

**APPROVED COUNCIL MINUTES
MEETING HELD ON 9th MAY 2025, 9AM
Room D427 Rhind Building**

Members		Meeting 1 20.09.24	Meeting 2 10.10.24	Meeting 3 28.11.24	Meeting 4 20.02.25	Meeting 5 14.03.25	Meeting 6 09.05.25	Meeting 7 04.07.25
Independent Members	Professor Ian Jacobs (Chair)	✓	✓	✓	✓	✓	✓	
	Professor Sir Anthony Finkelstein (President)	✓	✓	✓	✓	✓	✓	
	Mr Godfrey Allen	✓	✓	✓	✓	✓	✓	
	Professor Bob Allison	✓	✓	✓	✓	✓	✓	
	Mr Jonathan Curtiss	A	A	N/M	N/M	N/M	N/M	
	Mr Mark Evans	N/M	N/M	N/M	✓	A	✓	
	Ms Adrienne Fresko	✓	✓	✓	✓	✓	✓	
	Mr Josh Joshi	✓	A	✓	✓	✓	✓	
	Ms Rachel Lock	A	✓	✓	A	✓	✓	
	Ms Catherine McGuinness	✓	✓	✓	✓	✓	✓	
	Ms Gillian Norton	✓	✓	A	A	✓	N/M	
	Ms Julia Palca	✓	✓	✓	✓	✓	✓	
	Mr Anant Prakash	✓	A	✓	✓	✓	✓	
	Mr Damian Reid	✓	✓	✓	✓	✓	✓	
	Ms Christine Swabey	✓	✓	A	✓	✓	✓	
Mr Ron Zeghibe	✓	✓	A	✓	✓	✓		
Staff and Student Members	Ms Sandra Ashton	A	✓	✓	✓	✓	✓	
	Professor Leanne Aitken	✓	A	✓	N/M	N/M	N/M	
	Ms Ayla Hamzayeva	✓	✓	✓	A	A	A	
	Professor Jon Friedland	N/M	N/M	N/M	✓	✓	✓	
	Professor Elisabeth Hill	✓	✓	P	✓	✓	✓	
	Mr Joe Kenwright	A	A	A	✓	A	A	
	Professor Rich Payne	A	✓	✓	✓	✓	A	
	Ms Helen Watson	✓	✓	✓	✓	✓	✓	

Key: ✓ In Attendance A Apologies P Part Attendance N/M Not a Member S Sabbatical

In Attendance	Reason and Meeting Section
Mr Dominic Davis	Director of Strategy, Planning and Performance
Dr William Jordan	University Secretary
Ms Sarah Lawton	Senior Governance Officer
Ms Charlotte Martin	Director of Governance Support, Development and Integration
Professor Andre Spicer	Executive Dean Bayes Business School
Mr Matthew Swales	Chief Financial Officer

MINUTES SECTION A – OPEN FOR PUBLICATION

Part One – Preliminary Items

1. Highlighted Items

Council **agreed** the highlighted items.

2. Minutes

The minutes of the meeting held on 14th March 2025 were approved.

3. Matters Arising

Council noted the actions arising from past meetings.

Estates Strategy: It was anticipated that there would be an update at the July meeting.

Matter Arising 10. Brand Launch Timeline: The President would discuss with the Events Team and report back at the next meeting.

4. Conflicts of Interest

There were no conflicts of interest relating to the matters on the agenda of the meeting. The Chair noted that he had now taken up the post of Chair of Barts NHS Trust and would note at future meetings any potential conflict of interests regarding specific agenda items. Catherine McGuinness noted that she had been asked to join The Association of Business Schools Task Force, chaired by former Lord Mayor Michael Mainelli.

5. Items Specially Brought Forward by the Chair

New Council and the Merger

The Chair reflected on how well the merger had gone, noting the positive atmosphere and the good working relationship between the Executive and lay members of Council. He expressed his thanks to all members.

New style cover sheets

Although this was still a “work in progress” the new style of cover sheet was clearly helpful. Authors were reminded that they should assume that all papers have been read prior to each meeting and therefore verbal introductions should be no more than 5 minutes long.

Letter from IWGB

The IWGB had written to Council members this week with regard to industrial action being taken by the night cleaning staff at the University and the University’s decision to outsource the cleaning contract. This was a matter for the Executive to take forward, through the appropriate channels.

Law School Visit

The Chair and several Council members had enjoyed an excellent visit to the City Law School. The Chair noted the prestigious history of the School, its track record of success, its recent improvements with regard to student satisfaction (and the impact of this on its rankings) and its impressive leadership team.

The questions raised by the visit were (i) whether more could be done to raise the profile of the School and (ii) what more could be done to capitalise on the success by further increasing student numbers? - noting that this would of course require a carefully thought through business case factoring in staffing and space constraints.

