

Council

MEETING HELD: Wednesday 26 November 2025, 9:30 AM – 12:30 PM GMT
Derby Suite, fifth floor Foundation Building

Present:

Carmel Booth, President (Chair); Hans van Mourik Broekman, Vice-President; Professor Tim Jones, Vice-Chancellor; Cilla Ankras-Lucas; Professor Richard Black, Provost and Deputy Vice-Chancellor; Dr Alison Campbell (remotely); Dr Mark Carawan; Professor Daniel Colquitt; Fiona Cullen; Lucy Everest, Chief Operating Officer; Barry Flynn; Verity Foster; Professor Bruce Gibson; Vanessa Griffiths; Dr Ruth Hussey; Othman Ibrahim, President of the Liverpool Guild of Students; Gillian McGrattan; Mark Proctor; Matthew Reed; Holly Thompson, Deputy-President of the Liverpool Guild of Students; and Nick Walkley.

Apologies:

Professor Julia Balogun.

In attendance:

Pro-Vice-Chancellor for Education, Professor Gavin Brown; Chief Financial Officer, Nicola Davies; Professor Anthony Hollander; University Secretary and General Counsel, Kevan Ryan; Mike Edge, Governance, Compliance & Regulatory Manager.

1. Resolution to Appoint New Council Members

[Proposed new Council members, Professor Daniel Colquitt, Verity Foster, Professor Bruce Gibson, Dr Ruth Hussey, Gillian McGrattan and Nick Walkley were not present for this agenda item.]

RECEIVED and NOTED:

- a. A report summarising the processes that had been followed to appoint to a range of Council vacancies that had arisen due to staff either leaving, retiring, or choosing not to stand for Council re-appointment or Senate re-election, including:
 - i. One member of the Professional Services staff appointed by the Council on the recommendation of the Nominations Committee
 - ii. A member of the Senate appointed by the Council on the recommendation of the Nominations Committee
 - iii. An elected Senate member, elected from and by Senate's elected membership
 - iv. Three new Council lay members.
- b. Due diligence had been carried out on all proposed appointments which had not identified any relevant issues, and the University was in receipt of satisfactory references for all candidates.
- c. The proposed appointments had been unanimously recommended for approval by the Nominations Committee.

AGREED:

- d. The following appointments should be approved:
 - i. Verity Foster as the Professional Services representative of Council until 31 July 2028
 - ii. Professor Daniel Colquitt as the 'appointed' Senate representative of Council until 31 July 2028
 - iii. Professor Bruce Gibson as the 'elected' Senate representative of Council until July 2028
 - iv. Dr Ruth Hussey as a lay member of Council until 31 July 2028
 - v. Gillian McGrattan as a lay member of Council until 31 July 2028
 - vi. Nick Walkley as a lay member of Council until 31 July 2028.

2. Council and Membership Matters

All new members were formally welcomed to Council.

2.1. Council Membership 2025/26

RECEIVED and **NOTED**:

- a. A document setting out Council's membership for 2025/26.

2.2. Council Roles and Responsibilities

RECEIVED and **NOTED**:

- a. The annual report bringing together a range of information on the role of Council and its members, members' legal and fiduciary responsibilities as charitable trustees, the expectations the University had of them, and the support members could expect to receive from the University in discharging these duties.

2.3. Committee Roles and Responsibilities in Relation to Diversity and Equality 2025/26

RECEIVED and **NOTED**:

- a. A hyperlink to access a guidance document on how to demonstrate consideration of EDI matters when populating University report templates.

2.4. Sustainability Guidance for Committee Report Templates

RECEIVED and **NOTED**:

- a. A hyperlink to access a guidance document on how to demonstrate consideration of environmental sustainability, economic sustainability, and social equity in committee report templates.

2.5. University Policy on Disclosure of Interest

RECEIVED and **NOTED**:

- a. A hyperlink to access the University's Policy and supporting Procedure for Disclosing and Managing Conflicts of Interest, circulated annually to committees and boards.

2.6. Register of Members Interests

RECEIVED and **NOTED**:

- a. A copy of the updated record of Council members' declared interests. This was a publicly available document and would be updated online shortly.

2.7. Disclosures of Interest

Members were asked to disclose any interest that could give rise to conflict in relation to any item on the agenda. Disclosures are noted under relevant minute headings.

2.8. University Scheme of Delegation

RECEIVED and **NOTED**:

- a. A hyperlink to access the University's Scheme of Delegation.

