

## Council

16 December 2025

- Present:** Caroline Johnstone (Chair), Andrew Baldwin, Richard Dale, Oliver Foster, Tom James Harrington, Mark Jagger, Denise Lievesley, Cheryl McEwan, Cheryl Millington, Tom Mole, Karen O'Brien, Nigel Perry, Philip Plyming, Rob Senior, Mike Shipman, JJ Thakkar, and Terry Toney
- In Attendance:** Neil Scott, and Amanda Wilcox (all items), Chris Walker for Minute 40, Stewart Ross for Minute 49, and James Walsh (Minutes).
- Apologies:** Rebecca Askew, Leslie Ferrar, Ari Sadanandom, Corinne Saunders, and Abi Taylor.

## Minutes of a Meeting of Council held in WB002, Waterside Building

**30. Closed**

*Karen O'Brien and Neil Scott joined the meeting.*

**31. Declarations of Interest**

**Noted:** there were no declarations of interest.

**32. Minutes of Meetings held on 4 November 2025 (C/25/26 Confidential)**

**Approved:** the minutes of the meetings held on 4 November 2025, subject to the following amendment: **Closed Minute** Minute 15 n) v) to read: it was noted that Council was in favour of setting aside funds for debt repayment as soon as practicable.

**33. Matters Arising**

**Noted:**

- a) although the President of the Durham Students' Union (DSU) had submitted their apologies, she had contacted the Chair to confirm that there was no update on the matter relating to the Common Room Presidents; and
- b) **Closed Minute**

**34. Action Log (C/25/27 Confidential)**

**Noted:** in relation to the Action Log:

- a) 24/25-01 Maths School: unexpectedly the Government had announced approval for the Durham Maths School, confirming that the boarding of pupils would likely not be included, although without confirmation of the location for the building. More details, including government funding for the development, would be provided to Council once further information was available;
- b) 24/25-02 External Auditors: the report from the External Auditors had been included with the papers for the Council meeting, with the Chair of the Audit & Risk Committee (ARC) happy to present the report without the need for the External Auditors to attend the meeting; and
- c) 24/25-4 Boldon House: the Executive Assistant to the University Secretary was exploring opportunities for a future Council meeting to be held at Boldon House.

**35. Annual Planner (C/25/28 Internal)**

**Noted:**

- a) Council had received two excellent presentations on the previous (Monday) evening from: the Director of Student Experience and the Head of the Student Conduct Office on Safeguarding; and the Director and Co-Director of the Durham University Space Research Centre (SPARC). Council Members were encouraged to recommend future topics to the University Secretary or Head of Governance Support Services (GSS); and

- b) the Head of GSS was meeting with colleagues from the Finance Team in January to agree an appropriate timetable for the November / December meeting of Council, which would approve the University's Annual Report and Financial Statements. Council meeting dates for 2026-27 and 2027-28 would then be confirmed to Council Members.

### 36. Vice-Chancellor's Report (C/25/29 Confidential)

#### Noted:

- a) the updated version of the VC's Report included a cover sheet which highlighted the key headlines for Council's attention and, as appendices, a summary of matters considered by UEC and key activities and events undertaken by the VC;
- b) the Government's Budget statement in November had included:
  - i) introduction of the International Student Levy through a flat rate of £925 per student, which was preferable to the originally proposed 6% Levy. The lobbying by the Russell Group, and in particular the VC and Deputy VC, had been noted as important in the final decision over the Levy; and
  - ii) student maintenance grants of up to £1k, which although welcomed, were unlikely to be significantly impactful for those students in need.
- c) in relation to admissions and recruitment:
  - i) the University's student number return to the Higher Education Statistics Agency (HESA) had been slightly better than anticipated, due to improved student retention figures. It was noted that student number planning by the Strategic Planning & Insight Office in September had been very accurate and close to the final HESA return;
  - ii) international recruitment, particularly from China, continued to be challenging for the entire sector. This confirmed a medium-term decline in international student recruitment, reinforcing the Executive's plans to re-envisage the University's overall strategy;
  - iii) although the University could move from Postgraduate Taught (PGT) to home Undergraduate (UG) offers, this impacted differently on departments, and student accommodation;
  - iv) **Closed Minute**
- d) guidance relating to the Research Excellence Framework (REF) 2029 had been announced, with some reduction to the weighting over research culture. Once the new Pro-Vice-Chancellor (PVC) Research was in post, they would be invited to attend Council in identifying how the University might optimise its REF return; and
- e) in response to the recent Bondi Beach shootings, the Chaplaincy and Communications Teams had reached out to staff and students affected by the attack, providing appropriate support.

