

**APPROVED COUNCIL MINUTES
MEETING HELD ON 28th NOVEMBER 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 | A | A | N/M | | | |
| | Ms Adrienne Fresko | ✓ | ✓ | ✓ | | | |
| | Mr Josh Joshi | ✓ | A | ✓ | | | |
| | Ms Rachel Lock | A | ✓ | ✓ | | | |
| | Ms Catherine McGuinness | ✓ | ✓ | ✓ | | | |
| | Ms Gillian Norton | ✓ | ✓ | A | | | |
| | 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 | ✓ | | | |
| | Ms Ayla Hamzayeva | ✓ | ✓ | ✓ | | | |
| | Professor Elisabeth Hill | ✓ | ✓ | P | | | |
| | Mr Joe Kenwright | A | 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) St George's 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 |
| Ms Sarah Lawton | Senior Governance Officer |
| Ms Charlotte Martin | Director of GLAS |
| Professor Debra Salmon | Executive Dean School of Health & 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 10th October 2024 were approved. But it was noted that at Item 8, the reference to Research & Educational Enterprise should be amended to "Research & Academic Enterprise".
- Matters Arising**
Council noted the actions arising from past meetings.

4. **Conflicts of Interest**

There were no conflicts of interest relating to the matters on the agenda of the meeting.

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

Plenary Dinner

The Chair passed on his thanks to Mike Ratcliffe for the previous night's presentation on Freedom of Speech.

Adrian Haxby

The Chair took the opportunity to thank Adrian Haxby (again) for over 9 years of dedicated service to City and most recently City St George's.

Council Member Recruitment

Interviews had taken place for a new Council Member with extensive knowledge and experience of finance and estates matters. Good progress was being made with the appointment process.

Remuneration Committee Matter

Council noted that over the past year, RemCo had agreed severance payments for three members of staff.

School Links

A summary paper would be provided at the next meeting but, in the meantime, if any independent members not already linked to a School or Professional Services Department, wished to be, they should contact the University Secretary. **[Action]**

Senate Attendance

The Chair reminded the independent members that attendance at Senate meetings was open to them all. If members wished to attend a meeting of Senate they should notify the Governance Team. **[Action]**

Jonathan Curtiss (Item 5.1)

Jonathan was stepping down as a Council member as his workload had increased and he could no longer commit the necessary time to City St George's. The Chair passed on his thanks to Jonathan.

UUK (Item 5.2)

The Chair asked Council to note the UUK report "Blueprint for change: opportunity, growth and partnership" and the UUK Budget Briefing.

6. **Calendar**

Council members noted the calendar.

7. **President's Report**

Council considered the report from the President.

Introducing his report, the President highlighted the following points:

- The current focus of work at the University to ensure that strategic development work was carried forward. This included making significant revisions to the underlying operating procedures, moving integration forward, and substantial projects such as ERP, along with work on digital transformation.
- The President had visited the School Boards of Study, and had identified four common themes which would be further addressed by the Executive:
 - Research Support: This needed to be reviewed. The President would work closely with the VP, Research and Innovation, the COO and the Research and Enterprise Team on this issue. It was yet to be determined whether this would lead to the allocation of additional resource at the University to this area of work.
 - Programme Approval: The speed of Programme Approval at the University had long been an issue of concern; and the President had attempted to address this through an early Presidential Sprint. Some feedback suggested that this has not gone far enough, and a further review might be required.