3. Minutes

3.1. Minutes of the Meeting Held on 9 July 2025

RECEIVED and **AGREED**:

- a. The minutes of the previous meeting should be approved as an accurate record.

3.2. Notes of the Away Day Held on 25 September 2025

RECEIVED and **AGREED**:

- a. The notes of the Council away day should be approved as an accurate record.

4. Report on Action Taken by the President of behalf of Council

RECEIVED and **NOTED**:

- a. A paper summarising the activity taken by the Chair on behalf of Council, and a summary of the decisions taken by the University's Pensions Sub-Group.

Action taken on behalf of Council:

- b. Since the last meeting, Chair's action had been taken on the following matters:
 - i. Minor Updates to Policies to Align with Freedom of Speech Requirements
To approve a number of minor updates to various policies to align with the new Office for Students Freedom of Speech requirements (Conduct and Discipline, Student Complaints, Fitness to Practise Procedures and Freedom of Speech).
 - ii. Honorary Fellowship
To award Professor Youmin Xi (XJTLU) with an Honorary Fellowship.
 - iii. Extension of External Auditors – Ernst & Young (EY)
Following a recommendation from the Audit Committee, to approve the extension of engagement of EY, as the University's external auditors, for a further 3+2 years.
 - iv. University Scheme of Delegation
To approve a number of updates to the University's Scheme of Delegation relating to:
 - Updates already approved by Council, as part of the Senate Advance HE review
 - Updates to how we govern people related policies, to provide greater clarity and allow SLT to approve such policies – with the Finance and Resources Committee instead taking a more strategic view on strategic people matters (rather than approval of routine policies)
 - Clarification over the role of the Information Governance Committee
 - A number of other minor updates to correct titles or references that have gone out of date.

v. Council Internal Staff Recruitment

In advance of the summer 2025 recruitment process commencing;

- To authorise that the successful Professional Services representative candidate could be appointed for a three year term (rather than the two years remaining on the vacancy)
- To approve the election protocols for the election of an elected Senate representative.

vi. Senate Effectiveness Review

Following approval by Senate, to approve a number of changes to the academic sub-committee structure, following recommendations made by the Advance HE review of Senate.

University Pensions Sub-Group Activity

- c. Since the last business meeting of Council, the following matters had been dealt with by the Pensions Sub-Group:

i. University of Liverpool Pension Fund (ULPF) Valuation Letter – Chair’s Action

Chair’s action was taken on behalf of the Pensions Sub-Group on 25 September 2025, to sign the ULPF Valuation Letter. Following approval by the Pensions Sub-Group of the ULPF 2024 valuation assumptions to be used, the ULPF Actuary had prepared the final documentation. This documented formally, in the form of a Statement of Funding Principles and Schedule of Contributions, the information contained in the letter previously circulated to the Pensions Sub-Group.

Before Chair’s action approval was given, confirmation was provided that the results and the assumptions detailed in the original letter had not changed. It was just the way the information was presented that had changed, with it now being documented in the required Statement of Funding Principles (assumptions) and the Schedule of Contributions (contribution rates).

ii. Activity of the Pensions Sub-Group

Two proposals had been presented to the Pensions Sub-Group.

- In July 2025, the Group supported a recommendation from the ULPF Trustee on changes to the University of Liverpool Pension Fund’s Statement of Investment Principles to increase the allocation of total assets to the defensive part of the portfolio from 20% to 30%. This was to be achieved by increasing the Fixed Interest and Index Linked Gilts allocations by 5% each via a 5% reduction in Global Equities and a 5% reduction in Property.
- Again, in July 2025, the Group supported the assumptions used in producing the results of the ULPF actuarial valuation as at 31 July 2024.

AGREED:

- d. The activity undertaken by the Chair on behalf of Council as detailed above should be endorsed.
e. The activity of the University’s Pension Sub-Group should be endorsed.

ITEMS FOR APPROVAL/DISCUSSION/NOTE

5. President's Communications

RECEIVED and NOTED:

- a. An oral report from the President of Council.
b. The University intended to submit an institutional response to the current CUC consultation on

its Higher Education Code of Governance, and a survey had been circulated to Council members. The review of the Code offered an opportunity for the sector to play a key role in shaping the framework for governance, which was future facing, flexible and able to manage the challenges we face. The President encouraged all Council members to engage.

