

Minutes currently confidential to Council

Minutes marked Commercial in confidence or confidential have been redacted from the web version

UNIVERSITY OF KENT

MEETING OF COUNCIL

Minutes of the Meeting held on 4th October 2024

Hybrid Meeting at Darwin Boardroom, Canterbury Campus and via MS Teams

Present: The Chair of Council, Mark Preston; The Deputy Chair of Council and Chair of Finance & Resources Committee, Andrew Newell; The Acting Vice-Chancellor and President, Professor Georgina Randsley de Moura; Lay members: Dr Mark Downs; Dan Cook; Paul Pugh; Thomas Hyner; President Kent Union, Lulu Collins; Vice President Postgraduate Experience, Cláudia Moreira; Deputy Vice Chancellor Education and Student Experience (ESE), Professor Richard Reece; Acting Deputy Vice Chancellor Strategy and Performance (S&P), Professor Claire Peppiatt-Wildman; Academic Staff Representatives, Dr Balihar Sanghera, Professor Shujun Li; Non-Academic Staff Representatives, Jahanara Ahmed, Dr Daniel Knox.

In attendance: Keith Bartlett and Dr Colette Fletcher (Advance HE) (for item 6); Chief Financial Officer (Jane Higham); Director of Financial Sustainability, Peter Pentecost; Director of Human Resources, Martin Atkinson (item 7); Frank Richardson, Director of Finance (item 9); Dr Jo Wright, Director of Governance and Assurance (Secretary to the Council); Lanre Folarin, Head of Secretariat.

Apologies for absence: Lay members: Michael Crick; Mayuri Lakhani; Graham Razey OBE.
Student Representative TBC.

5865 CHAIR'S INTRODUCTION

- a. The Chair welcomed members to the new academic session, particularly new members (Lulu Collins, Cláudia Moreira, Professor Shujun Li, Jahanara Ahmed and Dr. Daniel Knox) and encouraged introductions all round.
- b. **Renewal of Tenure:** The Chair stated that given the retirement and lapse of the tenure of some members, Council was inquorate, with overall lay membership on Council not being majority. Accordingly, Paper **C2024/001a** Renewal of Tenure was presented to Council in order to address this issue.

Council considered and approved the renewal of the tenures of Michael Crick, Mayuri Lakhani and Daniel Cook for another term of 3 years with effect from 1 August 2024.

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- c. Thereafter, the Secretary noted that due to apologies received Council was inquorate and would need to adjourn the meeting in line with the provisions of Council Standing Order 3(x)(c). Absent members had however provided written confirmation regarding items for approval and as such, the members present agreed to hold the adjourned meeting immediately thereafter. The meeting thus reconvened on this basis.
- d. The Chair summarized the key items for discussion and approval and invited members to contribute to the deliberations fully. The Chair also welcomed questions or requests for clarification from new members, as needed.
- e. **Disclosure of Interest:** The interests of the lay members being considered for tenure renewal were noted and they did not partake in the deliberations thereon.
- f. **Membership of Council Sub-Committees:** Council noted Paper **C2024/001b** and **Appendix A**, Membership of Council Sub-committees which outlined the recommendations of the Nominations Committees regarding the appointment of Chairs and the reconstitution of sub-committees.

The need for allotment of elected academic staff representatives to sub-committees was highlighted and Council noted that the Nominations Committee was looking into this and would present an additional paper in this regard to Council. In the interim, Council **approved** the recommendations of the Nominations Committee as outlined in Appendix A, subject to a correction that the Student Officer observing the Finance and Resources Committee alongside the Kent Union President, would be the Vice President Postgraduate Experience.

- g. **Recruitment of Lay Members:** Council noted paper **2024/001c** which outlined the skill needs on Council as well as the update on ongoing engagements to possibly recruiting a candidate with legal and governance background. It was noted that the Nominations Committee will present potential candidates to Council in due course.

5866 MINUTES

Paper **C2024/002**, the minutes of the meeting held on 28 June 2024 were **approved** and Council **noted** papers **C2024/003a-c** Minutes of the Delegated Authority Meetings[minutes confidential to Council].

[minutes confidential to Council]

Also, the Secretary informed Council that work was ongoing to redact previous minutes in order to publish them on the website.

