



## Minutes for Council (Strategic meeting)

Open Minutes of the meeting held on 11 October 2022 in G5.05, High Wycombe campus and Microsoft Teams

### Present:

- Maggie Galliers (Independent [Chair]);
- Andy Cole (Independent [Deputy Chair]);
- Irene Kirkman (Independent);
- Anna Crabtree (Independent);
- Dr Annet Gamell (Independent);
- Sadie Groom (Independent);
- Anthony Murphy (Independent);
- Dr Susan Rosser (Independent);
- John Smith (Independent);
- Supriya Sobti (Independent);
- Jackie Westaway (Independent);
- Karen Satterford (Independent);
- Professor Nick Braisby (Vice-Chancellor);
- Ze'ev Portner (Academic Representative);
- Emma Binnie (PSE Representative);
- Hilary Mullen (Senate Representative);
- Charlotte Leighton-Woods (Students' Union President)

### In attendance:

- Professor Rachel Cragg (Senior Pro Vice-Chancellor (Education and Digital))
- Ellie Smith (University Secretary and Clerk to Council)
- Trevor Gabriele (Chief Financial Officer);
- Ian Harper (Commercial and Business Director);
- Professor Paul Morgan (Pro Vice-Chancellor (Student Experience));
- Matt Hiely-Rayner (Director of Strategic Planning and Change);
- Dr Emma Tomsett (Minute Secretary)

## Welcome / Apologies for Absence

22.277 The Deputy Chair of Council, Andy Cole, welcomed members to the meeting. Council was advised that the Chair, Maggie Galliers, had experienced travel difficulties and would join the meeting as soon as possible.

22.278 The Deputy Chair accepted the following apologies:

- Steve Kennett, Independent Member;
- Justin Sullivan, new Independent Member.

22.279 It was noted that the following members had also been delayed:

- Danielle Ackerman, Student Co-Opted member;
- Dr Annet Gamell, Independent member.

22.280 It was also noted that Independent member Karen Satterford had to leave the meeting early.

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

22.281 Academic Representative Ze'ev Portner declared conflicts of interest as a member of the University and College Union (UCU) in relation to the discussion of possible industrial action in the Vice-Chancellor's report and as a member of the School of Business and Law in relation to the internal review of BNU's Business and Management programmes.

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

22.282 The Open and Reserved minutes of the meeting on 19 July 2022 were accepted as accurate records subject to the amendment of Ze'ev Portner's and Annet Gamell's titles.

**Action: Minute Secretary**

22.283 The Academic Representative thanked the Chair and University Secretary and Clerk to Council, Ellie Smith, for rescheduling the meeting on 4 October to 11 October due to the meeting originally being scheduled on Yom Kippur.

### **Matters arising / Status of Actions**

22.284 Council noted the status of the actions as outlined on the action sheet. The Deputy Chair was pleased to note that the majority of actions had been completed.

22.285 Additional verbal updates were received as follows:

- Action 22.55 'Council requested a further breakdown by School, and other relevant areas, of the University's revenue and profitability. It was agreed that the University Executive Team (UET) would determine when Council will receive this data': the Vice-Chancellor confirmed that UET was considering how best to present this data to Council and that it would be provided during the 2022-2023 year.
- Action 22.158 'The Chair of Audit Committee and Independent Council member, Ms Supriya Sobti, asked if it was possible to compile a list of BNU systems that may not be delivering maximum functionality so that actions can be tracked against them': the Vice-Chancellor advised Council that

the University had been working to optimise its systems, especially those relating to United Kingdom Visas and Immigration (UKVI).

22.286 With regard to action 22.55, Independent Member Jackie Westaway commented that it would be helpful if the data could initially be broken down by Home, Overseas and Partnership students before the breakdown by School was presented.

22.287 With regard to action 22.158, Ms Sobti clarified that this related to lessons learned rather than systems themselves. The Vice-Chancellor confirmed that they had undertaken a detailed analysis of UKVI Compliance at BNU and lessons had been learned that could be reported to Council.

