



<b>Minutes:</b>	<b>Council</b>
<b>Time and date:</b>	13:00, Thursday 30 October 2025
<b>Location:</b>	Hybrid: Vinson Building, First Floor, Room 5&6, Hunter Street, Buckingham, MK18 1EG / MS Teams
<b>Present:</b>	Mr Mark Qualter (Chair of Council), Ms Annabel Awosika (Student' Union President), Ms Anthea Bailey (Professional Services), Mr David Cole (delegated Vice-Chancellor), Mr Andy Dunkley (Independent Member), Mr Kamva Gcaza (Nominated Student), Mr Chris Hollis (Independent Member), Mr Graham Jones (Senate Representative), Mr Martin Kersey (Independent Member), The Lord Peter Lilley (Independent Member), Mrs Sarah Myhill (Senate Representative), Ms Katie Nykanen (Independent), Dr Adekunle Osibogun (Nominated Alumnus), Professor Göran Roos (Independent Member – from Minute 10), Mrs Milly Soames (Vice-Chair of Council), Mr Phil Wolfenden (Independent Member)
<b>In attendance:</b>	Mr David Cole (Chief Financial Officer), Ms Katie Gunn (Governance Manager), Mr Chris Payne (Registrar and Chief Administrative Officer)
<b>Secretary:</b>	Mr Sam Weston, Secretary to Council Tel: +44 (0)1280 820166 (Internal Ext 2166) Email address: <a href="mailto:Samuel.weston@buckingham.ac.uk">Samuel.weston@buckingham.ac.uk</a>

### 1 Apologies for absence

There were apologies from Mr Nick Hilman and Mr Nitesh Magdani.

The Vice-Chancellor, Professor James Tooley, was not present due to ill health.

### 2 Declaration of any pecuniary, family or other personal interests in relation to items on the agenda

It was declared that Mr Chris Payne had recently been appointed to the role of Governor at Rose Bruford College of Theatre & Performance.

No declarations of interest were made in respect of items on the agenda.

### 3 Council membership matters

There were a number of matters proposed by the Nominations and Governance Committee at its meeting on 8 October 2025. The following appointments were submitted to Council for consideration of approval.

*(Mr Mark Qualter left the meeting at this point)*

#### Mr Mark Qualter

The extension of Mr Mark Qualter for a second term of three years as trustee and Chair of Council subject to renewal in December 2028 was approved by Council.

*(Mr Mark Qualter returned to the meeting)*

*(The Hon Mrs Milly Soames left the meeting at this point)*

### The Hon Mrs Milly Soames

The extension of The Hon Mrs Milly Soames for a third and final term of three years as trustee and Vice-Chair of Council ending in January 2029 was approved by Council.

*(The Hon Mrs Milly Soames returned to the meeting)*

*(The Lord Peter Lilley left the meeting at this point)*

### The Lord Peter Lilley

The extension of The Lord Peter Lilley's term of office for a second term of three years subject to renewal in November 2028 was approved by Council.

*(The Lord Peter Lilley returned to the meeting)*

*(Professor Timothy Evans left the meeting at this point)*

### Professor Timothy Evans

The extension of Professor Timothy Evans' term of office for a second term of three years subject to renewal in November 2028 was approved by Council.

*(Professor Timothy Evans returned to the meeting)*

*(Mrs Anthea Bailey left the meeting at this point)*

### Mrs Anthea Bailey

Following the departure of Professor Jacqueline O'Dowd from her role on Council and her position as Elected Staff Member on the Nominations and Governance Committee due to a promotion, there was a need to fill the Elected Staff Member vacancy on the Committee. Mrs Anthea Bailey had offered to fill this position which was approved by the Nominations and Governance Committee for submission to Council.

The appointment of Mrs Anthea Bailey as the Elected Staff Member on the Nominations and Governance Committee was further approved by Council.

*(Mrs Anthea Bailey returned to the meeting)*

### Mr Kamva Gcaza

The current Students' Union President, Ms Annabel Awosika who had served on Council ex-officio in 2025, was due to complete her one-year term on 31 December 2025. As a result, Mr Kamva Gcaza had been elected as the Students' Union President to serve for one year from 1 January 2026. This decision was noted by Council.

