



University Council

Paper no: 2024-07-18-03

Paper title: Minutes of previous meeting

Minutes of the Council meeting held at 09.00 on 25 April 2024 in Lecture Room 19, Cranfield Management Development Centre

Present:

Ferguson, Iain (Chair)	Hynes, Alice
Atkinson, Helen	Imafidon, Ehizuelen
Carter, Caroline	Price, Jo
Day, Colin	Rowlands, Simon
Greening, Connie	Saggu, Jaz
Hill, James	Stokes, Claire
Holford, Karen	Watkins, Peter
Hubble, Jane	Zeidler, Phil

Apologies: Chen Davison, Lesley; Hart, Ian

Attending:

Aspinall, Philip, Chief Operating Officer
Douglas, Gregor, University Secretary
Fogwill, Chris, Chair of Energy and Environment Committee *(for item 5a)*
Sibbald, Ian, Director of Finance *(for item 6)*
Smyth, Becca, Secretary of Senate *(for item 7)*
Terry, Leon, Chair of CUH&S Committee and Pro-Vice-Chancellor R&I *(for items 4 and 5a)*

1. Introduction

The Pro-Chancellor and Chair of Council welcomed members and attendees to the meeting.

2. Disclosure of interest

There were no disclosures recorded.

3. Minutes of previous meeting, matters arising and Chair's action

Received: Paper 2024-04-25-03a being the minutes of the meeting held on 17 November 2023; and Paper 2024-04-25-03b being a note of an item of Chair's action since the previous meeting.

Resolved: Council approved the minutes of the Council meeting held on 17 November 2023; and noted that the Pro-Chancellor had taken Chair's action to agree the recommendations made by the Honorary Degrees Committee for honorary awards in 2024.

4. Health and Safety update

Leon Terry joined for this item

Received: Paper 2024-04-25-04 being the quarterly report from Cranfield University Health and Safety Committee covering the period 1 November 2023 to 29 February 2024.

- Noted:
- (a) The Council lead on Health and Safety introduced this item noting that Professor Leon Terry had taken on the role of Chair of the Cranfield University Health & Safety Committee with effect from 19 March 2024.
 - (b) The Chair of Health & Safety Committee reported that three priority areas were: leadership and governance; engagement and transparency; and a reset of Health & Safety culture. It was reported that the HSE enforcement notice had been served because of sealed units being monitored by dated gauges. Project Titan was reviewing laboratories and legacy kit that needed to be disposed of or updated; any staff found using out of date equipment were being challenged.
 - (c) With regard to Airport activities, it was noted that there had been reports of Foreign Object Debris (FOD) on the movement areas. Any damage to aircraft may create cost to the University. Council members discussed the Mandatory Occurrence Reports (MORs) noting that two situations, one member of staff and one student, involving loss of consciousness were caused by individuals not having eaten; the rules around fasting would be reviewed and exemptions explained to students. The three other MORs listed were under investigation.
 - (d) The majority of fire alarm activations were cases of steam setting off detectors in residential buildings. There was awareness raising on people cooking safely in shared kitchens.
 - (e) The Health and Safety Director was working with others to ensure that our third-party health and safety payments were made in a timely manner.
 - (f) The overdue actions were being reviewed.

Resolved: Council thanked the Chair of the Health and Safety Committee for the report and for the strategic approach to discussion.

5. Report from University Executive

5.1 Received: Paper 2024-04-25-05a being a report from University Executive covering the period February to April 2024.

Noted: The Chief Executive and Vice-Chancellor (CEVC) presented the report. In discussion, the following points were noted:

- (a) *Appendix A - Annual report from Cranfield University Research Ethics and Integrity Committee (CUREIC)*

The Pro-Vice-Chancellor Research and Innovation presented the report. The following points were noted:

- In September 2023 Senate had approved amendments to CUREIC's remit to include integrity around data;
- the membership of CUREIC had been updated and changed;
- the Research Ethics Policy had been updated;
- a case of academic misconduct had been self-reported by a student and was being investigated;

- the annual research integrity statement.

Resolved: Subject to grammatical and typographical amendments Council approved the Annual Research Integrity Statement for publication on the University website.

Professor Terry withdrew from the meeting.

