



University Council

Paper no: 2025-10-29-03a

Paper title: Minutes of Council meeting held 17 July 2025

Minutes of the Council meeting held on 17 July 2025 at 09.00-12.00 in LR17, CMDC

Present:	Ferguson, Iain (Chair)	Hubble, Jane
	Atkinson, Helen	Osagie, Solomon
	Chen Davison, Lesley (by Teams)	Price, Jo
	Day, Colin	Rowlands, Simon
	Greatrex, John	Saggu, Jaz
	Greening, Connie (by Teams)	Upadhyia, Rachna (by Teams)
	Hart, Ian	Watkins, Peter
	Hill, James	Yan, Fen Summer
	Holford, Karen	Zeidler, Phil

Absence: Stokes, Claire

Attending: Brown, Tim, Interim Commercial Officer and Financial Adviser
Churchill, Rebecca, Interim Chief Operating Officer
Douglas, Gregor, University Secretary
Morris, Julie, Governance Officer
Sibbald, Ian, Director of Finance *(for item 8)*
Terry, Leon, Chair of CUH&S Committee and Pro-Vice-Chancellor R&I *(for item 4)*

1. **Introduction**

The Chair welcomed members to the Council meeting.

2. **Disclosure of interest**

There were no disclosures of interest.

3. **Minutes of previous meeting and matters arising**

Received: Paper 2025-07-17-03 being the minutes of the meeting held on 1 May 2025.

Resolved: Council approved the minutes of the Council meeting held on 1 May 2025.

4. **Health, Safety and Wellbeing (HSW) update**

Leon Terry joined for this item

Received: Paper 2025-07-17-04 being the latest report on HSW matters

Noted:

- (a) The Council Lead for health and safety summarised that the Chair of Cranfield University Health, Safety and Wellbeing Committee (CUHSC), and the Director of Health and Safety were driving forward a significant number of health, safety and wellbeing matters.
- (b) The Chair of CUHSC reported that there were pockets of good practice across the University, for example the Specialist Safety

Groups were now working well, with constructive meetings being held at appropriate intervals; and the Directors of Theme Forum had seen proactive resolution to identified risk areas.

- (c) Items of concern included Cranfield's unsatisfactory recertification to ISO 45001. A corrective plan had been submitted and the actions were on track. A follow-up visit had been scheduled for the end of July 2025.
- (d) Overall, there were several examples of a poor health and safety culture, eg. where risks had been identified and corrected, best practice had not been shared across the University; regular spot checks continued to identify areas of poor practice and remedial action were taking too long to complete. In addition to the items in the report, a test rig had been installed in an area where the flooring had been unsuitable for the weight of the rig. This led to concerns being raised around the governance and sign-off of projects and whether appropriate advice had been followed.
- (e) Council recognised that during periods of organisational change health and safety culture and behaviours may be impacted. Transparent leadership was the key to driving positive change.
- (f) It was reported that in early July a student was presenting with symptoms of a communicable disease, later confirmed by medical professionals. The University had followed its Communicable Disease procedure; there had been no further spread of the disease.
- (g) The Interim Chief Operating Officer shared an update from the Director of Facilities on actions that had been considered to reduce the high number of false fire alarm activations in the student residential blocks. In summary, there were two different types of detectors in the residential blocks, heat detectors in kitchens, and smoke detectors on landings and in individual rooms. Without compromising the safety of the occupants, the smoke detectors in individual rooms had been desensitised so as not to be triggered by steam coming from showers, at the same time each bathroom extractor fan was checked to ensure that it was working properly. This action had temporarily reduced the number of false alarms, until there was a power surge, or outage, which reset all hard-wired fire detectors to original factory settings. Power surges, outages, were a regular occurrence.

Taking safety, practicality and human error into consideration, options to address false activations from kitchens sensors had been considered. A campaign on safe kitchen practices had been launched, and further investigation into the practicalities and costs of linking hob switches to extractor fan switches so they automatically turn on was being explored. Council commented that health and safety actions should not be determined by costs.
- (h) In closing comments, the Chair of CUHSCC agreed to report back to Council on whether the uneven pavement that caused a member of the public to trip had been fixed, and whether there had been any indication of a liability claim? Other feedback raised by Council included limited accessibility to elements of the H&S

training modules for disabled staff; and a request for new and deliverable dates for the now overdue recommendations in the Health & Safety Internal Audit Report.

