

## **COUNCIL (BUSINESS MEETING)**

### Open Minutes

Of the meeting held on Monday, 18 November 2019 in Room G5.05, Gateway Building, High Wycombe.

**Present:** Michael Hipkins (Independent [Chair]), Irene Kirkman (Independent [Deputy Chair]), Joanna Boardman (Elected PSE representative), Nick Braisby (Vice-Chancellor), Andy Cole (Independent), Annet Gamell (Independent), John Hathaway (Senate Nominee), Florin Ioras (Senate Nominee), Ken McCrea (Co-opted), Tim Marshall (Co-opted), Anthony Murphy (Independent), Cheryl Pitt (Elected Academic representative), Susan Rosser (Independent), Bob Shennan (Independent), John Smith (Independent), Supriya Sobti (Independent), Megan Staples (Student representative), Tao Warburton (Students' Union President)

**In attendance:** Alexandra Bode-Tunji (Director of Human Resources), Gavin Brooks (Incoming Deputy Vice-Chancellor [Observing]), Dana Cameron (Director of Marketing & Student Recruitment – Item 6), Julie McLeod (Interim Pro Vice-Chancellor: Education), Rod Mercer (Director of Finance), Ellie Smith (Academic Registrar and Secretary), Marcus Wood (Minute Secretary)

**Apologies:** Anna Crabtree (Independent), Maggie James (Independent)

### **Welcome**

19.172 The Chair welcomed members to the meeting. Apologies for absence were recorded as noted above. He welcomed John Hathaway who had been nominated to Council as Senate representative.

19.173 The Chair also welcomed Professor Gavin Brooks from the University of Reading who was observing the meeting. Professor Brooks had recently been appointed as Deputy Vice-Chancellor at Bucks and would be joining the University formally in January 2020.

### **Declaration of conflicts of interest**

19.174 No conflicts were declared.

### **Minutes of the previous meeting**

19.175 The minutes of the Business meeting on 8 July 2019 and the Strategy meeting on 8 October 2019 were approved as an accurate record.

### **Matters arising / Status of actions**

19.176 The status of actions was noted as per the action sheet. It was further reported that:

- Minute 19.167: Impact 2022 – An external consultant had been appointed to support development of the strategy which was proceeding to a tight schedule.

### **Chair's Actions**

19.177 No Chair's Actions had been taken since the previous meeting.

## **UNIVERSITY MATTERS**

### **University Branding**

19.178 Council considered a presentation from the Director of Marketing & Student Recruitment proposing immediate review of the University's brand identity.

19.179 It was noted that the University's current identity is focused solely on the 'roundel' rather than an overall brand. This was considered to be out of date and to lack sufficient 'gravitas'. Instead, the brand should: be reflective of the University; resonate with both domestic and international students; draw on the University's heritage while remaining contemporary; and convey the University's values. Some initial concepts were presented which focused on use of the University's coat of arms and full (rather than abbreviated) name of the University especially externally.

19.180 Council supported the move to rebrand the University but noted the need to maintain a clear brand (and visual) distinction between Buckinghamshire New University and the University of Buckingham given this was an area of frequent confusion. There was also a need to ensure that the brand was properly representative of the University's mission and values, and in particular its BAME identity, with an accompanying narrative to be developed alongside any new logo. However, it urged caution over the timing of any change and noted the need to protect the brand in the longer term, arguing against an early decision.

19.181 Council encouraged the Directorate to continue working on all aspects of branding of the University, in order to generate an appropriate design.

### **Vice-Chancellor's Report (COU19-43)**

19.182 Council received the report, which covered the following developments since the previous report in July 2019:

- a) University updates, including student recruitment, development of the University's strategy, financial performance, CMS/Pinewood, and recent appointments
- b) Sector updates, including political uncertainty ahead of the UK General Election, its impact on implementation of the Augar review recommendations, and relaxation of international student recruitment restrictions
- c) Meetings held with the University's strategic partners

19.183 Council also noted the recent fire in student accommodation at the University of Bolton which had been widely reported by national media. It was noted that the fire had been exacerbated by the type of cladding used on the exterior of the building, albeit different to that used on the Grenfell Tower (see minute 17.59[a]). All universities had received a letter from the Government requesting a review to ensure full compliance of all student accommodation areas with building regulations.

- 19.184 Council also noted the increasing workload required for compliance with Office for Students requirements. Resources to support this area are under review to ensure ongoing monitoring of requirements can be prioritised. See further below, minute 19.187ff.

### **Key Performance Measures (COU19-31)**

- 19.185 Council received the updated Key Performance Measures prepared in October 2019. It was noted that Planning had adopted a margin when reporting Trend Indicators especially where improvements were slight.
- 19.186 Progress on some targets could not be measured immediately due to lag in published benchmarks, e.g. KPI 4.4 on highly skilled employment where the sector was moving to a new indicator. However, the University was proceeding with initiatives in the short term that will ultimately be of benefit when new data becomes available.

