



**Minutes:** Extraordinary Council Meeting

**Time and date:** 11:00 Monday 11 September 2023

**Location:** Vinson Building, First Floor, Room 5&6, Hunter Street, Buckingham, MK18 1EG / Via MS Teams

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

**In attendance:** Mr David Cole (Chief Financial Officer), Mrs Maureen Hampson (Governance Secretary), Mr Clive Macintosh (Head of Legal Services), Mr Chris Payne (Registrar),

For minute 79: Mr Daniel Xu (Director of Fundraising & Alumni Relations)

For minute 76: Halpin Partnership Mr David Allen (Principal Consultant), Mr Lenrick Greaves (Consultant Trainee), Ms Kea Horvers (Consulting Fellow)

**Secretary:** Mr Sam Weston, Secretary to Council  
Tel: +44 (0)1280 820166 (Internal Ext 2166)  
Email address: [Samuel.weston@buckingham.ac.uk](mailto:Samuel.weston@buckingham.ac.uk)

## 72 Apologies for absence

Apologies were received from Dr Keith Bothongo, Sir Francis Habgood, and Ms Alison Sealey.

## 73 Declarations of interests in respect of items on the agenda

Mr Hillman declared an interest in respect of item 80 as the preferred supplier donated funding to the Higher Education Policy Institute (HEPI), of which Mr Hillman was the Director.

## 74 Decisions taken via correspondence

Council noted the approval, conducted by electronic correspondence on Friday 18 August 2023, of the appointment of The Lord Peter Lilley, as an independent director of Medical Property Management Limited (MPML).

## 75 Update from the Chair of Council

The Chair updated members on two recent significant University events on which members offered congratulations to the Vice-Chancellor and all colleagues involved in their preparation:

### Reception at 10 Downing Street - Wednesday 6 September 2023

This event marked the 40<sup>th</sup> anniversary of the University receiving its Royal Charter and launched the establishment of a new professorial "Margaret Thatcher Chair" for the Constitution of Liberty.

### Graduation ceremonies - 8 and 9 September 2023

Both days were attended by the University Chancellor and provided opportunities to showcase the University's work and celebrate its achievements.

## **76 Independent Governance Effectiveness Review 2023**

On 27 February 2023, Council agreed that The Halpin Partnership ("Halpin") would conduct an independent Governance Effectiveness Review at the University to be run in May, with the intention of completing its work in August 2023. With the review now completed and with a draft copy of Halpin's report having been circulated to Council members, the Chair welcomed colleagues from Halpin, Mr David Allen (Principal Consultant), Ms Kea Horvers (Consulting Fellow) and Mr Lenrick Greaves (Consultant Trainee), to the meeting to deliver a short presentation of their final report findings and recommendations. Halpin would then respond to any questions arising before leaving the meeting to allow Council to discuss how it wished to take forward Halpin's recommendations. A copy of the slides forming Halpin's presentation are saved on the Council SharePoint site.

Halpin had considered wide-ranging lines of enquiry, gathering information from interviews held with a number of key individuals and as observers of several of the University's key strategic committees. Halpin had also attended the Joint Senate, Council and Executive 'Strategic Away Days' held in May 2023.

Halpin's findings and recommendations reported on several core areas of University business. Their recommendations had been categorised into three 'priority recommendations', 52 'recommendations' and 26 'suggestions'. There was acknowledgement that the University had come through a difficult period in its history, and that encouragingly, much had been achieved recently in a relatively short period of time to improve the University's governance and consult on and agree a new Strategic Plan. Halpin commended the University's courage in pro-actively addressing its past issues.

Arising from a Q&A with Halpin, the following points were noted:

- Halpin confirmed that the University was on an improving trajectory regarding its governance and that, with the necessary time and resource, becoming an exemplar for good governance across the sector would be attainable.
- Members considered the University's ambition to become an 'exemplar' for governance in the sector given the scale and resource available at the University. Many of the recommendations were viewed as 'administrative' or 'quick wins'; while others were more strategic or cultural in nature, requiring longer term investment and internal resource. The University's smaller size was felt to be beneficial in some respects, particularly in driving forward expeditiously cultural change. Reassuringly, it was noted that many recommendations identified by Halpin were matters already known to the University, with some workstreams already underway to address these issues. Nonetheless, there was recognition by members that the report's recommendations reflected a significant programme of work.
- Universities had tended historically to structure their governance around a primary focus on finance and infrastructure. Though such a committee remained fairly novel in the sector, Halpin had recommended the University putting in place a 'People Committee' to act in a monitoring and advisory capacity to provide equal visibility to people issues and HR-related matters. The suggestion had been made also in acknowledgement of some of the more challenging people-related issues that the University had, and continued to, contend with.

