

**UNIVERSITY OF WARWICK
COUNCIL**

PUBLIC MINUTES OF THE MEETINGS HELD

**11:00 TUESDAY 11 FEBRUARY 2025 IN ROOM 1.04, THE BEEHIVE, WESTWOOD BUSINESS PARK; AND
09:00 WEDNESDAY 12 FEBRUARY 2025 IN THE COUNCIL CHAMBER, SENATE HOUSE**

Present	David Normington	Chair of Council (Chair)
	Louise Ainsworth	Independent member
	Yewande Akinola	Independent member (from item 078b)
	Muneeba Amjad	Students' Union Vice-President for Education
	Junaid Bajwa	Independent member (for items 074 to 077 and 079b to 083b)
	Bal Claire	Independent member
	Professor Stuart Croft	Vice-Chancellor (all items except 083a and b)
	Professor Emma Flynn	Provost (all items except 083a and b)
	James Furse	Independent member and Chair of the Remuneration Committee
	Kate Holden	Independent member
	Richard Hyde	Independent member
	Professor Nina-Anne Lawrence	Academic member
	Professor Tim Lockley	Academic member
	Professor Mark Newton	Academic member (until item 083b)
	Jayne Nickalls	Vice-Chair of Council and Chair of the Audit and Risk Committee (A&RC)
	Enaya Nihal	President of the Students' Union
	Sam Parr	Professional Services member (until item 073)
	Adrian Penfold	Independent member and Chair of the University Estate and Environment Committee (UEEC)
	Neil Sachdev	Treasurer and Chair of the Finance and General Purposes Committee (FGPC)
	Dr Gavin Schwartz-Leeper	Academic member and Chair of the Academic Freedom Review Committee (AFRC)
Wayne Snow	Independent member	
Attending	Tracey Bell	Brand Manager (for item 084)
	Sophie Black	Assistant Registrar (Governance) (Assistant Secretary)
	Rosie Drinkwater	Group Finance Director (all items except 083a and b)
	Professor Lorenzo Frigerio	Pro-Vice-Chancellor (Education) (all items except 083a and b)
	Katharine Gray	Head of Governance
	Chris Hunt	Commercial Director (all items except 083a and b)
	Parvez Islam	Director of Environmental Sustainability (for item 081)
	Raja Javaid	Chief Information and Transformation Officer (CITO) (all items except 073c to 081, 083a and b)
	Professor Caroline Meyer	Pro-Vice-Chancellor (Research) (all items except 083a and b)
	Sam Roseveare	Director of National and Regional Policy (until item 072)
	Rachel Sandby-Thomas	Registrar (all items except 083a and b)
	Professor Michael Scott	Pro-Vice-Chancellor (International) (all items except 083a and b)
	Kulbir Shergill	Director of Social Inclusion (for item 082)
	Sinead Stroud	Associate Director of Brand Strategy & Campaigns (for item 084)
	Ajay Teli	Chief Communications and Marketing Officer (CCMO) (all items except 083a and b)
	Andrew Thomas	Senior Energy and Carbon Manager (for item 081)
	Dr Chris Twine	Secretary to Council (all items except 083a and b)
	Kate Walewska	Director of Marketing and Student Recruitment (for items 073b and c)

Please note: some items are noted as "Exempt information not included" as they contain information that would be withheld and released to the public because an exemption under the Freedom of Information Act 2000 applies.

