



Minutes Meeting of the Council

Date: 28 November 2024

Present: Martin Temple, Pro-Chancellor (in the Chair)

Claire Brownlie (Pro-Chancellor), Adrian Stone (Pro-Chancellor), Rob Memmott (Treasurer), Professor Koen Lamberts (President & Vice-Chancellor), Professor Sue Hartley (except item 22.3), Dr John Hogan, Varun Kabra, Professor Janine Kirby, Professor Robert Mokaya, Frances Morris-Jones, Dr Caoimhe Nic Dháibhéid, Dr Phil Tenney, Professor Mary Vincent (except item 22.3), Daisy Watson

Secretary: Jeannette Strachan

In attendance: Anna Campbell, Jo Jones, David Swinn, Rob Sykes, Deborah Ogden (item 6.4)

Apologies: Gemma Greenup, Phil Rodrigo, Professor Mark Strong, Alison Kay

1. Welcome and Introductions

1.1 The Chair welcomed Members and attendees to the meeting, noting that Gemma Greenup was currently on maternity leave and offering congratulations on behalf of Council.

2. Declaration of Conflict of Interests

2.1 Professor Kirby had declared a conflict over the Faculty of Health – Phase 1 proposal in the capital report at item 7, as a member of the Building User Group, and would not take part in that decision.

2.2 It was noted that Jo Jones, though not a member of Council, held a conflict of interest in relation to item 5.1.5, as a Director of the company in question, and the necessary signatures had been planned accordingly.

2.3 It was noted that some members may be conflicted over the proposed changes to the membership of Senate, under item 9.2, by virtue of their current roles on both Senate and Council, but it was appropriate for them to take part in this item given the perspectives they could offer and that the changes could impact them negatively or positively.

2.4 It was noted that Professor Hartley and Vincent were conflicted over a matter of additional business and would leave the meeting for that item (see Minute 22.3, below).

2.5 No other conflicts of interest were declared.

3. Approval of Category C Business

3.1 Council considered Category C business, which is covered in Minutes 10-24, below.

4. President & Vice-Chancellor's Report

4.1 Council received and discussed the President & Vice-Chancellor's report, which provided information on key current and forthcoming developments in the policy environment and against each of the themes in the University's Strategic Plan. Attention was drawn to the following updates and developments since the written report was prepared:

(a) Reputation Campaign:

The University had recently launched the latest phase of the ongoing reputation campaign to help improve awareness of the University amongst key stakeholder through a range of different but targeted communications.

The campaign was designed to support wider work around bolstering the University position in key global rankings where reputation was an important component of the assessment and had been timed accordingly.

(b) USIC:

The University had recently renewed its partnership with Study Group, meaning international students would continue to study on preparation programmes at the International College. It was positive to note that a new contract had been negotiated and Members noted the length of the contractual period. The USIC partnership would continue to make a significant contribution to delivering institutional student population targets.

(c) Senior Staffing:

As reported by email, Professor Ashley Blom, Vice-President and Head of the Faculty of Health, would be leaving the University at the end of February next year to join the University of Manchester as Vice-President and Dean of the Faculty of Biology, Medicine and Health. Professor Blom had achieved a significant amount during his time at Sheffield, including the move to the new Faculty of Health structure in 2023 and overseeing a sharp upward trajectory in research across the three schools. He had also taken on a highly important ambassadorial role with CAR and the Forged in Sheffield, Shaping the Future campaign. Council congratulated Professor Blom on his new role and offered thanks for his work and achievements whilst at the University. Council would receive an update on the Faculty's leadership arrangements in due course.

It was also reported that Steve Foxley, Chief Executive of the AMRC, would be leaving the University in the near future to take up the post of Chief Executive of the Offshore Renewable Energy Catapult. Although this was also a loss for the University, the AMRC would be left in a positive position and Council congratulated Steve Foxley on his new role and offered thanks for his work and achievements with the AMRC.

It was noted that the University had liaised with key regional and industry stakeholders on its plans for the future of the AMRC and its leadership, about which Council would receive a further update in due course.

(d) Staff Briefing:

Around 2,000 colleagues had attended the most recent all-staff briefing when UEB had provided more details about the financial position and related plans. A number of questions were received in advance and during the session and a recording of the session was available to all colleagues via the University's Digital Hub. The University had also updated the FAQs on its University finances webpages and shared this in follow-up staff communications.

