

COUNCIL (BUSINESS MEETING)

Open Minutes

Of the meeting held on Monday, 23 November 2020 via Microsoft Teams.

Present: Dr Michael Hipkins (Independent [Chair]); Irene Kirkman (Independent [Deputy Chair]; Emma Binnie (PSE representative); Professor Nick Braisby (Vice-Chancellor); Andy Cole (Independent); Anna Crabtree (Independent); Annet Gamell (Independent); Tamsin Grainger (Students' Union President); Professor Florin Ioras (Senate nominee); Tim Marshall (Co-opted); Ken McCrea (Co-opted); Jordan Penning (Student); Dr Cheryl Pitt (Academic representative); Dr Susan Rosser (Independent); Karen Satterford (Co-opted); John Smith (Independent); Supriya Sobti (Independent)

In attendance: Alexandra Bode-Tunji (Director of Human Resources); Professor Gavin Brooks (Provost and Deputy Vice-Chancellor); Dr Rachel Cragg (Pro Vice-Chancellor: External Engagement); Trevor Gabriele (Director of Finance); Matt Hiely-Rayner (Director of Strategic Planning and Change); Ellie Smith (Academic Registrar and Secretary); Dr Marcus Wood (Minute Secretary)

Apologies: Professor Elizabeth Cleaver (Pro Vice-Chancellor: Education and Digital); John Hathaway (Senate nominee); Anthony Murphy (Independent); Bob Shennan (Independent)

Welcome

20.175 The Chair welcomed members to the meeting.

Declaration of conflicts of interest

20.176 No conflicts of interest were declared.

Minutes of the previous meeting

20.177 The Open and Reserved minutes of the meetings of 28 July 2020 and 6 October 2020 were approved without amendment.

Matters Arising / Action Sheet

20.178 Council noted the status of actions as per the action sheet provided. Updates were provided as follows:

- a) Minute 19.163 Access & Participation Plan: A schedule for providing regular reviews of the plan was in place. The action was marked as completed.
- b) Minute 20.107 Student Code of Conduct: The Code has yet to be reviewed, however the new addendum to provide clarification over infractions in relation to breaches of Covid-19 restrictions was reported to be working well with relatively few incidents to date.

20.179 Council received the report on new programmes developed in 2019-20.

University Matters

Vice-Chancellor's Report

20.180 Council considered the Vice-Chancellor's report. Attention was drawn to the following items in particular:

- a) A pro-rata performance award to be paid in November to all fractional and full-time staff of the University. This recognised the contribution of staff to University performance under the very challenging conditions across the year caused by coronavirus.
- b) Continuing activity to respond to Government requirements for universities due to coronavirus, including in particular the Department for Education's (DfE) tiered response plan, arrangements for the second national lockdown in November, and travel and testing arrangements to enable students to return home for Christmas. The University will be carrying out asymptomatic testing of staff and students to facilitate this and support a subsequent return to studies in January 2021.
- c) A recent interim visit by Ofsted to hear accounts of the University's Covid-19 arrangements. A positive report had been received from Ofsted and shared with Council members.
- d) Ongoing dialogue with the Office for Students which had provided reassurance that the OfS had no concerns about the University.
- e) An upcoming meeting on 20th January 2021 co-hosted by the University and Baroness Whitaker to launch the pledge of good practice developed by Bucks for universities to adopt, committing to support students from Gypsy, Roma, Traveller, Showpeople and Boater families (GTRSB) – an area with the lowest higher education participation. Council members would receive an invitation in due course.
- f) Concerns about recent announcements from the Office for Students in relation to: (i) perceived 'poor value courses' and the use of a Start to Success metric which did not benchmark institutions against entry profiles or regional variations and could disincentivise widening participation activities and range of subject choice; and (ii) significant changes being proposed in the current OfS consultation on quality and standards which would abolish benchmarking and move from criterion to a norm-based referencing system. This could be damaging to many providers, including the University, and a strong sector response challenging the position was anticipated.
- g) Announcement of the recent resignation of Alexandra Bode-Tunji, the Director of Human Resources, to take up a position with the NHS. Alexandra was warmly thanked for her many contributions to the University and offered best wishes for the future.

