

Ulster University

Council

5 October 2018

Minutes of a meeting of the Council of Ulster University held at the Magee Campus on Friday 5 October 2018.

PRESENT

Mr J Hunter (Chair), Professor P Nixon (Vice-Chancellor), Mrs H Bingham, Mr D Clements, Mr A Langan, Ms J Pyper, Dr J Stuart, Mrs E Way

APOLOGIES

Dr K Burnett, Mr P Lobban, Dr P McNaney, Mr K McStravock (Students' Union), Mrs H Quigley

IN ATTENDANCE

Professor A Adair (Deputy Vice-Chancellor), Mrs F Kane, Mrs N Lamond, Mr R Millar, Mr E Mullan

The Chairman informed members that, a number of reasons, four members had stepped down from the Council. The University Secretary had instigated the processes to fill both the staff and external vacancies.

Council wished Mary McKee, Liz McKeown, Bob Salisbury and Maurice Stringer well for the future.

18.25 MINUTES OF MEETING HELD ON 15 JUNE 2018

The minutes of the meeting held on 15 June 2018 were approved.

18.26 MATTERS ARISING

Minute 18.19(2) Additional Meeting of Council in connection with Greater Belfast Development.

Council noted that, as negotiations were still on going, an additional meeting of the Council to endorse any potential agreement was not imminent but would be organised at the appropriate time

Minute 18.19(3) Industrial Tribunal Review into University Superannuation Scheme

Council noted that the report should be ready by November. The review was focussing on the way decisions were made, the decision making process and also look at the lessons learned. The University industrial relations framework would also be reviewed.

Minute 18.19(6) Annual Accountability Meeting 19 June 2018

Council noted that the meeting had been an opportunity to reflect on the University's position on a number of issues with the Department and to get assurance that higher education remained a priority. Council noted that given the current political stalemate, it was uncertain when the Graduate Entry Medical School would be signed off.

Minute 18.21 b) University and QAHE meeting 22 June 2018

Council noted that the partnership was indeed in a more favourable environment and of significant financial benefit to Ulster University Business School.

Minute 18.21 c) Pro-Chancellor Appointments

The Chairman informed members that the appointment of Pro-Chancellors could not be an open recruitment process, as the University Statutes did not currently allow for it. The appointment of Pro-Chancellors would need to be from within the current or future Council membership.

Minute 18.22 Review of Honorary Degree Process

The annual trawl for nominations had commenced with the Executive Deans asked to have an oversight of the nominations from within their faculties. This would ensure that nominations are better aligned with criteria.

18.27 CHAIRMAN'S COMMUNICATIONS

The Chairman drew Council's attention to the following matters:

1. Council members had received a presentation and guided tour of the Clinical-Translational Research and Innovation Centre (C-TRIC) before the meeting. The Chairman thanked Professor Bjourson and his staff and students for accommodating the visit.
2. He thanked everyone involved in the Council Planning Day on 12 September and for the update on the City Deals the day before. The Chairman thanked Ms Lamond and her team for the updates on their respective areas.
3. At the annual meeting of Court, the Chairman suggested that a review be undertaken of the role and activities of Court. Its activities pre-dated the governance arrangements now in place. The stakeholders who nominate members to the Court would be consulted to ascertain the benefits of annual meeting and indeed Court itself.

Mr Mullan commented that the Court function of approving senior lay officers would be more appropriate within the Council remit. Mr Clements informed Council that some of the Court members were very passionate about its role and voiced a word caution on disbanding Court entirely.

The issue would be brought back to Council when the results of the nominating bodies survey were available.

- 4 The Chairman informed members that he was a member of the fledgling Public Policy Forum for NI which aimed at providing social and economic advice. Professor Cathy Gormley-Heenan was also a member of the group. Four of the main political parties had also put forward nominations to the Forum. Funding of £250,000 had been secured for the first year.
- 5 Members were encouraged to submit nominations for Honorary Degrees for individuals with a national or international reputation in their chosen field.
- 6 Members were reminded to submit travel claim forms within the ninety day deadline.

18.28 TERMS OF REFERENCE AND MEMBERSHIP (C/18/19)

The Chairman presented the Terms of Reference and informed members that Council is asked, at its first meeting every year, to consider and if appropriate re-adopt them. Members noted that each Council committee would be asked to approve their own terms of reference.

The Chairman asked that an additional term of reference be added to reflect the Council's added responsibility under the academic assurance statements.

Council agreed to re-adopt its Terms of Reference with the addition of an academic assurance term of reference.

