



BOARD OF GOVERNORS

Minutes of the meeting held at 1.30pm on Wednesday 2 July 2025

Present:	James Boyes, Professor Sam Broadhead, Professor Patsy Cullen (Chair), Richard Dawson, Beck Grey, James Lord, John Gribbon, Snéha Khilay, Neil Parkinson, Professor John Pymm, Noelle Rumball, David Strachan, Jyot Trivedi, and Professor Simone Wonnacott (Vice-Chancellor).
In attendance:	Sharon Bailey (Pro-Vice-Chancellor Registry and CFO), Jenni Hearnshaw (Secretary to the Vice-Chancellor), Joan Matthews (Clerk to the Board of Governors), Professor Dave Russell (Pro-Vice-Chancellor Education).

		Action
B24/135	Apologies for absence Apologies for absence were received from Nikki Davis, Lisa Green and Reader Mykaell Riley. Governors expressed thanks to Nikki Davis who had tendered her resignation from the Board. As a result, the Board considered and approved the recommendation from the Search and Nominations Committee to reduce the determination of numbers to 16, comprising 11 independent members, 2 student members, 2 staff members and the Vice-Chancellor, with effect from 3 July 2025. On behalf of the Board, the Chair thanked Jyot Trivedi whose term of office as Student Union President would finish at the end of July 2025.	
B24/136	Declarations of interest The standing declarations of interest as circulated were noted. Richard Dawson and Noelle Rumball declared an interest in the item on the reappointment of Committee Chairs.	
	Minutes	
B24/137	Minutes of the meeting held on 21 May 2025 The minutes of the meeting held on 21 May 2025 were approved.	
B24/138	Action plan update and matters arising The Board received the action plan, noting that one action remained outstanding, which was not yet due.	
	CEO's report	
B24/139	Chief Executive's report The Vice-Chancellor presented the CEO's report for July 2025 highlighting key points. Governors congratulated the University on the End of Year shows. The Board received and noted the CEO's report.	
	Academic matters	
B24/140	Academic Board report: May 2025	

	The Vice-Chancellor presented the minutes from the Academic Board meeting held on 14 May 2025, highlighting the key points. Governors discussed the recent Learning, Teaching and Enhancement Conference and the Pro-Vice-Chancellor Education provided further information about the event. The Board of Governors received and noted the Academic Board report for May 2025.	
	Financial matters	
B24/141	Budget 2025/26 and presentation on financial plan 2025-30 The Pro-Vice-Chancellor Registry and CFO presented the budget for 2025/26, setting out the key assumptions and aspects of expenditure behind the budget and 5-year plan. Attention was drawn to the challenges in the external environment and the potential impact of recent policy changes, as well as the financial challenges impacting applicants. CONFIDENTIAL MINUTE In responding to a question, the Pro-Vice-Chancellor Registry and CFO provided further information about the approach to investment products. It was agreed that the marketing and communication approach would be incorporated in a Governor Development Session in the new academic year. Governors noted that an updated budget would be presented to the Board in November prior to submission of the Annual Financial Return (AFR) to the Office for Students. The Board of Governors approved the budget 2025/26 and financial plan for 2025-30.	Vice-Chancellor
B24/142	Tender recommendation: Insurance services The Pro-Vice-Chancellor Registry and CFO presented the tender recommendation for the provision of insurance policies, brokerage and supporting services. The Board of Governors approved the appointment of Assured Partners for the provision of insurance policies, brokerage and supporting services.	
B24/143	Tender recommendation: Other software licences The Pro-Vice-Chancellor Registry and CFO presented the tender recommendation for the provision of other software licences. The Board of Governors approved the appointment of Academia for the provision of other software licences.	
B24/144	Treasury Management Policy The Pro-Vice-Chancellor Registry and CFO presented the updated Treasury Management Policy. The Board of Governors approved the Treasury Management Policy.	
B24/145	TRAC benchmarking report The Pro-Vice-Chancellor Registry and CFO presented the TRAC benchmarking report which was received and noted by the Board.	

	Compliance	
B24/146	Internal Audit Plan 2025/26 The Chair of the Audit Committee presented the Internal Audit Plan highlighting that it had been considered twice by the Audit Committee. The Board of Governors approved the Internal Audit Plan for 2025/26.	
B24/147	Code of Practice on Freedom of Speech and Expression The Vice-Chancellor presented the updated Code of Practice on Freedom of Speech and Expression. It was noted that the Code of Practice had been updated in line with the latest guidance released by the Office for Students in June (OfS). Governors discussed the challenges for universities in balancing the legislation with other legal duties. It was noted that staff had already been briefed on the changes and further staff development would be planned. The Board of Governors approved the Code of Practice on Freedom of Speech and Expression.	
	Governance	
B24/148	Governance report The Clerk presented the Governance report which was noted by the Board.	
B24/149	Board of Governors standing agenda list 2025/26 The Clerk presented the standing agenda item list for 2025/26 which was approved by the Board of Governors.	
B24/150	Review of Standing Orders The Clerk presented the updated standing orders and highlighted the key changes. It was agreed that the Scheme of Delegation would be amended to align with the provision in the standing orders for the Deputy Chair to act in the Chair's absence. The Board of Governors approved the updated standing orders. Snéha Khilay and James Lord left the meeting at this point.	Clerk
B24/151	Annual re-appointment of Committee Chairs Noelle Rumball and Richard Dawson declared an interest and each left the meeting for consideration of their own appointment. The Chair presented the paper on the annual re-appointment of Committee Chairs and it was noted that both Noelle Rumball and Richard Dawson had indicated their willingness to be reappointed. It was agreed to defer consideration of the appointment of the Chair of the Search and Nominations Committee until the next meeting. Following the resignation of Nikki Davis, the Chair reported that there was a vacancy for a Lead Governor Safeguarding and that the Search and Nominations Committee had recommended the appointment of Noelle Rumball to the role. The Board of Governors approved the re-appointment of Noelle Rumball as the Chair of the Audit Committee for a further year until July 2026, and as Lead Governor Safeguarding, and the re-appointment of Richard Dawson as Chair of the Remuneration Committee for a further year until July 2026.	Chair/Clerk

B24/152	Committee minutes: Audit Committee - 21 May 2025 The Chair of the Audit Committee presented the minutes of the Audit Committee meeting held on 21 May 2025 which were received and noted by the Board.	
	Documents/links from outside bodies	
B24/153	Report on Documents/links from outside bodies The Board of Governors received, for information, the report containing links to relevant documents from HE sector bodies and regulatory authorities.	
	Final matters	
B24/154	Any other business There was no other business.	
B24/155	Risk Management There were no new items of risk identified at the meeting.	
B24/156	Date of next meeting: Wednesday 15 October 2025 at 1.30pm.	
	Reserved Matters	
B24/157 - 160	A separate minute is available	
	The meeting closed at 3.20pm.	