



**Minutes of the Meeting held on 30 September 2025**

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**Present:** Sir Keith O'Nions (Chair), Andrew Armstrong, Alma Guo, Dr Michelle Haslem, Professor Sam Kingman, Sonya Leydecker, Professor Joanne Lynn (from minute 4347), Helen Miles, Anthony Murphy, Professor Jane Norman, Stephen Odell, Richard Parry, Rakesh Sharma (from minute 4348), Professor Thomas Sotiriou, Professor Cecilia Testa, Giles Willits

**Apologies:** Favour Samuel, Piyali Mitra

**In attendance:** Jason Carter (Secretary, Chief Governance and Risk Officer), Sarah Troy-Brown (Senior Governance Manager), Joe O'Neill (Governance Manager, Minutes), Matt Atkinson (Interim Chief Financial Officer), Chris Hunt (Chief Operating Officer), Beena Adatia (Acting Director of Legal Services, for minute 4350), Kylie Colvin (Interim Chief Strategy Officer, for minute 4349), Chris Hulse (Interim Academic Registrar, for minute 4353), Smita Jamdar (Partner and Head of Education, Shakespeare Martineau, for minute 4350), Iram Kiani (Interim Deputy Director of Legal Services, for minute 4353), Professor Katherine Linehan (Pro-Vice Chancellor, Education and Student Experience, for minutes 4349 and 4353), Pauline Maden (Director of Education and Student Experience, Quality and Standards for minute 4352), Helen McNamara (Chief People Officer, for minute 4349), Professor Tom Rodden (Pro-Vice Chancellor, Research and Knowledge Exchange, for minute 4349), Kev Thompson (Interim Director of Governor and Assurance, for minute 4355), Duncan Young (Interim Chief Digital Officer, for minute 4359)

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**4343 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 and Favour Samuel.
- .3 A welcome was extended to Richard Parry who had accepted an appointment for four years from 1 August 2025, and to Professor Cecilia Testa who had been elected by Members of the Senate to serve for an initial four-year term until 31 July 2029.
- .4 Michelle Haslem REPORTED that she would be taking up a new role in the Home Office.
- .5 The Vice-Chair of Council requested that Members reviewed the paper pack and provide feedback in regard to highlighting good practice or areas for improvement should they note any.

**4344 Declarations of Conflicts of Interest**

There were no declarations of conflicts of interest.

#### **4345 Minutes of the Meeting of 24 June 2025, 21 July 2025 and Action Log**

The Minutes of 24 June 2025, 21 July 2025 had been APPROVED by circulation and the Action Log was NOTED.

#### **4346 Chair's Business**

- .1 It was REPORTED that:
  - .1 Bicky Bhangu had been APPROVED as an International Advisor by members.
  - .2 Helen Miles and Richard Parry had been appointed to the Audit and Risk Committee.

#### **4347 Vice-Chancellor's Report**

- .1 Council RECEIVED and NOTED an update from the Vice-Chancellor (paper C/25/62).
- .2 It was NOTED that UNISON had recently paused their proposed strike action and that discussions had been ongoing with local and regional UCU branches.
- .3 It was REPORTED that the University had retained its ranking of joint sixth within its peer group in the Knowledge Exchange Framework.
- .4 A Nottingham event had been held at the Labour Party Conference highlighting innovation in the field of medicine. The Government announced that it would be reintroducing maintenance grants for students from lower income background on specific courses that had yet to be defined. These maintenance grants would be funded by a levy on international students, though the specific details had not been announced.