18.29 PROGRAMME OF WORK (C/18/20)

The Chairman presented the Programme of Work and reminded members it was only a preliminary schedule of papers and committee minutes Council would receive during the current year. The programme was fluid and would take account of any major strategic policy issues which may arise during the year.

Mr Mullan commented that the plan, going forward would be for Council to receive strategic issues and enhance the programme of work to make it more robust.

Council would receive regular updates on Key Performance Indicators and Balanced Scorecards during the year as well as sign off on the Risk Register.

The Council noted the Programme of Work.

18.30 VICE-CHANCELLOR'S REPORT (C/18/21)

The Vice-Chancellor presented his report to Council, drawing members' attention to the following:

Greater Belfast Development – proposed options

The Vice-Chancellor informed Council that discussions were ongoing with Somague to try and reach a commercial settlement.

Mr Clements updated members on the discussions which had taken place during the Chairs of Council Committee meeting on 4 October. There had been three suggested alternatives to progress the development.

- 1 Hold Somague to the existing contract as the remaining JV partner;
- 2 Terminate the WP4 contract and the University procures completion of the remaining works through other means. This would entail a complete renegotiation of the risk share with any newly appointed contractor. It is likely to be less attractive than the current arrangements with Somague
- 3 Negotiate an agreement with Somague for the delivery of the works on adjusted terms around the ultimate costs for completion of the works. It would include a settlement of all claims associated with the Basement Defects which would inflate the overall contract cost

Council noted that the Chairs of Council Committees had agreed that option 3, to negotiate with Somague within borrowing boundaries was the best way forward. With any proposed agreement presented to Council for approval.

Council noted that specialist procurement Counsel would be engaged to ensure the risk of challenge was minimised..

Council agreed that the Chief Operating Officer and her team should negotiate with Somague over the next few weeks, remaining within existing financial limits, to achieve a proposed settlement. Council would then receive the proposed settlement for approval, at either a special Council meeting or its November meeting.

Sustainable Strategy 2030 and Midterm Review for Five and Fifty Terms of Reference

The Council noted that the strategic review would not include the core 5&50 priorities which are at the heart of the University's missions. However, during the current period of economic and financial strain everything else will be within the scope of the review.

The Steering Group would be chaired by an independent advisor who would be removed from the Northern Ireland context. The strategy would be presented to Council at its June 2019 meeting.

The Council agreed that the process should proceed but all Council members should be granted additional time to submit comments on the process. Comments should be received by Friday 12 October.

Graduate Entry Medical School

The revised Outline Business Case had been submitted to the Department of Health. Meetings are continuing with the Chief Executives of Health and Social Care Trusts to maintain support for the proposal. QUB have indicated that they were willing to work with Ulster to achieve postgraduate clinical training.

People and Culture Strategy

Work had commenced on the development of the new strategy and staff had been invited to meetings across the campuses. The strategy would take into account areas such as the academic review process and how best to support personal and professional development.

Global Engagement Strategy

Consultations had been held with a number of stakeholders. The consultation is live on the staff portal for feedback and views to be received. The strategy will be presented to SLT on 15 October 2018.

National Student Survey

The University had achieved an overall satisfaction score of 87%, an improvement of 4% on 2017 score. The overall score for the sector had been 83%. The QS world university rankings where the information had been collated over a three year period, 2015-17, had been a period of considerable change for the University.

Council welcomed the improvement under the National Student Survey.

Future Screen NI

The collaboration between Ulster, QUB and local industry had secured £13m investment in the creative industries.

Staff Sickness

Staff sickness levels were noted with almost 8,000 days last year lost due to anxiety, stress and depression. The new People and Culture strategy would address some of these issues. The new staff structures within People and Culture would also provide additional support for staff wellbeing.

Strategic Risks

Risk currently being managed include, the City Deals, pressure with Greater Belfast Development, Medical School progress and securing funding in a difficult political environment. Sustainable funding is also high on the agenda and the increasing need to grow the non MaSN student numbers. The Council noted that the University had not met non MaSN targets set in any of the previous academic plans.

Council thanked the Vice-Chancellor for his report.

18.31 COMMITTEES OF THE COUNCIL

a) Audit Committee (10 September 2018) (C/18/22)

Mr Langan presented the minutes and highlighted the following:

The Committee had received a Progress report against the Internal Audit Plan for 2017-18 (minute 18.20) which included the following five audit report:

- Data Integrity relating to HESA/HESES had received a Satisfactory Internal Audit Opinion with no issues
- Stocktake on University's approach to meeting VfM reporting arrangements had received a Satisfactory Internal Audit Opinion with no issues.
- Student Accommodation : Compliance with UUK code of practice had received a Satisfactory Internal Audit Opinion with 2 priority three issues

The first issue related to the ability to view documented security assessments which were not readily accessible and may have been archived. It had therefore not been possible to confirm that risk assessments were up to date for all relevant sites.

