

**COUNCIL**  
**Thursday 27 November 2025**

**DRAFT UNCONFIRMED MINUTES**

**Present:**

Lan Tu (Chair)	Professor Adrian Armstrong	Professor Colin Bailey CBE
Gil Baldwin	Ken Batty	Professor Liam Campling
Patricia Gallan QPM	Malcolm Hitching	Isabelle Jenkins
Dr Michaela Macdonald	Maryanne Matthews	Dr Natalie McCloskey
Dr Anthony Phillips	Dr Alix Pryde	Diya Selastin
Melissa Tatton CBE	Peter Thompson	Rob Whiteman CBE

**In attendance:**

Dr Sharon Ellis	Karen Kröger	Dr Nadine Lewycky
Jonathan Morgan	Eshwinder Singh	
For m. 2025.021	Professor Stephanie Marshall	Chris Shelley
For m. 2025.022	Dr Bryony Butland	Professor Kavita Datta
	Professor Andrew Livingston	

**Apologies:**

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**Welcome, apologies and declaration of interests**

2025.017 The Chair welcomed everyone to the meeting and noted the apologies. There were no declarations of interests.

**Chair's update**

2025.018 The Chair said that she was honoured to be starting her appointment as Chair of Council and thanked everyone involved in her induction. Her role was to ensure that the corporate governance is used to help the executive to make the most of emerging opportunities and put the strategy into action. The University was in a strong position, despite the external environment, and was building from a solid base in relation to governance and strategy. The strategy and business model would need to be updated in the coming months to reflect the changes in the external environment. The Chair emphasised Council's fiduciary role and responsibility to help the University to transform and encouraged members to apply their unique skills and experiences to each meeting.

## **President and Principal's Report (QM2025/16)**

2025.019 *Minute 2025.019 is confidential.*

## **QMSU President's report (QM2025/17)**

2025.020 Council **considered** the QMSU President's report. The following points were noted in the discussion:

### ***Autumn elections***

[a] There had been elections for 10 new student representatives and one student trustee. As the autumn elections were smaller than those held in the spring, it presented an opportunity to trial new voting methods, such as in-person polling stations on the larger campuses and online voting for students at other campuses. This approach had helped to raise the profile of the Students' Union and the elections across the student body.

### ***Employability***

[b] This year's employability programme had seen a high number of student registrations. Students who had previously completed a placement year had been recruited to lead some of the skills sessions. The sports employability academy, which ran for the first time in 2024–25, provided professional development opportunities for students in collaboration with local community organisations. Student feedback showed that the activities made a positive difference.

### ***Men's mental health***

[c] The Students' Union had run a programme which encouraged men to talk about mental health while taking part in physical activity. The programme had been successful and contributed to one of the Students' Union's strategic KPIs.

## **Deep dive on student employability (QM2025/18)**

2025.021 *Minute 2025.021 is confidential.*

## **Deep dive on cost recovery in research (QM2025/19)**

2025.022 *Minute 2025.022 is confidential.*

## **Update on Whitechapel Road development site (QM2025/20)**

2025.023 *Minute 2025.023 is confidential.*

## **Minutes and annual report of Audit and Risk Committee (QM2025/21 and QM2025/22)**

2025.024 *Minute 2025.024 is confidential.*

## **Letter of Representation (QM2025/23)**

2025.025 Council **considered** the Letter of Representation to the external auditors. The following points were noted in the discussion:

- [a] The letter was largely standard, giving an indication of the smooth progress of the audit process. The letter had been reviewed and endorsed by the executive and Audit and Risk Committee.
- [b] Council **approved** the Letter of Representation and authorised the Chair of Council to sign it after the meeting.

### **External auditor's annual report (QM2025/24)**

2025.026 Council **considered** the external auditor's annual report. The following points were noted in the discussion:

- [a] The external audit partner said that, since the report had been issued, all matters had been cleared. The audit had gone smoothly and there had been no issues. He said that the finance team at Queen Mary were in the top quartile of clients that he worked with in terms of technical competence and engagement. The Chief Financial Officer said that the relationship with the team at BDO was getting stronger and engagement was good.
- [b] The audit partner also gave Council a summary of the findings from the Gillies report into governance failings at the University of Dundee, where he had led the investigation. The investigation had found significant failings in financial governance by the executive and governors, underpinned by issues in key relationships and an unhealthy board culture. There was a lack of transparency from the executive and a lack of curiosity and challenge from the governors.
- [c] It was expected that the Office for Students would increase its scrutiny of university governance following the failings at the University of Dundee. The white paper on post-16 skills indicated an increased focus on ensuring that executives and governing bodies have the right skills. The Committee of University Chairs was in the process of developing a revised governance code, following which the Office for Students would consider changes to its own regulatory framework. Learning from the experience at the University of Dundee, it was important for Council members at Queen Mary to have confidence in the process of financial scrutiny at Finance and Investment Committee and to have sufficient knowledge to ask questions. Sector-wide training about the financial model of universities was available and would be shared with members after the meeting.