- c. The OfS had recently sent a letter to Chairs of governing bodies highlighting what the OfS saw as emerging governance risks: Financial pressures; Significant change programmes; Third-party and off-campus delivery; Misuse of public funding; and Legal compliance following commencement of new free speech duties.

6. Clerk to Council's Communications

RECEIVED and NOTED:

- a. An oral report from the Clerk to Council.
- b. A number of SLT members had recently met with the Director of Free Speech at the OfS. It was believed similar meetings had been arranged with other institutions that also had Confucius Institutes.
- c. 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 in February. Both SLT and F&R had recently received a detailed briefing.
- d. Inductions for new Council members were progressing well.
- e. The University planned to undertake an internally led, light touch governance effectiveness review of Council in the new year.
- f. Work was progressing on the final suite of documents for the India campus, overseen by the Council Sub-Group. It was anticipated that Council would receive a more detailed update at its February 2026 meeting.

7. Vice-Chancellor's Communications

RECEIVED and NOTED:

- a. A paper, plus accompanying oral report from the Vice Chancellor.
- b. The Vice Chancellor had recently prepared a briefing for Council members on the Government's Post-16 Education and Skills White Paper. It was expected that further detail on the introduction of the overseas student levy would be set out by the Government in today's budget.
- c. Good progress continued to be made on the University's India campus.
- d. Leaders from national and regional government, industry, and higher education had attended the University's recent annual Vice-Chancellor's Conference.
- e. New analysis from the OfS had found continued pressure on university finances, despite evidence of increased recruitment, with nearly half of providers facing deficits in 2025-26.
- f. Internally, the University was continuing to progress two major change proposals in the Curriculum Project and Professional Services Operating Model, and Council was provided with a brief update on each programme. Council fully supported the University's approach and also recognised there was lots of change at the moment, largely driven by external pressures, and it would be important for the University to effectively manage this and continue to communicate effectively with its staff.

8. Liverpool Guild of Students Update

RECEIVED and NOTED:

- a. A presentation setting out the main priorities for the four elected Student Officers for 2025/26.
- b. Council welcomed the presentation and the breadth of work being undertaken to support the University's student community. Council also discussed the importance of the Guild continuing to work closely with other Student Unions and the NUS to address national issues.

9. Liverpool 2031 – Bi-annual performance Report (Autumn 2025)

[Phil Hopwood, Director of Strategic Planning, attended for this item.]

RECEIVED:

- a. A paper providing a bi-annual update on performance and progress against Liverpool 2031. The paper covered the end of the academic year 2024/25.

REPORTED:

- b. The majority of performance and improvement activity was "on track". Performance across Research and Impact and Resources continued to be 'off track". However, since the Spring 2025 report, the implementation of corrective actions associated with Resources had begun to deliver improvement, as reflected in the change to the underlying surplus position compared with earlier in the year, and was now "on track".
- c. Research and Impact corrective action remained "off track" as revised actions were developed that re-focussed an approach on the Government's medium-term priorities of alignment to the Industrial Strategy and commercialisation.
- d. Council was asked to approve the proposed changes to the metrics used to report progress against the Liverpool 2031 success measures, specifically:
 - i. Research and Impact pillar – change to the citation metric from Field Weighted Citation Index to Citations per FTE.
 - ii. Resources – relegation of staff-student ratio (SSR) to an operational (financial health) rather than strategic (financial sustainability) metric.

NOTED:

- e. The proposal to remove SSR as a strategic measure of our Resources was in part because, given changes in regulation, its sector definition had changed therefore making longitudinal benchmarking more difficult, in part because the variation across the institution masks real performance and also because it is a lagged metric within a sector environment that was rapidly changing due to financial drivers.
- f. Council would have a deeper dive on risk at its Spring away day.
- g. The international student levy would need to be baked into the University risk and performance planning following the Government's announcement.
- h. Investing strategically in research talent to improve research quality and volume would continue to be one of the key priorities to support research and impact delivery.

AGREED:

- i. Overall, this was an excellent summary and presented a clear picture for Council.
- j. The Research and Impact pillar proposal to change to the citation metric from Field Weighted

Citation Index to Citations per FTE should be approved.

- k. Whilst Council agreed to remove SSR as a strategic KPI, recognising that it was a blunt metric, it still wanted to receive updates on this important data as part of bi-annual reporting. SLT should consider the most optimum way of presenting this data to Council in future reports.
- l. The overall position and institutional success measures should be approved, taking into account the feedback above.

