

IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

Minutes of Council Meeting

Held at The Stadium, Scale Space on 26 September 2025, at 09.00

Present

Mr. V. Banga (Chair), Professor D. Ashby, Ms. A. Ashley-Smith, Professor Sir L. Borysiewicz, Professor H. Brady (President), Professor N. Brandon, Ms. K. Briggs, Ms. K. Coates, Professor R. Craster, Dr L. Elvidge, Mr. A. Hennah, Mr. N. Henry, Mr. R. Kerse, Mr. D. Khanna, Ms. A. MacIntosh-LaRocque, Dr M. Meaney Haynes, Mr. T. Olanrewaju, Mr. J. Ritblat, Mr. S. Saxena, Mr. J. Seppala, Ms. A. Spring, Professor P. Todd, Professor I. Walmsley (Provost) and Mr. R. Martin (Registrar and University Secretary).

In attendance

Provost and Deputy President-designate, Vice-President (Communications and Strategic Engagement), Associate Provosts (EDI) (Minutes 7 - 11), Chief People Officer (Minutes 7 – 11) and Director of University Governance.

Welcome

1. The Chair welcomed Mr. J. Seppala, Mr. N. Henry, and Ms. A. MacIntosh-LaRocque to their first meeting as members of Council, and he introduced Professor P. Haynes as Provost and Deputy President-designate. Apologies for absence were received from Sir Ron Kalifa, Professor Dame Lynn Gladden and Professor Liz Lightstone.

Minutes and matters arising

2. The Minutes from the meeting held on 11 July 2025 were approved and the action tracker noted, with actions to be addressed during the meeting.

Conflicts of interest with agenda items

3. No conflicts of interest were raised.

NHS Partnership Developments and Risk

4. The President introduced NHS partnership developments and associated risks (Paper 4). The evolving London healthcare ecosystem presented both opportunities and

challenges for education, research, and funding, with a strong Faculty of Medicine essential to maintaining the University's top-tier standing.

5. The Dean of the Faculty of Medicine presented an update on developments and risks relating to NHS partnerships. The presentation provided insight into the complex and evolving healthcare ecosystem across London, highlighting its impact on education, research, funding, and clinical collaboration. Collaboration with NHS partners was vital to the Faculty's success, with close working essential across staffing, funding, and operations. While interdependencies created challenges, particularly around estates, teaching capacity, and clinical academic training, the Faculty remained committed to sustaining its leadership through strong partnerships. The inherited impact of previous mergers and structural changes, including multiple campuses and varied investment levels, compounded current pressures, affecting teaching capacity, student placement, and clinical commitments. The key points were that:
 - a. The Academic Health Science Centre (AHSC) underpinned collaboration between the University, partner hospitals, and research institutes. While originally nationally designated, the AHSC now operated as a locally driven forum supporting alignment in education, research, and innovation.
 - b. Relationships with key partners, including Imperial College Healthcare NHS Trust, the Royal Marsden, and others, required ongoing negotiation due to differing priorities and overlapping clinical and research roles.
 - c. The Faculty's prominent role in healthcare partnerships and innovation networks, some of which bore the University's name, such as the Imperial College Healthcare NHS Trust, presented both operational opportunities and reputational risks, particularly as activities expanded nationally and internationally.
 - d. NHS changes, including leadership restructuring, strikes, and estate redevelopment, had direct implications for University operations. Current estate works, such as the refurbishment of the Commonwealth Building, presented business continuity risks to both teaching and research activities.
 - e. The pipeline of clinical academics continued to decline as more clinicians pursued NHS careers, creating long-term challenges for academic capacity and training.
 - f. Broader systemic shifts, such as the reorganisation of Integrated Care Systems in London, added further uncertainty and required renewed engagement with emerging governance structures.

g. There were opportunities in philanthropy and private healthcare income, as well as a need for a coherent estates strategy to support medical education across multiple campuses.

