



Minutes: Council Meeting

Time and date: 13:00 Monday 30 October 2023

Location: Virtual MS Teams meeting

Present: Mr Mark Qualter (Chair of Council), Dr Keith Bothongo, Mr Toby Corbett (President of the Students' Union), Professor Tim Evans, Sir Francis Habgood, Mr Chris Hollis, The Lord Peter Lilley, Mr Callum Roberts (Professional Services), Mr Mark Rushton, Professor James Tooley (Vice-Chancellor)

In attendance: Mr David Cole (Chief Financial Officer), Mrs Maureen Hampson (Governance Secretary), Mr Clive Macintosh (General Counsel), Mr Chris Payne (Registrar)
Ms Alison Sealey (Director of Academic and Student Support Services)

Invitees: Dr Graham Jones (Incoming Senate Representative), Ms Sarah Myhill (Incoming Senate Representative)
For minute 93: Mr Daniel Xu (Director of Fundraising & Alumni Relations)

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

Apologies were received from Mr Nick Hillman and Mrs Milly Soames.

84 Declarations of interests in respect of items on the agenda

There were no new declarations.

85 Minutes of the previous meetings

The minutes of the Council meeting held on 17 July 2023, and the extraordinary Council meetings held on 31 July 2023, and 11 September 2023 were approved as a correct record subject to the following amendment being made to Minute 67 of the 17 July Council 2023 meeting:

*'the Office for Students (OfS) Compliance Documentation and Academic Assurance Report be **'approved'** (not as had been previously stated as 'noted').'*

86 Matters arising

There were no matters arising.

87 Council membership and tenure update

The Secretary to Council had provided a written report with recommendations put forward regarding Council's current membership tenures. The report included an update on Council's skills audit and some diversity and demography information related to the County and the University's staff and student populations which would be used to inform future independent member recruitment. The proposals had been endorsed by the Nominations, Performance and Remuneration Committee (NPRC) prior to consideration by Council. Council would continue its work to promote and increase

diversity within its Board with the intention to commence a further independent recruitment process in early 2024, driven toward addressing the identified skills and diversity gaps.

RESOLVED:

- (a) That the latest position in respect of Council's membership and the intention to commence a further independent recruitment process in early 2024 driven toward addressing Council's skills and diversity gaps be noted and that the following proposals be approved:
- i. the extension of Mark Rushton's tenure as an independent member of Council and Chair of the Risk, Audit and Compliance committee (RACC) to December 2023 to enable a handover process with the new committee chair;
 - ii. the appointment of Chris Hollis as Chair of the Risk, Audit and Compliance Committee, to take effect from 1 January 2024 co-terminous with his term of office as an independent member, and his withdrawal from his membership of the Finance, Estates and Resources Committee (FERC);
 - iii. the extension of Francis Habgood's term of office for a further two years to November 2025 (renewable thereafter) as an independent Council member and Chair of the Finance, Estates and Resources Committee coterminous with his term of office as an independent member;
 - iv. the appointment of Josephine Mbuya as a member of the Finance, Estates and Resources Committee coterminous with her term of office as a member of Council;
 - v. the appointment of Peter Lilley as a member of the Risk, Audit and Compliance Committee coterminous with his term of office as a member of Council;
 - vi. the withdrawal of Milly Soames from the membership of the Risk, Audit and Compliance Committee;
 - vii. the appointment of Milly Soames as non-exec lead member for Safeguarding; and
 - viii. the appointment of Göran Roos as an independent member of Council and a member of the Risk, Audit and Compliance Committee to commence in the role from November 2023, for an initial term of office of three years, renewable thereafter.
- (b) That:
- i. following an election process, Anthea Bailey, Faculty Registrar, Faculty of Medicine & Health Sciences, be endorsed as the Professional Services Council Member to commence in the role from 24 November 2023, for a term of three years; and
 - ii. following an election process and subject to satisfactory fit and proper declarations and verification, Graham Jones, Senior Lecturer in Business & Management, Faculty of Business, Humanities and Social Sciences, Jacqueline O'Dowd, Strategic Development and Domain Lead, Faculty of Medicine & Health Sciences, and Sarah Myhill, Dyslexia Specialist Tutor, Wellbeing, Skills & Diversity, be endorsed as the Senate-elected members of Council to commence in their roles from November 2023 for a term of three years.

