Council

Thursday, 9th October 2025 3.15 pm

Council

Attendees

Members Attended

Maria Bond

Pam Chesters, Chair

Sabina Gheduzzi

Alun Griffiths

Dot Griffiths

Don McLaverty

Marcus Munafo

Benjamin Orford Thompson

Esther Reeves

Jo Rhoden

Paul Shepherd

Helen Slater

Anthony Smith

Phil Taylor, Vice-Chancellor

In Attendance

Ghazwa Alwani-Starr, Chief Operating Officer

Julian Chaudhuri, PVC (Education)

Corinne Evans, Vice-President (External Relations)

Sarah Hainsworth, PVC (Research & Enterprise)

Cassie Wilson, PVC (Student Experience & Sport)

Secretariat

Ian Blenkharn, University Secretary and Registrar – *Secretary to Council*

Elisabeth Day, Interim Head of Governance

Apologies

Calum Mercer *(Treasurer)*

7834.0 Welcome and Quorum

Purpose - For Information

The Chair welcomed members and attendees and made a formal note of attendance to ensure that quorum was maintained throughout the meeting.

A particular welcome was made to Esther Reeves, new staff member of Council.

7835.0 Declarations of Interest

Purpose - For Information

REPORTED

No conflicts of interest were declared.

7836.0 Minutes of Previous Meeting - C25/26 - 01

Purpose - For Approval

DECISION

Council **approved** the minutes of the previous meeting of Council held on 10 July 2025.

7837.0 Actions and Matters Arising - C25/26 - 02a-c

Purpose - For Noting

REPORTED

Council **noted** the action log and decisions taken by correspondence since its last meeting on 10 July 2025.

- Actions due now:
  - 7782 The Vice-Chancellor to progress work looking at the tensions and synergies between the different institutional KPIs and the development of a staff wellbeing KPI and report back to Council
- Decisions by correspondence:
  - 7822 Prevent Policy redrafted and circulated to Council for decision by correspondence. Policy approved 22/8/2025.

A verbal update was provided by the Vice-Chancellor on the outstanding action 7782 concerning the relationship between institutional KPIs and the development of a staff wellbeing KPI. It was noted that work is underway on both elements. An update on the alignment of institutional KPIs and progress on staff satisfaction is scheduled for a future meeting.

The Director of Human Resources is progressing the staff wellbeing KPI through analysis of staff survey data and external benchmarking.

7838.a Council Standing Orders - C25/26 - 03a

Purpose - For Approval

DECISION

Council **approved** the revised Standing Orders of Council, which had been updated to reflect recent changes to the University's Statutes and Ordinances.

7838.b Council Terms of Reference and Membership - C25/26 - 03b

Purpose - For Approval

REPORTED

Council was informed that the Terms of Reference had been updated to reflect recent changes to the University's Statutes and Ordinances.

DISCUSSED

Student Governors expressed a preference for the Chief Executive of the Students' Union to remain 'in attendance' at meetings of Council. It was noted that a previous Student Governor had determined this was not necessary, given the Chief Executive receives Council papers and can discuss agenda items with SU Officers.

Following discussion, it was agreed that Student Governors may decide annually whether the Chief Executive should be 'in attendance', without requiring a formal amendment to the Terms of Reference. The Chief Executive will continue to receive Council papers.

DECISION

Council **approved** the revised Terms of Reference of Council, updated to reflect recent changes to the University's Statutes and Ordinances, subject to the inclusion of wording confirming that Student Governors may determine annually whether the Chief Executive of the Students' Union should be in attendance.

7839.0 Guidance - Committee Roles and Responsibilities in Relation to EDI 2025/26 - C25/26 - 04

Purpose - For Noting

Council **noted** the Equality, Diversity and Inclusion roles and responsibilities guidance for committees for Council for 2025/26.

7840.0 Report from Finance Committee - C25/26 - 05

Purpose - For Approval

REPORTED

A member of the Finance Committee introduced the paper for this item.

Council received a summary report from the Finance Committee covering its meeting held on 11 September 2025.

DISCUSSED

Student recruitment had been weaker than anticipated, particularly in relation to international postgraduate taught (PGT) students. The potential long-term financial impact of this shortfall was noted.

