

COUNCIL

CONFIRMED MINUTES

Minutes of the 238th meeting of Council held on **Wednesday, 2 October 2024** at 2.00pm in ESGW402, Eastern Gateway Building

- Present:**
- Professor Stuart Palmer (SP), Chair
 - Ms Amanda Rowlatt CBE (AR), Deputy Chair
 - Dr Vineta Bhalla (VB)
 - Ms Sharon Blackman OBE (SB)
 - Ms Janet Dean (JD)
 - Professor Dave Delpy (DD)
 - Dr Rita Gardner CBE (RG)
 - Mr Mark Garrett (MG)
 - Dr Wael Hadid (WH)
 - Ms Lucinda Hunt (LH)
 - Professor Andrew Jones (AJ), Vice-Chancellor & President
 - Mr David Kennedy (DK)
 - Mr Chris Maw (CM)
 - Mr Vishal Parihar (VP)
 - Mr Chris Stock (CS)
 - Professor Claire Turner (CT)
 - Ms Anne Waltham (AW)
 - Professor Jonathan Wastling (JW)
- Observing:**
- Ms Roshana Gammampila (RG)
 - Ms Osaro Otobo (OO)
- In attendance:**
- Ms Gemma Bailey (GB), Director of HR
 - Mr George Bennett (GBe), Associate Chief Finance Officer, *for item 24/08*
 - Ms Anne Nathan (AN), Chief Finance Officer
 - Prof Geoff Rodgers (GR), Pro Vice Chancellor, Enterprise and Employment
 - Dr Nicola Rogers (NR), Chief of Staff
 - Dr Rosa Scoble (RS), Director of Strategic Planning
 - Ms Lucy Shirodkar (LS), Chief Digital Information Officer, *for item 24/09*
 - Professor Hua Zhao (HZ), Pro Vice Chancellor, Research
- Officers:**
- Mr Tristan Foot (TF), University Secretary and General Counsel
 - Ms Helen Dalrymple (HD), Associate Director of Governance - *minutes*
- Apologies:**
- Mr Mukhtar Ahmed (MA)
 - Ms Tone Rosingholm (TR)
 - Mr Deepak Yadav (DY)

STANDING ITEMS

24/01 WELCOME AND APOLOGIES

- 01/01** SP welcomed everyone to the meeting. As of yesterday, Brunel was now a member of the University of London, congratulations were given to those who had worked on joining the federation.
- 02/01** OO was observing the meeting from the Halpin Partnership, as part of its review of the effectiveness of governance at the University. Many Council members already had one to one interviews arranged where they would discuss governance further with OO and colleagues.

24/02 DECLARATION OF INTEREST(S)

- 02/01** **NOTED:** that there were no declarations of interest.

24/03 MINUTES OF THE 237th MEETING OF COUNCIL (CO/4052)

- 03/01** **APPROVED:** the minutes of the 237th meeting of Council held on 3 July 2024, with the addition of Chris Maw to the list of attendees.

24/04 ACTIONS AND MATTERS ARISING (CO/4053)

- 04/01** **NOTED:** the following action updates:

Action item 91/06: A section had been added to the Digital Strategy setting out the structure of its governance. The Strategy would be brought back to Council in due course.

Action item 90/02: Events had overtaken this action, budgetary constraints meant that the Estates sub-Committee could no longer move at pace and would meet less regularly.

- 04/02** All other actions were complete.

24/05 REPORT ON BUSINESS DISCUSSED AT STANDING COMMITTEES (CO/4054)

- 05/01** **NOTED:** the update on business conducted by the standing committees since its last meeting.
- 05/02** As Chair of the Audit and Risk Committee, DK reported that members had been pleased to see that management were across all issues and reporting systems were working well. The internal audit report was very good and the Committee felt thoroughly briefed.