(e) Industrial Relations:

Council was disappointed to note that, at a recent meeting called by the campus trade unions, attended by around 1000 members of staff, the unions had jointly called for a motion of no confidence in the President & Vice-Chancellor and UEB, with around 90% of those present voting in favour. The motion had been called in response to the financial challenges facing the University and initial communications about elements of its response. As ever, the University would continue to seek to engage with the trade unions in a proactive and constructive way, recognising the scale of the institutional challenges to be addressed. (See also Minute, 5.2.4 below).

(f) SCHARR:

Council was pleased to note that the University had received a letter from the Secretary of State for Health, recognising and thanking the School of Health and Related Research for its international reputation and its recent work to model options for prostate cancer screening. SCHARR had recently completed a first report on this issue, which considered a once in a lifetime antigen test. SCHARR had now been awarded the contract to extend this analysis and examine the case for population screening and targeted option for men at higher risk.

(g) PGR Student Recruitment:

Clarification was provided over home PGR student recruitment, not only in terms of income but also the impact on research activities and the pipeline of future research excellence. The current figures reflected the availability of funding for both home and overseas PGRs and wider sector trends in PGR recruitment. Nevertheless, the University continued to recruit relatively strongly in the areas where PGRs supported significant research outputs. It was also recognised that institutions recovered less than 50% costs of engaging PGR students and the University was proactively seeking to improve PGR submission rates, as well as ensuring the initial recruitment of high-quality students and high quality supervision, thereby minimising costs whilst improving outcomes for students. It was also reported that there was significant concern in the sector about declining Arts & Humanities PGR funding, particularly in niche or other nationally important areas. More generally, there were also structural factors behind the current recruitment figures, with the timing of PGR registrations a

factor, as well as the way in which PGR fees were set with reference to the UKRI cap for sponsored students.

5. Financial Statements and Forecasts

5.1 Annual Report and Financial Statements 2023-24

Council considered a summary report which provided an overview and itemised recommendations in relation to agenda items 5.1.1-5.1.6, as well as a summary of changes made since these matters were considered by the Council Audit & Risk Assurance Committee and Finance Committee.

5.1.1 Annual Report and Financial Statements 2023-24

5.1.1.1 Having considered a draft at its October meeting and having first considered items 5.1.2-5.1.6 and 5.2, Council approved the Annual Report and financial statements, for signature by the President & Vice-Chancellor and the Chair of Council. The finalised report and statements would be published online within the requisite two weeks, along with supporting communications. Council Members also confirmed that they were not aware of any potential breach of law/regulations which were relevant to the University; any actual or suspected frauds which were relevant to the University; or any related party transactions which were not already known and which are more than £0.1m.

5.1.2 Going Concern

5.1.2.1 Council considered an assessment of the University's going concern status, which had been updated since the Council Finance and Audit & Risk Committees had discussed it, such that it now reflected the latest financial forecasts.

5.1.2.2 Council noted the report and agreed that the University was a going concern. Council confirmed that it had considered cash flow forecasts, including taking account of downside scenarios, and that after reviewing these forecasts the Council is of the opinion that, taking account of severe but plausible downsides, the Group and parent University will have sufficient funds to meet their liabilities as they fall due over the period of 12 months from the date of approval of the financial statements (the going concern assessment period).

5.1.3 External Audit Highlights Memorandum (ISA260)

5.1.3.1 Council received and noted the External Auditor's Highlights Memorandum, which had also been considered in draft by the Council Finance and Audit & Risk Assurance Committees.

5.1.4 Letter of Representation

5.1.4.1 Council approved the External Auditor Letter of Representation for signature by the Chair of Council.

5.1.5 Letter of Support

5.1.5.1 Council approved the Letter of Support for a subsidiary company and for this to be signed by the Director of Finance or the CFO's nominated delegate. It was noted that the Council Finance and Audit & Risk Assurance Committees had also considered and supported the signing of the letter.

5.1.6 Amendments post Finance and Audit & Risk Assurance Committees

5.1.6.1 Council received and noted a summary of minor amendments made to the External Audit Highlights Memorandum (ISA260) and the annual report and financial statements 2023/24 subsequent to approval by Finance Committee and Audit and Risk Assurance Committee in November. These were not material but were provided to Council for completeness and transparency.

