COUNCIL

CONFIRMED MINUTES

Minutes of a meeting of Council held on **Wednesday 19 March 2025** in Room ESGW402, Eastern Gateway Building and on Microsoft Teams.

Present:
Professor Stuart Palmer (SP), Chair
Ms Amanda Rowlatt (AR), Deputy Chair, *independent member*
Dr Vineta Bhalla (VB), *independent member*
Ms Janet Dean (JD), *independent member*
Professor Dave Delpy (DD), *independent member*
Mr Mark Garrett (MG), *independent member*
Ms Lucinda Hunt (LH), *independent member*
Professor Andrew Jones (AJ), Vice-Chancellor & President, *ex-officio*
Mr Chris Maw (CM), *independent member*
Mr Iwan Parry, *student representative*
Ms Tone Rosingholm (TR), *independent member*
Mr Chris Stock (CS), *elected staff member*
Ms Anne Waltham (AW), *independent member*
Professor Jonathan Wastling (JW), *senior staff member*
Dr Allison Wiseman (AW), *elected staff member* – from item 24/74

In attendance:
Dr Manuel Alonso (MA), Chief Operating Officer
Mr Craig Lithgow (CL), Chief Executive of the Union of Brunel Students – for item 24/70
Ms Anne Nathan (AN), Chief Finance Officer
Dr Nicola Rogers (NR), Chief of Staff
Dr Rosa Scoble (RS), Director of Strategic Planning
Mr Neil Smyth (NS), Partner, Mills and Reeve – for item 24/71
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:
Ms Sharon Blackman (SB), *independent member*
Mr David Kennedy (DK), *independent member*
Dr Rita Gardner (RG), *independent member*
Professor Claire Turner (CT), *senior staff member*

STANDING ITEMS

24/62 WELCOME AND APOLOGIES

62/01 The Chair welcomed everybody to the meeting. Apologies had been received from SB, DK, RG and CT.

24/63 DECLARATION OF INTEREST(S)

63/01 **NOTED:** that there were no declarations of interest.

24/64 COUNCIL MINUTES (CO/4093, CO/4094, CO/4095)

64/01 **APPROVED:** The minutes of Council meetings held on the 27 November and the 16 December 2024 and the 28 January 2025, subject to corrections stated below.

64/02 Apologies had been received from MG for the meeting in December, MG had been present at the Away Day in January. The minutes of both meetings would be updated to reflect this. **ACTION: HD**

24/65 ACTIONS AND MATTERS ARISING (CO/4096)

65/01 **NOTED:** The action summary sheet from the last full meeting in November.

65/02 All actions were complete.

24/66 REPORT OF BUSINESS DISCUSSED AT STANDING COMMITTEES (CO/4097)

66/01 **NOTED:** An update on business conducted by standing committees since its last meeting.

66/02 The Audit and Risk Committee had noted that good progress had been made on cyber security and also on compliance training. There had been a good discussion on international risk and the extension of the internal audit contract with RSM had been approved for a further year.

66/03 Much of what had been covered by the Finance Committee was on the agenda for this meeting. This included the 5 + 7 forecasts which had been requested.

66/03 The Governance and Nominations Committee had focused largely on recruitment.

66/04 The Estates sub-Committee, which reported into the Finance Committee, had discussed the University's disposal strategy and the reduction in capital budget.

24/67 CHAIR'S BUSINESS

67/01 **NOTED:** There had been no Chair's business since the last meeting.

STRATEGIC PROGRESS AND PERFORMANCE

24/68 VICE CHANCELLOR AND PRESIDENT'S REPORT (CO/4098)

68/01 **NOTED:** A high-level update and overview of a few key areas of importance since the last report in November 2024.

68/02 The report was delivered in the context of a challenging time for the HE sector. AJ expressed thanks to the Senior Team and colleagues for responding to this at pace. The Digital Services transformation had been completed that week.

68/03 The academic restructure was underway and was difficult, however cost reductions needed to be applied. The Target Operating Model work was on track and running within the timeframe allocated to it.

68/04 Focus was currently on finances for 2024/25 and for 2025/26. It was imperative to move to a stronger income position and new initiatives were being suggested and realised all the time.

68/05 Brunel was not the only University facing financial challenges, though it was more exposed in terms of international students. Many institutions had not yet published their accounts. The government's understanding of the situation had improved over the last few months.

68/06 Limited support had been offered to some Welsh and Scottish universities by their governments. There had been some constructive discussions on policy, though with no change on immigration. Research and innovation were being promoted and there had been an uplift in undergraduate tuition fees. It was unlikely that this would be enough to resolve the financial troubles of most universities.

68/07 Strategically, Brunel was doing well. Joining the University of London was good for its reputation, partnerships were more attractive to many now that the link was in place.