#### **4348 University of Nottingham Ningbo Campus (UNNC) Report**

- .1 Council RECEIVED a report on the China campus from the Provost, UNNC (paper C/25/73) and NOTED the following key points:
  - .1 Operating costs were under control and UNNC was largely on budget for 2024/25. An application to increase tuition fees by 10% for the coming year had been submitted to the Chinese government and was the first increase for five years;
  - .2 Student and staff numbers had increased from previous years. Recruitment across all cohorts, especially postgraduate taught students, had been positive. More than 80% of undergraduates were going on to study a masters at a global top 100 institution;
  - .3 A five-year plan was being developed which would see significant growth in student numbers. As a result, research and teaching spaces would be built or expanded to support this although challenges were anticipated around on-campus space for accommodation.
- .2 Members queried plans for UNNC's cumulative surplus over the next few years. It was explained that an allocation had been assigned to the China Beacons

Institute but further detail could be presented to a future meeting. It was AGREED that this would be beneficial, as well as to have sight of the Strategic Plan Roadmap that had been approved in July.

- .3 Council DISCUSSED the importance of increasing the international experience and offer on all three campuses, including for those who chose not to travel.
- .4 It was NOTED that five key performance indicators (KPIs) were reported as being notably behind target. Members were reassured that the five KPIs mentioned did not necessarily reflect current delivery priorities and the entire set of KPIs would be reviewed to ensure they were fit for purpose following the anticipated recruitment of a Chief Financial Officer and Chief Operating Officer.

ACTION	Owner	Due
.5 Information on cumulative surpluses and their planned allocations to be presented at a future meeting	Secretary Provost, UNNC	March 2026
.6 Strategic Plan Roadmap to be shared with Council once finalised	Secretary Provost, UNNC	March 2026

#### 4349 Future Nottingham Update

- .1 Council RECEIVED an update and tabled presentation on Future Nottingham from the Vice-Chancellor, Deputy Vice-Chancellor, Pro-Vice Chancellor for Education and Student Experience, Pro-Vice Chancellor for Research and Knowledge Exchange, Chief People Officer and Interim Chief Strategy Officer.
- .2 The importance of sustainability in terms of the University's finances, staff workloads and climate commitments were NOTED and the following key points were REPORTED through a presentation:
  - .1 Phase 1 was due to conclude in October and would see 347 staff leave the organisation. All remaining at-risk staff would be transitioned to new roles by the end of December 2025 via the 'slotting' or 'Suitable Alternative Employment' (SAE) processes;
  - .2 Financial controls had been increased and were seen to be improving accountability and delivering greater value for money. Tracking of financial performance was ongoing and more detail would be provided to the November meetings of Finance Committee and Council;
  - .3 A focus on sustainable academic excellence had been key to thinking around Phase 2. The aim was to focus on selection and focus on areas of excellence, ensure that targeting of research and investment is targeted, purposeful and driven. Planning should be designed around coming decades rather than coming years, and investment that enhanced staff and student experience would require a surplus in order to deliver this;
  - .4 An overview of a proposed new College structure was given, with three Colleges, those of Science and Engineering, Humanities and Social Sciences, and Health, sitting above ten Schools. It was expected that the new structure

would lead to less duplication, improved resource allocation, and clearer accountability and leadership structures.

- .3 Members queried what work had been done to introduce and advance a culture of accountability around performance and support for managers to do so. It was AGREED that an update on work around creating a performance-driven culture and performance management would be presented to a future meeting of Council.
- .4 The need to see a full performance framework was highlighted, as was a timeline for developing a full target operating model to realise other developments and savings around size, scale and delivery. A medium-term strategic review plan around continuous improvement would be welcomed, and it was AGREED that an outline and timeline would be presented to Council in early 2026.
- .5 Council DISCUSSED the importance of ensuring that any work on academic size and shape was accompanied by corresponding work on how APM staff would support any new structures. It also NOTED the need to ensure that staff in leadership roles at all levels were supported and equipped to have conversations and engage with their staff and that these conversations were taking place across the University.
- .6 Members sought assurance that work had been undertaken to understand any tensions between academic size and shape and student expectations, particularly in relation to future recruitment. It was REPORTED that market evaluations of student demands had been performed, as well as scenario planning and shock analysis.
- .7 Council was invited to submit questions to be covered in a future Twilight Session and asked to consider any further questions they might have and to submit them to the Secretary via email. A series of Twilight Sessions would be scheduled ahead of the November meeting.

