The Chair welcomed Mr Bernard Ainsworth to his first meeting in his capacity as a Council member and thanked Mr Mark Fisher for being his mentor during the first year of his term of office.

Ms Alison Jones (observer) was also welcomed to the meeting.

1. **DECLARATIONS OF INTEREST**

1.1 The Vice-Chancellor declared an interest in item 13.

2. **MAJOR ITEM FOR DISCUSSION**

**Update on the 2025 Strategy Map**

2.1 The Vice-Chancellor presented an update on the University Strategy 2025 since its approval by Council on 4 July 2019, particularly:

- good outcomes against the KPIs linked to the Teaching Excellence Framework (TEF). There was though an issue with the ‘above median earnings metric’ for those universities located in labour markets with lower than average wages;
- the key challenge to remove the gap in differential achievement outlined in the University’s Access and Participation Plan, particularly the attainment gap between Black and White students (a national issue) and the development of an engagement index by the University to help to measure progress;
- the challenging targets around the innovative and international strands of the Strategy Map. It was noted that Business and Economics at Huddersfield had been placed in the Times World Subject Rankings Top 300 for the first time, and that the University had formed collaborations with prestigious institutions such as MIT, the Universities of Cambridge and Oxford and Stanford University;
- the recent appointment of a Director of Digital Information to take forward the Digital Strategy;
the financially challenging environment due to flat income, rising staff costs (especially pension provisions), the downward demographic trends and increasing competition; while noting

the University’s strong financial position relative to the sector.

2.2 Members discussed the achievement of the growth/efficiency target to 2025 and explored various options to accelerate growth. It was noted that an update would be provided at the February Strategy Day, together with a RAG-rated analysis of progress against the Strategy Map KPIs.

3. MINUTES

3.1 Resolved: that the minutes and confidential supplement of the meeting held on 4 July 2019 be accepted as a correct record.

4. MATTERS ARISING

4.1 There were no matters arising.

5. CHAIR’S BUSINESS

5.1 The Chair updated members on his recent visits around the University with the resultant aim to help Council/committee members to be better informed through publishing key details about each School and Service on the Council members’ portal.

5.2 Further to discussions at a recent CUC meeting on the use by Council/committee members of their private email addresses in communicating with the University, the Chair highlighted the advantages of using a University of Huddersfield email address for such matters. It was agreed that the University Secretary would write to all members to request their preference.

5.3 The Chair reported on several matters that had been approved under his delegated authority since the previous meeting on 4 July 2019:

- further revisions to the Audit and Estates & Finance Committees’ Terms of Reference (in consultation with the Committee Chairs), to accommodate the proposal to introduce an Estates and Finance Committee (approved by Council in July 2019);
- the addition of a staff Council member on both the Governance & Membership and Honorary Awards Committees, and provision for the Deputy Vice-Chancellor to become an ex-officio member of the Honorary Awards Committee; and
- the acceptance of the Office for Students (OfS) provisional approval of the University’s Access and Participation Plan.

6. VICE-CHANCELLOR’S BUSINESS

6.1 The Vice-Chancellor appraised Council members on the following communications with the OfS:
Payment of the QAA fee - the University was one of 250 institutions to receive a letter from the OfS in relation to what was stated to be non-compliance with deadlines which related to an apparent late payment of the QAA fee. On further investigation, it was established that the fee had been paid within the QAA 14-day timescale. Members noted that Universities UK had lodged a complaint with the OfS in view of the regulator’s approach to this matter.

Submission of the Student HESA Return - while the University had submitted the Return several days ahead of the 30 October deadline, ultimate sign off through the OfS had been delayed due to a number of queries from HESA (received 6 hours before the deadline) to which the University responded within 2 hours of receipt. No changes were made to the Return as a result of the queries but the delay meant that it was impossible for the HESA system to integrate Huddersfield’s responses before the 5pm deadline and consequently formal sign-off took place the following day. The Vice-Chancellor had written to the OfS, denying responsibility for the late-sign off and highlighting that the University’s data had been independently reviewed by its internal auditors. Other HEIs had experienced similar problems.

In view of the increased interaction with the OfS, it was agreed that a standing item should appear on the Council agenda in future. A response from the OfS on the above matters remained outstanding and members would be briefed at the next meeting.

6.2 UCU strike action - Council noted that a number of institutions would be subject to UCU strike action between 25 November - 4 December 2019, on two separate disputes, one on pensions and one on pay and working conditions. Huddersfield would not be affected, which was attributed in part to the open and transparent discussions with staff on HE sector issues and developments.

