



BUCKINGHAMSHIRE
NEW UNIVERSITY
EST. 1891

MINUTES FOR COUNCIL (BUSINESS MEETING)

Open Minutes of the meeting held on 29 November 2022 at Missenden Abbey.

Present:

- Maggie Galliers (Independent [Chair]);
- Andy Cole (Independent [Deputy Chair]);
- Professor Nick Braisby (Vice-Chancellor);
- Irene Kirkman (Independent);
- Anna Crabtree (Independent [Chair of Resources Committee]);
- Dr Annet Gamell (Independent);
- Sadie Groom (Independent);
- Anthony Murphy (Independent);
- John Smith (Independent);
- Supriya Sobti (Independent [Chair of Audit Committee]);
- Jackie Westaway (Independent);
- Justin Sullivan (Independent)
- Ze'ev Portner (Academic Representative);
- Emma Binnie (PSE Representative);
- Hilary Mullen (Senate Representative);
- Professor Karen Buckwell-Nutt (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);
- Professor Paul Morgan (Pro Vice-Chancellor (Student Experience));
- Ian Harper (Commercial and Business Director);
- Matt Hiely-Rayner (Director of Strategic Planning and Change – for the item on Student Recruitment only);
- Dr Emma Tomsett (Minute Secretary)

Welcome / Apologies for Absence

22.346 The Chair welcomed members to the meeting and extended a warm welcome to the following new members:

- Danielle Ackerman (Student Co-Opted Member);
- Justin Sullivan (Independent member);
- Professor Karen Buckwell-Nutt (Senate representative).

22.347 The Chair noted three apologies:

- Karen Satterford (Independent/Co-Opted member);
- Dr Susan Rosser (Independent member);
- Steve Kennett (Independent member).

22.348 The Chair noted that the Council dashboard would be available to members from the next meeting onwards.

Declaration of conflicts of interest

22.349 The Academic Representative declared a conflict of interest with regard to industrial relations as he was a member of the Universities and Colleges Union (UCU) and with regard to the Office for Students (OfS) item as a member of the School of Business and Law.

22.350 Senate Representative Hilary Mullen also declared a conflict of interest as the President of the University UCU branch.

Minutes of the previous meeting

22.351 The Open Minutes of the previous meeting on 11 October 2022 were approved subject to an amendment to minute 22.316 to clarify that it was the Academic Representative who commented that the mental health commitment in the new University strategy, Thrive 28, should be strengthened.

Action: Minute Secretary

22.352 The Reserved Minutes of the meeting on 11 October 2022 were approved as an accurate record of the meeting without amendment.

Matters Arising / Status of Actions

22.353 Council noted the status of the actions as outlined on the action sheet.

22.354 Additional verbal amendments were provided as follows:

- 22.55: it was agreed that a detailed breakdown of BNU's income by Home, International and partner (Registered) students for each School would be presented at Council's February meeting.

Action: University Executive Team

- 22.319: the Chair noted the Thrive28 Goal Map had been circulated. Independent Members John Smith and Jackie Westaway thanked the University for this helpful information.

Chair's Action

- 22.355 Apart from the items reported as signed using the University Seal and Coat of Arms in agenda item 14, there were no chair's actions to note.

Financial Statements for the year ending 31 July 2022

KPMG Audit Findings Report 2021-22

- 22.356 Council considered the KPMG Audit Findings report. The Chief Finance Officer (CFO) noted that the audit had gone well. There had been a particular focus on the large increase to the Local Government Pension Scheme (LGPS) liability, but KPMG had been satisfied with the review of this liability by the University's actuary. The CFO also advised that KPMG had offered significant reassurance that the accounts presented at today's meeting were ready to recommend to Council.
- 22.357 Council approved the results of the audit of the University's consolidated financial statements and its subsidiary companies that had been conducted by KPMG. The report had previously been considered by and recommended by Audit Committee:
- The report had been prepared in accordance with Financial Reporting Standard (FRS) 102 requirements;
 - There had been no significant changes to the audit plan and strategy;
 - The audit was substantially complete pending review of the final financial statements and receipt of the letter of representation;
 - KPMG expected to be in a position to sign their audit opinion in advance of the Office for Students (OfS) deadline subject to approval by Council and provided that the outstanding matters noted on page 5 of the report were satisfactorily resolved;
 - The Auditor's Report was expected to be unmodified.
- 22.358 Council also endorsed the letter of representation to the auditors as recommended by Audit Committee for sign-off by both the Chair of Council and the University Secretary and Clerk to the Council.
- 22.359 The Chair of Council and the Academic Representative commended the University for an excellent outcome for the 2021-2022 financial year.

