



COUNCIL

Minutes of the Meeting held on 26 June 2023

Present: Sir Keith O’Nions (Chair), Pearl Agyakwa (from minute 4087), Vicky Bailey (from minute 4078-4085.3, rejoined at minute 4087), Sultan Chaudhury, Rachel Gomes, Sonya Leydecker, Jo Lymn (online), Piyali Mitra, Jane Norman, Stephen Odell (online), Stuart Reeves, Nora Senior, Rakesh Sharma, Shearer West

Apologies: Lynette Eastman, Michelle Haslem, Sherry Madera

In attendance: Alison Dubas (minutes), Paul Greatrix (Registrar), Rowena Hall (Associate Director of Governance and Executive Services), Ruwan Kodikara (Governance Apprentice), Rosemary Madagwa (Governance Apprentice), Margaret Monckton (CFO), Tim Watkinson (Director of Communications and Advocacy until minute 4087, rejoined at minute 4087.3), Daisy Forster (Students’ Union Community Officer for minutes 4074-4085 and for minute 4087), Sarah Metcalfe (Provost UNM for minute 4077), Nick Miles (Provost UNNC for minute 4078), Jason Carter (Director of Governance and Assurance for minutes 4081 and 4082), Kev Thompson (Associate Director of Risk Management for minute 4081), Jon Grainger (Director of Health and Safety for minute 4082), Sam Kingman (Chair of Health and Safety Committee for minute 4082), Jason Phoenix (Castle Meadow Campus Programme Director for minute 4083), Sally Blackamore (Financial Controller for minutes 4084, 4085 and 4087), Helen Lawrenson (Director of Financial Management for minutes 4084, 4085 and 4087), Nalayini Thambar (Director of Planning, Performance and Strategic Change for minute 4087), Edith Prak (Director of Advancement for minute 4088), Mark Hubbard (Estates Operations Director for minute 4089), Gary Moss (Director of Estates and Facilities for minute 4089).

4071 Welcome and Apologies

- .1 The Chair welcomed members to the meeting. For some items, the number of external members in attendance did not exceed the number of internal members. In order to achieve quoracy on items where Council approval was required, Rachel Gomes formally withdrew, acting only as an observer, for minutes 4073 and 4085.
- .2 A minute’s silence was held in respect of the tragic deaths of two University of Nottingham students, Barney Webber and Grace O’Malley-Kumar and Nottingham resident Ian Coates.
- .3 A vote of thanks was NOTED to Sully Chaudhury (Students’ Union Development Officer) and Rachel Gomes (Senate member on Council) for their valuable contributions to Council business. Sully and Rachel’s tenures as members of Council would end in July 2023.

4072 Declarations of Interest

There were no declarations of interest.

4073 RESERVED

4074 Minutes of the Meeting held on 9 May 2023 and Action Log

The minutes of the meeting held on 9 May 2023 (paper C/23/52) were APPROVED as an accurate record.

4075 Matters Arising from the Minutes of the Previous Meeting

- .1 At its May 2023 meeting, Council had approved the proposed revisions to Ordinance XV (The Powers of the Senate). The revisions to Ordinance XV had been reported to the June 2023 meeting of Senate and some members had expressed their dissatisfaction that Senate had not been consulted about them. A statement had been circulated to Senate, on behalf of a number of Senate members, in response to the revisions to the Ordinance. Once feedback from Senate had been collated, the statement would be shared with Council.
- .2 The Chair of Council expressed the integral role that Senate played within the University's governance. The changes to Ordinance XV had been made at the request of Senate as part of the Senate Effectiveness Review which sought clarity from Council on Senate's primary role and responsibilities.

4076 Chair's Business

- .1 Council RECEIVED a verbal report from the Chair and NOTED the following:
 - .1 Interviews for the Treasurer and Chair of Finance Committee and the co-opted member of Audit and Risk Committee had taken place. The interview panel had made recommendations to Nominations Committee as to who should be appointed to the roles. Council NOTED that Nominations Committee had approved the appointment of Neil Cassidy to the Audit and Risk Committee;
 - .2 Nominations Committee RECOMMENDED to Council the appointment of Giles Willits as Treasurer and Chair of Finance Committee. It was AGREED that the details should be circulated to Council for its approval.

