



COUNCIL

Minutes of the Meeting held on 19 November 2024

Present: Sir Keith O'Nions (Chair), Dr Pearl Agyakwa, Vicky Bailey, Lynette Eastman, Michelle Haslem (for minute 4625), Professor Sam Kingman, Sonya Leydecker, Professor Jo Lymn, Nicola Maina, Anthony Murphy, Professor Jane Norman, Stephen Odell, Dr Stuart Reeves (for minutes 4257-4264), Nora Senior, Rakesh Sharma, Giles Willits, Scarlett Zhang

Apologies: Piyali Mitra

In attendance: Dr Paul Greatrix (Secretary), Sally Blackamore (Finance Director), Jason Carter (Director of Governance and Assurance), Joe O'Neill (Governance Manager), Rowena Hall (Associate Director of Governance), Louella Houldcroft (Director of Communications and Advocacy), Rav Kalsi (Principal Executive Officer), Aaron Porter (AdvanceHE), Jonathan Grainger (Director of Health and Safety, for minute 4262), Gary Moss (Director of Estates and Facilities, for minute 4262 and 4264), Professor Sube Banerjee (Faculty Pro-Vice Chancellor, Medicine and Health Sciences, for minute 4264), Chris Garrod (Faculty Operations Director, for minute 4264), Paul Channon (Deputy Director of Finance, for minute 4265), Professor Katherine Linehan (Pro-Vice Chancellor, People and Culture, for minute 4265), Helen McNamara (Interim Deputy Director of Human Resources, for minute 4265), Jason Phoenix (Programme Director, for minute 4265), Professor Tom Rodden (Pro-Vice Chancellor, Research and Knowledge Exchange, for minute 4265), Professor David FitzPatrick (Provost UNM, for minute 4269)

4257 Welcome and Apologies

- .1 The Chair welcomed members to the meeting. The Secretary confirmed the meeting was quorate.
- .2 Apologies were NOTED from Piyali Mitra.
- .3 A welcome was extended to the Interim Deputy Vice-Chancellor who was attending his first meeting and to the Interim Vice-Chancellor for her first meeting in her current role.
- .4 It was NOTED that Aaron Porter of AdvanceHE would be observing the meeting as part of the ongoing effectiveness review of Council and that all relevant confidentiality requirements had been met, nor were any conflicts of interest anticipated.

4258 Declarations of Conflicts of Interest

There were no declarations of conflicts of interest.

4259 Minutes of the Meeting Held on 17 September 2024 and Action Log

The minutes of the meeting held 17 September 2024 (paper C/24/110) were APPROVED as an accurate record. The action log was NOTED.

4260 Chair's Business

- .1 Council NOTED that this was the final meeting for both Lynette Eastman and Stuart Reeves. Lynette was thanked for her time both on Council and its sub-committees over the course of eight years, including as chair of People Strategy Committee and Remuneration Committee. Stuart had served for a year filling a vacancy arising from Senate. Council's thanks to both were formally NOTED.
- .2 On behalf of Council, the Chair expressed deepest thanks to the Registrar on his final meeting. He was thanked for his loyalty and service to the University over his 18 years in post. His breadth and depth of experience and knowledge across Higher Education would be missed and, in particular, his work on UNM was highlighted. Council's formal thanks were NOTED.
- .3 Council APPROVED the following recommendations from Nominations Committee:
 - .1 Sonya Leydecker be appointed as Vice-Chair of Council with effect from 1 January 2025;
 - .2 Nora Senior's term of office as a Council member be extended for a short period until 30 April 2025 to support Sonya Leydecker's transition to the Vice-Chair role;
 - .3 Vicky Bailey's term of office as a Council member be extended for a short period until 31 May 2025 to support the transition of Anthony Murphy as new Chair of Audit and Risk Committee, a role he would take up at the beginning of the next academic year.
- .4 It was REPORTED that work with partners Saxton Bampfylde on the recruitment of additional Council members was progressing well with a view to conduct interviews in the first quarter of 2025.
- .5 It was FURTHER REPORTED that Senate had elected two new members to serve on Council. Thomas Sotiriou and Andrew Armstrong would join Council from 1 December 2024.
- .6 Thought was being given to how members might use their networks on behalf of the University on a more formal basis and discussions with the Director of Advancement were encouraged.

