



Minutes: Council

Time and date: 13:00 on Monday 27 February 2023

Location: Vinson Building, 1st Floor Room 5 & 6, Hunter Street, Buckingham, MK18 1EG

Present: Mr Mark Qualter (Chair of Council), Dr Keith Bothongo, Mr Toby Corbett (President of the Students' Union), Professor Hongbo Du (Senate Representative) Professor Tim Evans, Sir Francis Habgood, Mr Nick Hillman, Mr Chris Hollis, The Lord Peter Lilley, Ms Josephine Mbuya (Alumnus Representative), Dr Jaqueline O'Dowd (Senate Representative), Professor Adolfo Paolini (Senate Representative), Mr Callum Roberts (Professional Services) Mr Mark Rushton, Professor Alan Smithers, Mrs Milly Soames, Professor James Tooley (Vice-Chancellor)

In attendance: Mr David Cole (Chief Financial Officer), Mrs Maureen Hampson (Governance Secretary), Ms Joanne Harris (Dean of the Faculty of Medicine and Health Sciences), Mr Clive Macintosh (Head of Legal Services), Ms Natalie Maria (Head of Marketing) Mr Chris Payne (Registrar & Director of Professional Services), Ms Alison Sealey (Interim Director of Student Support Services)

Secretary: Mr Sam Weston, Secretary to Council
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8 Apologies for absence

Advance apologies were received from Ms Karen Mitchell.

9 Declarations of interests in respect of items on the agenda

Mr Nick Hillman noted that he worked for the Higher Education Policy Institute (HEPI) which received money from Advance HE (although he does not benefit directly).

10 Minutes of the previous meeting

The Minutes of the Council meeting held on 12 December 2022, including redaction applied for the purposes of publication on the University's website, were approved as a correct record.

11 Matters arising

The three matters arising were noted as completed.

12 Decisions taken via correspondence

The following decisions taken via correspondence were noted:

- Approval for establishment of a review panel to oversee a review of governance documents.
- Establishment of a steering group to work through the issues relating to the university's decision to move to a landlord-tenant relationship with Apollo for the Crewe Campus.

- A decision taken not to appeal the Office for Students (OfS) fine as per advice from the appointed Regulator Actions Panel. The University's Public Relations, consultant, Diana Blamaries, was thanked for her support to the University in presenting and responding to matters externally.

13 Chair's welcome and introduction

The Chair of Council provided a verbal report on the following matters:

- The recent improvements implemented for the secure online access of meeting agendas and papers via a SharePoint platform dedicated to governance were praised as a positive development, alongside the introduction of new standardised reporting templates. Trustees were thanked for their support in adapting to these new processes quickly.
- He had held 1:1 discussions with several trustees and staff as part of his induction with the University. Early feedback from discussions held had highlighted several consistent key themes and a clear sense of passion and commitment for the University. Some of the issues discussed included the following:
 - Although the University had high-levels of quality within teams working across all areas of the University, there was a need to improve cohesion between the Senate, Council, the Executive and the Students' Union.
 - There was a pervading view that the University was 'different' and 'special', and its uniqueness was something that should be leveraged for advantage.
 - It was crucial that the University reached agreement on a comprehensive strategic plan. There had been recognition that some of the legacy issues faced by the University had been because of failures in governance. There was also reference made the improvements required to the University's infrastructure; with many accepting that tough decisions would be required, though there was enthusiasm expressed in regard to the ways in which various stakeholders across the University could work together to contribute toward tackling these challenges.
 - Communication flows between the various stakeholder groups was noted as an area for improvement and included feedback on working to break-down areas of silo working and a desire to enable creative collaborative sharing of information, ideas, and opportunities for the benefit of each Faculty, and the wider University.
- The Chair and the Vice-Chancellor had held detailed discussions on a range of topics. From the Chair's observations, he recognised that because of the University's recent history, there had been a need for trustees to act in an a more 'operational' capacity at times, however, as the University anticipated moving toward a more stabilised position over the next 6-12 months, it was hoped that trustees would be enabled to move toward a more established position whereby they were empowered to seek assurances from management that the operational requirements of the University were being met.
- The Chair reported on plans to split the remit of the current Nominations, Performance and Remuneration Committee (NPRC) into two separate committees. Consideration would be given to the membership of Council sub-committees arising from a skills matrix exercise which would be circulated to trustees following the meeting.

Trustees thanked the Chair for his feedback and for the work he had achieved in a relatively short space of time since taking up his position. Thanks were also passed on to Milly Soames for the support and stability she had provided to Council while acting up as Chair in the time prior to the appointment of the new Chair.

Milly Soames retired from the room for Agenda item 14.

14 Appointment of Vice-Chair

Following a process conducted by the of the Nominations, Performance and Remuneration Committee (NPRC) to appoint a new Vice-Chair of Council, a recommendation had been put forward to trustees to appoint Milly Soames to the position, for a term that would run until January 2026, concurrent with her second term of office as a trustee.