5.2 Office for Students Annual Financial Return 2024

5.2.1 Financial Forecasts 2024/25 – 2028/29

5.2.1.1 Council considered the financial forecasts for the years 2024/25-2028/29 for the University and its subsidiary companies, which had been considered by the Council Finance Committee. It was noted that Finance Committee had confirmed that the assumptions underpinning the forecasts were reasonable and that the forecasts, updated with the further adjustments necessary, should be presented for Council for approval and onward submission to the OfS. Members noted an overview of the requirements for the OfS Annual Financial Return, the deadline for submission of the various components and that the submission would be subject to a period of verification prior to final sign-off by the President & Vice-Chancellor as Accountable Officer. The University needed to demonstrate to the OfS that it was financially sustainable and viable; the forecasts included additional information about the University's plans to move from a deficit to break-even or surplus position, including the financial principles agreed previously. The Council Finance Committee had agreed to hold monthly updates between its formal meetings to ensure that members were kept up to date, given the scale of the challenge and pace of developments.

5.2.1.2 It was noted that a sizeable majority of UK universities were in the position of needing to achieve substantial costs savings, with a number having posted deficits in 2023/24 and having had to take some mitigating actions last year. It was also reported that the OfS would be considering additional financial checkpoints through the year following reports on the number of universities with liquidity challenges. The sector was lobbying to ensure that OfS used existing metrics and data so as not to increase the administrative burden of regulation and minimise demands on HE staff.

5.2.1.3 During detailed discussion of the related papers, Council considered the following:

- The overall position and impact of known or expected future changes relating to accounting standards, pensions valuations and government policy decisions.
- Variances from the forecasts approved by Council in July and the value of mitigation actions identified by UEB since that time, which, coupled with the impact of other measures such as the increase in UGH fees, would have returned the University to a surplus position had student recruitment not worsened further.

- An update on the latest student recruitment figures for both home and overseas students and the impact on the overall student population and income over the next three years.
- Ongoing work to evaluate student populations for the next few years such that additional mitigation may be needed. However, it was positive to note that the application of student population principles and strategic decisions to student number target setting over the last three years had reduced the level of risk to which the University was exposed, albeit that the scale of the present challenge remained significant. A number of other institutions had been and remained exposed to relatively higher levels of risk in this area but current expectations were that the overall decline in recruitment was likely to continue in the short term at least, before stabilising in due course.
- A detailed discussion of the forecast assumptions.
- The impact of the inflationary increase in the UGH fee, which only partially offset the impact of increased employer national insurance contributions, and UEB's consideration of whether, how and when to implement any increase, particularly for continuing students. The final decision would rest with UEB, subject to further discussion and engagement with the SU in relation to student communications, and Council would receive a further update in due course.
- The relevant delegated authorities, as set out in the Scheme of Council Delegation, which would be considered as part of wider work to review the Scheme (see also Minute 9.2, below).
- The importance of the University delivering the savings sought through the various mitigating actions (see also Minute 5.2.4, below)
- The University's current and future plans around prioritising capital projects in times of financial constraint, the approach to disposals and the emergent estates masterplan. It was noted that, in the case of paused projects, consideration would be needed about any additional implications of pausing beyond the inflationary costs increases included in the forecasts.
- The need to protect cash balances across the forecast period, as far as possible.
- Compliance with bank covenants and USS metrics across the period.
- The principal associated risks and opportunities.
- Clarification about the forecast income from donations and gifts and the additional challenge around the University's student residences.
- The extent of the Finance Committee's deliberations and its positive recommendation, including commending colleagues for the lengthy and detailed work involved in producing the financial forecasts and related documentation this year.

5.2.1.4 Following discussion, Council noted how UEB would ensure that the University remained financially viable and sustainable whilst dealing with the shortfall in overseas recruitment and noted the risks and opportunities associated with the forecasts. Council approved the updated OfS forecasts in the related paper for inclusion in the Annual Financial Return 2024.