Members discussed the University's positioning in the admissions process, with a concern raised around the risk of becoming an 'insurance choice' for applicants. The Pro-Vice-Chancellor (Education) confirmed that a full review of the admissions cycle would be undertaken, including analysis of applicant behaviour and grade profiles. It was noted that even with higher entry requirements, the University would not have been the first choice for some applicants.

Council was informed of the potential development of a bespoke visa support service for international students based on external research findings, designed to improve the applicant experience and strengthen the University's position as a preferred destination. Funding has been released to support international recruitment initiatives.

Council also noted progress on Project CLEAR, which had been considered by the Finance Committee. Training and testing are underway, and while the project is not yet fully where intended, it is nearing readiness. The project is interdependent with two other initiatives, and all three are progressing in parallel. A system cutover is expected.

It was further noted that schemes of delegation for Finance Committee and Audit & Risk Assurance Committee (ARAC), require updating.

Council was advised that detailed discussions on the IAAPS Ltd letter of support were addressed under separate agenda items.

Council **noted** the report from the Finance Committee.

DECISION

Council **approved** the updated Terms of Reference for the Finance Committee.

7840.a IAAPS Ltd Revised Target 2025/26 - C25/26 - 05a

Purpose - For Approval

REPORTED

Council received a report from the Finance Committee recommending that the University provide a letter of support to IAAPS Ltd to enable it to operate as a going concern for financial reporting purposes. The recommendation was made in good faith, with recognition that a strategic options analysis on the future of IAAPS Ltd will be undertaken over the coming year.

DISCUSSED

Council discussed the need to progress this analysis promptly, with a review at Finance Committee scheduled for January. It was agreed that the decision should not be left until the last minute and that the process and associated timeframes should be clearly documented. The discussion highlighted concerns about the current corporate structure and the underutilisation of the IAAPS facility. The options analysis will consider how to better leverage the asset and reduce the financial burden on the University.

The Vice-Chancellor outlined measures proposed to the Finance Committee, including halving the rent charged to IAAPS Ltd such that it was only charged for the space it used and transferring responsibility for filling the remaining space to the University Executive Board. It was also proposed that interest on the loan not be charged, and revised sales targets have been set. Technical sales staff are being recruited to support business development.

Council noted that the original proposal included a potential closure of IAAPS Ltd if sales targets were not met. However, the Finance Committee agreed to pursue an options analysis instead, with closure remaining one of the possible outcomes.

Council was informed of a new collaboration agreement involving the installation of a dynamics simulator at the IAAPS facility, provided on a long-term loan basis. This development is expected to support IAAPS Ltd's strategic progress.

It was agreed that the letter of support should be issued in good time to support financial reporting, and that the options analysis should be brought forward to January 2026.

DECISION

Council **approved** the provision of a letter of support to IAAPS Ltd to enable it to operate as a going concern.

7841.0 Disestablishment of the Institute for Sustainable Energy and the Environment (I-SEE) - C25/26 - 10

Purpose - For Approval

REPORTED

Council received a report from Senate recommending the formal disestablishment of the Institute for Sustainable Energy & the Environment (I-SEE), which was established in 2008 and has since evolved into a webinar series focused on energy and environmental topics. Following the creation of the Institute for Sustainability and Climate Change (ISCC) in 2024, it was proposed that the I-SEE webinar programme be integrated into ISCC activities.

Council recorded its thanks to Professor Tim Mays for his leadership of I-SEE over the years and the Chair of Council would write to Professor Mays to acknowledge his work in this area.

DECISION

Council **approved** the disestablishment of the Institute for Sustainable Energy and the Environment (I-SEE).

ACTION

Assigned to - Pam Chesters | **Due by** - 30 Oct 2025

The Chair of Council to write to thank Professor Tim Mays for his leadership of I-SEE over the years. The PVC (Research) to provide the Chair of Council with information needed to complete this.

7842.0 Council Forward Plan of Business 2025/26 - C25/26 - 07

Purpose - For Discussion

REPORTED

Council received an update from the University Secretary & Registrar on the development of the

Council Forward Plan of Business. It was noted that the plan is a dynamic document and should be owned by Council but with strong UEB input

Council was advised of proposed items for the next meeting on 20 November, including a paper on the academic career progression framework for approval, a revised item on Bath Quays North, now framed as a 'Strategic Options' discussion rather than a business case and the noting of the Vice-Chancellor's objectives.