### Ms Maneeka Bhujun

As a result of Mr Kamva Gcaza vacating his position as Students' Union Vice-President – Student Voice, Ms Maneeka Bhujun had been elected to fill this position for one year from 1 January 2026. This decision was approved by Council.

## Increased Academic Representation on Council

It was agreed that increasing the academic representation on Council would be considered by the Nominations and Governance Committee. It was noted that currently, there were five University academics and a further three independent academics serving on Council.

RESOLVED:

- (a) That the extension of Mr Mark Qualter for a second term of three years as trustee and Chair of Council subject to renewal in December 2028 be approved.
- (b) That the extension of The Hon Mrs Milly Soames for a third and final term of three years as trustee and Vice-Chair of Council ending in January 2029 be approved.
- (c) That The Lord Peter Lilley's term of office for a second term of three years subject to renewal in November 2028 be approved.
- (d) That Professor Timothy Evans' term of office for a second term of three years subject to renewal in November 2028 be approved.
- (e) That the election of Mr Kamva Gcaza as the new Students' Union President to serve from 1 January 2026 be noted.
- (f) That the nomination by the Students' Union of Ms Maneeka Bhujun to serve as the SU-nominated Council member from 1 January 2026 be approved.
- (g) That the appointment of Mrs Anthea Bailey as the Elected Staff Member on the Nominations and Governance Committee be approved.
- (h) That the membership of Council sub-committees be approved.
- (i) That increasing academic representation on Council be considered.

## **4 Re-appointment of University Chancellor**

Following the endorsement of the Nominations and Governance Committee on 8 October 2025, and in accordance with their subsequent recommendation, Council was asked to endorse and recommend to Convocation the reappointment of Dame Mary Archer as Chancellor of The University of Buckingham for a six-year term from 24 February 2026 to 23 February 2032, structured as an initial three years (ending 23 February 2029) followed by annual renewals (dated 23 February 2029, 2030, and 2031 respectively) at Dame Mary's discretion. It was confirmed that this was approved by Council.

RESOLVED:

That the reappointment of Dame Mary Archer as Chancellor of The University of Buckingham for a six-year term from 24 February 2025 to 23 February 2031, structured as an initial three years (ending 23 February 2028) followed by annual renewals (dated 23 February 2028, 2029, and 2030 respectively) at Dame Mary's discretion be endorsed and recommended to Convocation.

## **5 Minutes of previous meetings**

The minutes from Council's meetings held on the 7 August 2025, 12 August 2025, 1 September 2025 and 8 September 2025 (including the proposed redaction in respect of publication of the meetings held on 7 August 2025 and 8 September 2025) were approved as a correct record **[Redacted]**

## **6 Matters arising**

All matters arising from the previous meetings were to be addressed under the main agenda items.

## **7 Decisions taken by correspondence**

**[Redacted]**

## 8 Chair's welcome and introduction

Thanks were expressed from the Chair to Council for their decision to reappoint him for a second term of three years as trustee and Chair of Council.

[Redacted]

## 9 Vice-Chancellor update

The Chief Financial Officer (CFO), who had continued to have delegated the non-academic duties of the Vice-Chancellor while he was away from duties, provided an update to Council.

- Thanks were expressed to the Pro Vice-Chancellor (Academic) and Provost (PVC) for their support whilst the Chief Financial Officer had recently been on annual leave.
- It was noted that the recent weeks had been a busy period for the University, marked by various graduation ceremonies. It was highlighted that these events had provided a great opportunity to celebrate students' achievements.
- It was confirmed that communication had been received from the Office for Students (OfS) who had requested the University's interim financial return for November 2025. In addition, the CFO confirmed that he had received correspondence regarding the last financial return, student numbers and the University's plans around contingency costs. It was confirmed that interest around financial sustainability continued around the sector and the deadline for a response to the OfS was 31 October 2025.
- At the Audit and Risk Committee meeting on 17 September 2025, the CFO confirmed that the Committee had discussed cyber security. [Redacted] The need to make the environment more resilient was highlighted although the CFO acknowledged how well the IT team had handled the situation.
- Lastly, the CFO acknowledged the turbulent year that the University had experienced but highlighted the importance of looking to the future, however, the Pro Vice-Chancellor Academic and Provost highlighted the cultural resistance to change within the University and the current weakness in the academic leadership team. It was felt that there were deep rooted cultural issues which had been ongoing at the University for a number of years, which must be addressed.