Graham Jones, Jacqueline O'Dowd and Sarah Myhill were invited to join the Council meeting by way of introduction and were warmly congratulated on their election to Council.

88 Appointment of Pro Vice-Chancellor (Academic)

The Vice-Chancellor and Secretary to Council had provided a report which outlined the Vice-Chancellor's wish to appoint Professor Harriet Dunbar-Morris to the position of Pro-Vice Chancellor (Academic) following a recruitment process.

Council had been provided with the Recruitment Pack, CV and application, and the Fit and Proper proforma to support its decision-making. **[Redacted]**

The Vice-Chancellor and the Chair of Council had both endorsed the proposed appointment along with the Nominations, Performance and Remuneration Committee. If appointed, Professor Dunbar-Morris would commence in post on 4 December 2023.

RESOLVED:

That the appointment of Professor Harriet Dunbar-Morris as Pro Vice-Chancellor (Academic) be approved.

89 Approvals via correspondence

It was noted that, between meetings, Council had:

- (a) approved a proposal to provide a contingency use of the Best Western Hotel, which was located on the Buckingham bypass, should planning permission for change of use not be granted; and
- (b) approved a revised Conflict of Interest Policy and Procedure.

90 Chair's welcome and introduction

The Chair welcomed new trustees to the meeting and was pleased to note that they had joined at a time when Council and the University was once again focused on progressive initiatives and activities to advance the University forward.

It was noted that, in view of the busy agenda and consultation with the Director of Academic and Student Support Services and the Students' Union (SU), a decision had been taken to defer the presentation by the SU to the December meeting, thus ensuring appropriate time was dedicated to this important matter.

91 Vice-Chancellor's update

- The Vice-Chancellor echoed the notable increase in forward-looking matters which demonstrated that the University had now resolved a number of legacy issues.
- The Sunday Times Good University Guide 2024 had shortlisted the University (one of six institutions) for 'University of the Year'. Although the University did not win the award, being shortlisted had nonetheless demonstrated that the University was once again excelling. The Sunday Times had cited the University's successful recovery from financial and compliance difficulties in recent years.
- League Tables more generally could produce varying outcomes for the University owing to its relatively small size and the differing methodologies that were applied. The Vice-Chancellor had made representations earlier in the year to the Daily Mail League Tables, to address research outputs when being scored against other institutions. This had resulted in

some success in terms of the Daily Mail's treatment of the University's score for research, which opened up other areas of assessment criteria more favourable to the University.

- A Reception, held for the University at Number 10 Downing Street on 6 September 2023, had been hosted by the Deputy Prime Minister, The Rt, Hon Oliver Dowden, MP, and attended by 150 supporters and well-wishers. The event was reported as a success cementing the University's rising profile and being in a position to punch above its weight.
- Professor Eric Kaufmann had been recently appointed as a Professor of Political Science at the University, and was known as a powerful advocate for academic freedom in higher education, with an esteemed background in political demography. With the University's vision to become a beacon of independence and academic freedom, as documented within the 2023 – 2028 Strategic Plan, the appointment would be a key step towards achieving this aim.

Josephine Mbuya joined the meeting.

92 Updates reports

President of the SU

- The SU had taken part in Alterline's 'Student Life' pulse survey which considered a wide range of topics important to students. 390 students had responded and the feedback generated would be used to inform the SU Executive's future strategic direction. One key area noted for further investigation would be the merits for establishing an 'Advice Centre' for students. Areas of concern identified were financial pressures, accommodation fees, balancing course assessment work with exams and academic achievement, balancing work with social life, family commitments, and in some cases working in part-time jobs. Of least concern was bullying, personal safety and physical health. The SU Executive would be keen to open up conversations with trustees who may have helpful insights to assist in shaping future developments.