### 37. Durham Students' Union President's Report (C/25/30 Public)

#### Noted: in relation to student accommodation the following:

- a) during the regular meetings between the President of the DSU and the VC, the implications of the new Renters Rights Act had been discussed, with the DSU making considerable progress in considering how it might affect students;
- b) due to the finite number of letting agencies in the City, the University Executive was exploring opportunities in supporting students to access suitable student accommodation beyond the first-year guarantee offered by the University; and
- c) supply problems would not improve due to the new Renters Rights Act - however, the later release date for properties might be timely in relation to friendship groups being formed for the purpose of sharing accommodation leases.

### 38. Durham Students' Union's Articles of Association (C/25/30 Public)

#### Noted:

- a) due to the level of changes which had been made to the DSU's Articles of Association, in adopting the National Student Union's and Charity Commission's Model Articles, the new Articles had been included rather than a tracked changed version;
- b) GNC had undertaken a detailed review, at its meeting on 22 October 2025, with the recommended changes considered and incorporated where appropriate in the Articles presented to Council;

- c) the DSU Trustee Board had approved the changes to the Articles and Council were asked to provide final approval before implementation of the new Articles; and
- d) the University received regular annual assurance from the DSU, with a memorandum of understanding in place between the two organisations.

**Agreed:** to approve the new Articles of Association for the Durham Students' Union.

### 39. Chief Financial Officer's Report to Council (C/25/31 Confidential)

**Noted:**

- a) the report from the Chief Financial Officer (CFO) was welcomed, and it was agreed that some additional formatting and the inclusion of an Executive Summary would be helpful, particularly for Council Members who were not members of Finance Committee;
- b) the reforecasting of Quarter 1 would be available in January, although any changes would not require any restating of the OfS 5-year Financial Forecast;
- c) **Closed Minute**  
**Received:** Presentation on the 2024/25 Outturn
- e) the CFO provided Council with a presentation which covered the following areas: the methodological differences between the Annual Report and Accounts and management reporting; comparison of the Annual Report to the internal reporting position of the University for the previous two years; the 2024/25 outturn in relation to the Quarter 3 forecast, and the debt, cash and covenants; and key messages for Council Members;
- f) **Closed Minute**

