

**MINUTES OF THE MEETING HELD ON 20 MARCH 2020**

- Present: Lord Keith Bradley (Chair)
- By video-link: Evangeline Adams, Temi Adebayo, Phil Cusack, Dr Tony Coombs, Garry Dowdle, Andrea Dunstan, Merlyn Lowther, Professor Helen Marshall, Sean O'Hara, Professor Sheila Pankhurst, Professor Susan Price, Alan Roff, Rik Sterken, Helen Taylor, Professor Mike Wood.
- Apologies: Professor Dame Sue Bailey, Geoff Bean, Ben Gallop, Councillor John Merry, Ian Moston, Sam Plant
- In attendance: Amina Helal (Quality & Enhancement Office), Martin Toner (meeting secretary)
- Attending via video-link: Alison Blackburn (University Registrar and Secretary), Julie Charge (Executive Director of Finance), Professor Karl Dayson (Pro Vice-Chancellor Research), Dr Sam Grogan (Pro Vice-Chancellor Student Experience), John McCarthy (Executive Director of Marketing, Recruitment and External Relations), Jackie Njoroge (Director of Strategy), Jo Purves (Pro Vice-Chancellor International and Regional Partnerships), Huw Williams (Chief Operating Officer).

**COU.20.21 WELCOME AND CHAIR'S NOTICE**

Noted: that due to the current situation regarding the Covid-19 coronavirus, the meeting had been moved to an online meeting using Microsoft Teams.

**COU.20.22 DECLARATIONS OF INTEREST**

Noted: that no declarations of interest had been received from those members attending the meeting.

**COU.20.23 MINUTES OF THE PREVIOUS MEETING**

Confirmed: the minutes of the previous meeting held on 24 January 2020 (COU/20/15).

**COU.20.24 MATTERS ARISING FROM THE MINUTES**

In respect of minute COU.20.07 Committee Membership:

Reported:

i) that a protocol for identifying and managing any conflicts of interest regarding Mr Stephen Gleave's co-opted membership of Finance & Resources Committee (FRC) had been agreed;

ii) re: Noted (v), that a review of the search and recruitment process for Council members would be undertaken as part of the University's response to the Council Effectiveness Review.

**COU.20.25 CONFIRMATION OF STARRED AND POSTPONED ITEMS**

Reported: that due to the extraordinary circumstances in which the meeting was being held the undernoted agenda items would not be discussed:

Item 8 – Abeyance of Student Experience Committee (COU/20/17)

Item 20 – Use of University Seal (COU/20/28) (item previously starred),

The undernoted items were postponed to a future meeting:

Item 7 – MediaCityUK – the Student Experience  
Item 17 – University of Salford Students' Union (USSU) update.

The remainder of the agenda would be re-ordered to ensure that the substantive items were considered first.

**COU.20.26 CHAIR'S ACTION: FRC TERMS OF REFERENCE**

Received: a report of the Chair's Action undertaken since the previous meeting to approve an amendment to the terms of reference for Finance & Resources Committee (COU/20/16).

**COU.20.27 ENERGY HOUSE 2 – REAPPROVAL OF FUNDING (CLOSED)**

Considered: on the recommendation of FRC, a proposal for reapproval of funding for Energy House 2 (COU/20/20).

Reported:

[REDACTED]

[REDACTED]

iii) that Energy House 2 was an extremely technical building and the detailed design process had identified a number of additional costs which were not covered in the sum originally agreed;

iv) that the University was reviewing the quality of advice received from its professional advisors at the early design phase;

[REDACTED]

vi) that a lessons learned report on the original costing process was being prepared and would be submitted to the next Audit & Risk Committee (ARC) meeting;

vii) that at the request of FRC, the University had given consideration to the maximum increase to the initial outlay it would have been prepared to sanction;

[REDACTED]

ix) that any proposed increase of this level would be subject to the approval of a revised business case