## **Chair's Action**

22.288 There were no chair's actions to note.

## **Vice-Chancellor's Report**

22.289 Council received a report from the Vice-Chancellor. The Deputy Chair thanked the Vice-Chancellor for the report's new format; the changed format was also welcomed by Council.

22.290 The Vice-Chancellor drew Council's attention to the following:

- recruitment for 2022-2023 was ongoing and it was anticipated that the University would recruit to its budget target for the year. Possible new market conditions appeared to be emerging, particularly for Nursing, which had experienced a fall in applications of approximately 25% at BNU but also a decline across the sector, that the University would be analysing further using the services of external consultants DataHE.
- regarding industrial relations, the University would inform Council of the outcome of the UCU ballot, which closes on 21 October;
- BNU had received data for the next Teaching Excellence Framework (TEF) and guidance on what the University and Student submissions should contain. At aggregate level, the University was meeting the Office for Students (OfS) B3 metrics that would be considered during the TEF assessment. It was also meeting them at subject levels, including on BNU's Business and Management programmes;
- there were emerging risks for BNU and the sector from the inexperienced new Ministerial team at the Department of Education, and the relative absence of ministerial representation for Higher Education in the new Prime Minister's Cabinet. The University does have contact with senior civil servants through its membership of GuildHE and Universities UK;
- the University would be strongly objecting to Newman University's request to change its name to Birmingham Newman University.

- 22.291 Students' Union (SU) President Charlotte Leighton-Woods commented that the current financial situation in the United Kingdom might also be impacting recruitment as applicants were anxious about the cost of living.
- 22.292 Independent Member Dr Gamell queried whether the University had considered using the recent overage payment received from the sale of the Chalfont campus for staff bonuses. The Vice-Chancellor confirmed that UET was considering establishing a larger staff bonus fund. A proposal regarding staff bonuses, which were based on BNU's performance and affordability, would be considered by the Staff Reward Committee.
- 22.293 Senate Representative Hilary Mullen noted that the expected surplus of £7.6m at the end of the 2021-2022 financial year was a welcome achievement for BNU. The Vice-Chancellor agreed, noting this was the largest surplus the University had ever achieved.
- 22.294 Council welcomed the University's healthy financial position but agreed it was important to explain to stakeholders how funds were being invested to improve the University once the final 2021-2022 financial statements were published, noting that a large surplus could potentially be optically damaging as it might lead students to argue BNU was charging too much when it had a large surplus. The Vice-Chancellor advised Council that BNU was following the advice of former funding body the Higher Education Funding Council for England (HEFCE) that providers should maintain a surplus of up to 10% of turnover to ensure financial sustainability, but the University could review how large a surplus it held.
- 22.295 The Deputy Chair congratulated UET on a successful 2021-2022 and particularly on the excellent result in the Guardian University Guide.
- 22.296 Council held a broad discussion of the plan to lease the Engine Shed in High Wycombe from Buckinghamshire Council. The Vice-Chancellor noted that approval of the 30-year lease, which was expected to cost £250,000 - £300,000 per annum with a break clause after the first 15 years, was within UET's powers of delegation.
- 22.297 The Deputy Chair asked if a brief on the project could be circulated to Council given the total spend over the duration of the lease could be in excess of £4,000,000. The Vice-Chancellor agreed to bring a short paper to Resources Committee.  
**Action: Vice-Chancellor / Chief Finance Officer**
- 22.298 It was also agreed that the University Secretary would review the Scheme of Delegation to establish if a top limit to contracts beyond which UET could not approve them without Council approval should be added.  
**Action: University Secretary and Clerk to Council**

22.299 Noting that the plan for the Engine Shed included the relocation of an Innovation Hub from the High Wycombe campus, the Chair of Resources Committee, Anna Crabtree, asked if the Committee could receive a paper on the income generated to date by the Innovation Hubs at a future meeting.

**Action: Vice-Chancellor / Chief Finance Officer / Commercial and Business Development Director**

## Partnership Strategy Update

22.300 Council considered an update on the University's Partnership Strategy from the Commercial and Business Development Director, Ian Harper.

