



Minutes: Council Meeting

Time and date: 13:00 Monday 11 December 2023

Location: Franciscan Building, Room F116, Verney Park, London Road, Buckingham, MK18 1AD

Present: Mr Mark Qualter (Chair of Council), Ms Anthea Bailey (Professional Services), Mr Toby Corbett (President of the Students' Union), Professor Harriet Dunbar-Morris (Pro-Vice Chancellor (Academic)), Sir Francis Habgood, Mr Nick Hillman, Mr Chris Hollis, Mr Graham Jones (Senate Representative), The Lord Peter Lilley, Mrs Sarah Myhill (Senate Representative), Professor Jacqueline O'Dowd (Senate Representative), Professor Göran Roos, 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 (General Counsel), Mr Chris Payne (Registrar), Ms Alison Sealey (Director Academic and Student Support Services) Mr Toluwani Osamolu (SU Sabbatical Officer) and Mr Callum Roberts (Head of the Students' Union) and Sports Union) – Minute 110
Professor Barnaby Lenon (Dean of the Faculty of Education) – Minute 113
Ms Diane Jackson-Gould (Director of Human Resources) – Minute 116

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

There were apologies from Professor Tim Evans.

102 Declarations of interests in respect of items on the agenda

There were no new declarations.

103 Minutes of the previous meeting

The minutes of the Council meeting held on 30 October 2023, were approved as a correct record.

104 Matters arising

[Redacted]

A report, informed by legal advice, concerning a revised Donation Policy, would be considered at Council's February 2024 meeting.

105 Approvals via correspondence

The University's Annual Prevent Return 2023 had been approved via correspondence following consideration by the Risk, Audit and Compliance Committee on 28 November 2023.

The University's Modern Slavery and Human Trafficking Statement 2023 and Policy had been approved via Chair's Action.

106 Chair's welcome and introduction

The Chair of Council provided the following updates:

- Keith Bothongo had resigned as a trustee, notifying the Chair and Secretary on 5 December 2023, as a result of increasing commitments to his overseas businesses. Council recorded its thanks for his time and commitment to the University.
- The University's newly appointed Pro-Vice Chancellor (Academic) was welcomed to their first Council meeting, as an ex-officio member.
- The newly confirmed Senate-elected and Professional Services-elected members of Council were welcomed to their first full meeting of Council.
- The Chair reported on the University's plan to recruit several new trustees to address various skills gaps and bring more diversity to the board. Activity would commence early in January 2024, working in partnership with executive search firm, Nurole. A panel of trustees would oversee the recruitment process and it was hoped that recommendations for appointment would be made to Council at the appropriate time.
- On assuming his position as Chair in January 2023, four key priorities had been quickly identified. To ensure that the University moved swiftly towards regulatory compliance; to undertake an independent review of governance; to develop a Strategic Plan; and to address the University's financial sustainability. The Chair acknowledged the significant strides that had been made at the University in tackling each of these key priorities.
- The business activity of the University had resulted in trustees attending a mixture of thirteen routine and extraordinary Council meetings during the previous 12 months, convened to prioritise and take forward various compliance and strategic objectives. The Chair thanked everyone for their attendance, commitment and contributions throughout the year. It was anticipated that 2024 should represent a return to a more standard cycle of meetings and business, noting that the University was pleasingly now more able to focus on forward-looking matters.

107 Vice-Chancellor update

The Vice-Chancellor provided the following updates:

- He echoed his own thanks to the trustees for their support, and to all the staff at the University, for their time and commitment. Particular thanks were paid to the Chair of Council for his leadership during the past 12 months.
- The Vice-Chancellor had previously shared his own vision for the University in a paper presented to trustees in 2022. Listed were fifteen priorities, several of which mirrored those of the Chair of Council. Other priorities had included resolving challenges faced by the Crewe Campus and addressing known issues relating to the University's IT infrastructure.
- As a result of the hard work and commitment of staff, the University's external profile had seen positive improvement, as recognised by The Sunday Times having short-listed the University as one of six institutions for the accolade of 'University the Year 2023'. There had been further

national recognition for the University via a Reception at 10 Downing Street in September 2023 to celebrate the 40th Anniversary of the University's Royal Charter.

- The University was proud of other achievements during 2023, such as the establishment of the Margaret Thatcher Chair, the recent appointments of the Pro-Vice Chancellor (Academic) and Professor Eric Kaufmann as Professor of Political Science.

