Minutes 26/72 to 26/96

Council

26/72 A meeting of the Council was held at 10.00 am on Thursday 24 September 2026 in Carrington 201, Whiteknights Campus.

Present at the meeting:

The President	(Mrs Helen Gordon, in the Chair)
The Vice-President	(Mr Steve Alexander)
The Vice-Chancellor	(Professor Robert Van de Noort)
The Pro-Vice-Chancellor	(Dr Caroline Baylon) (to minute 26/78)
The Pro-Vice-Chancellor	(Professor Dominik Zaum)

Mr Shamshad Ali
Professor Elena Beleska-Spasova
Professor Adrian Bell
Mrs Sian Butler
Mr James Beaver
Mr Jackie Liu (to minute 26/78)
Mr Angus McCallum
Mr Peter Milhofer
Mr Paul Milner
Ms Sally Peck
Mrs Sally Plank
Dr Michelle Sancho
Mr Ashmit Singh
Professor Katja Strohfeldt
Dr Janet Young

In attendance:
The Chief Financial Officer (Mr Vin Wijeratne)
The Chief Operating Officer (Ms Laura Clayton)
The Director of Estates (Andrew Casselden) (for minute 26/83)
Ms Tasha Easton, Governance (minute secretary)
Ms Louise Sharman, University Secretary

Apologies:
Vice-President, Mr Kevin Corrigan
Vice-President, Mrs Kate Owen
The Deputy Vice-Chancellor (Professor Parveen Yaqoob)
The Pro-Vice-Chancellor (Professor Elizabeth McCrum)
Dr Simon Clarke
Mrs Sue Maple

26/73 President's opening remarks

The President welcomed Professor Katja Strohfeldt to the Council, who was rejoining Council in Class 5. Dr Simon Clarke had been appointed in Class 4 and would attend from the next meeting.

The President thanked colleagues both within the meeting and across the University for their hard work and commitment throughout the year. She reflected on her attendance at the recent graduation ceremonies, noting these had been enjoyable occasions and served as a reminder of the University's core purpose in supporting students to achieve their academic ambitions.

26/74 Vice-Chancellor's opening remarks

The Vice-Chancellor gave an update on several areas, as follows:

International Student Recruitment and Transnational Education
The Vice-Chancellor provided an update on international student recruitment and transnational education (TNE) activity.

The squeeze on international students continued with international student visa approvals 12% lower than the previous year (42% lower than 2023), this had significant consequences for the sector. The financial implications of reduced international student recruitment were considered likely to be more significant for the sector than recent changes relating to National Insurance contributions or tuition fees.

Council noted Government's position around international students, which encouraged universities to expand TNE activity; this also reflected a preference in some countries for students to study closer to home. The University was considered well-placed to build on its existing TNE provision and expand its international partnerships.

Council received an update on the University's participation in Hainan, China. The campus, funded by the local government and serving approximately 10,000 students, provided extensive facilities and incorporated both University of Reading and Henley Business School provision. Three undergraduate and three master's programmes were currently being delivered, focused on finance, technology and sustainability, with opportunities for future expansion subject to government-controlled student quotas.

The importance of maintaining academic freedom within international partnerships was emphasised. Council was assured that whilst certain government-mandated modules were required, the University retained control over its curriculum and academic content.

Experience to date demonstrated the value of working with established local partners, reducing risk whilst creating opportunities for growth and student mobility. Council also noted that there were currently no taxation barriers to transferring funds to the UK. Consideration was also being given to establishing a company in China to oversee the University's activities.

Sector Restructuring and Academic Freedom

The Vice-Chancellor reported that financial pressures arising from reduced international student recruitment were continuing to drive restructuring activity across the higher education sector. Further restructuring was anticipated in a number of HEIs, and whilst the Government recognised the impact of current policies on universities, its primary focus remained reducing migration.

Council received an update on the new freedom of speech and academic freedom regulatory framework, which had now come into force. University policies had been reviewed and aligned with the new requirements. The regulations enabled staff, students and visitors to raise complaints where freedom of speech principles were not upheld and introduced a positive duty on universities to promote academic freedom. Lawful speech should not be restricted other than where prohibited by law, including hate speech.

Thames Valley Strategic Authority

The Vice-Chancellor provided an update on proposals for the Thames Valley Strategic Authority.

The development of a strategic authority was considered important to the University given the increasing devolution of skills planning and development responsibilities to mayoral authorities. Current proposals were to establish a Foundation Strategic Authority initially, with the ambition of progressing to a Mayoral Strategic Authority in due course.

Council heard that recent Government guidance envisaged the whole of England being covered by mayoral authorities. There had been some discussion over geographic boundaries and proposed footprint for the authority. Work continued and Council would be informed of progress.