22.301 Mr Harper outlined the following key points:

- it remained the strategic intention to rebalance core and partner (registered) students, but careful consideration was required about how to achieve this;
- in 2020-21 partnership activity generated gross income of £95.9m and made a net contribution of £17.9m. The equivalent figures for 2021-22 had not yet been finalised but would be approximately £100m and £20m respectively;
- partner student numbers remained stable at approximately 13,500 for the past two years;
- net income from a single partner student was approximately 20% of that of a core student, although the fee for the two largest partnerships, Oxford Business College (OBC) and London School of Science and Technology (LSST), had recently been reduced; the University's next decisions regarding OBC and LSST could determine how rebalancing would be achieved
- the following partners were on teach-out arrangements: Global Banking School, University College of Football Business and the European School of Osteopathy;
- the University had also recently served a termination notice on Magna Carta College;
- some targets in the partnership action plan had been achieved, but OBC and LSST still exceeded 5% of BNU's total income;
- less than 60% of partner students entered graduate employment;
- it was important to not reduce dramatically how many students partners could recruit as this could cause a partner to terminate the partnership entirely and there was no obligation for students to remain registered with BNU when a teach-out agreement was reached. Both scenarios happening without concomitant core growth would negatively impact BNU financially;
- 30 partnerships had been reviewed and nine scenarios proposed about how to reduce partner students to 30% of BNU's students. This would resize BNU to approximately 15,000 students. All scenarios considered what happened to revenue if partners' recruitment was reduced or stopped or a partnership was terminated, and what would be needed in response in core student recruitment. The scenarios broke down the impact of partner reduction partner-by-partner.

22.302 Independent Member Jackie Westaway commented that Council needed to be informed of the current position regarding partner student numbers and what the financial profitability was for each partner.

- 22.303 Chief Finance Officer Trevor Gabriele advised Council that the current five-year financial forecast detailed student FTE by full-time and part-time enrolments, and the risks around this. Partnerships had been identified as a financial weakness for BNU as it was still extensively reliant on partnership income.
- 22.304 Chair of Audit Committee, Supriya Sobti, asked what the enablers of core growth were, if they were included in Thrive28, what the triggers to reduce partner provision would be, how the University and Council would know when these had been met, and how the University could be confident that core recruitment would grow. Ms Sobti also commented that Council needed to see the actions needed for the next 3-4 years to achieve core growth and partnership reduction.
- 22.305 The Vice-Chancellor agreed core growth was key but noted it could also be hard to achieve. Core recruitment had grown by approximately 40% in the past three years, but new subject areas would be needed to maintain this growth. UET would be bringing further papers to Council in relation to new subject areas.
- 22.306 Council supported the strategy, but agreed it was necessary to manage the reduction in partnership student numbers with great care to ensure that there was no detrimental impact on BNU's financial position. The Vice-Chancellor assured Council that all scenarios were underpinned by sound financial modelling. Core student growth must be achieved before it was determined which partners' recruitment could be reduced.
- 22.307 Dr Gamell queried if the review of the Windsor Forest Group partnership had been concluded. Mr Harper would investigate this.
- Action: Commercial and Business Development Director**

## **Council Assurance of Quality Process**

- 22.308 Council noted the Council Assurance of Quality Process update from University Secretary and Clerk to Council Ellie Smith. The update provided an overview of how Council received assurance in relation to academic standards and quality and provided a mapping against OfS requirements (B conditions) and sector guidance and best practice from GuildHE. It also set out the assurance information that Council and its committees received throughout the year.
- 22.309 Ms Smith assured Council that the University managed quality and standards very carefully.
- 22.310 Independent Member Irene Kirkman requested an additional update on English language requirements, and English as a Foreign Language requirements.
- Action: University Secretary and Clerk to Council**
- 22.311 The Senior Pro Vice-Chancellor (Education and Digital) Professor Rachel Cragg informed Council that the University was reviewing how it assessed English language. Additional support services had been made

available for students who needed extra support with English and Maths. Work was ongoing on an induction for new students to assess their English levels.

