



Keele
University

MINUTES OF THE MEETING OF COUNCIL

Held on Thursday 6th July 2017

The Chair reported that Karen Clarke would be leaving Keele at the end of September, and unfortunately was not able to attend the meeting today. He welcomed Tom Snape (SU Democracy & Union Development Officer) and Ieuan Smith (KPA President) to their first meeting and Joanne Barlow (Head of Management Reporting/Accountant) and Peter Potts (Head of Estates Planning & Compliance) to the meeting as observers.

For a record of attendance, apologies and absences, see attached list.

1. DECLARATIONS OF INTEREST

Mr Harris declared an interest as KPMG are his personal accountants and the law firm in which he is a consultant acts for USS.

2. MINUTES AND ACTIONS

(a) Minutes

The minutes of the meeting held on 4th May 2017 were approved and signed.

(b) Actions List

Council received and noted the actions list.

PART 1 – THEMED DISCUSSION ITEMS

1A. COMMERCIAL IN CONFIDENCE

1B. COMMERCIAL IN CONFIDENCE

PART 2 – REPORTS

2A. COMMERCIAL IN CONFIDENCE

2B. COMMERCIAL IN CONFIDENCE

2C. SECRETARY'S REPORT

Council received a report from the Secretary to Council, which included the following:

- The Health & Safety Annual Report, which provided Council with a summary of the arrangements for the governance and management of occupational health and safety. It reported on significant issues, activities and statistics over the last 12 months. The Health & Safety Policy Statement was also presented, which is reviewed and endorsed by Council annually. It was noted that health and safety is extremely important and that, following a review by our internal auditors, a new oversight committee has been established with lay representation (Tony Crouch and Paul Clark) that would report to Council for the first time in the autumn.

Council **resolved**:

That the Health & Safety Annual Report and Policy Statement are approved.

- It was reported that Keele was subject to its quinquennial Assurance Review by HEFCE on 8th and 9th June 2017. The purpose of the review was to ensure that the University has robust mechanisms in place to ensure that funds have been applied only for the purpose for which they were received, that the University is financially viable, that risk management, control and governance arrangements are effective, that value for money is achieved, data can be relied on and that the University complies with charity-related reporting requirements. Additionally, this time it also included a discussion about the approach taken to provide assurances regarding HEFCE's new operating model for quality assessment.

As part of the visit, interviews took place with the Chair of Council, Vice-Chancellor, Chair of Audit Committee, Director of Finance & IT, Academic Registrar & Secretary to Council and the Internal Auditor.

The draft report had been received for a factual accuracy check and stated that: "The University's senior management team and the Council appear to have a good working relationship, with the governors aware of both higher education sector and institution-specific issues and risks that the University may face. The minutes of Council, Audit Committee and Business Review Committee demonstrate that their normal business includes discussion of strategy, risks and controls. There is evidence of appropriate challenge by members of the Council."

There were a number of minor recommendations but the conclusion was that HEFCE is "able to place reliance on the accountability information", which is the highest level of assurance. We will shortly be producing an action plan in response to the issues raised and HEFCE will ask us to affirm progress against these in due course.

- Council was reminded that all members have a review meeting with the Chair of Council (or Deputy) 12 months after their appointment and biennially thereafter. In addition this year, the Secretary to Council is going to arrange annual conversations with all members, which will take the form of an informal chat held in groups. These will all be arranged in the coming weeks and will feed into our next Council Effectiveness Review, which we have committed to undertake next academic year.

- **Council resolved:**

That the amendments to Ordinances and Regulations, Schedule of Delegation, appointments and honorary titles presented be approved.

