

**Council**

**MEETING HELD: Wednesday 9 July 2025, 1:30 PM – 4:30 PM BST**  
**Derby Suite, Fifth Floor Foundation Building**

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| <b>Present:</b>       | Carmel Booth, President (remotely); Hans van Mourik Broekman (Chair), Vice-President; Professor Tim Jones, Vice-Chancellor; Professor Richard Black, Provost and Deputy Vice-Chancellor; Rowan Bradbury, President of the Liverpool Guild of Students; Cilla Ankrah-Lucas; Professor Julia Balogun (remotely); Dr Alison Campbell (remotely); Dr Mark Carawan; Fiona Cullen; Lucy Everest, Chief Operating Officer; Barry Flynn; Dr Kashmir Gill (remotely); Vanessa Griffiths; Othman Ibrahim, Vice-President of the Liverpool Guild of Students; Mark Proctor; Matthew Reed; Professor Hazel Scott; Professor Thomas Teubner; and Dr Diana Walford. |
| <b>Apologies:</b>     | None received.  |
| <b>In attendance:</b> | Kevan Ryan, Clerk to Council/University Secretary and General Counsel; Professor Gavin Brown, Pro-Vice-Chancellor for Education; Nicola Davies, Chief Financial Officer; Mike Edge, Governance, Compliance & Regulatory Manager; Professor Anthony Hollander, Pro-Vice-Chancellor for Research and Impact; Ryan Roach, Governance Clerical Officer; and Holly Thompson, incoming Student Representative on Council.   |

**1. Disclosures of Interest**

Members were asked to disclose any interest that could give rise to conflict in relation to any item on the agenda. Declarations are recorded under the relevant agenda items below.

**2. Minutes****2.1. Minutes of the Meeting Held on 22 May 2025****RECEIVED and AGREED:**

- a. The minutes of the meeting held on 22 May 2025 should be approved as an accurate record.

**ITEMS FOR APPROVAL/DISCUSSION/NOTE****3. President's Communications****RECEIVED and NOTED:**

- a. An oral report from the President of Council.
- b. Following the conclusion of the Dispute Resolution Meetings, UCEA had written to the five trade unions sharing the full and final pay offer for 2025/26.
- c. The Committee of University Chairs (CUC) Northern Group had continued to meet and was planning a number of workshops over the coming months. The President would continue to engage Council members.

## 4. Clerk to Council's Communications

### RECEIVED and NOTED:

- a. An oral report from the Clerk to Council.
- b. Following the High Court's rejection of a Group Litigation Order, filed on behalf of current and former students of University College London over breach of contract claims, it was anticipated that a number of test cases would be heard early next year. Depending on the outcome of these cases, it could also affect the other universities, including Liverpool, who had received notification of potential claims. SLT would receive a detailed briefing on the latest position in September, and the University would reference this in its Strategic Risk Register as an emerging risk.
- c. Abercromby Square was now back to normal usage following the successful application for a possession order for the whole campus.
- d. Good progress was being made on the Heads of Terms for the India campus.
- e. The University Secretary would be writing to Council members shortly to commence the annual appraisal of the President of Council.
- f. The University was reviewing its governance processes relating to research partnerships at XJTLU that did not align with UK Government policies, and would propose a number of actions.

## 5. Vice-Chancellor's Communications

### RECEIVED and NOTED:

- a. A report, plus an accompanying presentation, from the Vice-Chancellor on University, sector wide and political news, covering:  
University updates: Senior staff appointments; University league table performance; Staff Awards; University Open Days; Research Frontiers; Abercromby Square occupation; Hybrid working; Performance in the National Student Survey.  
Sector and political updates: UK Industrial Strategy; Comprehensive Spending Review; Immigration White Paper; Russell Group Vice-Chancellor Away Day; Engagement with Government and MPs; Alumni event; Sector News.
- b. Whilst it had been another challenging year financially, the University had achieved significant savings through the effective implementation of the voluntary levers scheme, and continued cost control. Key immediate priorities for the University included:
  - i. Strengthening our financial position and moving towards 5% surplus
  - ii. Enhancing our academic performance especially in research
  - iii. Continuing a positive trajectory in both International and national rankings.