4261 Vice-Chancellor's Report

- .1 Council RECEIVED an update from the Interim Vice-Chancellor (paper C/24/103).
- .2 The following points were REPORTED:
 - .1 The increase in undergraduate tuition fees for home students had not been anticipated. Upon review, the income from the fee increase would be more than offset by the increase in employer national insurance contributions;

- .2 The University, along with all institutions in England and Wales, had received a letter from the Secretary of State for Education outlining her priorities for the sector including education, access and participation, and civic and economic development. Work was ongoing to review where the University benchmarked against those areas;
 - .3 The Office for Students financial sustainability report had been released. It indicated a significant drop in international student numbers across the sector and suggested that up to 17 research-intensive universities would be in deficit in the next financial year.;
 - .4 A potential reset in the UK-China relationship by the Prime Minister was welcomed;
 - .5 The University had risen to 36th in the world for sustainability in the QS Rankings;
- .3 RESERVED.

4262 Health and Safety Report

- .1 Council RECEIVED and NOTED a Health and Safety update (paper C/24/107).
- .2 Following the previous direction of Council, progress had been made to develop new approaches to managing and assessing risk. Health and Safety Committee and senior leaders had responded to ensure active plans were in place across the Faculties and Professional Services to move risk ratings from 'amber' or 'red' to 'green'.
- .3 A system of checks and reporting, including a regular dashboard, had been implemented. Work was ongoing to further refine systems and metrics to track changes and provide an appropriate basis for scrutiny and challenge.
- .4 Other areas of focus highlighted included the recruitment of a Head of Health and Safety in Estates and Facilities, work to better understand driver safety and fleet risks, and to improve the evidencing of compliance with statutory obligations. Further consideration was being given to the central management of contractors.
- .5 The Director of Governance and Assurance expressed the desired aim to reduce health and safety reporting to Council to a six-monthly cycle once Council was content that appropriate systems of assurance and risk management were in place.

4263 RESERVED

4264 Faculty of Medicine and Health Sciences Report

- .1 Council RECEIVED an update on research, teaching and learning, finance, and key performance indicators from the Faculty of Medicine and Health Sciences. The report also gave an overview of the current state of the Medical School building (paper C24/112).
- .2 Both the infrastructure and curriculum for the Medical School required development to support a positive student experience and to increase research

capacity. Faculty governance had been reviewed and a project was in progress to review and update the undergraduate curriculum. Rebuilding relationships with key NHS partners had also been a focus of the past year.

- .3 Council DISCUSSED the continued deterioration of the Medical School building, including potential options to renovate the existing building, a staggered relocation, and a fast-track option to move to a new facility. It was AGREED that a full business case with the associated costs, staging and funding routes for the various options be presented to Finance Committee and Council at an appropriate future date.

ACTION		Owner	Due
.4	Business case relating to the Medical School building to be presented to the appropriate meetings of Finance Committee and Council for consideration and approval	Secretary FPVC MHS	June 2025

4265 RESERVED

4266 Medium-Term Financial Plan

- .1 Council RECEIVED the Medium-Term Financial Plan (MTFP) from the Finance Director (paper C/24/108).
- .2 The plan had been informed by Future Nottingham and this had been overlain onto the financial impact on the base MTFP. A high-level review of student recruitment and growth assumptions had been undertaken. The level of contingency had been increased in response to the continued volatile environment in which the University operated.
- .3 Council highlighted the importance of setting and reviewing realistic targets and analysing performance against those targets more effectively. It was hoped that with the further development and delivery of Future Nottingham, the University would be able to be aspirational and honest around the delivery of growth.
- .4 Council APPROVED the Medium-Term Financial Plan.

4267 Annual Report and Financial Statements 2023/24 and Covenant Amendments

- .1 Council RECEIVED the Annual Report and Financial Statements 2023/24 (paper C/24/119) and Lending Covenant Amendments (paper C/24/120) from the Finance Director.
- .2 Finance Committee had agreed the key judgements that had been incorporated into the financial statements, which had then been considered and recommended to Council for approval by the Audit and Risk Committee.
- .3 The external auditors conducted a detailed review of the University's accounts, which would be completed by the end of November 2024. No points of concern had been identified.
- .4 Subject to finalisation of the external audit, Council APPROVED the financial statements to be signed by the Vice-Chancellor and Treasurer and further APPROVED the external audit completion report. It was AGREED that the Chair of Council be authorised to sign the Letter of Representation to the auditors.

- .4 Council APPROVED both covenant agreements and draft minute provided by legal advisors to be provided to lenders relating to this item. It was AGREED that the Finance Director by given the delegated authority to sign the amended agreements on behalf of Council.

