



## **COUNCIL**

### **Minutes of the Meeting held on 24 June 2025**

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**Present:** Sir Keith O'Nions (Chair, except minute 4333), Dr Pearl Agyakwa, Andrew Armstrong, Vicky Bailey, Professor Sam Kingman (Observer for minute 4319.4), Sonya Leydecker, Professor Joanne Lymn, Helen Miles (except minutes 4322-4324), Piyali Mitra (except 4319.4), Anthony Murphy (from minute 4322), Professor Jane Norman, Stephen Odell (except minute 4319.4), Nora Senior, Rakesh Sharma, Professor Thomas Sotiriou, Giles Willits, Scarlett Zhang

**Apologies:** Dr Michelle Haslem

**In attendance:** Jason Carter (Secretary, Chief Governance and Risk Officer, except minute 4320), Matt Atkinson (Interim Chief Financial Officer), Alma Guo (Incoming Students' Union Vice-President Education), Louella Houldcroft (Director of Communications and Advocacy), Favour Samuel (Incoming Students' Union President), Joe O'Neill (Governance Manager), Professor Sube Banerjee (Faculty Pro-Vice Chancellor, Medicine and Health Sciences, for minute 4331), Sally Blackamore (Director of Finance, for minutes 4323 and 4325-4326), Kylie Colvin (Interim Chief Strategy Officer, for minutes 4327-4329), Professor David FitzPatrick (Provost, University of Nottingham Malaysia, for minutes 4322-4323), Chris Garrod (Faculty Operations Director, Medicine and Health Sciences, for minute 4331), Professor Katherine Linehan (Pro-Vice Chancellor, Education and Student Experience, for minute 4324), Helen McNamara (Chief People Officer, for minute 4324), Gary Moss (Director of Estates and Facilities, for minute 4331), Professor Tom Rodden (Pro-Vice Chancellor Research and Knowledge Exchange, for minute 4324), Emily Rycroft (Programme Director, for minute 4331), Kev Thompson (Interim Director of Governance and Assurance, for minutes 4328-4329)

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#### **4315 Welcome and Apologies**

- .1 The Chair welcomed members to the meeting. The Secretary confirmed the meeting was quorate.
- .2 Apologies were NOTED from Michelle Haslem.
- .3 A welcome was extended to Helen Miles who had been formally appointed to Council by circulation in June 2025.
- .4 Council registered its thanks to Pearl Agyakwa, Vicky Bailey, Nora Senior and Scarlett Zhang who would be leaving Council following the meeting.

#### **4316 Declarations of Conflicts of Interest**

- .1 Jason Carter declared an interest in the Appointment of Secretary to Council and stated an intention that he would recuse himself during that item.

- .2 Andrew Armstrong REPORTED that he had stood down from a role that he had previously held with UCU that could have potentially led to a conflict and that no further conflict was anticipated.

**4317 Minutes of the Meeting Held on 18 March 2025, 8 April 2025 and Action Log**

It was NOTED that the minutes of the March and April meetings of Council (C/25/33) had been approved by circulation by a majority of members as an accurate record. The action log was NOTED.

**4318 RESERVED**

**4319 Chair's Business**

- .1 It was REPORTED Helen Miles had been formally appointed as an External Member to serve from 1 June 2025 for four years.
- . 2 Following a further round of interviews, Nominations Committee had recommended Richard Parry to be appointed to Council. Further details would be circulated to Council and approval would be sought electronically.
- . 3 An update was given on the appointment of Bicky Bhangu to Council. Due to changes in personal circumstances, the appointment would not be progressed further at this time. Options were being explored as to how his skills and expertise might still support Council and the wider University in an alternative role.
- . 4 It was REPORTED that Nominations Committee had recommended Piyali Mitra and Stephen Odell's tenure on Council be extended by a further two years until 31 July 2027. Both members recused themselves from this discussion and, in order to remain quorate, the Deputy Vice-Chancellor was classed as an Observer for this item. Council APPROVED the extension of both Piyali Mitra and Stephen Odell for two years.

**4320 Appointment of the Secretary to Council**

- .1 Council RECEIVED a paper from the Associate Director of Governance (paper C/25/36). The Chief Governance and Risk Officer recused himself from this item.
- .2 In light of the recent investigation at the University of Dundee and the Gillies Report, it was AGREED to amend the wording of Statute 4 to include 'The ultimate responsibility of the Secretary to Council is to the Chair of Council'.
- .3 Council DISCUSSED the appointment process and NOTED that any future process would be reviewed at that time.
- .4 Council APPROVED the appointment of Jason Carter as Secretary to Council.