6. The main points in discussion were that:

- a. Representation on NHS boards and panels was often limited to a single voice, requiring careful engagement and diplomacy to influence decisions, while national and local boundaries for service delivery were often artificially drawn and their leadership unclear. This created uncertainty for long-term planning and partnership engagement.
- b. Sudden mergers and dissolutions of Integrated Care Systems led to jostling for influence among major London institutions, including other higher education providers, creating uncertainty for strategic priorities, resource allocation, and long-term planning.
- c. Operational risks were highly dependent on goodwill and soft power, requiring substantial time and effort from senior leadership to maintain partnerships from a position of limited authority.
- d. Partner trust decisions directly impacted clinical academic staff and the delivery of specialist disciplines. Decisions such as the suspension or termination of honorary or jointly appointed staff, or the withdrawal of trust support for certain disciplines (e.g., dermatology), affected teaching, training, and clinical service delivery, highlighting the Faculty's reliance on partner organisations and the need for careful management of operational and academic risks.
- e. The Council agreed it would be helpful to identify two or three key objectives including potential wins or risks, possible coalitions, and appropriate mechanisms for influence. The Faculty should ensure that its national and international strengths, including an outstanding medical school and robust innovation capacity, were fully leveraged to influence NHS initiatives, education, and research at both domestic and global levels.
- f. Senior staff time was heavily invested in managing complex NHS relationships amid structural uncertainty and ongoing reorganisations. Achieving influence and objectives would rely on placing the right people in key roles, ensuring a clear, focused voice, effective backfilling of responsibilities, and cultivating relationships and goodwill.
- g. Capital funding and infrastructure delivery were constrained by public finances,

requiring consideration of public-private partnerships and a focus on sustaining the clinician-scientist workforce, a key differentiator for the UK system. Strategic opportunities in life sciences and research, leveraging unique demographics and clinical environments, could further strengthen the Faculty's position.

- h. The Audit and Risk Committee would continue to monitor these issues, recognising that externally driven risks could not be mitigated fully but required ongoing oversight and strategic attention.

EDI Annual Report

- 7. The Provost introduced the Associate Provosts (EDI), Dr W. Mitchell and Professor L. Cohen. Strategies developed from previous plans, focused on delivering key aims, had proved highly effective, and the agenda and objectives had provided a powerful framework for EDI, which Imperial had supported well.
- 8. The Associate Provosts presented progress on the EDI strategy launched last year, highlighting key achievements, ongoing challenges, and priorities (Paper 5). Training and outreach activities had included line manager training in conflict resolution to ensure incidents were addressed locally and proactively, but had highlighted challenges in engaging academics, with inclusive workshops primarily attended by professional services staff. While degree-awarding gaps at Imperial were not substantial, work continued to understand and address underlying factors. Gender pay equity was also reviewed, including uniformity in professor salaries and calculation methods. The report emphasised inclusive recruitment practices, highlighting key steps and factors that supported best practice and fairness.
- 9. It was announced that, as of 25 September, all academic Departments held at least Bronze Athena Swan awards, with many holding Silver or Gold, marking significant institutional progress in advancing equality and inclusion across the University.
- 10. In discussion the following points were noted:
 - a. That there had been significant improvements and achievements, particularly in the appointment and recruitment of female and black professorial staff. These reflected the resources dedicated to these commitments and the continued focus on career progression and diversity. The need for sustained retention and development strategies was recognised.
 - b. Black postgraduate taught (PGT) students had been highlighted for further attention, with outreach events held for Black undergraduates as part of the Black Inclusivity Catalyst and Research England processes. Longitudinal data covering around 250

students nationally and internationally had indicated a notable drop in participation at Imperial over the past 2.5 years, with causes and potential actions under review.

- c. Inclusive recruitment remained a priority, alongside broader organisational inclusivity. Job design and talent strategy had been reviewed to ensure equitable progression opportunities. Annual staffing and organisational reports would provide trend data on demographics and overall organisational health.
- d. The initiatives to meet the requirements of the Institutional Race Equality Charter were noted. Some challenges were highlighted, including previous attempts at shadowing schemes for professional services staff, which required further support to realise their potential.

11. Council members acknowledged the significant outreach and awareness work undertaken, noting the quality of these efforts and the resources allocated to support them. Feedback was welcomed, with a shared commitment to continue addressing challenges and driving progress in EDI initiatives. Council also thanked Professor Cohen for her contributions as she completed her term, noting that a successor appointment was underway.

Reports

12. The Chair presented his report (Paper 6.1), including the Chair's action taken on 31 July 2025 following the recommendation from the Property and Finance Committees regarding the disposal of 10 – 15 Prince's Gardens and 58 Prince's Gate, and the appointment of Ms. Helen Newman to the Property Committee. He noted the written resolution regarding the appointment of Professor Peter Haynes as Provost and Deputy President, and the special resolution to amend the Charter and Statutes to remove the requirement to maintain Court. These had been passed on 19 and 27 July respectively.