10. Financial Statements and OfS Annual Financial Return (AFR) 2024/25

[Disclosures of interest were noted from N Davies, as a Director of the ULEC, ULCCO, ULCCO SP and from K Ryan, as a Director of the ULCCO SP Board.]

RECEIVED:

- a. Draft copies of various elements of the annual financial return, which the University was required to submit to the OfS, including:
 - i. The draft annual Financial Statements,
 - ii. An assessment of the University as a financial going concern (this did not form part of the AFR),
 - iii. The Ernst & Young (EY) External Audit Management Letter (part of University of Liverpool Audit Results Report Year Ending 31 July 2025),
 - iv. Five-year plan (5YP)
- b. Financial and Student Number Tables and Associated Commentary.

REPORTED:

- c. The Chief Financial Officer's Report on p10 of the accounts highlighted the financial performance. The underlying operating surplus of £4.0m / 0.6% (£17.1m / 2.4% excluding VLS 24/25 costs) was up on prior year of £0.6m / 0.1%, reflecting a challenging environment met with strong cost control actions and a successful VLS scheme, which would enable the University to build upon this result in the future. Closing cash and current (liquid) investments of £181.2m were up from £107.6m, significantly above minimum cash holdings target of £60m. The primary driver of this increase was a transfer from higher risk long term portfolio to a lower risk cash based investment.
- d. The five year plan had been prepared for submission to the OfS as part of the AFR and was a separate exercise to the ongoing strategic work to identify growth opportunities and right size the University's cost base. One amendment to the five year plan was agreed at SLT, so this plan had been adjusted prior to sending to Council and onward submission to OfS. The amendment was to adjust assumed inflation on overseas fees down from 5% to 3%, by 2029/30. Impact would be from 2027/28 as fees for 2026/27 were already set. There would be a corresponding reduction in the strategic investment fund to enable no change to surplus or cash.
- e. The going concern assessment did not form part of the AFR for submission to OfS, however it was required for the auditors and for Council to enable assurance that the University was a going concern.

NOTED:

- f. Overall, this was a more cautious 5YP with a more prudent approach taken to student number forecasting. The total student intake remained fairly flat across the period of the plan.
- g. OSI student recruitment had been identified as one of the principal risks in the 5YP, alongside research income. Council took assurance from the range of potential mitigations and levers at

the University's disposal, including continued close cost control measures and ability to increase Home UG numbers.

AGREED:

- h. The annual financial return and the audited financial statements, along with the going concern assessment, should be approved, noting that the University's status as a Public Interest Entity placed additional reporting and disclosure requirements on its annual financial statements, alongside more rigorous audit requirements provided additional assurance.
- i. The going concern assessment also included letters of financial support for the University for ULCCO, ULCCO SP, ULEC, and Agnes Lois Bulley Trust, confirming the University's commitment to the operations of these entities. At the joint session of F&R and Audit Committee, both Committees agreed that a proposal should be presented to Council to authorise the Chief Financial Officer to sign these letters on behalf of the governing body. This approach was approved and the letters should be issued.

11. OfS - Annual Self-Assessment Compliance Report

RECEIVED and NOTED:

- a. The self-assessment annual report, providing assurance on how the University was continuing to comply with the ongoing conditions of the OfS Regulatory Framework and highlighting areas of potential risk or where further work was progressing.
- b. The report summarised key highlights and issues with regard to complying with each of the ongoing conditions of registration. Condition E3 of the OfS Regulatory Framework placed accountability for ensuring the University's compliance with all conditions of registration, and with the OfS accounts direction, directly on its governing body, which for the University was Council.
- c. This year's assessment now included 26 OfS ongoing conditions of registration, plus an assessment of Freedom of Speech, taking it to 27 assessments overall. Overall, the majority (22/27) of conditions had been assessed as green, with those conditions highlighted as amber (4/27) having plans in place to make further enhancements as necessary (with 1/27 n/a). Amber ratings highlighted where inherent risk resided, or areas the University had identified for further improvement.
- d. An assessment of 'red' would suggest a serious gap in policy/process with no clear plan to address this. No conditions had been assessed as red.

AGREED:

- e. The University's internal assessment of its compliance against the conditions of the OfS regulatory framework should be approved.
- f. Currently, this was drafted as an internal document. Should there be a future requirement to publish, the University may require a more streamlined version.