5867 MATTERS ARISING

The Action Log, Paper **C2024/004** was **noted** and items 5858, 5845, 5822, 5825 and 5825b were closed. Items 5800 and 5725, were noted as agenda items 5 and

8, and the Colyer Fergusson grant to the Medway Docking Station project was acknowledged.

5868 ACTING VICE CHANCELLOR AND PRESIDENT'S COMMUNICATIONS

The Acting Vice Chancellor welcomed everyone, especially new members to the first meeting of the new academic year, acknowledging all the work done over the Summer (on clearing, conferencing and the welcome week) and noting how the return of students had made the campus lively again. The Acting Vice Chancellor then reported that:

a. Internal Updates:

- The new academic management structure had commenced with the new academic session thus replacing the 6 divisions and 19 schools with 10 schools and new heads of schools, each reporting to an academic Pro Vice-Chancellor (PVC). The new framework is anticipated to drive Kent 2030. Balihar Sanghera's appointment as Head of School for SSPSSR was noted and congratulated.
- The progress so far made on managing costs and deleveraging the University's debt was acknowledged and it was noted that income generation was trailing a slower pace as would be reported subsequently at the meeting during the update on student numbers.
- The University had risen to 40 in the Times Good University Guide, although mostly due to a change of methodology. Notwithstanding this, in keeping with our student centred value focus, a great deal of work has been done to identify how to improve across the board in league tables knowing that applicants are sensitive to rankings especially when it comes to subjects like computing, etc. This will be a priority for our new Heads of School.
- Additionally, the University achieved a 'Bronze' award for its application for the Race Equality Charter. The emotional labour of colleagues, especially racially minoritised colleagues was acknowledged and appreciated as black history month celebrations commence.

b. External Updates:

- The national picture reflects largely the same big issue of the crisis in university funding which has been met with a huge amount of lobbying to persuade both government and the public to prioritise the issue. The Acting Vice Chancellor had written all Labour MPs in Kent before their Party Conference on this issue and there have been many public interventions. Although there is no official Treasury decision, there have been reports indicating a leaning towards allowing some degree of tuition fee increase over the next 5 years in view of inflation. It is anticipated that more will be known by 30 October during the Autumn Statement.
- The University UK's (UUK) recommendations, Blueprint for Change, which the Chair shared with Council members highlighted several themes, 3 of which are of note to Kent – the need to emphasis skills, facilitate growth and widening access. Whilst the University's leadership of UniConnect is notable

regarding widening access, the aim is to increase cooperations with regional partners, notably Kent County Council and Medway Council to deliver on the other themes. There have been meetings with officers of both Councils and engagement will continue to ensure the University's views are well projected.

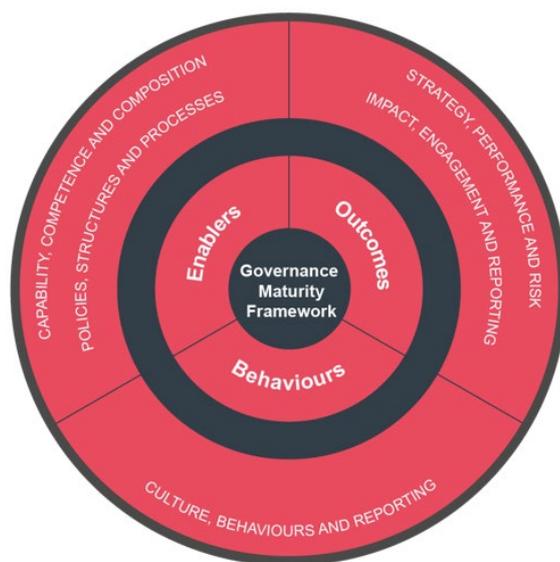
Through discussions, Council noted that:

- [minutes confidential to council]

Action: EG to take steps to rebuild/reignite strategic relationships.

5869 REPORT ON THE GOVERNANCE EFFECTIVENESS REVIEW

Paper **C2024/005** Final Report on the Governance Effectiveness Review conducted by Advance HE was presented to Council by Keith Bartlett and Dr Colette Fletcher. It was mentioned that the focus of the review which was undertaken in light of the Governance Maturity Framework was to examine the effectiveness of the governance arrangements as they pertain to the operating culture of the Council and its working relationships with the Executive Group. Hence, it was not a full governance appraisal.



