



University Council

Paper no: 2025-04-30-03a

Paper title: Minutes of previous meeting

Minutes of the Council meeting held on 28 November 2024 via Teams

Present:	Day, Colin (Chair)	Osagie, Solomon
	Atkinson, Helen	Price, Jo
	Chen Davison, Lesley	Rowlands, Simon
	Greatrex, John	Saggu, Jaz
	Greening, Connie	Sen, Muhammet
	Hart, Ian	Stokes, Claire
	Hill, James	Upadhya, Rachna (by Teams)
	Holford, Karen	Watkins, Peter
	Hubble, Jane	Zeidler, Phil

Absence: Ferguson, Iain

Attending: Churchill, Rebecca, Interim Chief Operating Officer
Douglas, Gregor, University Secretary
Ellis, Gareth, Energy and Environment Manager *(for item 7 Appendix C)*
Jarrett, Rebecca, Head of People Operations and Inclusion *(for items 7 Appendices A and B)*
Morris, Julie, Governance Officer
Radcliffe, Fran, Head of Student Support and Wellbeing *(for item 7 Appendix B)*
Sibbald, Ian, Director of Finance *(for item 5b)*
Terry, Leon, Chair of CUH&S Committee and Pro-Vice-Chancellor R&I *(for items 4 and 5d)*
Tyrrel, Sean, Pro-Vice-Chancellor Education *(for item 5d)*

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, matters arising

Received: Paper 2024-11-28-03 being the minutes of the meeting held on 22 October 2024.

Resolved: Council approved the minutes of the Council meeting held on 22 October 2024 subject to amendment as follows:

- to the last bullet point in minute 4: "*Lifts, Lifting Equipment, LEV's and Pressure Systems Compliance terms of reference*: the ToRs would be updated to include reviewing operational issues associated with the delivery of a safe and accessible Estate for use of lifts by staff, students, residents and visitors."; and
- to the first bullet point on minute 5: "Bhattacharya Award: the Cranfield/Airbus partnership had been shortlisted for the Bhattacharya Award. This was Cranfield's first time to be in the top five nominees for nomination to this prestigious award;"

4. **Health, Safety and Wellbeing update**

Leon Terry joined for this item

Received: Papers 2024-11-28-04 being the latest update on H&S matters

Noted: It was reported that the new strategy was due to be launched across the University shortly. The Chair of the Health, Safety and Wellbeing Committee was attending all of the refreshed specialist safety groups and ensuring attention focused on HSE issues, including asbestos and laser equipment. An internal audit was nearing completion and it was anticipated that a further set of actions would be required over the next six months. These included replacing systems.

Leon Terry withdrew from the meeting

5. **Reports from Council Committees:**

5.1 Audit and Risk Committee

Received: Paper 2024-11-28-05a being the Audit & Risk Committee Annual Report to Council 2023/2024

Noted: The Chair of Audit & Risk Committee noted that the report covered the period 1 August 2023 to 31 July 2024 when the Committee had been chaired by Miss Alice Hynes. The foreword reflected the work undertaken by the Committee during the reporting period and the Committee's focus for 2024/2025. It had been signed by both Chairs. The Committee was concerned about outstanding internal audit actions but had received assurances about University Executive attention to completion under new management leads. There had been limited assurance on IR35 off-payroll working; Cranfield was seeking advice via PwC's Tax Advisors on the appropriateness of current processes.

5.2 Finance Committee

Received: Paper 2024-11-28-05b being the Annual Accounts to 31 July 2024; the Management Accounts to 31 July 2024; and an oral update on 2024/2025 to date

Noted: (a) The Chair of Finance Committee reported that the Annual Accounts had been finalised following completion of the External Audit. The Chair of Finance Committee had agreed to minor amendments to text following discussion at the JFAC meeting on 22 October 2024. The final wording from the External Auditors was subject to final review by the Chair of Audit & Risk Committee, otherwise the annual accounts were ready for signature. Council members made a number of comments on detail in the covering statement to the statutory accounts.

(b) There was a discussion of tracking against forecast, granular detail on cash balances and debt headroom and modelling of scenarios through the change programme. It was reported that concerns around the valuation of assets last year were settled, and that any similar matters in 2024/25 would be resolved earlier in the year.

(c) The Director of Finance presented an update on projected savings to date and additional target savings. In a wide-ranging discussion, Council endorsed the work ongoing with the Interim Chief Operating Officer supported by the University Secretary in establishing a credible high-level plan for staffing, non-staff matters and clear timelines around savings (in-year and annualised), for consideration by Finance Committee in the first instance. This should also include a focus on key priorities within the

corporate plan, and a vision for the future size and shape of the University. It was recommended that staff communication should wait until it was clearer what actions were being taken.