RESOLVED:

That the Vice-Chancellor's report be noted.

108 Update reports

President of the Students' Union (SU)

- The SU elections were held during November 2023, achieving an increase in the number of students actively responding to the nominations process. Full-time and part-time officers had been successfully elected to the various positions, with the current SU President also being re-elected for a further 12 months.
- The SU President's update report was reflective of the ways in which the SU had made a difference to students through empowerment, action, and investment, all of which were felt to have enhanced the overall student experience at the University.
- A business case was being developed regarding the potential introduction of a Student Advice Service. The business case would consider the appetite for such a service, the types of advice that might be offered and whether it would be an internal or outsourced function.
- The SU was advocating extended opening times for various campus areas. This would include more private study spaces such as seminar rooms and libraries, which were considered to be particularly helpful to students ahead of examinations. The implications for funding and staffing would be discussed with the Executive.
- The SU recently held a 'Student Forum' event to explore issues affecting students at the University and seek views on various academic / non-academic related topics. Though the numbers for the first event were low, the SU planned to hold these events twice-yearly and would work harder to promote them to students.
- The SU Rugby Club had run a successful 'Movember' campaign raising £615 in support of various men's health issues.

Chair of Finance, Estates and Resources Committee (FERC)

The Chair of FERC provided an update on the committee's meeting held on 27 November 2023:

- The committee had considered the University's 2024 Budget (discussed under minute 109) **[Redacted]**
- A significant amount of work had been undertaken to update a range of financial policies and procedures, including adoption of a new Treasury Management procedure which would improve the management of returns on liquid assets. A Fixed Asset Impairment procedure was introduced to provide a process for the regular review of the impairment of assets; with a number of fixed asset write-offs to be realised within the 2023 fiscal year.

- The committee would continue to focus on monitoring progress in recovering the University's significant amount of historical bad debt, which were of a wide-ranging nature. New finance systems due to be implemented during 2024 were hoped to notably improve the ability to track debt as a means of avoiding a similar scenario in the future.
- The committee had provided a steer to the University regarding a number of projects being explored connected to improving the use of the University's estate **[Redacted]**
- The committee would be monitoring the University's capacity and capability to deliver the University's Digital and Transformation Programme during 2024.

Chair of Risk, Audit and Compliance Committee (RACC)

The Chair of RACC provided an update on the committee's meeting held on 28 November 2023:

- The committee had welcomed two new members to its meeting, Göran Roos and Chris Hollis, who would become its new Chair from 1 January 2024. In preparation for taking on the role and as part of a handover process, Chris had taken part in several joint meetings and briefings with the current Chair, the Chief Financial Officer and the internal and external auditors.
- The committee had now moved to a normal audit cycle and MHA had delivered their 2023 Audit Plan.
- **[Redacted]**
- The University had signed contracts to work in partnership with TechnologyOne for delivery of a new Finance software system, to be implemented during 2024, which would include the University's HR and Payroll systems.
- **[Redacted]**
- The powers of the University of Buckingham Foundation (UoBF), and whether or not the consolidation with the University's Group Accounts was appropriate had been discussed. This would be further examined at a future committee meeting.
- The University's Internal Audit programme had received full and open co-operation and helpful feedback from staff. Two priority audits **[Redacted]** had been completed and were considered by the committee (a third audit was due for completion by the end of 2023). **[Redacted]**
- The Executive Group had considered the outcomes and appointed the Registrar as the key lead to take matters forward, adopting a co-ordinated approach to address the findings. Trustees would be asked to support requests to secure resource and expertise at the appropriate time. **[Redacted]** The University's Risk Registers would be updated in light of the findings of these audits.
- The University had requested an extension to its Data Futures submission deadline for 6 December 2023. There were several other institutions across the sector facing similar challenges. At Buckingham, the challenges related to how the SITS system was configured and the management of inputted data, although this was a matter under review with a view to identifying a longer-term solution.

- The committee had considered and endorsed the University's 2023 Prevent Return, which had subsequently been approved by Council via correspondence, ahead of the 1 December 2023 submission deadline.

RESOLVED:

That the updates provided be noted.