6.3 Process to appoint a new Chancellor - The Vice-Chancellor briefed members on the process to appoint a new Chancellor, following the announcement on 21 November that HRH The Duke of York had stepped down from his Chancellor role with immediate effect. The Students’ Union would be co-ordinating the nominations process and nominations were being sought from students, alumni, staff, University Council/committee members and the wider Huddersfield Community. The Governance and Membership Committee (which includes student and staff representatives) would review the nominations following the closing date of 4 January 2020, culminating in a recommendation to the 19 March 2020 meeting of the University Council. Members resolved to approve the above selection and appointment process.

6.4 Festival of Carols: Council members were warmly invited to the Festival of Carols which was taking place at 7.30pm on 10 December in St Paul’s Hall.

6.5 The Vice-Chancellor briefed members on a wide range of University news:

- The University recently welcomed its Emeritus Chancellor, Sir Patrick Stewart, to the campus during which he paid a visit to the University’s new £30 million flagship Arts building.
The Vice-Chancellor was delighted to welcome Ms Nguyen Thi Quy Phuong, CEO of the Vietnamese Motorsports Association. Ms Phuong had the opportunity to see the University of Huddersfield Formula Student racing car and met some of the team who came 6th overall, and 3rd amongst UK teams, (their best results so far) in the Formula Student competition run by the Institution of Mechanical Engineers.

The Yorkshire Sikh Forum had honoured the Vice-Chancellor who received an award for his contribution to business and education in the county. On a related note, Heritage Quay was chosen as one of the UK venues for a travelling photo exhibition that commemorates the 550th anniversary of the birth of one of history's greatest religious leaders, the founder of Sikhism, Shri Guru Nanak Dev Ji.

The Students' Union President, Emmanuel Haruna, has been appointed a member of the Student Strategic Advisory Committee to the Quality Assurance Agency for Higher Education (QAA).

Professor Simon Iwnicki, Director of the Institute of Railway Research (IRR), has been elected a Fellow of the Royal Academy of Engineering, making him the third University engineer to receive a Fellowship, together with metrology researcher Professor Dame Xiangqian (Jane) Jiang and the Vice-Chancellor.

The University's Institute of Railway Research has been awarded one of the most coveted honours in HE – a Queen’s Anniversary Prize, for research and development that had brought significant improvements to the railway industry. The Institute had also been successful in securing funding for two EU Horizon 2020 projects totalling €4m.

The November Honorary Award recipients: musician Phillip McCann and supermarket CEO Roger Burnley.

John Thompson, the University's Head of Procurement, has received a lifetime achievement award at the Conference of University Purchasing.

Professor Laurie Stras has won the 2019 Otto Kinkeldey Award of the American Musicological Society for her monograph *Women and Music in Sixteenth-Century Ferrara*, arguably the highest possible accolade there was in the field.

The Vice-Chancellor won the *Examiner Business Person of the Year* award for the second time at this year's *Huddersfield Examiner Business Awards* for his success in achieving a global outlook for the University as well as his tireless work as a champion of the regional economy.

Researchers from the University’s None in Three (Ni3) research centre travelled to Mumbai to stage a five-day international summit in collaboration with the Indian School of Design and Innovation. The Ni3 has received £4.5m to develop a pro-social computer game as an educational tool for marginalised youngsters to address issues of gender-based violence.

Having already aided UK policymakers with his project Community Reporting Thresholds, Professor Paul Thomas would now be working closely with universities in Los Angeles, Chicago and Toronto to help government agencies in Canada and North America look at the barriers faced by people when reporting a loved one suspected of violent extremism.

Dr Melanie Flynn had been invited by the Malaysian branch of the World Wildlife Fund to provide advice to the judiciary of the Malaysian states of Sabah and Sarawak on the introduction of sentencing guidelines for wildlife crime which have now been adopted by the Sabah and Sarawak Chief Judge.
A traditional black and white zebra crossing close to the University’s main entrance had been repainted in the vibrant colours of the LGBTQ+ movement to send out a permanent message of inclusiveness and tolerance.

The Barbara Hepworth Building had won the Building Project of the Year in the Constructing Excellence National Awards, beating 8 shortlisted construction projects including the BBC’s Cardiff Headquarters and Deloitte’s flagship London offices.

The representative from Grant Thornton was welcomed to the meeting.

7. UNIVERSITY SECRETARY’S BUSINESS

7.1 Students’ Union (HSU) Constitution: the Vice-Chair of Council reported that the Council delegated sub-committee (from the 4 July 2019 Council meeting) had approved amendments to the Students’ Union Constitution.