Other updates

The Vice-Chancellor reported that there had been no significant developments in relation to the USS triennial valuation or student claims associated with the impact of industrial action and the COVID-19 pandemic.

Top 10 Strategic Projects

The Vice-Chancellor provided an update on progress against the University's ten strategic projects.

- **Strategy 2026-2040 (Green):** progressing to plan.
- **Greenlands (Amber):** Programme Board reported to this meeting of Council.
- **Loddon Garden Village and TVSP development (Amber):** Local Plan examination completed; planning application submitted, decision expected early 2027; land sale agent appointed.

- **ECMWF (Green):** headquarters building expected early 2027; research collaborations with Met Office in progress; new lease Heads of Terms in place.
- **Natural History Museum (Green):** project progressing towards 2027 completion.
- Redacted [S43]
- Redacted [S43]
- **Agri-Food Futures (Green):** IRIF business case being prepared for March 2027.
- **Estate and Digital Strategies (Amber):** URS refurbishment underway.
- **Academic Workload Model (Green):** implementation planned for next academic year.

26/75 Disclosure of Interests

The Disclosure of Interests was received and noted. Council members were asked to pass any updates to the Secretary.

Items for discussion and approval

26/76 Understanding student recruitment for 2026 entry, including any financial implications

Pro-Vice-Chancellor (Professor Zaum) gave a presentation to Council on student recruitment and enrolment.

It was noted that enrolment activity remained ongoing, particularly for international students, and final numbers would not be confirmed until all arrivals had been processed. Sector-wide trends continued to show aggressive recruitment by higher-tariff institutions, while universities in the University's peer group had remained relatively stable. Overall acceptances had declined slightly, largely due to reduced international recruitment.

The growth in commuter students across the sector was highlighted, driven in part by cost-of-living pressures and accommodation costs. Approximately 25% of the University's students were now commuters, compared with more than 30% across the sector.

Undergraduate recruitment was expected to be slightly below target, primarily due to international recruitment, while postgraduate taught recruitment remained broadly on target. The International Foundation Programme was performing strongly and was expected to support future student recruitment pipelines. Overall recruitment performance was expected to be within £1-2 million of target, although this would not alter the scale of savings required under existing financial plans.

Comments and queries raised

- The impact of the growing commuter student population on the student experience and the utilisation of University accommodation was discussed.
- Concern was expressed regarding continuing declines in international student recruitment, visa approvals and international doctoral student numbers.
- Questions were raised regarding the University's market share given a shrinking student market, particularly in China.
- Discussion took place around continuation rates at institutions that had reduced entry requirements to increase recruitment.
- The impact of the Global Sustainability Leaders Scholarship programme on student recruitment and student outcomes was discussed.
- Consideration was being given to opportunities to extend the student lifecycle through foundation programmes, postgraduate study and integrated master's programmes.
- The longer-term implications of declining numbers of 18-year-olds and static international recruitment were noted.

Assurances and clarifications provided

- An increasing commuter student population would increase exposure to accommodation income risks as being experienced elsewhere in the sector. Consideration would be given to how accommodation and campus facilities could be adapted to better support commuter students, including the provision of short-stay accommodation and more flexible timetabling arrangements.
- While international student recruitment remained challenging across the sector, the University had increased its domestic market share over the previous two years and had maintained that position in the current year. Efforts were ongoing to diversify international recruitment beyond China.
- Retention rates continued to improve, particularly amongst students progressing from foundation programmes, generating positive financial benefits and helping to offset recruitment challenges.
- The University had not reduced entry requirements like other HEIs, instead it had directed applicants towards appropriate foundation pathways where necessary.
- The Global Sustainability Leaders Scholarship had awarded 293 scholarships against a target of 400. Academic outcomes remained strong and 59% of recipients were widening participation students. Feedback from students and staff had been positive, and a further update would be brought to a future meeting.
- Recruitment through transnational education continued to grow, with approximately half of the University's international students now beginning their studies overseas. This growth was expected to help mitigate continuing challenges in the UK international recruitment market.

Council noted the update on student recruitment and enrolment.

Resolved:

That the Council received and discussed the matter of student recruitment for 2026 entry, including financial implications, having due regard to the presentation given at Council.

26/77 Global Operations Update [Redacted S43]

Global operations update

Pro-Vice-Chancellor (Professor Caroline Baylon) presented an update on the Global Engagement Strategy. The presentation highlighted: the performance of the University's major global operation during 2025/26, the significant improvement in financial sustainability of global operations, progress on the Global Hubs Programme, and strategic priorities for the next two years. This included progress against key performance indicators and developments within the University's international partnerships and transnational education portfolio. The update also highlighted three key strategic initiatives: the University of Reading Global Academy, Regional Engagement Hubs and global rankings performance.