68/08 Research grants and contracts had increased as had the value of research income. The National Student Survey (NSS) score had increased on the previous year. The upwards trajectory of student satisfaction would be maintained and there had been much positive discussion at Senate and across other fora on how to achieve this.

68/09 AJ thanked Council members for attending the recent Nero Book Awards, which should contribute to the University's national profile. An Open Day would be held at Brunel that Saturday; there would be a challenging and competitive environment for applications this year.

68/10 Members asked what opportunities had been found in other markets; there had been some interest in transnational education (TNE) in India, which was being explored. Markets in India, China and Pakistan were performing better. Study Abroad was being carefully looked at and had the potential to deliver a strong income base.

68/11 There were opportunities to work in partnership with the NHS and healthcare providers, obviously there were challenges in the NHS, Brunel was well placed to deliver education for them.

68/12 More detail was requested on domestic markets. A new Head of Undergraduate Recruitment had been appointed; with no reversal of government policy on international students, it was important that Brunel became more focused on the UK. A good position in domestic league tables was necessary for this. There was still a way to go.

68/13 Council said that it was fully supportive of the work that staff were doing to improve Brunel's standing and reputation.

24/69 FOLLOW UP ON COUNCIL AWAY DAY (Verbal)

69/01 **NOTED:** A verbal update from the Deputy Vice Chancellor on follow up from the Council Away Day held on the 28 January 2025.

69/02 Members were thanked for their discussion. Following the Away Day two main themes had been identified; cutting the University's cost base and growing opportunities.

69/03 Pay savings had been made by reducing the academic staff. This was currently a very sensitive time as many colleagues were in the process of leaving.

69/04 Changes had been made to Brunel's portfolio with 12 new programmes in place this year; next year 20 more programmes were planned (starting in September 2026).

69/05 The medical curriculum was being developed further, there were other areas of the University that could be profitable and these were being assessed; a strategic approach had been maintained to ensure that they were aligned.

69/06 Members said that they appreciated the update and assurance that attention was also being paid to the medium and long term. They asked how they could be informed on progression and what outcome measures could be used. It was important that there was enough resource in place to carry out the work.

69/07 Hundreds of optional modules were being removed from programmes that were not adding value. A simple core portfolio meant that there would be better timetabling, which would benefit students.

69/08 The proposed online courses in business could be delivered by current staff, the modules needed already ran. In some longer proposed courses e.g. pharmacy, investments would have to be made and benefits would not be realised immediately.

69/09 Focus would be on employability rather than choice, connections to business were more appealing. At the moment 200 modules had less than five students on them.

69/10 A paper quantifying timelines and risks of growth opportunities would be provided to Council in due course. **ACTION: JW**

CL joined the meeting

24/70 REPORT FROM UNION OF BRUNEL STUDENTS (CO/4099)

70/01 **NOTED:** A report from the Union of Brunel Students to give the Council oversight of its activities.

70/02 Council discussed the representation of students, currently elected officers were appointed as Council members, the report proposed direct student representation, where students would be invited to express their interest and interviewed after shortlisting by the Union's Appointments Committee.

70/03 A decision on how students should be represented on Council was needed in the next couple of months. The Governance and Nominations Committee would convene to discuss this further. **ACTION: TF**

CL left the meeting

OPERATIONAL EFFECTIVENESS

RESERVED BUSINESS

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

THE MEETING MOVED OUT OF RESERVED BUSINESS

24/72 FINANCIAL POSITION (CO/4100)

72/01 **NOTED:** A 5 + 7 Forecast and management accounts for six months, up to 31 January, as well as an update on funding options.

[redacted]

72/03 Members heard that the University was over its forecast budget. There was limited headroom for next year and for managing a University of this size. Census data would be available at the end of the week. August would be difficult in terms of cash flow in that it traditionally had lower income.

72/04 Non-pay expenditure had been halved, which was encouraging. Very tight controls were being applied, with any spend over £1K now approved by the CFO.

72/05 Council asked for clarity on what could be controlled, there had to be a grip on day-to-day expenditure. There had been a significant drop in student numbers and this had impacted income from accommodation. It asked whether there would be enough resource in place for next year's students.

72/06 Data on numbers for next year was becoming available. UCAS had closed its applications, clearing was yet to come. The University was being agile and responsive to information as it was received. There would be options around clearing and tariffs if necessary, however it was important to be tactical and understand the consequences of any decisions that were made.

72/07 Regarding funding options, members asked whether there was confidence on the sale of assets. Mortgages would take about six weeks to arrange, well within this financial year.

72/08 Disposals of property up to and including £1m would be presented to Finance Committee for approval. Any disposal above £1m would be presented to Council for approval.

72/09 Members discussed reviewing the structure of the University's finance, following this period of crisis. In the short-term, focus should be on the options listed and the sale of assets. A 13-week cashflow was requested which would be updated every week. **ACTION: AN**

72/10 PwC had been consulted, it was reassuring to have some external guidance and validation. The OfS would be on campus at the beginning of April and were already aware of Brunel's position and the work that was going on to improve it.