RESOLVED:

That the appointment of Mrs. Milly Soames as Vice-Chair of Council be approved, to commence in the role with immediate effect to January 2026, concurrent with her second term of office as a trustee.

Milly Soames re-joined the meeting.

15 Vice-Chancellor Reports

The Vice-Chancellor reported on the following topics:

The current political climate and landscape

- The Prevent Report and the Freedom of Speech Bill were two topical issues that were pertinent to the University's mission. With the next General Election on the horizon for the end of 2024, and with current predictions that the Labour Party could gain power, the Vice-Chancellor was considering the implications for the Higher Education sector and the University. **[Redacted]**

Events

- The Vice-Chancellor stressed the opportunities open to trustees to visit the University's campuses and engage with staff and students as much as they were able to. Matriculations and graduation ceremonies were emphasised as two such opportunities to do so.

Vice-Chancellor role as an ambassador

- The Vice-Chancellor had made several recent trips overseas to attend engagements as an ambassador for the University. He welcomed feedback from trustees regarding any aspects of his attendances at these events and any ideas for other events at which the interests of the University could be promoted.

Transformation and enabling strategy

- Preparation was underway in regard to the joint Senate, Council and Executive Strategic Away Days to be held in early May 2023. The event would inform the University's strategy and include consideration of guiding principles with which the University would operate. Note: *this item is discussed in more detail under Minute number 17, further below.*

RESOLVED:

That the Vice-Chancellors update be noted.

16 Trustee updates

President of the Students' Union

Trustees considered a written report of the President of the Students' Union. Arising from a discussion, the following points were noted:

- The President of the Students' Union was supported by two other sabbatical positions: the Vice-President of the Student Voice (a new role) and the Vice-President of Student Activities. Their focus was to improve lines of communication for and with students.
- There was a request for further clarity on what was meant by the 'Student Voice', noting that Freedom of Speech was embedded within the curriculum, and whether from the student perspective, this meaning might relate more to class contribution / participation. The President of the Students' Union reported that, in terms of the Student Academic Representatives, these positions were elected annually from among students who were passionate about learning, (managed by the Vice-President of the Student Voice via the Student Council) and suggested that feedback on this topic could be sought via this forum.
- The President asked that trustees consider filling the vacant 'Nominated Student Representative Position' on Council by inviting the Vice-President of the Student Voice to attend future Council meetings as the nominated student. The Secretary to Council confirmed that this matter was being given consideration as part of an ongoing governance review alongside wider considerations in regard to the size and membership requirements of Council.

The Chair of the Risk, Audit and Compliance Committee (RACC)

- RACC was acutely aware of the requirement to support the Chief Financial Officer in securing additional expertise in the Finance team.
- Following the auditors 2021 Audit Findings Report, every effort would be made to ensure these were implemented speedily once the CFO had in place additional staff resource to support the work.
- RACC had prioritised the reinvigoration of an Internal Audit Function and would be exploring options at its March meeting. A procurement exercise would follow swiftly with an aim to have the internal function in place from April/May.

The Chair of the Finance, Estates and Resources Committee (FERC)

- FERC had re-considered its Terms of Reference, noting that it would be necessary to revise them to make its role and responsibilities clearer. This work would be incorporated as part of the governance review currently that was underway, led by the Secretary to Council.
- FERC had also considered:
 - the need for an institutional Strategy to enable key functions such as IT, Estates and Finance too have a clearly defined strategic direction. The matters reported to the committee regarding Estates and IT had highlighted the urgent need for investment in both areas.
 - the auditors' 2021 Audit Findings Report and would scrutinise any financial aspects that emerged from the work to address its findings, in conjunction with RACC.
 - the accounting aspects of the 2021 audit.
 - a reserves policy for the University.
 - the University's 2022 Management Accounts highlighting the issues and benefits for devolved / verses centralised budgets.

The Chair of the Crewe Steering Group:

- **[Redacted]**
- A number of important decisions would need to be taken in regard to Crewe and it was possible that Council would need to meet to consider recommendations as they emerged.
- The Vice-Chancellor thanked the Steering Group for its hard work and commitment in moving these important matters forward expeditiously.

