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UNIVERSITY OF KENT

MEETING OF COUNCIL

Minutes of the Meeting held on 22 March 2024

Hybrid Meeting at Rochester Boardroom, Medway Campus and via MS Teams

Present: The Chair of Council, Mark Preston; The Deputy Chair of Council and Chair of Finance & Resources Committee, Andrew Newell; The Vice-Chancellor and President, Professor Karen Cox; Lay members Dame Ursula Brennan; Michael Crick; Paul Pugh; Dr Mark Downs; Graham Razey; Dan Cook; Mayuri Lakhani; Gabriel MacGregor; Thomas Hyner; Kim Lowe; Zaid Mahmood, President Kent Union; Ben Bradley, Vice President Postgraduate Experience; Josh Brooker, Student Representative; Professor Richard Reece, Deputy Vice Chancellor Education and Student Experience (ESE); Professor Georgina Randsley de Moura, Deputy Vice Chancellor Strategy and Performance (S&P); Dr Balihar Sanghera, Academic Staff Representative; Alex Perkins, Non-Academic Staff Representative.

In attendance: Chief Financial Officer (Jane Higham); Director of Governance and Assurance (Secretary to the Council) (Dr Sinéad Critchley); Head of Secretariat (Lanre Folarin); Governance Officer (Clare Cockerell).

Apologies for absence: Lay members: Dr Sam Parrett; Sarah Dance; Chris Barron, Non-Academic Staff Representative.

5763 CHAIR'S INTRODUCTION

- a. The Chair welcomed members, noted apologies, and outlined the meeting structure as well as papers to be presented for approval. It was mentioned that with the conclusion of the refinancing negotiations, the external audit and publication of the accounts, Council would now focus on strengthening governance. Thus, the Chair stated that group and one on one sessions would be organized with Council members in due course.
- b. The Chair notified Council of the resignation of Lay Member Xian Chan due to increased responsibilities at work. Council noted this and expressed appreciation of Xian's valuable contributions to the University.
- c. Alex Perkin's interest in item 19 (C2023/135 Decision of the Honorary Degrees Committee) was noted.
- d. Revocation of temporary suspension of Council Standing Order 3 (xiv)**

The Secretary presented **C2023/120** explaining that having concluded the refinancing negotiations and signing of the accounts, the suspension of the referenced standing order since 13 November 2023 is no longer required.

Therefore, Council was requested to and did **approve** the revocation of the temporary suspension of Council Standing Order 3 (xiv).

e. Standing down of Council Sub Group

The Secretary presented **C2023/121** explaining that having concluded the refinancing negotiations and ancillary activities, as well as signing and publication of the accounts, there would be less need or less frequent need for Council Sub-Group to act in Council's stead in between meetings.

Consequently, Council was requested to and did **approve** the withdrawal of the delegated authority granted to Council Sub-group on 18 May 2023. Matters requiring approval between meetings would be kept to a minimum and only where express delegation of authority had been granted by Council, on a case by case basis, to the Chair of Council, Chair of Audit Committee, and Chair of Finance and Resources Committee.

5764 MINUTES

Paper C2023-122, the minutes of the meeting held on 15 March 2024 were approved.

5765 MATTERS ARISING

- The Action Log, Paper **C2023-123** was **noted** and items 5730C, 5757C, 5757D, 5757E and 5606 were closed as recommended.
- Item 5745 was noted as an agenda item (item 10, paper C2023/128).
- A suggestion was made regarding the improvement of the Action Log reporting style. Deadline dates will be recorded against each item whose status is currently noted as "ongoing".

5766 VICE CHANCELLOR AND PRESIDENT'S COMMUNICATIONS

The Vice Chancellor welcomed and thanked everyone for their continued support and hard work, particularly colleagues putting in extra hours. She further reported that:

- a. Internal:** The University continues to adapt to sector and market changes and work is ongoing on Kent Size and Shape. Challenges around course closures were also highlighted but noted that a lot of consultation was also being undertaken which has led to certain courses being reconsidered. Small Group in-person meetings are also being held to better understand issues and

explain the plan and effort will be made to build staff morale, as recommended by the People Committee.