## 6. Liverpool Guild of Students End of Year Update

### RECEIVED and NOTED:

- a. A presentation providing an overview of the work of the Guild Officers during the past year, covering: performance against the Guild's promises to support its members, putting members at the heart of decision-making, ensuring that all students benefit from the Guild; delivering excellent spaces and services; events held in the Guild; finances; and collective work updates.
- b. As of June, there were c.200 University of Liverpool students employed across the Guild.

- c. Overall, it had been a positive year for the Guild with strong engagement across its diverse range of activities.
- d. Whilst the financial year had yet to complete, the year-to-date position at the end of April 2025 was positive, with a forecasted operating surplus of £157k. The final position would be presented to the Board of Trustees in July 2025 and it was believed upcoming events such as graduations would support a positive year-end position.
- e. The presentation highlighted the strong cohesion in place between the University and Guild of Students. Council thanked the Guild Officers for their excellent presentation and also wished to record its thanks to the outgoing Guild President for his significant contributions over the past two years.

## 7. Planning and Performance

### 7.1 Forecast 2 Position

#### **RECEIVED:**

- a. A copy financial forecast 2 (FC2) position, plus an accompanying presentation.

#### **REPORTED:**

- b. *Sentence redacted due to commercial interest.*
- c. *Sentence redacted due to commercial interest.*

#### **NOTED:**

- d. The improved financial position, achieved mainly through continued close cost control measures, was noted as a significant achievement and one the University should be commended for. Given ongoing financial challenges remained, the University intended to retain a number of cost control measures moving forward.
- e. *Sentence redacted due to commercial interest.*
- f. A number of risks to forecast remained, these included
  - i. An assumption to capitalise some IT costs – which was subject to agreement with the University's auditors
  - ii. A proposed change to useful lives of our land & buildings
  - iii. VLS costs were an estimate at this stage.
- g. *Sentence redacted due to commercial interest.*

#### **AGREED:**

- h. The FC2 position should be approved.

### 7.2 University of Liverpool Financial Budget 2025/26

#### **RECEIVED:**

- a. A copy of the proposed 2025/26 financial budget, plus accompanying presentation.

**REPORTED:**

- b. This budget would be submitted to the OfS as part of the Annual Financial Return and also used internally to monitor financial performance for the next academic and financial year.
- c. *Sentence redacted due to commercial interest.*
- d. *Sentence redacted due to commercial interest.*
  
- e. The budget reflected a realistic scenario for next year. There was no optimism bias in student numbers or research income. The University had assumed no income windfalls and had also included £3m contingency to reduce the risk of ongoing uncertainty linked to overseas student recruitment and achievement of budgeted non pay savings.

**NOTED:**

- f. Council welcomed the improved in financial position and noted that this was a significant achievement given current challenges. Whilst this marked a significant improvement in surplus, it remained below the 5% target required to fund future investment and included a temporary saving relating to the ULPF employers' contribution break (three-year period to April 2028).
- g. Council discussed the importance of returning to a healthier surplus which would enable the University to reinvest to meet its strategic objectives.
- h. This update related to year 1 of the five-year plan (5YP). The Finance and Resources Committee would receive an overview of the 5YP at its September 2025 meeting.
- i. At this point in time, there was not a requirement to include any provision relating to the potential outcome of the group legal claim against University College London (and potentially wider universities including the University of Liverpool).
- j. There was still uncertainty regarding the OSI September intake, but with the potential for January starts to exceed student number expectations.
- k. The University was about to embark on two major change proposals in the Curriculum Project and Professional Services (PS) Operating Model. Alongside this, the University was continuing to explore ways to grow income diversification through a variety of channels. The impact of the India Joint Venture was not included in plan.
- l. The University was confident that there was sufficient infrastructure capacity to accommodate the increase in home undergraduate students.