Council noted that:

- The University continued to perform strongly in global rankings, remaining within the top 200 institutions in the QS World University Rankings and the top 50 in both the Times Higher Education Impact Rankings and QS Sustainability Rankings. The aim was to improve the position significantly over the next few years.
- The University of Reading Global Academy had launched during the previous year and would welcome its first intake in September 2026, creating a new pathway into University programmes with progression rates expected to reach 90%.The global context and external environment continued to be shaped by changes in international student demand, geopolitical and policy developments, increasing competition, continued growth in transnational education and large-scale partnerships, and ongoing financial pressures across the higher education sector.
- Over the last five years, the University's international activity had become more coordinated and sustainable. The University of Reading Malaysia was now operating sustainably, with approximately 7,500 students studying part-time. Henley Business School South Africa had returned a profit of £2.5m to the UK. Changes to the operating model at NUIST had also delivered improved financial performance and opportunities for future growth.
- The University currently had approximately 3,000 students studying in China through its various partnerships, with potential for this to grow significantly by 2030.

Comments and queries raised

- The Council expressed its thanks for the significant progress made in delivering the Global Engagement Strategy.
- Discussion focused on the actions required over the next few years to maintain positive momentum and remain competitive as international markets and institutional operating models continued to evolve.
- Questions were raised regarding the financial sustainability of international ventures, the balance between investment and savings requirements, and how these activities should be communicated internally given the potential perception that investment was continuing whilst cost-saving measures were being implemented in the UK.
- Councils sought greater clarity on how international operations contributed to the wider University, including the extent to which they supported recruitment, financial sustainability, research activity and broader institutional objectives.
- The long-term integration of international operations within the wider University was discussed, including how activity currently viewed as separate might become more closely embedded within institutional planning and delivery.
- Discussion also considered growth opportunities within China and other international markets, the management of associated risks, and the extent to which changing circumstances might affect future returns.
- Council welcomed the positive progress reported and requested that future updates continue to focus on achievements to date alongside planned developments and future opportunities.

Assurances and clarifications provided

- The University was considered well positioned to expand its activity in China, although opportunities would need to be pursued within a relatively short timeframe. A new Associate Pro-Vice-Chancellor had recently been appointed to support this work.
- International partnerships were intended to operate on a financially sustainable basis. Whilst some initiatives required modest upfront investment, the preferred approach was to work through partnerships in which local partners bore a significant proportion of development costs and risks.
- International operations provided multiple benefits through student recruitment, financial returns, reputation enhancement and research collaboration. Many partnerships also created pathways that encouraged students to transfer to the University to complete part of their studies in the UK.
- Despite opportunities for growth, the University would still need to reduce its overall cost base and deliver planned savings. Investment in international activity therefore needed to be considered alongside broader financial sustainability objectives.

- Work undertaken in recent years had strengthened the sustainability of international operations through revised fee arrangements, improved governance arrangements, debt reduction and wider operational improvements. This had positioned the University well to respond to future opportunities and challenges.
- Whilst some aspects of international activity currently operated separately, there was an expectation that they would become increasingly integrated with the University's wider strategic objectives and activities over time.
- The level of risk associated with international activity continued to be monitored through established governance processes. Risk appetite and dependency on different income streams were kept under review as circumstances evolved.

Council noted the update and welcomed the significant improvement in the performance and financial sustainability of the University's international operations. Council also welcomed the emerging Regional Engagement Hub model and requested further discussion on how global engagement activity aligned with the University's broader strategic objectives.

Redacted [Sec 43] campus proposal

Redacted [S43]

A full business case, including the proposed operating model and detailed commercial, financial, legal and risk considerations, would be presented to Council for approval before any final decision was taken to establish the campus.

Council noted that a feasibility study was currently underway and that, subject to progress, an application could potentially be submitted before the next Council meeting. Due diligence work was ongoing, with the feasibility report due to be considered by the University Executive Board at the end of October. Subject to a positive recommendation, a full business case would be developed for consideration in January. It was noted that, if approved, operations could be established within the next 2 years.

Redacted [S43]

Comments and queries raised

- Council welcomed the opportunity and requested that the business case include a clear exit strategy.
- Concern was expressed regarding the additional workload associated with the project, particularly given the University's ongoing transformation activity and potential constraints on institutional capacity, pace and agility.
- Questions were raised regarding the exclusivity of the proposed arrangement, including whether alternative partners had been considered and whether the prospective partner was exploring relationships with other institutions.