Tuesday 11 February 2025 – Strategic Session

Ref	Item
069	<p>Chair’s Welcome and Introduction</p> <p>The Chair welcomed Council members and attendees to the strategic session, including Dr Gavin Schwartz-Leeper as new academic member and Chair of the Academic Freedom Review Committee, and Sam Roseveare (Director of National and Regional Policy) joining for the morning session.</p>
070	<p>Apologies for Absence</p> <p>Apologies were received from Yewande Akinola, Junaid Bajwa and Maya Prabhu.</p>
071	<p>Declarations of Interest</p> <p>No new declarations of interest were made.</p>
Strategic Topics	
072	<p>Political Outlook and Discussion</p> <p>The Director of National and Regional Policy presented slides on the current political outlook, including the ongoing Government spending review, and the Government’s priorities for education in the context of a Higher Education sector and individual institutions facing significant challenges.</p> <p>The Council discussed the outlook and agreed it would be essential to continue working towards Warwick’s ambitions proactively and efficiently, reaching out and engaging with the region, and playing a role in shaping policy conversations where possible. The Council recognised its responsibilities as the governing body of the University to make evidence-based decisions in support of the institutions’ charitable objectives.</p>
073	<p>Securing our Future</p> <p>a) Shared services and partnerships</p> <p>The Chief Information and Transformation Officer presented on the opportunities and projects being developed within the Information and Digital Group to support the implementation of the Digital Strategy, [Exempt information not included].</p> <p>The Council discussed the proposals and supported the planned next steps.</p> <p>b) Academic opportunities</p> <p>The Director of Marketing and Student Recruitment presented an update on student admissions at Warwick, a sector perspective, the University’s recruitment recovery plan over the next 12-18 months and opportunities for longer-term growth.</p> <p>The Provost led a discussion on ways in which the University’s academic community could further enhance financial sustainability and revenue, harnessing Warwick’s “excellence with purpose”.</p> <p>c) Developing our earned income potential</p> <p>The Group Finance Director and Commercial Director presented an overview of the work and legacy of the Earned Income Group (EIG), established at Warwick in the late 1970s and early 80s to help the University fund growth and support academic goals with its own generated income, together with a vision for establishing similar initiatives in the present.</p> <p>The Council discussed and supported the proposal to empower and support all staff to innovate using new and existing resources to drive sustainable improvements.</p>
Wednesday 12 February 2025 – Main Meeting	
074	<p>Chair’s Welcome and Introduction</p> <p>The Chair welcomed members and attendees to the formal meeting of the Council.</p>
075	<p>Apologies for Absence</p> <p>Apologies were received from Sam Parr and Maya Prabhu.</p>

076	<p>Declarations of Interest</p> <p>No new declarations of interest were made.</p>
077	<p>Minutes of the Council meetings held on 20 November 2024</p> <p>The minutes of the meetings held on 20 November 2024 (077- C120225, Confidential) were approved.</p>
078	<p>Matters arising from the Council meetings held on 20 November 2024</p> <p>a) Solicitation and Acceptance of Gifts Policy</p> <p>The Secretary to Council and Chair of the Fundraising Ethics Committee presented the further updated Solicitation and Acceptance of Gifts Policy (078aC120225, Confidential) following discussion of Council members' comments by Fundraising Ethics Committee.</p> <p>DECISION: The Council approved the Solicitation and Acceptance of Gifts Policy, as recommended by the Fundraising Ethics Committee.</p> <p>b) Fundraising Ethics Committee Terms of Reference</p> <p>The Secretary to Council presented the Terms of Reference for Fundraising Ethics Committee (FEC) (078b-C120225, Public), now separated from the Solicitation and Acceptance of Gifts Policy.</p> <p>DECISION: The Council approved the terms of reference of the Fundraising Ethics Committee.</p>
079	<p>Chair's business and actions</p> <p>a) Treasurer Appointment Process Update</p> <p>The Head of Governance Services provided an update on the process for the appointment of a new Treasurer, following Neil Sachdev's appointment to Chair of Council from the end of July 2025. Expressions of interest would be invited from eligible members (i.e. independent members) following the meeting.</p> <p>b) Chair of the Academic Freedom Review Committee</p> <p>The Chair reported that following a nomination process and election among Senate members, Dr Gavin Schwartz-Leeper had been appointed as the new Chair of the Academic Freedom Review Committee from 29 January 2025 for a three-year period. By virtue of the role, the Chair of AFRC was also an academic member of Council.</p> <p>The Chair thanked Professor David Davies for contributions as Chair of AFRC and as a member of Council.</p> <p>c) Chairs actions</p> <p>The Chair presented the report (079c-C120225, Confidential) setting out approvals by Chair's Action since the last meeting of Council.</p> <p>The Council noted the report.</p>
080	<p>Vice-Chancellor's business</p> <p>The Vice-Chancellor presented the report (080-C120225, Confidential), highlighting the following:</p> <ul style="list-style-type: none"> • Council members were invited to a lunch event after the current meeting to celebrate the hard work of colleagues across the University towards recent Ofsted inspection achievements, as previously announced: a "Good" rating for the University's degree apprenticeships provision and "Outstanding" for the Centre for Teacher Education. • The University's 60th Anniversary programme was officially launched on 22 January 2025 by the new Chancellor, Vice-Chancellor and SU President in the Piazza on central campus. • Advocate Bience Gawanas was formally installed as University Chancellor at the degree congregation held on the afternoon of 23 January 2025, followed by a dinner that evening. • The Festival of Innovation and Grassroots Growth Summit was held in Warwick Arts Centre on 27 January 2025, showcasing the region's best innovators. <p>Thanks were extended to Council members who were able to participate in the above events.</p>