5.2.2 OfS 2024 Annual Financial Return Workbook

5.2.2.1 Council considered and approved the Annual Financial Return 2024 Tables/Workbook for submission to the OfS.

5.2.3 OfS 2024 Annual Financial Return Commentary

5.2.3.1 Council considered and approved the Annual Financial Return 2024 Commentary for submission to the OfS.

5.2.4 Mitigating Action

5.2.4.1 Council received and noted the contents of a presentation by way of update on the mitigating actions and accompanying framework to deliver necessary improvements in the financial position as provided in the financial forecasts. Attention was drawn to:

- An overview of the actions by budget area and activity, and the associated values;
- The development of measures and monitoring to increase forecast accuracy and ensure the robustness of the plans and delivery of the agreed actions and associated savings;
- The range of measures that had or would be introduced and other workstreams that would support the achievement of savings targets and aid budget holders' forward planning, including a move away from setting single year budgets;
- The key features of the framework for monitoring mitigating actions;
- An overview of the ownership of and accountability for delivering mitigating actions, with relevant annual objectives having been added to all budget holders - recognising that there would be important factors that were outside individuals' control;
- The content of self-assessment templates, including milestone dates and status ratings;
- Plans to ensure a robust process of review, and where necessary intervention, to ensure that actions were delivered successfully, which would be subject to an internal audit review later in the year to provide additional assurance over its efficacy;
- The timeline for implementation.

5.2.4.2 Council, having recognised the scale of the challenge and actions required, received clarification that additional dedicated supporting resource was not deemed necessary at present because the mitigating actions could not be viewed in isolation. Rather, it was necessary to deliver the forecasts as a whole, such that mitigating actions needed to be integrated with other forecasting and budget setting processes.

5.2.4.3 During discussion, Council was assured that the University's approach to mitigation sought to ensure that the University was able to achieve stability while retaining a position of strength with excellence at its core. This would seek to protect strength and avoid blunt measures that may create institution-wide austerity and make it harder to protect and build on institutional strengths and opportunities in the longer-term. Although further discussion

was needed about how to achieve this, it was essential that areas of weakness were removed with reference to the contribution to the University's overall mission.

5.2.4.4 Additional clarification was provided about the approach to VS and the potential need to consider offering this in other areas and/or to consider additional measures to ensure that overall savings targets were achieved. Members also noted the planned approach to communicating with relevant colleagues and students, including how mitigating actions were being identified and prioritised by taking into account institutional strengths and declining student demand. Similarly, decision makers would need to continue to consider the potential implications and risks of cost savings measures on aspects of institutional activity. The degree of cross-subsidy which was necessary under the current funding regime meant that all decisions necessarily involved a degree of judgement, notwithstanding the data, analysis and other evidence that was used to inform such decisions. Council was pleased to note planned further discussions with the Students' Union about the University's plans, approach and priorities, to ensure that SU leaders were enabled and empowered to discuss these issues.

5.2.4.5 Following discussion and reflecting on the recent vote of no confidence that had been reported to Council (see Minute 4.1(e), above), Council noted Members' collective and individual responsibilities as the University's governors and charitable trustees and the consequent obligation to protect the University's short and long-term viability and sustainability. Were UEB not taking the actions that had been presented to Council and had UEB not been actively considering these issues over the past year, Council itself would have been likely to have mandated that UEB did so in order for Council to discharge its own responsibilities. As delicate as these decisions may be and as difficult the potential impact on colleagues, Council was obliged to protect the University's long-term future. Council also commended the process and approach to governance that had been followed to date, such that Members, including those of relevant Committees, were fully and effectively informed about the University's plans and could now move to holding UEB to account for their implementation and delivery.

6. Other Annual Accountability and Assurance Matters

6.1 Annual Report of the Council Audit and Risk Assurance Committee

6.1.1 Council approved the Annual Report of the Audit and Risk Assurance Committee 2023-24 and noted the Internal Auditor's Annual Report, which confirmed the opinions set out in the Audit Committee's report.

6.2 Annual Report on Compliance with the Concordat to Support Research Integrity

6.2.1 Council received and noted the annual report and confirmed that the statement provided the necessary assurance required for the purposes of the annual accountability return. Council agreed that the statement should be made publicly available as evidence of the University's commitment to research integrity. It was noted that this was an ever-growing area of activity due to the increasing scale and complexity of obligations placed on universities.