- b. **External:** There has been increasing attention to the sector due to losses recorded in international student recruitment. Also, that an independent review of the efficiency and governance of the Office for Students (OfS) is now underway.
- c. Local Stakeholders are being kept updated and the outcome of recent consultation was shared with them.
- d. The VC, Chancellor and Chair of Council attended a House of Lords event which was a good networking opportunity.
- e. The University has received some funding in relation to its Right to Food initiative.
- f. A Wellbeing Student Advisory Board has been commissioned.

5767 STRATEGIC PLAN AND CURRENT PERFORMANCE

The Vice Chancellor and Deputy Vice Chancellor (S&P) presented the following papers.

a. **KPI League Table C2023-124A**

Council was presented available data regarding the University's performance against agreed KPIs to date, as well as League table positions. The data indicates that the University has missed its most recent targets on its core KPIs and justifies the revision of KPIs and or targets via Kent 2030.

Council was also informed that to improve KPI tracking and reporting, the Business Intelligence Team have introduced new initiatives, including launching KentQlik, a new online service to aid the accessibility and delivery of self-service online intelligence reports.

Kent aims for top 30 UK table ranking and top 300 international ranking by 2025.

b. **Kent 2030 Update C2023-124B**

Council noted Paper C2023-124B which outlined the implementation programme for the execution and monitoring of the Kent 2030 vision with highlights of key timelines on the various workstreams - Size and Shape; Academic Workforce; Education Modernisation; Continuous Improvement; Commercial Partnerships; People; Target Operating Model ("TOM"); and Funding.

Council was informed that Kent 2030 is moving at pace to meet agreed deadlines, as per the following updates:

- Significant progress is being maintained on establishing our future academic Size & Shape, with the conclusion of formal consultation and a clear, strategy led focus on the growth of priority areas (Business School, Computing, Law, Psychology and Bioscience).

- Work at pace is re-balancing our Academic Strategy signalled by the modernisation of our educational delivery through the shift to implementing a revised academic year, conclusion of the re-writing of future courses and programmes and the start of wider staff engagement on a revised academic workload framework designed to drive academic productivity.
- Early phases of our Continuous improvement activity are gaining momentum with the first three focus areas identified as timetabling, procurement and research ethics and starting to be scoped. Recent engagement with EG and subject matter experts is the start of building our in-house capability, to improve processes across the University and realise material cost savings.
- **[minute confidential to Council]**
- Funding Options has delivered outcomes for Tyler Court, with Medway and Giles Lane progressing to plan.
- The approach to implementing a Target Operating Model is progressing, with a targeted plan due at the end of March.
- The internal audit outcomes on the Kent 2030 start-up phase have been shared in draft, identifying a need to further develop the capability around our programme management approach to provide confidence and assurance in our delivery. A plan has been identified and agreed.

Through discussion, Council noted that:

- Staff wellbeing needs to be further highlighted in the programme and reporting, to reflect the University's people strategy.
- There is need for a business assurance framework since the refinancing agreements are now in place.
- The KPIs should be reviewed for easier understanding of measuring benchmarks and time efficiency.
- Kent 2030 should be underpinned by known enablers
- Additional areas of work should be fully reflected in the reporting template.
- The importance of staff's view on Kent 2030.
- Careful consideration of benefits realisation and key risks as a result of staff taking on additional work.
- Review of decision-making processes for capital projects to allow for more time to reflect on and choose the best option for the University.

5768 REPORT OF THE CHIEF FINANCIAL OFFICER

The Chief Financial Officer (CFO) and Director of Finance provided updates on the annual accounts and audit findings as highlighted below.

a. CFO's Report on Q2 Forecast and Half-Yearly Accounts

Council **received** paper **C2023-125** and **noted**

[minute confidential to Council]

- iv. Pay, Pensions and Industrial Relations Matters: Council was informed that the SAUL actuarial valuation with improved benefits and reduced contributions is expected later this year. Also, that the 2024/25 pay award negotiations have now commenced.