- The differences between this proposal and the University's operation in Malaysia were discussed, particularly the role of the local partner and the benefits of drawing on local expertise.
- Clarification was sought regarding the use of the term "international branch campus" and how the proposal would align with the University's existing activities Redacted [S43]
- Discussion took place regarding likely fee levels, market demand and lessons that could be learned from institutions already operating Redacted [S43].
- Council emphasised the need to ensure that any agreements entered into during the exploratory stage did not unintentionally constrain future negotiations.
- The importance of clearly defining expectations around risk-sharing, financial returns, governance arrangements and the wider strategic relationship with the proposed partner was highlighted.
- Questions were raised regarding the principal objectives of the initiative and the benefits expected beyond financial returns.

Assurances and clarifications provided

- It was confirmed that an exit strategy, resource implications and implementation requirements would be addressed within the full business case.
- Redacted [S43]
- Redacted [S43]
- Redacted [S43]
- The project should currently be viewed as an exploration of a partnership opportunity rather than the establishment of a standalone branch campus. The relationship between the proposal, existing activity Redacted [S43] and the development of regional engagement hubs would be considered within the business case.
- Market positioning, fee levels and lessons learned from other institutions operating Redacted [S43] would be incorporated into the evaluation. The University would benefit from entering a market where examples and experience from other providers were already available.
- Redacted [S43]
- The business case would provide detailed consideration of risk-sharing arrangements, financial returns, governance structures and the University's overall risk appetite.
- The anticipated benefits extended beyond financial returns and included enhanced reputation, research collaboration, student mobility opportunities and a stronger presence Redacted [S43]. The operation would be branded as the University of Reading, with the partner acting as investor rather than as a visible co-branding partner.

Council Redacted [S43] noted that a full business case would be brought forward for consideration in due course.

Resolved:

1. That the update on Global Operations be received.

2. Redacted [S43]

26/78 University Strategy Development

The Chief Operating Officer presented the next phase of the Strategy 2040 development process. The presentation outlined: the Strategy Plan, including Vision, Principles, Objectives and Key Results; proposed tracking measures; Governance for the Strategy; an outline of the external-facing documentation; and proposed name. Council was asked to approve the Strategy Plan, proposed tracking measures, proposed Governance, and name as well as providing feedback on draft thematic plans.

It was noted that the vision remained unchanged and was supported by four core principles, underpinned by financial sustainability. The strategy was built around seven institutional objectives, including world-leading research, sustainability leadership, a distinctive student experience, civic responsibility, people and culture, organisational agility and financial sustainability. Three thematic plans around Education & Student Experience; Research & Innovation; Internationalisation & Global Engagement had been developed. Enabling plans around People and Culture, Digital/Physical environment were still in preparation. Proposed measures and reporting arrangements were also presented, with further work planned alongside Committee Chairs to develop oversight and monitoring metrics. Council would be invited to participate in a further strategy workshop in October.

The Chief Operating Officer thanked the members of the Strategy 2040 Task and Finish Group and Ms Green, Project Manager, for their significant contribution to the development of the Strategy.

Comments and queries raised

- Discussion focused on whether the University's technology, data and business intelligence capabilities were sufficiently developed to support effective performance monitoring and strategic decision-making.
- The cultural change required to deliver the Strategy was explored, including how the University would move from its current culture towards the culture needed to achieve its long-term ambitions.
- Questions were raised regarding the prominence of Agri-Food Futures within the Strategy and how plans to reduce professional services costs would be balanced against maintaining service quality and the student experience.
- Members discussed how Council would monitor delivery of the strategy over time, including whether consideration should be given to alternative approaches to performance monitoring and accountability.

- The relationship between the Strategy and the University's financial plans was explored, including the need to balance cost reduction with simplification of processes and service improvement.
- Discussion took place regarding the pace of implementation and the impact of change activity on staff morale and organisational capacity.
- The importance of effective communication was highlighted, particularly given the interdependencies across the Strategy and the need to empower colleagues and articulate a compelling future direction for the University.
- The implications of strategic reprioritisation for colleagues were discussed, recognising that change could generate uncertainty and discomfort.
- Questions were raised regarding the title of the Strategy and whether it fully reflected the cultural ambitions described within the framework. It was suggested that alternative terminology, such as "Creating" or "Leading", might better capture the University's intended direction of travel than "Building".