**AGREED:**

- m. The 2025/26 financial budget should be approved.

**8. India Update**

[Professor Tariq Ali, PVC for Global Engagement & Partnerships, attended for this item.]

**RECEIVED and NOTED:**

- a. An oral update on progress to establish a University of Liverpool campus in India.
- b. The University continued to make good progress on the Heads of Terms and a draft had now been prepared. To support good governance, it was the intention for the draft Terms to be presented to the Council India Sub-Group for detailed review and scrutiny. In line with this, approval was sought from Council to grant its Sub-Group delegated authority, on this occasion, to review and approve the Heads of Terms.

- c. Council sought assurance on progress against timelines, specifically how the University planned to be ready to open for students in 2026, as well as the controls in place to manage risk. Overall, good progress was being made.
- d. The Council Sub-Group would continue to meet regularly over the coming months to provide an additional level of governance as the University's plans progressed.

**AGREED:**

- e. The Council Sub-Group should be authorised to progress the Heads of Terms.

**9. Chemical Sciences Innovation Building Business Case**

[David Furnival, Group Director Property & Campus Services, and Professor Karl Coleman, Dean of Physical Sciences, attended for this item.]

**RECEIVED:**

- a. A copy of the Chemical Sciences Innovation Building Case.

**REPORTED:**

- b. This project would replace outdated facilities within the Robert Robinson building with a state-of-the-art hub for Chemistry and Materials research. Designed with sustainability and growth in mind, the new facilities would strengthen research excellence, attract global talent and investment, and position the University as a leader in cutting-edge research.
- c. This business case had been subject to review and scrutiny at a number of University committees, including the Finance and Resources Committee. Council was requested to:
  - i. *Sentence redacted due to commercial interest.*
  - ii. *Sentence redacted due to commercial interest.*
  - iii. Approve the Strategic Outline Case, noting that a full business case would return at a later date.

**NOTED:**

- d. Option 8, a phased new build on the South Paddington site, had been endorsed. The rationale for this was based on the strategic fit of the option for the School and wider University, its financial affordability, and its alignment with estate objectives.
- e. *Sentence redacted due to commercial interest.*
- f. The Chemical Sciences Innovation Building was the first major investment case arising out of the new Estates Strategy. The payback period currently stood at approximately 19 years post build completion, which was considered realistic.
- g. Whilst identified as the Chemical Sciences building, a key focus of the project would be to deliver flexible and adaptable laboratory space that could accommodate multiple research teams and adapt to changing research use types.
- h. *Sentence redacted due to commercial interest.*
- i. It was expected that the University could save additional time in the business development case phase, to bring the full case back through senior committees earlier than originally planned.

**AGREED:**

- j. Council approved the proposals, noting that a full business case would return to F&R at a later date. *The rest of the sentence has been redacted due to commercial interest.*

**REPORTS FROM COUNCIL'S COMMITTEES****10. Finance and Resources Committee (F&R)****RECEIVED and NOTED:**

- a. A report on the meeting of the Finance and Resources Committee held on 19 June 2025, covering the following items:

For Approval

- i. Financial Forecast 2 (dealt with as a substantive item by Council – see minute 7.1 above)
- ii. 2025/26 Year 1 Budget (dealt with as a substantive item by Council – see minute 7.2 above)
- iii. Capital Matters
  - o Chemical Sciences Innovation Building Business Case (dealt with as a substantive item by Council – see minute 9 above)
- iv. Review of Policy & Procedure on Disclosure Of Interest – F&R agreed to recommend approval of a number of minor revisions to the University's Policy & Procedure on Disclosure of Interest. The proposed revisions related to the use of TULIP to collect annual returns, changes to department names and clarity on the definition of immediate family and associates. F&R agreed that one minor clarification was required around confirming the escalation route for the PVC for Research & Impact on conflicts of interest related to intellectual property.