Update from the Elected Professional Services Representative (PSR)

Trustees had considered the written report of the Professional Services Representative to Council on which feedback was welcomed. Arising from a discussion, the following points were noted:

- Updates provided from the Executive on its meetings was felt to be positive development.
- There was a wish on the part of some staff to see the implementation of a Reward and Recognition Programme, and confirmation of the departmental budgets for 2023. The lack of an institutional Strategy and the absence of a University fundraising team were noted as ongoing concerns.
- Trustees noted that many of the points raised by the report were being addressed. It was felt to be useful in future for Council to receive feedback as to ways in which trustees could contribute toward addressing the issues highlighted.
- The Vice-Chancellor agreed that many of the areas covered by the report were operational points already being discussed at Executive level. The Registrar further noted that there was an interface between middle managers and the Executive via the University's Operations Group which had been reinstated in response to a similar paper from 2022.
- The Vice-Chancellor noted the high workload that continued to face the Finance team in terms of bringing the University to a compliant position in regard to filing of its financial statements. Council was acutely aware of the significant pressures placed upon the Finance team and there was acknowledgement that some of the operational improvements would be tackled once the team had in place the staffing and expertise it required.

RESOLVED:

That updates provided be noted.

17 Transformation and Enabling Programme

The Vice-Chancellor had provided trustees with a written report outlining eight of the Vice-Chancellor's 15 priorities for 2023. The first seven aimed to address legacy issues, including under investment in the University over the past five-10 years. In order to address these, the Vice-Chancellor would initiate the creation of a University-wide Transformation and Enabling Programme, bringing together all the various subsidiary projects, with oversight via recruitment of a Programme Manager, and the implementation of a governance and reporting framework. Arising from a discussion, the following points were noted:

- Discussion took place regarding an auditing exercise of the University's many courses and programmes. There was an appreciation that difficult decisions would need to be made in respect to the viability of several courses. Business cases put forward for new courses and

programmes would in future need to be reviewed through the lens of the emerging University strategy.

- An understanding of the University's resources, its priorities, and critically the finances available to achieve various milestones, would be of paramount importance. The joint Council, Senate, and the Executive Away Day meetings scheduled early May 2023 were an opportunity to consider these issues in more detail.
- The proposed Programme Manager would be employed to design and scope the programme of work in its entirety and develop a deep understanding of the constituent work streams that would be required, including prioritisation, governance and reporting lines. Their work would form a framework, with reporting via the Vice-Chancellor into the Executive. The importance of sequencing these matters appropriately was highlighted.
- It would be important to define a clear vision for the University, grounded appropriately in its ambition and based on evidence and data. Buy-in from all stakeholders including academics, professional services teams, and students, would be fundamental to its success.
- The Vice-Chancellor noted that a Head of Fundraising and Advancement would be appointed imminently with the chosen candidate able to commence their role immediately.

RESOLVED:

That the Vice-Chancellor's Transformation and Enabling Programme be endorsed.

18 Faculty of Medicine and Health Sciences

The Dean of the Faculty of Medicine and Health Sciences (FMHS) provided a presentation to trustees regarding the work of the Faculty. Arising from a discussion, the following points were noted:

- The breadth of the work covered by the FMHS was raised and the extent to which it may be able to forge further connections with other health institutions. It was felt that there were opportunities in this area which some trustees may be able to assist with.
- Medical training had been highlighted by national media reports in recent weeks raising the issue of student placements within medical schools. Trustees considered how the University might respond to the expansion of training opportunities and how this might be something that the University could contribute toward.
- Apprenticeship opportunities working in partnership with Health Trusts were highlighted as an opportunity to avoid placement fees and realise the investment through staffing resources in a different way. The Dean reported that this had been previously considered in partnership with Milton Keynes University Hospital, however, for various reasons at that time, the model put forward was not felt to be attractive.
- Trustees explored any internal collaborative opportunities that might exist within the different areas of the University e.g., with the Faculty of Computing and AI. The Dean confirmed that collaboration was evident but that deeper collaboration could be achieved. Work with the Business School (e.g., MBA's and Healthcare courses) was one such area where there had been successes.

Mark Ruston left the meeting.

- Channels in place for student feedback within the Medical School were raised. The Dean reported that the Medical School had more student representatives than the other Faculties and regular meetings between staff and students. The Faculty's regulator, the General Medical

Council (GMC), had commented on the positivity of the engagement made by staff with its students. A student feedback portal was also in place which was responded to regularly, and included a hierarchy system that enabled those requiring immediate response (i.e. on an emergency basis) to be responded to first.

RESOLVED:

That the Dean of the FMHS be thanked for her informative presentation.

19 Marketing: State of Play and Forward View

The Head of Marketing provided a presentation to trustees regarding the work of the Marketing team and a proposed 3–5-year plan. Arising from a discussion the following points were noted:

- The Head of Marketing reported that there were opportunities among trustees to increase the University's profile by sharing news articles and events with interested parties.
- At present, the Marketing team did not have sufficient capacity to deal with internal communications. Their focus was on marketing the University externally as a means of improving student recruitment.
- The potential opportunities for the Vice-Chancellor to engage journalists who might already have a warm affiliation with the University through their past connections or via trustees' own networks was highlighted as an opportunity.

RESOVLED:

That the Head of Marketing be thanked for her informative presentation.