- (b) *Appendix B – Quarterly Energy and Environment report*
Professor Chris Fogwill joined for this item

The Chair of the Energy and Environment Committee presented the report. The following points were noted:

- the ISO 14001 environmental management system and ISO 50001 energy management system audits were taking place between April and July 2024. Of the two the University had more challenge around energy monitoring.
- Several FOI requests on energy consumption had been received. These were mostly from companies trying to sell better rates;
- Three environmental incidents had been reported;
- The energy campaign had focused on reducing energy consumption;
- Cranfield had seen carbon savings. However, the continuing challenge was high gas dependency.
- A fourth successful Public Sector Decarbonisation Scheme grant would enable the ground source heat pumps to be extended to airport buildings; and
- A preliminary study on developing a Smart Local Energy System had been undertaken. Discussions with neighbours and Central Bedfordshire Council were ongoing.

[Post meeting note: The 'Smart Local Energy Systems (SLES) Opportunity Assessment' report was circulated to all members]

- (c) Council explored whether anything further could be done in terms of energy and carbon reduction, for example restricting the use of buildings by co-locating administrative offices and the introduction of solar panels on the hangars. The latter were not feasible due to the structure of the hangars.

Resolved: Council thanked the University Executive for its report and the contributions of guest presenters. Council thanked Professor Fogwill for his contributions to the University and wished him future success in his new role at the University of Plymouth.

5.2 Received: Paper 2024-04-25-05b being the CEVC report to Council for April 2024

Noted: The CEVC took the report as read. In discussion, the following points were noted:

- (a) Sir Peter Gregson's memorial would take place on 3 May 2024. Sir Peter had left a strong legacy at Cranfield in the Aerospace Integration Research Centre. Council approved the recommendation that the AIRC building be named the Sir Peter Gregson building and invited the Vice-Chancellor to take the proposal forward at an appropriate time.

- (b) On the reference to a UUK member survey on financial efficiencies, the CEVC would join a round table discussion with the Deputy Prime Minister on 25 April 2024 on academic security.
- (c) UUK was developing an education white paper on a compelling vision for a higher education and research system which served the needs of the UK to provide a platform to advance the case for adequate and sustainable funding.

6. Reports from Council Committees:

6.1 Joint Finance and Audit Committee (JFAC)

Received: Tabled Paper 2024-04-25-06 being recommendations from the Joint Finance and Audit Committee meeting held on 24 April 2024.

Noted: The Pro-Chancellor and Chair of Council tabled the paper and allowed time for reading. It was noted that the CEVC would be sharing the proposals at 'VC live' on Monday, 29 April 2024, with messages focusing on strengthening the University and maintaining core capabilities. Q&As would be developed in due course. A change management programme team would be identified, and it was anticipated that an external consultant would be engaged.

Resolved: Council approved the recommendations:

- REDACTIONS MADE

[Nb: A JFAC meeting has been scheduled for 17.00-18.30 on 5 June 2024. The meeting will be held by video conference]

6.2 Finance Committee

(a) Management Accounts to 31 January 2024

Ian Sibbald joined for this item

Received: Paper 2024-04-25-06a being the management accounts to 31 July 2023

- Noted:
- (i) The Director of Finance summarised the management accounts to 31 January 2024. In discussion, it was noted that in the first six months, income was £4.2 million below budget due to decreased award bearing income and research. The net operating deficit at £8.9 million was £3.3 million worse than budget and arose as a result of the reduced income levels in the first six months. The cash balance at year end was forecast to be £14.2 million with £30 million of the RCF being drawn down.
 - (ii) In discussion it was noted that the University needed to focus on delivery of research; and to continue spending restraints.

Mr Sibbald withdrew from the meeting.

6.3 Audit Committee

Received: Oral report from the Chair of Audit Committee
Claire Stokes withdrew from the meeting

- Noted:
- (a) *External Auditor's fees and term of appointment:* Council approved the re-appointment of the University's External Auditors in November 2023. Audit Committee had since agreed fees for a three year term, fees increasing over the three years in line with CPI. Any future sustainability audit arising from FRC review would come at additional cost. Cranfield Regatta Ltd was now a dormant company and would not require auditing in 23/24.
Claire Stokes rejoined the meeting
 - (b) *Internal audit reports:* Audit Committee discussed and accepted audit opinions from Internal Audit on 0923 Research project costing and pricing; 0124 Marketing: Student Recruitment; 0224a Cranfield Conference Centre Ltd (CCCL) – Key Financial Controls; 0224b – CCCL ICT Controls Review Kinetics; 0224c CCCL ICT Controls Review Sage; and 0225 Budgeting and Forecasting. All of the aforementioned were given a rating of 'reasonable assurance', albeit with some important priority recommendations amongst them. The Director of Internal Audit would monitor these.
 - (c) *Risk register:* The University was managing some significant risks at this time. The risk register had been updated to reflect the likelihood and impact of these.
 - (d) *Corporate governance audit recommendations:* These actions had been signed off subject to timeframe on the Scheme of Delegation.
 - (e) *Outstanding actions:* An additional one agenda item meeting of Audit Committee had been scheduled for May 2024 to look at outstanding actions arising from internal audit recommendations.