## 10 Update reports

### Chair of the Audit and Risk Committee (ARC)

The following update was provided by the Chair of the Audit and Risk Committee (ARC):

- The Chair had recently participated in several Committee of University Chairs (CUC) events where the CUC's and Independent HE's Codes of Governance had been reviewed.
- Progress continued to be made following on from the MHA audit findings.
- Regarding internal audits, it was confirmed that 57% of recommendations had been completed. There were some resource issues which would need to be overcome in order to ensure that the University was well positioned to respond to areas of identified weakness.
- There was a new internal audit charter which had been updated and was being recommended to Council for approval at this meeting.
- Three internal audits had taken place which included the Faculty of Medicine and Health Sciences, Safeguarding and Fundraising. The audit of Fundraising had returned a '*limited assurance*' assessment while the Faculty of Medicine and Health Sciences and Safeguarding had received a '*Satisfactory Assurance*' assessment. Following on from this, it was noted that action would be required with a target deadline of March 2026.

- In relation to the University Risk Register, the gross risk for the University remained highlighted as 'red' with an average score of 16 and the University's net risk remained highlighted as 'amber' with an average score of 11. Progress was being made but it was slower than would be liked.
- It was noted that it could be beneficial to present the risk register in another format with the key risks still being highlighted in red but ensuring the register clearly noted who was responsible, what the actions were and when they should be completed.
- Whistleblowing issues had been resolved, and recommendations had been made.
- A revised Whistleblowing Policy had been considered with some relevant updates having been made.

Within the Risk Register, Student Recruitment had been highlighted as 'red' which led to a member of Council questioning this. It was confirmed, in relation to the forecast provided to the Office for Students, the most recent information indicated that the University remained consistent, which was why a new risk had not been listed. It was noted that, although performance had reached the targeted level, expectations continued to be managed.

#### Chair of the Finance and Resources Committee (FRC)

The following update was provided by the Chair of the Finance and Resources Committee (FRC):

- After savings, the financial results of 2025 were noted as being £3.4 million.
- In terms of trading, both the Faculty of Medicine and Health Sciences and the Faculty of Education had both performed well and had achieved a surplus.
- In relation to residential figures, it was confirmed that this was down by £500k which was a result of a number of students not choosing to reside at the University.
- The need to focus on investments in the future was noted.
- The University had £13 million of funds available which, as a charity, was highlighted as positive but it was also highlighted that the University had borrowed £5 million and that there were liabilities concerning the Crewe campus of around £4 million.
- The significance of generating funds was emphasised, and there was commendation for the excellent work carried out by the CFO who had continued to ensure that the University traded effectively.
- Steps had been taken to liquidate Medical Property Management Ltd (MPML) which held assets arising from the sale of the Milton Keynes Academic Centre, a property constructed at Milton Keynes Hospital. Following on from this, it was confirmed that although the University had a capital loss, it remained important to ensure that finances were actively sought.
- Regarding Human Resources, there were concerns around the culture of the University in relation to grievances, appeals and sickness absence levels.
- An independent and externally facilitated Staff Survey had been completed earlier this month with 60% of staff members having completed the survey. The importance of following through with actions emerged from the survey was noted.
- The recent recruitment of the Director of Digital Transformation and Technology was noted as being a positive development **[Redacted]**
- Penetration testing had been completed, which was important for clarifying how individuals would be able to access University systems.
- The vast property portfolio of the University was acknowledged and the importance of maintenance upkeep, as well as the need to ensure the University held reserve funds, was highlighted.

A question was raised regarding the possibility of recruiting an individual to carry out a specific data role within the University. It was noted that this would not be progressed following on from the resignation of the Director of Collaborations as well as there being ongoing changes within the team. Therefore, this had facilitated a reassessment regarding changes and the future development of strategy, as well as identifying areas where additional roles may be required.

