



Minutes: Council

Time and date: 13:00 on Monday 22 May 2023

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

Present: Mr Mark Qualter (Chair of Council), Mr Toby Corbett (President of the Students' Union), 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, Professor James Tooley (Vice-Chancellor)

In attendance: Professor Deba Bardhan-Correia (Dean of the Faculty of Business, Humanities and Social Sciences), Mr David Cole (Chief Financial Officer), Mrs Maureen Hampson (Governance Secretary), Ms Kea Horvers, Halpin Partnership, Mr Clive Macintosh (Head of Legal Services), 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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36 Apologies for absence

Apologies were received from Dr Keith Bothongo, Mr Hongbo Du, and Mrs Milly Soames.

37 Declarations of interests in respect of items on the agenda

There were no new declarations.

38 Minutes of previous meetings

- (a) The Minutes of the Extraordinary Council meeting held on 25 January 2023 were approved as a correct record.
- (b) The Minutes of the Council meeting held on 27 February 2023 including redaction applied for the purposes of publication on the University's website, were approved as a correct record, subject to correction of one minor typo (notified) and inclusion of a further minute that took account of a point that arose regarding the Marketing team not having sufficient capacity to deal with internal communications as a result of their focus on marketing the University externally as a means of improving student recruitment.
- (c) The Minutes of the Extraordinary Council meeting held on 27 March 2023 including redaction applied for the purposes of publication on the University's website, were approved as a correct record.
- (d) The Minutes of the Extraordinary Council meeting held on 21 April 2023 including redaction applied for the purposes of publication on the University's website, were approved as a correct record.

39 Matters arising

There were no matters arising.

40 Chair's welcome and introduction

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

Ms Kea Horvers, Halpin Partnership, was welcomed as an observer to the meeting. Ms Horvers' attendance would form part of Halpin's review of governance effectiveness, being undertaken on behalf of the University.

The Chair of Council thanked trustees for their continued support through their attendance at three extraordinary Council meetings that had been convened since January 2023 as a result of the need to respond to time critical strategic business matters.

41 Vice-Chancellor's update

The Vice-Chancellor provided a verbal report updating trustees on the following areas of activity:

University regulators

- Following the filing of the University's 2021 Financial Statements on 31 March 2023 and with the University's 2022 financial audit due to conclude shortly, there was confidence that the 2022 Financial Statements would be approved in time for the University's deadline with regulators of 31 May 2023.

Freedom of Speech Policy

- In light of Royal Assent being granted to the Higher Education Freedom of Speech Act on 11 May 2023, the University would be legally required to put in place a Freedom of Speech Policy. Because the University had previously taken the stance that a policy was not required (in a spirit of fully embracing free speech), a working group had been formed to progress this work.

Government changes to international student visas

- The University was monitoring the potential impact in respect of changes announced by Government whereby international students would not be permitted to bring dependents with them whilst studying in the UK (unless they studied postgraduate research courses). International students were valued for the contribution they made to the life of the University, the enrichment they brought to the life of Home students, and also in the added value they brought to the local economy. The University would adhere with government requirements concerning visas whilst not discriminating against any individual who wished to study at the University legally, in the interests of continuing to attract and welcome as many international students as possible. In developing the University's future strategy, this matter would be considered, and a view formed.

Student applications

- Student applications for September 2023 were up 10% on 2022 figures and 9% on figures for 2020. Acceptances were up 15% for September 2023 (against 15% reported for 2022, and 32% reported for 2020). Reporting excluded figures for Crewe due to the ongoing re-

negotiations. Figures for 2021 had not been included due to the instability caused by the global pandemic.

Fundraising

- The ability to fundraise had been a challenging environment for the University as a result of both legacy governance and compliance issues experienced over the past few years, however, with the University having achieved compliance in respect of its financial statements, this situation had now improved significantly. The Vice-Chancellor had held meetings with several potential donors in more recent times, and with a new Director of Fundraising in post since March 2023, there was optimism that a range of fundraising opportunities would be developed.