- In putting forward its recommendations, Halpin had considered the smaller scale of the University and its current financial position appreciative that, for some actions, the 'out of pocket' costs would need to be considered fully. However, the point was made that the University's historically poor governance had led ultimately to a large level of internal resource and financial commitment in tackling such issues, and that these were higher in cost than the few items proposed by Halpin bearing an out-of-pocket cost. It would be for Council to decide upon the implementation of Halpin's recommendations, taking in to account these various factors.
- Halpin confirmed that all institutions they had reviewed had opted to publish their final reports in their entirety in the interests of openness and transparency. The Chair noted that, subject to trustees' views, the intention would be for the University to publish fully the report, as beyond being transparent, it would signal an appropriately mature stance in improving its governance practice. This would be actioned at the appropriate time, with an accompanying message from the Chair of Council and Vice-Chancellor, signalling the University's commitment to pro-actively tackling the various issues highlighted by the report.
- The possibility of clustering the interview/survey responses Halpin had received from trustees and staff within their various membership groups (i.e. Senate/Executive/Council) was raised as a means of potentially better understanding the rationale / perspectives behind the responses to questions posed. Halpin would consider whether this could be taken forward, but indicated a concern around compromising the confidential basis on which information was shared with them. *[Halpin had subsequently confirmed to the Secretary that they were not planning to take this forward for the reasons identified.]*
- Two factually incorrect statements in the report were highlighted. The first related to Council membership which had not, as the report stated, 'been almost entirely refreshed since 2022'. The second statement related to reports that Senate minutes and reports submitted by the Senate Representatives had not been a regular feature at Council meetings. Senate minutes were regularly submitted to Council and a report submitted by the Senate Representative had been a feature up until early 2023. The point was made regarding what had historically been known at the University as 'representative' member positions on Council (from Senate and Professional Services) that such positions should not be viewed as being 'representative' of their constituencies as this would represent too narrow a focus for trustee roles that shared equal accountability with other Council members.
- On behalf of members, the Chair thanked Halpin colleagues for their thorough and comprehensive report on the University's governance and effectiveness, and for their honesty and professionalism in delivering their feedback. The trustees would now consider the report's findings and recommendations.

*(Colleagues from Halpin left the meeting.)*

Halpin Partnership Report Findings: Priority recommendations / ordinary recommendations:

The Chair remarked that formulating a full action plan would take time and that today was an opportunity for members to provide their initial feedback.

Planning, resource, and cost implications would need to be considered. It would also be important to consider this as part of other workstreams already in train, e.g. the action plan relating to MHA's Audit Findings Reports. An exercise to prioritise tasks, consider overlapping, and the sequencing of the

University's 2023 – 2028 Strategic Plan, Transformation Plan, and Internal Audit plan would all be crucial factors.

A discussion was held regarding recommendations put forward related to Equality Diversity and Inclusion (EDI). Although it was the University's view that it was in full compliance with its legal obligations in this area, Halpin had provided for consideration several 'best practice' recommendations. One member highlighted that creating an environment that was focused fully on its people (staff and students), promoting them as advocates, would be key to driving forward the required cultural shift beyond merely meeting legal requirements in this area.

One member commented that to decide not to take forward any of the recommendations at this early stage, whether or not they might appear financially challenging, would be unwise given there might be a number of different ways to action them beyond the approaches put forward by Halpin.

The Chair recommended that an initial review of the full set of recommendations be conducted by the Secretary, CFO and Registrar as a means of developing a scoring methodology to enable items to be prioritised appropriately. It was subsequently agreed that this be brought to Council's October meeting for consideration.