Resolved:

- a. That Mrs Katherine Coates be appointed as Senior Independent Member with immediate effect;
- b. That the Remuneration Committee Terms of Reference (Council Regulation 4.4) be amended to allow the Senior Independent Member to chair the Committee as follows: "Deputy Chair of Council or any Council Member as determined by Council";
- c. That, in accordance with the amended Terms of Reference, Mrs Katherine Coates be appointed Chair of the Remuneration Committee with immediate effect;

- d. That Mr. Tunde Olanrewaju be appointed as a member of the Audit and Risk Committee, with immediate effect;
- e. That authority to make one additional appointment to the Audit and Risk Committee be delegated on this occasion to the Nominations Committee, in liaison with the Registrar and University Secretary and the Chair of the Audit and Risk Committee. Any such appointment would be reported to the next Council meeting.

13. The President presented his report (Paper 6.2). He provided an update on visits to New York and Boston, timed to coincide with the United Nations General Assembly and Climate Week. Imperial was among the few universities engaging with the UN's Economic and Social Council, developing partnerships with UN agencies through the Global Development Hub and Global Hubs network. The University's expertise and policy-relevant research continued to inform UN initiatives, enhancing impact and reputation. This year's focus on non-communicable diseases aligned with Imperial's research strengths. The programme included meetings with the World Economic Forum and major philanthropic partners, including the Gates Foundation, alongside strong alumni engagement. The UK Government also announced matched-funding for a new innovation centre during the visit.

14. The President reflected that Imperial is one of a handful of universities with Consultative Status at the UN's Economic and Social Council, and there was demand from international bodies such as the UN and World Health Organisation for trusted global partners. The visit coincided with the UK Government's announcement of joint funding with the World Economic Forum to establish a Centre for AI-driven Innovation at Imperial.

15. Turning to internal matters, the President reflected on the recent University Management Board residential, which had focused on strategic priorities for the coming year. Key themes included accelerating strategy implementation, adopting a more proactive approach to pitching major research and innovation programmes, and further diversifying the student body. There had been positive discussions on operational priorities, including the seamless implementation of the new Enterprise Resource Planning (ERP) system and the ongoing development of the People plan. Financial performance remained strong, with continued focus on sustaining margins and contributing to national discussions regarding the international student levy.

16. Finally, the President welcomed the start of the new academic year, noting the energy and enthusiasm across the community and the positive partnership between the

University and the Students' Union during welcome activities.

17. The Provost presented his report (Paper 6.3). Noting that this would be his final report before stepping down from the role, he offered a reflection on his tenure. highlighting Imperial's continuing stability and success in research and education. Looking ahead, 2026 would mark the 175th anniversary of the Great Exhibition, providing an opportunity to reimagine the relationship between science, arts, and industry in the 21st century, including through initiatives such as the "AI²" and collaboration with Albertopolis partners.
18. Internationally, Imperial would benefit from the UK Government's Global Talent Fund, which had supported several new appointments, all four of which originated from the US. The Provost also highlighted Imperial's role in hosting the NATO DIANA Centre at the I-HUB, attracting US venture capital interest in UK research and innovation.
19. Reflecting on the past seven years, the Provost noted Imperial's transformation into a more data-driven organisation and its significant growth in academic recruitment, with appointments up 45% since 2018. The proportion of female professors had risen from 16% to over 21%, supported by the Provost's Visiting Professorship scheme that enhanced diversity and visibility across the community. Student demand remained exceptionally strong, with applications increasing from 190,000 to 240,000 and widening participation now at 25%. Research performance continued to rank among the UK's best, securing around 7% of total UKRI funding, while innovation had expanded with up to 19 spinouts and 45 student start-ups each year. Imperial had maintained its position among the world's top ten universities, rising to second place in the QS rankings, with REF performance, research culture, and student satisfaction all showing marked improvement. Interdisciplinarity had also advanced through the University's groundbreaking Convergence Science initiative, and its innovative digital education, underpinned by continued focus on values, behaviours, and community. He acknowledged the challenges of operating in a volatile global environment but praised Imperial's agility and responsiveness in managing risks sensitively and effectively. He concluded by expressing thanks to Council, past and present Chairs, and the wider community for their support, noting that despite periods of change, the University had emerged stronger and well positioned for the future.
20. The Chief Operating Officer presented his report (Paper 6.4), which provided updates

on the implementation of the Enabling Roadmap. He highlighted that:

- a. The significant team effort across the Imperial community had delivered the strongest financial results in a decade, reflecting the institution's positive trajectory in a challenging operating environment. Inflation continued to exert pressure on wages, construction, and consumables; work was underway to identify efficiencies and deliver operational improvements.
- b. Major transformation initiatives, including the Great Service Programme and ERP implementation, were progressing, with an increasing focus on student systems and digitally enabled change to maintain a stable cost base as academic activity expanded.
- c. The Property team had made strong progress in improving facilities, including new student spaces at Silwood Park and refurbishments at Hammersmith Hospital. Refurbishment of the Great Hall required additional structural strengthening works following the discovery of issues with original beams, leading to likely delay and cost increase.
- d. Cybersecurity remained a critical institutional risk, particularly given shared infrastructure with the NHS. Recent progress included achieving Cyber Essentials accreditation and upgrading access systems. Further work was planned to strengthen controls over remote server access and enhance understanding of data management and security across the University.
- e. The next phase of the Great Service Programme would focus on end-to-end process design, local impact assessments, and training. Given Imperial's devolved management structure, the strength of the organisation, effective co-ordination and change management would be essential to ensure consistent adoption across all areas.

21. In discussion, Imperial College Union (ICU) confirmed its support for the new student spaces and had actively participated in their design, including efforts to increase affordable housing for undergraduates. The disposal of properties in Prince's Gardens, which housed the chaplaincy and prayer rooms, had reduced available space, and the growing demand for diverse faith facilities for students meant this issue needed to remain on the agenda.

22. The new Professional Services Hub in White City and had been well received. It was noted that implementation of the Enabling Roadmap would take more time to deliver, and continued attention was needed to ensure its benefits were realised fully.

23. Concerns were raised regarding delays to the Research Excellence Framework and

proposed work by Research England, noting the potential direct impact on the University. Input and influence on these changes had been sought proactively, with senior panels and chairs engaging to shape outcomes.

24. The President of ICU provided an update on emerging challenges and priorities, including sustainability, cost of living, wellbeing, and community engagement.
 - a. Student engagement remained high, with one of the best election turnouts recorded. Preparations were underway to welcome new students, including a campus-wide showcase of 340 societies and 67 welcome talks across all campuses. In the coming year, efforts would focus on increasing participation in democratic structures and creating spaces for open dialogue, fostering discussion on topics such as sustainability, science, and societal impact.
 - b. Postgraduate engagement had been lower than desired. A co-ordinator had been recruited and community funds established to support postgraduate-led events.
 - c. Initiatives to support the Union's financial sustainability included sponsorships, outsourced partnerships, the implementation of an inclusivity agreement, and tax-efficient revenue-generating activities, all adapted to accommodate rising student numbers.
 - d. Student experience remained a priority for the coming year, with particular focus on supporting term-time work through the planned launch of a temporary employment agency in January, enhancing campus food diversity and affordability, and promoting responsible AI use and equity through dAlsy.
 - e. Plans to support the future student experience were also underway, focusing on study and social spaces, ICU presence across campuses, and housing support for non-first-year undergraduates. Building usage was being reviewed to accommodate rising student numbers, while sustainability initiatives aimed to help student societies reduce their carbon footprint.
25. In discussion, the importance of guidance on responsible AI use for both students and staff was noted. The aim was to support learning without shortcuts, providing personalised guidance through hints and feedback rather than answers, ensuring equitable access to AI tools, maintaining academic integrity, and preparing students for graduate employment. The need for expert professional advice in relation to paid student activities and visa compliance was also noted.

External Auditor Appointment

26. The Chair of the Audit and Risk Committee presented the recommendation for the appointment of the External Auditors (Paper 7). The current contract, held by PwC, would expire at the end of November. Although rotation was not mandatory, it was felt that appointing a new firm would provide a fresh perspective. The Committee acknowledged the potential for disruption, particularly in relation to the Great Service programme, but agreed that extending the current contract would only postpone this. The tender process had been comprehensive, with all bids judged to be competitive.