Action: LT

- (i) Council commented that the quarterly reports, including lead and lag indicators were very helpful, but it would be helpful to include progress against a University-level Health & Safety KPI.

Resolved: Council thanked the Chair of CUHSC and team for all that they were doing and encouraged University Executive to undertake early discussion of health and safety factors through the change process.

Leon Terry withdrew from the meeting.

5. Chief Executive & Vice-Chancellor's (CEVC) Report

Received: 2025-07-17-05 being a quarterly report from the CEVC setting out Cranfield and sector news items.

Noted: The CEVC took the report as read, adding that despite all the current challenges, the report gave a flavour of what Cranfield was still delivering, ie. high quality education, to wonderful students, by dedicated staff.

6. Report from University Executive

Received: 2025-07-17-06 being a quarterly report on matters considered by University Executive since the last meeting.

Noted:

- (a) *Key performance indicators* – the CEVC had, in consultation with members of the University Executive, prepared a revised set of interim KPIs to take the University through its transitional year. In the light of the discussion at Council, the CEVC would further develop the KPIs. Council recommended that there was a mid-term progress review, to ensure the urgency remained high on the list of priorities.
- (b) *Student protection plan* – The likelihood of specific risks to students crystallising were being raised in some areas to reflect challenges around financial sustainability. The changes had been made following consideration at Senate committees, University Executive and in discussion with OfS. This reflected heightened attention from the regulator to protection plans across the sector. Council approved the Student Protection Plan for formal submission to the Office for Students.
- (c) Council noted that the Cranfield Students' Association had indicated a desire to pursue incorporation independent from the University. Cranfield was seeking advice from its lawyers which would inform next steps. Council further noted Cranfield's work on strategic alliances and the Energy and Environment Committee quarterly report.

7. Amendment to Ordinance 3 – Committee membership

Received: 2025-07-17-06 proposing amendments to Ordinance 3 – membership of Remuneration Committee

Noted: Review of the Committee of University Chairs (CUC) Remuneration Code had highlighted the opportunity to bring membership of Council's Remuneration Committee in line with code expectations, namely the

included of the Pro-Chancellor as a member of the Committee. It was noted that Remuneration Committee was discussing its focus and activity and may make recommendation on further changes to terms

Resolved: University Executive approved the amendment to membership of Remuneration Committee. **Action: JM**

8. Council Committees

8.1 Joint Finance & Audit & Risk Committee

Tim Brown and Ian Sibbald joined for this item

Received: Presentation on the Transformational Change Programme

Noted: (a) The Interim Chief Operating Officer (ICOO) and the Interim Commercial Officer (ICO) presented latest thinking and progress against the Transformational Change plan.

(b) Council was encouraged by the amount of progress that had been made on the project since April 2025 and discussed the wide range of activities being considered under the Change Programme.

(c) In response to a question on the level of staff understanding of the situation, it was reported that the CEVC had presented at VC-Live (an all-staff meeting), that it was necessary for Cranfield to undergo radical change, and that part of this could include a reduction of posts somewhere between 25% and 50%. The Student member also received assurance that the student experience throughout remained a key priority.

Resolved: Council endorsed the approach towards transformational change and agreed in the light of the sensitivity and confidentiality of the matters in hand that a follow-up JFAC meeting would be held on 31 July 2025 to consider the detailed final draft proposal before recommending approval under Chair's action.

In accordance with the provisions of the Ordinances, Council agreed to delegate the final authority to sign-off on the plan to be taken by Chair's Action, in consultation with the Chairs of Finance Committee and Audit & Risk Committee in early August.

8.2 Finance Committee

Received: (a) Management Accounts to 30 April 2025

The Director of Finance presented the Management Accounts to 30 April 2025. In summary, in the first nine months, income had been below budget due to decreased award bearing, professional development and miscellaneous income; the net operating deficit and EBITDA were below budget; and firm income for the year was forecast to be lower than budget.

(b) University Budget 2025-2026 and forecast to 2030

The Director of Finance introduced the budget for 2025-2026, and forecast to 2030, noting key assumptions. The budget had been built bottom-up including constraints on expenditure. The individual business units had not built cost savings into their own budgets, but the University

budget reflected 40 members of staff leaving Cranfield between October and December 2025; the latest figures for the Mutually Agreed Resignation Scheme (MARS) were that 107 applications had been accepted, so there were adjustments to be made.