20.181 Council noted the following comments in discussion:

- The need to return to sports and society activities as soon as permitted by government guidelines to support students' mental health and wellbeing. The University is seeking clarification from government about the regulations that pertain as there is some conflicting guidance, especially around campus-based gymnasias.
- Support for locally-based students still to come on campus to study during the December travel window – as regulations appeared not to make allowance for

'commuter students'. It was intended that the University would keep facilities open as long as allowed and would continue to offer some face to face teaching where possible and was clarifying arrangements with the DfE.

Key Performance Indicators (KPIs)

20.182 Council noted the latest key performance indicators which showed that the University is:

- a) Delivering an overall surplus, with levels variable between individual Schools, providing a firm financial foundation on which to base other activities. Even allowing for one-off cash improvements following the absorption of BEST, the University had still converted a deficit into a surplus position, although financial performance is largely reliant on partner income.
- b) Meeting its target to keep staff costs under 50% of income following work through the Fit for Future transformation programme and outperforming both competitor and comparator institutions.
- c) Improving its liquidity, now at 134 days and showing good progress towards meeting the Impact 2022 target of 150 days.
- d) Improving its aggregate league table position, now at 109 vs the target of 80 following its second best ever performance in the Guardian League Table.

20.183 All KPIs had been rated as Green as a consequence. It was further noted that discussions are ongoing with Heads of Schools looking at individual contribution levels.

Minutes from University Committees

20.184 The minutes of the recent meetings of Senate, Education Committee, and the Research & Enterprise Committee were received. Due to time considerations, questions would be referred to the relevant Chair of the committee for follow-up via email correspondence.

Students' Union President's report

20.185 Council noted and welcomed the President's report and the clear enthusiasm and passion outlined. It commended in particular the Union's ongoing charitable and other activities.

20.186 The student Council member further outlined some initial feedback from a student focus group assembled in relation to the Blackboard Virtual Learning Environment (VLE) and support for continued availability for alumni and other related activities. It was agreed that these would be forwarded to the Pro Vice-Chancellor: Education and Digital to take forward.

Action: Pro Vice-Chancellor: Education and Digital

Prevent Accountability Return

20.187 Council approved the draft return which has been prepared in accordance with updated guidance from the Office for Students. This would be finalised and formally signed by the Chair for the deadline of 1 December 2020.

Action: Chair

OfS 5 year Financial Forecast

20.188 Council noted that the University has recently received the template on which to provide the forecast. Figures from the budget approved by Council at its meeting in July would be converted into the prescribed format. Due to the timescale it was agreed that sign-off would be facilitated via correspondence through the Secretary.

Action: Secretary

Use of the University Seal and Coat of Arms

20.189 The Secretary reported that the Seal and Coat of Arms had not been used since the previous meeting.

Resources Committee items

Minutes of the meeting of 20 October 2020

20.190 Council received the minutes. The Chair of Resources Committee drew attention to the meeting summary at Resources minute 20.109.

Year end management accounts for the year ending 31 July 2020

20.191 Council noted the update. Attention was drawn to the following aspects:

- a) Adjustment of reporting of the accounts to reflect gross (rather than net) income and expenditure in relation to partnership activity.
- b) Ongoing discussions with Barclays Bank in relation to a potential technical breach of Covenant 2 (Multiplied operational cashflow greater than borrowings) following the absorption of BEST. The Bank had agreed to waive their inclusion for the 19/20 accounting period, meaning that there was no actual breach to this Covenant, and was engaged in discussions regarding 20/21 and onwards to be monitored by the Committee.

Audit Committee items

Minutes from the meetings of 22 September and 10 October 2020

20.192 Council received the open and reserved minutes of the meetings.

Annual Internal Audit Report (2019-20)

20.193 Council considered the report and noted an overall **satisfactory assurance** audit opinion that the University maintained adequately designed and effective arrangements for risk management, control and governance, and economy, efficiency and effectiveness.

20.194 It was further noted that, of the audit procedures in the nine selected areas, satisfactory assurance had been evidenced in seven areas, with substantial assurance for the student systems in place to support apprentice learners. The remaining area in relation to student housing was considered under a separate assurance framework and had identified a number of recommendations regarding compliance issues which had since been addressed.