Chair of Risk, Audit and Compliance Committee (RACC)

- The September RACC agenda had considered several matters including the Institutional and Crewe Risk Registers and Regulatory Compliance matters.
- The Chief Financial Officer (CFO), and MHA, the University's external auditors, continued to progress the amalgamated 2020, 2021, 2022 Audit Findings Action Plan. Members considered the progress made and would review this matter again at their November 2023 meeting.
- KCG Limited, the University's internal auditors, had proposed their 2023 Audit Plan including their 2024 – 2028 Audit Plan, which members approved. Audit progress reports, including presentations following their audits for IT Risk and Cybersecurity, and IT Risk and Disaster Recovery, would be reported at the November 2023 meeting.
- Members noted that Mark Rushton would be stepping down as a trustee and Chair of RACC. Handover meetings with the incoming Chair, Chris Hollis, were planned to ensure a smooth transition process.

Chair of Finance, Estates and Resources Committee

- Members had received a finance update from the CFO and had approved several financial policies and procedures, including those for reserves and liquidity.
- Bad debt and the Bad Debt Policy were considered alongside the work connected to recovery of outstanding tuition fees. This would continue to be monitored.
- The timing and sequencing of issues and reports being delivered to FERC, at the appropriate time ahead of decisions taken at Council meetings, was noted to have improved.
- Recognition was paid to the amount of work achieved by the CFO and by his finance team. Future work of the committee would consider the University's Estates Strategy and IT capabilities whilst considering the wider University Strategy / Transformation Programme.

Chair of Crewe Steering Group

- The steering group continued to meet regularly, on a weekly / fortnightly basis as business demanded. **[Redacted]**

Elected Senate Representatives

- The two new Senate representatives were pleased to take up their new positions as trustees, and both provided short introductions on their roles at the University.

Chief Financial Officer

- Financial reporting provided an optimistic outlook with a secure forecast. Operationally, the University was predicting a surplus budget of approximately £500k.
- Historical legacy items had the potential to impact final overall performance and therefore had been separated out by the various reports. Provision for the Universities Superannuation Scheme (USS) was £3.3m, an assessment of the scheme was being valued and would probably provide a (positive) reversal of fortunes for the University's level of reserves. However, the timing for conclusion of the assessment and its impact therefore on 2023 financial reporting was unknown. VAT provision (made in 2019) for Medical Property Management Limited (MPML) would significantly be reversed in 2023. **[Redacted]**

2024 Budget

- The Finance, Estates and Resources Committee (FERC) would consider the forecast and the 2024 budget at its November 2023 meeting, prior to Council consideration at its meeting in December. Budgets would be agreed in alignment and the facilitation of the University's strategic direction as outlined for year one of the 2023 – 2028 Strategic Plan.
- Income growth was anticipated to be significant in 2024, partially as a result of historical decision-making. Growth from the additional cohort of medical students based at the Crewe campus site would provide additional income. Increases to student fees were approved and the recent approval of a lease agreement with a local Buckingham hotel providing student accommodation would also provide additional income (and costs).
- A Cost-of-Living payment to staff had been factored into the budget along with the approvals for small scale estates projects (as part of contingency plans).

- A transformational budget was required to move forward with the work of shaping future budgets, and which would provide considerable funds to assist with IT systems platforms including other areas / functions of business.

RESOLVED:

That, the Chief Financial Officer's financial reports be noted.

Daniel Xu, Director of Fundraising & Alumni Relations, joined the meeting.

93 Donation update

The Director of Fundraising and Alumni Relations delivered an update report following Council's decision to accept receipt of a donation of £1,265,000 over the period 2023–2032, at its extraordinary meeting of 11 September 2023. Arising from discussion the following points were noted:

- Though it was confirmed that no funds had been received by the University, it was noted that the intention to channel the donation through a third-party entity (Buckingham International School of Education or "BISE") which the University was now known to have a commercial arrangement with could now not be accepted.
- The Director of Fundraising offered his apology to Council for not having identified this commercial arrangement prior to asking Council to approve the donation. This matter had reinforced the need for appropriate due diligence as part of proposed donations, including the source of funds.
- The Vice-Chancellor echoed the apology given which had resulted in today's position noting that the circumstances attached to this proposal were unlikely to occur again.
- The Chair of the Risk, Audit and Compliance Committee (RACC) noted this situation must not be repeated. It was imperative that a robust process was followed to its conclusion ahead of trustee consideration of higher value donations.
- It was agreed that the Executive would liaise with the third-party interest to fully understand the operating model, management and relationships involved prior to bringing a report back to Council.
- The Chair and the Vice-Chancellor agreed that the University's Donations Policy would be brought to Council's December 2023 meeting, informed by legal advice to ensure that the University's policy in this area and its approach to due diligence enabled any risks to be managed appropriately.

RESOLVED:

- (a) That the previous decision proposed by the Director of Fundraising & Alumni Relations at the extraordinary meeting of Council on 11 September 2023 to accept a donation of £1,265,000 over the period 2023–2032 be withdrawn; rescinded
- (b) That the Executive Group would meet with individuals associated with the third-party entity to fully understand the operating model, management, and relationships;
- (c) That, a report would be submitted to the Finance, Estates and Resources Committee and the Risk, Audit and Compliance Committee in time for their November meetings, that would

consider the commercial aspects and incorporate an assessment of the assurance / risk considerations / implications with respect to the third-party entity prior to a report being considered at the December Council meeting on the outcome of these inquiries; and

- (d) That a report, informed by legal advice, concerning the University's Donations Policy be submitted to the December 2023 Council meeting.

The Director of Fundraising & Alumni Relations departed the meeting.

94 University of Buckingham Strategy and Transformation & Enabling Programme 2023-2028

The Registrar provided trustees with a presentation outlining the University's ambitious Transformation and Enabling Programme 2023 – 2028.

Following the approval of the University's Strategic Plan 2023 – 2028, a series of workshops (22 sessions) had taken place within the past three months, attended by a wide-range of stakeholders. Groups were able to feed their thoughts and ideas into a range of topics considered to be important for the University to address. A significant amount of inspiring and challenging material was amassed and synthesised into five broad themes:

- i. Growth: broad support for growth in numbers and for strengthening of appeal to the UK undergraduate market. Some reservation was expressed regarding the University's preparedness at this stage.
- ii. Communications: universal support for investment in external / internal communications.
- iii. Systems: universal support for investment in IT systems that would improve efficiency and thus improve service delivery and job satisfaction.
- iv. People: universal support for investment in people via professional training and improved organisational culture.
- v. Marketing: wide support for increasing capacity in this area.

The following points were noted:

- The identity of the University of Buckingham would focus upon its 'independence'.
- External market scenarios would drive the overall strategy. There was an overwhelming sense that the University should target the home undergraduate market adding to the core strength of the already established international and post-taught graduate markets.
- Several 'supply-side' drivers 2023 – 2028 were considered. Key drivers included UK government changes, Charity Law and taxation, Visa requirements, SFE loan changes, NHS Workforce Plan and compliance framework demands.
- Ten strategic areas for 2023 – 2028 had been mapped to the University's aims and commitments within the overarching Strategic Plan.
- The student experience would be focused on the mix of undergraduate / post-graduate and the University's online presence, with ambitions to improve the vibrancy of campus experience. The aim would be to grow student numbers, income and surplus in a planned, measured, and sustainable manner. For the Faculty of Medicine and Health Sciences, it was noted that growth was currently limited by placement capacity.
- A feasibility study for an on-site nursery for staff and students was being considered.

- Updates to integrated systems and upgrades and improvements to infrastructure would be an enabler to growth. Professional staff development and state-of-the-art systems and processes would offer students with a high-quality learning environment / resources.

RESOLVED:

That, the presentation of the University of Buckingham Strategy and Transformation & Enabling Programme 2023-2028 be noted.

95 Presentation from the Students' Union

It had been agreed that the SU Presentation would be deferred to the December 2023 meeting to allow sufficient opportunity for holding in-depth discussion of this topic.