Joint Senate, Council, Executive Away Days – May 2023

- The joint conference had proven to be two very productive days providing each of the groups with the opportunity to meet in a collaborative environment and discuss a range of important topics relevant to the future direction of the University.

RESOLVED:

The Vice-Chancellor's update be noted.

42 Trustee updates

President of the Students' Union

Trustees considered a written report of the President of the Students' Union which highlighted five priorities from the SU Strategic Plan (2019 – 2023). Arising from a discussion, the following points were noted:

Financial control and responsibility

- Hand-written ledgers had been discontinued in favour of a move to the use of digitalised templates. The SU had considered options for increasing its financial autonomy, with the possibility of producing their own Financial Statements. The Chief Financial Officer (CFO) noted the importance of synergies and efficiencies with that of the wider University, recommending that he and the Finance Department were engaged in any future developments on this issue.

Social spaces and facilities

- The completed renovations to the Tanlaw Mill Refectory, the SU Bar, and SU working areas, had noticeably enhanced the student experience by providing improved socialising opportunities.

Student leader training

- The three appointed sabbatical officers had undertaken a comprehensive schedule of induction training during January 2023 which had proved both valuable and informative to the work carried out by their roles. An importance had been placed on these positions remaining as full-time roles in order to be able to achieve the Union's objectives.

Town and Gown relations / other projects

- The SU had been engaged with offering a wide range of local and community events / activities. A small sample of these included a successful comedy night held at Tanlaw Mill and (in conjunction with the Town Council), a 'Masters Students only' event would be held at the Buckingham Old Gaol (in the town centre) as part of a series of other postgraduate-specific events. A successful collaboration between an SU staff member and the local community had led to an art exhibition / auction, helping to raise funds for the recent earthquake appeal for Turkey and Syria.

Students' Union future strategy 2024 onwards

- The aims would include continued collaboration with the local community / Town and Gown.
- Building on the integration and engagement with students studying away from campus. In particular, integration with the Crewe campus where the Students' Union had established an office, with a full-time Co-ordinator and part-time elected officer / student officer, working hard to build a unified culture.

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

- The committee's next meeting scheduled for 26 May 2023, would consider MacIntyre Hudson's (MHA), the University's Auditors, Audit Findings Report for 2022. Any recommendations, which would be combined with recommendations from MAH's earlier Audit Findings Reports from 2019 onwards, forming an overall plan of action, which the Executive would then take forward in early June 2023.
- The committee had reaffirmed its support to the Finance team to ensure the department was properly resourced and equipped ably.
- On 4 April 2023, the committee had held an extraordinary meeting to consider a donation from the Legatum Foundation, which was approved.
- On 26 April 2023, the committee had corresponded electronically which led to the approval of KCG Audit Limited as the University's Internal Auditors. A copy of the paper the committee considered was included on the Council SharePoint site by way of background.

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

- At their meeting held on 18 May 2023, the committee had considered MHA's Audit Findings Report and had recommended that the arising action plan be colour coded to differentiate and easily track actions that fell within the remit of the committees and the Foundation.
- The committee had considered the University's plans for the draft Office for Students (OfS) Return which had highlighted a requirement for staff to produce three-year financial plans. This move would mean that future OfS returns would become easier to compile.
- The committee considered its approach to oversight of the University's collaborations work and income generation, which would be reported on an annual basis.
- The committee had approved the University's Accommodation charges and Tuition Fees for 2024 – 2025.

The Chair of the Crewe Steering Group

- The steering group continued to meet on a fortnightly basis.
- Following Council's recent agreement to the extension of the Booth Hall underlease and signing of the amended Rent Guarantee Deed at the Crewe Campus, work with drawing up the necessary contracts was being progressed with lawyers. The potential impacts of the proposed Landlord-tenant relationship, and the potential future consolidation of the Medical School on the Buckingham campus were being considered.