Annual Accounts for the year ending 31 July 2020

20.195 Council considered the annual report and financial statements for the following:

- Consolidated accounts for Buckinghamshire New University
- Subsidiary company accounts for:
 - BCUC Services Limited
 - Missenden Abbey Limited
 - Buckinghamshire Education and Skills Training Limited (BEST) in its first full year as a wholly owned subsidiary

- 20.196 These confirmed that the University was in a healthy financial position. Profits generated for BCUC Services Limited and BEST had been repaid to the University under the Gift Aid scheme. Missenden Abbey had made an overall loss following the impact of Covid-19 on activities.
- 20.197 It was noted that there were still some minor amendments to be undertaken in respect of the accounts prior to final sign-off and these had been identified by the Audit Committee. There was also further outstanding work in respect of Note 7 to the accounts (Staff Costs) for which legal advice was awaited. Any adjustments to Note 7 would be considered by the Remuneration Committee.
- 20.198 External audit work was substantially complete and the draft audit findings report was also considered by Council.
- There were no matters of which auditors were aware which would change their opinion that accounts will be **unmodified**. However, this audit opinion was subject to completion of outstanding work which included stress testing of data as part of going concern procedures.
 - Internal control procedures identified in the previous year's report had since been addressed by the University.
 - Letters of representation would be prepared by the auditors once all audit work was complete.
- 20.199 Subject to the outstanding amendments and receipt of a final audit findings report of the same audit opinion, Council approved the annual accounts. The Chair thanked staff in the finance and communications teams as well as members of the committee for their work in presenting and scrutinizing accounts.

Audit Committee Annual Report (2019-20)

- 20.200 Council considered the report and noted the following additional reports which had also informed production:
- Compliance with Concordat to support research integrity
 - Value for Money report (2019-20)
 - Risk Management report (2019-20)
- 20.201 Council noted the assurance statements from the Committee contained within the report that data quality, risk, control, governance, value for money and sustainability arrangements were adequately managed. It was noted that sustainability is a new inclusion this year and has been interpreted to refer to financial sustainability of the institution and opinion has been based on the external auditing of financial statements and quarterly reports on financial Covenants. In addition, the Committee was satisfied that the University continues to comply with the concordat to support research integrity.
- 20.202 Council approved the report.

Audit Committee's Review of the effectiveness of Internal and External Auditors

This item was considered under Reserved Business.

Governance Committee items

Minutes of the meeting of 3 November 2020

20.203 Council received the minutes. The Chair of Governance Committee drew attention to the following items:

- a) Publication of a revised CUC HE Code of Governance (September 2020). Detailed mapping and audit of requirements will be undertaken in due course. Additional training will be provided for Council members to increase understanding of updated Governance Effectiveness Review requirements.
- b) The Periodic Governance Effectiveness Review deferred from 2019-20 will be taken forward this year. An external facilitator will be appointed via the Committee
- c) Recruitment of new Council members, including a new Chair of Council, is required this year. An external search agency has been engaged to facilitate. Council noted the need to ensure members with entrepreneurial and commercial experience were also recruited to support these aspects of University business.
- d) The Annual Committee Effectiveness Survey undertaken had provided useful feedback from members which would inform an action plan to improve effectiveness.

Remuneration Committee items

Update from the meeting of 29 September 2020

20.204 Due to the sensitive nature of its work, Council received a verbal update from the Chair of Remuneration Committee in place of minutes. The following items were noted under Open Business:

- a) Staff award payment proposal (see above under Vice-Chancellor's report)
- b) Work on Note 7 to the Annual Accounts (Vice-Chancellor's remuneration) and drafting in accordance with the accounts direction.

Remuneration Committee Annual Report (2019-20)

This item was considered under Reserved Business.

Any Other Business

Feedback from sector events attended by Council members

20.205 Members reported feedback from the following events:

- Meetings of the Committee of University Chairs (CUC) where recent Government policy had been discussed.
- A recent Advance HE transforming Governance Conference which had highlighted the importance of diversity of membership of governing bodies and had explored creative ways in which this could be improved. It was noted that Covid-19 has accelerated the pace at which universities are responding and the need to carry this pace into a post-Covid world.
- A recent Royal Television Society meeting about remote production which had noted significant greater agility in project timescales as a consequence of responses to coronavirus.

Private Council Business

This item was considered under Reserved Business.

Thanks to departing staff

20.206 On behalf of members, the Chair thanked Alexandra Bode-Tunji, the outgoing Director of Human Resources, for her work for both the Council and the University, particularly for taking forward work on values and equalities. Council wished her well for the future.

Date of next meeting

20.207 The date of the next meeting was confirmed as Tuesday, 9 February 2021, from 4.00pm, where the focus would be on strategic items.