**4321 Vice-Chancellor's Report**

- .1 Council RECEIVED an update from the Vice-Chancellor (paper C/25/29).
- .2 It was REPORTED that the Gillies Report into failures in governance at the University of Dundee had been published and a lessons learnt group would be formed. Any recommendations from this group would be reported to UEB and Council.

- .3 An increase in the University's QS Rankings was DISCUSSED. Council NOTED an overview of the work that had been done to achieve this, as well as planned future work.
- .4 Members NOTED challenges around government policy and its potential effects on international student recruitment, as well as challenges around financial reporting in UniCore which required more time to become embedded and increased user training.

#### **4322 University of Nottingham Malaysia (UNM) Report**

- .1 Council RECEIVED a report on the Malaysia campus from the Provost, UNM (paper C/25/32) and NOTED the following key points:
  - .1 UNM was demonstrating high student satisfaction with positive response rates to surveys;
  - .2 Student recruitment targets for September 2025 were on track and were recovering to pre-Covid levels;
  - .3 Whilst remaining on course against budget to date and with significant reduction in the deficit, finances remained a challenge.

#### **4323 RESERVED**

#### **4324 Future Nottingham Phase 1 and 2 Update**

- .1 Council RECEIVED a verbal update on Future Nottingham from the Chief People Officer, Pro-Vice-Chancellor Education and Student Experience, and Pro-Vice-Chancellor Research and Knowledge Exchange.
- .2 Council gave a firm steer that the timing of the governance around Phase 2 must allow sufficient time for Finance Committee and Council to properly consider and be able to react to the Phase 2 Business Case.
- .3 Members DISCUSSED the important balance between socialisation of plans and the need to maintain forward momentum to realise opportunities emerging from Future Nottingham.

<b>ACTION</b>		<b>Owner</b>	<b>Due</b>
.4	The governance timeline for Future Nottingham Phase 2 Business Case to be reassessed.	Secretary  Deputy Vice-Chancellor	September 2025

#### **4325 Budget Update and Financial Performance Update**

- .1 Council RECEIVED and NOTED an update on the budget (C/25/48) and on financial performance (C/25/25) from the Interim Chief Financial Officer and Director of Finance.

- .2 It was NOTED that there had been improvements on the financial position in-year and a break-even position was now expected. Next year would see the implementation of the School Controllable Margin to support Schools in their financial planning and decision making.
- .3 Risks carried into 2025/26 included performance on overseas postgraduate taught recruitment, performance at clearing and factors relating to the timing and delivery of Future Nottingham Phase 1. No assumptions related to Phase 2 had been included for next year.
- .4 Council NOTED the importance of controlling expenditure and the required organisational behaviour and culture change required to support that.
- .5 Student Members raised concerns that the suggestions for cash preservation and generation included potential for the sale and re-lease of accommodation, NOTING that this would potentially increase costs for students.

#### **4326 Update to Delegated Financial Authorities and Financial Regulations**

Council APPROVED the updated Delegated Financial Authorities and Financial Regulations (C/25/47).

#### **4327 Castle Meadow Campus Lessons Learnt**

- .1 Council RECEIVED and NOTED a paper on lessons learnt relating to Castle Meadow Campus (CMC) from the Director of Internal Audit (paper C/25/34).
- .2 An overview of progress around risk management, including the development of an accountability framework, was given as a result of lessons learnt relating to CMC. An action plan had been implemented, ensuring future independent project and programme assurance would be enacted.
- .3 Members underlined the importance of a clearer separation of duties, clear accountability frameworks and the need for proper systems and processes on future programmes. The importance of creating a culture of openness and transparency was also highlighted.

#### **4328 University Strategic Risk Management**

- .1 Council RECEIVED and NOTED an update from the Associate Director of Risk and Assurance (C/25/33).
- .2 An overview was given around the development of the culture, governance and openness around risk. A risk appetite session was planned for Council in the autumn.
- .3 Council DISCUSSED the scoring of risk around staff moral and employee relations amid proposed industrial action. It was NOTED that the University aimed to maintain a positive and constructive relationship with regards to employee relations.