109 Chief Financial Officer's Reports

2024 Budget

Trustees considered the University's 2024 budget proposal, which had been endorsed by the Finance, Estates and Resources Committee at their meeting of 27 November 2023. Overall, the process was felt to have included a much greater sense of ownership by management, with a detailed commentary provided by the Deans which had been welcomed.

The following points were noted:

- **[Redacted]** The University would benefit from growth derived from an additional cohort of medicine students at the Crewe campus, increased student accommodation as a result of the newly acquired "Mount Pleasant" site (formerly the Best Western Hotel, Buckingham), decisions taken in respect of student fee increases and additional income from apprenticeships, particularly in Education.
- The budget had been impacted negatively by two matters. There had been legal delays connected to the Mount Pleasant lease agreements which had affected demand in the take-up of student accommodation. Further, the anticipated January 2024 student intake numbers were weaker than had been previously projected. The Executive Group would be monitoring recruitment closely and any impacts on September 2024 student intake projections. There was a contingency should targets not be met and any failures to deliver against anticipated income levels would be closely monitored. The Transformation budget should be protected and used wisely to ensure the delivery of projects to enable future strategy delivery.
- There were several significant provisions from previous years which presented the University with the potential for positive outcomes. **[Redacted]**
- Members questioned whether the University was investing sufficiently in its estate to ensure sustainability. The CFO noted that there was a balance to be managed. The campus had areas that could be developed and some less favourable facilities that would benefit from refurbishment. With increased funds, the University could invest in these areas, though this could present challenges in respect of its banking covenants. Finding further sources of income was viewed as a priority.
- The University's cashflow had met the conditions set by the University's banking covenants for the third quarter, with no concerns raised. It was anticipated that the covenants would comply for each (quarterly) measurement in 2024.
- **[Redacted]**
- The Chair of FERC reported that they were content with the assessments and the assumptions of the risks and opportunities provided. The 2024 budget was considered a one-year assessment and that, in future years, work would need to be completed to shape the overview of longer-term budgets. The budget was also a move towards alignment with the

University's newly approved Reserves and Liquidity Policy. The committee had supported the funding of the Transformation Programme, suggesting that a criteria be introduced for the allocation of the funds to ensure the way this was managed was appropriate and the allocations justifiable.

- Trustees discussed the University's ability and capacity to increase the level of student numbers. The University had been able to capitalise on post-pandemic trends, however recent interventions applied to overseas students studying postgraduate taught programmes restricting the ability to bring their families with them had impacted universities nationwide. Institutions had also seen wider trends developing with students choosing to delay their decision on place of study until extremely late. Further, institutions were starting to adopt a January intake (a practice implemented at Buckingham many years ago). The University was investigating these various application trends, seeking to utilise a range of engagement mechanisms to mitigate any potential impacts.
- Trustees considered, should a Labour Government be elected later in 2024, whether they may introduce VAT on Independent School fees and what the implications for such a measure might be for the University. It was thought that this could impact relevant independent Higher Education providers such as Buckingham, and it would be prudent for the University to prepare for the different possible scenarios.
- Trustees considered life-long learning which had yet to be taken forward at the University. It was noted that the majority of current students who were classified as 'mature' were 21-years+ (as opposed to 40+ years of age). In terms of Executive Education, where there were significant opportunities for the University, the current IT infrastructure and capability currently prohibited what could be achieved in terms of income in the current market.

MHA Audit Findings Action Plan

- The recommendations arising from the amalgamated MHA Audit Findings Report (2020 – 2022) continued to progress well, with no concerns raised.
- The Finance Team anticipated that they would continue to encounter historical issues, of the kind highlighted in the Audit Findings Report, which would need to be addressed.
- Trustees noted the importance of the implementation of the various measures in response to the Audit Findings Report and being able to evidence that the University's policies and processes were effective.
- A significant fund of £1.8m had been provisioned for the University's Transformation Programme. A significant portion of these funds would be utilised to transform digital finance and HR processes, and would include significant enhancement of the student journey, from application to graduation. The undertaking was significant and take two to three years to implement. It would be sequenced to ensure priority matters were addressed earliest in the process. Part of the fund was also being used to implement the various actions that flowed from Halpin's Governance Effectiveness Review.

October Management Accounts

- The budget remained on track, with a full year surplus of approximately £500k, with bad debt being absorbed ahead of any other provision movements. The Management Accounts continued to evolve, noting that the University's various bursaries and scholarships now included additional layers of transparency in terms of the flow of costs and funding streams.