RESOLVED:

That the Secretary, CFO and Registrar devise, for Council's consideration at the earliest opportunity, a scoring matrix for the various actions proposed by Halpin as a means of attempting to prioritise the way in which might be addressed.

## **77 Conflict of Interest Policy and Procedure**

Trustees considered a written report of the Secretary to Council which outlined proposed revisions to the University's Conflict of Interest Policy, which was now a Conflict of Interest "Policy and Procedure". The new policy and procedure would address the requirements of the University's action plan flowing from MHA's audit findings reports and ensure that the 'fit and proper person' requirements of the Office for Students were considered on at least an annual basis and as part of recruitment processes for independent trustees and senior members of staff deemed by the University to meet the threshold in the Regulatory Framework for those 'with senior management responsibilities and those exercising control or significant influence over the provider'. The Executive had approved the policy and procedure for submission to Council.

Arising from a discussion, the following points were noted:

- The University's external auditors, MHA had identified a high risk need to review the University's Conflict of Interest Policy in part as a result of it asking individuals to declare only interests that they felt may represent a conflict, rather than declaring all relevant interests as part of a Register of Interests process. Though the onus remained on individuals to declare where they felt a conflict might exist, the wider additional interest declaration as part of a documented form filling exercise would enhance the process and add a level of protection for both the University and the individual.
- The process also addressed the 'fit and proper' requirements of the Office for Students by asking the individual whether they agreed or not with the various requirements of the Regulatory Framework in this area.
- The policy and procedure included a level of verification of the information provided.

- Because the change in policy and practice would represent a degree of cultural shift for the University, it would be necessary to implement it in a co-operative way that ensured everyone was aware of the requirements and the importance of complying with its requirements.
- As a result of the declaration form's request for an enhanced disclosure when compared to the requirements of the current version of the policy (including in the case of one question, interests related to close family members), the sensitivity in disclosing such information was considered.

RESOVLED:

That the Secretary would consider the feedback received and clarify any proposed revisions in due course.

## **78 Donations Policy**

This item was deferred for consideration at a later meeting.

## **79 Proposed donation**

Trustees considered a written report of the Director of Fundraising & Alumni Relations, regarding a proposal to accept a gift donation, over the period 2023 – 2032, to establish an educational scholarship from the academic year 2023 onwards. Initially, the scholarship would be offered to any Faculty of Education (FEDU) student, from 1 September 2023, who wished to take a course offered by FEDU (although would exclude international students for the first year, to be reviewed annually).

Arising from a discussion, the following points were noted:

- The donor had a pre-existing relationship with the University dating back several years. Their primary contact at the University was via the Dean of Education.
- The parameters of the donation had been considered by the Vice-Chancellor, Registrar, the Finance Department and Legal Services. Although the donation was personal in nature, the management of the funds would be made through a third-party corporate entity (Buckingham International School of Education or "BISE"). The donation would be coming from the individual's personal wealth, but may in the future be funded via BISE, should that entity become profitable in the future. A series of due diligence background checks had been conducted via the Director of Fundraising who had identified no concerns for trustees in accepting the donation. As the donation would be given year-on-year, the initial year one value of the donation was only £65k, however, with the continued nurturing of the relationship over the ten years of the scholarship, there was the potential for this individual to support the University with donations in other areas of the University.
- The Vice-Chancellor commended the donation to Council, indicating that he was comfortable with the level of due diligence that had been conducted regarding this individual and donation, including via a third-party due diligence firm, a third-party due diligence database search and a due diligence checklist implemented by Legal Services. The Director of Fundraising indicated that the individual had also passed due diligence checks with HSBC when BISE was first set up.
- As part of the donation's initial consideration, the individual's Chinese birth name had needed to be confirmed as they used an English name. The verification of the individual's identity had been a key requirement of confirming the source of funds and establishing that there were no concerns around the potential for money laundering, proceeds of crime or other tax-related implications. Unrelated to this specific donation, the Chair reminded members of their

responsibilities in this area and the importance of ensuring that all were comfortable with donations, as trustees were potentially criminally liable should there ultimately be any significant issues with a donor or donation.