The core themes from the governance effectiveness review were presented to the Council for discussion. The notable issues highlighted were along the lines of Culture and Working Relationships, Future Outcomes, Governance Enablers and Academic Governance. The report noted the need to Increase transparency and openness, Adopt a more agile governance structure and Strengthen some key enablers.

However, it also acknowledged that the University has the foundational pillars (including stakeholders' support) to drive the implementation of key reforms. It was mentioned that Council would need to consider its reform appetite in determining how it would adopt the recommendations by Advance HE and any additional

suggestions discussed. Council and EG were advised to ensure that the fundamentals of effective governance are fully in place, working effectively, and supported by a refreshed, open, inclusive culture.

The need to build radical ways of working on a firm and effective foundation of governance enablers was also highlighted. Likewise, the importance of ensuring that there is greater alignment with best practice in governance in UK HE and other sectors. Again, in doing so, Council and Executive will need to ensure that they successfully take staff and students on the journey.

Clarification on certain areas was sought and provided.

Dr Sam Parrett exited at 15:27hrs (having shared her position on all issues/decisions with the Secretariat ahead of the meeting). **[minutes confidential to council]**

Action: *Council to discuss further and with the support of EG and the Council Secretary, identify the necessary action plan with owners and timelines for each action. This will be overseen by the Governance Effectiveness Steering Group (GSG), with progress reports to Council.*

Sarah Dance volunteered and will join the GSG.

5870 UPDATE ON VC APPOINTMENT

Council noted paper **C2024/006** and additional update provided by the Director of Human Resources and Organisational Development on the VC appointment process. Council was informed and noted that an external executive search consultant, Gatenby Sanderson had been appointed (out of four EOIs) and work was ongoing to finalise the campaign plan. Additionally, a timeline had been agreed for the entire process, from consultation with the respective internal and external stakeholders to advertisement of the role in December. Council was also informed that an external advisor had been appointed to advise the Joint Committee.

It is expected that interviews will be held in February and the new VC will be in position for the start of the 2025/26 academic session.

Council noted the update provided and agreed that given the fact that finding all the required skill set in an individual might prove difficult, the University will need to be open to the possibility of appointing more than one person or providing a skilled team to support the new VC.

5871 STRATEGIC PLAN AND CURRENT PERFORMANCE

a. **Kent 2030 Update (including KPI and Student Demographics) - C2024-007**

The Acting Vice Chancellor, Acting Deputy Vice Chancellor (S&P) and Chief Financial Officer (CFO) presented the update on Kent 2030.

Council was informed and **noted** that the Kent 2030 programme was making significant progress delivering key milestones and stabilising a delivery approach that is more closely aligned to BAU processes. Further, that Programme maturity has increased with a well-established team in place and the appointment of a full time Director of K2030, with internal audit and assurance of the programme also underway. The proposed programme approach in the context of the wider recruitment situation would be reviewed by EG in the coming weeks to ensure realignment to the challenge created by the current recruitment levels and ensure that the 2030 vision remains central to the University's delivery approach. It was stated that the program is currently tracking as amber which showed traction, although, some areas need further improvement and some key deliverables were in train with outcomes which would become evident in the long term. Notwithstanding this, it was stated that Kent 2030 was still a viable plan for the University having successfully enabled the University to deleverage its banking debts whilst retaining good cash levels. Additionally, it was mentioned that work was still ongoing to improve the University's narrative by updating the marketing materials to reflect the module changes, etc., within set timelines.

On general programme risks, Council was informed that the risks remained consistent with previous reports and contribute toward the University Risk Objective. Also, that each project and workstream holds a local risk register, in line with the University programme management framework.

On KPIs, it was stated that student experience (NSS), progression and continuation and graduate outcomes needed to be improved in order to improve the University's league table position and present a more competitive stance. Kent is aiming for top 30 UK table ranking and top 300 international ranking (2025). Additionally, the priorities for 2024/25 were revisited with emphasis on the delivery of best in class student support, implementation of the WAM changes, Curriculum Management System and the review of marketing opportunities and clear brand proposition both nationally and internationally. Exploration of opportunities in the transnational education sector was also highlighted.

