

Ulster University

Council

19 October 2020

Minutes of a meeting of the Council of Ulster University held on Monday, 19 October 2020 by Zoom

#### PRESENT

Mrs J Pyper (Chair), Professor P Bartholomew (Vice-Chancellor), Professor A Gallagher, Mr E Friel, Mr D Clements, Ms G Horgan, Mrs M Lindsay, Mr P Lobban, Miss C Cassidy (Students' Union) Dr P McNaney, Mrs H Quigley, Mr P Sheridan, Mr R Sloan, Dr J Stuart, Dr E Way.

#### IN ATTENDANCE

Professor C Gormley-Heenan (Deputy Vice-Chancellor), Ms F Kane, Ms N Lamond, Mr E Mullan, Mrs M Loughrey.

The Chair welcomed members and advised that agenda items 8 and 9 would be discussed at the start of the meeting to facilitate discussions whilst all members were in attendance.

#### APOLOGIES

No apologies were noted. Dr J Stuart left the meeting at 2pm to attend another commitment and re-joined the meeting later in the proceedings.

#### 20.33 APPROVAL OF AGENDA, CONFIDENTIALITY AND CONFLICT OF INTERESTS

The Chair reminded members of the confidential nature of discussions at Council meetings and stressed that information was not to be shared outside of meetings. She asked members to declare any conflicts of interests in relation to the topics under discussion and no declarations were received.

#### 20.34 FINANCIAL & CAPABILITY REVIEW

The Chair invited the Vice-Chancellor to discuss the Financial & Capability review, and the response letter dated 30 September 2020 circulated to members prior to the meeting. The Vice-Chancellor began by reminding members of the five days in which he had to respond to the A&M report, working with the Department to confirm that it was the University's commitment to the recommendations that would satisfy the conditions precedent.

He explained that the response letter addressed sets of recommendations for both the financial and capability reviews and formed a draft strategic action plan which was accepted and signed off by DfE having met the recommendations of both reviews. He provided an overview of the responses which included the financial system; the commitment to establishing a new Transformation Office; governance arrangements and the usefulness of a specific GBD sub-committee with co-opted members from the

construction sector to assist the University; and the final recommendation of an action plan. The Vice-Chancellor advised he had given a commitment that the University will reflect on all the recommendations.

The Vice-Chancellor informed members of a meeting with SIB and DfE on 06 October 2020 to discuss and operationalise financial reporting requirements. Another meeting is to be scheduled.

In conclusion the Vice-Chancellor added that the report recommendations were not onerous in this context and reminded members that the overall management report is not the University's to share and is awaiting a response to his request to share it with members.

The Chair reminded members that the A&M report had been discussed at the Strategic Update meeting on 30 September 2020 and acknowledged members' concerns at not having oversight of the report. She advised that members should find reassurance within the Vice-Chancellor's response letter.

Some members still expressed unease in respect of Council's governance responsibilities. The Chair advised members that Council was not being asked to make any decision or endorsement at this stage and reiterated the Vice-Chancellor's comments that the report needs to be shared with Council and that she intends to write formally to the Department to reflect the views of Council and to seek release of the report in part or in full.

The Vice-Chancellor reflected on the significant achievement in undertaking a financial sustainability review and capability review; completing them within timeframes and the COVID-19 context; and the resulting set of recommendations which reflect the current vision of the University.

## 20.35 GREATER BELFAST DEVELOPMENT – APPROVAL OF LOAN FACILITY AGREEMENT

The Chair invited Ms Lamond to outline the agreement. Ms Lamond reminded members that at the meeting on 24 June 2020 Council agreed to support the facility agreement, subject to caveats. She continued that the strategic action plan has now been accepted in relation to conditions precedent, and how the University meets the review recommendations. This had been confirmed at a meeting with SIB.

She informed members that two escrow bank accounts were required to facilitate drawdown of the funds and the holding of the cash reserve account, and the recent acquisition of Northland house has been added to the overall security. She drew attention to Appendix C and the requirement for a special minute of this meeting to capture that Council has been fully briefed in all relevant information and that members are fully aware of the conditions of this loan. This was usual practice.

