

Council

30 November 2021

Minutes

Present:	Christine Swabey Godfrey Allen Sandra Ashton Jonathan Curtiss Professor Jon Friedland Professor Jenny Higham (Principal) Becky Kemp-Arnold Professor Sian Harding Dr Sally Jackson Sarah Jones Josh Joshi Gillian Norton Damian Reid Professor Jane Saffell Dr Baba Sheba Sarah Wilton Ewart Wooldridge	Chair of Council Independent Member of Council Elected Professional Services Staff Member Independent Member of Council Ex officio Member Ex officio Member Student Member Independent Member of Council Independent Member of Council Student Member Independent Member of Council Independent Member of Council Independent Member of Council Ex officio Member Elected Academic Staff Member Independent Member of Council Independent Member of Council
In attendance:	Dr Julie Leeming Susan McPheat Sian Marshall Paul Ratcliffe Emma Whitaker Jenny Winters	Director of Planning Director of Finance Clerk to Council Chief Operating Officer Senior Governance Officer Director of HR and Organisational Development
Apologies:	Dr Aileen O'Brien Sue Rimmer Graham Schofield	Ex officio Member Independent Member of Council Director of Estates and Facilities

30. Declarations of interest

No declarations of interests were made.

31. Remarks from the Chair

The Chair said that the primary focus of the meeting was business as usual activity, such as regulatory matters and the approval of annual submissions to the Office for Students (OfS). She thanked everyone for their continued hard work at such a busy time, as staff continue to be busy with the merger due diligence, on top of their normal workload.

Unreserved Items

32. Minutes

Considered and approved:
The minutes of the meeting held on 19 October 2021.

Agreed:

The minutes of the 19 October 2021 meeting would be revised to reflect that Josh Joshi was not in attendance at the meeting.

Action: Clerk to Council

Paper Council/2/A

33. Matters arising from the minutes not on the agenda

Received:

- (i) A report on actions and matters arising.
- (ii) Minute 19(i) Joint Faculty: A short verbal update was given by the Principal on feedback from the meeting with staff.
- (iii) Minute 19(ii) University of Nicosia (UNIC): A verbal update was given by the Principal regarding the teach out plan.

Reported:

UNIC students are now aware of the termination of the joint agreement. A further Executive Steering Group meeting had been held to discuss the teach out plan and agreement had been reached on the key elements. It will be UNIC's responsibility to ensure their students meet the necessary learning outcomes. The Principal is to write to the General Medical Council (GMC) to notify them of the arrangements.

- (iv) Minute 20 NSS: A verbal update was given by the Deputy Principal (Education) regarding plans to redevelop the BSc Biomedical Sciences course in order to improve student satisfaction.

Reported:

A key action from the NSS report was to remove the route to transfer into medicine from the BSc Biomedical Sciences degree. It was planned to remove the route for next year's intake of students. However, after some preliminary work was undertaken, it has been decided to remove the route to transfer from 2023 instead, to allow a smoother transition. This decision had been approved at the Education Student Strategy Committee.

Discussed:

There were several cohorts of current students, plus the new intake, that would still have the route to transfer available to them. There had been anecdotal reports of the negative impact on students and their ability to form a cohesive cohort. It was clear that a great deal of work was needed to change the course culture and the negative competitive atmosphere, and to work with the students to support them in being satisfied with an alternative end point to their degree.

There were meetings being set up to discuss the communications around the removal of the route to transfer. There would also be meetings with students currently on the course to remind them of the values-based recruitment and how the negative competitive behaviour would not be seen as good behaviour for future doctors.

The university was mindful of how much of the interest in the programme is due to the 25 places, and the competition to get onto the programme. It would be important to ensure that the replacement programmes were attractive to the same students, and there should be a positive emphasis on the other routes that students can take after completing this course.

There is a new course director role that is currently out to advert. In the JD it states that the role will have a focus on building trust and rapport with students.

The Chair of Council thanked the Deputy Principal for their report and asked for a further report to come to a future Council, as thinking evolves on how the new course will look.

Action: Deputy Principal (Education)

Paper Council/2/B

34. Report from the Principal

Received: A report from the Principal.

Paper Council/2/C

Reported:

SGUL had appeared in the top 10 universities in the country for social mobility according to a study by the Institute of Fiscal Studies and the Sutton Trust education charity. This was not only fantastic news but supported the SGUL overall messaging and narrative, and reflected positively on the organisation.

Discussed:

The Principal's report mentioned an anticipated Higher Education White Paper and the likely content. It was asked what admissions changes may be expected. The Principal clarified that the previous Minister for Education was in favour of a post qualification admissions (PQA) system; the new minister did not appear to limit his support only to this option but was considering other options following feedback from the sector on the merits of this approach.