Strategic Item	
081	<p>Update on Journey to Net Zero</p> <p>The Director of Environmental Sustainability, Estates and the Senior Energy and Carbon Manager, Estates presented the report (081-C120225, Confidential) and provided a presentation, highlighting the following:</p> <ul style="list-style-type: none"> • Good progress continued towards the aims and targets of the Sustainability Strategy, developed around the three pillars of: reducing energy use; decarbonising sources of energy supply; and enabling a smart integrated energy system. • There had been a 17.5% reduction in Scope 1 emissions in 2023-24 compared to a 2018-19 baseline year despite growth of the University's staff and student population, demonstrating significant progress toward the 2025 interim target of 20%. Renewable electricity contracts continued to be secured enabling most of Scope 2 emissions to be reported as zero carbon. • The current plan prioritised direct reduction of the University's carbon emissions, alongside electrification powered by renewables, with ongoing discussion on offsetting options. • A refresh of the strategy and carbon reduction targets was underway, [Exempt information not included]. • Next steps included the development of design and cost information for all key projects, and testing the affordability of proposed carbon reduction targets. • Significant investments would be required to achieve these carbon reductions and strategic partnership(s) would be crucial to the successful delivery of the strategy. • [Exempt information not included] <p>Members discussed the report and presentation. Next stages in moving towards the strategic targets would involve important decisions, including around financing, offsetting and potentially the targets themselves.</p> <p>The Council welcomed the update and significant progress made to date. Thanks were extended to the presenters for their leadership of this area of work.</p>
Substantive Items I	
082	<p>Social Inclusion Update</p> <p>The Director of Social Inclusion presented the update report (082-C120225, Internal) and the Social Inclusion Annual Report 2024. Key points highlighted in the presentation were:</p> <ul style="list-style-type: none"> • The positive progress made against many of the Social Inclusion Key Performance Indicators (KPIs). Many of the KPIs were reliant on cultural change and transformational changes in systems and processes, therefore progress was slower in some areas. • In line with the sector, degree classification awarding gaps had widened after having narrowed during the pandemic. Work was taking place in each Faculty and with areas making the biggest contribution to awarding gaps to target interventions. • Significant programmes were underway designed to improve structures, systems and culture through proactive intervention helping to drive change, with a focus on strong leadership. • Following the governance review of Social Inclusion (SI) at Warwick, an executive committee had been established to provide oversight, guidance, and direction on matters pertaining to SI strategy, policy, procedure and practice across the University, reporting into the University Executive Board (UEB), Council and Senate on SI KPIs. The review of wider community engagement with SI matters was ongoing, including discussions around the proposed disestablishment of the current Social Inclusion Committee. <p>The Pro-Vice-Chancellor (Education) confirmed that work was already underway to address awarding gaps, seeking to address the issue from all angles, given the complexity of contributing factors. Work on student retention was also in progress, including a review of Personal Tutoring to ensure effective personal support tailored to each student's needs. More information on student SI matters could be brought back to Council.</p> <p>Members discussed the report and presentation, including elements relating to the awarding gap affecting Black students; staff inclusion and diversity and the importance of diverse role models for students and staff; talent</p>