### 40. University Risk Update and Sector-Wide Overview (C/25/32 Internal)

**Noted:**

- a) although Audit & Risk Committee provided in-depth analysis of the University's approach to risk management, it was important for Council to understand, and have ownership of, the Strategic Risks that the University faced;
- b) included in the Council paper was a summary of the key strategic risks, their rating and mitigations as well as reference to a letter received by all University Chairs from the Office for Students (OfS) noting their view of sector risks, and the findings from the recent financial situation at Dundee University. In reflecting on both, the Chair was keen to ensure Council's awareness and reflection of the issues raised. These issues would be reflected on in the Council Effectiveness Review, and almost certainly in the Committee of University Chairs (CUC) update to their Higher Education Code of Governance, which was currently under review;
- c) the streamlined approach to presenting the Strategic Risks to Council was very much welcomed and appropriate given the appreciative scrutiny which ARC undertook;
- d) the inclusion of People and Culture as a risk would be reflected as part of the review into the future operation of the People & Organisational Development Committee;
- e) the Risk Appetite classification had been determined through several tier-2 level domain considerations, with these domains either influencing the overall risk appetite or putting in place appropriate control measures;
- f) several risks contained interdependencies, and work was ongoing to develop a risk dependency map;
- g) in relation to Student Journey Futures (SJF):
  - i) this project was a significant transformational systems change, which was important to students from the point of entry through to graduation;
  - ii) ARC would be undertaking a deep dive into this project, although Council would be kept updated of progress, with a potential business case being presented to Council at its May meeting;
  - iii) too much customisation had caused several problems in trying to resolve the necessity of an upgrade to Banner (the student record system) with a programme of cultural change required in how users interacted with any updated system;
  - iv) Banner required upgrading to meet the external reporting requirements and functionality with UCAS, HESA and OfS operating systems; and
  - v) the VC was currently leading on the SJF but would hand leadership for the project over to the recently appointed Chief Operating Officer (COO).

- h) in relation to the new University Strategy:
- i) January-June 2026 would be the design phase for the Strategy, with work dependent on the recent announcement on the international student levy and home UG fees;
  - ii) in managing the multiple projects required, appropriate UEC leads and Senior Responsible Officers were being identified for each project, with support from the Project Management Office. Details of these arrangements would be presented at a future meeting of Council for information;
  - iii) development of the University Strategy would be led by the Strategic Planning & Insight Office, although some work was needed to realign staff priorities and workloads following the recent VSS; and
  - iv) UEC was monitoring reports from Human Resources (HR) on staff wellbeing, with academics in the Department of Psychology developing software which would assess staff sentiments. The VC continued to meet regularly with staff across the University and the DVC had restarted meetings with heads of service;
- i) Council were posed several questions in relation to the Strategic Risks presented: was there agreement on the strategic risks as articulated?; what was missing?; and any other observations on scores or appetites. Following consideration in mixed groups, the following points were made:
- i) the number of strategic risks was felt to be appropriate, although there was a question if some risks should be disaggregated. Education was not listed as a separate risk, although there was one for research. Clarity over the action required of Council would be helpful. Having SR02 with a risk score of 25 did not necessarily indicate what Council was empowered to do in reducing this risk. Risks should be as actionable as possible;
  - ii) risks were clearly defined and understood, with an awareness that the University could not do everything. Horizon scanning and the regional/political risks seemed to be lacking in high-level focus, although SE11 may cover these areas. The Risk Register should drive actions, although some of the actions may not be visible at the strategic level. A question had arisen about how much research could the University afford and how does research contribute to the University's Brand; and
  - iii) it was felt that domestic politics had not previously been identified as a risk, but the recent Budget had brought that into focus. Espionage in the form of cyber or malicious actors may require inclusion. The support to students through the Collegiate Model may be lost in the strategic risk relating to student support. Is the current workforce sustainable? What would it help for Council to provide input on?
- j) Overall, Council accepted and confirmed the strategic risks identified.

#### 41. Annual Assurance on the Quality of Teaching (C/25/33 Internal)

**Noted:**

- a) under the OfS's Ongoing Conditions of Registration, Council is accountable for the quality of the University's teaching outputs, with the Council paper providing details of performance against several key measures and a commentary on future developments. This paper aimed to provide Council with a digestible format to the information it had received in previous years;
- b) Senate had discussed the Annual Assurance on the Quality of Teaching in detail, noting that the OfS was particularly interested in Degree Outcomes in ensuring degree inflation was not happening. The University managed well the rigour of assessment in awarding degrees and this was closely aligned to the OfS predicated outcomes and was not a concern for the University;
- c) although Postgraduate (PG) outcomes were not currently part of the OfS's conditions, it was likely that updates to the Teaching Excellence Framework (TEF) may include consideration of the experience of PGT students. The University was though seeing improvements to PG Research student experience which was part of the Research Strategy; and
- d) in future having the PVC (Education) in attendance at Council for presentation of this item would be helpful.