The Chair of Council thanked the Principal for her report, and was delighted that it was packed full of good news regarding the university and research outputs. She also congratulated the Principal on behalf of the Council on her appointment representing UUK on the Ministerial Coordination Group, overseeing the implementation of the government's R&D People and Culture Strategy. This was a fantastic honour, not only for the Principal personally, but also for SGUL.

35. Report from the Students' Union

Received: A report from the President of the Students' Union.

Paper Council/2/D

Reported:

- The Students' Union had undertaken a survey of seven detailed questions on university culture, facilities and feelings around the merger discussions. The results were considered a useful reflection on what students value about SGUL and what they feel needs improvement.
- Autumn elections took place recently and the Union welcomed six new officers and year reps into the executive team. This will benefit the Union and give more students the opportunity to get involved.
- A Diwali show and a fashion show had taken place, raising funds for Women's Aid and the British Heart Foundation. Both committees did an amazing job of bringing students together.
- The SGUL rowing, badminton and rugby teams did well in recent sporting events.
- The Union was involved in an anti-drink spiking campaign. The United Hospitals Committee was working on an open letter which would be circulated to dozens of venues in London, asking for their safety details for students.
- A Winter Wonderland party would take place this Friday and planning had started for a valentine's disco next year. Students would be able to select what charities receive the money raised by the event.
- The Union had organised Journaling and art-based therapy workshops.
- Senior staff attended workshops run by Against Violence and Abuse (AVA) around trauma and self-care.
- The Union took their manifesto of strategic ideas to the Education Student Strategy Committee.

The Chair of Council thanked the Student's Union President for the comprehensive report and reflected that it is a reminder that students at SGUL have a rich experience outside of their studies.

Reports from Committees

36. Finance Committee

Received and considered: The minutes of the meeting held on 29 September 2021.

Considered and approved: The updated financial forecasts.

Paper Council/2/E

Reported:

The Finance Committee met formally on 29 September and also held two Extraordinary meetings to discuss the financial due diligence on the merger; these took place on the 16 and 29 November respectively. Constructive and positive discussions with the Trust continue regarding the relative debt

position. There had been significant discussion around the annual financial statements; as a result there had been a number of amendments made. Council should be assured that the statements were given rigorous inspection before they went to Audit Committee. The OfS return was scrutinised and the financial plan updated.

There had been a possible increase of costs for the removal of cladding at Horton Hall (£4m rather than the expected £1m) which had caused concern. This was found to be due to the fact the tender was more expansive than just the cladding costs. The Committee was expecting management to bring back clarity on these costs once the tender exercise was completed.

The Chair of Council thanked the Chair of the Finance Committee and the Committee members for the considerable work that was being undertaken around the merger due diligence.

37. Audit Committee

Received and considered:

- (i) The minutes of the meeting held on 9 November 2021.
- (ii) The Strategic Risk Register

Paper Council/2/F

Reported:

Audit Committee met formally on 9 November and scrutinised the updated financial accounts. They recommended the financial accounts and letter of representation to Council for approval.

The Committee had discussed in detail the external auditor report. Audit Committee were assured that there were no significant concerns and were happy to recommend the report to Council for approval. The Internal Auditors issued a final report for the year and have given good assurance generally of the audits that have taken place over the year. They are currently engaged in an audit on risk management.

Discussed:

It was asked what the high priority overdue actions were, that were mentioned in the Audit Committee minutes. It was clarified that the first action was from the Health and Safety internal audit report and progress had been limited due to staff absence. The action would be progressed by the new Assistant Director of Safety, Health and Environment. The second action related to the internal audit of business rates that was completed in September 2019. This review identified a lack of formal lease and occupation documentation with the Trust. Work is ongoing to rectify this but progress has been slow due to a lack of engagement by the Trust. The actions had been given revised due dates and Audit Committee would continue to monitor the actions until completed.

The Chair of Council thanked the Chair of the Audit Committee for the Committee's work on behalf of the Council.

Regulatory Matters

38. Audited Financial Statements

Considered and approved: The Financial Statements for the year ended 31 July 2021 [for submission to the OfS].

Paper Council/2/G

Reported:

The Financial Statements had been scrutinised and recommended for approval by both the Finance and Audit Committees. However, BDO, the external auditors, had requested a few last-minute changes as of last night (29 November) and so a further version would be produced:

- p.49, note seven – research grant income is included in the wrong line;
- p.61 – financial instruments – this line only needs to include non-current investments; and
- p.62 – reconciliation net debt – this includes repayment of borrowings rather than including non-cash changes. The totals are slightly different but this did not change the actual figures of the accounts.

The Director of Finance had confirmed that these changes were not material and did not make any changes to the overall income, accounts, and balance sheets.

Council agreed to approve the Financial Statements, subject to the Chair of the Finance Committee and the Director of Finance reviewing the last-minute changes.