### **Office for Students matters (COU19-32)**

- 19.187 Council considered the paper prepared by the Academic Registrar and Secretary covering:
- a) Recent OfS information requests / queries
  - b) Ongoing Conditions of Registration
  - c) Reportable Events
- 19.188 Attention was drawn to the recent delay in payment of the fee to the QAA as Designated Quality Body, which constituted a breach of the ongoing condition of registration G3. This delay had been identified to the University (among a number of other providers) by the OfS by letter (appended to the report). It was noted that:
- A full investigation had been undertaken by the University in response to receipt of the letter
  - The reason that payment had been delayed had been traced to the notification of fees being payable not being appropriately flagged on receipt
  - Actions had been put in place to prevent recurrence, including: all OfS designated fees being flagged as requiring immediate attention; and a spreadsheet to track all 'ongoing conditions of registration' to be monitored regularly by UET and presented to Council on a termly basis.

Council discussed the breach and the actions identified and considered that appropriate steps had been taken to ensure that future deadlines would be met. This would be reported to the OfS in accordance with the requirements set out in the letter.

- 19.189 Council further noted Condition E5 'Facilitation of electoral registration' which requires the University to facilitate, in co-operation with electoral registration officers, the electoral registration of students. Initiatives were ongoing between the University, the Students' Union, and the Wycombe District Council Electoral Registration Officer (ERO) to encourage ensure that students were to be appropriately registered ahead of the forthcoming General Election on 12 December 2019. The Students' Union was also supporting the NUS's 'Got 5 campaign' encouraging all students to register to vote by the 26 November deadline.

### **Minutes from University Committees (COU19-33)**

19.190 Council received the minutes from the following University committees:

- Senate (25 September 2019)
- Education Committee (9 October 2019 and 6 November 2019)
- Research & Enterprise Committee (9 October 2019)

19.191 The Vice-Chancellor reported to Council that Senate would be debating a number of sector issues during the course of the year, including sector grade inflation, use of assessment criteria, and the concept of students as customers.

19.192 It was further reported that Senate had welcomed the greater visibility of Council members across the University to enable Council members to discharge their duties effectively.

### **Students' Union President's Report (COU19-34)**

19.193 Council received the latest report which included an update on campaign activity, student engagement 'mixer' opportunities, changes to the Union's governance arrangements, launch of the new SU strategic plan, as well as an outline of some current issues impacting the student experience.

19.194 Members noted student concerns about safety in High Wycombe town centre. It was further noted that the SU has an important role in raising awareness with students of fire safety procedures following recent media reports that a number of students at the University of Bolton did not respond to the fire alarm putting lives at risk. This should be emphasised by all relevant stakeholders.

19.195 Council members offered their support to the SU's Leadership Academy to engage and work with participating students. The President reported that the SU is in the process of interviewing the 27 students selected to participate.

### **PREVENT Annual Report**

19.196 The Secretary reported that the report was currently being prepared by the Head of School for Aviation & Security.

- No Prevent issues had been reported
- Current plans in place continue to provide effective mitigation
- The University is considered to be one of the sector leaders in supporting measures to safeguard people from becoming terrorists or supporting terrorism.
- The report would provide the appropriate assurance that the University continues to meet its obligations under the Prevent duty

19.197 It was agreed that, once finalised, the report would be circulated to Council members for subsequent approval by Chair's Action to be forwarded to the OfS in due course in compliance with the Duty.

**Action: Secretary**

### **Slavery and Human Trafficking Statement**

19.198 Council noted the requirement to prepare a slavery and human trafficking statement for each financial year of the organisation and to set out the steps taken during the

particular financial year to ensure that slavery and human trafficking is not taking place in any part of its business or in any of its supply chains.

19.199 It was confirmed that no cases had been reported, but it was necessary to update the University's published statement to provide an update for the year ending 31 July 2019.

19.200 It was agreed that the Finance Directorate would update the statement for approval by Chair's Action and publication on the University website by the deadline of 31 January 2020.

**Action: Rod Mercer**

### **Use of the University's Seal and Coat of Arms (COU19-35)**

19.201 Council noted use of the Seal for contracts in respect of:

- a) The Ground Floor Café and 1<sup>st</sup> Floor Nursing spaces at the University's Aylesbury campus
- b) The rent deposit deed in respect of the leasing of facilities at Pinewood Studios.

## **GOVERNANCE COMMITTEE**

### **Minutes from the meeting of 8 October 2019**

19.202 Council received the minutes. Attention was drawn to the following areas:

- a) The recent induction event for Council members which had been well received. This would be followed up with a series of 1-1 meetings for new members with key personnel
- b) The annual review of committees, which had identified the need for enhancement around the provision of quantitative data and use of key performance measures
- c) The forthcoming periodic governance review this academic year which would focus on compliance, regulatory work and the changing nature of the sector. It was intended to engage an external consultant to support the review.