ACTION	Owner	Due
.8 Item on performance management and culture to be scheduled for a future meeting of Council	Secretary  Chief People Officer	November 2025
.9 Timeline and outline for a medium-term strategic review around continuous improvement to be scheduled for early 2026	Secretary  Chief Operating Officer	March 2026
.10 Questions from members to be submitted and answers prepared for a Twilight Session	Secretary	October 2025
.11 The presentation slides would be circulated to members. <b>Post meeting note:</b> This action has been completed.	Secretary	October 2025

#### 4350 Roles and Responsibilities of Council Members

- .1 Council RECEIVED and NOTED a presentation from the Partner and Head of Education, Shakespeare Martineau around roles and responsibilities, relevant standards including the CUC Code and Nolan Principles, and the line between management and governance. The Interim Director of Legal Services was present for this item.
- .2 Members raised queries throughout the presentation relating to:
  - .1 The order of precedence of governing documents and the varying layers of governance within the Institution;
  - .2 The complexities of ownership of a chartered institution and what might happen should it become insolvent;
  - .3 Personal liability and the duty to act with reasonable care and skill;
  - .4 The delegation of responsibility to the University Executive and the difference between accountability and responsibility;
  - .5 The recording of dissent and collective responsibility;
  - .6 The importance of proper reporting from other bodies, ensuring the right level of information is provided, and establishing a tolerance around data risk.

#### 4351 Gillies Report

- .1 Council RECEIVED and NOTED a verbal update from the Secretary following an internal assessment of the 18 Gillies Report recommendations.
- .2 It was REPORTED that of the 18 recommendations, the University was mostly compliant but the University's Internal Audit team had been asked to conduct a review to check that all the relevant artifacts and practices were in place. Feedback from this exercise would be provided at the November 2025 meeting of Council.
- .3 The importance of ensuring scrutiny of financial papers submitted to Council was highlighted. The need to ensure assumptions were realistic and properly debated was underlined.
- .4 A recording of a recent webinar on the subject by the University's auditors, BDO, would be shared for those who had been unable to attend.

ACTION	Owner	Due
.5 BDO webinar on Gillies Report to be circulated to members	Secretary	September 2025

#### 4352 NSS Update and Action Plan

- .1 Council RECEIVED and NOTED an update from the Pro-Vice Chancellor, Education and Student Experience and Director of Education and Student Experience, Quality and Standards (paper C/25/77).

- .2 An update was provided on the proposed strategic and prioritised approach to improving the University's National Student Survey (NSS) score. The three key priority areas were:
  - .1 Assessment and feedback: reducing the assessment burden on students and ensuring assessments were authentic and related to employer skills, and upskilling students to be able to use feedback effectively;
  - .2 Simplification: encouraging course and module designers to consider the learner journey and simplify options for students;
  - .3 Student voice: establishing the Educator Academy, working more closely with the Students' Union, and a campaign badged as 'Changes Inspired By You' to provide feedback on changes implemented as a result of feedback.
- .3 Council sought clarification as to what metrics could be monitored between the proposed interventions being taken and NSS results being published in a number of years' time to provide lead indicators that measures were proving successful. Setting out initial success measures, actively monitoring the Nottingham Learner Experience Survey year-on-year, and modelling on the average score needed to achieve an upper-quartile result were listed in response.
- .4 Members queried why the paper had been presented to Council before it had been seen by Senate or its sub-committees. It was asserted that iterations of the paper had been considered by Senate and Education and Student Experience Committee (ESEC) on a number of occasions. It was also asserted that due to issues over ESEC's membership and ability to hold a quorate meeting, it had not been possible to do so at the end of the last academic session. The disparity of views on Senate engagement was NOTED and it was AGREED that clarification as to the route the paper had taken and where it had been considered would be presented to the next meeting of Council.
- .5 Council sought greater clarity in terms of data and clearer comparisons with other institutions. Understanding whether the number of course and modules quoted was high in relation to competitors would be welcomed, as would a greater level of focus on key themes and areas at a departmental level.