Assurances and clarifications provided

- Progress had been made in strengthening the University's data infrastructure, including the development of data discovery capabilities and approval of a data lake. Further work would focus on translating data into actionable business intelligence.
- The cultural dimensions of the Strategy would be explored further through discussions at University Executive Board and Senior Leadership Group, including consideration of talent acquisition, performance management and reward arrangements.
- Benchmarking work scheduled for October would consider both the cost and quality of professional services across the institution, establishing a baseline against which future improvements could be measured.
- The proposed measures were intended to provide a small number of headline indicators that could be benchmarked externally, supported by a wider suite of operational performance measures. Further development of monitoring and oversight arrangements would be undertaken in partnership with Council committees.
- The Strategy remained subject to regular review and reassessment. Monitoring arrangements would support the identification of areas requiring intervention or adjustment as delivery progressed.
- Transformation activity and process simplification would be integral to delivery, with the objective being not simply to reduce costs but to improve efficiency and effectiveness. A further update on transformation activity would be presented in November.
- It was acknowledged that much of the discussion had focused on delivery and performance measures rather than the strategic objectives themselves. This was viewed positively as a sign of broad support for the proposed direction of travel.

Council endorsed the strategic framework, objectives and proposed governance arrangements for Strategy 2040. Council noted the further work required on thematic and enabling plans and welcomed the opportunity for additional engagement ahead of the next phase of development.

Resolved:

1. That the update on the University Strategy be received.

26/79 University Governance Review – Stage 3 Update for Council

Council received an update on the stage 3 of the Governance Review, covering the Schedule of Delegation, Ordinances, and the University's governance structure. Council also noted the implementation plan for transitioning to the revised governance framework and that further work on the Financial Regulations and a plan to review Subsidiaries was due in November.

Comments and queries raised

- Clarification was sought regarding ownership and approval responsibilities for risk registers under the proposed delegation arrangements.
- Council suggested that the benefits arising from the Governance Review could be articulated more clearly, including recognition of activities and processes that had already been streamlined or discontinued.
- Questions were raised regarding the treatment of financial delegations within and outside approved budgets and whether greater detail would be required to support decision-making.
- Discussion took place regarding the management of lower-value expenditure and the importance of ensuring appropriate controls for qualitative as well as financial considerations.
- The need to ensure alignment between delegated authorities and key institutional policies was highlighted.

Assurances and clarifications provided

- The review would remain responsive to any future recommendations emerging from the review of the Committee of University Chairs (CUC) HE Code of Governance and could be adapted if further changes became necessary.
- Additional work was underway in relation to financial delegations and the governance of subsidiary entities, with further proposals due to be considered in November.
- The intention was for the Scheme of Delegation to become an annual review process to ensure it remained current and effective.
- Further consideration would be given to the application of financial delegations and the interaction between delegated authority, budgets and institutional policies.

Council approved the revised Schedule of Delegation, approved the proposed revisions to the Ordinances, and endorsed the plan to transition to the new governance framework.

Resolved:

1. That having regard to the Stage 3 Governance Review Report, the Schedule of Delegations and Ordinances, so submitted, be approved.

2. That the activity to date and direction of travel of the Review, be noted.

26/80 Corporate Risk Register 2026/27

Council received a note outlining the allocation of risks from the Corporate Risk Register to Council and its Sub-Committees. The Audit and Risk Committee were content, for its part, with the allocation of the risks.

Comments and queries raised

- The findings of a recent Internal Audit Report were discussed, including whether the risk register should be broadened to give greater visibility to project-related risks.
- Discussion took place regarding the implementation of the revised CUC Code and the opportunity this presented to review the calibration of risks across the institution.
- The relationship between risk appetite, the emerging Strategy 2040 framework and decision-making was explored.
- Questions were raised regarding how the University's risk appetite aligned with the strategic objectives and whether current arrangements were being fully utilised.
- It was noted that Council took many significant decisions without explicitly considering them through the lens of agreed risk appetite statements, and it was suggested this should form a more visible part of future decision-making.

Assurances and clarifications provided

- Work was already underway to review risk appetite and would be brought back to Council in November. This work would be considered in the context of Strategy 2040 and the University's wider planning processes.
- Feedback from colleagues using the risk appetite framework suggested that, while the framework itself remained appropriate, there was a tendency to adopt overly cautious positions rather than using the agreed appetite to support balanced decision-making.
- Further work would focus on embedding risk appetite more effectively within institutional culture and decision-making processes and on improving the operational usefulness of the risk register.
- It was suggested that the current risk appetite structure remained broadly appropriate, although there was scope to improve consistency in its application before making significant changes to the framework itself.

- Consideration would also be given to how risk appetite statements could be incorporated more explicitly into Council papers and major decisions.

Council noted the report and endorsed the continued development of the University's approach to risk appetite and its integration into strategic planning and decision-making.

Resolved:

1. That, the work done on corporate risks by the committees of Council in 2025-26 be noted

2. That, Council determine whether there are any areas of risk which it wants to direct any of its committees to address in 2026-27

Items for approval

26/81 Report from NIRD Trust Committee

Council, acting as Trustee of the NIRD Trust, considered proposals for grant funding and investment priorities for the forthcoming academic year. Council noted progress against previously approved plans and the increased level of grant funding proposed.