- School-specific Marketing: On the whole, institutional marketing was strong and effective, but there were School-specific concerns being raised, in part relating to funding issues, which merited further consideration.
- International issues including marketing: The University's capacity to engage internationally and to develop more robust global engagement required further review.
- The President had also addressed the Shadow Leadership Board at their Away Day. The Board had raised with him the issue of developing a new educational strategy. The President believed this was a reasonable request and proposed to now pull together more coherently the list of actions and principles of delivery, which had resulted from the Portfolio Review and which would provide the main inputs to a new educational strategy.
- Unison had renewed its campaign for CSGUL to in-source its cleaning provision, a topic that was raised periodically when outsourced contracts come up for renewal. The President had previously agreed that that cleaning staff should have the same terms and conditions of service as staff on the payroll of the University; and this had been well received. The President was of the view, however, that this was not the time, financially, for the University to in-source its cleaning provision.
- The President had been in discussions with a small specialist college in the art, design and conservation space, about strategic opportunities for partnership. The college held its own capital resource in the form of an estate that was no longer entirely suited to their needs and discussions were proceeding. Council would be further consulted should this progress any further.
- Finally, there had been some challenges reported with student behaviour on campus. These were isolated incidents, and the University's normal processes had been used for managing the situations. More information about managing classroom behaviour had also been provided to staff.

In discussion, the following points were made:

- A more strategic overview of "International" engagement would be welcome in due course. It would be helpful for individual international engagements, such as the recent engagement with Vietnam, to form part of a coherent engagement strategy, and not undertaken on a purely opportunistic basis. The President was working on a paper for Council that would set out such a strategy and cover international, national and also local engagement. This would come to Council in due course. **[Action]**
- For the next meeting of Council, in February, Council would wish to see a more immediate note, however, outlining the steps being taken to increase international recruitment for the 2025 Autumn recruitment round. **[Action]**
- It might, in that connexion, be worth considering whether a member of the SLT should be specifically tasked with responsibility for international engagement and international recruitment.
- In relation to the Unison campaign, the Director of HR's briefing note (circulated to Council members by the University Secretary) had been very reassuring and the position outlined by the President was very compelling.
- The impact on the Estates Team of any further partnership that held estates implications should be very carefully considered as part of the assessment of whether such a partnership should be undertaken. The impact of a partnership on work to bed down the merger of City with St George's should also be explicitly reviewed in any paper to Council seeking a decision for a way forward on this matter. **[Action]**

8. Students' Union 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:

- At Clerkenwell & Moorgate, the support for societies had gone from strength to strength, with 87% of all society committees fully trained while 94 development meetings had taken place. Whilst this model of support did not currently exist in Tooting, the SU was looking at how this could be rolled out in Tooting in 2025.
- The waiting time for mental health and wellbeing support was currently too long and the SU was working on proposals to address the issue.

- Joint events and workshops were being planned to improve transparency between the three campuses and to address the issues many Tooting-based students were reporting.
- It was unlikely, however, that it would be possible to create a single community of students in the first year. Inevitably events organised on each campus would largely be attended by students based there in the first instance. The SU would need to work to “blur the boundaries” between campuses and that was unlikely to be achieved in one year.
- There was a case for the SU considering proactively about succession planning for the next SU President and Team to carry the work forward. For example, it might be possible to signal to students who wished to run for SU President, that they could helpfully reflect in their manifestos how they proposed to carry on the work of the current SU Team in this area.
- At Tooting, as part of the enrolment process there was an additional section where students could choose not to share their data with the SU and many students opted out of doing so. The impact of this was significant with c.1400 students being opted out of the Union in Tooting vs 0 students being opted out of the Union in Clerkenwell & Moorgate. The SU was looking to find a way to address this issue for 2025/26, but for 2024/25 those opted-out students would struggle to access the Union website, receive Union communications, receive representation, or take part in Union democracy. The COO was working with the Data Assurance Director to help find the best way forward.

9. Finance Matters

9.1 2023/24 Annual Report and Financial Statements

The draft version of the 2023/24 Annual Report and Financial Statements was presented for Council’s review and approval. This had been reviewed by both Finance Committee and ARC and was recommended by ARC for Council’s approval. In discussion the following points were noted:

- The Chair of ARC noted that he had received confirmation from PwC, the External Auditors, that any outstanding issues/queries had been closed off. Two minor audit recommendations had been raised and both had been accepted. Therefore, the Chair of ARC could recommend the Annual Report and Financial Statements to Council for approval.
- The CFO noted his thanks to the Finance Team and PwC for their concerted effort to learn the lessons from last year.
- The President noted that PwC had met with him and commended the new arrangements and the new ways in which the University was undertaking its planning and forecasting which provided them with more confidence regarding going concern.

