



Minutes: Council

Time and date: 13:00 Monday 26 February 2024

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

Present: Mr Mark Qualter (Chair of Council), Mrs Anthea Bailey (Professional Services Representative), Mr Toby Corbett (President of the Students' Union), Professor Harriet Dunbar-Morris (Pro-Vice Chancellor (Academic)), Professor Timothy Evans, Mr Chris Hollis, Mr Graham Jones (Senate Representative), The Lord Peter Lilley, Ms Josephine Mbuya, Mrs Sarah Myhill (Senate Representative), Professor Jacqueline O'Dowd (Senate Representative), Professor Göran Roos, Mrs Milly Soames, Professor James Tooley (Vice-Chancellor)

In attendance: Professor Deba Barden-Correia (Dean of Business, Humanities and Social Sciences), Mr David Cole (Chief Financial Officer), Mrs Maureen Hampson (Governance Secretary), Ms Diane Jackson-Gould (Director of Human Resources – Item 13) Mr Clive Macintosh (General Counsel), Mr Chris Payne (Registrar), Ms Alison Sealey (Director Academic and Student Services), Professor Harin Sellahewa (Dean of Computing, Law and Psychology), Mr Daniel Xu, (Director of Fundraising and Alumni– Item 11)

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1 Apologies for absence

There were apologies from Sir Francis Habgood and Mr Nick Hillman.

Further to The Halpin Partnership's (Halpin) review of governance and their recommendation that Deans be invited to observe Council meetings, the Chair welcomed the Dean of Business, Humanities and Social Sciences, and the Dean of Computing, Law and Psychology. Deans would observe Council meetings from this point forward if they were available to do so.

2 Declarations of interests

[Redacted]

Trustees were reminded that the Register of Interests was provided within Council's supporting pack of papers. Any updates to entries should be notified to the Secretary to Council as they arise.

3 Minutes of the previous meeting

The minutes and proposed redaction for publication of the Council meeting held on 11 December 2023 were approved as a correct record.

4 Matters arising

A report, informed by legal advice, proposing a revised Donations Policy would be considered for approval under agenda item 11 and included proposals for a revised Due Diligence Checklist and a new Gift Agreement.

5 Approvals between meetings

[Redacted]

6 Chair's welcome and introduction

The Chair of Council provided the following updates:

- An article published by *The Times* newspaper on Saturday 17 February had reported on the University's plans to set up a Centre for Heterodox Social Sciences. Following considerable feedback to the Vice-Chancellor's comments made in the article would be reported under agenda item 7 to enable a debate among Council members.
- Work to appoint several new trustees within specific areas of expertise was underway and a meeting with the recruitment agency (Nurole) would take place following Council's meeting to consider a longlist of potential candidates. Initial informal meetings would then be arranged with those shortlisted followed by a series of formal interviews.
- The Nominations, Performance and Remuneration Committee (NPRC) had approved (via correspondence) the nomination of the Chair, the Pro-Vice Chancellor (Academic), and the Dean of Business, Humanities & Social Sciences, to the board of the University of Buckingham Foundation.

7 Vice-Chancellor update

The Vice-Chancellor provided the following updates:

- The University would be hosting Graduation ceremonies on the 15 and 16 March 2024 and trustees were encouraged to attend these events.
- The 31 January 2024 Town Hall meeting with staff provided information regarding the University's plans to deliver the Digital and Transformation Programme and had included a Q&A session. Council members were welcome to attend Town Hall meetings and archive of recorded Town Halls were available via the [Staff Gateway](#).
- An opening ceremony for the refurbished Franciscan Building at Verney Park had taken place on 12 February 2024, attended by the Chancellor and other guests and staff.
- Arising from the article in *The Times* newspaper on the Centre for Heterodox Social Science, 17 February 2024, a discussion was held, with feedback provided.

[Redacted]

RESOLVED:

That the Vice-Chancellor's report be noted and that a messaging framework be developed for consideration by Council in due course.

8 Update Reports

President of the Students' Union (SU)

- The SU President reported on the new SU Executive teams / sabbatical officers' manifestos. Plans were underway for Freshers' and the President reported on plans to improve service delivery for students more widely.

