

**Minutes of the Council Meeting
Monday 12 December 2022**

Held 1pm – Medical School, Rooms CRB2 & 3, Chandos Road, Buckingham
and Virtually (via Microsoft Teams)

Present: Ex-Officio Members:

Ms Caitlin Botha	President of the Students' Union
Professor James Tooley	Vice-Chancellor

Independent Members:

Professor Tim Evans	
Sir Francis Habgood	
Mr Nick Hillman	
The Lord Peter Lilley	
Ms Karen Mitchell	
Mr Mark Rushton	
Professor Alan Smithers	
Ms Milly Soames	Acting Chair of Council

Elected members:

Ms Josephine Mbuya	Alumnus Representative
Professor Hongbo Du	Senate
Dr Jaqueline O'Dowd	Senate
Professor Adolfo Paolini	Senate
Mr Callum Roberts	Professional Services

Invitees:

Mr David Cole	Chief Financial Officer
Mr Toby Corbett	Incoming President of the Students' Union
Mr Chris Payne	Registrar & Director of Professional Services
Mr Mark St Qualter	Observer / Incoming Chair of Council
Mr Richard Sykes	Mills & Reeve

Apologies:

Mr Mohammad Syed	Treasurer
Dr Keith Bothongo	Independent Member
Mr Sam Weston	Secretary to Council
Mr Chris Hollis	Independent Member

Minute Taker:

Mrs Maureen Hampson	Governance Secretary
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1. Declarations of Interests and introductions

The Chief Financial Officer (CFO) noted he had been appointed as a Director of Medical Property Management Ltd (MPML) and a Director of Buckingham Business Enterprise (BBE). Both are subsidiaries of the University.

The Registrar and Director of Professional Services noted he had been appointed as a Director of Medical Property Management Ltd (MPML) and was a Trustee of the Employment Benefits Fund.

The Acting Chair of Council welcomed Council's four new trustees: Tim Evans, Francis Habgood, Peter Lilley and Karen Mitchell to their first Council meeting.

The Acting Chair of Council welcomed Toby Corbett, incoming President of the Students' Union, following his successful election in November 2022. It was noted that this was Caitlin Botha's last Council meeting before she would be stepping down from the role on 31 December 2022. Caitlin was thanked for her time and commitment and her many contributions during her tenure.

The Acting Chair welcomed Richard Sykes, Mills & Reeve, who had been invited for a discussion under agenda item 6.

The Acting Chair of Council noted that Mr Mohammad Syed, Treasurer, would step down from Council on 31 December 2022 having served as a trustee since March 2018. The Treasurer chaired his last meeting of the Finance, Estates and Resources Committee (FERC) meeting on 22 November 2022, when he was formally thanked for his hard work and commitment to the work of the Committee, and that of the wider University. A replacement Chair of FERC would be sought early in 2023.

Mr Mark Qualter had also been welcomed to the meeting and now retired from the meeting to allow Council to consider a proposal to appoint him as its new Chair of Council.

(Mark Qualter left the meeting)

2. Appointment of the Chair of Council

Council had been provided with a paper regarding the process initiated, in accordance with the Ordinances of the University, to commence an independent recruitment process to identify a permanent Chair of Council.

The University had appointed executive search firm Nurole to conduct a search process, and representatives of the Nominations, Performance and Remuneration Committee (NPRC) had led the longlisting, shortlisting, and interview process. The position had been advertised via the Nurole website on 8 September 2022 with a closing date for applications set for 29 September 2022.

Five applications had been received in total with three applicants meeting the requirements for the role description, progressing to interview. Interviews were held in person on 21 November 2022. The interview panel consisted of:

Mary Archer (Chancellor), Mark Rushton (Chair of RACC), Nick Hillman (Independent Trustee), Adolfo Paolini (Senate Representative to Council), and Milly Soames (Acting Chair of Council - and chair of the panel).

The panel had unanimously recommended Mr Mark Qualter for appointment as the new Chair of Council.

RESOLVED:

- (a) That the appointment of Mark St John Qualter as trustee and Chair of Council be approved for him to commence in the role from 1 January 2023.
- (b) That Form1A be submitted to the Office Students to notify the regulator of the university's appointment.

(Mark Qualter re-joined the meeting. He was congratulated on his successful appointment as a trustee and as Chair of Council. Mr. Qualter noted his delight at his appointment thanking

the trustees for their support. Although acting as an observer for today's meeting, Mark had had an advance opportunity to read University material and speak to key individuals. He took the opportunity to underline that 2023 would be a critical year for the University to stabilise, and key to this would be the Council working as a unified body, in partnership, developing a strategy for the University which promoted growth, underpinned by a realistic, yet challenging plan.)

3. Minutes of the EGM Council Meetings held 14 September and 20 September and the Council meeting held on 10 October 2022

The EGM Council minutes of the meeting held on 14 September 2022 were approved as an accurate record.

The EGM Council minutes of the meeting held on 20 September 2022 were approved as an accurate record.

The Council minutes of the meeting held on 10 October 2022 were approved as an accurate record.