The Chair of Council thanked the Director of Finance for her hard work in producing the statements. She also thanked independent Council member Damien Reid who reviewed both the annual report and accounts in great detail.

Agreed:

For the changes to be made to the Financial Statements, and for the Statements to then be reviewed before approval by the Chair of Finance Committee and the Director of Finance.

Action: Director of Finance.

39. Annual Financial Return

Considered and approved: The Annual Financial Return workbook and commentary [for submission to the OfS].

Paper Council/2/H

Reported:

The Annual Financial Return had been scrutinised and recommended to Council for approval by the Finance Committee. It was noted that the Financial Return was based on the Annual Financial Forecasts. The following points were noted:

- Figures had been updated with adjustments for UNIC, the Joint Faculty dissolution and recruitment;
- The Research England letter arrived two weeks ago – it was very delayed this year;
- Some costs had been assumed in terms of the merger due diligence. The longer-term forecast did not include any merger costs; and
- SGUL is expecting to go into deficit but with the planned expansion of some of its programmes it will go into surplus. The balance sheet is stable throughout the plan.

The Chair of Council thanked the Chair of Finance Committee and the Director of Finance for producing and scrutinising the return.

40. External Auditors' Report

Considered and approved: The Audit Findings Report issued by the External Auditors in respect of the Financial Statements for the year ended 31 July 2021 [for submission to the OfS].

Paper Council/2/I

41. Letter of Representation

Considered and approved: The Letter of Representation to be sent to the External Auditors on behalf of Council.

Paper Council/2/J

42. Audit Committee Annual Report

Received and considered: The Audit Committee Annual Report to Council for 2020-21.

Paper Council/2/K

Reported:

The overall opinion of the Audit Committee is that the effectiveness of SGUL's arrangements for risk management and quality assurance of data are all at or above the expected standards.

The Annual Report summarised assurance levels from all of the internal audits completed over the year. The internal audit plan benchmarked against other organisations and showed that SGUL processes and practices were effective and compared well to other institutions. The overall auditor opinion was significant assurance. The Chair of Audit Committee thanked everyone involved in the audits.

The report confirmed that both the external and internal auditors had met with the Audit Committee independently and without officers present. Feedback from both meetings had been positive and reassuring.

BDO had been appointed as external auditors for the year. The Chair of the Audit Committee would raise with them the last-minute changes to the Annual Financial Return and to identify lessons learnt with the audit.

The report summarised the Committee's risk management work. It received regular assurance reports from the Risk, Audit and Efficiency Committee (RAEC). There was an ongoing risk management internal audit to ensure best practice.

Discussed:

The report mentioned the possibility of the Local Government Pension Scheme turning into a cash liability upon the separation of the Joint Faculty. It was noted that the next Finance Committee meeting would review the pension arrangements and the implications of this.

The Chair of Council thanked the Audit Committee Chair and the members of the Committee for their commendable work over the year, for which the Council are grateful as it relies considerably on the assurance of the Committee. She congratulated the Committee on their 100% attendance for all meetings.

The Chair of Council noted that BDO had commended the management team, in particular the Finance team, and had found staff helpful throughout their audits. The Chair of Council asked the Finance Director to relay these thanks to her team on behalf of the Council.

43. Prevent Accountability Report

Received and considered: The Prevent Accountability Report for 2020-21.

Considered and approved: The Prevent Accountability and Data Return [for submission to the OfS].

Paper Council/2/L

Reported:

The Executive Board had recommended the Prevent Accountability Report for approval by Council.

Prevent training is mandatory for key staff, such as those in leadership positions and student facing roles. SGUL had a clear Prevent policy, which included what to do when concerns are raised.

This year one concern was raised under the policy, which was considered and fortunately did not prove to be serious. It did allow for the SGUL policy and procedure to be tested, and it was the first time the Chief Operating Officer, as the SGUL Prevent Lead, had sought advice from the Department for Education's (DfE) Regional Prevent Coordinator for London. As the concern had involved contacting the Prevent Coordinator, it should be reported to the OfS, even though no further action was taken.

SGUL was obliged to have an up-to-date Prevent risk assessment and action plan. This year, both documents had been modified to show that, with the increase of hybrid working, concerns can be raised online as well as in person.

Discussed:

Council members asked if the number of reported concerns are benchmarked with other universities. It was noted that OfS does not publish Prevent data. The Chief Operating Officer sits on a DfE national Prevent duty group that represents universities and had heard anecdotal feedback from the other universities. Some reported cases in double figures, but they were larger institutions with more students. He did not feel SGUL was under-reporting but felt that the approach was more rigorous at SGUL relative to

its size. In previous years there had been more concerns raised, mainly due to cautious reporting; and that SGUL tried to provide a more pastoral approach to concerns where possible. It was noted that the OfS had undertaken a Prevent inspection at SGUL previously, and no concerns had been raised.