Chair of Risk, Audit and Compliance Committee (RACC)

The Chair of RACC provided an update on the committee's meeting held on 13 February 2024:

- The committee was encouraged by the amount of work undertaken and the progress made in mitigating identified risks. This work was critical ahead of new processes and new systems being implemented, which had required additional resources.
- The committee had considered the results of four internal audits. **[Redacted]** There was acknowledgement that implementation of the University's Transformation Programme would lead to improvement in these areas.
- Good progress had been made in responding to recommendations arising from the amalgamated MHA 2020 – 2022 Audit Findings Report. The replacement of the Finance System, which was a key strand of the University's Digital Transformation Plan, was progressing well but would not be 'live' until the end of the year.
- The Accounting Estimates for the 2023 Financial Statements had been considered with a further three provisions identified.
- **[Redacted]** A paper via the Nominations, Performance and Remuneration Committee would seek to address the desired balance of control within the Foundation board and that of University's trustees.
- Discussion was held regarding the redaction and publication of the committee's minutes, following a proposal put forward by Halpin as part their Governance Effectiveness Review. The commercial and risk aspects to some of the committee's business made publication challenging and this matter would be considered by the next Governance Effectiveness Review steering group.

Chair of Finance, Estates and Resources Committee (FERC)

In the absence of the Chair, the Vice-Chair of Council and FERC member, provided an update on the committee's meeting held on 5 February 2024:

- **[Redacted]**
- The committee had approved the "write off" of bad debt deemed irrecoverable. The committee would continue to receive further requests in the coming months as they continued to work to resolve this historical matter. There was confidence that, with the implementation of the University's new Finance system and associated revised processes, such issues would be mitigated significantly.
- The committee had approved a proposal to use historical credit balances, for which it had not been possible to contact further the relevant individuals, as a restricted fund to be used

for the specific purpose of improving student facilities. The committee would provide oversight for the allocation of this fund.

- The committee considered a progress report on matters concerning the University's Estates, including refurbishments planned for the Chandos Road Building (CRB).

Elected Senate Representatives

- Senate's most recent meeting held in March 2024 had considered examination results.
- A draft Artificial Intelligence Policy was currently being considered by Senate.

RESOLVED:

That the updates provided be noted.

9 Crewe Campus – Lessons Learned and status update

[Redacted]

RESOLVED:

(a) **[Redacted]**

(b) That the progress report regarding the Crewe Campus be noted.

10 Strategic and Transformation Plan

The Registrar provided a presentation reporting on activity taking place in implementing the University's 2023 – 2028 Strategic Plan and the Transformational and Enabling Programme.

- A number of new positions had now been recruited to, to ensure there was sufficient capacity for the University to deliver its communications effectively. Appointments had included some side-ways moves within various departments demonstrating the University's commitment to developing its staff. A strengthening of its appeal to the UK undergraduate market would be achieved by investing in the academic and student experience. Investment had been made in professional development and training, and in addressing cold spots in the organisation's culture.
- Contracts for the new Finance, HR and Payroll projects had been signed. **[Redacted]**
- The systems being deployed would improve the University's cybersecurity defences as a result of adopting Cloud-based technology and storage.
- A range of measures had been implemented to support organisational and cultural improvements, such as the introduction of monthly "Listening Sessions" held by the Executive Group with staff members.
- A Governance Effectiveness Review Steering Group of Council members had been established to oversee the implementation of recommendations arising from Halpin's review of governance, supported by an additional administrator (fixed-term 12-month post). The steering group was on track to successfully complete Phase 1 of delivery (January-March 2024).

- Academic and Operational Transformation and Improvement Planning was in progress. Work was underway to bring the seven academic calendars and framework into alignment to resolve process and systems issues into a unified approach. A Risk, Audit and Business Continuity Steering Group was also being taken forward.

RESOLVED:

That the update concerning the University's 2023 – 2028 Strategic Plan and Transformational and Enabling Programme be noted.

11 Revised Donations Policy

The Director of Fundraising had provided a report recommending adoption of a revised Donations Policy, Donor Due Diligence Checklist and Gift Agreement. The documents had been revised following legal advice having been sought on the University's policy and process.

Arising from discussion the following points were raised:

- The Donation Policy had been amended, taking into consideration Halpin's recommendation to introduce a Donations Advisory Panel which would report to Council. The Vice-Chancellor would chair meetings supported by three independent trustees. Meetings would be held four-six times per year to scrutinise potential donations / due diligence. Key to the work would be understanding the donor and where money derived from, being careful to manage large donations which might have conditions attached that could lead to a loss of independence.
- The Policy included reference to the ethical considerations of accepting donations from entities involved in the manufacture and sale of small arms, weapons and armaments (Point 4.4.2) and tobacco products (4.4.4), both of which could be viewed as contentious matters. It was queried whether, given the ongoing conflict in the Ukraine and the need to support the Ukraine with reinforcements, dealing with arms and weapons companies would always be considered ethically questionable.
- The appended flowchart required amendment to ensure consistency with the new authorisation levels. The flow diagram of gift acceptances would benefit from additional clarity to remove the potential for a by-pass of process. The management of due diligence and how this might translate within the various permitted levels required further consideration. It was noted that these points could be clarified by the Terms of Reference of the Donations Panel.