Decision

Council noted the going concern assessment and **approved** the 2023/24 Annual Report and Financial Statements following careful consideration of items 9.2 and 9.3.

9.2 Letter of Representation

Council considered the Letter of Representation and letter of support from the CFO. In discussion the following points were noted:

- The annual Letter of Representation from PwC had been reviewed by ARC and was recommended to Council for approval.
- The letter was an audit requirement, seeking confirmation as to the accuracy and completeness of the financial statements and that all information relevant to the financial statements had been disclosed to PwC.
- The representations had been reviewed by the Finance Team and were considered to be standard and non-contentious.
- There were no specific matters to be brought to Council’s attention and there were also no matters of which management was aware that would prevent the University from making those representations and relevant members of Council from signing the letter.

- Once approved, the letter would be signed by the Chair of Council and President and dated at the same time that the Annual Report and Financial Statements are signed and dated.

Decision

Council **approved** the Letter of Representation.

9.3 External Auditor's Report

Council noted the External Audit Report and in discussion the following points were noted:

- PwC's 2023/24 Audit Report had been considered by ARC on 18 November and detailed the substantially complete status of the audit.
- No significant audit matters had been identified, all prior year audit points had been successfully addressed and only two minor audit recommendations had been raised, both of which were accepted by management and will be addressed.
- The Chair thanked all parties for a successful audit process.

9.4 Audit and Risk Committee Annual Report

Council considered the Audit and Risk Committee (ARC) Report and in discussion the following points were noted:

- ARC was required to provide Council with an annual report to be approved by Council prior to the audited financial statements being signed.
- The report detailed matters considered by ARC over the 12 months since the last annual report to Council. The report provides Council with an opinion on the adequacy and effectiveness of City's arrangements for:
 - Risk management, control and governance
 - Economy, efficiency and effectiveness (VfM)
 - Management and quality assurance of data
- The assurance provided by ARC to Council was as follows:

"The Audit and Risk Committee give Council assurance that City's arrangements for risk management, control, governance, value for money and management and quality assurance of data are Adequate and Effective. Where there were issues, they were not material to this judgment and they were in the process of being addressed."
- ARC's opinion was formed by regular discussions with the President and senior management and engagement with the work of Internal and External Audit. ARC also received, as part of the OfS Terms and Conditions of Registration, an Annual Report from the Internal Auditor.
- Council should be informed by the ARC Annual Report before it approved the members' responsibility statement in the annual Financial Statements.
- The Chair of ARC informed Council that ARC had been impressed with the honesty and transparency of the Executive when presenting at its meetings. ARC was also assured by receiving evidence of actions taken where the Committee had expressed concern about anything.
- The Chair of ARC thanked all members and regular attendees of ARC in assisting with reaching this stage of the end of year process.

Decision

Council **approved** the Audit and Risk Committee Annual Report.

9.5 Annual Financial Return (AFR) Five-year Plan

Council considered the report which presented the draft 5-year Financial Plan as of November 2024. The plan had been used to populate the OfS Annual Financial Return (AFR). In discussion the following points were noted:

- The 5-year Financial Plan presented built on the version shared along with the 2024/25 budget in June 2024. In discussion, the following was highlighted:
 - The impact of the Flash Forecast indicates a decrease in fee income of £2.3m to be offset by release of contingency. The Flash Forecast is detailed in a separate report
 - Latest information on increases to employers' national insurance contributions estimated at £1.5m in 2024/25 and then £4.7m recurrent
 - Removal of previously forecast FRS102 USS pension movements following the removal of the provision in 2023/24

- Adjustments for capital spend brought forward from 2023/24 totalling £3.4m.
- Inclusion of the proposed revised business case costs for People & Finance to support further consideration by both the executive and Council (business case to be presented separately).
- Risks around liquidity and cash balances
- The impact of the above on covenants
- The outer years of the plan (2025/26 onwards) were adjusted to reflect the following: the impact of fee income changes from the flash forecast, the inclusion of future year managed service costs related to the People & Finance programme (£0.4m) and the assumption that increases in national insurance contributions (c.£4.5m p.a.) would be offset by savings (to be determined in future planning rounds). In reality, these would be largely offset by the recently published increase to the domestic undergraduate fee cap and this would be reflected in the plan in due course.
- One of the CFO's priorities moving forward was to support delivery of the ambitious fee growth targets assumed by the Joint Financial Plan over the next two financial years and ensure that the University remained realistic in its planning.