Godfrey Allen noted that he was assisting with the itinerary for a UK visit from the International Association of Judges and Magistrates and would be in touch with the Dean of CLS about organising a visit for the delegation.

Sir Mark Lowcock

Sir Mark had been in contact to explain that as Chair of the University of London, he needed to have further discussions with colleagues at UoL before formally accepting the role of Council Member at City St George’s. The Chair was hopeful of a good outcome.

6. Calendar

Council members noted the calendar. The process for the annual appraisal of the Chair would be discussed in July with a view to the appraisal itself being carried out in September and reported to the October Council meeting.

7. President’s Report

Council noted the report from the President which included updates from the Vice-Presidents and Executive Deans.

The President highlighted the following activities which had taken place since the last meeting:

- Development of a relationship with PACE University in New York. Following an excellent visit from them, the President looked forward to strengthening that relationship.
- The President had been involved in the creation of a new mission group “Research Plus” with around a dozen other Universities broadly similar in profile to City St George’s.
- The Mais Lecture at Bayes had been presented by Professor Isabel Schnabel, an Executive Board member of the European Central Bank and the event had been a great success.

- The President had presented at the recent Times Higher “Digital Universities” event.
- A meeting at UUK on Freedom of Speech had taken place and had been attended by heads of Universities.
- The President had had dinner with the new Chief Executive of Ofsted.

In discussion the following points were noted:

- Student views about the merger: The report indicated that students at Tooting continued to express concerns about the merger. The DP&P noted that it would be unrealistic not to expect some negative feedback from students at Tooting, but also that some of the concerns related to graduation certificates and degree awarding in the main - and that these concerns were being addressed. It was also important for the Executive to be mindful of the needs of the legacy City students in SHMS. SU student “check-ins” would continue to be used to monitor student feedback and act on feedback received.
- Staff views about the merger: staff sentiment about the merger was mixed. Many staff were of the opinion that the merger was needed and provided new opportunities. Other members of staff felt that the merger was not what they wanted but want to make the best of it. There are a small number who were unhappy overall. A better sense of overall staff satisfaction would be provided by the next staff survey, which would take place in November 2025.
- Research issues: the Executive was addressing some issues that had arisen in bringing together staff working on research at the two institutions in an atmosphere of mutual respect.
- Business continuity issue: In late March, a business continuity issue had arisen on the Tooting campus when a contractor damaged a pipe and this resulted in a major IT outage. The Business Continuity Management process was stood up very quickly and staff worked extremely hard – including out of hours – to get systems working again and ensure staff and students were supported. Although most data was recovered, this was at a significant cost, and the event had highlighted weaknesses in systems and procedures in Tooting, which would be addressed. The COO noted that the irrecoverable loss of some student data constituted a data breach. There was no risk at any point of the data leaving our systems and no identifiable harm to the individuals concerned. However, the volume of data led us to discuss the matter with the ICO ‘hotline’ to satisfy ourselves that the matter was not reportable. The event did not constitute a reportable event to OfS.

8. SU President’s Report

Council considered the report which gave a full account of the events and campaigns being taken forward by the Students’ Union. In discussion the following points were noted:

- As the SU President was unable to attend the meeting, Council passed on their best wishes and their thanks for her informative report.
- The SU President-elect would be invited to attend the July meeting as an observer to get a feel for how business is conducted prior to his first meeting as a member in October.
- The SU Trustee Board at the University was fully cognisant of the need for the SU to act in accordance with its charitable objects – but the President noted that societies could operate outside of the SU as unincorporated associations and that this issue had been drawn to the attention of the SU’s CEO as something that would need to be monitored closely, going forward.

9. Transformation Portfolio Update

9.1 Status of Strategic Programmes: Integration, People & Finance, PSTOM

Council considered the report and in discussion the following points were noted:

- The report focussed very much on technical aspects of the SHMS ‘integration’ project rather than the experience of people (i.e. staff and students) involved in the merger. While uncertainty was inevitable, there were better and worse ways of handling and resolving it – and (as had been noted in discussion of the President’s report (item 7 above)), it was not clear that the statement in the report that ‘good

progress has been made' corresponded to the lived experience of staff and students involved.

- Since the report had been published, HR activities continued to move forward at pace. Half of the Head of Department roles in the new combined School had been recruited to and appointment to the other positions were in train. In addition, more than 850 academic staff had now been informed which academic department they had been allocated to.
- The DP&P assured Council that work was on track but there was still much to be done.