6.3 Annual Remuneration Report and Statement

6.3.1 Council approved the report and statement, which had been considered and endorsed by Senior Remuneration Committee, in compliance with the CUC HE Senior Staff Remuneration Code, subject to one minor correction. The finalised Statement would be published on the University web pages to coincide with the publication of the Annual Report and Financial Statements.

6.4 Internal Accountability Statement - Safeguarding and the Prevent Duty 2023-24 (Debra Ogden in attendance for this item)

6.4.1 Council considered an update on the University's compliance with the Prevent Duty and, having noted the 2023/24 internal accountability statement, approved the Annual Prevent Accountability Data Return 2024 for submission to the OfS by 2 December 2024. It was also reported that the safeguarding element in the report had received further assurance by way of the recent Ofsted inspection, which had resulted in an overall institutional rating of "Good". As designated safeguarding lead, Members commended Debra Ogden for her efforts in what was a challenging and difficult area.

7. Capital Report

7.1 Council received and noted an update on progress of ongoing and pipeline projects in the capital programme, including projects recently considered and approved by ECSG, UEB and Finance Committee in accordance with the Council Scheme of Delegation.

7.2 Council also considered an additional capital approval request, which had been added to main report. Council noted the business case for the Faculty of Health – Phase 1 proposal, approved the release of funding towards a construction contract to complete the project and noted the value of the budget released, as set out in the report, and agreed for the University to underwrite a portion of funding as part of this budget request in lieu of securing the full anticipated value of donations to support the project, noting the total contribution required from the University's capital programme with work ongoing to reduce this. During discussion, in which Council received clarification on the value of the NPV calculation and the extent of contingency in the business case, as well as noting that the significant proportion of external funding meant that the University would achieve excellent value for money, Council confirmed that it expected that the approved budget would be the absolute maximum and the project needed to be managed and delivered within the approved sum.

7a. Additional Capital Approval

7a.1 Council considered a further capital approval relating to an existing capital project with a proportion of external funding and a key strategic partner, noting the challenges experienced to date and the measures implemented to monitor progress and ensure overall project delivery. Members also noted an overview of how related elements of the project were funded and approved in accordance with the Scheme of Delegation. It was also agreed that future reports, which included a significant number of acronyms, should be supported by a glossary to aid members' understanding.

7a.2 Council noted the specific matters as itemised in the related paper and approved the budget uplift request, noting the total value of the approved project budget, also as set out in the related paper. Council also agreed to delegate authority to the Chief Financial Officer, or in their absence, the Director of Finance, to approve up to an additional £250k uplift of the University- funded element, in addition to an existing delegated authority relating to external funding.

8. Corporate Risk Register

8.1 Council considered and approved the 2024-25 Corporate Risk Register, noting an accompanying report from the UEB Risk Review Group and the new Risk Management Policy, all of which had also been discussed by Council's Audit & Risk Assurance Committee on 7 November. It was noted that risk and action owners had added comments relating to the timing of mitigations and Risk Review Group would consider periodically how mitigation was being achieved.

9. Amendments to Governance Documents

9.1 Terms of Reference and Regulations relating to Council

9.1.2 Council considered a number of proposals which would implement agreed actions following the Council Effectiveness Review, in line with the action plan that Council had approved in October 2024. Following discussion, Council:

- (a) Approved proposed amendments to Regulations II and VIII in relation to the composition of Council and Council Nominations Committee, as set out in the related papers.
- (b) Approved proposed amendments to the composition and quorum of the Council Finance Committee, as set out in the related paper, subject to a further amendment to enable the Committee to co-opt an additional external expert if additional skills and experience were required in future.
- (c) Approved proposed amendments to the composition of the Council Nominations Committee, as set out in the related paper.

9.2 Regulations relating to Senate

9.2.1 Further to previous discussion, Council considered the report and related recommendations from AdvanceHE, with an overview report setting out proposed amendments to the AdvanceHE recommendations following internal discussion and scrutiny, including from the Schools Governance Group and Senate's Academic Assurance, Education and Research & Innovation Committees, which had also informed Senate's consideration of the report. Senate had provided advice to Council following its discussion on 9 October, the minute of which was provided to Council under agenda item 12 and as a distinct Appendix to this report. Council noted that the University had commissioned AdvanceHE over the summer 2024 to support the further consideration and implementation

of recommendations made by the Halpin Partnership in its earlier governance review and to make recommendations about how those changes could be delivered. Further details about the scope and process of the review, as well as the rationale for the proposals and any related risks and opportunities, were set out in AdvanceHE's report.