For Noting

- v. Liverpool Maths School – Derby Building
- vi. Vice-Chancellor Update
- vii. Student Recruitment Update
- viii. Revised Digital Strategy and Roadmap
- ix. Finance Matters
  - o Annual Review of Tax Strategy
  - o USS Debt Monitoring Framework
- x. Investments Sub-Committee Biannual Report
- xi. People Matters
  - o VLS Update
  - o Approval of a new Domestic Abuse Policy to Support Staff.

**AGREED:**

- b. The revised Policy on Disclosure of Interest and Procedure for Disclosing and Managing Conflicts of Interest should be approved.

## 11. Senate

### RECEIVED and NOTED:

- a. A report on the meeting of the Senate held on 25 June 2025 covering the following items:  
For Approval
  - i. Student Conduct Policy – a number of changes had been made to make processes clearer and to ensure that the policy and procedures were in line with the incoming OfS ongoing condition of registration; E6 Harassment and Sexual Misconduct.  
For Note
  - ii. Update on India Opportunity
  - iii. Additional Considerations Policy
  - iv. Curriculum Project Update
  - v. Development of a Scholarship and Impact Framework
  - vi. Reports from Senate's Strategic Committees:
    - o Education Committee – 11 June 2025
    - o Research & Impact Committee (RIC) – 11 June 2025
  - vii. Senate Reports from other Sub-Committees
    - o Academic Quality and Standards Committee (AQSC)
    - o Collaborative Provision Committee (CPC) – 10 April 2025
    - o Postgraduate Research Committee (PGR) – 5 June 2025
  - ix. Senate Effectiveness Review: Update on Action Plan.
  
- b. Senate had approved a number of key initiatives at its June meeting:
  - i. **Additional Considerations Policy** – which had replaced the current Extenuating Circumstances Policy and the Exemption from Late Penalties process. The Policy would be implemented for academic year 2025/26 and updated guidance would be issued to support its implementation.
  - ii. **Curriculum Project** – which included a new institutional learning framework, changes to programme assessment and curriculum structures, and a new timetabling model.
  - iii. **Scholarship and Impact (S&I) Contributions Framework** – development of the S&I Framework had been mapped to the Narrative Statement PDR. The S&I Framework would be rolled out across the University for 2025/26.

### AGREED:

- c. The revised University Student Conduct Policy should be approved.

## 12. Audit Committee

### RECEIVED and NOTED:

- a. A report on the meeting of the Audit Committee held on 17 June 2025, covering the following items:
  - i. Review of the Policy and Procedure on Disclosure of Interest [addressed in more detail under the F&R update above]
  - ii. Internal Audit and Assurance Procurement Update
  - iii. Internal Audit Progress and Follow Up Report 2024/25
  - iv. Presentations (Cyber Security and UKVI)

- v. Annual Reports (Fraud, Implementation of the Policy and Procedure on Disclosure of Interests, and Moody's Credit Opinion)
- vi. KMPG/Research England Review of PGR Data returned to HESA
- vii. External Audit Update
- b. *Sentence redacted due to commercial interest.*
- c. *Sentence redacted due to commercial interest.*
- d. At its June meeting, Audit Committee had received a number of extension requests from management for internal audit actions which had become overdue. It was reiterated by the Chair of Audit Committee that, any items that were at risk of not meeting the agreed deadline should be brought to the attention of the Audit Committee in advance, and that extension requests should come to the Committee prior to the action becoming overdue.

**AGREED:**

- e. The appointment of KPMG as the University's new internal auditors, as detailed above, should be approved.

**13. Nominations Committee**

[Disclosures of interested were noted for Barry Flynn & Cilla Ankrah Lucas, given the proposals to extend their term of office, plus Holly Thompson who was proposed for appointment to Council as the second student representative. All three were not present in the meeting whilst the Committee discussed the various appointments.]