7.2 Students’ Union Charitable Status: members resolved to approve the delegation to the following sub-committee to review the HSU proposal to change its charitable status, and to report back with a recommendation for consideration at the 19 March 2020 Council meeting:

- Vice-Chair of Council (Chair)
- University Secretary
- Pro Vice-Chancellor for Teaching and Learning
- Students’ Union Chief Executive Officer
- Students’ Union President

TO CONSIDER

8. YEAR END ACCOUNTS AND PROCURIES

8.1 The Director of Finance delivered an informative presentation on the University’s financial results for the year ended 31 July 2019, and members congratulated the University on its excellent performance against a challenging HE backdrop. The detailed scrutiny of the year end accounts at the joint meeting of the Audit and Estates & Finance Committees on 15 November 2019 was also highlighted by the respective Chairs. Key elements included:

- **Financial Strength** - the University was second for financial security amongst mainstream UK universities based on 2017/18 data.
- **Surplus for the Year** - the surplus before FRS 102 pension adjustments was 9.5% (against a mid-year budget of 7%), which represented a reduction compared with last year’s surplus, mainly due to flat income compared with the previous year, increasing staff costs and flat non-pay spend.
- **Income for the Year** - the University’s total income was slightly lower (0.2%) than last year at £172,517k; the higher Home/EU tuition fee and the increase in research income had not been sufficient to compensate for the fall in grant income.
- **Expenditure for the Year** - total expenditure had increased by 8% to £171,980k largely due to an increase in staff costs, including pension provision. Other operating expenses stood at 28.4% of total income.
- **Reserves and Balance Sheet Movements** - the University’s reserves had been adversely affected by the increased West Yorkshire Pension
Fund deficit and cash balances and investments had decreased by £14,664k over the year due to excess expenditure on fixed assets over cash, although liquidity remained strong.

- **Borrowings** - the University continued to maintain its debt-free status.
- **Cash generation** - cash generated was 12.4% against a Strategy Map target of 9%.

### 8.2 Financial Statements for University subsidiaries

The accounts for the University of Huddersfield Enterprises Ltd and the Huddersfield Enterprise and Innovation Centre Ltd (HEICL) were noted. Whilst observing that HEICL had returned a surplus for the second consecutive year, Council agreed to continue the University’s financial support until at least November 2020 and **authorised** the Chair of Council to sign a letter addressed to the subsidiary to that effect.

### 8.3 Financial Guarantees

Members reviewed the financial guarantees for the year to 31 July 2019, which remained unchanged from the previous year.

### 8.4 External Audit Findings

Members were briefed on the changes to the External Audit Findings since they had been considered in detail at the Committee meetings on 15 November 2019. Council **approved** the External Audit Findings (a clean report with no control issues or recommendations) as recommended by Audit and Estates & Finance Committee members.

### 8.5 Letter of Representation

The Chair was **authorised** to sign the letter to Grant Thornton on management representations on behalf of the University Council.

### 8.6 Internal Audit Annual Report and Opinion

Members considered the Internal Audit Annual Report and Opinion, which would be included as part of the Annual Accountability Return to the OfS, noting the endorsement of the Audit Committee at its November meeting.

### 8.7 Audit Committee Annual Report

The Chair of Audit Committee presented the Committee’s Annual Report for the 2018/19 academic year, highlighting the positive opinions on risk management control and governance, VFM and quality assurance of data. Council resolved to **approve** the report for submission to the OfS.

### GOVERNANCE MATTERS

### 8.8 Compliance with the CUC Higher Education Code of Governance

Members considered and **approved** the positive outcome of the annual review (recommended by the Governance & Membership Committee) of the University’s compliance with the primary elements of the ‘must’ statements of the CUC Code, noting further improvements in the ‘should’ and ‘could’ statements following the externally-led Governance Effectiveness Review.

Ms Alison Jones left the meeting.

### 8.9 Appointment of University Secretary

It was noted from discussions at the previous Council meeting that the former University Secretary would be leaving the Institution on 6 September 2019 for another post in HE and that a recruitment process would be undertaken over the coming months. The
Chair of Council briefed members on the selection process through the recruitment consultants to find a candidate for the post. As recommended by the interview panel, led by the Chair of Council and a further two members of the Remuneration Committee, Council resolved to **approve** the appointment of Ms Alison Jones as University Secretary from 1 January 2020 to follow the interim post-holder (Dr Tony Mears) whose duties were for the period 7 September to 31 December 2019.

Ms Alison Jones re-joined the meeting.

8.10 **Financial Statements for the year to 31 July 2019**

having considered the positive findings of UNIAC’s review of the factual content of the ‘Report of the University Council’, members endorsed the Report, which incorporated the Operating and Financial Review, the Public Benefit Statement, the Statement of Corporate Governance & Internal Control and the Statement of Responsibilities of the University Council. Members resolved to **approve** the Financial Statements and to **authorise** the Chair and the Vice-Chancellor to sign them on behalf of the University Council.