Council was advised that the Chief Operating Officer will present a paper to the Infrastructure Working Group in mid-October, outlining the timetable for the Estates/Capital Plan. If supported, this may result in changes to the current schedule for business case approvals at Council. The outcome will be confirmed following the Infrastructure Working Group meeting.

DISCUSSED

It was noted that terminology around investment proposals will be standardised, with consistent use of 'Strategic Outline Case', 'Outline Business Case', and 'Final Business Case' to support Council's engagement with major projects.

Council discussed the potential need for approval of the Foundation Partner proposal between meetings, and welcomed the suggestion of a future session on digital developments in the sector, including AI, possibly as part of a future Development Day.

A 'teach-in' session on the University's Global Voice initiative is planned for November.

Council members expressed a desire to spend more time on strategic matters and noted the value of Faculty spotlight presentations in providing insight into academic areas. It was agreed that these sessions offer an important opportunity to hear directly from Deans and understand the Faculty contribution in delivering the overall University strategy.

Initial feedback on the forward plan will be discussed with the incoming Chair.

Council **noted** the proposed forward plan of business, as amended, for Council in 2025/26.

7843.0 Council Effectiveness Self-Assessment Review - C25/26 - 08

Purpose - For Decision

REPORTED

Council received a report from the Chair of Council outlining progress made in implementing the action plan arising from the 2022 review of Council effectiveness.

It was confirmed that the next external effectiveness review will take place during the 2026/27 academic year.

Council endorsed the proposal to undertake a light-touch internal review as a benchmark, recognising that four of the fifteen current members are new and that the impact of the revised Council composition is still evolving. The review will focus on identifying areas for improvement in governance.

Members will be invited to complete an anonymous survey via Microsoft Forms, which will be circulated following the Council Away Day. The survey will exclude the section on the Chair, given the transition between outgoing and incoming Chairs, and will include an additional question to gather views on potential improvements to governance, with the aim of providing the incoming Chair with a summary of findings upon commencement.

Council **noted** the progress made in implementing the action plan it developed in response to the review of its effectiveness and closed the 2022 review.

DECISION

Council **resolved** that the Council Effectiveness Review (2022) would be closed.

7844.0 Ethics Committee - C25/26 - 09

Purpose - For Decision

REPORTED

Council received proposals relating to the Ethics Committee and associated governance structures.

The Chair of Council introduced the paper, noting that the Ethics Committee was established during a period of institutional fragility. In discussion with the Vice-Chancellor, it was confirmed that the Committee serves two primary functions, as a sounding board for the Vice-Chancellor, and as a mechanism for Council to refer matters it considers raises ethical issues.

DISCUSSED

Council members supported the streamlined structure and the Chair clarified that the Ethics Committee would not act as a de facto Gift Acceptance Committee, which exists separately. The Committee's remit excludes ethical considerations, particularly in relation to research.

It was agreed that the University Secretary will maintain oversight of ethics-related policies to ensure they remain current and fit for purpose.

Council was supportive of the overall approach.

DECISION

Council **approved** the redefinition of the Ethics Committee.

Council reviewed and **approved** the amended Terms of Reference for the Ethics Committee, subject to the replacement of "Student Representative" with "Student Governor" for consistency, and the removal of the reference to "Rules for Voting," which was deemed not applicable.

7845.0 People and Culture Committee Terms of Reference - C25/26 - 10

Purpose - For Approval

REPORTED

The Chair of the People and Culture Committee presented the item. Council received the proposed Terms of Reference for the People and Culture Committee for 2025/26 and considered feedback from the Senate meeting held on 1 October 2025.