Through discussions, Council considered the following issues:

- The drop in international student forecast and the improvement in recruitment of undergraduate home students was equally noted. Also, whether the University was allotting sufficient funding to drive student recruitment. It was noted that a new role had been created to drive international student recruitment.
- That Kent International College had welcomed its first intake of students in January 2024 and they will resume their full course in September 2024.
- The distribution of vacancy freeze and its impact on productivity. Likewise, the need to ensure fairness. IS has clarified that while the efficiency and effectiveness restructure was responsible for some vacancies, others were due to recruitment difficulties.
- The need for more work on the pay and non-pay issues, via process re-engineering.
- The importance of realizing that not all plans will work but the University will need to stay innovative and flexible amidst rising competition.
- That a typographical error on the accounts had been corrected, post-publication, with the approval of the external auditors and the regulators.

Mayuri Lakhani exited the meeting at 15:24hrs.

5769 RECOMMENDATION FROM FINANCE & RESOURCES COMMITTEE

a. Medway Docking Station Lease and Funding Agreement

Council noted Paper **C2023-126** and the report and recommendations of the Finance and Resources Committee as presented by the Chair of the Committee. Essentially that:

- i. It was being proposed that the University should enter into a sub-lease with Chatham Historic Dockyard Trust (“CHDT”) under which the University would gain a leasehold interest in a property known as The Police House, Chatham Maritime (the “Sub-Lease”). The freehold of the property is owned by Homes England and leased to CHDT under a headlease. The entry into the Sub-Lease is the “Transaction”.
- ii. It was noted that Caroline Dennis, Project Manager of the Docking Station had prepared a paper entitled “Docking Station – Project update and request for authority to sign lease and accept funding agreement” authored by Caroline

Dennis which had been presented to the Programme Board, EG and F&RC on 19th February 2024, 4th March 2024, 15th March 2024, respectively, and setting out the proposal together with background, context and financial implications (the “Docking Station Paper”).

- iii. It was further noted that the University had applied for a grant from the National Lottery Heritage Fund for an award of up to £3,567,437 to support delivery of the Docking Station Project, the result of which was expected to be known on 28 March 2024 (the “NLHF Development Grant”).
- iv. The Chair noted that the University had engaged Furley Page to provide legal advice on the documentation related to the Transaction, and Mills & Reeve LLP to provide advice on any consents or notifications that may be required under the University’s existing finance agreements.
- v. It was further noted that the Lenders had been approached to agree that no security would be taken over the Sub-Lease and that the Override Agreement would be amended to give effect to this.
- vi. Council **considered** the following documents during deliberations:
 - 1) The Docking Station Paper
 - 2) A draft of the Sub-Lease
 - 3) A draft of the amendment letter acknowledging that the Sub-Lease should be treated as an Excluded Lease for the purposes of the security arrangements with the Lenders (the “Amendment Letter”).
 - 4) A report from Furley Page summarising the obligations of the University under the documents connected to the Transaction (the “Legal Report”).
- vii. Council **noted** that:
 - 1) it was noted that if the Transaction were to proceed, the University would enter into the Sub-Lease and accept the risk of bearing the cost of funding vehicular and pedestrian access across Homes England’s land;
 - 2) in order to progress the Transaction within the proposed timetable, authority would need to be delegated to the Authorised Individuals (defined below) to prepare and negotiate any documents necessary in connection with the Sub-Lease and the Transaction, as the Transaction would need to complete before the next Council meeting.

Council **resolved** as follows:

- viii. After due and careful consideration of the proposed Transaction and the draft Sub-Lease and Amendment Letter and taking into account their duties and obligations as charity trustees pursuant to the Charities Act 2011 and all other relevant legislation and the University’s constitutional documents and considering the best interests of the University, it was duly **resolved** by the Council that the following be and are hereby approved:

- 1) the Transaction in principle;