The Chair invited comment from members and noted that they had been asked to:

- (i) Reaffirm its approval (subject to (ii) and (iii) below) given on 24 June 2020 regarding the execution of the loan facilities agreement

- (ii) Approve the setting up of 2 new escrow accounts to facilitate the loan drawdown and give SIB control over the cash reserve account (which is required in order to operate the facility B drawdown bank accounts and the cash reserve bank account in the manner prescribed by the loan agreement and account charge)
- (iii) Consider and approve the amendment of wording in clause 16.26 (clause 16.33 in the previous version of the document shared with Council on 24 June 2020)
- (iv) Approve entry by the University into the legal charge, escrow agreements and account charge, as described in Appendix B
- (v) Consider and approve the meeting minute, and supporting corporate certificate, in the form set out at Appendix C
- (vi) Note that SIB has indicated that it is satisfied that all conditions precedent had been met to its satisfaction

Members asked to be reminded of the reassurance provided by the legal advice received by Council. Ms Lamond stated that the advice received confirmed the loan as a good offer for the University with advantageous commercial terms. She added that the financial and capability reviews demonstrated the University's ability to meet its repayment obligations. Council, she said, through its advisers and SLT had enacted rigorous due diligence on this being the best option to finance the completion of GBD without impacting the future success of the University. Mr Mullan advised members that many institutions have similar capital infrastructure loans and following the provision of the documentation and legal advice, Council had the appropriate power to proceed in accordance with the University's governing documents.

Several members commented that there was nothing unusual within the agreement in the context of such loans, but sought clarification regarding the debt reserve account which Ms Lamond and the Vice-Chancellor provided- it is to be used with the agreement of SIB.

In conclusion members indicated that they were content to reaffirm their approval of the execution of the loan facilities agreement and agreed that the legal advice note received from Arthur Cox should be circulated to accompany the appendix C minute.

The Chair advised members she will sign the Appendix C minute in her capacity as Chair of Council, having sought and being given legal assurance to its content. The Chair, on behalf of members, commended the extensive work by Ms Lamond and all of the teams involved. She thanked members for their time in consideration of this matter.

## 20.36 MINUTES OF THE MEETING HELD ON 24 JUNE 2020 & NOTES FROM THE STRATEGIC MEETING HELD ON 30 SEPTEMBER 2020

### 24 JUNE 2020 MEETING MINUTES

A member queried the amount of detail around the NIGEMS discussion in page 6 of the minutes from 24 June 2020 and undertook to submit a revised version to the University Secretary. Mr Mullan advised that the suggested revision would require Council's approval.

### 30 SEPTEMBER 2020 MEETING MINUTES

Further to her comments in relation to the John Hume/Tipp O' Neill Chair at the meeting on 30 September 2020, Mrs Lindsay drew members' attention to the recent Republic of Ireland budget announcement to support cross-border studies. She advised members of the reference in an additional note of the willingness to contribute to North-West and border communities including third level opportunities across the region and Magee campus. Members commented this funding might provide an excellent opportunity to increase cross-border enrolment on the NIGEMS programme.

The Vice-Chancellor advised members that a meeting with Minister Harris is being arranged to discuss these points and the importance of growth at Magee. The Vice-Chancellor informed members that he had recently met with the Principals of Letterkenny and Sligo Institutes of Technology and received assurances from both that established partnerships will continue.

The minutes from this meeting were approved subject to the review of the revised NIGEMS minute.

### 20.37 MATTERS ARISING FROM THE MINUTES OF THE LAST MEETING

The Chair advised that matters arising had been covered in the previous GBD discussion.

### 20.38 CHAIR'S COMMUNICATION

The Chair informed members that she had attended the University's BRAVE leadership programme launch, and commented that it is an excellent framework, elevating leadership competences. She has invited the Director of People and Culture to present the framework to a meeting of Council and advised that recordings from the launch should be shared with members. She suggested members reflect on the BRAVE criteria and their relevance to members' governance roles.

The Chair also mentioned the following matters:

a) Council Mileage Claims

Members were reminded to submit mileage claims in a timely way.

b) Honorary Degrees

Nominations for these have been put on hold as a result of COVID-19 and will be revisited when it is safe to do so.