[Redacted]

RESOLVED:

- (a) That the University's 2024 Budget be approved;
- (b) That the October 2023 management accounts be noted;
- (c) That the action taken by the Chair to approve a reviewed Modern Slavery and Human Trafficking Policy and associated 2023 Statement be noted; and
- (d) That the progress made in the delivery of actions associated with the MHA Audit Findings be noted.

110 Presentation: Students' Union

The President of the Students' Union (SU), the SU Sabbatical Officer, and the Head of the SU provided a presentation which encompassed a reflection on the operation of the Union between 2018 and 2023. The SU was developing its strategic aims for the years 2024 – 2028, which would seek to refine several areas of work, focusing on representation, engagement, and empowerment, through the services it offered to students.

Arising from the presentation, the following points were noted:

- SU representation was now evident within each of the academic faculties, fostering collaboration, increasing satisfaction, and promoting access to data driven information. The SU had become more active within halls of residence enabling community engagement through a variety of means. Student representation was now more successful because of the provision of funded sabbatical officers / part-time officers leading a broader SU team more able to pursue and target specific areas of student interest.
- SU engagement had focused on two areas; sports clubs (which had increased from 9 – 15 with 306 members) and active societies (of which there were 23 with 547 members). Given the number of students living on the two campuses this level of engagement was felt to be positive. Societies were felt to provide students with opportunities to develop and showcase their skills contributing to their employability following graduation.
- The SU had been more active nationally, engaging at conferences run by the National Union of Students and Membership Services. This networking was felt to have broadened the outlook of the SU's work.
- British Black History Month and Pride Month events were examples of empowerment of the student voice with platforms provided for students to speak about issues and experiences germane to these areas.
- A Debating Society, which had recently been set up had held four events and was well supported with invited speakers. The SU had also helped to increase virtual engagement for those students not physically on campus with examples cited such as the SU elections and a dedicated students' website area providing support and assistance on a range of topics relevant to students (su.buckingham.ac.uk).
- The SU was felt to be growing into a cohesive and effective service for students, supporting the development of the Sports department, its involvement with the Graduation Board, and with the development of social spaces such as the refurbishment of the restaurant at Tanlaw

Mill, bar areas at both campuses (Buckingham and Crewe), and SU Office spaces. The next five years would be used to underpin the growth achieved and deliver better quality and sustainable services.

- The Draft SU Strategy 2024 - 2028 would be completed in March 2024.

RESOLVED:

That the SU's presentation and its development of the draft SU Strategic 2024 – 2028 Plan be commended.

111 [Redacted]

112 **University of Buckingham Strategic Plan and Transformation & Enabling Programme 2023-2028**

The Registrar provided a presentation on the University's Strategic Plan and Transformation and Enabling Programme 2023 – 2028. The Plan had benefited from a significant amount of input from a wide-ranging number of stakeholders throughout the development phase and had been previously discussed with trustees at their meeting of 30 October 2023, following development of the strategy at the Spring Strategy Away Days held in May 2023.

Arising from discussion the following points were noted:

- The University aimed to appeal to the UK undergraduate market through investment in the academic and student experience and to develop external and internal communications to ensure there was a cohesive message to stakeholders.
- Investment in IT systems would improve efficiencies and ultimately improve job satisfaction for staff who had become frustrated by time intensive, manual processes.
- The University would focus attention on raising capital via commercial and philanthropic avenues rather than fund development through borrowing.
- The University would differentiate itself through its accelerated degrees, personalised learning, person-centred services, and the diversity of its student body.
- The University's overarching objectives for 2023 – 2028 would be to grow students within each of its faculties **[Redacted]**
- The University had undertaken an exercise to understand its value proposition and had considered and identified a number of strengths, weaknesses, opportunities, and risks. A number of strategic key performance indicators (KPIs) would be developed to track its milestones and successes.
- Pending Council approval, the Strategic Plan would be published and supported by a full communications plan. Work would include identifying champions to establish communities of practice working with the faculties and service departments to cascade the Strategy and develop local objectives.
- The University's Executive Group was in the process of considering its 'Green' sustainability priorities which it was acknowledged were nascent, though some principles had emerged. Currently these were subsumed within the Estates and Environment sub-strategy. Some

universities had set what were viewed as being potentially unachievable targets in regard to 'net zero', so any targets in this area would need to be realistic and achievable.