Update from the Elected Professional Services Representative (PSR)

The Professional Services Representative provided a report to Council, based on opinions and feedback received from various staff, noting that some of the views may not necessarily represent his own personal view. Arising from discussion, the following was noted:

- A request was made to consider increasing the Professional Services representation on Council in the interests of widening the breadth of representation across different areas of professional services and achieving parity with Council's elected academic staff representation. Were Council to be in agreement with any changes in this regard, amendments would need to be made to the University's Statutes and Ordinances, the former of which would necessitate a Privy Council approval process. It was agreed it would be prudent to defer this matter until the outcomes from the Halpin Partnership review of governance effectiveness as the report was likely to provide some thoughts about Council's size and make-up.
- In response to reports from staff who would welcome an increase to internal communications from the University, the Vice-Chancellor reported that the Executive had approved a new Staff Gateway Portal, accessible via SharePoint which would replace the existing staff intranet platform. The new platform was considered to be a significant step forward in improving internal communication and information flows.
- Professional Services staff were interested in the work of Council and would welcome an increase in trustee visibility on campus. University events such as Town Hall meetings and Graduation and Matriculation ceremonies presented an opportunity for trustees to engage with the University outside of governance meetings. The Secretary to Council indicated that he would be happy to consider any further events which were felt to benefit from trustee engagement.

Elected Senate representatives

Referencing the Senate Minutes, the Senate Representatives highlighted the following areas of recent activity:

- Interesting ideas had been shared by Senate regarding the engagement of external examiners connected to the selection, appointment, and induction process.
- As part of the OfS Annual Monitoring Return process, each faculty had undertaken its own review, equipping the University in advance preparation for any monitoring / audit condition requirements.
- Senate had considered a new policy regarding student engagement and attainment which remained a work in progress.

RESOLVED:

That the updates provided be noted.

43 Council, Senate, Executive Strategic Away Days - 4 and 5 May 2023

The Secretary to Council provided a presentation to trustees regarding the key emerging themes arising from the joint two-day conference held in May, the slides for which would be published on the Council SharePoint site.

- it was intended that a further joint session would be held in late July 2023 and would follow further engagement with staff. Council approval to the headline strategy and guiding principles would be sought.
- From September onwards, work would begin to deliver detailed co-ordinated university-wide plans, with objectives, KPIs/KPTs and business cases to support these, where appropriate. This work would be framed within an easily understood reporting structure to be used as a progress / monitoring tool at Council and Executive meetings.
- Discussion was held regarding the merits of holding periodical 'tactical' Away Day meetings that could help to support cross-fertilisation of expertise and opportunities between the faculties for deeper collaboration and information sharing, ultimately helping to improve the University's positioning / outlook. The Chair noted that as part of the natural strategy cycle, an annual timetable would be developed where different forums / sessions could be planned throughout the year to support this engagement.

RESOLVED:

That the presentation of outcomes from the Away Days and the proposed timetable for approval of the headline strategy and guiding principles be noted.

44 Faculty of Business, Humanities and Social Sciences Presentation

The Dean of the Faculty of Business, Humanities and Social Sciences, provided a presentation to trustees regarding the work of the Faculty. Arising from a discussion, the following points were noted:

- An attractive feature of the University for some students was the opportunity to study unusual module combinations. Though the value of this to students was recognised, it was not always financially viable for the University. As a result of varying student numbers on some modules, this issue would benefit from further consideration. The University's future focus would be to ensure that modules were delivered with a minimum of approximately 10 students, in order to ensure cost recovery.
- The Centre for Foundation Studies had combined with the faculty as part of the Change Management Plan in 2020 because it had required an academic home and to help equalise administrative needs at the time.
- The Faculty's student numbers were growing and benefited from industry connections in Intelligence Studies. Opportunities for apprenticeship provision in policing / MBA Senior Leaders in Policing opportunities were also being explored. It was noted that a sizable number of students with political ambition were also choosing to study with the University.

RESOLVED:

That the Dean of Business, Humanities and Social Sciences be thanked for her informative presentation.