Decision

Council **approved**:

- The use of £3.8m of contingency in 2024/25 to offset the shortfall in fee income and national insurance increases.
- 'Utilisation' of £4.7m capital underspend on BHR and clawback of MetLife sinking fund (£4m) as required in order to ensure liquidity remains above the 30-day OfS threshold.
- This version of the 5-year Financial Plan 2024/25-2028/29 to be used for the AFR.

9.6 OfS Annual Financial Return November 2024

Council considered the OfS Annual Financial Return (AFR) and the following points were noted:

- The AFR was the mechanism used by the Office for Students to collect detailed planning information from all higher education institutes in a uniform and consistent way.
- The information included in the AFR was taken from the five-year plan (paper 9.5), reported separately, and the Financial Statements for 2023/24. The five-year plan provided the majority of the forecast figures that are reported in the AFR, along with a detailed analysis of the student number projections which were populated from the HESA student number return and the financial forecast. The AFR was reconciled to the five-year financial plan paper (paper 9.5). The return and commentary were completed using a consistent approach as in previous years.
- The return comprised of a set of detailed excel worksheets, breaking down the University 5 Year financial plan, and a commentary document which gives the OfS background on the assumptions used to formulate the plan along with further information around financial sustainability.
- The return would be submitted in draft in December 2024 before final sign off in January 2025.

Decision

Council **approved** the OfS Annual Financial Return 2024.

9.7. Flash Forecast 2024/25

Council noted the Flash Forecast (considered by Finance Committee) which outlined the expected outcome of a £2.4M shortfall against a target income of £300M. This was made up of a £4.4M shortfall in postgraduate income and £2M outperformance on undergraduate. In terms of year-on-year performance, this reflected an increase in UG fees of 11% and an increase in PG of 5.5%. Council also noted the suite of recommended actions which were endorsed by Finance Committee and the executive.

10. Strategy Matters

10.1 Strategy Update

Council received a verbal update on the proposed next steps on the strategy refresh process following discussion at Strategy and Development Committee. In discussion the following points were noted:

- The strategy refresh process was being taken forward by the President and Council would receive a report (following Strategy & Development Committee consideration) in February 2025. **[Action]**
- The paper would set out the renewed principles, including the approach to development, also incorporating significant aspects of the legacy St George's strategy and stating more clearly where CSGUL wanted to be positioned.
- For the President there were two outstanding matters to address in particular:
 - An updated version of the actions required in light of the merger.
 - The strategy, as it stood, was not as clear on outcomes in the longer term as it needed to be and therefore required "re-framing" in that context.

10.2 Merger: Integration Update

Council considered the update on progress for City St George's integration, highlighting achievements since the Council Away Day and work planned until the end of 2024. In discussion the following points were noted:

