

**APPROVED COUNCIL MINUTES MEETING  
HELD ON 10<sup>th</sup> OCTOBER 2024, 9AM  
NORTHAMPTON A & B UNIVERSITY BUILDING**

Members		Meeting 1 20.09.24	Meeting 2 10.10.24	Meeting 3 28.10.24	Meeting 4 14.03.25	Meeting 5 09.05.25	Meeting 6 04.07.52
Independent Members	Professor Ian Jacobs (Chair)	✓	✓				
	Professor Sir Anthony Finkelstein (President)	✓	✓				
	Mr Godfrey Allen	✓	✓				
	Professor Bob Allison	✓	✓				
	Mr Jonathan Curtiss	✓	✓				
	Ms Adrienne Fresko	✓	✓				
	Mr Josh Joshi	✓	A				
	Ms Rachel Lock	A	✓				
	Ms Catherine McGuinness	✓	✓				
	Ms Gillian Norton	✓	✓				
	Ms Julia Palca	✓	✓				
	Mr Anant Prakash	✓	A				
	Mr Damian Reid	✓	✓				
	Ms Christine Swabey	✓	✓				
Mr Ron Zeghibe	✓	✓					
Staff and Student Members	Ms Sandra Ashton	A	✓				
	Professor Leanne Aitken	✓	A				
	Ms Ayla Hamzayeva	✓	✓				
	Professor Elisabeth Hill	✓	✓				
	Mr Joe Kenwright	A	A				
	Professor Rich Payne	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
Professor Rachel Allen	Executive Dean (Interim) School of Health and Medical Sciences
Mr Dominic Davis	Director, Strategy and Planning
Mr Adrian Haxby	Co-opted Chair of Strategy & Finance Committee
Dr William Jordan	University Secretary
Mr David Hauk	Senior Governance Officer
Professor Debra Salmon	Dean School of Health and Psychological Sciences
Professor Andre Spicer	Executive Dean Bayes Business School
Mr Matthew Swales	Chief Financial Officer

## MINUTES SECTION A – OPEN FOR PUBLICATION

### **Part One – Preliminary Items**

- Highlighted Items**  
Council **agreed** the highlighted items.
- Minutes**  
The minutes of the meeting held on 20<sup>th</sup> September 2024 were approved subject to a minor amendment to item 11.3 where it incorrectly stated that the CFO would be a member of the Finance Committee. **[Action]**
- Matters Arising**  
Council noted the actions arising from past meetings.
- Conflicts of Interest**  
There were no conflicts of interest relating to the matters of the meeting. Council noted that the Governance Team had also provided an update on the registered interests of all Council

Members at item 7. The President noted that he had recently joined the board of Business London as a representative of Higher Education in London.

## 5. **Items Specially Brought Forward by the Chair**

The Chair noted the success of the Away Day held on 30<sup>th</sup> September and thanked colleagues for their engagement with the presentations by the Executive Team. The Chair noted the three themes that were considered at the Away Day. Papers were being developed following those discussions:

- Financial headroom: A paper outlining work in progress and areas of interest raised by members was in development and would be brought to Council for discussion. **[Action]**
- Operations: A paper outlining how Council could best receive assurance about the delivery of the programme for the full integration of the University's operations by 2027 (through the monitoring of appropriate KPIs and milestones) would be brought to Council for discussion. **[Action]**
- External Messaging: The Deputy President & Provost and Vice-President (Digital & Student Experience) were leading on developing the ideas around steps to build a sense of community, pride and belonging for students and staff and how to project and communicate externally the creation of this new community through merger. A paper would be brought to Council for discussion. **[Action]**

The Chair noted the following items for information:

- A very successful meeting had recently been held at Tooting with an individual identified as a potential donor.
- The Supplemental Charter had been approved at the October meeting of the Privy Council and would now be advertised in the London Gazette. It was anticipated that the Charter would be granted early in 2025; and at that point the legal name of the University would change from City, University of London to City St George's, University of London.
- The Chair would be attending Senate in October as an observer. The Chair encouraged other independent members of Council also to attend a meeting of Senate in the coming academic year and noted that members wishing to do so should contact the Governance Team to make the necessary arrangements. **[Action]**

## 6. **Calendar**

Council members noted the calendar.

## 7. **Registers of Interest**

Council noted the registers. The Chair's interests were still to be included and would be added by the Governance Team following the meeting. Council members agreed to forward any further updates the Governance Team as necessary. **[Action]**

## 8. **President's Report**

Council considered the report from the President who highlighted the following points:

- The style of the report had been revised to include contributions from the Schools and Departments of the University.
- Work to develop NHS partnerships was progressing well following excellent discussion with the Chief Executive of GESH.
- The President had started work to develop a strategy for place including an international strategy. A comprehensive report would be brought to Council in due course. **[Action]**
- Relations with City of London continued to strengthen. The University had been very fortunate to have strong support from Michael Mainelli as Lord Mayor over the past year.
- A meeting had been held with the new Chair of University of London Council, Sir Mark Lowcock. The University continued to maintain a strong collegiate relationship with the University through the Deputy President & Provost.