The Chair noted the importance of Council oversight of pensions and invited Mr Clements to provide a brief update from the national perspective. Mr Clements advised members that many HEI's are forming bespoke sub-committees of Council to review, monitor and inform in relation to pension issues and risk. The Chair concluded that Council should receive a full report at a forthcoming meeting.

## 20.39 TERMS OF REFERENCE AND MEMBERSHIP

The Chair suggested deferring the review of terms of reference and membership until the full membership of Council is established. Members agreed to review at a subsequent meeting.

## 20.40 PROGRAMME OF WORK

The Chair advised members that the programme of work will be revised to include the two additional items discussed at this meeting – a presentation on the BRAVE framework and a specific discussion on the pension issue. Mr Mullan commented that the programme of work is flexible and reminded members they were welcome to raise items for inclusion on the agenda with his Office.

Dr Way advised the Chair of a number of substantial presentations to the Audit Committee recently (notably (1) cybersecurity and (2) impact of COVID-19 on HEIs) which were in her view, appropriate for Council. The Chair welcomed this recommendation and suggested their inclusion in the upcoming Strategic Planning Day.

Members queried the calendar of meetings for Council, noting the gap from November to February, and it was agreed that the Chair, the Vice-Chancellor and the University Secretary would review.

Members commented that Committee minutes were not the most recent meeting minutes. Mr Mullan advised that meeting schedule dates had changed, and minutes required Chair approval. The Chair suggested minute turnaround times be reviewed.

## 20.41 VICE-CHANCELLOR'S REPORT

The Chair invited the Vice-Chancellor to present the key items within his report. She drew members' attention to the Queen's Birthday Honours List and on behalf of Council congratulated Professor Gormley-Heenan on her OBE for services to Higher Education and Professor Seawright on his OBE for services to Higher Education and the Arts, which reflected their years of service and dedication to the University.

The Vice-Chancellor discussed the following key points within his report:

-The University has on two occasions (31 July 2020 and 12 October 2020) issued HR1 notices in relation to 'statutory collective redundancy consultation'. Members acknowledged the posts at risk of redundancy were reduced significantly from 68 to 13 in the 31 July 2020 exercise, and queried the breakdown by department of staff who were made redundant. The Vice-Chancellor advised that this information could be circulated to Council, and gave reassurance that the University will work to mitigate redundancies where possible.

-The meeting with Trades Unions the previous week had addressed a wide range of issues.

In addition to the Queen's Birthday Honours List the Vice-Chancellor drew members' attention to the National Student Housing Awards received by two members of staff with 15 members of staff nominated. The University's students had nominated these staff members in recognition of the outstanding support they had received.

The Vice-Chancellor proceeded to present his thinking on the future senior staff structures and supporting material around his initial thoughts on strategy. He agreed that his slides should be circulated to Council following the meeting.

In relation to restructuring the Deputy Vice-Chancellor and the Chief Operating Officer are leaving the University and this will be reflected in revised structures.

Members acknowledged that as the Chief Administrative and Chief Academic Officer, the Vice-Chancellor had discretion to establish a structure that worked for him and should have the freedom to shape a team which will deliver on strategy. They expressed concern however that he may still retain a high number of direct reports. The Vice-Chancellor responded that the initial number of direct reports would reduce and that these reports are autonomous senior leaders who will support and allow him to become more externally focussed.

Members thanked the Vice-Chancellor for his helpful overview, noting that structures were linked to strategy with every role contributing to delivery. They also commended the external facing focus and requested a copy of his presentation for their perusal.

The Chair summarised that the Vice-Chancellor's overview was very helpful in understanding his thinking and conclusions around strategic priorities and ensuring a structure that is fit for purpose. She concluded by saying that the Vice-Chancellor would develop this work further so as to enable discussion at the upcoming Strategic Planning Day.

#### 20.42 RESEARCH ETHICS ANNUAL REPORT

The Chair invited Professor Gormley-Heenan to present this paper and noted it was carried forward from the 24 June 2020 meeting of Council.