12. Prevent Annual Report 2024/25 and Data Return

RECEIVED and NOTED:

- a. The Prevent Annual Report for 2024/25 and Data Return.
- b. The report explained how the University demonstrated due regard to the need to prevent people

from being drawn into terrorism and provided assurance to Council that the University was continuing to meet its Prevent obligations. This report covered the period from the 1 August 2024 – 31 July 2025.

- c. The implementation of the new Learning Management System within HR had resulted in increased numbers of staff completing the Prevent training, although further work was still required to further increase compliance.

AGREED:

- d. The Prevent Annual Data Return should be approved for submission to the OfS.
- e. The Prevent Annual Report should be approved, and Council could confirm that it was satisfied that the University continues to meet its Prevent duty.

REPORTS FROM COUNCIL'S COMMITTEES

13. Senate

RECEIVED and NOTED:

- a. A report on the meeting of the Senate held on 19 November 2025 covering the following items:

For approval

- i. Terms of Reference, Constitution and Membership 2025/26
- ii. Annual Quality Report
- iii. Outcome of the Joint Committee on Honorary Degrees Meeting 2025
- iv. OfS Annual Compliance Report
- v. Updated University Spinout Guidelines

For Noting

- vi. Institutional Survey Results 2025 NSS Overview
- vii. Senate Effectiveness Review: Update on Action Plan
- viii. Admissions Appeals and Complaints for Entry 2025
- ix. Annual Complaints Monitoring Report 2024-25
- x. Annual Compliance Monitoring Report 2024-25
- xi. Reports from Senate's Strategic Committees:
 - o Education Committee – 5 November 2025
 - o Research & Impact Committee (RIC) – 6 November 2025.

AGREED:

- b. The Annual Quality report, which provided an overview of compliance in relation to OfS 'quality' ongoing conditions of registration, B1-B6, should be approved.
- c. The proposed updates to Senate's Terms of Reference, Constitution and Membership, to reflect actions that had been agreed as part of the implementation of the Advance HE Senate effectiveness review (reduction in membership and changes to the sub-committee reporting structure), should be approved.
- d. The University's revised Spinout Guidelines should be approved, noting that there was one outstanding query around Directorships that would need to be clarified.

14. Audit Committee, including Annual Report

RECEIVED and NOTED:

- a. A report on the meetings of the Audit Committee held on 8 October and 12 November 2025, covering the following items:

For approval

- i. Office for Students (OfS) Annual Financial Return 2024/25
- ii. Assessment of the University of Liverpool as a Going Concern
- iii. Audit Committee Annual Report
- iv. OfS Annual Self-Assessment Compliance Report

For endorsing

- v. KPMG Internal Audit Plan 2025/26

For noting:

- vi. Audit Committee Terms of Reference
 - vii. Capitalised Assets – Useful Life Review
 - viii. PwC Internal Audit Final Report 2024/25
 - ix. PwC Internal Audit Progress Report
 - x. Presentations
 - o Cyber Security
 - o UKVI
 - xi. PwC Transformation and Efficiency in the Higher Education Sector
 - xii. External Audit
 - o Progress update
 - o Year-end update
 - xiii. Private meetings
- b. Council thanked management for a strong year in terms of the timely closure of audit actions.

AGREED:

- c. The KPMG internal audit plan for 2025/26 should be endorsed.
- d. The Annual Report of the Audit Committee describing the work of the Committee and how it gained the assurances that enable it, in turn, to assure the Council on the robustness of the University's systems of internal control should be approved. The Committee's annual opinion was as follows:

On the basis of the work undertaken by the internal and external auditors and the action plans agreed by management, and following consideration of other matters presented to the Committee by management, the Audit Committee has concluded that it is satisfied with the adequacy and effectiveness of the arrangements that the University has in place for:

- risk management, control and governance
- sustainability, economy, efficiency, and effectiveness (value for money) and
- the quality of data submitted to regulatory bodies.

