proposed as the preferred firm to award the contract to;
- v) that this decision would be presented to the next meeting for ratification but that in order to commence the mandatory ten-day standstill period the Council was requested to approve the initial selection and for the providers to be notified of the outcome.

Noted:

- i) that the qualifying criteria had been weighted across four key sections; resources (20%), quality (30%), finance (20%) and HE sector knowledge and experience (20%);
- ii) that the selection decision had been made unanimously in favour of PwC.

RESOLVED: to approve the initial selection of PricewaterhouseCoopers to provide internal audit services and to notify the shortlisted providers of the outcome of the interview stage of the tender process.

**COU.19.31      SENATE**

Received: the minutes (unconfirmed) from the meeting of the Senate held on 27 March 2019 (COU/19/22).

Reported:

- i) that members had received an oral update at the previous meeting [COU.19.16];
- ii) that, since the meeting, the University had reached the end of its consultation with academic staff on the Research Excellence Framework (REF) Code of Practice;
- iii) that the minutes confirmed the resolution to adopt the San Francisco Declaration on Research Assessment (DORA) [SEN.19.10].

**COU.19.32      ANY OTHER BUSINESS**

Reported: that Emily Voss-Bevan and Kobby Ofori would be stepping down as members at the end of their second terms (30 June May 2019) serving as elected Sabbatical Officers of the USSU.

Noted:

- i) members' thanks for their valuable contributions and good wishes for their future

- endeavours;
- ii) that recommendation for appointment of student members would be received from the meeting of USSU Board of Trustees in June 2019 and, in conjunction with endorsement from the Governance, Nominations and Ethics Committee, would be taken as Chair's Action before the next meeting.

COU.19.33

**NEXT MEETING**

The next meeting was to be held on Friday 12 July 2019.

Minute Reference	Meeting Date	Item	Action to be taken	Owner	Comments
COU.18.78	12-Oct-18	Quarterly Performance Report (NSS and DLHE)	To receive subject-level data at an appropriate future meeting.	Pro V-C Student Experience	To be included in the next iteration (due October 2019). <b>Action in progress</b>
COU.18.106	14-Dec-18	University of Salford Chancellor	To receive an interim update, on the recommendation of the Governance, Nominations and Ethics Committee, on the implementation of the succession plan.	Registrar and Secretary	An interim update report has been included in the GNEC schedule of business for 2019/20. It is anticipated that an interim update will be received in winter 2020. <b>Action in progress</b>
COU.19.13	29-Mar-19	Quarterly Performance Report	To include a social value indicator in performance reports.	Director of Strategy	Previously reported to be included in the next iteration (due 12 July 2019) however this should have read in the next annual iteration due (2019/20 quarterly reports). <b>Action in progress</b>
COU.19.26	3-May-19	Engagement with the Student Experience	i) To approve holding the Student Experience Committee in abeyance during 2019/20 and piloting, in its place, a programme of activities to increase the exposure of members to the student experience. This pilot to be evaluated against a set of pre-agreed objectives;	Registrar and Secretary	A review outcome report has been scheduled as an item of business for the meeting of Council to be held on 10 July 2020. <b>Action in progress</b>
			ii) to approve during the pilot year the Senate's Annual Quality Assurance Report to be submitted directly to the Council;	Registrar and Secretary	The Annual Quality Assurance Report has been scheduled as an item of business for the meeting of Council to be held on 22 November 2019. <b>Action in progress</b>
			iii) to approve from 1 August 2019 responsibility for consideration of the Inclusion and Diversity Annual Report to revert permanently to the Council.	Registrar and Secretary	The Inclusion and Diversity Annual Report has been moved permanently to the schedule of business items for meetings of the Council. The next iteration (2019/20) will be due as an item of business for the meeting of Council to be held on 10 July 2020). <b>Action completed</b>