ACTION	Owner	Due
.6 Clarification as to the route the NSS paper had taken and where it had been considered would be presented to the next meeting of Council.	PVC ESE Secretary	October 2025

#### 4353 RESERVED

#### 4354 Free Speech and Academic Freedom Statement and Code of Practice

- .1 Council RECEIVED and NOTED an update from the Interim Academic Registrar (paper C/25/67) which provided updated documents in relation to Freedom of Speech in response to changes in the legislative environment.
- .2 It was REPORTED that historically the University's approach to free speech had been working well. The Code aimed to make a safe and appropriate space for speech that, whilst potentially unpopular or controversial, remained lawful.
- .3 Council APPROVED the Academic Freedom Statement and Code of Practice.

**4355 Risk Appetite**

- .1 Council RECEIVED a verbal update from the Interim Director of Governance and Assurance following Monday 29 September's session with Council on risk appetite.
- .2 It was NOTED that accountability and responsibility for risk appetite would be held by Council, with work being done to refine the statements by UEB and Audit and Risk Committee.
- .3 Council ENDORSED the direction of travel with regards to developing the risk appetite statements.

**4356 Council Effectiveness Review Response Plan**

- .1 Council RECEIVED and NOTED a paper from the Vice-Chair of Council and Secretary (C/25/70).
- .2 Members were invited to express an interest in being more involved in writing to the Vice-Chair and it was NOTED that there was a desire to develop thinking on student experience further.

**4357 RESERVED**

**4358 Modern Slavery Act 2015: Annual Statement**

- .1 Council RECEIVED and NOTED a paper from the Secretary (C/25/69).
- .2 Members queried whether there was any impact from this on supply chains and our relationship with China and Malaysia. It was AGREED that this would be investigated.
- .3 Council APPROVED the Modern Slavery Act 2015: Annual Statement

<b>ACTION</b>	<b>Owner</b>	<b>Due</b>
.4 Investigate any potential implications for relationship with China and Malaysia	Secretary	March 2026
.5 Paper to focus on University's statutory requirements in future iterations	Secretary	September 2026

**4359 RESERVED**

**4360 Finance Committee Report to Council and Terms of Reference**

Council NOTED the report from Finance Committee and APPROVED its terms of reference (C/25/79).

**4361 Audit and Risk Committee Report to Council and Terms of Reference**

Council NOTED the report from Audit and Risk Committee and APPROVED its terms of reference (C/25/78).

**4362 Nominations Committee Report to Council**

Council NOTED the report from Nominations Committee (C/25/64).

**4363 Honorary Degrees Committee Report to Council and Terms of Reference**

Council NOTED the report from Honorary Degrees Committee and APPROVED its terms of reference (C/25/68).

**4364 Remuneration Committee Report to Council**

Council NOTED the report from Remuneration Committee (C/25/71).

**4365 Senate Report to Council**

Council NOTED the report from Senate (C/25/75).

**4366 Council Forward Plan**

Council NOTED the forward plan (C/25/74).

**4367 Standing Orders of Council**

Council APPROVED its Standing Orders (C/25/58).

**4368 Role, Powers and Responsibilities of Council: Delivery and Scheme of Delegation**

Council APPROVED the Roles, Powers and Responsibilities paper (C/25/59).

**4369 Council Members: Requirements and Expectations**

Council APPROVED the Council Member: Requirements and Expectations paper (C/25/60).

**4370 Scheme of Delegated Financial Authority**

Council NOTED the Scheme of Delegated Financial Authority (C/25/61).

**4371 Council Member Attendance 2024/25 and Membership and Periods of Office of Council 2025/26**

Council NOTED the membership information provided in the papers (C/25/64 and C/25/65).