20 Student Support Services

The Director of Student Support Services had provided trustees with an update report on the work of the Student Support Services team.

Arising from discussion the following points were noted:

- The University had Service Level Agreements in place for the different types of Student Support Services with work underway to review these and rationalise their impact.
- The Library Service had reported that students use of the online library platform (Kortext) had declined with observations that the footfall at library locations appeared to have risen, though there was presently no means through which footfall at the Franciscan Library (Buckingham campus) and library services at Gower Street in London could be tracked. The University's library teams remained motivated to look for opportunities to increase engagement.
- There was evidence of good work being achieved in settling new students in at the University, though there were areas highlighted as being in need of improvement. It was evident that staff went above and beyond and were passionate about students' wellbeing.

RESOLVED:

That the Student Support Services report be noted.

21 Registrar's Reports

The Registrar and Director of Professional Services provided update reports on Regulatory Compliance, Academic Compliance, Risk Management, and Admissions. Arising from discussion the following points were noted:

Institutional Risk Register

- The Institutional Risk Register was regularly scrutinised by the Executive and by the Risk, Audit and Compliance Committee (RACC). The presentation of the document had been greatly improved following a series of reviews.

Business Continuity Plan

- Universities UK (UUK) had noted that a business continuity plan was a requirement for the University's accommodation offering and the construction and presentation of this document was being discussed at Executive level.

Student recruitment

- Student numbers were satisfactory overall against targets set for September 2023 and January 2023, with intakes of 1,383 and 617 in September 2022 and January 2023 against targets of 1,467 and 614 respectively. Over the last five years, the University had grown by 28%; however, all of this growth had occurred in the Faculties of Education and Medicine & Health Sciences (which had grown by 80% between them), with the five schools that comprised the Faculties of Business, Humanities & Social Sciences and Computing, Law and Psychology shrinking by 12%. There were a range of factors to consider including the attractiveness of the University's offering to growth markets (previously 21+, now reverting to 18-year-olds); the marketability of the campus' facilities and accommodation; declining league table performance and the fee gap.

RESOLVED:

That the Registrar's report be noted.

22 Finance Reports

The Chief Financial Officer (CFO) provided update reports on the University's 2021 Audit and an update on the University's current financial position. Arising from discussion the following points were noted:

2021 Financial Statements and Audit

- The auditors had commenced their audit in preparation for reporting of the 2021 Financial Statements. An extraordinary Council meeting was scheduled for 27 March 2023 to consider the statements for approval, which would follow a RACC meeting earlier in the morning. At the end of March 2023, the University would once more be compliant with its regulators. The next compliance deadline facing the University would then be submission of its audited financial statements for 2022 by the end of May 2023.

The University of Buckingham Foundation (UoBF) and Medical Management Property Ltd (MPML)

- The UoBF 2021 Financial Statements had been approved at its Board meeting held earlier in the day. The 2021 Financial Statements for MPML were also due for approval very soon. Both subsidiaries would then be fully compliant with their regulators.

Banking Covenants

- The University remained in close contact with its Bankers, NatWest, and there were no concerns regarding its banking mandates.

RESOLVED:

That the Chief Financial Officer's report be noted.

23 Governance Effectiveness Review

Following the University's decision to conduct a review of its governance and the effectiveness of its operations, a matter considered as a high priority of the University, the Secretary to Council had provided a report outlining the process that had been undertaken. Arising from discussion the following points were noted:

- Following a scoping exercise of the University's current governance provision, three external organisations with the requisite skills for conducting a comprehensive review were contacted seeking a quotation. Arising from this exercise, the Halpin Partnership Ltd. had been identified as the preferred option.
- Subject to Council approval, Halpin would commence their review in early March 2023 for a period of several months, after which a final report would be provided to Council with recommendations for improvement. To ensure the costs did not rise unexpectedly, it would be important to seek assurances around a cap of expenses costs at a reasonable level.
- Expressions of interest were sought for members to join a steering group to guide the review and consider for factual accuracy the first draft of the review report. The Secretary of Council would lead this activity and Council members were asked to contact the Secretary via email following the meeting should they wish to join the steering group.

RESOLVED:

That the Halpin Partnership Ltd. be approved to conduct the University's governance effectiveness review.

24 Dates of next meetings

- Thursday 4 & Friday 5 May 2023: Two Day Conference: Council, Senate and Executive. At the DoubleTree Hilton Hotel, Milton Keynes Stadium, Bletchley, Milton Keynes.
- Monday 22 May 2023 – 1pm (Teams /campus)
- Friday 26 May 2023 – 5pm (Extraordinary meeting)
- Monday 17 July 2023 – 12 noon (Crewe)
- Monday 16 October 2023 – 1pm (Teams/campus)
- Monday 11 December 2023 – 1pm (Teams/Campus)

25 Any other business

There was no other business.