45 Institutional Risk Register

University of Buckingham Risk Register

The Registrar provided reporting of the University's Risk Registers, with the following points noted:

- RACC had reviewed the University's Risk Registers on a quarterly basis with a full report received to Council on an annual basis. Since September 2022 onwards, and owing to the University's various regulatory and compliance issues, the Executive had been considering monthly updates of the register, however, since the progress achieved on these issues since that time, the University's risk profile had improved significantly and would return to a quarterly review timetable.
- IT infrastructure and data compliance both remained areas of high risk, with the relevant risk mitigation put in place. A Data Governance Group and an IT Steering Group was in place, along with a Registrar's Group, where work on several matters associated with these risks was being progressed.

Crewe Risk Register and Safeguarding Action Plan

- The University had no concerns in the execution of its Safeguarding practices, with structures in place to deal with complex cases / issues as and when they arose. A safeguarding action plan had been produced which would improve monitoring arrangements.

Crewe Student Action Plan

- The action plan was on track and was being monitored accordingly.

Risk appetite

- A question was raised regarding the University's risk appetite and how risk was defined across the University. The Registrar reported that this level of detailed work had yet to be taken forward. Now, that a number of pressing priorities around the University's compliance had since been resolved, there was scope to move forward with this work and consult with colleagues during the summer / autumn months.
- How widely the consideration of risk permeated through the faculties / departments had yet to be fully assessed. Local Risk Registers within the faculties / departments had been compiled as part of a consultation exercise undertaken two years ago, however, there would be an amount of disconnect with the Institutional Register. A mapping exercise between the two would commence within the next 12 months with a view to closer alignment.

RESOLVED:

That the Registrar's reports be noted.

46 Student Support Services

The Director of Student Support Services provided trustees with an update report on the work of the Student Support Services team. Arising from discussion the following points were noted:

Data collection / analysis

- Work to enable the University to improve its understanding of trends over a 3–5-year period was underway. The project was a significant piece of work and it would take time to show improvements in reporting. Colleagues within the various teams were tasked with considering meaningful engagement they had with their students, the impacts as a result of their interactions, and how metrics could best capture this information. It had been identified that data was not necessarily recorded within a central location with some information being documented locally within the various teams. There were plans for all teams to switch the recording of information centrally within the University's student information system (SITS), which would better align with the university's IT strategy and would provide improved qualitative data for the future.

Hardship Fund

- The University's hardship fund was introduced in 2020. During this period the scheme had received a small number of applications from students for support. A number of e-food vouchers had been provided to some and in situations where a student faced a crisis situation. In September 2023, the fund would be publicised for the first time which could potentially increase the number of applications received. Avenues to increase the funds made available would be explored.

RESOLVED:

That the report of the Director of Student Support be noted.

47 Registrar's Reports

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

Regulatory Compliance

- Following the filing of the 2020, and the 2021 Financial Statements (on 31 March 2023), the University was once again compliant with the Charity Commission (CC). A letter had been sent by the University (dated 3 May 2023) which provided assurances to the CC around future compliance as a result of improvements either made, or due to be made, in respect of the University's management and governance. Similar action had been taken with a letter sent to the CC (dated 31 March 2023) regarding the University of Buckingham Foundation (UoBF).
- **[Redacted]**

- Following the filing of the University's 2022 Financial Statements with its regulators, the University would once again be in a position to meet the financial sustainability requirements the HEFCW designation process for access to student loans by Welsh-resident students; however, a cost-benefit analysis needs to be undertaken before going ahead with the requisite QAA quality assessment (not required for any other UK jurisdiction). The Registrar felt that the cost of the review would be unlikely to be matched by the income generated from additional Welsh registrations.

Prevent

- The University's latest Prevent Return had been formally accepted by the OfS.
- The University's Prevent Working Group would meet with a view to revising the events risk management process. A robust events booking process was in place and had meant there had been full compliance with the Prevent risk assessment.

Data futures

- The Higher Education Statistics Agency (HESA), working in conjunction with the OfS, had determined changes to the cycle of student data reporting. The University's intakes / teaching years were not consistent with the requirements and all programmes would need to be mapped to the new model, this would include working with Tribal and HESA networks.