## **RESOURCES COMMITTEE**

### **Minutes from the meeting of 22 October 2019**

19.203 Council received the minutes and noted the salient points as follows:

- An encouraging financial report from the Students' Union, including an expansion of its range of enterprise activities
- The potential risk to the University of the ongoing sector pay dispute
- The agreement of DRIVE values developed by Human Resources to be embedded in processes
- Commendable environmental work undertaken by Estates & Facilities
- Control of costs and delivery of covenant commitments demonstrated in the year-end accounts.

19.204 Council queried the University's decision not to renew its certification under the Carbon Trust Standard scheme this year. It was explained that the University had suffered a significant refrigerant leak during the year and so it was unlikely that the application would have been successful. The University remains committed to

reducing its environmental impact and it was noted that its record on sustainability will be attractive to student applicants.

- 19.205 Council also received an update on the decision to defer the launch of its new Student Records System by a year to September 2020. It was noted that this followed significant delays from the supplier developing the product, of which the University was an 'early adopter'. The University had considered the full range of options prior to deferring and had repurposed the Student Connect Project Team to focus on the wider business including business process re-engineering. Following a meeting with senior executives from the supplier appropriate reassurances had been received. As the supplier also owns the University's current system this will be fully supported up to launch of the new product.

#### **Year End Management Accounts (31-Jul-2019) (COU19-36)**

- 19.206 Council received the management accounts as considered by the Resources Committee.

#### **AUDIT COMMITTEE**

##### **Minutes from the meetings of 24 September and 5 November 2019**

- 19.207 Council received the minutes.

#### **Internal Auditor's Report 2018/19 (COU19-37)**

- 19.208 Council considered the finalised Internal Auditor's Report prepared by KCG and approved by Audit Committee.
- 19.209 It was noted that the auditors had provided an opinion of satisfactory assurance that the University maintained adequately designed and effective arrangements; however, attention was drawn to ongoing issues for the University's payroll processes which would be audited in the forthcoming year but this had not impacted on the current rating. Council reflected that this was the first time that the University had received this opinion for some years and it had followed a range of activities across the University.
- 19.210 It was further noted that the overall audit opinion was informed by 8 audits carried out during the year all of which had achieved satisfactory assurance. In total, 30 recommendations had been identified, including two priority 1 recommendations, which had been agreed and were being implemented.
- 19.211 The report was approved.

#### **Annual Accounts for the year ending 31 July 2019**

- 19.212 Council considered the accounts for Buckinghamshire New University (COU19-38) and its Subsidiary Companies (COU19-38A), namely Missenden Abbey Limited, BCUC (Services) Limited, Buckinghamshire Education Skills and Training (BEST), Thames Valley Training and Development, and BCUC (Conferences) Limited. It was noted that accounts had previously been scrutinised by both the Resources Committee and the Audit Committee.

#### **Buckinghamshire New University (COU19-38)**

- 19.213 The accounts were in draft final state as further work was necessary to finalise the document for publication, including addition of photographs and signatures, infographics to support the narrative, and final pagination.
- 19.214 It was noted that there was change in format this year to meet updated SORP requirements to include a strategic report. This incorporated the University's current Key Performance Indicators set against the Impact 2022 target (p5). It was agreed to expand the current footnote to indicate where lag indicators had been used.
- 19.215 Under the Strategic risks section (p18), Council noted the loss of £1.54m through BEST had been split equally between the University and the Buckinghamshire College Group. Going forward, however, BEST losses would be met by the University in full following the decision to convert BEST to a 100% owned subsidiary of the University.
- 19.216 The University is reporting a healthy cash position of £20.4m and has adequate resources to continue operating for the foreseeable future. All covenant commitments had been met, but there is a small decrease in net assets following an actuarial valuation of the Local Government Pension Scheme (LGPS).
- 19.217 A Statement of Internal Control had been provided (p27); however, following discussion, it was agreed to reword a section around the identified weakness in the payroll process (noted above) to ensure that this is contextualised within an otherwise favourable audit report.
- 19.218 Council considered that the accounts constituted a true reflection, to which auditors had presented an unmodified opinion (below), and it was agreed that – subject to the minor amendments noted above – they should be approved.