- 2) all powers, authorities and discretions of the Council be delegated to the Chair of Council, the Chair of the Finance & Resources Committee and the Chair of the Audit Committee the “Authorised Individuals” as may be necessary for the authorisation of all acts, matters or documents in connection with the Transaction, including, but not limited to:
- (a) authority to engage with the counterparties to any documents in connection with the Transaction;
 - (b) authority to negotiate and finalise the Sub-Lease and any other ancillary documents required to give effect to the Transaction, including the Amendment Letter;
 - (c) authority to approve the terms of the final Sub-Lease, upon receipt of consent from Lenders;
 - (d) authority to approve the terms of the Amendment Letter;
 - (e) authority for any two of Jane Higham, Professor Karen Cox or Professor Georgina Randsley de Moura to execute and deliver the Sub-Lease and the Amendment Letter upon approval of the terms of the Sub-Lease and the Amendment Letter by the Authorised Individuals, and subject to paragraph 5769(a)(vii)(2), by signing for and on behalf of the University, and to be executed as a deed by affixing the University’s seal;
 - (f) authority for any one of the Authorised Individuals to do all such things including the execution of documents, certificates and notices in such form and including such amendments as they (acting jointly and severally), in their absolute discretion, see fit and to provide further confirmation to any party involved with the Transaction as is necessary or desirable to give effect to the Transaction.

***Action:** To update Council on the project progress and organise a session for the project team to speak to Council.*

- b. Kent 2030 Budget Update**
Council **noted** Paper **C2023/127**.

[minute confidential to Council]

Council **approved** the request.

5770 GOVERNANCE EFFECTIVENESS REVIEW

The Secretary presented Paper **C2023-128** regarding the governance effectiveness review to be held in line with the recommendations of the Committee of University Chairs (CUC) Code. It was noted that governing bodies ought to conduct a regular, full and robust review of their effectiveness and that of their committees. It was also noted that Council had expressed a desire to review and reflect on how members would collaborate and work with the Executive Group to support the actualisation of Kent 2030.

Council was presented with the scope of the review, the indicative cost & timeline, and the names of external consultants to be invited to tender for the governance review exercise – **[minute confidential to Council]**.

It was stated that the review and selection would be undertaken in April by a Steering Group comprising the Chair of Council, Deputy Chair of Council, SIG, and the Vice-Chancellor, with the support of the Secretary to Council.

Council **discussed** the plans and preparations towards the governance review and considered whether additional lay members should join the Steering Group. Council **agreed** that interested members of Council should notify the Secretary of their wish to join the Steering Group. The Tender response of the selected consultant should be shared with members ahead of the exercise. Council also noted that the new student representatives joining Council should be involved, where possible.

5771 2023 DEGREE OUTCOMES STATEMENT

The Deputy Vice Chancellor Education and Student Experience (ESE) presented Paper **C2023-129**, the 2023 Degree Outcomes Statement to Council for approval.

The statement provided an analysis and overview of the trends in degree classification profiles between 2017/18 and 2021/22 which showed that since 2019/20, the University has seen an increase in the proportion of good degrees awarded. It was noted that the increase coincided with the pandemic and although the percentage of good degrees reduced in 2021/22, it did not drop to the pre-pandemic rates. It was further noted that the University continues to have a higher rate of awarding 1st or 2:1 degrees than the national sector average and this difference is continuously increasing.

As this seems to also be a trend in the sector, Universities UK has committed its members (including the University of Kent) to take steps to reverse pandemic grade inflation and return to pre-pandemic classification levels for the award of undergraduate honours degrees. To achieve this, the Education and Student Experience Board (ESEB) is investigating adoptable best practices, degree attainment gaps between students of different ethnicities, and the difference in performance of students from the most deprived areas.

In view of the foregoing, it was noted that the University's degree assessment model would be reviewed from 2025/26.

Through discussion, Council considered:

- Whether there had been due regard for the possible impact of changes to degree assessment models on students and how they could be disproportionately affected.
- If there were any regulatory implications and how the Kent 2030 transformational plans have slowed the degree assessment review process.
- Whether or not online examinations should be reintroduced, and the need for the University to take cognisance of the impact of artificial intelligence on examinations and assessments and the sufficiency of existing policies.
- The divergence of test modalities promoted by various professional regulator, such as accounting, engineering, etc.
- The need to ensure that data analysis and impact assessments avoid misinterpretation of causation by considering socio-economic inequalities separately from ethnical disparities. The number of students who are having to work and study full time was discussed. Council discussed some survey feedback provided by Kent Student Union and expressed a strong desire to keep this issue front of mind and brought back to council for further understanding and discussion.
- The University's profile among the more affluent student class.
- The need to ensure adequate provision is made to serve a diverse student body.
- Council was assured that an Equality Impact Assessment would be conducted, as well as Access and Participation Planning.