Comments and queries raised

- Further detail was sought on how funding would be utilised during 2026-27 and on plans to increase investment in the University's farms over the coming years.
- Discussion took place regarding the liquidity of Trust assets and the assumptions underpinning future funding availability.
- Clarification was sought regarding the University's farm estate and the location of planned future investments.

Assurances and clarifications provided

- Members were advised that significant property disposals remained in the pipeline and that, as the value of Trust assets increased, there was an intention to increase the level of grant funding available. It was confirmed that funding allocated in the previous year had been used appropriately and that the planned programme of activity was considered deliverable.
- The proposed investments remained contingent on sufficient cash being available during the year. The Trust had concluded the previous year with cash balances of approximately £2.1 million. Residential property sales with an estimated value of around £20 million were expected to complete during the current year 2026/27, although they remained dependent on the timing of large property transactions forecast to take place in the second half of the year.
- The Investment and Development Committee would continue to receive detailed reporting on asset sales, investments and cash movements.

- Council were advised that the University's farm estate included sites at Didcot, Sonning and Hall Farm, together with other agricultural holdings. The Institute for Regenerative and Inclusive Farming would be located at Tanner Farm.

Council, acting as Trustee of the NIRD Trust, approved the proposed grant funding, investments and priorities for the forthcoming year.

Council also approved the recommendations in its capacity as the governing body of the University.

Resolved:

1. That Council, acting in its capacity as NIRD Trustee, a) noted progress and expenditure for 2025/26, b) approved planned investments and priorities for 2026/27, and c) considered and agreed in principle a request for an increased level of grant from 2027/28 onwards, contingent upon sufficient growth in NIRD Trust resources.

26/82 Update on the CUC Code and Appointment of a Senior Independent Board Member

Council received an update on the review of the Committee of University Chairs (CUC) Higher Education Code of Governance. A review of the provisions within the Code had been undertaken over the summer; a detailed assessment framework had been developed, covering approximately 60 provisions grouped under six themes, including leadership and purpose, culture and behaviours, strategy and risk, Council structure and composition, academic governance, and Council development and performance.

An initial RAG assessment had been completed, supplemented by wider stakeholder feedback and supporting narrative explaining the ratings awarded. Areas of good practice had been identified, together with a number of gaps requiring further attention. Five areas had been assessed as red and were broadly aligned with issues already recognised by Council. A number of amber-rated areas related to academic assurance.

It was noted that initial discussions had focussed on those areas of the Code where the Council and University were not compliant. In particular, there had been considerable discussion on one recommendation under the Culture and Behaviours section of the Code in respect of appointing a Senior Independent Board Member.

Following discussion, including discussion with a SIBM at another HEI, it had been agreed that the Council should seek to appoint from within its current lay membership a Senior Independent Board Member with immediate effect. Such an appointment would provide an independent channel for communication, support and challenge for the President, act as a trusted confidant and sounding board, and help evaluate the Chair's performance and ensuring the Council operates effectively. A role description was submitted for Council's consideration and approval.

Comments and queries raised

- The value of engaging with CUC training and networking opportunities was highlighted, particularly to understand how other institutions were interpreting and prioritising aspects of the Code.
- Discussion took place regarding the proposed appointment of a Senior Independent Board Member, including the purpose of the role, how active it should be in practice and how it would complement existing governance arrangements.
- Questions were raised regarding the role of the Senior Independent Board Member in future appointments of the President of Council and whether this should be explicitly reflected in the role description.
- The process for appointing the Senior Independent Board Member and the importance of ensuring broad confidence across Council were discussed.
- Members emphasised the importance of appropriate induction, training and support for the role, including the potential value of mentoring from an individual already undertaking a similar position elsewhere.

Assurances and clarifications provided

- The proposed Senior Independent Board Member would be drawn from the lay membership of Council and the role description had been developed following discussions with institutions already operating similar arrangements.
- The role was intended to provide an additional independent route through which concerns could be raised and explored outside the normal governance structure, enhancing rather than replacing existing processes.
- Experience at other institutions suggested that the role could provide valuable additional oversight, particularly in supporting effective governance relationships and leadership succession arrangements.
- The Senior Independent Board Member would contribute to the development of governance processes, including appraisal arrangements, and would receive appropriate induction and training.
- Further work on the University's response to the CUC Code would continue and would be informed by learning from future sector events and guidance.

Council approved the proposal to appoint a Senior Independent Board Member and asked that the University Secretary send out an email inviting expressions of interest from lay members.

ACTION: University Secretary

Council noted progress against the CUC Code review and requested a further update following the CUC plenary session in November.