- 05/03** CM said that as well as agreeing to recommend the 2024/25 Budget for approval by Council, the Finance Committee had received reports on SWAP valuations, pension assumptions and endowments and had considered how they would impact the annual accounts.
- 05/04** The Governance and Nominations Committee had not met as it had not been able to secure a quorum. The Estates sub-Committee had been cancelled due to lack of budget to fund proposals. TF would continue to liaise with AW, the Chair, on issues of litigation.

24/06 CHAIR'S BUSINESS

- 06/01** **APPROVED:** That Chair's action had been taken to review Council Ordinances 1, 4, 7, 12 and 14 upon the cancellation of Governance & Nominations Committee and that these were included in BoardEffect for the purposes of ratifying approval.
- 06/02** SP reminded Council that this would be the last year that AR would be on Council and that expressions of interest would be invited for the role of Deputy Chair. A significant time commitment was required, members were asked to contact TF or HD if they had any questions at all.

24/07 VICE-CHANCELLOR'S REPORT (CO/4055)

- 07/01** **NOTED:** a high-level update and overview of a few key areas of importance since the last report in July 2024.
- 07/02** Maddie McGowan had stepped down as the Director of Marketing, Communications and Recruitment. It was agreed to send her a note of thanks for her hard work, particularly on recruitment and on the logo and branding for Brunel. **ACTION: SP**
- 07/03** Members asked what had gone well in undergraduate (UG) recruitment, they heard that some disciplines not traditionally associated with Brunel did better than expected and clearing ran particularly smoothly.
- 07/04** Expanding on this, changes had been made to offer-making strategies, more offers had been made to higher achieving students and a broader net had been thrown nationally beyond London. There was a vulnerability here in that students from further away, on a higher tariff may be more likely to respond positively to alternative offers from competing institutions.
- 07/05** The University had also maintained a higher tariff in clearing which would maintain academic standards and assist in future league table positioning where metrics relating to tariff were used.
- 07/06** Council thanked AJ and his team for explaining the detail and engaging in challenging conversations about students and revenue. It was difficult to see how the status quo could remain, there would have to be significant changes in the UK HE sector.

- 07/07** Members asked whether the team responsible for exceeding target for UG students were still being resourced properly; they also recalled that a gain in UG students was not necessarily a financial gain, given the freeze in the regulated UG tuition fee meant a real term reduction in income for universities, compared with higher international tuition fees, which had kept pace with inflation.
- 07/08** Responding to this point, Council was reminded that although there was less of a margin on UG students, the economies of scale and 3-year income provided by UG education should not be underestimated. More needed to change across the sector for student numbers and funding to improve, Brunel was well positioned to take advantage of initiatives such as the NHS workforce plan and innovations around apprenticeships.
- 07/09** Many Brunel alumni communities across the globe were inactive and they had stalled since the COVID-19 pandemic. The University remained very successful as an international university, but this relative inertia presented opportunities for future growth in terms of both recruitment and reputation.
- 07/10** There would undoubtedly be opportunities following joining the University of London, meetings were scheduled between colleagues of both organisations to explore these further.

OPERATIONAL EFFECTIVENESS

GBe joined the meeting

24/08 2024/25 BUDGET INCLUDING FINANCIAL POSITION (CO/4056)

- 08/01** **APPROVED:** A revised Budget for 2024/25 on the recommendation of the Finance Committee.
- 08/02** **NOTED:** Draft management accounts for 12 months to 31 July 2024.
- 08/03** Council had approved an interim budget in July as student numbers were not known at that point. The Finance Committee had recommended this version of the Budget for approval at its meeting the previous week.
- 08/04** In presenting the budget, AN reminded members that the University was navigating significant financial challenges that went across the sector. It was key to right size the cost base to secure the budget beyond this year, achieve financial sustainability and to avoid breaching covenants with the banks.
- 08/05** The University held four covenants, one stated that Brunel could not be in deficit for three consecutive years, so under those terms it must not be in deficit for 2025/26, as it had been for the past two years. There were exploratory discussions underway for a revolving credit facility (RCF), this would take some time to put in place, but initial responses indicated that there was some appetite amongst the banks.
- 08/06** Council asked whether the auditors had made any comments as to their finding of a going concern; auditors were fully aware of the current position.