44. Annual Research Integrity Statement

Considered and approved: The Annual Research Integrity Statement.

Paper Council/2/M

Reported:

The Annual Research Integrity Statement had been recommended to Council by both the Research Committee and Executive Board.

The Chair of Council highlighted that the Research Ethics Committee now included Lay Members and Student Representatives, which was a positive addition.

Governance Matters

45. Senate

Received and considered: A report from the Senate meeting held on 2 November 2021.

Paper Council/2/N

Reported:

The Principal said that Members of Council were welcome to attend Senate. The Clerk to Senate was asked to circulate the meeting dates and times, and if members would like to attend, they should let the Clerk know and this would be arranged.

Agreed:

The Clerk to Senate to circulate the Senate meeting dates and times to Council.

Action: Clerk to Senate

46. Council Schedule of Business

Considered and approved: The Council Schedule of Business for 2021-22.

Paper Council/2/O

Reported:

Following the internal review of governance, there had been a number of meetings to discuss how Independent Members of Council could learn more about the University. Independent Members would engage via the Deputy Principals to learn about the University's teaching, learning and research.

The Chair of Council would welcome Council's input as to any issues they feel Council should spend time discussing. Members asked for some time to be spent on sustainability, with a focus on any sustainability work planned in 2022. It was agreed that this would be a timely item to discuss, as students were passionate about this subject and SGUL was in the process of reviewing its investment portfolio from a sustainability perspective.

Agreed:

To add Sustainability onto the Council Schedule of Business.

Action: Clerk to Council

47. Nominations and Honorary Awards Committee

Approved: The appointment of Mr Godfrey Allen to the membership of the Nominations and Honorary Awards Committee.

48. Student Cases

Reported:

- (i) A Student Appeal Committee was convened to consider the case of a student on the BSc Paramedic Science programme under the *Procedure for consideration for a final discretionary attempt at an assessment 2020-21* and determined that the student should be permitted a final discretionary attempt at the assessment.
- (ii) Professor Sian Harding, acting as the Chair of Council's nominee, reviewed the decision of the Discretionary Panel, under the *Procedure for consideration for a final discretionary attempt at an assessment 2020-21*, with regard to a student on the BSc Paramedic Science programme, not to permit the student a final attempt at an assessment. Professor Harding determined that there were grounds for review of the decisions by a Student Appeal Committee.
- (iii) The Vice-Chair, acting on behalf of the Chair, reviewed the decision of the Discretionary Panel, under the *Procedure for consideration for a final discretionary attempt at an assessment 2020-21*, with regard to two students on the BSc Biomedical Sciences programme, not to permit the students a final attempt at an assessment. The Vice-Chair upheld the decisions of the Discretionary Panel.
- (iv) Professor Sian Harding, acting as the Chair of Council's nominee, reviewed the decision of the Discretionary Panel, under the *Procedure for consideration for a final discretionary attempt at an assessment 2020-21*, with regard to a student on the Healthcare Sciences programme, not to permit the student a final attempt at an assessment. Professor Harding upheld the decision of the Discretionary Panel.
- (v) A Fitness to Study or Practise Hearing Committee was convened to consider the case of a student on the BSc Diagnostic Radiography and determined that the student should be expelled.
- (vi) A Fitness to Study or Practise Hearing Committee was convened to consider the case of a student on the BSc Physiotherapy and determined that the student should receive a number of conditions.

49. Dates of Meetings 2021-22

14 December 2021 – Extraordinary meeting
8 February 2022
29 March 2022
11 May 2022 – away day
28 June 2022

Any Other Business

50. Any other business

Research Day, Wednesday 8 December 2021

Any members of Council who wished to attend Research Day in person should contact the clerk to the Council or the Senior Governance Officer, as there were some reserved seats available for Council members. It was noted that the afternoon slot and Thomas Young lecture may be of interest to Council.

EW/9 December 2021

Action Points

Minute	Item	Action	Responsible
32	Minutes	The minutes of the 19 October 2021 meeting would be revised to clarify that Josh Joshi was not in attendance at the meeting.	Clerk to Council
33	NSS: BSc Biomedical Sciences	The Chair of Council thanked the Deputy Principal for their report and asked for a further report to come to a future Council, as thinking evolves on how the new course will look.	Deputy Principal (Education)
38	Audited Financial Statements	For the changes to be made to the Financial Statements, and for the Statements to then be reviewed before approval by the Chair of Finance Committee and the Director of Finance.	Director of Finance
45	Senate	The Clerk to Senate to circulate the Senate meeting dates and times to Council.	Clerk to Senate
46	Council Schedule of Business	To add Sustainability onto the Council Schedule of Business.	Clerk to Council