Council **approved** the 2023 Degree Outcomes Statement.

5772 TRUSTEES' DUTIES: CONSIDERATION OF REASONABLE PROSPECT Council noted Paper **C2023-130**.

[minute confidential to Council]

5773 ANY OTHER BUSINESS

- a. Council was notified of Chris Barron's retirement from the University workforce, and by implication, from the Council with effect from April. Chris' valuable contributions to Council and the University at large was noted and appreciated.
- b. Dan Cook highlighted the need for the University's Information Security team (and Executive Group) to study the British Library's report on lessons learned from their cyber-attack and reflect on takeaways that could be useful for securing the University IT Infrastructure.

Council was informed that the cybersecurity working group is actively looking into the report and will update Council shortly.

ITEMS BELOW THE LINE

5774 DATES OF FUTURE MEETINGS

Council noted the following dates for forthcoming meetings in the academic session 2023/24:

- Friday, 17 May 2024, 2-5pm
- Friday, 28 June 2024, 2-5pm

PLANS AND REPORTS FOR NOTE

The following reports were presented to Council to note.

5775 ANNUAL REPORT OF SENATE 2022/2023

Council noted paper **C2023-131**.

Council was informed that a Student wellbeing update will be presented at the next meeting and there would be opportunity to discuss the subject extensively. The University's policy in that regard may also be examined.

5776 ANNUAL REPORT ON COMPLAINTS AND APPEALS

Council noted paper **C2023-132**.

Council noted that though the numbers of complaints are low, an overall increase in complaint is noteworthy.

5777 REPORT ON THE UNIVERSITY'S HALF-YEARLY ACCOUNTS FOR THE PERIOD FROM 1 AUGUST 2023 TO 31 JANUARY 2024

Council noted paper **C2023-133**.

5778 Q2 FINANCIAL FORECAST REVIEW AND REVISED 2023/24 BUDGET

Council noted paper **C2023-134**.

MINUTES AND RECOMMENDATIONS OF COMMITTEES TO NOTE AND APPROVE

The following minutes and recommendations were presented to Council to note and approve.

5779 RECOMMENDATIONS OF HONORARY DEGREES COMMITTEE MEETING 23 FEBRUARY 2024

Alex Perkins recused himself during consideration of this item.

Council noted and **approved** the minutes of the Honorary Degrees Committee meeting, **C2023-135**.

5780 RECOMMENDATIONS AND MINUTES OF LAY NOMINATIONS COMMITTEE MEETING 13 MARCH 2024 C2023-136

The minutes of the Lay Nominations Committee meeting was adjourned to the next meeting.

5781 MINUTES AND REPORTS TO NOTE

The following reports and minutes were presented to Council.

5782 REPORT OF SENATE MEETING OF 6 MARCH 2024

Council noted the report of the Senate meeting, **C2023-137**.

5783 MINUTES OF FINANCE AND RESOURCES COMMITTEE MEETINGS OF 27 FEBRUARY 2024 and 15 MARCH 2024

Council noted the minutes of the Finance and Resources Committee meetings, **C2023-138** and **C2023-139**.

[minute confidential to Council]

5784 MINUTES OF AUDIT COMMITTEE MEETING OF 15 MARCH 2024

Council noted the minutes of the Audit Committee meeting, **C2023-140**.

5785 MINUTES OF PEOPLE COMMITTEE MEETING OF 15 FEBRUARY 2024

Council noted the minutes of the People Committee meeting, **C2023-141**.

5786 Council noted the Forward Programme 2023/24, C2023-142.

Notes

1. Papers

Copies are available on the Council e-board portal (Diligent Boards) or on request from the Secretary. Approved Minutes and many of the papers are published on the University SharePoint site at <https://livekentac.sharepoint.com/sites/council>.

2. Queries

Any queries should be addressed to Dr Sinéad Critchley, Director of Governance and Assurance (Secretary to Council), (email: S.Critchley-2002@kent.ac.uk).