(c) Airport update

The CEVC and Director of Finance reported that there had been no further progress with the Marshall Options Agreement, which still ran to October 2026. An Airport Working Group was looking at alternative opportunities for airport funding, for example via research activities or government. The Working Group had been asked to make external enquiries about the airport becoming a national asset.

Resolved: Council approved the budget for 2025/2026 as presented.
Tim Brown and Ian Sibbald withdrew from the meeting.

8.3 Audit & Risk Committee (ARC)

Received: Oral report

Noted: The Chair of the ARC meeting on 16 July 2025 reported on business conducted, in particular:

- the annual audit memorandum received from Cranfield's external auditors, whose focus would be on the continuing status of going concern and wider risks. The external auditors were briefed on the RCF and the transformational change plan; the external auditors had not been made aware of any other sector issues
- incoming changes to the Statement on Reporting Practices (SORP) and readiness - there were no issues anticipated;
- the large assets donated to Cranfield at the end of July 2024 were expected to start generating income soon;
- recommendations from Health and Safety Governance and Student Funding audits were overdue and had been escalated to the University Executive leads; ARC would review progress again in the Autumn;
- three Internal Audits were considered: the Treasury Management report had been finalised. The recommendations highlighted the need to tighten up on process, and on cash management; the Consumer Protection Audit contained a number of challenging recommendations but the University had a plan in place to manage addressing them; and the HESA Staff Return audit highlighted the importance of the return and the bearing it had on REF.
- the future programme of audits was discussed. ARC was acutely aware of the additional pressure on University Executive at this time, so had agreed to a limited programme of lighter touch focused internal audits during 2025/2026 including additional work on health and safety, financial management, student recruitment, partnerships and REF. A dynamic approach to risk management, and how internal audits were taken forward would be reviewed the ARC Chair in consultation with the Director of Internal Audit, the University Secretary and other University Officers.

- an effectiveness review of Council and Committees was due; the University Secretary would discuss this with the incoming Chair of Council.

Action: SGD

8.4 Nominations Committee

Received: Paper 2025-07-17-08c setting out recommendations on Council and Committee membership

Noted: The Chair of Council summarised the various elections and appointments of Council members, and appointments to Council Committees. As appropriate, members were asked to withdraw from discussion while their appointments were considered.

Resolved: The following elections/appointments to Council were approved:

Phil Longhurst, Elected staff member	01.10.25 to 30.09.28
Connie Greening, Elected staff member	01.10.25 to 30.09.28
Alicen Nickson, Appointed staff member	01.10.25 to 30.09.28
Samina Masood, Appointed staff member	01.10.25 to 30.09.28
John Greatrex, Independent member	01.08.25 to 31.07.28
Solomon Osagie, Independent member	01.08.25 to 31.07.28
Peter Watkins, Independent member	01.08.25 to 31.07.28
Summer Yen Fan, Student member	01.06.25 to 31.05.26

Finance Committee	John Greatrex
Audit & Risk Committee	Peter Watkins
Remuneration Committee	Solomon Osagie
Nominations Committee	Rachna Upadhyा

9. Emeritus Professors

Received: Paper 2025-07-17-09 setting out proposals to confer three titles of Emeritus Professor

Noted: The CEVC reported that at its meeting on 15 July, Senate had considered three separate proposals for the conferral of the title Emeritus Professor. Senate recommended the three proposals to Council for approval.

Resolved: Council approved the conferral of the title of Emeritus Professor on David Oglethorpe, Cliff Bowman and Howard Smith, to be effective from their retirement dates.

10. Any Other Business

10.1 Non-AP Contract - lease of land and buildings at Shrivenham and West Lavington
In response to a query from Council, the Director of Finance confirmed that Cranfield had been engaged in discussions, in conjunction with AWE, on a 25-50 year lease extension.

10.2 This was the last Council meeting for Independent members Lesley Chen Davison, Simon Rowlands and Jaz Sagg; and for Staff members Helen Atkinson, James Hill and Jan Hubble. Council thanked each of them for their contributions to Council and Committees and the wider University.

Julie Morris
Governance Officer
4 August 2025