[redacted]

STRATEGIC PROGRESS AND PERFORMANCE

24/73 STRATEGIC PROGRESS REPORT (CO/4101)

73/01 **NOTED:** A verbal update on the Target Operating Model (TOM)

73/02 **NOTED**: A report on progress made towards the achievement of the University's KPIs

73/03 MA gave an update on the TOM, there was anger and upset amongst staff, this was a very stressful time for colleagues. The HR Team had carried out an extraordinary number of consultation interviews, many managers had run interviews whilst they themselves were at risk of redundancy. A lot of counter-proposals had been made by staff and these were being worked through methodically.

73/04 The numbers of those who would be able to take voluntary redundancy would be known by the end of the week, unfortunately it looked as though there would be a need for some compulsory redundancies. Timing was crucial for financial benefits to be felt this year, more comms were imminent to Heads of Department and to students.

73/05 SP thanked MA and GB, on behalf of Council, for their hard work under a lot of pressure.

73/06 Members sought assurance that business continuity would not be adversely affected, and that the cost of redundancies could be met. Interim Deputy Chief Operating Officers had been appointed who were able to closely monitor areas and this was working well. TOM costs were included in the cash forecasts and although the impact was severe in the short term, finances would be much improved in the long run.

73/07 Much of the content of the strategic progress report had been referred to earlier in the meeting. In-year attrition had been added to reporting measures.

GOVERNANCE ASSURANCE

24/74 STRATEGIC RISK REGISTER ANNUAL REPORT (CO/4103)

74/01 **NOTED:** An annual report to Audit & Risk Committee on changes to institutional level risks following the annual risk reviews. Key strategic risks had been identified as above risk appetite which may affect the delivery of the University's objectives.

74/02 **APPROVED:** The Risk Management policy

74/03 Members would have liked to have had more time to discuss this paper, though it had already gone to the Audit and Risk Committee.

24/75 PAY GAP REPORT (CO/4104)

75/01 **NOTED:** the 2024 Pay Gap Report, which provided analysis on gender, ethnicity and disability pay gaps, along with equal pay assessment for gender and ethnicity.

75/02 Council discussed the statistical accuracy of the report, suggesting that there should be more clarity on where data was statistically significant.

75/03 The team had worked to remove many subjective comments and members acknowledged that progress had been made since the last report.

GOVERNANCE EFFECTIVENESS

24/76 GOVERNANCE EFFECTIVENESS REVIEW (CO/4105)

76/01 **NOTED:** The Governance Effectiveness Review, which had been carried out by the Halpin Partnership.

76/02 **AGREED:** That the Governance and Nominations Committee would meet to discuss the review and then report back to Council.

24/77 SCHEDULE OF MEETINGS FOR 2025/26 (CO4106)

77/01 **APPROVED:** Meeting dates for 2025/26, subject to any adjustments that may need to be made following the release of deadline dates from the OfS and acknowledging that there may need to be more frequent meetings of Council and its committees next year.

RECURRENT ITEMS (FOR INFORMATION)

24/78 ANNUAL SCHEDULE OF BUSINESS

78/01 NOTED: Council's annual schedule of business

24/79 MINUTES OF COUNCIL COMMITTEES

79/01 NOTED: Minutes from the following meetings:

Remuneration Committee – 6 November 2024

Governance and Nominations Committee (unconfirmed) – 31 February 2025

Audit and Risk Committee (unconfirmed) – 24 February 2025

Finance Committee (unconfirmed) – 25 February 2025

24/80 REPORT ON BUSINESS DISCUSSED AT SENATE

80/01 NOTED: A report from Senate to Council on matters arising from meetings that had been held on 25 September; 13 November 2024 and 12 March 2025.

80/02 The report was now more detailed, following advice from the Governance Effectiveness Review

24/81 BRUNEL EVENTS

81/01 NOTED: Upcoming events at Brunel that may be of interest to Council members.

24/82 OFS COMPLIANCE SUMMARY

82/01 NOTED: Assurance of how the University is meeting ongoing Conditions of Registration.

24/83 MEDIA COVERAGE

83/01 NOTED: Media coverage of Brunel since November 2024.

24/84 SEALING OF DOCUMENTS

84/01 NOTED: The Register of Sealed Documents.

24/85 ANY OTHER BUSINESS AND FEEDBACK ON THE CURRENT MEETING

85/01 There being no further business to discuss, the meeting was ended at 5:20pm

DATE OF NEXT MEETING: 10am, Tuesday 20 May 2025 – Away Day

2pm, Thursday 9 July 2025

Meeting Minutes Approved:



9 July 2025

Professor Stuart Palmer, Chairperson | Date