	<p>management and succession in the context of the Connect Programmes; setting, embedding and measuring progress using effective KPIs benchmarked to national and regional figures; the importance of SI activity as part of the Research Excellence Framework.</p> <p>Members acknowledged the effects of changing external factors on the sense of “belonging in wider society” for some members of the Warwick community, and that it would be essential to continue to embed inclusion into the fabric of the University.</p> <p>Thanks were extended to the Director of Social Inclusion for leadership in this area, and the real progress and action reported.</p> <p>ACTION: Update on student Social Inclusion matters, including the Black Awarding Gap, to be brought to the May 2025 Council meeting.</p>
Committee Reports I	
083	<p><i>The Vice-Chancellor and other UEB members (Provost, Pro-Vice-Chancellors, Group Finance Director, Registrar, Commercial Director, Chief Information and Transformation Officer, Chief Communications and Marketing Officer and Secretary to Council) were not in attendance for items 083 a) and b).</i></p> <p>a) Remuneration Committee Annual Report 2023-24</p> <p>The Chair of Remuneration Committee (RemCo) presented the annual report (083a-C120225, Highly Confidential to members) which included, among other, an update on remuneration of the Vice-Chancellor.</p> <p>The Council noted the report.</p> <p>b) Report from Remuneration Committee</p> <p>The Chair of RemCo presented the report from the meeting on 29 October 2024 (083b-C120225, Highly Confidential), with key points as follows:</p> <ul style="list-style-type: none"> • [Exempt information not included] • [Exempt information not included] • [Exempt information not included] <p>The Council noted the report. Thanks were extended to the Chair of RemCo and the Secretary to Council as Secretary to RemCo, for their work and enhancements in onward reporting from the Committee.</p> <p>c) Pay Gap Report for Publication and Actions Update</p> <p>The Provost presented the report (083c-C120225, Confidential).</p> <p>The Council noted the report and expressed concern around the current position. Council and RemCo would continue to receive update reports on this matter.</p>
Substantive Items II	
084	<p>Final Brand Update</p> <p>The Chief Communications and Marketing Officer (CCMO), the Associate Director of Brand Strategy & Campaigns and the Brand Manager introduced the update report (084-C120225, Confidential) and a presentation [Exempt information not included]:</p> <ul style="list-style-type: none"> • [Exempt information not included] • [Exempt information not included] • The next steps for content communication and the content schedule were shared, [Exempt information not included]. • Implementation would be key, with a certain amount of investment required, and content quality fundamentally important. <p>The Council welcomed the presentation and congratulated the CCMO and their team for their work so far, culminating in a distinct outcome. The inclusive approach to the project and prudent budgeting to date was acknowledged. Members noted that implementation should be confident and swiftly executed. Spend would</p>