22.312 Ms Sobti reiterated the value of ensuring quality and standards were properly audited and reviewed by committees.

22.313 The Deputy Chair commended the update, noted the detailed nature of the assurance process and asked where it culminated. The Vice-Chancellor agreed it was a detailed process, and advised Council that Senate did considerable work on assuring quality and standards.

## **Thrive28 Strategy: final text and KPIs**

22.314 The Chair of Council arrived at this point and the Deputy Chair stood down.

22.315 Council considered the final text of the Thrive28 Strategy and Key Performance Indicators (KPIs).

### Thrive 28 Final Text

22.316 Council was supportive of the final text but the Academic Representative recommended that the commitment to supporting staff mental health should be strengthened.

22.317 Council requested further clarification of the Sustainability KPIs. The Vice-Chancellor noted that these were hard to quantify but confirmed that a clear KPI was to achieve Carbon Net-Zero by 2030. Considerations were ongoing about how Scope 3 could be incorporated into the KPIs.

22.318 Council noted that there was no reference to transparency or freedom for staff to speak out (whistleblowing) in the strategy. The Vice-Chancellor explained that this had not been included as a strategic commitment because the University had specific policies regarding whistleblowing as it was part of the sector's regulatory requirements / environment. The Vice-Chancellor reiterated BNU's commitment as a learning organisation to listening to staff and to encouraging staff that they could speak out without fear.

### KPIs

22.319 Council agreed that they wanted to see the goal map in addition to the granular detail of the KPIs. The Chair requested that the goal map was circulated by correspondence, enabling Council to raise questions at a future Council-UET catch-up.

**Action: Vice-Chancellor / University Secretary and Clerk to Council**

22.320 Director of Strategic Planning and Change, Matt Hiely-Rayner, presented a slide pack to Council to introduce the KPIs, which had been agreed with the University Management Group, and a proposed new KPI Dashboard for Council.

22.321 Council was advised that to ensure the KPIs were effective, the KPIs:

- were effectively aligned with institutional goals;
- had consistent definitions throughout their period;
- had clear targets;
- should be motivational for staff as each KPI contained a simple target with a clear rationale;
- covered large areas of business activity;
- could be cascaded down through BNU;
- were informed by external metrics without importing them in totality.

22.322 It was vital that the KPIs were adopted by the entire organisation. To ensure this, they would be a focus of BNU's strategic planning cycles. The KPIs would be cascaded down to and owned by Schools, with fewer of them owned by directorates.

22.323 Three tiers of KPIs had been developed:

- 14 main KPIs that were connected to the four pillars of Thrive 28;
- Tier 2 measures that supported the main KPIs;
- Operational metrics that supported day-to-day management.

22.324 It was proposed that Council would receive quarterly updates for all 14 main KPIs using the format developed for Impact 2022 KPI updates, including a Red-Amber-Green (RAG) rating that would be updated annually.

22.325 Council members supported the KPIs, the approach to disseminating them, and the plan for updating Council, but requested clarity, particularly given the precise nature of some of the KPIs, on whether BNU had the resources to achieve them and on any major areas of revenue and capital investment needed to achieve the goals. Council again noted that it expected the five-year financial forecast to be updated to reflect Thrive28.

22.326 The Chair reminded UET that Council wanted BNU's financial envelope to match the strategy.

22.327 The Vice-Chancellor advised Council that it might not be possible to present a fully costed strategy, but that nothing in the work done prior to the launch of Thrive28 had suggested that any of the objectives could not be achieved. The University would use its resources effectively: it was aware, for example, that it would need to invest in its Halls of Residence to support growth in the recruitment of core students.

22.328 The Vice-Chancellor and the Chief Finance Officer, Trevor Gabriele, confirmed that financial forecasting would reflect Thrive28 going forward. The Vice-Chancellor also commented that UET might be able to provide more clarity on financials once the strategy had been approved.



22.329 It was agreed that UET would advise Council which KPIs were stretch targets, what risk each target contained and which KPIs might be difficult to achieve at a future meeting.