RESOLVED:

That, subject to implementation of amendments proposed, the revised Donations Policy be approved.

12 Revised Ordinances and Scheme of Delegation

The Secretary provided a set of recommendations which were the result of a commitment to undertake a substantive review of the University's inaugural Ordinances and Scheme of Delegation following their approval in June 2021.

The following key points were noted:

- The Nominations, Performance and Resources Committee would be more appropriately split into two separate committees: a Nominations and Governance Committee and a Remuneration Committee supported by a revised membership in each case which would be in adherence with the Committee of University Chairs' Higher Education Code of Governance.

- The Halpin review had proposed that a ‘People Committee’ be established which were not included within these proposals. Council had previously considered that it may be optimal to allow the revised arrangements to settle before considering adding a further committee to the structure. The revised Finance and Resources Committee would deal with people and HR-related matters under the proposed structure.
- The membership of the committees would continue to evolve recognising that gaps in skills and experience on Council needed to be filled, noting the work already underway to appoint new trustees.

RESOLVED:

- (a) That the revised 2024 University Ordinances be approved and be subject to a further approval of Council in one month’s time, per the requirement of the University’s Statutes;
- (b) That the revised 2024 Scheme of Delegation be approved;
- (c) That the revised Council sub-committee structure be approved;
- (d) That the revised Terms of Reference for the proposed revised sub-committee structure be approved; and
- (e) That the proposed interim membership and chairing arrangements for the revised sub-committee structure, pending further review by the Nominations and Governance Committee be approved.

13 2023 Biennial Staff Survey

The Director of Human Resources provided the results of the University’s latest biennial survey for 2023. The survey included thirteen mandatory questions, with a mixture of Likert scale style and open text questions, and received a response rate of 59.6%, equating to 268 out of 450 employees (a slight reduction of 4% from the previous survey).

Arising from discussion the following points were raised:

- In comparison to the 2021 survey, the results revealed that although the University had worked hard to improve a number of areas, several themes prevailed; there was a need to consider improvements in areas such as internal communication (with a clear strategy and vision), staff pay, reward and recognition, and systems and processes. There was a notable decrease in the number who agreed with a statement around the University’s Executive Group listening to and responding to the views of staff.
- Other areas of the survey confirmed some areas which were more positive, such as staff feeling proud to work for the University (62.7%) and that they had a good work life balance (61.2%), which was a significant improvement compared to the 2021 survey (19%). Over 50% of staff felt that they worked well with their line manager and the majority (74.3%) felt that they were part of a team. There was a diverse population with the campuses providing a relaxing environment in which to work, and staff appreciated the hybrid working practices. Almost 50% would recommend the University as a place to work.
- In comparison with other institutions in the sector, reward and recognition was an area where the University differed. Although the University usually applied an annual Cost of Living increase, there was no automatic entitlement to spine point incremental increases. The Pay

and Grading Review was felt to have instilled fair market rates for roles, however, the spine points within the different bandings were not active and staff were unable to progress in terms of pay without making the case for this which it was felt had the potential to demotivate and ultimately lose good and experienced staff. It was felt that the University was not yet mature enough to introduce performance-related pay and needed the right mechanisms to ensure consistency of process before this could be considered for implementation. The University's financial position also made implementation of this a challenge at the present time, though opportunities to promote recognition in a number of other ways would be investigated.

- The Executive Group had discussed the results and felt encouraged by the overall findings noting that some issues raised could be addressed at a more local level. The University would work to raise morale through improving communications with staff. The arising action plan would consider new ways to feedback to staff e.g. 'You said... we did' and raise the sharing of good practice. The University had appointed a Learning and Development Manager who would be launching a range of development programmes designed to support managers in their roles as leaders.

RESOLVED:

That the results of the University's 2023 Biennial Staff Survey be noted and that a progress report on the implementation of the survey's recommendations be submitted to Council at its December 2024 meeting.

14 Dates of the next meetings

- Monday 29 & Tuesday 30 April 2024: Joint Council, Senate, Executive, SU Executive Strategic Away Days (Mount Pleasant)
- Monday 20 May 2024: 13:00 (Teams / Campus)
- Monday 15 July 2024: 12:00 (Crewe)
- Thursday 19 September 2024: Joint Council, Senate, Executive, SU Executive Strategic Away Day
- Monday 14 October 2024: 13:00 (Teams / Campus)
- Monday 9 December 2024: 13:00 (Teams / Campus)

15 Any other business

There was no other business.

Start time of meeting: 13:00

End time of meeting: 15:50