15. Finance and Resources Committee (F&R)

RECEIVED and NOTED:

- a. A report on the meetings of F&R held on 12 November and 17 September 2025, covering the

following items:

From 12 November 2025 meeting

For approval:

- i. Office for Students (OfS) Annual Financial Return 2024/25
- ii. Assessment of the University of Liverpool as a Going Concern
- iii. Investments Sub-Committee Biannual Report (Ethical Investment Policy)
- iv. Enterprise Board Report (University Spinout Guidelines)

For noting:

- v. Vice Chancellor Update
- vi. Finance Updates
 - o Treasury Annual Report
 - o Annual Report on Endowment Usage and Impact

From 17 September 2025 F&R Meeting

For approval:

- vii. Terms of Reference, Constitution and Membership 2025/26

For noting:

- viii. Vice Chancellor's Update
- ix. Update on Student Group Legal Claim – September 2025
- x. Planning and Performance
 - o Financial Year End Report
 - o Student Recruitment Update
 - o Years 2-5 of the Plan (Five Year Plan)
 - o Institutional Performance in the National Student Survey (NSS) 2025
- xi. Professional Services Functional Alignment
- xii. Hybrid Working Policy
- xiii. Transparent Approach to Costing (TRAC) Compliance Report.

AGREED:

- b. The revised University's Ethical Investment Policy should be approved.
- c. The University's revised Spinout Guidelines should be approved, noting that there was one outstanding query around Directorships that would need to be clarified.
- d. The minor change to F&R's Terms of Reference, enabling SLT to have delegated authority to approve routine people related policies, rather than F&R, should be approved.

16. Health and Safety Committee Annual Report

RECEIVED:

- a. The Annual Report of the Health and Safety Committee (HSC), including the Safeguarding annual report.

REPORTED:

- b. Council, as the University's governing body, holds strategic responsibility for health and safety oversight. To fulfil its legal and regulatory obligations, Council must be assured that robust health and safety arrangements are in place and functioning effectively. This report therefore provided assurance on key areas including governance, policy, compliance, fire safety, business

continuity, incident trends, performance indicators, training, wellbeing, and safeguarding.

NOTED:

- c. There had been a number of examples recently in the sector of the Health and Safety Executive (HSE) exploring areas that they had not traditionally explored, such as the management of stress in the workplace. The University was proactively managing stress in the workplace, specifically responding to USHA/UCEA guidance on stress, and lessons learned from the sector.

AGREED:

- d. The Health and Safety Committee Annual Report should be approved
- e. Council should receive an update on the University's approach to managing fire safety at a future meeting.

17. Outcome of the Joint Committee on Honorary Degrees (JCHD) Meeting 2025

RECEIVED:

- a. A report on the meeting of the JCHD held on 5 November 2025.

AGREED:

- b. The recommendations of the JCHD, which had been received by the Senate at its meeting held on 19 November 2025, should be approved and the individuals should be invited to accept honorary degrees to be conferred at degree ceremonies in 2026.

18. Nominations Committee

18.1. Summary of Meeting Held 12 November 2025

RECEIVED:

- a. A report detailing decisions and recommendations made by the Nominations Committee at its meeting held on 12 November 2025, which focussed on:
 - i. Membership of Council (periods of appointment)
 - ii. Council member appointments to University of Liverpool committees/boards
 - iii. The establishment of a Senior Independent Governor (SIG).

REPORTED:

- b. Following a request from Council, a piece of work had been undertaken to further understand the role of a SIG, existing practice in comparable peers in the sector, and to determine the effectiveness of such roles. The Nominations Committee had now recommended the establishment of a SIG role on Council on the provision that:
 - i. The appointment was for an initial term of three years and should be reviewed after two years to ascertain whether the pilot had been a success
 - ii. A clear role description was developed.
- c. The recommendation was not due to any issues identified, but aligned with the direction of travel both within and outside the sector, alongside a desire to adhere to good governance

practices and continuous improvement. It was also highlighted that this addition would further strengthen the effectiveness of Council.

- d. If adopted, the Governance team would invite expressions of interest from existing Council lay members who had the time, commitment, and attributes to undertake the role. If multiple expressions of interest were received, candidates would be invited to an interview with the President of Council and University Secretary.

AGREED:

- e. The University should look to establish a SIG role from its existing lay members. The appointment should be for an initial term of three years and should be reviewed after two years to ascertain whether the pilot had been a success. A clear role description should be developed.
- f. Upon assessing the various vacancies that now resided on a number of committees of Council, the following proposed appointments should be approved. Appointments would be for three years, and aligned to periods of appointment on Council:
 - i. Dr Ruth Hussey should be appointed to Education Committee and the Nominations Committee
 - ii. Nick Walkley should be appointed to Audit Committee
 - iii. Gillian McGrattan should be appointed to both the Remuneration Committee and the Tribunals, Appeals & Grievances Committees
 - iv. Fiona Cullen should be appointed to the Health and Safety Committee
 - v. Mark Proctor should be appointed to the Joint Committee on Honorary Degrees.