**Action: University Executive Team**

22.330 Council agreed that the proposed KPI Dashboard would be helpful in giving Council the information it needed regarding the KPIs.

22.331 The Chair thanked all those involved in developing the KPIs.

## **UKVI Student Route Compliance Inspection: Outcome**

22.332 Council received an update on the outcome of the UKVI Student Route Compliance Inspection from the University Secretary and Clerk to Council. Ms Smith informed Council:

- much data gathering had occurred during the summer break.
- the University had 1,095 Overseas students. 114 students were new, of whom 109 were already enrolled.
- a further two-week extension to their enrolment date had been agreed for the remaining 5 new students, but if they did not enrol by this date the University would likely withdraw its sponsorship.
- BNU had received a Track 1 Action Plan, which was the lowest level of intervention UKVI could make. The plan contained very specific areas to improve, and the University was working extremely hard to ensure the actions were completed before the UKVI returned for a follow-up inspection in January 2023.
- attendance reports were being reviewed on a weekly basis and students were being contacted over any attendance issues.
- legal firm, Penningtons, would be delivering training to key BNU staff involved in international recruitment and compliance in the week commencing 17 October.

22.333 The SU President sought clarification about how BNU would ensure that Overseas students would receive any emails regarding their attendance and suggested it could be helpful for personal tutors to be involved in this activity.

22.334 Ms Smith confirmed students did not receive just an email: students whose attendance was cause for concern were also contacted by telephone. It would be extremely helpful if the SU could inform her if students made the SU aware that they were not receiving notifications.

22.335 The SU President queried if it was necessary to withdraw students whose attendance was poor. The University Secretary advised Council that BNU was obliged to adhere to the requirements of the UKVI, who were extremely strict regarding non-attendance and the withdrawal of visas.

22.336 The Chair noted that BNU could not be responsible for students using their visas solely as a means to enter the country.

- 22.337 Council queried the University's long-term plan regarding international recruitment. The Vice-Chancellor informed Council that the University was aiming for approximately 20% of all students being Overseas, but it was vital that all international activity was UKVI-compliant as a poor decision at the lower end of the University had caused these serious difficulties.
- 22.338 The Vice-Chancellor also remarked that international recruitment was critical to the sector financially but noted Attorney General Suella Braverman's recent comments criticising international students and that the Home Office could decide to reduce international recruitment at any point.
- 22.339 The Chair commented that a UK Compliance expert would be an extremely valuable appointment for the University. The Vice-Chancellor confirmed BNU was trying to make such an appointment, but it was challenging as few people had such expertise.

## **Internal Review of Business and Management – see reserved minutes**

### **Recruitment Update: appointment of new Independent Member**

- 22.340 Following a recommendation by Governance Committee, Council approved the appointment of Justin Sullivan as a new Independent Member of Council effective from 1 August 2022.
- 22.341 The Chair noted that the selection panel had been very impressed with Mr Sullivan. Ms Kirkman agreed he had been an outstanding candidate.
- 22.342 Council was verbally informed by the Minute Secretary that Associate Pro Vice-Chancellor (Health and Social Care) Professor Karen Buckwell-Nutt had been elected as Senate Representative to Council following the conclusion of Professor Florin Ioras' term on Council. Council endorsed the appointment.

### **Any other business**

- 22.343 Ms Westaway raised a point of any other business. Ms Westaway noted that Council had approved a forecast in the summer that maintained partnership numbers at approximately 17,000 until the end of 2026-2027. The Partnership Strategy paper presented to Council at the present meeting did not appear to align with the forecast.

### **Reserved Item**

- 22.344 A reserved item was discussed by Independent Members, the Vice-Chancellor, University Secretary and Clerk to Council and the Senior Pro Vice-Chancellor (Education and Digital). All other staff and student members of Council and the Minute Secretary withdrew from the meeting as the item involved the discussion of named University staff. This was permitted by the Articles of Government, paragraph 4.1f. See Reserved Minutes for discussion of this item.

## **Date of next meeting**

22.345 The date of the next meeting was confirmed as 29 November 2022.