

**UNAPPROVED COUNCIL MINUTES
MEETING HELD ON 27th NOVEMBER 2025, 9AM
Northampton Suite A and B**

Members		Meeting 1 12.09.25	Meeting 2 10.10.25	Meeting 3 27.11.25	Meeting 4 26.02.26	Meeting 5 27.03.26	Meeting 6 22.05.26	Meeting 7 02.07.26
Independent Members	Professor Ian Jacobs (Chair)	✓	✓	✓				
	Professor Sir Anthony Finkelstein (President)	✓	✓	✓				
	Mr Godfrey Allen	✓	✓	✓				
	Professor Bob Allison	✓	✓	✓				
	Mr Mark Evans	✓	✓	✓				
	Ms Adrienne Fresko	✓	✓	✓				
	Mr Josh Joshi	✓	✓	✓				
	Mr Max Khan	✓	✓	✓				
	Ms Rachel Lock	✓	✓	✓				
	Mr Mark Lowcock	✓	A	✓				
	Ms Catherine McGuinness	✓	A	✓				
	Ms Julia Palca	✓	✓	✓				
	Mr Anant Prakash	✓	✓	A				
	Mr Damian Reid	✓	✓	✓				
	Ms Christine Swabey	✓	✓	✓				
	Ms Sandra Ashton	A	✓	✓				
	Ms Ana-Maria Barrow	✓	A	A				
	Professor Jon Friedland	✓	✓	✓				
	Professor Elisabeth Hill	✓	✓	✓				
	Mr Nasir Mohammed	✓	✓	✓				
Professor Rich Payne	✓	✓	✓					
Ms Helen Watson	A	✓	✓					

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

In Attendance	Reason and Meeting Section
Professor Natalie Armstrong	Executive Dean, School of Health and Medical Sciences
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
Mr Daniel Taylor	SUMS/GGI (observing)
Dr Marcelle Moncrieff-Newman	CPO (items 15 and 16 only)

MINUTES SECTION A – OPEN FOR PUBLICATION

Part One – Preliminary Items

- 1. Apologies for Absence**
Council noted apologies from Anant Prakash and Ana-Maria Barrow.
- 2. Quorum**
The meeting was quorate.
- 3. Highlighted Items**
Council **agreed** the highlighted items.
- 4. Conflicts of Interest**
None reported in relation to the items of business on the agenda.
- 5. Minutes**
The minutes of the meetings held on 10th October were approved.

6. **Matters Arising**

Council noted the actions arising from past meetings.

Project BLUE HOUND

Heads of Terms had been agreed with ASU on services arrangements; and an announcement about the agreement had been made; the plan for benefits realisation from the partnership with ASU had yet to be developed. This would be taken forward by a partnership manager (yet to be appointed). The deal will initially last until summer 2029.

The Chair of Finance Committee and Max Khan requested to review the Heads of Terms and they would be sent to them following the meeting. **[Action]**

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

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

Departure

This was Charlotte Martin's last Council meeting as she was leaving the University to take up a post at King's College London. She would be very much missed and the Chair thanked her for all her contributions and wished her good luck for her future

Welcome

The Chair welcomed Daniel Taylor from SUMS/GGI who was observing the meeting as part of the process for the review of Council effectiveness.

Council Member Committee Attendance

The Chair noted that any independent member of Council was welcome to attend any meeting of Finance Committee or of ARC.

The University Secretary noted that Council members should not attend both Audit and Risk Committee and Finance Committee, to ensure the independence of ARC.

Visit to SHMS

The Chair and several independent members of Council enjoyed a fruitful visit to SHMS in Tooting at which the focus has been on the success, to date, of operational integration and the outstanding integration issues.

Congratulations to Bayes

The Chair congratulated Bayes on its improvement, by 10 places, in the new European Business School ranking table.

Thanks to Council members

The Chair extended Council's thanks to Adrienne Fresko for her participation in the recent OfSted inspection and to Rachel Lock for her attendance at the most recent meeting of Senate.

8. **Calendar**

Council members noted the calendar.

Council Away Day

The draft agenda for the Away Day would be reviewed by SaDCo at its meeting in January.

The Away Day might, in part, be used as a "sense check" to ensure that Council and the Executive shared the same vision for the destination of travel for the future of CSG.

The Chair of CGNC also urged that the agenda be kept as short as possible to ensure focus on the day.