Resolved:

That, having regard for the CUC HE Code of Governance, a Senior Independent Board Member be appointed.

26/83 Update from the Greenlands Programme Board, and Report of the Greenlands Trust Committee

Council received an update on the Greenlands Programme Board which suggested a revised approach for completing the next phase of activity. Alongside the Programme Board update the Council also received a paper from the Greenland Trust Committee commenting on the revised programme approach.

It was noted that the Programme Board continued to be guided by three principles: supporting delivery of the Henley Business School strategy, ensuring compliance with the objectives of the Greenlands Trust, and securing the optimum financial outcome for the University Group.

It was noted that, since Council's approval of the establishment of the Programme Board, the budget for feasibility work had been reduced from £780k to £200k. The Programme Board had reviewed and reprioritised its work programme to concentrate available resources on those activities most critical to informed strategic decision-making mindful of the financial prudence required of the whole University to deliver the 2026/27 approved budget. Although the breadth of activity had reduced, the Board considered that the quality of governance, scrutiny and evaluation could be maintained. The intention of the Programme Board was, therefore, to focus on the most viable opportunities whilst retaining sufficient depth of analysis.

Three broad options remained under consideration:

Redacted [S43]

The Greenlands Trust Committee at its meeting on 10 September 2026 had raised a number of comments, in particular:

- Strategy and evaluation model for Henley Business School – The Trust Committee highlighted the need for an articulated long-term vision and strategy for Henley Business School's use of Greenlands, how that supported the Business Schools wider objectives, and of the supporting economic analysis needed to assess the options. Redacted [S43]
- Evaluation criteria to come to the Trust Committee first
- Narrowing of options - The Trust Committee sought reassurance that the more limited budget would not compromise the detail and robustness of the of the analysis on which any business case is developed.
- Budget allocation and timeline Redacted [S43]
- Redacted [S43]

Comments and queries raised

Redacted [S43]

Assurances and clarifications provided

Redacted [S43]

Outcome

Council noted the progress made by the Programme Board and endorsed the revised programme approach and options framework.

Council emphasised the importance of ensuring that future activity gave equal weight to educational, strategic, brand and reputational considerations, alongside legal, estate and financial factors. Council requested that future papers provided a clear articulation of the long-term vision for Henley Business School, its educational requirements, and the role of Greenlands within that vision, alongside evaluation of the options under consideration.

Council noted the proposed timetable but recognised that emerging issues might influence the detail and timing of future work and reporting.

Resolved:

That, having regard to the update from the Greenlands Programme Board, the revised approach to reviewing options be endorsed, with future options appraisal to include consideration of the educational requirements and strategic direction of Henley Business School, the contribution of Greenlands to the Henley and University brands, and the wider implications for the University.

Items for report

26/84 Report of the Vice-Chancellor

The Vice-Chancellor provided an update on a number of institutional developments. Centenary celebrations were continuing, with major events having taken place in Malaysia and Beijing. These activities had provided opportunities to reconnect with alumni and strengthen the University's global community.

Council also received an update on league table performance. Significant improvements in National Student Survey outcomes had contributed positively to the University's position. However, graduate employment outcomes had deteriorated and continued to present a challenge. The collection of graduate outcomes data had become increasingly difficult following changes to the survey methodology and administration process, resulting in lower response rates.

The Vice-Chancellor reported that the Consultation Group, comprising senior University representatives together with representatives of UCU and the Staff Forum, continued to maintain oversight, support ongoing consultation and engagement, and oversee the implementation of future restructuring activity. Council was asked to note that the Group's

remit had been extended until the end of the 2027/28 academic year, the Council, for its part, also approved this extension.

Resolved:

That the Report of the Vice-Chancellor, so submitted, be received.

26/85 Update from the RSU Officers on priorities for 2026/27

The Students' Union Presidents provided an update on Students' Union activities. A number of new policies had been introduced and work was continuing on revised Articles of Association, which would be brought forward for consideration at a future meeting.

Members were encouraged to attend forthcoming Students' Union Showcase presentations. Council was also invited to visit the Students' Union to gain a greater understanding of the services, opportunities and support available to students, and the role the Students' Union played in enhancing the student experience. Council heard that the Sabbatical Officers' priorities and manifestos would be considered by the Student Experience Committee at its next meeting.

Council noted the report and welcomed the continued engagement between Council and the Students' Union.

Resolved:

That the Report of the RSU Officers, so submitted, be received.