8.11 The Students’ Union President commented on the expenditure breakdown of the Home/EU full-time undergraduate tuition fee in the accounts and it was agreed that he would meet separately with the Director of Finance to discuss how a similar breakdown of the international tuition fee could be communicated to overseas students.

The representative from Grant Thornton left the meeting and the Director of Estates and Facilities joined the meeting. The following agenda item was taken out of order.

9. **ESTATE MATTERS**

9.1 Members were updated on the delivery of a range of capital projects, including plans to relocate the Faith Centre and a space planning exercise for the end user of the Steinitz Building.

9.2 The Director of Estates and Facilities also briefed Council on progress with potential acquisitions and disposals.*

9.3 Members were briefed on a letter from the Secretary of State for Education in the light of the recent fire at the University of Bolton. HEIs were asked to confirm that they planned to review fire safety compliance in all university buildings that students use, including privately owned/commercial buildings used for residential accommodation, teaching or research. The letter explained that, at this stage, it was not expected that private households would be part of the review. The Head of Health and Safety (in liaison with the Director of Estates and Facilities) was evaluating the arrangements for all University buildings and accommodation providers, together with an audit of Hudlets (a trading name of Huddersfield Students’ Union Letting Ltd) requirements for individual providers, by 31 March 2020. An update would be provided at the next Council meeting.

In response to a related query on the implications of the Grenfell Tower Inquiry for the University, it was reported that the Estates and Facilities Team was able to provide assurance on its academic buildings, having reviewed these directly following the incident. Accommodation providers (where the University was not familiar with the construction) had also been contacted at the time and had responded to confirm that their fire regulations were up-to-date and appropriate procedures were in place.
10. HESES RETURN, APPLICATIONS, ENROLMENTS AND RETENTION

10.1 The Deputy Vice-Chancellor provided an update on student recruitment for the September 2019 entry, which had exceeded last year’s performance but with significant variation across Schools. It was noted that retention data was also looking positive for the academic year to date. Members were briefed on the status of applications and firm acceptances for September 2020 which were behind last year’s figures, due in part to the continued trend of delayed decision-making as evidenced by feeder college activity. Ways to address the shortfall were discussed and amplified by the Dean of the Business School where various actions were being taken in response to these challenges, including enhanced and timely curriculum development. In respect to international performance, Council was pleased to note that firm acceptances for the January 2020 intake were significantly higher than last year.

11. FINANCIAL FORECAST

11.1 Members received a detailed presentation from the Director of Finance on the budget for 2019/20 and the Financial Forecast 2020/24, particularly:

- the new OfS reporting requirement for the financial and student number forecasts to be submitted as a single return by 2 December 2019 and for governing bodies to be assured that comprehensive scenario planning had been undertaken and that robust contingency measures were in place to maintain financial sustainability;
- updates to the 2019/20 projections since the July Council meeting, including applications to 31 August 2019, the September 2019 enrolments and tuition fee invoicing for the academic year to date, plus indicative data on applications for September 2020 entry as outlined above;
- detailed scrutiny by the Estates and Finance Committee of the methodology used to prepare the financial forecasts and the new student number planning model;
- the cautious forecast assumptions on tuition fee and research income in light of increasing staff costs leading to reduced surpluses to 2023/24;
- robust contingency measures, including accelerated portfolio development and targeted savings for the 2019/20 academic year; and
- the opportunity to revisit the assumptions in respect of future years to take into account external factors currently excluded from the Forecast, such as Brexit and the general election outcome.

11.2 The Committee resolved to approve the Financial Forecast 2020/24 to University Council for onward submission to the OfS, as recommended by the Estates and Finance Committee.

12. ANNUAL ACCOUNTABILITY RETURN 2019

12.1 Annual Assurance and Research Returns: Council resolved to approve the Assurance and Research Returns and to authorise the Vice-Chancellor to sign the Returns for submission to the OfS, as recommended by the Audit Committee.

12.2 Prevent Duty: in line with the Audit Committee’s recommendation members considered and approved the Prevent Report and authorised the Chair of Council to sign the Prevent annual accountability statement for onward submission to the OfS, together with the data return.
The Vice-Chancellor left the meeting.

13. **ANNUAL REMUNERATION REPORT**

13.1 Members considered the Annual Remuneration Report from the Senior Post Holder Remuneration Committee which provided assurance to Council that the Committee had effectively discharged its responsibilities and that the remuneration of the Vice-Chancellor was set at an appropriate level. Following discussion, Council members approved the Annual Remuneration Report and considered that it was reflective of his outstanding management of the University as one of the longest serving Vice-Chancellors in the sector.