- Recent achievements included:
 - Mobilisation of the Programme Integration Team within the Change Support Unit with the appointment of an Integration Programme Manager, a dedicated Change Manager and two Project Support Officers.
 - Professional Services Directors (PSDs) were in the process of being appointed. The Directors would lead on the Operational Integration Workstreams. Final appointments at this level were expected to be made by the end of November.
 - Eight operational workstreams had been identified, led by the PSDs or direct reports; detailed planning was underway including dedicated working groups where appropriate. The allocation of the merger budget of £5.4m for 24/25 was agreed, with budgets assigned to each workstream.
 - Engagement activity was underway to finalise the proposed academic structure for the unified School of Health and Medicine. Final proposals would be for consideration by Senate in December and approval from Council with first stage implementation planned for March 2025 (to coincide with branding launch). This work was being led by the DP and Provost, with Professor Debra Salmon and Professor Rachel Allen; and the incoming Dean of the unified School had also been involved.
- Low morale was reported in some parts of the Tooting campus: research academics were concerned about the future of the research they were currently engaged in; and Professional Services staff were concerned about the impact on them of the merger. Many staff were choosing to leave the University; others were 'acting up' to fill resulting vacancies; and all staff were hard pressed in consequence of those changes.
- There was a need for the Executive to communicate the benefits of merger more clearly to staff working on the Tooting campus.
- In relation to Professional Services staff it had been an important goal of the Executive to preserve the employment of individuals as far as possible; and arrangements for 'acting up' and for ensuring that recruitment took place in the first instance from existing staff of the University had been introduced to that end.
- In relation to the future of research at the combined University, there would be two messages to convey to staff on the Tooting campus: some of the research underway at Tooting was of outstanding quality and this would be recognised in the new research strategy being developed by the incoming Vice-President for Research. Equally it was clear that there would necessarily be some changes to the current research regime at Tooting.

11. Away Day Follow-Up

11.1 Away Day Notes and Visual Record

Council noted the record of discussions and the visual record of the day.

11.2 Generating Financial Headroom

Council considered the paper on generating Financial Headroom, from the Chair and the Chair of Finance Committee, previously considered by Finance Committee. In discussion the following points were noted:

- At the Council Away-day on September 30th an overview of options to generate financial headroom had been presented and a valuable discussion had followed. This had been an important step in helping Council understand options for generating additional financial headroom at the University over the next 10 years, with the objective of establishing a strategic fund for investment purposes.
- So as to proceed on a well-informed basis the Chair of Council and the Chair of Finance Committee had asked the Executive to undertake an analysis of a wide range of potential opportunities for generating financial headroom set out in the paper provided to the Executive team.
- The analysis should provide sufficient detail to enable Council to understand the scale of each opportunity, the risks involved and the timescale for generating financial headroom, as well as the scale and timescale of investment which would be required to achieve the financial benefit. The analysis did not need to be a detailed plan for action – that could be commissioned for the areas where Council decides to focus.
- External consultancy or external support in other ways might be required to complete this work in a timely and comprehensive way, particularly in areas where the Executive did not have in-house expertise.
- A number of UK Universities did have strategic investment funds and it would be very helpful for the University to join that select group.
- There was a case for adding the option of further debt financing to the set of options for consideration set out in the paper from the Chair of Council and Chair of Finance Committee. This should be further considered as the work was developed. **[Action]**
- Council would receive a report, as requested, for consideration at its March meeting. **[Action]**

11.3 Operational Integration

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

- At the Council Away Day the COO and Director of Change had presented the outline plan and approach to Operational Integration. This report now provided Council with an update on progress with integration, highlighting achievements since the Away Day and work planned until the end of 2024.
- The University's Transformation Board coordinated the activity, sequencing, dependencies, and management reporting across the most significant and complex programmes in addition to oversight of the University's collective strategic change portfolio. It was therefore proposed, in future, to provide Highlights Report from the meetings of the Transformation Board to provide assurance to Council on the progress being made against the plan for operational integration.
- Three major transformation programmes were currently underway: City St George's Merger Integration, the Professional Services Target Operating Model and People and Finance Programme (ERP replacement).
- The Institutional Risk Register (Item 14 on the agenda) noted that Risk 11: Poor execution of the institutional integration post-merger, which was owned by the Deputy President and led by the Director of Change, was deemed to be a 'red' risk because the integration programme was at an early stage and much further work was required to deliver integration successfully. It currently seemed likely that the benefits of merger would be achieved, however, and there was a strong case for revisiting the risk register and marking the post-control level of risk as 'amber.'
- Council had spent considerable time prior to merger considering the risks associated with the Tooting estate. Those risks were now reviewed by ARC at each of its meetings on behalf of Council. Council would, however, like in future to see,

alongside the ARC minutes, a table setting out the risks in this domain, their status and how they were being managed. **[Action]**