96 National Students Survey (NSS) and Teaching Excellence Framework (TEF) 2023

The Registrar provided a report on the National Students Survey (NSS) 2023 results that had been released on 10 August 2023 and the recent publication by the Office for Students of the Teaching Excellence Framework (TEF) 2023 results. The University had been awarded a 'Silver' rating in the TEF.

Arising from discussion, the following points were noted.

NSS

- The University achieved a 69% response rate (with 230 out of 331 students taking part).
- Institutional highlights included positive responses to questions regarding freedom of expression (sector joint 1st), mental well-being services (sector joint 2nd) and feedback and improving work (sector joint 6th).
- The University's School of Business scored as one of the top ten (out of 101 institutions) in the Country.
- The Medical School, by its very nature of study / high demands of the courses / previous known issues attached to the Crewe campus, had drawn more criticism.

TEF

- The TEF 'Silver' award included rankings for 'very high qualities in most areas' / 'outstanding quality' in other areas. Those that achieved a 'Gold' award would have achieved 'outstanding qualities' in all areas. The University previously had been awarded a 'Gold' rating under the previous TEF scheme which ran from 2017 to 2019.

Between 2006 – 2017, the University had ranked highest at the top of the NSS tables (1st or 2nd). The NSS had been significantly changed this year with a question on 'overall satisfaction' now removed. This was thought to have had an impact on the overall '*SILVER*' ranking. Moving forward, the University's focus would be on quality and the necessary improvements via targeted action plans and as part of the wider Strategic Plan.

RESOLVED:

That, the Registrar's two reports on the National Students Survey (NSS) 2023 and Teaching Excellence Framework (TEF) 2023, and the action being taken to address areas requiring improvement, be noted.

97 [Redacted]

98 Governance Effectiveness Review

The Secretary to Council had provided an update report following Council's extraordinary meeting held on 11 September 2023, at which Council considered the recommendations of the external review of governance effectiveness, conducted by The Halpin Partnership. Following Council's request for the recommendations to be prioritised and aligned to the University's Strategic Plan, the following points were noted:

- A matrix and scoring methodology had been introduced to help assess 'recommendations' (R01-R52) and 'suggestions' (S01-S26). The scoring was to some degree subjective but aimed to show a methodology by which the items could be prioritised, cognisant of the University's resource and financial constraints. Items were further categorised as either a) 'Good Governance', 'Sector Specific Governance' or 'University specific Governance'. Pleasingly, it was noted that several of the recommendations were already in hand.
- The project was significant in its undertaking and would take a lengthy period of time to be fully implemented. To effectively monitor the implementation of the recommendations a Governance Effectiveness Review Steering Group would be formed, chaired by the Chair of Council, formed of other Council members and supported by the Office of the Secretary to Council and other relevant staff members.
- The Steering Group would consider prioritisation and may opt, where justifiable, to action recommendations and suggestions in a slightly different way. The intention remained to publish the report on the University's website.

RESOLVED:

- (a) That the prioritisation matrix be noted and that the document and the approach to prioritisation be progressed by a Governance Effectiveness Review Steering Group that would report back regularly to Council; and
- (b) That Council members be asked to submit to the Chair and Secretary any expressions of interest to serve on the Steering Group.

99 Dates of the next meetings

- Friday 3 November 2023 10:00 – 15:00: Joint Council, Senate, Exec strategy session (Campus)
- Monday 11 December 2023: 13:00 (Teams / Campus)
- Monday 26 February 2024: 13:00 (Teams / Campus)
- Monday 20 May 2024: 13:00 (Teams / Campus)
- Monday 15 July 2024: 12:00 (Crewe)
- Monday 14 October 2024: 13:00 (Teams / Campus)
- Monday 9 December 2024: 13:00 (Teams / Campus)

The dates for further joint away day sessions were also being planned.

100 Any other business

- The Registrar noted that he had continued to monitor for any further communication from the OfS regarding the Special Condition related to the 2020 Financial Statements and the progress of their investigation which the University received notice of in 2022.
- Trustees were reminded to complete their Declaration and Fit and Proper Persons forms and return these to the Office of the Secretary to Council.

Start time of meeting: 13:00

End time of meeting: 16:14