[minutes confidential to Council]

Through discussions, Council **noted** that:

- i. **[minutes confidential to council]**
- ii. **[minutes confidential to Council]** funds generated would be invested in the areas of the University likely to generate the most value, with the approval of Council. **[minutes confidential to council]**
- iii. Some clarification was also provided regarding the treatment of anticipated revenue, noting the use of sensitized targets in order to pre-empt any shocks

occasioned by any government announcements on the sector. However, Undergraduate recruitment performed better than the sensitized target.

- iv. In response to questions around the status of the programme risks, KBS deliverables, ICT recruitment and partnerships to boost employability, it was explained that beyond a year on year analysis, a critical review of different points of the recruitment cycle would be undertaken in coming up with the next marketing plan. Different marketing plans would also be created for difference categories of students, but it was emphasised that creating and launching these would require some funds upfront. Also, it was stated that work was ongoing to build employer networks (especially on KBS) and overall the reporting format would be changed.

Mark Downs exited at 17:07 (having shared his position on all issues/decisions with the Secretariat).

- v. It was noted that with the recent introduction of a CRM, the University will now be able to, for the first time, access and analyse a full cycle of relevant data with which it could make more concrete and strategic plans.
- vi. **[minutes confidential to council]**
- vii. **[minutes confidential to council]**
- viii. **[minutes confidential to council]**
- ix. **[minutes confidential to council]**
- x. **[minutes confidential to council]**
- xi. **[minutes confidential to council]**
- xii. **[minutes confidential to council]**
- xiii. **[minutes confidential to council]**
- xiv. Effort should be made to grow in areas with strong offerings but staff morale will need to be boosted and overall culture improved as this is crucial to getting all hands on deck. Additionally, the TNE market should be further explored as well as global lifelong learning offerings.
- xv. The University should leverage its strengths.

Action: *Paper to be presented to the Programme Board (and subsequently to Council).*

Share Student Demographics slides via Diligent Reading Room

Deep-Dive on Graduate Outcomes and Student Experience (NSS) at the next Council meeting (DVC-SES).

DVC-S&P to provide an overview on the market share target in next report.

Re-based K2030 plan to be presented to Council in due course.

b. Cost and Benefits Tracking for Kent 2030

Council **noted** paper **C2024/008** Cost and Benefits Report outlining the financial and trading summary (including effect of Recruitment, the workstream reports, milestone tracking, the agreed implementation plan format agreed (costs & financial benefit tracking). It was noted that the report had also been shared with the Lenders as part of the monthly reporting pack.

Discussion on this item was taken along with K2030 strategy and KPI report.

c. Recruitment Position and the Financial Implications

The Chief Financial Officer presented and Council discussed paper **C2024/009**. It was noted that following the challenging recruitment round, a projected outcome and plausible downside forecast was undertaken despite the challenge with accuracy considering ongoing registration. The aim was essentially to provide details of scenarios that cover a reasonable range of outcomes, with a view to identifying the recruitment shortfall, cash levels and how that synched with the University's covenant obligations.

[minutes confidential to council]

[minutes confidential to council]

The implications of the recruitment shortfall (on an unmitigated basis) on income, cash, covenants, operations and delivery of Kent 2030 were explained. **[minutes confidential to council]**

Through discussions, Council noted that:

It was important to consider the issue circumspectly especially the possibility of an escalation of the issues given that the environment is constantly shifting. This was being prioritised along with ensuring income maximisation for FY2026 as well as resolution of all underlying issues. **[minutes confidential to council]**

Tom Hyner and Dan Cook exited at 17:50hrs having conveyed their positions on pending issues/decisions to the Council Secretary.

d. Project Updates

i) Council **noted** paper **C2024/010** Project Closure Report.

ii) Council **noted** paper **C2024/011** **[minutes confidential to council]**.

The project structure was briefly explained and it was agreed that an additional briefing note would be shared for the benefit of new members. It was noted that having previously agreed non-binding Heads of Terms, a full business case with financial impact analysis would be presented to an extraordinary meeting of the Finance & Resources Committee to be scheduled in October.

Additionally, a consent request would be made to Lenders and the pension schemes would be notified in compliance with the Pensions Scheme Act 2021 and the USS Debt Monitoring Framework.

Council was then requested to approve and did **approve** the continuation of the project with further approvals to be presented to Council via circulation in the period before the next meeting, without need for delegated authority at this time.

Action: CFO to provide briefing note on the project and if needed, a deep-dive session.