Any further suggestions for agenda items should be sent to the University Secretary. **[Action]**

9. **President's Report**

Council noted the report from the President which included updates from the Vice-Presidents and Executive Deans. In discussion the following points were made:

Campus incident

- A recent incident had received extensive media and social media coverage. The President had spoken to both the OfS and to the Secretary of State's office about the incident and the Secretary of State had also sent a letter to the member of staff directly affected and the matter now rested.

- The Chair noted that the difficulties in managing at the same time the University's obligations to protect free speech and the need to protect staff and students against bullying and harassment, and threats of violence. He extended Council's sympathy to all those impacted by the incident.
- The process for reviewing arrangements for external speakers was unchanged, following the introduction of the new legislative requirements. All high-risk events were still routed for approval through the Deputy President, Operations to ensure adequate mitigations were in place, while low risk events continued to be approved at School, Department or SU level. It was noted that the SU had always been exemplary in following the code and working constructively with clubs and societies to ensure events can go ahead safely.

Impact of the Budget on the University

- The recent Budget had clear consequences for Higher Education. The international student levy had taken the form of a flat fee of £925 rather than a percentage fee. and so the impact would be less than originally anticipated.
- The changes in the arrangements for salary sacrifice would most likely result in an increase to employer National Insurance costs: a not insubstantial impact on the finances of CSG over time.

10. 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:

- Disruption on campus: The SU President believed strongly that no member of staff or student should feel unsafe on campus and the behaviour had been unacceptable and did highlight some weaknesses in security. The SU President also believed that all those commenting on the incident could have handled the incidents better and there were lessons to be learned.
The Sabbatical Officer based at Tooting is absent and therefore the SU coverage was being managed by ensuring an SU Officer was always present at the Tooting site. But it would be better to have a designated officer on that site.
- The SU was marking Islamophobia Awareness Month to promote understanding, empathy and inclusion. The month also features the Union's first Muslim Careers Fair, encouraging fairness and justice for all.
- Tooting water leak: Level 2 of Hunter wing had been restored to full capacity and would be reopened to students following final cleaning and maintenance. The closure had significantly impacted the Union and students, reducing space availability and access to key areas. It had also impacted on the bar's revenue which was down £14k against projections, as at the end of October.
- The Student Check-Ins Project had engaged 1217 first year students through 5265 calls providing insights into early experiences at CSG. Following consideration at the Student Experience Board, the full report would be shared with Council at a future meeting.
- The Tooting check in results had been disappointing. It seemed that "community sentiment" had declined at Tooting perhaps because of legacy St George's students feeling that the merger had stripped them of their identity. Several of these students had chosen to attend a smaller health only institution and those terms had now changed. In addition, many commuter students were less likely to engage with extra curricula events, especially in the winter months.
- Sport had enjoyed a successful start with over a thousand students buying sports memberships. CSG Rugby and Rugby (St George's Hospital) both remain undefeated in their games.

11.1 Audit and Risk Committee Annual Report

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

- The Audit and Risk Committee was required to provide Council with an annual report which must be received by Council before it approves the members' responsibility statement in the annual Financial Statements.
- ARC's annual report was included in Council's papers and covers the year ending 31 July 2025. The Chair was grateful to Professor Bob Allison who was chair of ARC in the period and presided over the work carried out by ARC, which is summarised in the report, to arrive at the report's conclusion.

- That conclusion was that “ARC hereby give Council assurance that City St George’s arrangements for risk management, control, governance, value for money and management & 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.”
- In accordance with the new terms of reference for ARC, CSG now will be under an obligation to publish the ARC annual report.

11.2 2024/25 Annual Report and Financial Statements

The 2024/25 Financial Statements incorporating the Statement of the Responsibilities of City St George’s Council were considered by ARC on 17 November 2025. A number of points were raised and discussed with the Chief Financial Officer and the external auditors, all of which had been addressed since the meeting.

The Chair of ARC commended the finance team on its excellent work presenting a complicated set of financial statements and clearly explaining the impact of two very large one-off items occurring in the current and prior year.

These items comprised a reduction of over £80m in pension liabilities in 2023/24 and a gain on the merger with St George’s of over £70m in 2024/25. Together these items have substantially increased the balance sheet reserves - a key measure of financial strength or value - of City St George’s from £300m to around £450m over the past two years.

The financial statements, however, made it clear that the underlying surplus from operations had remained consistent year-on-year, moving from a modest deficit of £1m last year to a surplus of just £1m this year. Whilst it was noted that the organisation had outperformed budget by £10m in 2024/25, the five-year plan projected a surplus of £17m, or 3% of revenues, by 2030. Improvement was required for the institution to create financial headroom for the future.