4. Matters Arising from the EGM Council Meetings held 14 September and 20 September and the Council meeting held 10 October 2022

All matters arising were noted as either completed or in progress.

5. Decisions taken via correspondence

a. **[Redacted]**

b. **[Redacted]**

c. Council had approved motions pursuant to the appointment of the following new Independent Members of Council:

- Professor Tim Evans – 3-year term
- Sir Francis Habgood – initial 1-year term
- The Rt Hon the Lord Lilley – 3-year term
- Mrs Karen Mitchell – initial 1-year term

The Acting Chair of Council referred to the short period of instability that had affected Council due to the recent departure of some trustees and was delighted that the vacant positions had once again been filled.

The Acting Chair of Council had received a note from former trustee, Ms Rachael Shimmin who had passed on her considerable regret at having to depart her role, her enjoyment at getting to know the trustees, and left open the door at a future time to re-join Council. In the meantime, she wished the University every success in its future endeavours.

6. Students

The President of the Students' Union noted several changes to the make-up of the Students' Union Body for 2023. Along with the successful election of Toby Corbett, incoming President of the Students' Union, the Union had also elected two new Vice Presidents, who for 2023, would concentrate their efforts on student activities and the student voice.

The President of the Students' Union reported an awareness of local school students visiting the Tanlaw Mill Restaurant on campus during their lunch periods. This activity could potentially reduce the spaces available for university students. The Vice-Chancellor confirmed that he would arrange to speak with the Executive on this matter and would update the President with more information in due course.

The President's last term of office had been spent prioritising the completion of outstanding projects and providing a handover to the incoming President. The hydroelectric project, alongside the river at Tanlaw Mill, was something that had not yet come to fruition and the President was hopeful that work towards a grant / funding for this would be continued.

Trustees thanked the former President of the Students' Union for all her hard work in 2022, for her commitment to the role, and wished her well with her future plans for 2023 and beyond.

7. [Redacted]

8. The Vice-Chancellor Reports

The Vice-Chancellor thanked the Acting Chair of Council for her energy and commitment in the past few months which had brought an amount of stabilisation and cohesion during what remained a difficult period in the University's history.

The Vice Chancellor referred to the University's often turbulent times over the past few years, having dealt with significant matters that had prevented the University moving forward. The Vice-Chancellor spoke of his renewed optimism that many of the past challenges had either been resolved or were moving towards a satisfactory conclusion. The Vice-Chancellor reported on his ten priorities for 2023, which aimed to bring stability, sustainable finances, increases in donor and investment funding, and raise the profile of the University's 'USP' i.e., its independence for the benefit of its students and staff. Arising from discussion, the following points were noted:

- [Redacted]
- The Vice-Chancellor reported that previous past attempts by the University to raise funds for the Tingewick Road brown-field site had not proved successful. The Vice-Chancellor wanted to explore options that might be available e.g. raising funds for a Science/ Technology Park and/or student accommodation raised through an investment programme. A paper with more detail would come to Council later in 2023.
- The Vice-Chancellor had recently spoken with the incoming Chair of Council regarding the University's unique qualities, small size classes, its proud independence, including adherence to academic freedom / freedom of speech – a university able to demonstrate it was able to 'punch above its weight'.
- The Vice-Chancellor discussed initiatives surrounding affordability / accessibility: with a pilot '*discounted fees*' scheme running in 2023 for certain courses - making them the most affordable on offer in the sector. In 2022, in partnership with another organisation (StepEX), the University piloted the expansion of support to (home) students via a '*repayable bursary*' whereby their commitment was tied to their future earnings. It was hoped to extend this opportunity for September 2023 intakes. The Vice-Chancellor confirmed that he would also like to explore options which might help to close the University's student fee gap.

Council acknowledged the Vice-Chancellor's appraisal of his future ambitions, vision, and the possible opportunities. Council noted that critical to the University's strategy would be the

full support and investment of its stakeholders in assisting with the delivery and shaping the future of the University. Council considered the question of whether there was a shared understanding of what the University strategy would deliver (e.g. establish whether it was formed as a strategic document or a strategic plan) given the importance attached to the need to coalesce behind this broadly. Secondly, ensuring that the basic foundations were in place by providing the right levels of support, capacity, and capability. A further piece of work was required to develop a fuller understanding of how the University would be enabled to deliver on its ambitions.

The Vice-Chancellor apologised that the University's Strategic Plan had not yet reached a finalised position, anticipating that it would be brought to Council once again early in 2023. The document had benefited from input via the University's various Departments and Faculties, and the Executive and Council. The final document would include detail around 'how' and 'when' the vision would be delivered, although the strategy was a live document, on which Council's input would be sought.

9. Crewe

At an Extraordinary Council meeting held jointly with Apollo on 12 September 2022, options were explored for future working. **[Redacted]**

A comprehensive paper which considered the key matters arising from the University's decision had been prepared for this meeting. Council was now asked to consider further decisions connected to the timelines of operations and for the future of the University's Crewe campus.