- Some trustees expressed concern around the extent to which it was possible, given the complexities in this area, to always be aware that there were 'no concerns' (legal or otherwise) regarding potential donors/donations. The Chair reiterated that the University was not required to identify all issues, but to ensure that appropriate due diligence processes were in place and had been followed to make all 'reasonable' efforts to be assured as part of its role in safeguarding the reputation of the University. It was felt however, that this extended to not relying on the strength of 'existing relationships' with donors, nor the due diligence processes of others they may be associated with. Due to the complexities cited, the University's Donations Policy continued to be developed and would be brought for Council consideration at the earliest opportunity.
- The point was made that while the world of fundraising was ever more complex, it was important that the University was able to continue to develop and nurture relationships with donors.
- If at any point the conditions attached to the donation were to seek to be changed, it would be necessary for the matter to be brought back for further consideration.

RESOLVED:

That the receipt of a donation of £1,265,000 over the period 2023–2032 be approved.

## 80 Finance System

Trustees considered a written report of the Chief Financial Officer (CFO) which outlined the University's proposals to proceed in entering into a five-year commercial agreement for the replacement of the University's Finance system. Following a full procurement exercise, a preferred supplier had emerged, the details of which had been scrutinised by the Executive and the Finance, Estates and Resources Committee. Further negotiations had led to the potential to extend the agreement to include a full Enterprise Resource Planning (ERP) solution that encompassed management of the University's Human Resources, Payroll, and Student Records and Management systems. Inclusion of the additional functions were presently offered [Redacted] over five years, a threshold that required approval via Council's.

Arising from discussion, the following points were noted:

- The CFO reported that the preferred provider was a specialist within the HE sector. Their software was currently in operation at other universities and Buckingham had sought references from these institutions as part of the due diligence process.
- The proposal was being kept confidential due to the sensitives attached to introducing a new software programme and the need to provide internal communications to support its introduction at the appropriate time. The timeframe for introducing the new model within the Finance Department was most likely to be spring/summer of 2024.
- The option to pursue the system as a full ERP replacement was attractive for both parties since the University's systems in this area were known to be obsolete in some cases and the company was interested in increasing its market share in the UK HE sector. It was further noted that the University's present systems were clunky and required a high level of expertise to harness the efficiencies as originally intended. The new system was felt to be easier to use

and less requiring of a high level of expertise to generate the efficiencies the University required.

RESOLVED:

- (a) That the decision to authorise the Chief Finance Officer to enter into a five-year commercial agreement for the replacement of the Finance system with the supplier **[Redacted]**
- (b) That the Vice-Chancellor, Registrar and CFO be authorised to extend the agreement with the supplier to cover the replacement solution for our HR, Payroll and Student records and management systems should a favourable commercial deal be available, and on the basis that due diligence conducted on these systems identify that they meet the University's requirements.

## **81 Hotel Accommodation Agreement**

It was reported that an update regarding the negotiations of the proposed hotel accommodation agreement would be communicated to members via electronic correspondence following the meeting.

## **82 Any Other Business**

### End of term of office of Senate Members on Council

The Chair of Council reported that the tenure of the three Senate Members on Council were due to end on 14 September 2023. As a result of Professor Paolini now (by virtue of his senior role at the University) being an 'ex-officio' member of Senate, he was unable to stand again as a Senate Member on Council. Having served as one of the Senate Members on Council since September 2020, and as a regular attendee and contributor to the Finance, Estates and Resources Committee, he was thanked for his service and the active and enthusiastic role he had taken on Council, through what had been a demanding and challenging period in the University's history.

Pending the outcome of the upcoming Senate election process and their desire to re-apply or otherwise, Professor Jacqueline O'Dowd and Mr Hongbo Du were individually thanked for their contributions to the work of Council over the past three years. Professor O'Dowd had served as a regular attendee and contributor to the Risk, Audit and Compliance Committee, and Mr Du had routinely provided reports to Council meetings on the work of the Senate.

### All-Staff@buckingham.ac.uk email notices:

Trustees noted that the Secretary had arranged for trustees to be included in the above email distribution list. This initiative would improve their awareness of important internal communications and alert trustees to upcoming University events, internal developments, and announcements.

Start time of meeting: 11:30

End time of meeting: 14:00