#### 42. Annual Assurance on the Quality of Research (C/25/34 Internal)

**Noted:**

- a) in a similar fashion to the previous item, the paper provided Council with Annual Assurance on the Quality of Research, although the OfS did not monitor the quality of research;
- b) the paper presented internal measures in understanding performance against previous years; sector benchmarks; and Research England reporting requirements;
- c) some of the key measures were included as Strategic Key Performance Indicators, for which Council received separate annual assurance on, with the PVC (Research) normally in attendance for relevant discussions;
- d) although citation performance was important for QS World Rankings, it was not necessarily an appropriate way to measure the quality of research; and
- e) in future having the PVC (Research) in attendance at Council for presentation of this item would be helpful.

#### 43. Audit & Risk Committee (ARC) Annual Report, and External Management Audit Report (C/25/35 & /47 Confidential)

##### Noted:

- a) in relation to the Annual Report: ARC had reached the conclusion that it was satisfied with the controls that the University had in place in managing risks, based on the assurance documents it had received during the 2024-25 Academic Year, including feedback from the internal and external auditors;
- b) in relation to the External Management Audit Report: whilst the external audit process had been completed in a smooth and more timely manner this year, ARC reported that one unexpected matter arose at a very late stage during the process which was unfortunate and would be discussed with the external auditors;
- c) the internal audit process and outputs had improved this year and the Internal Auditor provided an overall opinion of 'having significant assurance with opportunity for some improvement, with underlying benchmarks strong' – that was good progress and the team were to be commended;
- d) Council would need to continue to receive regular assurance on key risks, particularly those related to IT and cyber security; and
- e) the number of whistleblowing cases was low and outside of the Higher Education (HE) sector may be noted as concerning. Having assurance that this was just a sector related matter and not an area of concern would be helpful.

#### 44. University Annual Report and Financial Statements 2024/25 (C/25/36 Confidential)

##### Noted:

- a) the Chair of ARC recognised the dedicated work which went into the production of the University Annual Report and Financial Statements 2024/25 for which all those involved in its production were thanked, with the front-end narrative section particularly noted as a highlight of the Report;
- b) although there had been a late inconvenience to the completion of the external audit, the overall external audit report was felt to be in a reasonable position. With ARC agreeing with the overall view of the auditors in relation to the University's position as a going concern; and

##### Closed Minute

- c) the financial statements may have been worded in certain places in a slightly too positive manner, however, it was acknowledged that it is difficult to get the wording right when considering the external audiences and stakeholders who would consider the Annual Report.

##### Agreed:

- a) the Annual Report and Financial Statements for the year ended 31 July 2025; and
- b) to approve and delegate authority to the Chair of Council to sign the Letter of Representation to Grant Thornton on behalf of Council.

#### 45. Research Integrity Statement (C/25/37 Internal)

##### Noted:

- a) in demonstrating compliance with the Concordat on Research Integrity, the University produced an annual Research Integrity Statement based on a template provided by Universities UK (UUK), with the Statement published on the University's website;
- b) although a Research Misconduct Process was in place, the two referrals during the year had been dealt with using Student Conduct / Human Resources processes. This was often the case where a PGR could be classified as both a member of staff and a student. Future developments included the seamless transfer of cases through the most appropriate process;
- c) the University had different ways in which issues could be addressed often in a distributed manner by line managers through misconduct processes. Outside the sector these might be considered as whistleblowing matters; and
- d) reference in the document should be detailed as 'the Concordat to support Research Integrity'.

**Agreed:** taking into account the grammatical clarification, the Research Integrity Statement for publication on the University's website.

#### 46. Modern Slavery Statement (C/25/46 Internal)

**Noted:**

- a) in response to the Modern Slavery Act 2015, the University was required to publish an annual Modern Slavery Statement; and
- b) the Statement had undergone a major review 3-years ago to ensure its compliancy with the Act, however, some Council members felt that it would definitely benefit from a thorough review and enhancing its presentation in 12-months' time.