ACTION		Owner	Due
.3	The curricula vitae of the recommended Treasurer and co-opted ARC member candidates would be circulated to Council. Council would be invited to NOTE the appointment of the co-opted ARC member by Nominations Committee and to APPROVE the appointment of the recommended Treasurer candidate.	Secretary	July 2023

Post meeting note: The appointment of Giles Willits as Treasurer and Chair of Finance Committee was approved by Council.

4077 University of Nottingham Malaysia (UNM) Report

Council RECEIVED the UNM report (paper C/23/68) from the Provost UNM and NOTED the following key points:

- .1 The medium term financial plan (MTFP) for UNM included a plan to increase student numbers, which would directly correlate to a rise in tuition fee income. A considerable level of ongoing capital expenditure had been included to facilitate development of the campus infrastructure;
- .2 The key performance indicators (KPIs) for the campus, which were closely aligned to the University KPIs;
- .3 The results of the Nottingham Student Experience Survey (NSES) 2022, which had achieved a 43 percent response rate, an increase on previous years;
- .4 A reduction in the number of undergraduate domestic students during 2022/23. This was attributed to post-pandemic uncertainty and the availability of fewer scholarships than competitor institutions;
- .5 The major committees at UNM had conducted an initial assessment of risk, following which, the Management Board would develop a prioritised strategic risk list;
- .6 The key strategic priorities for UNM, which had been categorised into themes such as student experience, education and people.

4078 University of Nottingham Ningbo China (UNNC) Report

.1 Council RECEIVED the UNNC report (paper C/23/53) from the Provost UNNC and NOTED the following key points:

- .1 UNNC's KPIs and the progression towards achievement of those KPIs;
 - .2 Financial surpluses had been delivered in 2021/22 and the same was expected for 2022/23;
 - .3 The results of the NSES for UNNC. Overall satisfaction was just below 90 percent, only a slight decrease on the previous year. Colleagues were working to develop an action plan to respond to the results;
 - .4 Student recruitment remained a risk and there was further work to do to enhance how students were recruited to UNNC, including ensuring the pathway through which students were recruited was simple and any potential barriers were addressed and removed;
 - .5 Plans to celebrate UNNC's 20 year anniversary were in development;
 - .6 The strategic priorities for UNNC, which included the optimisation of the curriculum, improving student experience and to increase the number of international students.
- .2 A Council member requested more information on the University's international ambitions. The Chair advised that there was an ongoing piece of work on

international engagement and confirmed that a future discussion on the topic could be scheduled on the forward plan.

ACTION		Owner	Due
.3	An item on international engagement would be scheduled onto the Council forward plan	Secretary	February 2024

4079 Vice-Chancellor's Report

- .1 Council RECEIVED and NOTED the Vice-Chancellor's report, which was circulated to Council during the meeting.
- .2 The Vice-Chancellor reflected on the devastating incident that had resulted in the death of two students and a Nottingham resident and reiterated her thanks to all staff involved in the response and acknowledged the exceptional level of support offered by the University staff and student community. Particular recognition was NOTED to the Director of Governance and Assurance, the Director of Student Wellbeing and the Students' Union Community Officer. The Chair of Council offered thanks on behalf of Council to all staff, and particularly to the Vice-Chancellor, for their response to the incident.

4080 Standing Orders

- .1 Council RECEIVED the Standing Orders (paper C/23/71) from the Registrar.
- .2 The paper proposed a refreshed set of Standing Orders, with a number of revisions. To ensure a consistent approach, it was proposed that the Standing Orders, with some minor modifications, be implemented across all senior Committees, including Senate and its principal sub-Committees.
- .3 Some elements of the Council Standing Orders would not be applicable to Senate and some other senior Committees, such as the reference to external members. The secretariat to Committees would ensure that the required modifications would be made.
- .4 Council DISCUSSED the proposed removal of Standing Order 20, which related to motions and amendments. Council RECOMMENDED that this be revised further to indicate alternative procedures for members of Committees to raise items and issues via the secretariat to the Committee.
- .5 Subject to a final revision to Standing Order 20, Council APPROVED the proposed revisions to the Standing Orders and further APPROVED the implementation of the Standing Orders to Senate and other senior University Committees, NOTING there would need to be slight modifications for some Committees.

ACTION		Owner	Due
.6	The Standing Orders would be amended in line with the feedback received by Council. Council members would submit any further comments to the Registrar.	Registrar	October 2023

4081 University Strategic Risk Register

- .1 Council RECEIVED and NOTED the University strategic risk register (paper C/23/54) from the Deputy Vice-Chancellor.