- Work had started on the recruitment of a new Chief People Officer, Legal Counsel and Director of Development.
- Recruitment to appointment a Director to lead the University's academic Digital Transformation activity had concluded with Dr Baba Sheba being offered and accepting the role.

In discussion the following points were noted:

- The new format of the report was very welcome, particularly the highlights from Schools. Council was, however, also keen to hear about the challenges facing Schools as well as their achievements in future reports. **[Action]**
- There was a case for developing new formal mechanisms, as necessary, to enable 'money to follow the student' and thereby foster further the development of new courses run jointly between different Schools.
- It would be helpful for the VP (Research) Designate to develop proposals for the approach to research to be adopted by the University and for its alignment with the University's top-level strategy. **[Action]**
- Council would receive an annual report on Research & Educational Enterprise at its next meeting (following review of the paper at Senate and Strategy & Development Committee) which would provide an overview of the achievements of the University in this area over the previous year.
- It would be important now for the University to determine and prioritise investment in research in a few key areas, in which it could succeed in attaining critical mass and become pre-eminent.
- It would also be important for the University to engage successfully now with government ministers and their advisors.
- It would be important for the University to prioritise exploring opportunities around health partnerships post-merger. The Chair and President were holding a dinner in December with some of the key stakeholders who might be interested in collaboration with City St Georges and would report back at the next Council. **[Action]**

## 9. Students' Union Report

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

- The Students' Union top 5 highlights and current priorities for the officers were:
  - Mental Health and Wellbeing – The President was looking into the provision across the sector with the view to bring back a list of recommendations.
  - Culture Festival – Officers were organising a Culture Festival to celebrate the diverse cultures across the University.
  - Increasing Transparency – Officers were exploring ways to help address concerns raised by students in Tooting about the communication and transparency relating to the merger.
  - Black Futures Month - Officers were working on a range of events and initiatives.
  - Student Jobs - The Deputy President (Community and Sport) had been building relationships with local companies and looking to increase the number of roles available on site.
- The former City Students' Union strategy had been reviewed, and officers had agreed that the high-level strategy to 'Make Every Day Better' together with its accompanying values and promises should be adopted across the new merged Union with some minor updates.
- The merger of the two Students' Unions had been the focus of work for officers recently. Key achievements included a comprehensive review of Union governance to ensure the Union's policies and governance structures catered to the needs of different sites, implementation of a new tiered membership model for sports clubs, consolidation of online membership services, streamlined finance budgets and operations, and introduction of vibrant new branding.

- The Union had delivered a combined welcome week with activities and events across the three sites. 95% of the Union's activities were free for students to access. Officers also delivered 35+ induction talks to new UG, PGT and PGR students about the Union.
- The Union had received excellent feedback from students about the new student hub on the Clerkenwell campus. Students could now access a wide range of services in one place.

In discussion the following points were noted:

- Council would welcome a fuller report on the proposed SU mental health and wellbeing work; particularly more detail around timescales and workstreams. **[Action]**
- Mental health and wellbeing issues were often exacerbated by hardship. Council would also welcome further information on the work of the University to address cost of living issues. **[Action]**
- The Chair extended the thanks of Council to the SU President for an excellent report and commended the SU for the approach being taken to the merger.

## 10. Finance Matters

### 10.1 Student Recruitment Update

Council received a verbal update from the CFO and in discussion the following points were noted:

- The financial consequence of student recruitment remained uncertain; but a clearer and more stable view would be available when the Flash Forecast was developed at the end of the month. This would be presented at the November meeting of Finance Committee.
- Recruitment at the Clerkenwell and Moorgate campus suggested that the recruitment of undergraduates would exceed targets, while the recruitment of postgraduate students would not meet target levels; and also, that a shortfall on the recruitment of international students would be compensated for in part by exceeding targets for the recruitment of home students.
- Overall, recruitment at Clerkenwell and Moorgate suggested a shortfall of revenue against target of up to £6 million, within contingency. There was also a shortfall of around £500k in recruitment at the Tooting campus.
- There was the potential to mitigate the shortfalls to a degree through stronger promotion of courses with a January intake.
- The increase in the undergraduate numbers could put pressure on student experience and this would be monitored closely.
- It was an open question at present whether the changes in recruitment this year foreshadowed a different pattern of recruitment for the future.
- An active conversation with the external auditors about how the recruitment figures might impact their assessment of the University as a 'going concern' was underway.

### 10.2 Q4 Financial Report

Council considered the legacy City Q4 report which had been considered by Finance Committee on 25<sup>th</sup> September. In discussion the following points were noted:

- Net assets have increased by £82.0M, largely driven by the removal of the USS pension provisions of £81.6M.
- As at 31 July 2024, the University was holding £41m in liquid reserves (£25m in cash and £16m current investments).
- MetLife covenant calculations demonstrated compliance for the 2023/24 year-end.
- The report confirmed the University was in good shape at the 2023/24 year-end.
- All Schools had kept to their contribution targets.
- The out-turn had benefited from an income boost from the sale of the lease of Willen House this year, but this was a one-off event.