- 9.2.2 Particular attention was drawn to the four Equality Impact Assessments over the options for the composition of Senate, which Council had requested at its previous meeting and which had been reviewed and finalised by a sub-group comprising members of the Council and Senate, chaired by the Chair of the Council Equality Diversity and Inclusion Committee. Council noted an overview of findings and conclusions and mitigations, which were set out in their entirety in the supporting papers with an additional note on the small group's discussions and findings. Members of the sub-group endorsed the work that had been undertaken on the EIAs and Council noted the sub-group's conclusion that the EIAs were detailed, thorough and provided a basis for assuring Council that it could feel confident that all of the EDI dimensions to the proposals had been captured and that this demonstrated Council taking its EDI responsibilities seriously and making decisions in line with the Equality Act.
- 9.2.3 It was reported that the EIA sub-group had commented that, whilst the EIAs were concerned with recruitment processes, on appointment all members of Senate held the same responsibilities equally and, as with any collective body, must feel able and be supported to engage with and contribute to Senate's meetings and business. Council noted the sub-group's suggestion that Council might ask Senate to consider in due course whether there had been a dilution in or greater breadth of contributions from members after any changes had taken effect.
- 9.2.4 Following discussion, Council:
1. Had considered the report from AdvanceHE (Appendix 1) and the advice from Senate (Appendix 2) as to the agreement and implementation of Advance HE's recommendations.
 2. Approved the proposed definitions and hierarchy of governance documents as set out in set out in Appendix 3, which incorporated further institutional advice into the AdvanceHE proposals.
 3. Approved the proposed powers of Senate set out in Appendix 4, which applied the AdvanceHE proposals and incorporated further institutional advice, including that of Senate, in respect of these documents.
 4. Approved the proposed membership of Senate, as set out in the revised Regulation IX at Appendix 4, which applied the AdvanceHE proposals and incorporated further institutional advice, including that of Senate, in respect of these documents, including Senate members drawn from the AMG which followed a query at Senate and subsequent discussion about the most appropriate approach.
 5. Agreed that the membership of Senate should change for the academic year 2025/26 with the exception that the two Heads of School who were currently not members of Senate

should be appointed immediately, given the extent of their responsibilities and relevance to Senate, as well as to ensure parity between all 21 Heads.

6. Approved the changes to the regulations as set out in Appendix 6, which applied the AdvanceHE proposals and incorporated further institutional advice, including that of Senate, in respect of these documents, subject to one further amendment to move one short section of text (explaining the primacy and ultimate responsibility of Council over matters that it had agreed to delegate) that was deleted from Regulation III to the appropriate place in Regulation II.
7. Agreed that the EIA sub-group should be reconvened to consider further the recommendation that Senate might reflect on the extent and diversity of contributions, or otherwise, at Senate meetings after the membership changes were established.
8. Noted that Senate would receive an update at its next meeting and that the relevant paperwork seen by Council would also be shared with Senate in due course, pending further work to fully implement the changes that Council had agreed.

10. Minutes of Previous Meetings

- 10.1 The Minutes were approved as an accurate record.

11. Action Log and Matters Arising on the Minutes

- 11.1 Council approved the updated Action Log. There were no other matters arising.

12. Minutes of the Senate

- 12.1 Council received and noted the Minutes, which included a detailed section on Senate's discussions and subsequent vote on the recommendations relating to the AdvanceHE report (see Minute 9.2, above). Attention was also drawn to queries from Senate relating to the Council Effectiveness Review, the approval of a new policy on the use of zero credit modules and discussion of recent changes to the University's degree algorithm. It was also noted that Senate, and other senior colleagues, had received a briefing from Shakespeare Martineau Solicitors on 'Good Governance and the Regulatory and Compliance Landscape', which was well attended and attracted positive engagement and feedback.

13. Minutes of the Council Audit and Risk Assurance Committee

- 13.1 Council received and noted the Minutes, which included the Committee's consideration of the Annual Report and financial statements 2023-24 (see Minute 5, above) and its annual report (see Minute 6.1, above).