18.2. President of Council's Term of Office

[A disclosure of interest was noted from the President of Council, who left the meeting for this agenda item. The Vice President of Council chaired the meeting.]

RECEIVED and NOTED:

- a. A proposal from the Nominations Committee to extend the term of office of the current President of Council.
- b. The current President of Council's term of office was due to end on 31 July 2026. However, there was a need to provide continuity at a key stage of strategy delivery, and at a time where there had been significant change in the membership of Council.
- c. Ordinance 20.1 allowed the term of office for the President of Council to be extended to twelve years in exceptional circumstances, and Nominations Committee had requested that the current term for the President of Council be extended to 12 years.
- d. Nominations Committee considered the following exceptional circumstances:
 - i. The University, like many others in the sector, had been experiencing significant financial pressures over the past number of years (evidenced by a low operating surplus, and cost control measures such as the implementation of a voluntary leavers scheme) and the financial environment remained challenging for the sector. Having someone with the current President's commercial and financial acumen had been a real asset for the University during these challenging financial times and would continue to be vital over the coming period. The President's wider commercial and partnership acumen was also aligned to both the challenges and opportunities the University faced.
 - ii. There had been significant change on the University's Senior Leadership Team over the past few years, retaining a level of consistency and institutional memory in some senior roles, such as the President, was key.

- iii. The President currently undertook other roles for the University such as chairing the Finance & Resources Committee, the Pensions Sub-Group, and the India Sub-Group.
 - iv. For academic year 2025/26, the University would be onboarding six new Council members, again highlighting the need to retain some balance and corporate memory in the senior lay membership of Council.
 - v. The current President has the trust and confidence of the existing Council members and added real value nationally, including her role on the Committee of University Chairs (CUC) Board.
- e. Extending the term of office two twelve years would mean that the President's term ended on 10 February 2028. Given this, Nominations Committee had proposed that the term was extended to 31 July 2028, to allow the President to complete the full academic year to support stability, oversight of a full academic year (and all the business that this entails) and an effective handover with the future President.
- f. The Nominations Committee had also:
- i. Considered the risks and opportunities, notably, that retaining members for significant periods of time, whilst highly skilled, could still potentially erode independence and in turn affect the effectiveness of scrutiny and challenge, and whether it was believed that there had been a dilution of scrutiny and challenge over recent periods. However, this was believed not to be the case. Challenge and accountability remained strong on Council under the current President's leadership.
 - ii. Considered the range of other options it was presented with (to seek expressions of interest from existing Council lay members to ascertain appetite for taking on the role, or to undertake an external recruitment exercise for a new President).
 - iii. Agreed that the role description should be refreshed, where the current title of 'President of Council' could be reviewed to align with titles seen for equivalent roles in the sector.

AGREED:

- g. The following proposals from the Nominations Committee should be approved:
- i. The term for the President of Council should be extended to its maximum term of 12 years, recognising the exceptional circumstances laid out above
 - ii. In addition, the proposal to extend term for the President of Council to 31 July 2028, in line with the end of the academic year, was approved in principle at this stage, noting that this would be subject to obtaining Council's approval to amend Ordinance 20.1. The updated Ordinance should be presented to Council to be formally approved.
 - iii. The job description for the President of Council should be refreshed, and as part of this, the current role title should be considered
 - iv. Remuneration Committee should be tasked with reviewing the potential future remuneration level of the President, and report back to Council with any recommendations, including any necessary external approval requirements.

19. Remuneration Committee

The following item was split into two separate reports and agenda items.

19.1. Summary of Meeting Held 12 November 2025, and Annual Report to Council (Report 1)

RECEIVED and NOTED:

- a. A report on the meeting of the Remuneration Committee held on 12 November 2025, covering

the following items:

For approval

- i. Annual Review of Terms of Reference, Constitution and Membership 2025/26
- ii. Annual Remuneration Report to Council 2024/25

For noting

- iii. Report on Senior Staff Matters
- iv. Annual Review of Senior Leadership Team (SLT) Salaries

AGREED:

- b. The proposal to increase the membership of the Remuneration Committee, to include two lay members (rather than one) should be approved.
- c. The Annual Remuneration Report to Council 2024/25 should be approved. This had been produced in accordance with the Committee of University Chairs Higher Education Senior Staff Remuneration Code. The report would be published on the publicly available Remuneration Committee webpage and a link to it provided in the Corporate Governance Statement section of the publicly available annual Financial Statements.