**Agreed:**

- a) the Modern Slavery Statement for publication on the University's website; and
- b) to receive a reviewed and enhanced Statement in 12-months' time.

SM

#### 47. Audit and Risk Committee (C/25/38 Confidential)

**Noted:**

- a) the matters discussed by ARC at its meeting of 19 November 2025; and
- b) ARC had endorsed the comprehensive review of the Occupational Health & Safety Policy Statement & Arrangements, and the Fire Risk Management Policy for Council's approval.

**Agreed:** the Occupational Health & Safety Policy Statement & Arrangements and the Fire Risk Management Policy.

#### 48. Finance Committee (C/25/39 Internal)

**Noted:**

- a) the matters discussed by Finance Committee (FC) at its meeting of 27 November 2025;
- b) FC had agreed to the University's bad debt write-off by circulation due to the inquorate nature of the meeting. The issue of quoracy would be considered during the forthcoming Council Effectiveness Review;
- c) recruitment was currently underway for two Lay Members of Council, one to Chair FC and one with a technology background and particular skills in relation to Artificial Intelligence (AI). Due to the desire to broaden the technological shortlist, the recruitment process would be delayed until the new calendar year, with Council to be kept informed.

#### 49. Strategic Asset Management Plan (C/25/49 Confidential)

**Noted:**

- a) the Draft Strategic Asset Management Plan (SAMP) had been considered by Council at its meeting on 4 November and, following feedback, the SAMP had been updated. The major changes were in relation to: the Disposals Plan Governance; Section 6 on Wider Asset Management and Looking Ahead; sub-section on Heritage Estate; the development of a Task & Finish Group to address issues such as non-curricular study space; and delivery plans for Phase 1 Disposals;

- b) the DSU asked that engagement by the Chief Operating Officer (COO), in relation to independent student study space, be noted as appreciated;
- c) the SAMP was not an estates strategy or a campus master plan, with the SAMP designed as an asset plan which would evolve and for which Council would be kept informed of progress. Future work would involve strategies and plans relating to heritage, the Castle, building conditions, and backlog maintenance;
- d) pilot work on the Faculty of Arts & Humanities' Workstream had provided good reassurance of the approach being taken and highlighted other benefits which could be realised through the workstreams;
- e) the properties identified for disposal had been valued internally and would be assessed against Red Book recommendations (Red Book being the RICS standard for worldwide property valuations);
- f) although 27 of the 34 properties identified for Phase 1 disposal were currently vacant, assurance was needed that there were no internal plans for bringing them back into use. This also enabled checks to be undertaken in relation to any associated leases or freeholds;
- g) Council were pleased to see a risk-based approach to disposals;
- h) partnership was important for properties within the World Heritage Site Management Plan, with consideration needed about the visitor economy and the impact on the City as a whole; and
- i) the impact on the maintenance budget of the disposal of properties and the net income the University received, required appropriate framing.

*[Secretary's Note: During the meeting the issue of mandatory fire safety requirements was raised. Following the meeting the COO confirmed that the SAMP was defining Backlog Maintenance as ensuring that buildings complied with fire safety requirements, not that any building was not meeting or would not meet mandatory fire safety requirements.]*

**Agreed:**

- a) the Strategic Asset Management Plan 2025; and
- b) the delegated authority framework for the disposal of assets.

**50. Ethics Committee (C/25/40 Internal)**

**Noted:**

- a) the matters discussed by Ethics Committee (EC) at its meeting of 30 October 2025;
- b) EC received a presentation from the Centre for Catholic Studies, which was often the recipient of significant donations and legacies. EC was keen to impress the importance of ethical decision-making during consideration of the receipt of such donations; and
- c) being sensitive of the requirements of the Freedom of Speech legislation and its intersection with Equality, Diversity and Inclusion (EDI) advice, EC asked for an update to be provided at a future meeting from the PVC (EDI).