- Reflecting on the University's growth ambitions and earlier conversations regarding student numbers and life-long learning / re-training to meet business needs, it was felt that there was an opportunity to partner in sectors where there was an opportunity to meet a clearly defined skills requirement. It was felt that it may be useful to consult externally to identify where these skills gaps may exist.
- The Council, Senate, Executive Group, and SU Executive would continue to hold strategic away day sessions to take forward and refine the strategy.

RESOLVED:

That the University of Buckingham Strategic Plan and Transformation & Enabling Programme 2023-2028, be approved.

The Director Academic and Student Support left the meeting.

113 [Redacted]

114 Governance Effectiveness Review update

The Secretary provided the following updates:

- The Halpin Partnership had conducted a review of the University's governance effectiveness earlier in 2023, with the final report shared with trustees at Council's meeting held on 11 September 2023. The review had proposed a number of recommendations and a small steering group of trustees had volunteered to lead the implementation of a series of actions, the first meeting of this group having been held on 24 November 2023. At that meeting, the steering group's Terms of Reference, the frequency of its meetings, and the development of an approach to prioritisation of the actions had been considered.
- The steering group had also considered a draft statement to accompany the publication of Halpin's report on the University's website. A copy of this statement was appended for Council's awareness, prior to imminent publication.
- Steering group meetings would consider potential roadblocks and risks to delivery, manage key milestones, consider budget and resource implications (some of which were covered by the Transformation fund of £1.8m included in the 2024 Budget) to support delivery of the required improvements.
- Agendas and the outcome of the steering group's meetings were accessible for all Council members on the Council SharePoint site.

RESOLVED:

That the update on the implementation of the actions associated with the Governance Effectiveness Review be noted and that future updates on progress be delivered at ordinary meetings of Council.

115 Review of Ordinances and Scheme of Delegation

The Secretary provided the following updates:

- As a result of a busy agenda and a lengthy meeting, it was not possible to consider this report fully, which included proposals for revisions to the University's Ordinances, Scheme of Delegation and a revised Council committee structure.
- The Secretary to Council noted that, should trustees have any comments they would like to feed into the proposed revised Scheme of Delegation and Ordinances they should submit these to him by email following the meeting before Senate being consulted on the proposed revisions early in the New Year.
- Trustees discussed the potential introduction of a People Committee, one of Halpin's recommendations, which would place increased emphasis on policy and issues that affected staff and students. The governance effectiveness review steering group would be asked to form a view on this proposal, however it was noted that, were this committee to be adopted, it would necessitate further changes to the Ordinances and Scheme of Delegation.

RESOLVED:

- (a) That the update be noted pending a further report being submitted to Council to enable the revised documents to be considered for final approval.
- (b) That, should trustees have any comments or suggested changes, they submit these to the Secretary by email following the meeting.

116 Annual Remuneration Report 2022

The Director of Human Resources provided trustees with a report in accordance with the requirements of the Committee of University Chairs' (CUC) 'Higher Education Senior Staff Remuneration Code'.

Arising from discussion, the following points were noted:

- The changes proposed via the revised Ordinances and Scheme of Delegation would put in place a more robust committee structure for Council, including an appropriately constituted Remuneration Committee to oversee proposals regarding senior staff pay and severance.
- The University had started to participate in surveys which would lead to better benchmarking of senior staff pay.
- The figures within the Annual Remuneration Report was based on 2022 data. The data in relation to the Annual Report 2023 would be considered in Quarter 1 of 2024.

RESOLVED:

That the University's Annual Remuneration Report for 2022 be approved.

117 [Redacted]

118 Dates of the next meetings

- 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)

- Monday 29 & Tuesday 30 April 2024: Two Day joint Council, Senate, Executive, SU Executive Away Day event
- Thursday 19 September 2024: One Day joint Council, Senate, Executive, SU Executive Away Day event

119 Any other business

The Chair of Council and Vice-Chancellor noted that this would be Mark Rushton's final meeting as a trustee before his term of office was due to end. Mark had been a reassuring presence as Chair of the Risk, Audit and Compliance Committee helping to guide the University through some challenging periods in its recent history. Mark was thanked for his time and commitment to the University.

Start time of meeting: 13:00

End time of meeting: 17:00