The lease at the Mount Pleasant campus was highlighted and it was asked whether the University had been too optimistic about the revenue targets for the accommodation. It was noted that the University held a 20-year lease with a 5-year break and currently, the University was coming to the end of the second year. Given revenue targets had been premised on dual room occupancy and that it had become clear that there was little to no appetite for students to share bathroom facilities, the lease would need to be considered again at the appropriate time ahead of the break clause. Although single occupants paid more for the dual occupancy rooms, it was confirmed that they did not pay double. The culture of students was highlighted as many did not like the idea of sharing accommodation with individuals that they did not know.

It was questioned whether the additional space could potentially be used as lecture space but it was noted that planning had been secured on an accommodation basis and so, to transform certain areas of the building into teaching spaces would require a number of reconfigurations and additional spend which did not seem beneficial since the University did not own the building. In addition, it was felt that the space was not necessarily feasible for assessments and as students lived there, it did not feel fair to seal off areas given students classed the accommodation as their home.

### President of the Students' Union

The following update was provided by the President of the Students' Union:

- It was noted that there had been a significant amount of change over the last ten months, but the University should feel proud that students had begun to feel that they were able to get the services they required.
- There had been several events that had recently been held to promote diversity including events celebrating '*Black History Month*' and Halloween. In addition, the recent Student Town Hall had been held on 29 October 2025, and thanks were given to the Chief Financial Officer, Pro Vice-Chancellor (Academic) and Provost and the Registrar and Chief Administrative Officer for their attendance.
- The collaboration of student voice had been progressing well with meetings organised to enable students to use their voice along with their academic skills.

### Elected Senate Representatives

The following update was provided by the Elected Senate Representatives:

- There was concern amongst Senate members in relation to student numbers, although the most recent Open Day, which was held on 18 October 2025, was highlighted as it had been one of the best attended which showed some promise.
- There had been speculation following on from an article which had been written in '*The Times*' newspaper focusing on inaccurate information relating to the 'sale of the University'. It was confirmed that the PVC had sent out an email correcting this position, but the Senate Representatives on Council continued to be approached in relation to the news story. Following this, it was felt that there had been a lack of internal communication and the need to increase and improve this was acknowledged.
- The importance of Senate was emphasised, and a question was raised regarding the number of academic members on Council. There were presently three Senate-elected academics, three independent academics and two ex-officio academics on Council. Though Council had never previously had more than three Senate-elected academics it was agreed that this issue be explored further.

RESOLVED:

That the issue of academic representation on Council be considered further.

*(James Aston MBE joined the meeting)*

## **11 Gillies Report on the University of Dundee**

James Aston MBE, National Head of Education at BDO, shared a presentation with Council on the lessons that had been learnt from the investigation into the financial oversight and decision making at the University of Dundee.

It was noted that the failure of the University was not due to an unexpected event but was due to an accumulation of errors and issues which were foreseeable from December 2023.

It was highlighted that there had been weak financial oversight from the board along with further failures in governance. Available data had been ignored, despite evidence indicating that income had declined. There had been a lack of oversight of areas such as banking covenant headroom which would have made the University's financial position clearer to Council members. Papers for Council and sub-committee meetings had often been circulated late or retrospectively after meetings.

The point was also raised about those in the sector holding dual roles which required them to be answerable as a member of the Executive but also answerable to the Chair of Council as Secretary to Council. Roles such as 'Registrar/Chief Operating Officer and Secretary to the Governing Body' can lead to actual or perceived conflicts, though it was noted that there were some examples where such a system can work effectively.

Signs from governance had been missed particularly as there had not been an effective Audit and Risk Committee between the months of October 2024 – March 2025.

Arising from questioning, the following points were noted:

- The role of the external auditors was raised in relation to the blind spots highlighted at Dundee. It was felt that the auditors had been misled at Committee meetings, particularly in relation to banking covenants. It was noted that the external auditors had never signed the University off as a 'going concern' and that the 2024 accounts had not been signed off by the auditors to this day.
- Dundee had seen four serving Directors of HR in a relatively short period and a relatively newly appointed (at that time) Chief Financial Officer had not spotted a significant drop in student recruitment.
- Though the University had achieved a £100m surplus, £40m of this was as a result of a share sale of a subsidiary AI business. This income had not been well invested, and the University then suffered a significant drop in income from international student recruitment.
- It was known that there were other Universities that were in similarly challenging financial circumstances, hence the Office for Students having begun to take an enhanced interest in the financial sustainability of the sector.
- In relation to the point about Dundee's 'data poor' environment, it was highlighted that Buckingham was in a similar situation with very little ability at present to do forecast modelling. This was why the University had made a significant investment in Digital Transformation and why this position would only improve as the software's use increased.