- .2 Council DISCUSSED that the Audit and Risk Committee should frame Council's discussion of the risk register, by identifying the most appropriate areas for investigation and in-depth discussions. This could be, for example, a focus upon new risks, or those that would be de-escalated from the University risk register.
- .3 It was AGREED that Council would receive a paper that outlined the annual timeline for the discussion of risk and areas that Council would focus upon. The paper would also indicate where risk discussions occurred at Planning and Resources Committee, to provide assurance to Council that sufficient reviews of risk were undertaken.

ACTION		Owner	Due
.4	A paper would be submitted to Council that outlined a timeline of review of the University Risk Register by Council, Audit and Risk Committee and Planning and Resources Committee. This would also include potential areas and risks on which Council would be asked to focus.	Chair of ARC/Director of Governance and Assurance	November 2023

4082 Health and Safety

- .1 Council RECEIVED and NOTED the health and safety update (paper C/23/63) and the Health and Safety Committee report (paper C/23/64) from the Chair of Health and Safety Committee.
- .2 Following a review of health and safety at the University, a health and safety strategy paper had been developed and would be submitted to Planning and Resources Committee in July 2023, with a request for funding to deliver the first phase. Should Planning and Resources Committee approve the request, an action plan for delivery of the first phase would be submitted to Council for information.
- .3 The health and safety strategic risk register had been reviewed. A process had been implemented to regularly review risks and to escalate issues as required.
- .4 At Council's May 2023 meeting, it was suggested that the internal audit plan be reviewed to include appropriate audit on health and safety. The Chair of Audit and Risk Committee CONFIRMED that the Director of Internal Audit would complete additional spot checks on health and safety as part of the ongoing audit programme.

ACTION		Owner	Due
.5	The action plan for delivery of the first phase of the health and safety strategy would be submitted to Council for information.	Director of Health and Safety	November 2023

4083 Castle Meadow Campus Programme Update

- .1 Council RECEIVED the Castle Meadow Campus programme update (paper C/23/55) from the Castle Meadow Campus Programme Director and NOTED the following key points:
 - .1 All actions identified following the assurance review by PricewaterhouseCoopers had been completed;

- .2 The Prince's Trust was keen to develop its presence in Nottingham and had consequently signed a memorandum of understanding with the University, with a view to using Castle Meadow Campus as a hub;
 - .3 The scheduled moving in date of September 2023 had been delayed to October 2023 as a result of contractor delays;
 - .4 A Castle Meadow Campus Advisory Group had been convened, with some external membership.
- .2 The overall risk rating for the programme remained amber.

4084 Latest Forecast (LR3)

- .1 Council RECEIVED and NOTED the latest revised forecast (paper C/23/70) which presented the final forecast for the 2022/23 financial year which included a forecasted surplus position of £10m.
- .2 Council NOTED key changes since the previous report in February 2023. A £3m deferred VAT reimbursement had been expected during the 2022/23 financial year. However, it was now anticipated that the majority of this would be received during financial year 2023/24. Full time equivalent student numbers were as per LRF one, but tuition fee billing anticipated to be received for 2022/23 was lower than originally forecasted due to students deferring or receiving a fee discount, or scholarship.

4085 2023/24 Budget and Medium Term Financial Plan

- .1 Council RECEIVED the 2023/24 budget (paper C/23/61) and the medium term financial plan (MTFP) (paper C/23/62).
- .2 The MTFP was the University's key, long term financial framework, informed by the business planning process and incorporated student number planning, investment prioritisation and the research pipeline. The budget was for the first year of the MTFP. Both Finance Committee and the University Executive Board had recommended approval of the budget and MTFP by Council.
- .3 There were some key measures that the MTFP aimed to achieve each year, which included the delivery of a positive surplus, to meet all financial commitments made and to maintain cash facility headroom. Detailed analysis and testing of the MTFP had been undertaken to ensure it was sustainable and achievable.
- .4 Council DISCUSSED the allocation of budgets across Faculties and Professional Services departments and areas and programmes that the University invested in, which had been informed by the business planning process. An area of shared benefit was investment in increasing international student numbers and discussions continued around how Faculties could be supported to do this.
- .5 Council APPROVED the 2023/24 budget and MTFP as presented in papers C/23/61 and C/23/62.