- To note that three documents were signed under seal since the previous meeting.
- To note that Chair's action had been taken on six occasions since the previous meeting:
 - On 8th May 2017 the Chair approved the tuition fees for the PhD by Publication on the recommendation of the Student Numbers & Fees Group
 - On 23rd May 2017 the Chair approved the tuition fees for the MSc Psychology on the recommendation of the Student Numbers & Fees Group
 - On 30th May 2017 the Chair approved the establishment of a Joint Committee to appoint a Pro Vice-Chancellor (Students) on the recommendation of the Chair of Senate
 - On 1st June 2017 the Chair approved a further minor amendment to the Constitution of the Students' Union on the recommendation of Mr Harris and the Governance Manager
 - On 23rd June 2017 the Chair approved the tuition fees for the Graduate Certificate in Counselling and the MSc Counselling & Psychotherapy on the recommendation of the Student Numbers & Fees Group
 - On 26th June 2017 the Chair of Council approved that authority be delegated to the Vice-Chancellor to finalise the funding arrangements for the private placement with advice from relevant colleagues and the University's advisers, Rothschild.

PART 3 – SUB COMMITTEE REPORTS

3A. COMMERCIAL IN CONFIDENCE

PART 4 – STRATEGIC OVERVIEW REPORTS

4A. COMMERCIAL IN CONFIDENCE

4B. COMMERCIAL IN CONFIDENCE

PART 5 – MISCELLANEOUS

5A. COMMERCIAL IN CONFIDENCE

PART 6 – OTHER BUSINESS

6A. The Chair reported that it was the last meeting for Ms Manley who had been on Council for 10 years, six of which as Deputy Pro-Chancellor. She had chaired the Business Review Committee's predecessor the Strategic Planning Committee for three years, been a member of the Business Review Committee, Nominations Committee, Senior Remuneration Committee, chaired the 2014 Council Effectiveness Review, been on numerous appointment panels and working groups and an extremely valuable senior member of Council. It was noted that there would be an opportunity to thank her again and wish her well as she will be joining Council for the dinner in September 2017.

It was also the last meeting for Dr Parr who had been on Council for three years and Ms Horsfall and Mr Meredith who had been on Council for 12 months. The Chair thanked them for their valuable contributions.

COUNCIL ATTENDANCE – 6th July 2017

	Ralph Findlay	Pro-Chancellor
	Eileen Manley	Deputy Pro-Chancellor
A	Professor Alistair Ulph	Deputy Pro-Chancellor
	Richard Barnes	Deputy Pro-Chancellor
A	Tony Crouch	Honorary Treasurer
	Professor Trevor McMillan	Vice-Chancellor
	Professor Mark Ormerod	Deputy Vice-Chancellor and Provost

MEMBERS OF UNIVERSITY STAFF

Professor Nicholas Forsyth	Senate Member
Dr Helen Parr	Senate Member
Professor Graham Rogerson	Senate Member
Vanessa Hooper	Appointed by the Non-academic Staff

LAY MEMBERS APPOINTED BY THE COUNCIL

	Sally Bucknell
	Richard Callaway
A	Paul Clark
	Andrew Harris
	Sajid Hashmi
	Manali Lukha
A	Simon Ramery
	Sherree Schaefer
	Dame Jo Williams

STUDENT REPRESENTATIVES

Tom Snape	Union Development & Democracy Officer, KeeleSU
Ieuan Smith	President, Keele Postgraduate Association

SECRETARY TO COUNCIL

Dr Helen Galbraith	Secretary to Council
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IN ATTENDANCE

Paul Buttery	Deputy Director of Finance and IT
Joanne Barlow	Head of Management Reporting/Accountant (Observer)
Peter Potts	Head of Estates Planning & Compliance (Observer)
Professor Jonathan Wastling	Dean of Natural Sciences (for item 1A only)
Ximena Canter	Strategic Projects Manager (for item 1A only)
Phil Butters	Director of Estates & Development (for item 4B only)
Emily Horsfall	Outgoing Union Development & Democracy Officer, KeeleSU
Rob Meredith	Outgoing President, Keele Postgraduate Association

SECRETARIAT

Fiona Dumbelton	Governance Manager
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Key

A = Absent