RESOLVED:

- (a) That the presentation be noted.
- (b) That the Executive produce a monthly KPI update setting out a summary of key performance data for Council's review, including financial, academic and recruitment data.
- (c) That implications of the report be considered by the Executive.
- (d) That James Aston MBE be thanked for his update.

*(James Aston MBE left the meeting at this point)*

*(The Council adjourned for a short break)*

## 12 [Redacted]

## 13 Financial Regulations 2025

The Chief Financial Officer (CFO) provided an update in relation to the revised University Financial Regulations as recommended by the Finance and Resources Committee (FRC) at its meeting on 2 September 2025.

It was noted that the previous Financial Regulations were out of date and had been in need of an update for several years. It was confirmed that the revised regulations were now higher level with appropriate detail contained within a raft of new policies that had been introduced through 2024 and 2025.

It was agreed that the Terms of Reference of the Audit and Risk Committee (ARC), Finance and Resources Committee (FRC) and the Remuneration Committee be updated to state that the Chairs of each of these Committees would not hold another Sub-Committee Chair position. Though it was noted that such dual Sub-Committee chairing was not in place at the University, the inclusion of such a clause would be a forward-looking safeguard to ensure the ongoing appropriate independent operation of the Committees.

### Management Accounts – September 2025

It was confirmed that the Management Accounts for September 2025 had been published and shared with Council. The University continued to trade well and was £930k above budget with an additional surplus of £1.5m ahead of budget.

The positive performance throughout the first nine months of 2025 was highlighted. It was however noted that the Voluntary Severance Scheme, Cornerstone and various other costs had been covered within this period meaning that the University had gone over budget.

Looking towards the remaining three months of the year, it was noted that income should reach around £53m and surplus should equate c.£400k which was noted as being ahead of where the budget had been previously. It was forecast that the University could potentially be in a position where there was no significant surplus or deficit for 2025, but it was important to highlight that the Cornerstone project, the restructure and transformation had all been funded.

RESOLVED:

- (a) That the Financial Regulations 2025 be approved; and
- (b) That the Terms of Reference of the ARC, FRC and Remuneration Committee be updated to state that Chairs of the Committees would not hold another Sub-Committee Chair position.

## 14 Institutional Risk Register – deep dive session

A deep dive review exercise relating to the University's Risk Registers was completed following its consideration as a standing item at the meetings of the Audit and Risk Committee (ARC).

The Registrar and Chief Administrative Officer provided an update on the Institutional Risk Register.

[Redacted]

RESOLVED:

That the current position in respect of the institutional Risk Registers be noted.

## 15 Recruitment and admissions – September 2025 and projections for January 2026

The Registrar and Chief Administrative Officer shared a presentation with Council.

### September 2025 Student Intake

It was confirmed that a final summary of the intake performance and the impact on the University's student profile was not yet available, however, the most recent figures showed that 1,673 students had completed registration which was a slight increase in comparison to the confirmed outturns of 1,659 in 2024 and 1,453 in 2023. 1,049 of the registered students were classed as home students and 429 were international students. 257 of students were based at Buckingham, 1,175 were completing their studies online, 50 were based in London and 12 were listed as 'other'. The high figure of online students was noted as being heavily influenced by many medical students being classed as homebased.

### January 2026 Position

It was noted that the number of acceptances for January 2026 had decreased by 26.1% in comparison to the figures of 2025. It was confirmed that in the month of January, the University heavily relied on the intake of students choosing to study within the Faculty of Medicine and Health Sciences (FMHS) and that, over the years, the intake of students from other faculties had decreased.