26/86 Report of the Appointments Committee

Council at its meeting on 1 July 2026 (Minute 26/54) agreed that the President was authorised to make changes to Committee Chairs and membership between meetings in order to ensure a smooth transition of duties following the appointment of two new Vice-Presidents. The Council now received a report from the Appointments Committee detailing changes made, as follows:

- Mr Ali be appointed Chair of the Audit Committee following the November meeting, completing the current audit cycle through to 31 July 2028.
- Mr Alexander be appointed Chair of the Scrutiny and Finance Committee with immediate effect until 31 July 2028.
- Mr Milhofer be appointed as successor Chair of the People and Remuneration Committee, taking over from Mrs Owen in 2027, with the precise handover date to be confirmed. The appointment would continue until 31 December 2028.
- Mrs Butler be appointed Chair of the Student Experience Committee following the next meeting, from 23 October 2026 until 31 July 2028.

- Responsibility for the Appointments Committee would in due course transfer to the President, reflecting emerging CUC guidance and recommendations.
- Mr Corrigan would continue as Chair of the Investments and Development Committee.
- Dr Young would continue as Chair of matters relating to the NIRD Trust.
- Further changes to committee memberships were agreed. Mrs Plank would step down as Senate Observer, with Mr Liu remaining as Council's representative on Senate. Mrs Butler would step down from the Audit Committee and Dr Young would step down from the Investments and Development Committee.
- Committee Chairs would review memberships and bring forward any additional recommendations necessary to ensure committees remained appropriately constituted.

Resolved:

That the Report of the Appointments Committee, so submitted, be received.

26/87 Report of the Audit Committee

Council received a verbal update from the Chair of the Audit Committee on the meeting that had taken place on 22 September 2026. It was noted that the Audit Committee had welcomed the revised format of Internal Audit reports, noting that the summary page made the reports easier to review and digest.

Discussion at the Committee had focused on lessons arising from recent audit activity and the recurring themes emerging from investigations and reviews.

It was noted that:

- Audit activity remained on track against the agreed programme.
- The final stage of the finance investigation had been completed. It was noted that issues identified through recent reviews had typically arisen from manual processes, reliance on spreadsheets and situations where responsibility rested with a single individual. In many cases, processes had become outdated or were no longer fit for purpose.
- The proposed response was not simply to introduce additional controls, but to implement smarter controls through improved process design, greater oversight and clearer separation of responsibilities, including arrangements for review and checking.

Council approved the change of name from the Audit Committee to the Audit and Risk Committee and noted the update on audit activity and related improvement actions.

Resolved:

That the Report of the Audit Committee, so submitted, be received and that the Committee hence be known as Audit and Risk Committee.

26/88 Suggested items for future Council meetings

Council noted the list of suggested items for future Council meetings, adding suggestions made in this meeting:

- Possible visit to RSU
- Update on the Global Sustainability Leaders Scholarships

Resolved:

That, the paper on Suggested items for future Council meetings, so submitted, be received.

Items for note

26/89 Minutes (26/44 – 26/71) of the meeting held on 1 July 2026

Minutes (26/44 – 26/71) of the meeting held on 1 July 2026 were confirmed as a correct record.

26/90 Matters arising not elsewhere on the agenda, if any

There were no matters arising that had not been covered elsewhere.

26/91 Decisions taken by the President on behalf of the Council

Following approval by the University Executive Board and the Chair of the Scrutiny and Finance Committee, the President had approved, by Chair's action on behalf of Council, capital expenditure of up to Redacted [S43] for the replacement and upgrade of CCTV and door access control infrastructure across the University's estate. The expenditure was already provided for within the approved Capital Plan.

Following feedback received at the previous meeting, the President had also approved, by Chair's action on behalf of Council, revised Terms of Reference for the University Executive Board. The Terms of Reference would be subject to annual review.

Resolved:

That, the Council note the decisions made by the President in respect of the approved expenditure for CCTV and door access control infrastructure and to the revised terms of reference for UEB.

26/92 Matters of Governance

Council received and noted the following governance documents:

- Responsibilities of Council members
- Membership & Terms of Reference
- Council Standing Orders
- Availability of Council papers

26/93 Documents sealed and to be sealed

The Council received a list of documents sealed and to be sealed.

26/94 Any Other Business

There was no other business on this occasion.

26/95 Dates of meetings of the Council in Session 2026-27

The meetings of the Council for the Session 2026-27 had been scheduled for:

Tuesday 17 November 2026 starting and 5.00 pm and ending with dinner
Wednesday 18 November 2026, 10.00 am – 1.00 pm
Tuesday 19 January 2027, 10.00 am – 4.00 pm
Monday 8 March 2027, 10.00 am – 4.00 pm
Wednesday 30 June 2027, 10.00 am – 4.00 pm

26/96 President to lead on brief reflections on the meeting of Council that has just concluded

Council members reflected in small groups on the business and nature of the discussions of the meeting, whether Council had the right information, heard the right voices, and whether the Council did justice to the major issues discussed.