The second issue had been the lack of service level agreement or set response times for services such as maintenance. For outsourced services it is important to have minimum acceptable levels and to have procedures to ensure that the agreed level are being met or if they need to be reviewed.

- Student Experience: Measurement and improvement had received a Satisfactory Internal Audit Opinion with no issues.
- Overview of Development and Implementation of a Marketing Branding and Communication Strategy had been a non-assurance report with no internal audit opinion assigned

The Committee also noted that there had been significant progress with the Internationalisation Strategy. The strategy had taken longer than expected owing to the need to restructure the Global Engagement portfolio. Professor Montgomery would be invited to 4 February meeting to update the Committee on risks associated with the global engagement portfolio. The Committee noted that the internal audit plan for 2018-19 would be presented to the October Audit Committee. The balance of the plan would not change significantly, with the focus on existing and emerging issues and would also align with the risk register.

The Committee had received the Initial areas to be reviewed under the 2018-19 Internal Audit Plan (minute 18.21). The meeting noted that KPMG were holding a workshop for SLT to further develop the internal audit strategy which would be presented to Audit Committee in October.

The Committee had received and endorsed the Revised Risk Management Policy (minute 18.22). Members noted that the senior leadership team were responsible for the effective management of risk within their respective areas of responsibility. The risk appetite based framework was designed to allow the identification and escalation of risks which have exceeded acceptable tolerance levels. The Committee also undertakes an annual review of the effectiveness of the risk management process and provides a report to Council.

The Committee received the Annual Fraud Report (minute 18.24) and noted that there had been two instances of suspected fraud during the 2017-18 year. The first involved the theft of equipment from the Direct Works Unit. Two areas, access controls to workshop areas and storerooms and documentation of policies and procedures over stock management, have been reviewed to prevent such issues in the future. The second instance of fraud had been the theft of non-University cash from a number of sites in the Riverside Theatre. A review of cash handling procedures had been commissioned. A review of the Theatre's Risk Register had also been undertaken.

The Committee had received an update on the risks associated with the Greater Belfast development (minute 18.27). A total of 15 tier one risks had been identified and the five highlighted in the paper, owing to their significance, had been escalated and reported to the Committee. Three of these relate to funding uncertainty, legal proceedings and the potential need to secure alternative delivery. One risk related to agreement with Somague and the fifth was in relation to reputation. The top risk remains funding and discussions were continuing to secure sufficient government funding to support completion and final fit out of the expanded campus. The risk profile would improve over the next few months as matters became resolved and greater clarity emerged over funding. The Committee noted that the lack of suitable public transport would be a severe reputational risk. All 15 tier one risks identified with the project, would in future be attached to the Greater Belfast Development risk paper.

The Committee had received a short report into the appointment of internal and external auditors (minute 18.28). The contracts were for a total of five years with an option to extend for up to a further 24 months. The evaluation panel had received presentations and based on qualitative, commercial and presentation scoring, Ernst & Young were selected for External Audit provision and KPMG for Internal Audit provision.

Council endorsed the minute of the Audit Committee meeting held on 10 September 2018.

b) Governance, Nominations and Remuneration Committee 4 October 2018

The Chairman presented a verbal update of the meeting.

The Committee noted that Mr David Bingham had agreed to become an independent member of the Committee. David would enhance the governance and nomination section of the Committee. He had considerable experience in the area of senior staff remuneration.

The Committee discussed the appointment of independent members of the Council and succession planning. The Chairman informed members that one current member had expressed an interest in the role of second Pro-Chancellor, and that the individual would be considered by GNRC.

Mr Mullan informed the Council that the advertisement to appoint two external members of Council would appear in the Belfast Telegraph on Tuesday. The vacancies would also be circulated to IOD, CBI and the Law Society.

The Committee had also received a paper on the effectiveness of the Council and its committees. The paper would be presented to Council at its meeting on 9 November 2018.

The Committee had also received an update on the USS pension scheme and the efforts of address the deficit. The joint expert panel hoped to address the disputed points for the benefit of employers and employees. Further industrial action could not be ruled out.

The unconfirmed minutes of the 4 October 2018 meeting would be presented to the Council meeting on 09 November 2018.

The Council noted the verbal update.

18.32 DATES OF COUNCIL MEETINGS (C/17/23)

Council noted the dates and venues of Council meetings for the academic year 2018-19.