At this early stage, the University was on track to deliver its efficiency plan, but further mitigations may be required.

- 08/07** A Target Operating Model (TOM) for Professional Services was being formulated, which would report monthly on the savings that had been made. The Finance Committee had asked for bi-weekly meetings, its primary concern was that the TOM may be too ambitious, therefore regular, frequent monitoring was essential. Members suggested that a committee was set up, reporting to the Finance Committee for assurance rather than for decision-making.
- 08/08** An equivalent TOM would be put in place for academic colleagues; the Executive had been open with staff on the likelihood of voluntary redundancies, voluntary severance had made savings of about £4M across the institution so far.
- 08/09** Members asked for a realistic idea of timings; GB said that much had been put in place so that the process could be accelerated when agreed, it was likely that benefits would be realised in six to seven months' time. There was a statutory requirement for a minimum of 45 days' consultation with trade unions.
- 08/10** Residential income was discussed and whether any revenue could be generated from that area; this would be considered.
- 08/11** The messaging from Council should be consistent and its costs carefully reviewed. The dinner after November Council would not take place and any events held would be as economical as possible.
- 08/12** The Executive had not received a pay rise and all non-pay costs were under review. Creative solutions would need to be found to find ways to network and engage without incurring much spend.
- 08/13** It was important to make the point that although the University would be operating in a much leaner fashion, student recruitment, professional development and academic collaboration would still be funded. There would be transparency and openness with all staff, with clarity on targets and progress made towards them.
- 08/14** CM, as chair of the Finance Committee, said that the capital expenditure at £4.5M was too small for a campus this size and left the University vulnerable.
- 08/15** A better forecasting model was needed that provided more notice of events; AN said that the Executive was carefully looking at this.

GBe left and LS joined the meeting

24/09 TARGET OPERATING MODEL (CO/4057)

- 09/01** **NOTED:** A paper setting out a proposed approach to bring together University Professional Services under a Shared Services Model.
- 09/02** Members asked for a tangible example of what impact the Target Operating Model (TOM) may have on a member of staff or a student; they

heard that a student should find that their query would be dealt with clearly and easily, whatever department they were dealing with. Consistency and efficiency would be the norm. For staff an example was given where, if a new service was requested from Information Services (IS), they would be given one clear contact who understood their business and could resolve the question. Council asked how success would be measured and suggested a customer satisfaction survey at some point.

- 09/03** There had not yet been a deep dive into non-pay costs in Professional Services, the duration of remaining agreements needed to be assessed. Meetings had been held with Heads of Department and academics, information needed to be cascaded throughout the University to prevent too much speculation and dispel any myths. Where detail was lacking it was because the information was not yet available. Comms needed to be specific and regular which was a hard balance to strike.
- 09/04** Council asked how a better service could be provided with such huge cuts to costs; it heard that historically the University had paid a lot for poor systems, some of which were still in place. Administration was devolved to a three-college structure which would work better in a large university with more resource but at Brunel was too expensive and created duplication and inefficiency.
- 09/05** The TOM would be hard to implement and would require the support of the academics who in turn would be having their costs trimmed. An equality impact assessment had been done as a baseline and more would follow as the model advanced.
- 09/06** Members wanted assurance on how good people leaving would be managed; criteria for selection on redundancy would be carefully looked at, trying to keep the best employees, planning workforce succession and re-building teams.
- 09/07** All acknowledged that this would be a challenging year, asking a lot from students and staff. Council wanted examples of where other universities had successfully transformed their business and heard that LS had good experience of implementing change in similar sectors.
- 09/08** It would be important to focus on what the outcome might be in terms of an efficient, successful University to keep morale at a good level. If the model was implemented well the impact may be mitigated. The advantage of such a tight timescale was a good pace of change.