Noted:

i) that Covid-19 related issues excepted, no further significant delays to the building were anticipated and ERDF were expected to approve the revised timescale;

ii) that the University had appointed consultants to ensure that the necessary skills were available to successfully manage its relationship with the appointed contractors (Bowmer & Kirkland);

iii) that the items of risk which had been transferred to the University in the form of provisional sums and clarifications were a normal part of negotiations of this kind;

iv) that the only non-standard risk item included was the one concerning the contaminated ground, which the University planned to address by raising the ground levels, subject to approval from Network Rail;

v) that the likely demand for Energy House 2 was evidenced by the full order books for Energy House 1. EH2 would increase the business capacity by around 50%;

vi) that in view of the current situation regarding Covid-19, the University would be undertaking contingency planning for all of its major projects over the coming weeks;

vii) that while the design risk associated with the project had originally rested with the University, with the exception of the groundworks issue these had been transferred to the contractors upon their appointment;

viii) that an update to the report coversheet, indicating the key issues raised by FRC, would have provided a helpful context for the discussions.

RESOLVED: that the Council approve Option 1 as presented in the report, ■

COU.20.28

### **CAMPUS MASTERPLAN – APPROVAL OF PRIVATE SECTOR PARTNER (CLOSED)**

Considered: a report on the tender and evaluation process followed for the selection of the Private Sector Partner (PSP) appointment to the Campus Masterplan (COU/20/21).

Reported:

i) that the evaluation process had been a robust one and both the Campus Engagement Group (CEG) and FRC had endorsed the choice of preferred bidder;

ii) that the identity of the preferred bidder had however remained confidential and had not been given to CEG or FRC, who in common with Council had received a detailed anonymised assessment of all the tenders submitted;

iii) that for reasons of confidentiality the identity of the successful bid could not be made public until the bidder had been formally notified on 23 March 2020;

iv) that Council was informed orally of the identity of the successful bidder;

v) that while all four bids received had been considered appointable, the successful bid had been considered a clear winner by the appointment panel;

vi) that the successful bid had scored particularly well in criteria such as approach to social value, ability to work collaboratively and support for the development of the proposed transport hub at Salford Crescent;

vii) that Salford City Council (SCC) had endorsed the recommendation.

Noted:

i) that in future the student body would be increasingly likely to take an interest in the social values of the University's partners;

ii) that a legal and risk assessment of the umbrella contract between the three parties had formed part of the contract review undertaken for the University by Mills and Reeve, who had been appointed as its legal advisors for the process;

iii) that the University had employed Cushman & Wakefield to oversee the commercial aspects of the process;

iv) that the final sign-off of the umbrella agreement would take an additional 4-6 weeks;

v) that development of the revised Masterplan would take up to 6 months on current estimates;

vi) that a decision at any stage not to proceed with the Masterplan would incur financial penalties and these would be greater once the design and groundwork stages were reached;

vii) that the next ARC meeting on 11 June 2020 would be asked to review the contracts from a risk perspective, noting that the legal contract would be for 10 years with the option to extend for an additional 5 years;

viii) that the impact of Covid-19 on the Masterplan would continue to be monitored by the University;

ix) that the involvement of 5plus architects, who had previously been providing specialist advice on the project, was currently due to conclude in the next few months;

x) that the first stages of the Masterplan to become visible on the campus were likely to be groundworks at Farmer Norton and the decanting of personnel from Crescent House.

RESOLVED: that Council approve the appointment of Bidder B as the Private Sector Partner.

COU.20.29

**EXTERNAL AUDIT SERVICES (CLOSED)**

Considered: the recommendation of ARC for the provider of external audit services to the University for 2019/20 – 2021/22 (COU/20/22).

Reported:

i) that the External Audit Selection Committee, comprising three members of ARC, had met on 27 February 2020 to consider the tenders received;

[REDACTED]

[REDACTED]

[REDACTED]

v) that the recommendation that KPMG be reappointed had been supported by ARC at its meeting on 3 March 2020.

Noted:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

RESOLVED: that KPMG be appointed as the University's external auditors.