*Action: [c] Chief Financial Officer*

### **Financial Statements (QM2025/25)**

2025.027 Council **considered** the financial statements. The following points were noted in the discussion:

- [a] The financial statements had been prepared on a going concern basis, which had been assessed by modelling a plausible downside and stress test scenario. In both scenarios, the University would breach one of its loan covenants without mitigating actions. Mitigating actions had been modelled that would enable us to meet our covenants and our debts. Measures on pension salary sacrifice announced in the Government's budget had not

been considered, as these were not known at the time of the assessment. The salary sacrifice was estimated to cost the University c.£2.4m but, since it was due to come into effect in April 2029, it fell outside the going concern period. Audit and Risk Committee and Finance and Investment Committee had reviewed the going concern assessment and concluded that the scenarios were sufficiently rigorous to provide a good test of the University's resilience. Council **approved** the going concern assessment in the Financial Statements.

- [b] Council **approved** the 2024–25 Financial Statements for submission to the Office for Students and authorised the Chair of Council and the President and Principal to sign them after the meeting.

### **Internal Auditor's annual report (QM2025/26)**

2025.028 Council **considered** the internal auditor's annual report. The internal audit annual report provided a summary of the control testing that had been done over the year and the recommendations. There were six reports with an amber-green rating and one with a green rating. Over the past few years, the number of reports with positive ratings had increased, demonstrating that the quality of the University's underlying systems was improving. Considering these ratings, the Committee would discuss whether it was a good time to refocus the audit on the operation of controls.

### **Prevent Duty annual monitoring return (QM2025/27)**

2025.029 Council **considered** the Prevent Duty annual monitoring return. The following points were noted in the discussion:

- [a] The return showed that all staff in key Prevent-related roles had undertaken the relevant required training during the reporting period. We had not denied any external speakers a platform and there were a small number of events that had required mitigations to go ahead.
- [b] Council **approved** the Prevent Duty annual monitoring return for submission to the Office for Students and authorised the Chair of Council to sign it after the meeting.
- [c] Council asked whether free speech could be included as a discussion topic on a future agenda.

*Action: [c] University Secretary*

### **Fire, Health and Safety annual report (QM2025/28)**

2025.030 Council **considered** the Fire, Health and Safety annual report. The report provided a summary of the delivery of health and safety policy and operational management of risks in 2024–25. Areas for future work that had been identified in the preparation of the report included improving the readiness of reporting which was linked to the implementation of new ways of working. The executive had identified the need for a greater focus on staff wellbeing in the next report.

## **Minutes of Finance and Investment Committee and update on current financial position (QM2025/29 and QM2025/30)**

2025.031 *Minute 2025.031 is confidential.*

## **Minutes of Senate (QM2025/31)**

2025.032 Council **considered** the minutes of Senate. Senate had a good discussion about the definition of antisemitism, and a follow-up meeting had been organised to take the discussion forward. The Code of Practice for Free Speech had been reviewed by external lawyers and, once their comments had been considered, would come to Council for approval. Senate had discussed the draft Code and endorsed the direction of travel.

## **Policies for approval (QM2025/32)**

2025.033 Council **considered** and **approved** the updated Delegation Framework, Financial Regulations and Investment Policy.

## **Remuneration Committee\* (QM2025/33)**

2025.034 Council **approved** the Remuneration annual report.

## **Committee terms of reference\* (QM2025/34)**

2025.035 Council **approved** the revised terms of reference for Audit and Risk Committee; Governance Committee; and Remuneration Committee.

## **Minutes of the last meeting (QM2025/35)**

2025.036 Council **confirmed** the minutes of the meeting held on 09 October 2025.

## **Matters arising\* (QM2025/36)**

2025.037 Council **noted** the matters arising from the last meeting.

## **Decisions taken and use of the Common Seal since the last meeting\* (QM2025/37)**

2025.038 Council **noted** the decisions taken and the use of the Common Seal since the last meeting.

## **Agenda for the next meeting\* (QM2025/38)**

2025.039 Council **noted** the agenda for the next meeting on 19 March 2026.

## **Council membership**

2025.040 The Vice-Chair of Council noted that Gil Baldwin, Isabelle Jenkins and Peter Thompson were attending their last meetings as members of Council.

[a] Council thanked Gil for his strong contributions at Council meetings and at Finance and Investment Committee, where his professional expertise, insight and questioning had been especially valuable. His contributions had

been vital to getting the necessary assurance doe Council on the Whitechapel land acquisition.

[b] Council thanked Peter and Isabelle for their contributions as Chair of Audit and Risk Committee and Finance and Investment Committee respectively. They were hugely committed critical friends to the University and had brought significant expertise and wise counsel. The Committees they chaired had gone from strength to strength.

**Dates of Meetings 2025–26:**

- Thursday 19 March 2026 at 1600 hours.
- Thursday 14 May / Friday 15 May 2026 – Annual conference including Council meeting.
- Thursday 09 July 2026 at 1600 hours.