19.2. Summary of Meeting Held 12 November 2025 (Report 2)

[A disclosure was received from the Vice-Chancellor who left the meeting for this item.]

RECEIVED and NOTED:

- a. A report on the meeting of the Remuneration Committee held on 12 November 2025, covering the following items:
For approval
 - i. Annual Review of the Senior Staff Remuneration Policy
 - ii. Analysis and Proposal: Vice-Chancellors' RemunerationFor noting
 - iii. Annual Summary of the Vice-Chancellor's Expenses 2024/25
 - iv. Vice-Chancellor's Objectives 2025/26

Senior Staff Remuneration Policy

- b. The Senior Staff Remuneration Policy was the framework for managing senior staff remuneration and conditions (including non-pay benefits) at the University. Remuneration Committee reviewed this on an annual basis and agreed to recommend the proposed revisions relating to: Pension Arrangements; Annual Salary Review; Vice-Chancellor's Pay; Senior Leadership Team (SLT) Award; and Market Benchmarking.
- c. The revised Policy was presented to Council, on this occasion, given one of the proposed changes would enable the Remuneration Committee to make recommendations on Vice Chancellor remuneration above the parameters set out in the existing Policy, by exception, which would be subject to Council's discretion and approval.
- d. Remuneration Committee considered the current Policy to be too restrictive and required some flexibility to more closely align with peers and good business practice. This was a key point to enable Council to exercise its strategic oversight including recognition, reward and retention of the Vice Chancellor. Council agreed with this approach.
- e. More broadly, Remuneration Committee agreed that a more detailed review of the Policy was required to ensure that it remained fit for purpose. This review would be undertaken over the coming months and provided to the next Committee meeting. Council also supported this

approach.

AGREED:

- f. The proposed changes to the Senior Staff Remuneration Policy should be approved.

Analysis and Proposal: Vice-Chancellors' Remuneration

REPORTED:

- g. In July 2024, the Remuneration Committee and Council 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.
- h. This approach was also supported in June 2025 although the Committee reported that the Vice-Chancellor's remuneration package was no longer considered to be competitive and was below peers and institutions of a comparable size and complexity. This assessment was endorsed by Council at its July 2025 meeting and Council agreed that the Remuneration Committee should develop a revised Vice Chancellor remuneration proposal for consideration by Council at its next meeting.
- i. At its November 2025 meeting, the Remuneration Committee had considered a paper which set out the context to the existing package and the most recent data from sector-specific pay surveys and other available remuneration data.
- j. *Paragraph redacted due to commercial interest.*
- k. It was proposed that the increase would be awarded with effect from 1 June 2026 (in line with the date that other performance-linked rewards will be paid to university staff).

NOTED:

- l. Whilst the increase would still mean that the salary was benchmarked lower than our peer and competitor group, it goes some way to recognise exceptional performance and retention. It was proposed that any further pay uplifts in future years were linked to the University's strategic objectives which were overseen by Council and that a phased uplift could reward further sustained performance and recognise sector developments.
- m. Whilst recognising the excellent leadership shown the Vice Chancellor, the Guild of Students representatives were not in favour of an uplift at this time and questioned whether this decision could be deferred, or whether such funding could be more appropriately directed elsewhere, for example, the student hardship fund.
- n. Overall, Council recognised that there was always a balance of reputational risk to consider when making decisions on Vice Chancellor remuneration, but overall it was in favour of the proposed uplift recognising the importance of ensuring that the University continued to be effectively led, and ensuring that its remuneration package remained competitive and reflective of sustained excellent performance.
- o. Whilst the increase would still mean that the salary was benchmarked lower than our peer and competitor group, therefore still carried some risk around being sufficiently competitive, it went some way to recognise exceptional performance and retention. It was proposed that any further pay uplifts in future years were linked to the University's strategic objectives, which were overseen by Council, and linked to sustained strong performance as assessed by President

AGREED:

- p. Overall, the proposal for the Vice-Chancellors' remuneration was approved by majority decision.
Part of the sentence has been redacted due to commercial interest.

20. Date of Next Meeting

NOTED:

- a. The next meeting would be held at 9.30am on Thursday 26 February 2026.