#### **4329 University of Nottingham North Star Vision**

- .1 Council RECEIVED and CONSIDERED a paper outlining a proposed North Star Vision from the Interim Chief Strategy Officer and Interim Director of Governance and Assurance (C/25/30).
- .2 The aim of the proposal was to provide the University with an underpinning vision for its core purpose and to crystalise what success meant and how to achieve it. Members DISCUSSED the following key points:
  - .1 The Vision did not explicitly mention teaching or affordability, and these would need to be included and reflected in any KPIs;
  - .2 Members underlined a potential lack of coherence with Future Nottingham and any future strategy. The Vision could be misunderstood by the wider University community when Future Nottingham was ongoing;
- .3 The North Star Vision was NOT APPROVED, however it was AGREED that work would be undertaken to ensure the Future Nottingham vision was reviewed and redefined where necessary to capture its spirit around excellence and financial sustainability.

#### **4330 Council Effectiveness Review Improvement Plan**

- .1 Council RECEIVED and DISCUSSED a paper on next steps with regards to the Council Effectiveness Review from the Associate Director of Governance and Vice-Chair of Council (paper C/25/46).
- .2 Proposed areas of focus included increasing input to Council relating to student experience and academic quality, a review of training and induction for new members, understanding the role of the overseas campuses, the development of KPIs and a review of how papers are presented. It would also include a review of its relationship with Senate with the aim for it to be improved. Members AGREED it would be useful to review the terms of reference of Senate's sub-committees to better understand its role in academic assurance and student experience.
- .3 Members AGREED it would be useful to review the terms of reference of Senate's sub-committees to better understand its role in academic assurance and student experience.
- .4 Council AGREED to the implementation of the Improvement Plan and an oversight group would be formed to progress this.

#### **4331 RESERVED**

#### **4332 Review of Ordinance XV and Statute Amendment**

- .1 Council RECEIVED and CONSIDERED a paper RECOMMENDING changes to Ordinance XV and Statute 9 from the Secretary (C/25/43).
- .2 Council was invited to review the recommended changes and DISCUSSED the following:
  - .1 The changes to Statute 9 were required in response to changes in UK legislation around freedom of speech;

- .2 Senate had rejected recommended changes to Ordinance XV on several occasions and the intention of the paper was to identify in high-level language what the core responsibilities of Senate were;
  - .3 The changes did not clearly improve the ability for Council to receive assurance around academic quality and oversight;
  - .4 Senate members on Council expressed discontent with the proposals and provided the view that the wording lessened the ability of Senate to provide challenge to the Executive. The Vice-Chancellor reiterated that, as Chair of Senate, she and the Executive remained committed to engaging with Senate with transparency and integrity;
  - .5 Senate constituted a body with a wide range of views and it was NOTED that it was important that all members of Senate were able to express those freely and openly;
- .3 The changes to Ordinance XV were NOT AGREED and it CONFIRMED that the Council Effectiveness Review Implementation Group would investigate how the relationship with Senate might be improved.
- .4 Council AGREED the changes to Statute 9.

#### **4333 Nominations Committee Report to Council**

- .1 Council RECEIVED the minutes of the 18 March 2025 meeting of Nominations Committee (C/25/37).
- .2 Council also received a verbal report from the 25 June 2025 meeting of the Committee from the Vice-Chair. The Chair recused himself from this update.
- .3 It was REPORTED that Nominations Committee had RECOMMENDED the extension of Sir Keith O'Nions' tenure as Chair of Council for one year until 31 December 2026 to support the recruitment of the next Chair of Council. Council APPROVED this recommendation.

#### **4334 Remuneration Committee Annual Report to Council and Terms of Reference**

- .1 Council RECEIVED and NOTED the report of the 10 February 2025 meeting of Remuneration Committee (paper C/25/39).
- .2 Council also RECEIVED the Remuneration Committee Annual Report to Council and Terms of Reference for academic year 2025/26.
- .3 It was REPORTED that Nominations Committee RECOMMENDED amending the terms of reference to increase the membership from five external members to six, and to maintain quoracy at 3 external members. Council APPROVED this recommendation.

#### **4335 Council Forward Plan**

Council NOTED its Forward Plan (C/25/40).

#### **4336 Any Other Business**

- . 1 Due to insufficient meeting time, the following papers were deferred:
  - .1 Faculty of Arts Report (paper C/25/08).
  - .2 Annual Update on Student Processes: Appeals, Complaints, Academic Misconduct and Office of the Independent Adjudicator (OIA) (paper C/25/44).
  - .3 Audit and Risk Committee Report to Council (paper C/25/45).
  - .4 Finance Committee Report to Council (paper C/25/31).
  - .5 A verbal report from Senate.