DISCUSSED

Senate had expressed strong support for the establishment of the Committee, particularly welcoming its direction, ambition, and contribution to streamlining the governance landscape. Questions were raised regarding the Committee's membership, including representation from non-academic job families, gender balance, and broader student equality, diversity and inclusion (EDI) oversight. Given the redesignation of EDIC as an executive committee Senate had emphasised the importance of ensuring meaningful engagement with student EDI matters

Council discussed the scope of the People and Culture Committee, confirming that its primary focus is on workforce-related issues. While student matters are not within its core remit, the Committee acknowledged the importance of maintaining a relationship with student experience, EDI and culture more generally. It was agreed that the institutional lead for student experience would be invited periodically to the People and Culture Committee where the agenda indicated that this was likely to be beneficial.

Council received and approved two minor amendments to the Terms of Reference: the removal of the specification that Equality Objectives must be reviewed "every four years," allowing greater flexibility in timing while remaining compliant with statutory requirements; and the addition of a catch-all clause under the Committee's purpose: "Consideration of additional People and Culture matters as referred by Council, providing advice and/or assurance as necessary."

Further discussion covered how the Committee will operate, including its programme of business and the need to phase its annual plan in line with the University's planning cycle. Council noted that further work is required on the scheme of delegation for people-related matters and on refining the voluntary exit scheme. The People and Organisational Strategy was described as emerging and will be developed further, in the first instance by the University Executive Board.

Concerns raised at Senate regarding the governance of student EDI were acknowledged. It was confirmed that the Equality, Diversity and Inclusion Committee (EDIC) would continue to provide assurance to Senate and report annually. A note will be provided to Council by the institutional lead for student experience to address the concerns raised.

DECISION

Council **approved** the Terms of Reference for the People and Culture Committee for 2025/26 academic year, subject to the following amendments: the removal of the specification that Equality Objectives must be reviewed "every four years," allowing greater flexibility in timing while remaining compliant with statutory requirements; and the addition of a catch-all statement under the Committee's purpose: "5. Consideration of additional People and Culture matters as referred by Council, providing advice and/or assurance as necessary."

7846.0 Redundancy Committee - C25/26 - 11

Purpose - For Approval

REPORTED

Council received a report from the Redundancy Committee, which met by correspondence on 1 October 2025 and recommended a number of cases for redundancy for Council's approval.

DISCUSSED

It was noted that the Redundancy Committee remains in existence due to the ongoing transition of responsibilities since the revisions to the University Statutes not yet being complete. The Committee may not meet again but retains the ability to co-opt members as required under its Terms of Reference.

A minor correction to the summary report was noted: a reference to "Wiley" will be amended to reflect the transfer to "Risepoint", with "Wiley" retained in brackets for clarity.

DECISION

Council **approved** the cases for redundancy referred by the Redundancy Committee, which were recommended to Council following a decision by correspondence on 1 October 2025.

Council **approved** the revised Terms of Reference for the Redundancy Committee for the 2025/26 academic year.

7847.0 Remuneration Committee Terms of Reference - C25/26 - 12

Purpose - For Approval

DECISION

Council **approved** [without discussion] the Terms of Reference for the Remuneration Committee for the 2025/26 academic year.

7848.0 Committee of Office of the Chancellor Terms of Reference - C25/26 - 13

Purpose - For Approval

DECISION

Council **approved** [without discussion] the Terms of Reference for the Committee of Office of the Chancellor for the 2025/26 academic year.

7849.0 Committee of Office of the Vice-Chancellor Terms of Reference - C25/26 - 14

Purpose - For Approval

REPORTED

Council received the Terms of Reference and membership for the Committee of the Office of the Vice-Chancellor for the 2025/26 academic year.

DISCUSSED

It was noted that the Committee includes two lay members of Council and members of Senate, in line with the University's Statutes. A suggestion was made to include a Student Governor; however, it was confirmed that the current membership reflects the original statute provisions. The Terms of Reference allow for co-option if required.

Council agreed that the membership should be reviewed more fully at a future point.

DECISION

Council **approved** the Terms of Reference for the Committee of Office of the Vice-Chancellor for the 2025/26 academic year.

7850.0 Programme of Meetings for 2025/26

Purpose - For Noting

Council **noted** the programme of meetings of Council for the2025/26 academic year.

7851.0 Any Other Business

Purpose - For Noting

Council recorded its thanks to the outgoing Chair of Council, Pam Chesters, for her significant contributions during her term of office. The Vice-Chancellor and the Senior Independent Director expressed their appreciation on behalf of Council.