Decision

Council **approved** the 2024/25 Annual Report and Financial Statements as recommended by Audit and Risk Committee, noting that it reported a good financial outcome in the current environment.

11.3 Letter of Representation

The letter of representation contains assurances to be made by Council to the external auditor and must be signed by the Chair of Council and President at the same time that the 2024/25 Financial Statements are signed.

Council noted that management confirms that the institution was in a position to make the required assurances and that it was not aware of any matters that would prevent the Chair and President from signing the letter on behalf of Council.

Decision

Council **approved** the Letter of Representation as recommended by Audit and Risk Committee.

11.4 External Auditor’s Report

Council received the External Auditor’s Report which was considered in detail by ARC at its meeting on 17 November 2025. The external audit had gone well and there were no audit issues of significance to highlight. As a result, the external auditors, PwC, have indicated that they will issue an unqualified audit report in respect of the 2024/25 financial statements of City St George’s.

11.5 Five-Year Financial Plan

Council **approved** the Five-Year Financial Plan as recommended by Finance Committee.

11.6 OfS Annual Financial Return November 2025

Council **approved** the AFR return, which mirrors the five-year financial plan.

11.7 Flash Forecast

Council noted the Flash Forecast which had been considered in detail by Finance Committee.

12.1 External Auditor Appointment

The Chair of ARC noted that the audit of the 2024/25 financial statements was a smooth and well executed process. This was a credit to both the Finance Team and PwC team.

Decision

Council **approved** the re-appointment of PwC as the external auditor of City St George’s for 2025/26 as recommended by Audit and Risk Committee.

12.2 Policy on the University's Relationship with the External Auditors

This policy was designed to ensure that independence was maintained between City St George's and its external auditor.

This policy had been in place for some time but was being updated to also include regulations of services provided by City St George's to its external audit partner. The proposed modification was to limit such services in value to the lower of £1m or 0.25% of City St George's revenues in any particular year. By way of reference, the current level of services currently provided by Bayes to PwC was around half the level of the proposed limit.

Decision

Council **approved** the policy as recommended by Audit and Risk Committee.

13.1 OfS Prevent Report 2024/25

Council **approved** the report to be submitted to the OfS with a signed declaration from the Chair, recommended to Council by ARC.

In discussion it was noted that the text on page 80 of the report should be corrected to read 'for all campuses'.

13.2 Modern Slavery Statement

Council **approved** the Modern Slavery Statement for 2024/25 as recommended by CGNC.

13.3 Occupational Health and Safety Annual Report 2024/25

Council noted the report which had been previously considered by Audit and Risk Committee.

14.1 Vision and Strategy 2035: Strategic Proposition

Council received the final version of the paper which had been considered in detail by Strategy and Development Committee. The Chair commended the Executive for all the work which had gone into creating a document which Council and CSG could be proud of.

14.2 KPIs and Targets

Council noted the update on the development of performance measures and targets which was previously considered by Strategy & Development Committee. This was still a 'work in progress' but good progress was clearly now being made.

15 HR Annual Report

Council reviewed the HR Annual Report and in discussion the following points were noted:

- The current report was very much an operational HR report, and very helpfully set out the work being taken forward by the CPO since her arrival at the University in February. It would be helpful in future years for Council also to see a wider 'People Report', which would enable broader consideration, by Council, of people issues at the University.
- The annual turnover figure for Tooting was higher than the figure reported for Clerkenwell and Moorgate, which was broadly in line with sectoral norms. It seemed likely that the merger had led to increased turnover on the Tooting site. The data did not enable information about the turnover of groups with 'protected characteristics' to be developed, at present.
- Data on the completion of appraisals showed very low figures for completion, particularly in Clerkenwell and Moorgate. But there might be issues with recording data and also with conducting appraisals on the Actus system in use at Clerkenwell and Moorgate. The new Oracle system should help both the process of conducting appraisals and with recording the appraisals on University systems.
- It was hoped to introduce the Oracle system on the Tooting by the end of the current academic year. 'Discovery work' to prepare for implementation was underway.
- The President noted that turnover figures at the University generally reflected its location in London, where there was an active market for jobs at HE institutions.

16. Assurance report on Sexual Misconduct Responsibilities

Council **noted** the update on compliance with OfS Condition E6 November 2025. The SU President would report back with an update on what the SU was doing to promote the training, noting that it was imperative that the SU sabbaticals undertake the training.