It was confirmed that UCAS applications closed in October and that the FMHS would not have the capacity to process these applications until the new year. However, a decision had been approved for the Faculty of Medicine and Health Sciences (FMHS) to recruit an Admissions Officer on a full-time equivalent contract to help with the high workload.

For FMHS, it was confirmed that 75 applications had been processed, and that there were 50 interviews scheduled to take place that week in order to ensure offers could be sent out prior to the end of 2025. There were an additional five selection dates in the diary. For those students who might be interested in starting in January, it was mentioned that the University should offer an incentive to those who could start at that time. It was confirmed that individuals able to start in January were being prioritised.

Overall, it was confirmed that the number of offers for January 2026 had decreased by 19.7% compared to the same point in January 2025.

### September 2025 Applications

There had been an increase of 14.1% of applications year on year, however, it was noted that although there had been a significant increase in PGR applications, following the UKVI policy changes, a number of these applications were of low calibre. The possibility of the University

potentially offering a programme for international students that required foundation work to improve their applications was mentioned.

### Recruitment numbers – Faculty of Medicine and Health Sciences

Anthea Bailey provided an update to Council in relation to recruitment numbers in the Faculty of Medicine and Health Sciences (FMHS). It was noted that finances had been built on the current capacity, however, student recruitment numbers were currently at around 170 which was noted as being less than previously. It was observed that there had been a substantial increase in the number of medical schools, however the availability of placements remained limited. In connection with this, it was noted that during clearing in 2025, the highest standard medical schools had lowered their intake grades. Internationally, the University of Buckingham had been performing better but due to the fees, the split had increased.

Following on from the recruitment and admissions update, it was questioned how the University could protect its reputation and quality in its approach around the use of Artificial Intelligence (AI) as the risk within the Higher Education sector continued to grow. The PVC assured Council that she continued to work hard on the use of AI, academic integrity and conduct along with the Learning and Teaching Champions, and the University Assessment Learning and Teaching Committee (UALTC) and its Chair (Graham Jones) who had worked to create clear guidelines around AI and the various tools which can be used to teach students how to use them correctly in order for them to be prepared for the workplace.

It was confirmed that the University had an Academic AI Policy which was aimed at students and staff designed to advise students how to appropriately use AI. Additionally, it was noted that within the ULATC meeting, a Code of Conduct for students and staff was presented and, pending approval, it would be presented to the Senate.

The University was considered to have an advantage as a smaller institution, as the close familiarity of staff with their students would make instances of AI use easier to identify, however it was felt that it was becoming increasingly challenging to identify the use of AI remotely. The proficiency of systems that were used to identify the use of AI were becoming less reliable and the only way to have confidence in students not using it would be to have in person assessments with no access to systems.

RESOLVED:

That the current position in respect of recruitment and admissions be noted.

## **16 [Redacted]**

## **17-26 Supporting Papers**

It was RESOLVED that the following supporting papers be noted:

- (a) The Council Register of Interest
- (b) The Executive Register of Interest
- (c) The unconfirmed minutes of the Audit and Risk Committee held on 17 September 2025
- (d) The unconfirmed minutes of the Finance and Resources Committee held on 2 September 2025
- (e) The revised Nominations and Governance Committee Terms of Reference
- (f) The unconfirmed minutes of Senate's meeting held on 24 September 2025
- (g) The update report of the President of the Students' Union
- (h) An update report of the Registrar and Chief Administrative Officer concerning:
- (i) A Regulatory Compliance update
- (j) The September 2025 Management Packs and Commentary

It was RESOLVED that the following supporting papers be approved:

- (a) The amended Internal Audit Charter following consideration at the Audit and Risk Committee's meeting on 17 September 2025
- (b) The Trustee Code of Conduct following revisions made in light of comments made at Council's meeting on 8 September 2025

**27 Date of next meeting and schedule of meetings in 2026**

An extraordinary meeting of Council had been scheduled for 18:00 on Thursday 13 November 2025, to be held by MS Teams.

The next ordinary meeting of Council had been scheduled for 13:00 on Monday 8 December 2025 (on campus/MS Teams).

RESOLVED:

That the schedule of meeting dates for 2026 be noted.

**27 Any other business**

There were no items.

Start time of meeting: 13:00

End time of meeting: 17:50