9.2 Overview of Strategic Project Portfolio

Council considered the report and in discussion the following points were noted:

- There had been a very high attendance at the recent PSTOM Town Hall event, at which the terms of engagement were set out up front along with a reminder of City St George's values and expectations around staff behaviour.
- There would always and understandably be anxiety around any cost saving exercise. Staff understandably wanted certainty and clarity about the future which could not currently be provided. But it would be helpful for reports on the PSTOM to highlight how the Executive was communicating with staff to allay concerns to the fullest extent possible.
- Support packages for staff affected by the PSTOM changes had been developed and would be launched across the University very shortly.
- The savings targets for the current exercise were not high by comparison with savings being sought at other HEIs at the moment (around 100 staff posts, or around 6% in budget terms) and the COO had been completely transparent with staff about those targets.
- Council assured the Executive of its support and noted its thanks for the openness of the approach with regard to the process.

9.3 People and Finance Programme

Council considered the request for additional funding for the programme and in discussion the following points were noted:

- The resourcing and the timescales for the People & Finance project were now assessed as 'red' both by the CSG team and the University's delivery partner Oracle Consulting; and this had also been the view of an external report commissioned from KPMG (in its capacity as a co-source provider of 'internal audit' reports).
- The team was working hard but lacked capacity to accelerate as needed through data migration activities, preparing scripts for user acceptance testing and stakeholder engagement. A failure to recover the plan and timetable in these areas would almost certainly result in losing the target launch date. Further funding was required, as detailed in the papers for the meeting.
- The Chair of Finance Committee noted the disappointment of Finance Committee at the overspend and the view of Finance Committee that there should be a "lessons learned" review when the time was right. Nonetheless Finance Committee, after a full consideration of the issues, had endorsed the request being made to Council to approve additional funding for the project, to enable the August launch date to be preserved.

Decision

Council **approved** the request for £2.05M of additional funding for the People and Finance Programme.

10. Future Partnerships

Council considered the on update on potential partnerships and collaborations currently in prospect.

This item is continued in the closed section of these minutes.

11. Freedom of Speech Update

Council considered the update and noted the interim policy. In discussion the following points were noted:

- The President had taken the action set out in the papers for the meeting under powers delegated to him by Council through Ordinance B.4 Freedom of Speech.
- The legal position was currently unclear on many fronts, following the recent Supreme Court ruling and the OfS' findings in relation to the University of Sussex. But the University was taking steps to ensure its policies and procedures are up to date and compliant with the law and with regulatory requirements – noting that this was a developing area, that a Judicial Review of the OfS' findings about the University of Sussex was underway, and that OfS guidance on the 2023 legislation about Freedom of Speech in Higher Education had yet to be issued.
- The University had not sought external legal advice on the issues but had been very fortunate in having appointed a General Counsel recently who had been closely engaged in the University's work in this domain.
- Council would be provided with an update on its own responsibilities on Freedom of Speech in the light of the 2023 legislation (which would come into effect on 1 August 2025) at its meeting in July.
- The Chair noted that much work was being undertaken in this area and Council needed to be aware of its responsibilities.

12. Revised Forecast 2024/25

Council received the report which presented the 2024/25 revised Forecast and had been considered in detail at Finance Committee. The Chair noted that this was a "good news story" and thanked the CFO and Finance Team.

Decision

Council **approved** the revised Financial Forecast 2024/25.

13. Financial Headroom

13.1 Informal note of the seminar on Financial Headroom

Council noted the informal record of the seminar.

13.2 Final Phase 1 Report

Council noted the final report.

13.3 Proposed Scope for Phase 2

Council noted that Finance Committee was supportive of proceeding as outlined in the paper provided.

Decision

Council **approved** the Scope for Phase 2 of the Financial Headroom work.

14. Council Effectiveness and Appraisal of Chair

Council noted that a small steering group had been established to appoint external advisors to undertake an "Independent Effectiveness Review" of Council. Once appointed, the external advisors would commence the review in September 2025.

15 Reappointment of Council Members

Council received the verbal update from the Chair of CGNC.

Decision

Council **approved** the reappointments of Catherine McGuinness and Adrienne Fresko for a further three-year period, respectively.

16. Policies Recommended for Council approval by Strategy and Development Committee

16.1 Gift Acceptance Policy

Council **approved** the policy.

16.2 Due Diligence Policy

Council **approved** the policy.

- 17. Financial Quarter 2 Report**
Council **approved** the report for external submission to City St George's three lenders (MetLife, Barclays and Santander).
- 18. Minutes**
Council noted the minutes of the following meetings:
 - 18.1 Audit & Risk Committee 3rd March 2025
 - 18.2 Corporate Governance & Nominations Committee 19th February 2025
 - 18.3 Strategy & Development Committee 26th February 2025
 - 18.4 Senate 5th March 2025
- 19. Council Committee Dates 2025/25 Academic Year**
Council noted the dates of forthcoming meetings.
- 20. FOI Review**
Council **agreed** that no changes were required.
- 21. Date of Next Meeting**
Friday 4th July 2025, 9am

Professor Ian Jacobs, Chair of Council May 2025