- (f) *Fraudulent activity:* The University had received an invoice from Bedfordshire Pension Scheme which had been submitted on the usual template, in the right timeframe, and for the right value. However, the bank account details were different to those normally paid into. The Payroll Manager challenged this and the fraudulent claim intercepted.
- (g) *Audit and Risk Committee:* Council approved a recommendation that Audit Committee changed its name to Audit and Risk Committee, to be reflected in the upcoming amendments to Ordinances.

6.4 **Nominations Committee**

Received: Paper 2024-04-25-06b setting out Council member appointment recommendations from Nominations Committee.

Noted: The Pro-Chancellor reported that Nominations Committee had interviewed six candidates from a longlist of 15. The Committee was pleased with the breadth of the field. Mindful of the future pattern of Council members finishing their terms of office, the Committee proposed pre-appointment of members through co-option.

The recommendations were each considered in turn. Jo Price and Phil Zeidler withdrew from the Council meeting when their own appointments were considered.

Nominations Committee would consider membership of Council committees and make recommendations to Council in July 2024. **Action: SGD**

Resolved: Council approved the following appointments:

- Jo Price as an independent member from 1 August 2024 to 31 July 2027;
- Phil Zeidler as an independent member from 1 August 2024 to 31 July 2027;
- Rachna Upadhya as an independent member from 1 August 2024 to 31 July 2027;
- John Greatrex as a co-opted member for one year, with a view to him being appointed as an Independent member for three years thereafter;
- Solomon Osagie as a co-opted member for one year, with a view to him being appointed as an Independent member for three years thereafter; and
- Rob Johnson as a co-opted member of Audit Committee for three years.

8. **Amendments to Ordinances**

Rebecca Smyth (Secretary to Senate) joined Council for this item

Received: Paper 2024-04-25-08 setting out proposed amendments to the University's Ordinances.

Noted: (a) The University Secretary reported that the Council appointed Corporate Governance Working Group had considered the proposed revisions to the University's Ordinances covering:

general housekeeping; sector and regulatory references; revision of duties of the Chancellor in line with previous Council decisions; Senate terms of reference; Remuneration Committee membership; and, the relative responsibilities of Council, Senate and University Executive with respect to approving relationships with other institutions (the latter point prompted both by an Internal Audit report and the Senate Effectiveness review).

- (b) The update to Senate's terms of reference arose out of the Senate Effectiveness Review in 2023. The proposals reflected Charter provisions and highlighted Senate's responsibilities in terms of promoting quality, standards and an active academic community alongside its responsibility for regulatory compliance and its other primary and secondary duties. The Secretary to Senate reported that other actions arising from the review were being implemented; this included a networking events for Senate members, students and Council members in July.
- (c) Following discussion, Council accepted the proposed amendments around delegated responsibilities for working with others (Ordinance 15), subject to the addition of appropriate cross-references to Council's reserved powers. The University Secretary and the Chair of Audit Committee were given delegated authority to finalise wording before publication.

Resolved: Council approved the revisions to the Ordinances, with Ordinance 15 being subject to final approval by the Chair of Audit Committee on Council's behalf.

9. Emeritus Professorship – Melvyn Peters

Received: Paper 2024-04-25-08 being a proposal to Council to approve the title of Emeritus Professor.

Resolved: Council approved the title of Emeritus Professor on Melvyn Peters with effect from 31 May 2024.

10. Any Other Business

- 10.1 Sir Iain Gray had announced that he would be retiring from Cranfield in August 2024.
- 10.2 The Information Commissioner had issued a decision notice on a complaint about Cranfield's handling of a Freedom of Information request. The ICO had found in the University's favour.
- 10.3 There were five papers included for information: Secretary's Report; CSA Financial Statements to year end 31 July 2023; Approved minutes of Council committees; List of members; and Schedule of future meetings. There were no comments raised on these papers, nor any further items of business raised.
- 10.4 This was the last meeting of Council for Ehizuelen Imafidon. Council members thanked Ehizuelen for his contributions to Council and to the Cranfield Students' Association, wishing him well in his future studies. The election for a new President was taking place this week.

Julie Morris
Governance Officer
April 2024