17.1 MORE Report

Council noted the report and the management response which had previously been considered by Strategy and Development Committee (SaDCo). The following points were noted in discussion:

- The process for recruiting a VP/Development Director remained a work in progress. At its last meeting SaDCo agreed that more information was needed before the University could move forward with the appointment.
- The President would continue to work closely with the Chair of SaDCo with a view to supplying the information required before the next meeting of SaDCo in January; but noted that some information requested could only be supplied once a Director of Development was actually in post.

17.2 Philanthropic Donation

Council considered and **approved** the donation from Bryson Group Ltd (Northern Ireland) of £1.7M (over three years) to fund a multi-disciplinary research project into poverty alleviation in Northern Ireland, as recommended by Strategy and Development Committee.

18. Institutional Risk Register

Council received the Risk Register, which was previously considered by ARC, noting that more time should be allowed for discussion of this at a future meeting and agreed that a full discussion of the mid-year Risk Register report be scheduled for the July meeting. **[Action]**

19. Letter from Edward Peck, Chair of the OfS on Emerging Risks across the Sector

Council noted the letter from the Chair of the OfS on emerging risks across the sector (the letter was previously considered at Audit and Risk Committee).

20. Transformation Board Update

Council noted the update also noting that the ERP had gone “live” on 11th November with no major issues reported. The ERP discovery review in Tooting was due to commence shortly with an initial aim of full transition onto Oracle by the end of this financial year.

21.1 Honorary Award Nomination

Council **approved** the nomination as recommended by CGNC.

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

21.2 Audit and Risk Committee Terms of Reference

Council **approved** the revised terms of reference as recommended by CGNC.

22. Reportable Events Policy

Council **approved** the revised policy which delegates initial decisions about which events are reportable to OfS to the Deputy President (Operations), General Counsel and University Secretary (rather as at present to the DP(O), Academic Registrar and University Secretary).

23. Chair of Council Appraisal

The Deputy Chairs took the Chair for the appraisal of Professor Ian Jacobs, who absented himself for this item. In discussion the following points were noted:

- Not all Council members had replied to the survey and were encouraged to do so next year.
- The Chair had:
 - Reviewed the objectives set out in the role description and drafted his own for the year ahead, which were focussed and target driven and were noted by Remuneration Committee and would be further considered and approved at the next meeting of CGNC.
 - Made a very good start at CSG and had benefited in this university role by having formerly been a University Vice-Chancellor.
 - Been fully engaged in the effective merger of the two legacy boards resulting in a successful one-board culture.
 - Managed meetings well and “to time.”
 - Developed a good understanding of both the executive and non-executive roles and was now comfortable with carrying out his non-executive role.
 - Regularly asked members and attendees what they think and listened to what they said to him.
 - Reinstated regular meetings with the SU and the Trade Unions (this had ceased during the pandemic and thereafter).
 - Established School Visits which members agreed was a great initiative.

- In the main the survey was backward looking but looking forward it would be important to ensure that Council members were “on the same page” with regard to “what sort of university we want to be”. Hence the suggestion from the Deputy Chairs that this be covered at the February Away Day.
- There was a need to address the gender and ethnicity balance of Council members, going forward, when new appointments were made.
- Inevitably there would be challenge and disagreement at the University and at Council meetings; and it was the Chair’s responsibility to ensure polite and respectful conduct at all meetings; and to steer Council on a path of continuous development.
- Some Council members were not as active as other members and the Chair should look to engage more with members who were not Chairs of Council committees and who were less active at Council.
- The Chair had had a very good year and Council members looked forward to working with him in the year ahead.

24. GREEN TRAIN Project

Council noted the GREEN TRAIN Project update paper and received a verbal update from the President.

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

25. Estates & Property Projects Update Report

Council noted the report which was considered at Finance Committee.

26. Policy Affairs Update

Council noted the report and would welcome a full discussion of the next iteration of the report at the next meeting with this item placed earlier on the agenda. **[Action]**

27. Minutes

Council noted the minutes of the following meetings:

- 27.1** Senate, 17th September 2025
- 27.2** Audit and Risk Committee, 22nd September 2025
- 27.3** Finance Committee, 1st October 2025
- 27.4** CGNC, 8th October 2025
- 27.5** S&DCo, 13th October 2025

28. FOI Review

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

29. Date of Next Meeting

Thursday 26th February, 9am (Council Away Day).

Professor Ian Jacobs
Chair of Council
November 2025