14. Minutes of the Council Finance Committee

- 14.1 Council received and noted the Minutes, the majority of which reflected items of substantive business on the Council agenda.

15. Minutes of the Council Senior Remuneration Committee

- 15.1 Council received and noted the Minutes. Attention was drawn to the Committee's decision not to award bonuses to participants in the Executive Bonus Scheme this year given the current financial challenges. It was noted that this decision had been made wholly in the context of the institutional financial position and was in no way a reflection on individuals' performance, which was regarded positively by the Committee.

16. Minutes of the Council Equality, Diversity and Inclusion Committee

- 16.1 Council received and noted the Minutes.

17. Office for Students Update and Conditions Compliance Register

- 17.1 Council received and noted the register of compliance with the ongoing conditions of registration and an accompanying report providing updates on the latest regulatory developments. Particular attention was drawn to uncertainty over the OfS' future approach to Student Protection Plans, following the independent review of OfS, the recent publication of a financial sustainability monitoring report, and new registration conditions relating to harassment and sexual misconduct, from September 2020. With respect to the latter, it was noted that the University had well established processes in place to comply with the previous OfS Statement of Expectations that would support future compliance, about which the Equality Diversity and Inclusion Committee would receive an update at its next meeting.

18. Council Business Plan 2024-25

- 18.1 Council received and noted the business plan which would be updated regularly to inform future agenda planning.

19. Report on Action Taken

- 19.1 Council received and endorsed a report on action taken on its behalf since the previous meeting.

20. Application of the University Seal

- 20.1 Council received and noted a report on the application of the University seal since the previous meeting.

21. Public Availability of Council papers

- 21.1 Council received and approved recommendations concerning the publication on the web of papers presented at the meeting, in accordance with previously agreed proposals on the disclosure of information. It was noted that a number of papers were confidential and would not be made publicly available.

22. Any Other Business

22.1 Board Portal Tender:

It was report that the revised tender was released several weeks ago with a closing date of 28 November. The University was working towards procuring and a new system to be implemented in time for meetings in the Spring 2025 and further information would be provided in due course.

22.2 Lay Members' IT accounts:

It was reported that, in the context of seeking a new board portal, the University Secretary's Office had worked with colleagues in IT Services and across the sector to review the University's approach to sharing University information with lay members of Council and University committees against institutional policy and good practice.

As a result, the University would be changing its current approach in order to maximise the information and cyber security protections and further minimise any personal risks to individual member, including through the use of additional security features in the new board portal. The University was working towards implementing the new approach in the Spring 2025, with dedicated guidance and support available, and further details would be shared in due course.

22.3 Appointment of a lay member of the Council and Council Finance Committee:

22.3.1 Council received an update on the recruitment of a new Council and Finance Committee lay member. The University had engaged diversity specialist recruiters, Nurole, to facilitate the search and, following longlisting and shortlisting meetings, which returned a good field of diverse candidates, interviews were held with three candidates on 25 November. The panel was unanimous in its views as to the outstanding candidate and Council noted a summary of all of those who had been involved in this recruitment process, including members of Council Nominations Committee.

22.3.2 Members noted an overview of the skills and experience the candidate offered and the value this would bring to both Council and Finance Committee and agreed to appoint Ghislaine Allilaire as a Class (3) member of the Council and a member of the Finance Committee, in the category of "lay members of the Council approved by Council", with immediate effect, i.e. from 2025-2028.

22.4 Extension to the term of appointment of Vice-Presidents:

(Professors Hartley and Vincent held a conflict of interest and left the meeting for this item)

1. Council considered and approved a recommendation to extend Professor Sue Hartley's term as Vice-President for Research & Innovation for the period 1 January 2025 to 31 December 2029.
2. Council considered and approved a recommendation to extend Professor Mary Vincent's term as Vice-President for Education for the period 1 August 2025 to 31 July 2026.

23. Feedback on the Meeting

- 23.1 Members commented positively on a tour of the SU building held earlier in the day, followed by an excellent and constructive discussion with a range of highly impressive student representatives from clubs and societies. The Pre-Council Information session focusing on the Faculty of Science was also commended as a useful and informative session.