Professor Gormley-Heenan advised that the annual report is comprised of two parts. The first part relates to activities undertaken by Research Governance in support of research integrity and good research conduct. The second part is the annual report of the Research Ethics Committee. She reported that one allegation of misconduct had been investigated with a finding reported of no case to answer. The report provides assurance to Council that allegations of misconduct are followed up. The Deputy-Vice Chancellor concluded that the uptake rate on the research integrity course was encouraging at 92%, with a target of 100% uptake rate by March 2021.

#### 20.43 COMMITTEES OF THE COUNCIL

a) Audit Committee 14.09.20

Ms Lamond requested that minute 20.29's last paragraph under reserved matters

be amended. The Chair advised that Ms Lamond forward her suggested amendment to the Chair of the Audit Committee and the University Secretary for review and response.

Dr Way updated members that financial statements for 2018/19 and 2019/20 will be signed off and presented to Council at the next meeting. She also drew members' attention to the Annual Report on Academic Assurance and the Year-End Report against Internal Audit Plan 2019/20.

Members approved the minutes subject to the proposed revision of minute 20.29.

b) Resources Committee 20.07.20

Mr Clements updated members in respect to the meeting on 12 October. He highlighted the following points:

- TOR and programme of work has been deferred until the next meeting
- The People and Culture readiness report with respect to COVID-19 was encouraging
- Financial outturn to 31 July 2020 was better than expected
- A governance piece in financial reporting was required
- Tuition fees in respect to part-time degrees
- A procurement paper provided reassurance that frameworks reflect current practice

Members approved the minutes.

#### 20.44 ANY OTHER BUSINESS

In drawing the meeting to a close the Chair thanked members for their commitment and noted the important decisions made at the meeting. She thanked all those who had prepared papers and conveyed her appreciation of the work involved.

The Chair acknowledged on behalf of herself and Council the work by the Vice-Chancellor, the Deputy Vice-Chancellor, the senior team and all the University's staff despite significant pressures, not least those related to the pandemic and associated restrictions. She highlighted that the University and its staff is doing a fantastic job during challenging times and conveyed how proud she is of all that is being achieved and delivered. This was echoed by Council colleagues.

## Actions Arising

Minute Ref	Action	Responsibility
20.34 Financial and Capability review	The Chair to formally write to the Department in respect to the report and reflecting the views of Council.	The Chair of Council
20.35 Greater Belfast Development – Approval of Loan Facility Agreement	The Chair advised members she will sign the Appendix C minute in her capacity as Chair of Council.	The Chair of Council
	Members were content to reaffirm their approval of the execution of the loan facilities agreement and agreed the legal advice note received from Arthur Cox should be circulated to accompany the appendix C minute.	The University Secretary
20.40 Programme of Work	The Chair advised members that the programme of work will be revised to include the two additional items discussed at this meeting – a presentation on the BRAVE framework and a specific discussion on the pension issue.	The University Secretary
	Dr Way advised the Chair of a number of substantial presentations to the Audit committee recently (notably (1) cybersecurity and (2) impact of COVID-19 on HEIs) which were in her view, appropriate for Council. The Chair welcomed this recommendation and suggested their inclusion in the upcoming Strategic Planning Day.	The University Secretary/ The Vice Chancellor's Office
	Members queried the calendar of meetings for Council, noting the gap from November to February, and it was agreed that the Chair, the Vice-Chancellor and the University Secretary will review.	The Chair, the Vice-Chancellor and the University Secretary
	Members commented that Committee minutes were not the most recent meeting minutes. Mr Mullan advised that meeting schedule dates had changed, and minutes required Chair approval. The Chair suggested minute turnaround times be reviewed.	The University Secretary

Minute Ref	Action	Responsibility
20.41 Vice-Chancellor's Report	Members queried the breakdown by department of staff who were made redundant. The Vice-Chancellor advised that this information could be circulated to Council.	The University Secretary/The Vice Chancellor's Office
	It was agreed that the Vice-Chancellor's presentation be circulated to members.	The University Secretary
20.43 Committees of Council a) Audit Committee 14.09.20	Ms Lamond requested that minute 20.29's last paragraph under reserved matters be amended. The Chair advised that Ms Lamond forward her suggested amendment to the Chair of the Audit Committee and the University Secretary for review and response.	The Chief Operating Officer, The Chair of the Audit Committee, and the University Secretary