COU.20.30

### **VICE-CHANCELLOR'S REPORT**

Received: a report from the Vice-Chancellor on key issues affecting the University (COU/20/18).

Reported:

i) that the report on the University's response to Covid-19 had been overtaken by events in recent days;

ii) that a COBRA-style subset of VCET had been established under the leadership of the Chief Operating Officer and Registrar to liaise with the Gold and Silver command teams;

iii) that the decision had been taken to suspend all face-to face teaching at the University from 18 March 2020;

iv) that teaching and assessment was being undertaken online where possible;

v) that after the Easter break the focus would be largely on final year students;

vi) that the University was likely to invoke the Exceptional Academic Regulations;

vii) that the University would decide soon upon whether action needed to be taken regarding the graduation ceremonies scheduled for July 2020;

viii) that the Frederick Road campus remained partly open as the National Health Service was looking to establish emergency nursing registers;

ix) that all international students had been encouraged to go home. A number of students, both 'home' and international, remained on campus and were being looked after;

x) that the vast majority of University staff were now working from home with a skeleton staff continuing to operate on-campus.

Noted:

i) that notwithstanding the difficult circumstances the University remained committed to its strategy of increasing retention and progression rates;

ii) that ensuring that students continued to feel engaged with their studies and with fellow students and staff would be the key challenge over the coming weeks;

- iii) that the trade unions had been supportive throughout the emerging Covid-19 situation and were working closely with the Director of HR and Organisational Development;
- iv) that USSU was seeking to respond swiftly to any negativity around the University's response to the situation which students might post on social media;
- v) that USSU was working hard to keep in touch with the student body through regular liaison with student representatives and had recently launched an online channel which had already amassed a significant and growing membership;
- vi) that in addition USSU sabbatical officers had been personally messaging isolated students to keep in touch with them;
- vii) that in the circumstances the increased demand on the University's mental health services which had been reported at the last Council meeting would have to be carefully monitored;
- viii) that any key developments should be brought to the immediate attention of the Chair.

COU.20.31

### **COUNCIL EFFECTIVENESS REVIEW**

Considered: on the recommendation of GNEC, the report and initial observations on the Council Effectiveness Review (CER) undertaken by Advance HE (COU/20/19)

Reported:

- i) that the review had taken place between October 2019 and January 2020 in line with the three-year schedule originally agreed by Council (the previous review having been undertaken in 2017);
- ii) that the CER had comprised a review of documentation, observation of Council and Committee meetings, a survey of Council members and interviews with Council and Executive members;
- iii) that the report had concluded that overall the University had effective governance processes, practices and policies, and identified multiple instances of good practice;
- iv) that the report made five priority recommendations focused around: size diversity and succession planning of Council; academic governance; and student voice and experience;
- v) that the report included a grid setting out the University's initial observations on all recommendations;
- vi) that monitoring of the response to the CER would be undertaken by GNEC which would consider a more detailed version of the grid at its next meeting.

RESOLVED: that the review report be approved.

COU.20.32

### **QUARTER 2, 2019/20 FINANCE REPORT**

Received: on the recommendation of the Finance and Resources Committee, the Quarter 2 2019/20 finance report (COU/20/10).

Reported:

- i) that the planned outlay on Maxwell Hall had been deferred following consultation with Estates and Salford Business School (SBS) and had been taken out of the annual forecast; however, it would continue to show in the accounts as an additional £3m surplus for the remainder of the year;

ii) that the pensions and loan valuations for 2020 would be calculated in July 2020. Unless there was a strong market recovery in the intervening period, it was likely that these would not bring good news.

COU.20.33

#### **QUARTERLY PERFORMANCE REPORT**

Received: on the recommendation of the Vice-Chancellor's Executive Team, a detailed report on the Knowledge Exchange Framework (KEF), including the University's performance against lead indicators during Quarter 2 2019/20. The Top 10 Risk Profile was appended on the recommendation of the Audit and Risk Committee (COU/20/24).

Reported:

i) that the first iteration of the KEF would take place during 2019/20, with results being published in summer 2020;

ii) that the results would not initially be linked to the allocation of research funding;

iii) that the report sought to identify the University's current areas of strength.