Summary of next steps

- Once outstanding compliance matters had concluded later in May, the University would seek further guidance from its regulators in regard to whether there were any further requirements. The University would seek to provide confidence, demonstrated through action plans that its functions and processes were operating properly, underpinned by work which would also implement recommendations arising from the University's governance effectiveness review, due to conclude in September 2023.

RESOLVED:

That the Registrar's reports be noted.

48 Finance Reports

The Chief Financial Officer (CFO) provided an update report on the 2022 Financial Statements and latest Management Accounts. Arising from discussion held, the following points were noted:

2022 Financial Statements

- The Risk, Audit and Compliance Committee (RACC) would hold a meeting on the morning of 26 May 2023, and later the same day an extraordinary Council meeting would be convened to consider the committee's recommendations in regard to the University's 2022 Financial Statements.
- MacIntyre Hudson (MHA), the University's external auditors, would attend the RACC meeting to present their 2022 Audit Findings Report. At present, it was anticipated that MHA's recommendations would not feature any significant additions to their previous two recent

Audit Findings Reports. An action plan would follow which the Executive would monitor with the University's sub-committees.

Historical VAT provisions

- At the FERC meeting held on 18 May 2023, the committee was updated on the progress of a historical VAT issue connected to both the 2019 Financial Statements for MPML Ltd., and 2019 University Financial Statements. The window within which HMRC could claim back some of the monies in question had now passed and the CFO was working with BDO (the University's Tax Consultants) and the Auditors to ascertain the appropriate amount of provision to be made within the disclosures of the 2022 Financial Statements.

Going Concern

- The University remained a Going Concern. Some of MHA's earlier recommendations e.g., 'reverse stress testing' had already been implemented.

Banking Covenants

- The University had formally commenced providing quarterly reports to its Bankers, NatWest, in connection to its banking covenants, the first being submitted at the end of December 2022, and a subsequent report submitted at the end of March 2023; this pattern was set to continue for the foreseeable future.

Management Accounts

- The income line of the Budget included a contingency of £2m across the year providing an explanation as to why the tuition fees were above budget.
- The comparative year-on-year had included some income gaps for student billing, however, by the end of the financial year this was anticipated to have been rectified.
- Reported losses related to some significant research contracts, and within some income generating targets, such as Collaborations. However, there was confidence that much of this related to timing / instruction from invoicing.
- Donations was an area that was anticipated to grow in future.
- Some professional fees had been higher than anticipated, although would be on budget for the full year. It was noted that fees for external legal advice were reducing now that the University was making appropriate use of its in-house legal team.
- Although the recruitment of Students for September 2023 was a factor in assessing expenditure requirements, overall, the CFO was confident that the University was progressing well and adopting close monitoring of expenditure.

2022 financial performance

- The University's draft figures would report a deficit of £2.3m (with an overall group deficit of £3m). Operationally, the University's results were break-even, with the deficit the result of some exceptional factors i.e., costs for legal and audit fees of (£700k), along with a further provision for the USS pension fund (£1.4m), and additional bad debt provision (£400k – a mixture of commercial and student-related debt).
- A communications strategy for publication of the 2022 Financial Statements would be formed by the Executive, supported by external PR support, should this also be required.

Reserves Policy

- The University would form a view on a policy position around the level of reserves it held. The policy would be considered and have oversight via FERC.

RESOLVED:

That the CFO's reports be noted.

49 Dates of the next meetings

- Friday 26 May 2023 – 17:00 (Extraordinary for 2022 Financial Statements - Teams/campus)
- Monday 17 July 2023 – 12:00 (Crewe)
- Monday 31 July 2023 – 11:00 Joint Senate, Council, Exec meeting followed by lunch at 12 noon, then an EGM Council meeting at 13:00
- Tuesday 3 October – 14:00 Online Governance Training
- Wednesday 4 October – 10:00 Online Governance Training
- Monday 16 October 2023 – 13:00 (Teams/campus)
- Monday 11 December 2023 – 13:00 (Teams/Campus)

50 Any other business

There was no other business.

Start time of meeting: 13:00

End time of meeting: 16:01