### 10.3 City St George's Financing Proposals

Council considered the proposals for the restatement of City St George's loan facility agreements with Barclays and Santander.

#### **Decision**

Council **agreed** the Restatement Agreements and Restated Facility Agreements with Barclays and Santander and **approved** the transition onto the restated facility agreements based on the resolutions as set out in the Extract Minutes from Council at item 10.3i, which are appended to this note of the meeting.

## 11. Strategy Matters

### 11.1 Strategy Performance Measures

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

- The 15% gap in black attainment was particularly worrying. On this issue:
  - The University's APP plan kept sight of this issue, outcomes were monitored by Senate and the Educational Quality Committee; and the Office of Institutional Equity considered how the University's performance measured up against that of other institutions and how this could be improved.
  - Ongoing work to review portfolio, tackle assessment for learning and teaching quality as well as to improve student support should all play a part in reducing the attainment gap.
  - The attainment gap had been significantly lower during Covid, when alternative methods of assessment had been employed and a 'no detriment' policy had been in place for students.
  - Questions worth exploring included; whether local volunteers could be found and deployed to mentor students as appropriate, and whether the composition of the University's Race Equity Advisory Board should be reconsidered.
  - The Chair noted that there were clearly many avenues to explore to improve the position; and that Council clearly wished for actions to be developed that would enable the University to be a leading light in the sector on this issue.

#### **[Action]**

- The University's continuation rate was also an issue of concern. The 2022/23 figure was nearly 3% below target and would have an impact on the University's finances.
- RGC income per FTE varied enormously between Schools. It was important to consider what steps could be taken to help improve this across the University. Doubling the current levels of RGC seemed an entirely reasonable target.
- It might be worth capturing data on consultancy income and working out how the University could support staff to ensure that the full range of consultancy undertaken by its staff was declared – as the University would remain legally liable for all such consultancy undertaken by its staff.
- More generally, there was a clear need to develop measures of success to judge performance against the ambitions of the University, and particularly those areas where the University planned to attain true excellence. So, the provisional timeline for developing new performance measures with which to gauge the progress & success of the newly merged institution was very welcome.

### 11.2 Merger: Integration Update

Council received a verbal update from the Deputy President & Provost and in discussion the following points were noted:

- The academic structure for the new School of Health and Medical Sciences and arrangements for its leadership structure were currently being developed.
- The President, Deputy President & Provost, COO and CFO had all been approached by other institutions in the sector to talk about the merger which could help raise the profile of the University further.

- A particular highlight of the merger work to date had been the integration of the two Students' Unions. The sabbatical team of officers, drawn from across the combined University, was working closely together.
- It would be important for Council itself not to lose sight of the estates issues that had been discussed prior to the merger, and which were now being considered by the Finance Committee and Audit & Risk Committee of Council.
- There were concerns among students in Tooting about the merger (as had been noted in the SU President's report) and it was important that the Executive convey to students at Tooting the full excitement of the merger and the new possibilities it brought to the combined University. The President would consider further ways forward on this issue – which could involve further visits to the Tooting campus by the Vice Presidents and perhaps a showcasing of what had been achieved in the integration of Urdang students into the University - with the Interim Dean of the St George's School of Health and Medical Sciences. **[Action]**

## 12. Corporate Governance Matters

Council received a verbal update from the Chair of CGNC on recruitment to Council and the School Links Scheme. In discussion the following points were noted:

- The recruitment of a new independent member with estates/finance experience was underway. Four candidates had now been shortlisted and an interview panel had been established.
- CGNC had reviewed the Council skills matrix which highlighted gaps in expertise around IT/digital and Government Policy and would be considered for future recruitment.
- CGNC had discussed establishing links between Independent Members and Schools; via Deans, VPs and Professional Service Leads. Independent Members were invited to email the University Secretary with Schools/individuals they might like to link with. The University Secretary would also approach the Schools Deans, VPs and Professional Service Leads to ask which independent members they might like to link with. **[Action]**

## 13 Degree Outcomes Statement

Council noted the statement which was approved by Senate on 27<sup>th</sup> June 2024.

## 14. Guardian University Guide 2025

Council noted the rankings provided for information.

## 15. Policy Update

Council noted the update on major policy developments and noted its thanks to the paper author, Christine Giroux for an excellent and informative report. Council noted the subject could be an interesting topic to discuss at a future Council Plenary Dinner.

## 16. Estates & Property Projects Update Report

Council noted the update which was considered by Finance Committee on 25<sup>th</sup> September.

## 17. Minutes for note

Council noted the minutes of the following meetings:  
 17.1 Remuneration Committee - 5th July 2024  
 17.2 Senate - 27th June and 10th July 2024

## 18. FOI Review

Council **agreed** that no changes were required.

## 19. Date of Next Meeting

Thursday 28th November at 9am (Council Plenary Dinner on Wednesday 27th November).

## 20. Discussion between independent Members of Council without staff and student members present which was not minuted.