

**Minutes currently confidential to Council**

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

UNIVERSITY OF KENT

**EXTRAORDINARY MEETING OF COUNCIL**

**Minutes of the Extraordinary Meeting held on 8 April 2025  
Meeting Held Online via MS Teams**

**Present:** The Chair of Council, Mark Preston; The Deputy Chair of Council and Chair of Finance & Resources Committee, Andrew Newell; Lay members: Thomas Hyner; Dr Mark Downs; Paul Pugh; Julie Kelly; Victoria Wilson; Graham Razey OBE; Mayuri Lakhani. President Kent Student Union, Lulu Collins; Vice President Postgraduate Experience, Cláudia Moreira; Elected Student Representative, Lewis Sawyer; Deputy Vice Chancellor Education and Student Experience (ESE), Professor Richard Reece; Academic Staff Representatives, Dr Balihar Sanghera, Professor Shujun Li; Professional Services Staff Representatives, Jahanara Ahmed, Dr Daniel Knox.

**In attendance:** Chief Financial Officer, Jane Higham; Financial Sustainability Director, Peter Pentecost; Interim Chief Operating Officer, John Duffy; Acting Director of Commercial Services and Estates, Melissa Browne and Head of Legal, David Emanuel (item 4); Deputy Director of Finance, Aidan Cooley (item 6); Assistant Director (Governance), Sarah Megson; Head of Secretariat, Lanre Folarin; Interim University Secretary and Director of Governance & Assurance, Dr Jo Wright.

**Apologies:** Lay Members: Sarah Dance, Dr Sam Parrett CBE; The Acting Vice-Chancellor and President, Professor Georgina Randsley de Moura; Acting Deputy Vice Chancellor Strategy and Performance (S&P), Professor Claire Peppiatt-Wildman.

**5974 CHAIR'S INTRODUCTION**

- a. The Chair noted apologies and welcomed members.
- b. The Chair reminded members of their fiduciary duty to the University as trustees.
- c. **Disclosure of Interest:** None.
- d. Having discussed with the University's External Audit Partner, the Chair of the Audit Committee explained the need for members to provide additional information regarding related party interests in furtherance of the annual Declaration of Interest. It was stated that the names of related parties were required whether or not there was a potential conflict and this audit requirement was in line with FRS102 standards and necessary to sign-off on the accounts.

**5975 MINUTES**

Council **approved** the minutes of the meeting held on 21 March 2025.

**5976 MATTERS ARISING**

Council **approved** the following papers deferred from 21 March 2025:

- C2024/082 Minutes of the meeting held on 28 February 2025
- C2024/089 Council Communications Protocol
- C2024/094 Recommendations of the Honorary Degrees Committee meeting of 21 February 2025

Regarding C2024/089, it was clarified that calendar invitations could be saved on personal calendars but the use of AI Assistants or other add-ins, particularly during meetings was not permitted. Also, it was mentioned that members would now receive Diligent notifications via their Kent IT accounts but their log-in details would remain unchanged.

*John Duffy, Melissa Browne, David Emanuel joined the meeting.*

**5977 UNIVERSITY PROJECTS**

The Interim COO, Acting Director of Commercial Services and Estates, Head of Legal Services, CFO and Financial Sustainability Director updated Council.

**A. Project**

Council received and noted the full business case for the project, Paper **C2024/115**, along with Appendixes 1-10, on the recommendation of the Finance and Resources Committee.

**1. Documents**

Copies of the following documents were made available in advance of the meeting via the Diligent Board portal:

- Project Business Case
- Appendix 1
- Appendix 2
- Appendix 3
- Appendix 4
- Appendix 5
- Appendix 6
- Appendix 7
- Appendix 8
- Appendix 9
- Appendix 10

**[minutes confidential to Council]**

## 2. Contract Negotiations Update

Council was informed that since the last meeting, **[minutes confidential to Council]**.

Through discussions, Council noted that:

- **[minutes confidential to Council]**

## 3. Decision

After due and careful consideration of the proposal **[minutes confidential to Council]** 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, **it was duly resolved** by Council (with 2 dissents) that:

- a) **[minutes confidential to Council]**;
- b) **[minutes confidential to Council]**;
- c) the execution of the **[minutes confidential to Council]** Agreement on behalf of the University as in **(a) and (b) above be subject to** the approval and sign-off of the University's accounts for the financial year ended 31 July 2024;
- d) In the interim, staff consultations and attendant activities necessary to undertake necessary staff and union consultation and to maintain the integrity of the project timeline be **authorised** to commence.

### B. Project **[minutes confidential to Council]**

Council was informed that the tender period has been extended to 30<sup>th</sup> April and a modest number of bids were expected. Additionally, it was stated that an alternative internal model was being developed in parallel.

*John Duffy, Melissa Browne, David Emanuel exited the meeting at 15:53hrs.*

## 5978 KENT 2030 FORECAST AND REVISED BUDGET

The Financial Sustainability Director and the Chief Financial Officer presented and Council noted Paper **C2024/116** on the recommendation of the Finance and Resources Committee.

**[minutes confidential to Council]**

Through discussion, Council noted that:

- **[minutes confidential to Council]**.
- **[minutes confidential to Council]**.

Council **approved** the Revised Kent 2030 Budget.

*Aidan Cooley joined the meeting at 16:08hrs.*

**5979 UPDATE ON GOING CONCERN AND 2023/24 FINANCIAL STATEMENTS**

The CFO and Deputy Director of Finance presented an update via paper **C2024/117**.

Council was informed that with the renegotiated Deed **[minutes confidential to Council]** the University was able to secure additional cumulative headroom on the 2025/26 covenant thresholds set to monitor the LTM EBITDA performance. Council was informed that with this, the risk of covenant breach in 2025/26 had been sufficiently mitigated, **[minutes confidential to Council]**.

In view of the foregoing, it was stated that a positive Going Concern assessment was being expected and Council would be required to make a decision in this regard once the financial statements are finalised and presented for approval.

Council welcomed the update and through discussions, noted that:

- The projected student recruitment shortfall pertains to home students. However, the numbers for both home and international student have been sensitised. It was also explained that, despite reduced recruitment numbers, there has been a rise in acceptance rates. However, given the new wave of immigration rules, it was pointed out that international student numbers could drop further.
- Research income has also been duly sensitised although it is currently tracking above target, YTD.
- **[minutes confidential to Council]**.

*Aidan Cooley exited the meeting at 16:37hrs.*

**5980 ANY OTHER BUSINESS**

Members were informed that a final draft of the financial statements would be circulated for feedback ahead of the next meeting to ensure that the returns deadline is met.

**ITEMS BELOW THE LINE**

**5981 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 25 April 2025 (*MS Teams; 10:30am-12:00pm*)
- Friday 16 May 2025
- Friday 27 June 2025

**5982 REPORT ON KENT STUDENTS UNION'S HALF-YEARLY ACCOUNTS FOR THE PERIOD FROM 1 AUGUST 2024 TO 31 JANUARY 2025**

Council noted Paper **C2024/118** KSU's Half-Yearly Account as recommended by the Finance and Resources Committee.

**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, (University Secretary), (email: [j.wright-2062@kent.ac.uk](mailto:j.wright-2062@kent.ac.uk)).