**Agreed:**

- a) the Ethics Committee Annual Report 2024-25; and
- b) the Ethics Committee's Terms of Reference for 2025-26.

**51. Remuneration Committee (C/25/41 Internal)**

**Noted:**

- a) the matters discussed by Remuneration Committee at its meetings of 18 July and 20 November 2025; and
- b) the Terms of Reference had been updated to reflect the need for assurance over Executive succession planning, with Remuneration Committee felt to be the most appropriate committee due to its Lay Member only composition.

**Agreed:** Remuneration Committee's Terms of Reference 2025/26.

**52. Senate Report (C/25/42 Internal)**

**Noted:**

- a) the matters discussed by Senate at its meeting of 25 November 2025;

- b) Senate had received an update on new research awards, which was interesting for Senate to understand what research was being funded;
- c) **Closed Minute**
- d) in relation to the Durham Education Framework 2027 Update:
  - i) the PVC (Education) had provided Senate with an update on progress of the project since the last update to Senate;
  - ii) although not raised at Senate, concerns were raised about level of contentment over the project and how they had been consulted and / or communicated to all staff;
  - iii) the Framework consultation period was for a further 6-months and it was hoped that all staff felt that they had the time during that period to contribute to the discussion. The DVC had met with Heads of Department to discuss timescales and how the complexity of joint honours programmes might be managed;
  - iv) due to financial constraints, it would not be possible to recruit academic and professional support services staff at the same volume as in previous years. The Framework was designed to help manage workloads under these circumstances;
  - v) implementation of the new Framework would not occur until the following year, due to Competition and Market Authority (CMA) requirements that the University was transparent on the programmes of study it offered to prospective students, prior to them accepting a place to study;
  - vi) there was a firm commitment to bring the Framework back to Senate in June;
  - vii) Council was particularly concerned about implementation of the Framework, due to its interdependency to student satisfaction, timetabling and estate usage; and
  - viii) some departments were further ahead with adopting the early principles of the Framework, particularly in the Business School.

### 53. Chair's Report (C/25/43 Internal)

#### Noted:

- a) although it had been agreed 6-months ago to change the format of Committee reports to a brief cover paper with substantive comments included in the appended Minutes, the format was not working. In future, committee reports would revert to a Chair's overview of matters considered by the committee. Council Members did find inclusion of the Minutes helpful, and these would be included as a linked draft in the Boardvantage 'Reading Room';
- b) the Council Effectiveness Review would commence in the new calendar year, with Council Members to receive a questionnaire to complete about their experience on Council;
- c) Council would get an opportunity to consider the new CUC Code once it was released, there were possible recommendations around reductions in the size and composition of governing bodies, the skill sets of members, training and how many roles lay members had; and
- d) the Chair placed on record her thanks to the Principal of Van Mildert College for an interesting visit to the College which involved meeting with current students and staff from other colleges, and also to those who facilitated the fascinating visit to NetPark where the Chair was able to meet some of the impressive University spinout companies.

**Agreed:** to receive a revised format for Council sub-committee papers, with minutes included as a linked document in the Boardvantage 'Reading Room'. **JW**

### 54. Human Resources Report on Key Staffing Matters (C/25/44 Confidential)

#### Noted:

- a) the update to Council on senior staff appointments and retirements; and
- b) the Chair had met with the Chief People Officer to discuss if the contents of the report continued to meet Council's needs, and in the current pause to operation of the People & Organisational Development Committee, what Council should receive through future updates.

### 55. Register of Sealings (C/25/45 Confidential)

**Noted:** the report for information.

### 56. Business Agreed by Circulation (C/25/48 Confidential)

**Noted:** action taken by-circulation in confirming the new Pro-Vice-Chancellor (Research).

**57. Dates of Future Meetings**

**Noted:** the dates of future meetings: 24 February 2026; 19 May 2026; and 14 July 2026.