LS left the meeting

STRATEGIC PROGRESS AND PERFORMANCE

24/10 ANNUAL REPORT ON UNIVERSITY LEAGUE TABLES (CO/4058)

- 10/01** **NOTED:** A brief on university league tables relevant to Brunel.
- 10/02** Overall the paper reported a modest improvement of the University's performance. A strategic group on league tables had been set up with AJ as chair and was monitoring them closely.
- 10/03** It was suggested that it was explained to various groups within Brunel how to use and interpret the tables. There should be more information and engagement with them, especially when there were positive changes. Students may be more receptive to channels other than emails or the website.

24/11 KPI PROGRESS AND UNDERPINNING ACTIONS UPDATE (CO/4059)

- 11/01** **NOTED:** The progress of actions against institutional KPIs.
- 11/02** Progress was generally positive with some improvements made.

GOVERNANCE ASSURANCE

24/12 TERMS OF REFERENCE AND COMMITTEE MEMBERSHIP

- 12/01** **APPROVED:** Updates to the terms of reference for the Audit and Risk Committee and for the Finance Committee.

24/13 AMENDMENTS TO THE ROYAL CHARTER AND STATUTES (CO/4060)

- 13/01** **APPROVED:** Changes to Brunel's Royal Charter and Statutes for approval by Council prior to submission of a petition to the Privy Council.
- 13/02** Joining the University of London meant that some changes needed to be made to the Charter and Statutes around Brunel's name. This presented an opportunity to update terminology and introduce the role of Rector to replace that of Chancellor.
- 13/03** Members voted by a show of hands and 19 out of 19 members present voted in favour of the changes, subject to any typographical or consequential amendments.

24/14 REPORT FROM THE UNION OF BRUNEL STUDENTS (CO/4061)

- 14/01** **NOTED:** A report from the Union of Brunel Students.

24/15 INTERIM UPDATE ON STRATEGIC RISK MANAGEMENT (CO/4062)

15/01 **NOTED:** An interim update to Council on changes to institutional risk levels

24/16 ANNUAL REPORT ON HEALTH AND SAFETY (CO/4063)

16/01 **NOTED:** The annual report on health and safety risk management at Brunel

RECURRENT ITEMS (FOR INFORMATION)

24/17 REPORT ON BUSINESS DISCUSSED AT SENATE (CO/4064)

17/01 **NOTED:** A report on matters arising from meetings of Senate held on the 5 June and the 8 July 2024. A summary of items discussed at Senate on 25 September 2024 was also provided.

24/18 OFS COMPLIANCE SUMMARY (CO/4065)

18/01 **NOTED:** Assurance of how the University is meeting its ongoing conditions of registration, with any significant updates relating to OfS.

24/19 OFS REPORTABLE EVENTS (CO/4066)

19/01 **NOTED:** A standing report that documented the reportable events since the previous meeting in July.

24/20 BRUNEL EVENTS

20/01 **NOTED:** Upcoming events at Brunel that may be of interest to Council members.

24/21 SCHEDULE OF BUSINESS (CO/4067)

21/01 **NOTED:** The schedule of business for Council.

24/22 MEDIA COVERAGE (CO/4068)

22/01 **NOTED:** Media coverage of Brunel since the last meeting.

24/23 SEALING OF DOCUMENTS

23/01 **NOTED:** The register of sealed documents.

24/24 ANY OTHER BUSINESS AND FEEDBACK ON THE CURRENT MEETING

24/01 There was some more discussion on how to keep Council informed outside its regular cycle of meetings, bi-weekly updates were suggested in relation to finances. Members had faith in the Executive addressing fundamental issues and said that the papers they received were detailed and informative.

24/02 On the report from the Union of Brunel Students (UBS) an issue was highlighted where some student concerns were not being addressed at the point of contact. UBS had been challenged to provide thematic feedback on issues such as these so that they could be raised at a strategic level.

24/03 SP thanked all for their presence and hard work. There being no further business to discuss, the meeting was ended at 5:05pm

DATE OF NEXT MEETING – 27 November 2024

Meeting Minutes Approved:



Professor Stuart Palmer, Chairperson

27 November 2024

Date