Resolved:

- a. That Ernst and Young be appointed as Imperial's external auditors, for a period of five years from 1st December 2025, with the option to renew for a further two years, subject to further negotiation on fees.
- b. That subject to satisfactory negotiations, authority to approve the appointment be delegated to the Chair of the Audit and Risk Committee, the Chief Financial Officer, and the Chief Operating Officer.

Freedom of Speech Update and Annual Report

27. The Registrar and University Secretary presented the freedom of speech report (Paper 8). He explained that the Chief Legal Officer had provided the Audit and Risk Committee with a comprehensive walkthrough of the University's approach to freedom of speech and events, informed by the new code of practice and events procedure approved by Council in July 2024. Over the past year, the events procedure had been applied, with all requests approved. It had not yet been used, but a bespoke Freedom of Speech Complaints Procedure had been put in place. Measures were being implemented to actively secure and promote freedom of speech, including training at various levels of detail such as Constructive Dialogue, alongside partnership with the ICU provide for a to discuss contested situations. Areas of debate within the Imperial community had included the situation in the Middle East, trans rights, and gender-critical beliefs. Imperial's policies had been reviewed to ensure alignment with regulatory guidance and expectations. Council were provided with details of two complaints about restriction of free speech, one which pre-dated the complaints procedure and another made informally.

28. In discussion it was noted that permission for an event could not be refused solely on the grounds of reputational concerns and that this would need careful communication to the student and staff body.

29. There was a discussion on the recent OfS Sexual Misconduct Survey, the data for which had been derived from new questions included in the NSS survey for final year undergraduates. The data indicated that 340 Imperial students had responded to the question, with 25% reporting incidents, which was in line with national benchmarks. The University was actively providing support and responding to reports of sexual harassment, with confidential reporting channels and consent training in place

ACTION: The Registrar and University Secretary to schedule a briefing at a future meeting on sexual harassment data, reporting mechanisms, and related support measures.

Committee Reports

30. The Chair of the Audit and Risk Committee summarised the report (Paper 9.1). In addition to the tendering for the external auditor appointment, the Committee noted that while internal audit reports had not identified any high-risk findings, there had been delays in following up on outstanding audit points. An annual review of control effectiveness was scheduled for the next meeting. The Internal Audit function would need to retender at the end of the financial year, with the scope informed by a planned review of the co-sourced internal audit model, to ensure it was effective. Following this, the Audit and Risk Committee had also reviewed its Terms of Reference and overall effectiveness, with particular focus on compliance and whistleblowing processes to strengthen reporting and oversight.

31. The Chair of the Finance Committee presented his report (Paper 9.2). He highlighted priorities for the coming months, including the development of a clear funding plan to address the challenge of financing the ambitious institutional strategy. It was noted that the Academic Building had been confirmed as the top priority, with other academic and strategic initiatives to follow. The Committee would continue to explore funding levers such as margins, asset disposals, philanthropy, and commercial ventures, supported by updated capital planning and sequencing to better assess cash flow and market conditions. Further work would focus on replacing outdated borrowing policies, reviewing headcount, and progressing residential disposals. The importance of clear staff communication regarding margins, workload, and industrial action was emphasised, and it was noted that any surpluses generated from not-for-profit activities would be reinvested to support the University's strategic objectives.

32. The Chair of the Property Committee presented his report (Paper 9.3). While significant progress was being made by the Property team, a substantial amount of work remained. Decision pathways and controls were being strengthened following

the identification of some weaknesses, and integration between the Property and Finance Committees continued to improve. Residential disposals were expected to be discussed by January, while Project Minerva remained under review due to timing and feasibility. Contractor options for the Academic Building had narrowed, and care would be needed to maintain competitive tension. Recruitment of a new Chief Property Officer was underway, alongside a continued focus on sustainability through collaboration with Cambridge and Bidwells.

Governance Effectiveness

33. The Governance Effectiveness report (Paper 10) was noted. The Chair of the Audit and Risk Committee noted that BDO had conducted the review and confirmed compliance with the CUC Code for Audit Committees. Recommendations for enhancements had been noted, many confirming decisions the Committee had already made. The report was included in the Council paper pack for reference.

Any other business

34. The Chair thanked Professor Walmsley for his immense contribution to Imperial as Provost and recorded that his presence and leadership would be greatly missed.

The meeting closed at 12.30, followed by a closed session with the President and Independent Members.