Noted:

i) that going forward the University would seek to identify those research areas which it wished to grow and those on which it might wish to concentrate less;

ii) that the University's KEF priorities would link closely with the Industry Collaboration Zones (ICZs) and the links would be highlighted in impact statements.

COU.20.34

#### **UPDATE ON RETENTION AND PROGRESSION**

Received: an update report on the University's current and planned actions around student retention (COU/20/25).

Reported:

i) that the University's previous actions to improve retention and progression rates had been less successful than hoped;

ii) that the continued high attrition rates were believed to be largely due to systemic issues;

iii) that over the past four years the University had undertaken a number of large-scale actions to create a sustainable platform from which to effectively address the issues and enact widespread cultural change;

iv) that OfS registration requirements had provided a driver for instilling a culture of outcome-based performance;

v) that the Pro Vice-Chancellor (Student Experience) had been meeting with programme leaders across the University to discuss the new working practices;

vi) that the work would continue throughout the University's period of adjusted working arrangements in response to the Covid-19 situation.

Noted:

i) the view that, while the SEC+ programme provided Council members with increased exposure to the student experience, this report raised the question of how Council could assure itself on the efficacy or otherwise of the associated governance issues;

ii) that while some of this assurance might be provided by Senate, the Council Effectiveness Review had indicated that the lines of communication between Senate and Council were currently not strong, while some areas of potential

interest (e.g. student welfare) lay outside Senate's terms of reference;

iii) that GNEC would be giving consideration to this matter at its next meeting as part of its review of the SEC+ pilot scheme;

iv) that it was important that the University provided sufficient resource to ensuring that students who were no longer on campus continued to feel a part of the University community;

v) that students' sense of belonging lay most strongly with their programme of study and therefore appropriate action at a local level was crucial to the success of the plan.

COU.20.35

### **SALFORD PROFESSIONAL DEVELOPMENT LIMITED (SPD)**

Received: on the recommendation of FRC, an update report on year-to-date SPD activity up to 31 January 2020 and the proposed five-year plan for 2020/21 – 2024/25 (COU/20/26).

Reported:

i) that the year-end forecast as presented to FRC on 6 March 2020 had been promising; however the situation had changed significantly in the intervening period due to Covid-19;

ii) that the SPD Board was now undertaking a reforecasting exercise in view of a likely reduction of business over the next few months;

iii) that steps were being taken to move courses online where this was possible;

iv) that Unitemps' performance was likely to suffer as many of the posts normally available to its clients at this time of year were as exam invigilators;

v) that a further update would be brought to the next FRC meeting in May 2020.

COU.20.36

### **COMMITTEE CHAIRS' REPORTS**

Received: the Committee Chairs' Reports (COU/20/27), comprising:

ARC, 3 March 2020

GNEC, 5 March 2020

FRC, 6 March 2020

(The Remuneration Committee meeting scheduled for 5 March 2020 had been cancelled due to a lack of substantive business, with members instead receiving an update report on ongoing activities).

Reported:

i) that the ARC meeting had received a presentation from the new Dean of Salford Business School on the School's risk register and the actions being taken to address the cultural issues which had previously impacted on the School;

ii) that FRC had received an update report on the implementation of the Total Reward Framework (TRF) which had included an improved communications plan and revised timetable in response to feedback from Council. A further update would be provided to the next FRC meeting;

iii) that FRC had also received a presentation highlighting some of the impressive work being undertaken on the University website;

iv) that FRC had received a presentation on the University's intention to submit a tender to Greater Manchester Police for the delivery of two new qualifications for police recruits. FRC had indicated its support in principle for the planned submission but had requested that a pipeline of future major activities be

developed which would provide earlier sighting of similar developments in future.

COU.20.37

**ANY OTHER BUSINESS**

Noted: there had been no items of other business received by the Chair.

COU.20.38

**DATE OF NEXT MEETING**

The next meeting was to be held on Friday 10 July 2020.