	need to be carefully optimised at project and department-level, noting the pivotal role and positive impact of the brand in revenue building, by supporting all aspects of marketing and recruitment.
085	<p>Report from the Finance and General Purposes Committee</p> <p>The Chair of FGPC and Treasurer presented the report (085-C120225, Confidential) from the meeting on 28 January 2025. In the context of growing challenges to financial performance, the deliverables produced by Warwick Transformation would be critical.</p> <p>The Council noted the report.</p> <p>DECISION: The Council approved the release of the remainder of the allocation of £28.0m to the Accommodation Capital Programme Board, as part of the University’s Capital plan.</p>
086	<p>Report from the Senate</p> <p>The Vice-Chancellor presented the report (086-C120225, Confidential) from the meeting on 29 January 2025, highlighting the following items:</p> <ul style="list-style-type: none"> • Senate had a strategic discussion on developments in student recruitment and admissions. • There had been a discussion on Social Inclusion governance and an update on the review and consultation around wider community engagement with SI matters. • As part of the Academic Governance Review implementation, a proposal to disestablish Faculty Boards and create Faculty Steering Groups had been approved. • Changes were approved and recommended to Council around the process for appointing Heads of Academic Departments, moving towards more standard practice. <p>The Council noted the report.</p> <p>DECISIONS: The Council:</p> <ol style="list-style-type: none"> 1) Approved the process for appointing Academic Heads of Department (including updated committee reporting lines) and the related amendments to Ordinance 7 (Academic Bodies) with immediate effect (see also item 090a). 2) Approved the amendments to Ordinance 11 (Academic Employment) with immediate effect (see also item 090b).
087	<p>Report from the University Estate and Environment Committee</p> <p>The Chair of UEEC presented the report (087-C120225, Confidential) from the meeting on 28 January 2025.</p> <p>The main item of discussion at UEEC had been an Update on the Journey to Net Zero.</p> <p>The Chair of UEEC acknowledged comments made following report circulation, that the status of the Director of Estates Update should be changed from Green to Amber, given some of the points noted, e.g. closure of student accommodation and the Westwood Cafe. Council was assured that plans were in place to address major risks in relation to the issues. The Westwood User Group chaired by the Pro-Vice-Chancellor (International) was tasked with leading this work and exploring viable options to ensure Westwood remained a liveable, usable and attractive space.</p> <p>The Council noted the report.</p> <p>ACTION: Update status of Director of Estates’ Update item in the UEEC report from Green to Amber.</p> <p>DECISION: The Council approved the revisions to the terms of reference of University Estate and Environment Committee.</p>
Items below this line were for receipt and/or approval, without discussion	
Governance II	
088	<p>Warwick Arts Centre Annual Report and Accounts 2023-24</p> <p><i>This item was not presented to the meeting and subsequently approved by Chair’s Action.</i></p>

089	<p>University of Warwick (Branch Office Singapore) Financial Statements 2023-24</p> <p>The Council received and noted the report (089-C120025, Confidential) without discussion.</p> <p>DECISION: The Council approved the University of Warwick (Branch Office Singapore) accounts and management representation letter for 2023-24.</p>
090	<p>Amendments to Ordinances</p> <p>a) Ordinance 7: Academic Bodies</p> <p>The Council received the report (090a-C120225, Internal) without discussion. Amendments reflected revisions to the process for the appointment of Academic Heads of Department and reporting lines of the Committee on the Appointment of Heads of Department.</p> <p>DECISION: The Council approved the revisions to Ordinance 7 (Academic Bodies) with immediate effect.</p> <p>b) Ordinance 11: Academic Employment</p> <p>The Council received the report (090b-C120225, Internal) without discussion. Amendments reflected updates to the composition of Senate after the Academic Governance Review and the appointment process for, and role of the Chair of the Academic Freedom Review Committee.</p> <p>DECISION: The Council approved the revisions to Ordinance 11 (Academic Employment) with immediate effect.</p>
Committee Reports II	
091	<p>Report from the University Executive Board</p> <p>The Council received and noted the report (091-C120225, Confidential) without discussion.</p>
092	<p>Annual Report from the Art Collection Committee 2023-24</p> <p>The Council received and noted the report (092-C120225, Public) without discussion.</p>
Other	
093	<p>Any other business</p> <p>a) Students' Union 60th Anniversary</p> <p>The President of the Students' Union reported that a celebration event for the SU's 60th Anniversary would be held on Friday 2 May 2025, bringing together alumni from across the years to reconnect, reminisce, and celebrate shared history and memories with the Union. Contributions would be invited for a commemorative yearbook.</p>
Next meeting: Wednesday, 21 May 2025 at 09:00 in the Council Chamber, Senate House	