#### Subsidiary Companies (COU19-38A)

- 19.219 Council approved the accounts for Missenden Abbey, the principal activity of which is running a centre for adult education, conferences and management training, noting a profit of £53k for the year which had been paid to the University as parent organisation under the Gift Aid Scheme.
- 19.220 Council approved the accounts for BCUC (Services) Limited, the principal activity of which is the operation of the Owen Harris lecture theatre complex, noting a profit of £86k for the year, and a payment to the University as parent organisation of £104k under the Gift Aid Scheme.
- 19.221 Council approved the unaudited financial statements for BCUC (Conferences) Limited, the principal activity of which is to be the holding company of BCUC (Services) Limited. It was noted that the company did not trade during the year. Consideration will be given to closing the company when the South East Seed fund ends in 2022.
- 19.222 Council approved the unaudited financial statements for Thames Valley Training and Development Limited. The company is currently dormant and did not trade during the year. The company had not been closed as the University intends to retain the name for future use.
- 19.223 Council noted the accounts for Chiltern Student Villages (CSV) which had been provided for information only following the decision to enter into a leasing agreement with the Aviva property fund. The company had been provided with sufficient funds to operate for the expected 30-year duration of the agreement.
- 19.224 Council noted the accounts for Buckinghamshire Education Skills and Training (BEST) which had been provided for information only. It was reported that accounts had been approved separately by the BEST Board of Directors. As noted above, the

company had reported a £1.54m loss for the year. Accordingly, a letter had been provided by the accountable officer undertaking to continue to provide funding for the forthcoming financial year.

#### Audit Findings Report (COU19-38B)

- 19.225 Council considered the report which had been prepared by its external auditors, Grant Thornton. This had identified no matters that would require modification and had anticipated an unmodified audit opinion. Specifically:
- Internal credit controls issues had been identified, discussed with and responded to by management
  - Three of the five issues identified in the previous report had been resolved; updates on the outstanding items (payroll and banking reconciliations) had been provided
  - No unadjusted misstatements had been identified either this year or in the previous year
- 19.226 It was reported that outstanding items were now almost complete and awaited signed letters of representation being provided.
- 19.227 The audit report was approved. Letters of representation would be signed following the conclusion of the meeting.

#### **Accountability Return 2019 (COU19-39)**

- 19.228 Council noted the assurance statements for the Office for Students, and the Concordat for Research England. Council approved the Vice-Chancellor to sign and return both statements as the accountable officer. This followed detailed consideration of both areas at the Joint Senate-Council meeting which had preceded the meeting.

#### **Value for Money Annual Report (COU19-40)**

- 19.229 Council approved the report which had been prepared in accordance with the format and content agreed at the September 2018 Audit Committee meeting. Attention was drawn within the report to the actions undertaken significantly to reduce the number of redundancies across the University following implementation of a vacancy management process.
- 19.230 Council further noted the OfS's subsequent release of its own value for money strategy, to which future reports will be aligned.

#### **Strategic Risk Assessment Annual Report (COU19-41)**

- 19.231 Council approved the report which summarised the key risks identified and managed during 2018/19 as well as those that are current and emerging. Overall, the report identified a lowering risk profile since 2016/17.
- 19.232 Council also noted the updated risk register which had been considered by Audit Committee. It was agreed that this would be strengthened by supplemented by the addition of reflecting the Student Connect and Payroll issues reported during the meeting.

**Action: Secretary**



### **Audit Committee Annual Report (COU19-42)**

19.233 Council approved the report noting the following assurance statements contained within the report:

- Internal auditors have reported an opinion of satisfactory assurance for the period based on their work undertaken during the year
- Audit Committee is further satisfied and can give assurance to Council that:
  - Data quality is adequately managed in the University
  - Risk is adequately managed in the University
  - Arrangements for control at the University are adequate and effective
  - Arrangements for governance at the University are adequate and effective
  - Arrangements for value for money at the University are adequate and effective
  - The University complies with the concordat to support research integrity

19.234 Council noted the attendance at Audit Committee meetings during the year: membership requirements had been reviewed and made more robust.

### **Audit Committee's Review of the Effectiveness of Internal and External Auditors**

This item was considered under Reserved Business.

### **REMUNERATION COMMITTEE**

#### **Open Minutes from the meeting of 16 July 2019**

19.235 Council received the minutes, noting ongoing work in relation to pensions, and approval of a recommendation to increase executive pay in line with the JNCHES rise of 1.8%. It was further reported that the Remuneration Annual Report was now complete.

### **ANY OTHER BUSINESS**

#### **Feedback from sector events**

19.236 No updates were provided.

#### **Thanks to departing staff**

19.237 Council noted that Julie McLeod, Interim Pro Vice-Chancellor: Education, and Rod Mercer, Director of Finance, would shortly be departing the University. Council indicated its warm thanks to both for their work on behalf of the University.

#### **Private Council Business**

This item was considered under Reserved Business.

**Date of next meeting**

19.238 The next meeting would focus on strategy and would be held on 11 February 2020. The next Business meeting would be held on 16 March 2020.

19.239 Members requested that future papers for meetings should contain a glossary of acronyms to assist them with preparatory work. The Secretary would circulate a reminder to paper authors accordingly.

**Action: Secretary**