4268 Financial Performance for the 2024/25 Financial Year

- .1 Council RECEIVED and NOTED an update from the Finance Director (paper C/24/121).
- .2 The University found itself in an improved position on the previous year and was ahead of previous predictions due to actions taken to limit and monitor spending.

4269 University of Nottingham Malaysia Report

- .1 Council RECEIVED and DISCUSSED a report from the Provost, UNM (paper C/24/98).
- .2 Council NOTED that the financial position at UNM remained a concern and was similar to last year. There had been a need to uplift salaries in line with the market and a higher-than-expected non-progression of students two years ago had led to a decrease in fee income, although intake numbers were now rising again year on year.
- .3 Foundation year courses were being marketed heavily and was seen as a way to counter competitive threats to undergraduate entry. The main priority in the immediate term was the refurbishment of and investment in the campus, particularly in accommodation.

4270 Amendments to the Charter of Incorporation, Statutes and Ordinances

- .1 Council RECEIVED and NOTED a series of proposed changes to the Charter of Incorporation, Statutes and Ordinances that have been made since 2017 from the Registrar (paper C/24/104). The proposed changes to the Charter and Statutes would require further approval by the Privy Council.
- .2 Council's attention was drawn to changes that had already been made to Ordinance XV and the continued strength of feeling of some members of Senate about those changes. It was REPORTED that the Chair had made a formal undertaking to Senate to consider Ordinance XV again and how the University's governing bodies might work together more transparently and effectively.
- .3 Ordinance III and the role of committees in the appointment of the President and Vice-Chancellor was also highlighted. Council would be required to consider the method for constituting and appointing members to these bodies should the changes be approved.
- .4 It was AGREED that Council would be given time to consider the paper further and decide by circulation at a later date.

ACTION	Owner	Due
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.5	Amendments to Charter, Statutes and Ordinances to be circulated to Council for approval prior to submission to the Privy Council where necessary	Secretary	March 2025
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4271 Audit and Risk Committee Report to Council

- .1 Council RECEIVED and NOTED the reports of its recent meetings of the 24 September and 11 November 2024. It also APPROVED an annual report from the Chair of Audit and Risk Committee (paper C/24/118).
- .2 The Chair of Audit and Risk Committee formally offered her thanks to the University's Internal Audit team.

4272 Senate Report

Council RECEIVED and NOTED an oral update on the 14 November 2024 meeting of Senate and a summary of the business discussed from the Registrar.

4273 Nominations Committee Report to Council

Council RECEIVED and NOTED an oral update on the 19 November 2024 meeting of Nominations Committee from the Chair.

4274 Remuneration Committee Minutes to Council

Council RECEIVED and NOTED a report on the 30 July 2024 meeting of Remuneration Committee (paper C/24/115).

4275 Council Forward Plan

Council RECEIVED and NOTED the Forward Plan (paper C/24/109).

4276 Prevent Annual Return

Council RECEIVED and APPROVED the Prevent Annual Return (paper C/24/106).

4277 Annual Access and Participation Plan Report

Council RECEIVED and NOTED the Annual Access and Participation Plan Report (paper C/24/99).

4278 Quality and Standards Report

Council RECEIVED and APPROVED the Quality and Standards Report (paper C/24/101).

4279 Degree Outcomes Statement

- .1 Council RECEIVED and NOTED the Degree Outcomes Statement (paper C/24/97). Council made the following key points:
 - .1 The steer from Government was that the number of post-Covid first class degrees had risen and should fall back into line with pre-Covid levels;

- .2 Supporting students to leave with a positive outcome was a priority and Education and Student Experience Committee had oversight of this.

4280 Council Instruments for Annual Approval

- .1 Council RECEIVED and APPROVED the following from the Registrar:
 - .1 The Standing Orders of Council as presented in paper C/24/102;
 - .2 The Roles, Powers and Responsibilities of Council: Delivery and Scheme of Delegation as presented in paper C/24/84.
- .1 Council RECEIVED and NOTED the Council Member Requirements and Expectations as presented in paper C/24/105.

4256 Any Other Business

- . 1 Due to insufficient meeting time, the following papers would be circulated to Council members to NOTE:
 - .1 Castle Meadow Campus Update (paper C/24/113);
 - .2 University Strategic Risk Management (paper C/24/96);
 - .3 Faculty of Science Report (paper C/24/111).