4086 RESERVED

4087 Performance Progress and Business Planning Report

- .1 Council RECEIVED and NOTED the Performance Progress and Business Planning report (paper C/23/67).
- .2 The Vice-Chancellor reminded Council of the continued work to improve the business planning process. The KPI framework had been in operation for a year and had garnered positive outcomes, including improved Quacquarelli Symonds rankings position. The report on graduation outcomes from 2021 had been received from the Higher Education Statistics Agency which indicated that 89% of University of Nottingham graduates were employed in highly skilled roles.
- .3 Council NOTED the following key points:
 - .1 Progress against the achievement of University's KPIs during 2022/23;
 - .2 The University's major projects, associated costs and how they aligned with key initiatives such as education and student experience, research and knowledge exchange and how they supported the achievement of the KPIs;
 - .3 Operational delivery plans had been developed by each Faculty and Professional Services department in joint consultation and within an identified budget envelope;
 - .4 A review of the business planning process would take place, with consideration given to how School involvement in the development of plans could be formalised;
 - .5 There had been numerous occasions where staff engagement in the business planning process had been offered, including roadshows, which provided staff the opportunity to receive updates on the process and major projects.

4088 Advancement Update and Discussion

- .1 Council RECEIVED the advancement update (paper C/23/56) and NOTED the following key points:
 - .1 The launch of the alumni proposition 'connected we thrive' in April 2021, which had improved levels of alumni engagement;
 - .2 A Faculty-aligned volunteering team had been convened, which enabled Faculties to access a pool of alumni for various projects and pieces of work;
 - .3 In support of international student recruitment, over 40 international alumni ambassadors had been recruited in different countries;
 - .4 The increase in fundraising and donations between 2020-2023. A total of £12m in philanthropy had been raised during 2022/23;
 - .5 A significant number of alumni were located within Asia. A Director of Philanthropy, Asia had been appointed and one of their priorities would be to engage with potential prospects in Asia.
- .2 Council DISCUSSED potential fundraising opportunities that could support the development and delivery of the plans for the Medical School. The fundraising team should be consulted in the development of the business case to understand where there might be opportunities to engage with alumni.

- .3 Council sought further detail on the governance process and due diligence surrounding donations, gifts and naming protocols. The Director of Advancement advised that a gift acceptance committee considered offers of gifts in excess of £100k and a naming proposals committee considered all submissions of building naming proposals.

4089 Asset Replacement Programme 2023-2027

- .1 Council RECEIVED the asset replacement programme 2023-2027 business case (paper C/23/60).
- .2 Council was reminded that the asset replacement programme replaced end of life building assets and, during 2019, approval had been given to allocate £10m per year, for three years, for the work. The paper sought approval to allocate £15m per year for a further three years to continue the programme of work.
- .3 There was a substantial maintenance backlog across the University's estate. Work was ongoing to assess and understand the deficit and how much total investment would be needed to address the backlog. Condition surveys of all University buildings had been commissioned and would inform this piece of work.
- .4 Should Council approve the business case, regular progress reports would be submitted to the Estates and Infrastructure Committee. A project management group (PMG) would also be established, which would govern how the programme was administered.
- .5 One of the objectives of the asset replacement programme was to better plan maintenance work and mitigate against costly failures or breakdown of equipment, which could impact upon staff and student experience.
- .6 Opportunities to decarbonise the University's estate would be taken throughout the refurbishment and replacement of assets. However, it was recognised that it may not always be feasible to do this within the allocated funding envelope.
- .7 Council APPROVED the business case and the request for £45m of investment over financial years 2023/24, 2024/25 and 2025/26. It was NOTED this was provided for within the MTFP and that the programme would be funded via £13m of estates capital and £2m of estates revenue in each year.

4090 Programme Review Transparency Statement

Council RECEIVED and NOTED the programme review transparency statement (paper C/23/65).

4091 Audit and Risk Committee Report

Council RECEIVED and NOTED the minutes and report of the Audit and Risk Committee meeting held 16 May 2023 (paper C/23/59).

4092 Finance Committee Report

Council RECEIVED and NOTED the minutes and report of the Finance Committee meeting held 7 June 2023 (paper C/23/69).

4093 Senate Report

Council RECEIVED and NOTED the minutes and report of the Senate meeting held 13 June 2023 (paper C/23/66).

4094 Nominations Committee Minutes

Council RECEIVED and NOTED the Nominations Committee minutes (paper C/23/57).

4095 Council Agenda Forward Plan

Council RECEIVED and NOTED the forward plan (paper C/23/58).