DECISIONS AND ACTIONS			
ITEM	DECISION/ACTION	LEAD AND DUE DATE	STATUS
2022-23			
16/17 May 2023			
104a - Strategic Key Performance Indicators	ACTION 1: Proposed updates to: Strategic KPI metrics, granular data behind the top-level metrics and supporting narratives to be presented to Council in October 2023.	Raja Javaid, October 2023	Ongoing
	ACTION 2: Relevant Strategic KPIs to be provided as part of substantive item updates when presented to Council.	Chris Twine (Governance team), Raja Javaid (SPA team), Implemented for start of 23/24	On hold, until Strategic KPI refresh complete

2023-24			
6/7 February 2024			
082 - Academic Freedom and Freedom of Speech	ACTION 1: Regular updates to be provided to Council to review how the Policy and Regulation are working in practice (in initial stages of implementation).	Rachel Gower, Rachel ST, timing and frequency tbc	To be scheduled
	ACTION 2: Strategic session to discuss and explore freedom of speech case study examples to be scheduled.	Chris Twine, Council Secretariat, TBC	To be scheduled
21/22 May 2024			
115 - Strategic Key Performance Indicators	ACTION 1: Consider how the presentation of the KPIs could be improved from an accessibility perspective.	Simon Stearn, SPA team, November 2024	In progress
	ACTION 2: Explore the potential drivers and underlying good practice that has resulted in the increased research applications success rate.	Caroline Meyer, R&IS, tbc	In progress
2024-25			
20 November 2024			
046 - 60 th Anniversary Philanthropic Campaign	ACTION: Share philanthropic campaign schedule of action with Council members.	Director of Development, Council secretariat, asap	
12 February 2025			
078a - Solicitation and Acceptance of Gifts Policy	DECISION: The Council approved the Solicitation and Acceptance of Gifts Policy, as recommended by the Fundraising Ethics Committee.		
078b - Fundraising Ethics Committee Terms of Reference	DECISION: The Council approved the terms of reference of the Fundraising Ethics Committee.		
082 - Social Inclusion Update	ACTION: Update on student Social Inclusion matters, including the Black Awarding Gap, to be brought to the May 2025 Council meeting.	Lorenzo Frigerio, Kulbir Shergill, May 2025	Scheduled for May 2025
085 - Report from the Finance and General Purposes Committee	DECISION: The Council approved the release of the remainder of the allocation of £28.0m to the Accommodation Capital Programme Board, as part of the University's Capital plan.		
086 - Report from the Senate	DECISIONS: The Council: <ol style="list-style-type: none"> Approved the process for appointing Academic Heads of Department (including updated committee reporting lines) and the related amendments to Ordinance 7 (Academic Bodies) with immediate effect (see also item 090a). Approved the amendments to Ordinance 11 (Academic Employment) with immediate effect (see also item 090b). 		
087 - Report from the University Estate and Environment Committee	ACTION: Update status of Director of Estates' Update item in the UEEC report from Green to Amber.	Council and UEEC Secretariat	Complete
	DECISION: The Council approved the revisions to the terms of reference of University Estate and Environment Committee.		
089 - University of Warwick (Branch Office Singapore) Financial Statements 2023-24	DECISION: The Council approved the University of Warwick (Branch Office Singapore) accounts and management representation letter for 2023-24.		

090a - Amendments to Ordinance 7: Academic Bodies	DECISION: The Council approved the revisions to Ordinance 7 (Academic Bodies) with immediate effect.
090b - Amendments to Ordinance 11: Academic Employment	DECISION: The Council approved the revisions to Ordinance 11 (Academic Employment) with immediate effect.