**RECEIVED and NOTED:**

- a. A report on the meeting of the Nominations Committee held on 19 Jun 2025, covering the following items:
  - i. Membership of Council
  - ii. Appointments and re-appointments to vacancies/upcoming vacancies for Council-appointed members of University committees/bodies
- b. A piece of work would be undertaken over the summer to seek additional insight into the role of a Senior Independent Governor (SIG), reflecting on existing practice in comparable peers in the sector, and to determine the effectiveness of such SIG roles.
- c. An external recruitment exercise would shortly commence to fill the upcoming lay member vacancies on Council through the use of an external recruitment agency. At the same time, the University would look to recruit to a number of internal (staff) vacancies on Council.

**AGREED:**

- d. Council Lay Member Barry Flynn should be re-appointed, 2025 – 2028.
- e. Council Lay Member Cilla Ankrah-Lucas should be re-appointed for a final term, 2025 – 2028.
- f. Holly Thompson should be appointed as the second student representative on Council for 2025-26.
- g. In terms of lay member appointments to other committees/boards:
  - Both Cilla Ankrah-Lucas and Hans Van Mourik Broekman should be re-appointed to Education Committee
  - Cilla Ankrah-Lucas should also be re-appointed to the EDI Committee, Joint Committee on Honorary Degrees and Tribunals, Appeals & Grievances Committee

- Hans Van Mourik Broekman should be re-appointed to the Tribunals, Appeals & Grievances Committee
- Barry Flynn should be re-appointed to the Finance and Resources Committee and the Research & Impact Committee.

#### **14. Remuneration Committee**

[A disclosure of interest was noted from the Vice Chancellor, who left the meeting prior to discussion.]

##### **RECEIVED and NOTED:**

- A report on the meeting of the Remuneration Committee held on 19 June 2025, covering the following items:
  - Endorsement of Action Taken in Between Meetings
  - Russell Group/UCEA Salary Surveys Data Analysis
    - Analysis of the 2024/25 RG and UCEA Salary Surveys
    - Analysis of the 2024/25 RG and UCEA Salary Surveys as it Pertains to the Senior Leadership Team
  - Report on Senior Staff Matters
  - Register of SLT Members' Interests & Any Associate Remuneration
  - Review of the Vice-Chancellor's Performance 2024/25 & Objectives for 2025/26
  - Analysis of the Vice-Chancellor's Remuneration
- Last year, the Committee had agreed that, given the current financial and wider economic challenges faced across the HE sector, the Vice-Chancellor should not be awarded an additional pay rise at that time. This, however, was not in any way attributed to performance, which the Committee noted had been very strong.

##### **AGREED:**

- Whilst the Remuneration Committee noted that it continued to be a challenging period for higher education institutions which are under financial strain due to rising operational costs and a decline in international students, the Committee agreed that a paper should be presented to its November meeting to consider the progressive uplifting of the Vice-Chancellor's remuneration, to reflect a more appropriate positioning within the sector and city region, and recognise the continued excellent performance. This would be informed by sector insight and benchmarked data. This approach was supported by Council.

#### **15. Thanks**

##### **NOTED:**

- Four members of Council were completing their periods of service, and this was their last meeting:
  - Dr Diana Walford, who had been a lay member of Council from 2019 to 2025.
  - Professor Hazel Scott, who had been a Senate representative of Council from 2019 to 2025.
  - Professor Thomas Teubner, who had been an elected Senate representative of Council from 2020 to 2025.
  - Rowan Bradbury who had served on the Council as the President of the Liverpool Guild of Students.

- b. This was also the final meeting for Governance Clerical Officer, Ryan Roach, who had supported Council for many years.

**AGREED:**

- c. Council's thanks should be recorded to all for the excellent contributions and commitment shown to Council over many years.

**16. Meetings Schedule 2025/26**

**NOTED:**

- a. The meetings schedule for next academic year would be as follows:
- Thursday 25 September 2025 (Away Day)
  - Wednesday 26 November 2025, 9.30am
  - Thursday 26 February 2026, 9.30am
  - Wednesday 15 April 2026 (Away Day)
  - Thursday 21 May 2026, 9.30am – *this date has since been rescheduled to Thursday 4 June, 9.30am.*
  - Wednesday 8 July 2026, 9.30am.