Secretariat to invite all members to the extraordinary meeting of the FRC.

EG to obtain Lenders' Consent.

EG to obtain regulatory approval for extension of returns deadlines.

5872 REPORT OF THE CHIEF FINANCIAL OFFICER

The Chief Financial Officer presented updates on the year-end financial position and Override Agreement.

a. Update on Year-End Financial Position

Council noted paper **C2024/012** 2023/24 Year-End Financial Position (subject to completion of the 2023/24 audit currently underway alongside the drafting of the Annual Review and Financial Statements.).

The cost implications of the extended audit timeline was also noted.

b. Deed of Amendment to the Override Agreement

The Chief Financial Officer presented **C2024/013** Proposal for the Amendment of the Override Agreement (including a draft agreement) for Council approval.

1.1 Council deliberated **[minutes confidential to council]**.

Deliberations

2.1 **[minutes confidential to council]**

2.2 **[minutes confidential to council]**

a) **[minutes confidential to council]**

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b) [minutes confidential to council]

2.3 In addition to a report from the Chief Financial Officer on the subject and confirmation that legal advice had been obtained from Mills and Reeves, Council received and considered the Amendment Agreement (the “**Document**”):

Decision

3.1 After due and careful consideration of the Relevant Documents, and taking into account their duties and obligations as charity trustees pursuant to the Charities Act 2011, their obligations under the Pensions Acts and all other relevant legislation and the University’s constitutional documents and considering the best interests of the University and its stakeholders, Council **agreed to**:

- a) approve the terms of, and transactions contemplated by, the Amendment Agreement, [minutes confidential to council];
- b) [minutes confidential to council] ;
- c) [minutes confidential to council]; and
- d) [minutes confidential to council].

5873 ANY OTHER BUSINESS

The Chair apologised for the meeting overrunning.

5874 DATES OF FUTURE MEETINGS

Council noted the following dates for forthcoming meetings in the academic session 2024/25 holding at the Darwin Boardroom unless otherwise Indicated:

- Tuesday 26 November 2024 (2-5pm)
- Friday 13 December 2024 (2-3:30pm) *on Teams for Accounts & Going Concern status only*
- Thursday 23 January 2025 (Strategy Day; 10am-4pm) at *Darwin Conference Suite*
- Friday 21 March 2025 (2-5pm)
- Friday 16 May 2025 (2-5pm)
- Friday 27 June 2025 (2-5pm)

ITEMS BELOW THE LINE

REPORTS TO APPROVE

The following reports were presented to Council to note or approve.

5875 COUNCIL MEMBERSHIP AND TERMS OF REFERENCE

Council **approved** paper **C2024-014**.

5876 COUNCIL DELEGATION OF AUTHORITY TO THE VICE CHANCELLOR AND PRESIDENT FOR 2024/25

Council **approved** paper **C2024-015**.

REPORTS TO NOTE

The following reports were presented to Council to note.

5877 UPDATES TO COUNCIL VIA READING ROOM OVER SUMMER 2024

Council noted the updates which had been provided during the term break via the reading room.

5878 TRUSTEE'S DUTIES: CONSIDERATION OF REASONABLE PROSPECTS

Throughout the course of the meeting, Council **noted** Paper **C2024/016**. Council members considered their position and obligations as an exempt charity and **agreed** that the approvals granted were in the best interest of the University, its creditors and other stakeholders.

MINUTES AND REPORTS OF COMMITTEES TO NOTE AND/OR TO APPROVE

5879 JOINT COMMITTEE FOR ACADEMIC FREEDOM AND FREEDOM OF EXPRESSION

Council **noted** paper **C2024/017-192** Minutes of the meeting held on 18 September 2024.

5880 MINUTES OF THE NOMINATION COMMITTEE

Council **noted** and **approved** paper **C2024-018** Minutes of the Meeting held on 10 September 2024 and Appendix A, respectively.

5881 Council **noted** the Forward Programme 2024/25, Paper **C2024/019**.

Notes

1. Papers

Copies are available on the Council e-board portal (Diligent Boards) or on request from the Secretary. Approved Minutes and many of the papers are published on the University SharePoint site at <https://livekentac.sharepoint.com/sites/council>.

2. Queries

Any queries should be addressed to Dr Jo Wright, (Secretary to Council), (email: j.wright-2062@kent.ac.uk).