[Redacted]

Council endorsed the formation of a Steering Group working under authority provided by Council and empowered to take decisions in an agile way. Members discussed a set of principles by which the steering group would consider a range of options in line with the University's aims e.g., meeting objectives whilst maintaining the student experience and supporting staff with transition etc. Terms of Reference for the steering group would be established, mindful of the roles that would need to be played by the Vice-Chancellor / the Executive. Several assumptions would be tested with a set of recommendations being brought before Council at the appropriate time.

RESOLVED:

That the Acting Chair of Council and newly appointed Chair of Council consider the membership and terms of reference for a Crewe Steering Group including the Vice-Chancellor and members of the Executive.

10. Finance

Arising from a discussion of finance matters, the following points were noted:

Audit and Financial Statements for 2020 and 2021:

The CFO reported that:

- the 2020 Financial Statements for Medical Property Management Ltd (MPML) subsidiary of the University, had been submitted to Companies House earlier today.
- a clearance meeting arranged for the 2020 audit of the University of Buckingham Foundation (UoBF), a subsidiary of the University, with a meeting arranged with trustees of the Foundation arranged for 21 December 2022 to consider the audit findings.

- on 9 December 2022, the University's auditors, MacIntyre Hudson, had attended the Risk, Audit and Compliance Committee (RACC). There was optimism that the auditors would complete their fieldwork ahead of the Christmas break with a clearance meeting to be scheduled shortly thereafter.
- **[Redacted]** Resource planning for the University's 2021 audit would take place in early January 2023. The CFO had requested that MacIntyre Hudson be alerted to advising him early should they experience any challenges in regard to capacity or the timescales for the work.

2023 Budget:

The Finance, Estates and Resources Committee (FERC) had met on 22 November and, following in-depth review, were content to recommend the 2023 Budget for Council's approval. The CFO noted that he had since included cash flow projections for the University's banking covenant testing.

RESOLVED:

That the University's 2023 Budget, as recommended by the Finance, Estates and Resources Committee (FERC), be approved.

Finance Function Plan update:

The CFO reported:

- on the objective to improve the University's financial resilience. An understanding of root causes / issues that needed to be addressed would be underpinned by a thorough review and improvements thereon to end-to-end processes. The progress to implement this work had slowed due to competing demands from other areas of finance work.
- that he had commenced the process for recruitment of Finance staff to bolster expertise and resilience in the team noting that this had been an area of challenge in recent years.
- that work to introduce Tools / a new ERP system been deferred until such time as the University reached an improved position in its understanding of its end-to-end processes.
- that it had however become evident that the University needed to integrate much of this work with the IT Strategy / development work. The University would now need to move forward with this matter to ensure the foundations of the database were underpinned by IT requirements such as cyber security / the validation of insurances etc.

10. Significant Matters arising from Council sub-committees

Update from the Chair of the Risk, Audit and Compliance Committee (RACC):

The Chair of RACC noted much of the Committee's work had been reported elsewhere within the Council agenda, with the following points highlighted:

- RACC had reviewed the Executive's update to various elements of the University's Institutional Risk Register and considered the University's 'going concern' summary. An Action Plan arising from the University's recent Student Survey held at Crewe was reviewed. The deliverables arising from this work were due to conclude by 31 March 2023.

- RACC had focused on several priorities whilst continuing to address routine business. A RAG rating mechanism had been introduced for monitoring the progress of decisions / actions arising with the highest priorities **[Redacted]**
- **[Redacted]**

Update from the CFO on behalf of the Chair of Finance, Estates and Resources Committee (FERC):

The CFO reported that the Committee's work had been reported elsewhere within today's Council agenda, and highlighting the following points:

FERC had approved expenditure to address a substandard floor in the Franciscan Building. The report from the Head of Estates had highlighted the University's challenges to invest in maintaining its student accommodation / other areas of estates. The University's Financial Plan would seek to address this which will require financial support through increased diversity of funding opportunities.

The Acting Chair of Council reported on the work of the Nominations, Performance and Remuneration Committee (NPRC):

The Committee had considered the appointment of new Directors to MPML and to BBE, subsidiary companies of the University.

The Chair of NPRC had put forward a number of recommendations for workstreams the committee investigate further and a number of HR matters were considered.

Council noted (electronically held) approvals of new appointments to sub-Committees:

- a. The appointment of Mr Mark Rushton as Interim Chair of RACC, commenced 7 November 2022.
- b. The appointment of Mr Christopher Hollis and Mr Nicholas Hillman as members to RACC commenced 7 November 2022.
- c. The appointment of Mr Keith Bothongo to FERC, commenced 7 November 2022.

Advance notice of an Extraordinary Council meeting for January 2022:

The Acting Chair of Council noted in advance the requirement for an Extraordinary Council meeting in January which would consider for approval the 2020 Financial Statements.

11. Any other business

The Acting Chair of Council reminded trustees of the importance of routinely relying on the use of their university email accounts when conducting university business. Mills & Reeve noted the importance of retaining business documents on the University's servers as opposed to utilising personal or work email addresses for this purpose.

The Vice-Chancellor formally thanked the Acting Chair of Council for her hard work and commitment to the role since July 2022.