(d) It was reported the Interim COO was working closely with the Director of Finance and Director of People & Culture, and that she should be convening a meeting with all professional services staff. All PSU Directors had been asked to withhold 30% of their non-staff spend this financial year, and detailed discussions were ongoing around key business-as-usual activities. Fractional CFO-level support with turnaround experience was being sourced to relieve bottlenecks around providing key financial modelling. The output from the SUMS review would need to feed into decisions around target operating model, professional services organisation and portfolio review in the faculties.

Resolved: Council approved the Annual Accounts for signature, submission to OfS and filing with Companies House.

5.3 Remuneration Committee

Received: Remuneration Committee had met on 22 October 2024 to agree University Executive targets in 2025/2026, and had agreed their annual statement 2023/2024 for inclusion in the University's Annual Accounts. There had been some discussion about the breadth of the Committee's terms of reference.

5.4 Nominations Committee

Received: Strictly confidential paper 2024-11-28-05c setting out a proposal for the future appointment of Chair of Council.

Noted:

- (a) The University Secretary summarised the processes of deliberation, soundings and advertisements undertaken by the Committee on the Pro-Chancellor and Chair of Council successor over a number of years.
- (b) The Vice-Chancellor advised of informal conversations with the nominee, a Cranfield honorary graduate, and willingness, availability and fit as discussed at Nominations Committee.
- (c) There was a wide-ranging discussion of the process, the public and private experience of the nominee and matters around handover.

Resolved: Council agreed to appoint Mr Andrew Haines:

- as an observer of Council from 1 January 2025;
- as an independent member of Council and Chair-designate from 1 August 2025;
- as Chair of Council from 1 January 2026.

Council agreed to extend Mr Iain Ferguson's period of office as independent member and Chair of Council for five months from 1 August 2025 until 31 December 2025.

5.5 Senate

Sean Tyrrel and Leon Terry joined for this item

Received: Paper 2024-11-28-05d being the Senate Annual Academic and Skills Report to Council

- Noted:
- (a) The report had been discussed in detail at Audit & Risk Committee and was presented to Council mindful of Council's need to seek assurance on quality, standards and academic risk.
 - (b) the Pro-Vice-Chancellors highlighted: the volume of regulatory scrutiny over the year and successful outcomes; the research income successes and work undertaken to enhance the research culture; and the developing business case for a Doctoral College.
 - (c) Since being submitted to Audit & Risk Committee the report had been updated to include a full list of all the professional bodies that accredited Cranfield's courses. While endorsing the robust arrangements for academic governance, Council encouraged a continued focus on core academic indicators such as kpis around PTES and PRES, noting that general wellbeing matters were also reported elsewhere; material on generative AI and government policy was also invited for next year.

Resolved: Council approved the publication of the annual report on the website.

6. Chief Executive and Vice-Chancellor's Report

Received: Paper 2024-11-28-06 being the Chief Executive's report on Cranfield and sector-related news.

Noted: The Chief Executive and Vice-Chancellor took the paper as read. There was no further discussion.

7. Report from the University Executive

Received: Paper 2024-11-28-07 being the report from University Executive including the Equity, Diversity and Inclusion (EDI) Annual Report; Prevent Duty Annual Report (and Safeguarding); Annual Energy and Environment Report; and the IT Strategy Committee Annual Report as Appendices A to D respectively.

- Noted:
- (a) EDI Annual Report (Appendix A)
Rebecca Jarrett joined for Appendices A and B
The report detailed progress against key performance indicators which showed that Cranfield was on track to achieve its 2027 targets. It also included clear and actionable objectives for the 2024/2025 operational plan. Council invited future reflection on age demographics and its impact on business planning.
 - (b) Prevent Duty Annual Report (and Safeguarding) (Appendix B)
Fran Radcliffe joined for this item
The report detailed the oversight of Cranfield's Prevent Duty arrangements, information on wellbeing and safeguarding responsibilities, mechanisms in place for assessment and escalation of concerns and procedures in place to govern external speakers/events. No serious issues constituting a reportable event to the OfS occurred during the reporting period.
Rebecca and Fran withdrew from the meeting
 - (c) Annual Energy and Environment Report (Appendix C)
Gareth Ellis joined for this item
The report reviewed Cranfield's energy and environment activities, achievements and challenges. Key highlights included the successful ISO 14001:2015 and ISO 50001:2018 surveillance audits, the scope of which included all University operations including those at Cranfield

Defence and Security and COTEC sites. It was noted that PWC had flagged potential future reporting requirements around sustainability.

(d) IT Strategy Committee Annual Report (Appendix D)

David Ford joined for this item

The IT Strategy Committee reported into University Executive. The annual report on activities, achievements and challenges was included for Council information.

David withdrew from the meeting

Resolved: Council approved the EDI Annual Report for publication

Council authorised the University Secretary to submit the Prevent Duty assurance statement and data return to the Office for Students;

Council noted the Energy and Environment Annual report and the IT Strategy Committee Annual Report

8. Any other business

There were no queries related to the five papers included for information. Council asked about progress with review of undergraduate provision and sought an opportunity for strategic discussion and decision at a future meeting.

Julie Morris
Governance Officer
December 2024