11.4 Building a Sense of Community and Belonging for Students and Staff at City St George's

Council noted the paper which summarised the main themes around creating a sense of community and belonging that were discussed at the Council. It provided a short summary of activity already underway and outlined next steps. In discussion the following points were noted:

- Developing the sense of a single community, and a sense of belonging, had been major themes of the work of the Executive and also of the Students Union, following merger.
- Work was underway to determine what integration success measures looked like. A key focus of integration would in the first instance be at the level of the new Unified School (perhaps using a Pulse Survey initially). It would be worth developing measures, including measures potentially for inclusion in a pulse survey, which measured the success of 'integration' as such and not simply the wellbeing of staff on each of the three campuses of the institution.
- An important staging post in this work would be a formal launch of new branding in March 2025 and all this entailed in terms of signage and other symbols of identity. It would be important to consider what this meant for saying farewell to the former brands of the institution as well as how best to introduce staff to the new branding.
- It would be important for Council to see the proposals for the launch of the new branding of the University at its Away Day in February 2024, prior to its introduction in March. **[Action]**

12. People & Finance Systems: Full Business Case

Council considered the Business Case which had been robustly discussed at Finance Committee. Council also noted the Annex which provided further detail on committed costs and in discussion the following points were noted:

- This paper set out the Full Business Case for the People and Finance Systems Programme: a strategic change initiative to replace legacy City's ageing HR and Finance systems with a next generation cloud-based solution.
- The programme had been initiated in November 2022 under an outline business case that estimated cost at £12.3m – and provision of £16m had subsequently been made in the forward financial plan of the University in lieu of a final business case and to reflect subsequent changes to both procurement approach and intended delivery structure.
- Following a reset in programme management over the Summer and a comprehensive review of programme plans, a full business case had now been prepared and sought approval of a budget of £20m to deliver an early August 2025 launch. This was affordable within the financial plans of the University. The President noted that this constituted a 'further refining of the cost estimate' not a 'cost over-run' as such.
- This proposal had been considered by Finance Committee at its meeting of 7th November, and conditionally recommended for submission to Council subject to further amendments. These had now been addressed to the satisfaction of the Committee and were reflected in this Council version.

Decision

Council **approved** the Full Business Case and associated funding envelope.

13 Annual Reports

13.1 OfS Prevent Report 2023/24

Council considered the OfS Prevent Report for 2023/24 which had been considered at Audit and Risk Committee and the following was noted:

- The Office for Students (OfS) continued to monitor Prevent in a strengthened, more evidence-based and risk-based way. City St George's was required to submit its Prevent Accountability and Data Return (ADR) for the 2023/24 academic year, to the OfS by Monday 2nd December 2024. The Prevent ADR covers the period of 1

- August 2023 to 31 July 2024 only.
- The following papers were provided to Council:
 - Prevent Accountability and Data Return (ADR) 2023/24 – Clerkenwell and Moorgate
 - Prevent Risk Assessment 2024/25 – City St George’s
 - Prevent Action Plan 2024/25 – City St George’s
- This was the first year of establishing unified operations and governance at City St George’s and combining and consolidating policy, process and responsibilities activities across Tooting, and Clerkenwell & Moorgate campuses. Therefore, the retrospective Prevent ADRs (23/24) would be submitted separately for this year only.
- The legacy SGUL Prevent ADR was approved by the Council for Dissolution on 13 November 2024.
- The 2024/25 Risk Assessment and Action Plan had been consolidated to incorporate all three campuses for CSGUL’s first year of operations. Where there were distinctions between how assurance is delivered on the Tooting Campus (formerly SGUL), and Clerkenwell & Moorgate campuses (formerly City), this was detailed in the risk assessment and action plan.

Decision

Council **approved** the Prevent ADR (Clerkenwell and Moorgate) for 2023/24.