The Vice-Chancellor re-joined the meeting.

14. **RE-APPOINTMENT OF EXTERNAL AUDITORS**

14.1 Council approved the Audit Committee’s recommendation for Grant Thornton to be re-appointed as the University’s external auditors for the financial year 2019/20.

15. **SENATE MATTERS**

15.1 The draft Academic Governance Report which had been recommended by Senate at its meeting on 5 November was considered and approved following recommendation by the Audit and Governance & Membership Committees. Members noted that in view of the growing importance of academic governance and the expectations of the OfS to place increased responsibilities on the University Council, Uniac had been asked to undertake a review (which would be a regular aspect in future years). Their audit had concluded that the University’s management of academic governance met the OfS expectations in respect of governing body oversight and offered sufficient assurance on the methodologies used to improve student achievement and outcomes.

15.2 Members reviewed a report from the Director of Registry on the Registry-led review of Senate and its sub-committees, validation panels and assessment boards to build on the external 2018 effectiveness review of corporate governance. The report concluded that the University’s academic governance structure, at the highest level, was sound and provided examples of good practice as well as opportunities for improvement, which would be followed through and reported back to Senate.

15.3 The Committee received summaries of the Senate meetings in June and November 2019.

16. **HONORARY AWARDS**

16.1 Resolved: to approve nominations for honorary awards as recommended by the Honorary Awards Committee.* Members were asked to keep the names of those proposed as strictly confidential until formally announced by the University.
TO NOTE

17. STUDENTS’ UNION REPORT

17.1 The HSU President presented the highlights since the last Council meeting, including:

➢ the Strategic Plan results for the 2018/19 academic year;
➢ an update on SU Officer priorities and achievements during term one;
➢ work to diversify and broaden the Welcome Festival events programme to provide the best welcome to as many students as possible, supported by a video entitled “Welcome to HSU Community”. Overall, student numbers attending events had increased.

Council members congratulated the HSU President on his appointment to the Student Strategic Advisory Committee to the Quality Assurance Agency for Higher Education and asked him to present on the impact of the Students’ Union Executive Team at the University Council Strategy Day in February 2020.

18. STUDENTS’ UNION ACCOUNTS FOR THE YEAR TO 31 JULY 2019

18.1 Members received the HSU accounts for the year ended 31 July 2019, noting a fall in surplus compared with the previous year, mainly due to an increase in costs against relatively flat income.

19. HEALTH AND SAFETY REPORT

19.1 Members received an update from the new Head of Health and Safety, particularly:

➢ plans for a review of the Health and Safety Department’s duties and associated arrangements to ensure that procedures were well documented and to align efficiencies through the new Health and Safety 2025 strategy to dovetail with that of the University;
➢ improving completion rates for mandatory online health and safety training;
➢ reduced injury rates involving staff over the last 3 years with comparative student injury trends generally static; and
➢ notification of a RIDDOR reportable incident involving a member of staff since the last Council meeting (no HSE follow-up was anticipated). No such incidents for students had occurred since 2010.

20. ANNUAL WHISTLEBLOWING REPORT

20.1 Members received the Annual Whistleblowing Report which had also been presented to the University’s Senior Leadership Team, Senate and Audit Committee.

21. COMMITTEE MINUTES

21.1 The minutes of the following meetings were noted:

Audit Committee, 26 September and 15 November 2019
Estates & Finance Committee, 27 September and 15 November 2019
Joint Meeting of the Audit and Estates & Finance Committees, 15 November 2019
22. ANY OTHER BUSINESS

22.1 Members thanked both, Dr Tony Mears, the interim University Secretary for providing excellent cover over the autumn term and Mrs Tracey Taylor, Executive Officer - Governance Compliance and Policy, for her exceptional help in covering a wide range of governance matters.

23. AVAILABILITY OF AGENDA, PAPERS AND MINUTES

23.1 Resolved: to exclude the following papers from the open version under Standing order 11.8.

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<td>Internal Audit Annual Report and Opinion</td>
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<td>Agenda item 18</td>
<td>Students’ Union Accounts for the Year to 31 July 2019</td>
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24. DATE, TIME AND PLACE OF NEXT MEETINGS

Thursday 13 February 2020, Strategy Day (exact details to be confirmed)
Thursday 19 March 2020, 13.00 in the Boardroom, Student Central

(* = Further details in the Confidential Supplement to these minutes, excluded under Standing Order 11.8)