13.2 Health & Safety Annual Report

Council noted the Health & Safety Report which was considered in detail at Audit and Risk Committee. This report did not include any information relating to the Tooting site but Council was assured that, moving forward, all CSGUL sites would be included in future iterations of this report for ARC’s consideration.

14. Institutional Risk Register

Council reviewed the Risk Register which had been considered in great detail at Audit and Risk Committee on 18th November. In discussion the following points were noted:

- The Chair of ARC noted that Risk 18, Health and Safety “that we expose staff, students and others to major health and safety risk, to the attention of Council” was currently rated as a red risk pre and post control, which meant that the probability of a death or several serious injuries at the University currently lay between 21% and 50%.
- The Chair of ARC believed that there were two viable positions the University could potentially adopt:
 - The Risk Register, as it stood, was not a true reflection of the current situation.
 - The Risk Register, as it stood, was in fact a true reflection of the current situation and therefore significant attention should be paid to it to mitigate the risks more effectively.
- The President noted that the underlying risk in this area was always high in large and risk-prone capability. As the integration of the former City with the former St George’s went forward, for the combined institution uncertainty increased and this rising level of concern was what was reflected in the Risk Register
- The COO noted that the risk rating was consistent with the due diligence Phase 2 Report. The governance and management structures for Health & Safety needed to be agreed as there were currently different reporting lines in place and inconsistencies in approach. This could be addressed by the next ARC meeting.
- The Chair noted that if the risk of injury or death was real it required immediate action; and if the risk was overstated it needed to be amended and Council provided with documentary evidence of why and how it was to be amended.
- The Chair asked management to address this risk as a matter of urgency. If activities were going on which were posing a major risk to life they needed to be stopped immediately until they could be safely reinstated. **[Action]**
- It was agreed that this matter would be taken forward through a further meeting between the Chair, Chair of ARC, President and COO. A Secretary’s note would be added to these minutes to reflect the outcome. A more immediate update would also be circulated to Council Members for their information. **[Action]**

[Secretary's Note: A meeting involving the Chair, Chair of ARC, President, COO (attended by the Director of GLAS) took place on Friday 29th November. The notes of that meeting are attached.]

15. External Auditor Appointment

Council considered the report which presented Council with the external auditor appointment recommendation, following the procurement exercise recently undertaken. In discussion it was noted that the tender panel had consisted of ARC representatives Professor Bob Allison and Richard Shaw, and from Finance, Matthew Swales (CFO), Andrew Younger (Deputy Finance Director) and Olu Oyewunmi (Senior Financial Accountant), with David Burrows (Head of Procurement) in attendance.

Decision

Council **approved** the appointment of PwC to act as the External Auditor.

16. Ordinance Changes

Council noted that Corporate Governance and Nominations Committee will consider the ToR of both Finance Committee and Strategy and Finance Committee again 'in the round' and make recommendations to Council for approval in the New Year.

Council **agreed** that transitional provisions in Ordinance C.1 (Senate) be amended to require Senate elections to take place within twelve, rather than six, months of the merger between City and St George's.

17. Modern Slavery Statement

Council **approved** the statement, which was previously considered by CGNC.

18. Honorary Degree Nominations

Council **approved** the four nominations as recommended by CGNC.

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

19. Minutes for note

Council noted the minutes of the following meetings:

19.1 Audit and Risk Committee 23rd September 2024

19.2 Finance Committee 25th September 2024

19.3 Corporate Governance & Nominations Committee 9th October 2024

19.4 Senate 16th October 2024

20. Estates & Property Projects Update Report

Council noted the update which was considered by Finance Committee on 25th September.

21. Policy Update

Council noted the informative update.

22.1 Annual Assurance Report on Quality and Standards

Council noted the report, which had previously been considered by Senate.

22.2 Research and Academic Enterprise Annual Report

Council noted the report, which had previously been considered by Senate and by Strategy & Development Committee.

22.3 HR Annual Report

Council noted the report.

23. FOI Review

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

24. Date of Next Meeting

Council Away Day on Thursday 20th February at 9am to 5pm.

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

Professor Ian Jacobs, Chair of Council, November 2024