Consolidated Annual Accounts for the year ending 31 July 2022

- 22.360 Council approved the Consolidated Financial Statements for Buckinghamshire New University. These had previously been considered by Resources Committee to reflect upon the financial performance of the University in 2021-22 and by Audit Committee who had provided assurance that FRS102 and OfS SORP audit compliance requirements had been met.
- 22.361 Council was advised that this version of the accounts differed from the one presented to the last Resources and Audit Committee meetings as follows:
- KPMG audit adjustment to the LGPS pension had been booked;
 - Note 1 had been updated so that University and Consolidated figures match (error in previous version);

- Remuneration note (note 6 of the accounts) had been amended following KPMG review;
- An audit adjustment had been made in Missenden Abbey's accounts to reduce capital expenditure and increase operational expenditure by £49k. This flows through to the Consolidated figures;
- The text in the front section of the accounts reflects comments made by Committee members.

22.362 The Chair of Resources Committee welcomed the clarification of the amendments to the accounts since the Committee had reviewed them, but queried the absence of any reference to the United States Student Loans programme. The CFO clarified that this was because BNU currently had no registered American students and that this was a pre-emptive notification that the disclosure would be needed.

22.363 The Chair commended the University for a set of results that had come in ahead of budget.

Subsidiary Accounts for the year ending 31 July 2022

22.364 Council also approved for sign-off the draft financial statements for the following subsidiary company:

- Missenden Abbey Limited.

22.365 The subsidiary accounts would be finalised for sign-off by the Vice-Chancellor as a Director of the Missenden Abbey Board.

22.366 The CFO informed Council that it was pleasing to report a significant increase in Missenden Abbey (MA) income to £1.9 million against costs of sales that had totalled £1.5 million. MA was making a gross profit, but the cost of running MA had increased due to necessary improvements that had been made through 2021-2022 so it had reported a deficit (operating loss) of £407,000 for the year.

22.367 Council's attention was drawn to the MA Balance Sheet which showed the creditors' amounts falling due within one year. Notes 11 / 12 highlighted the money was owed back to the parent undertaking, the University, as the University had underwritten MA during Covid-19 lockdowns and restrictions. The future aim was to improve MA's financial situation so it would be able to make repayment to the University.

22.368 The Chair informed Council that it was required to sign off MA Limited as a going concern which it could do because the University was the creditor.

22.369 Council held a broad discussion of the accounts, from which the following points emerged:

- the challenge was now to return MA to profit and establish the International Hotel School;
- there was a discrepancy in the loss reported: on some pages of the accounts, it was recorded as £407,000 while on others it was recorded as £442,000. The CFO was confident this was most likely a typo, but would check this. The Chair requested that the CFO inform the Chair of Resources Committee if this anomaly was not a typo;

Action: Chief Finance Officer

- The Chair of the Audit Committee noted that there were insufficient funds available to reinvest and queried if another loan would be made to MA or if BNU would absorb the costs.

- 22.370 The Vice-Chancellor confirmed that the University would make another loan to MA, but would also present the MA business plan to Council. The business plan suggested it would take some years to see MA return to profitability and a return on BNU's investment. The Vice-Chancellor noted that MA's situation was challenging, but also an opportunity as there was no high-quality hotel school in the United Kingdom at the current time. It was hoped it would attract International students.
- 22.371 The Chair of Resources Committee noted that former Council members Tim Marshall and Ken McCrea were still MA Board members, and asked who chaired the Board. The Vice-Chancellor confirmed Ken McCrea chaired the Board, but the intention was to constitute the new MA Board of Directors in early 2023.
- 22.372 The Chair noted that the Chair of the new Board would be a Council member. She advised it would be worth involving the Deputy Chair of Council in the appointment of the new Board Chair as they would have a dual role. She also noted that Council wanted to see the MA business plan and a report on the newly constituted Board.

Vice-Chancellor's Report

- 22.373 Council received a report from the Vice-Chancellor on developments within the University and across the sector since its last Business meeting (19 July 2022). The Vice-Chancellor also provided the following verbal updates:
- the OfS had approved BNU's Variation to its Access and Participation Plan;
 - the OfS had approached the University regarding possible defrauding of the Student Loans Company (SLC): the SLC was investigating a number of providers where there might be a pattern of activity that suggested fraudulent activity and had requested information from BNU regarding the checks it performed to confirm students' attendance and engagement. The SLC had been satisfied by the data BNU had provided but was now triangulating it against its own data, which BNU could not access. The University Executive Team (UET) did not believe this was a significant problem, but had established a working group led by the Commercial and Business Director to investigate further: BNU was making spot checks on partners and would withdraw any non-legitimate students;
 - the appointment of a new Deputy Vice-Chancellor was ongoing;
 - BNU had recently undertaken an impressive tendering process for catering at BNU and had awarded the contract;
 - negotiations with Buckinghamshire Council regarding the Brunel Engine Shed were ongoing, with discussions particularly focusing on access to the site and planning.
- 22.374 The Chair asked when the University was likely to receive the next formal communication from the SLC. The Commercial and Business Director advised that the University had to reply to the SLC by 9 December 2022 to demonstrate the students' engagement: BNU had evidence that the

students were attending, but was now reviewing data on their engagement and testing the rigour of partners' attendance processes. BNU would have to introduce extra rigour to bolster its checks if the SLC had identified a regional concern.

- 22.375 The Chair of Audit Committee queried whether it would be beneficial to perform an end-to-end review of the checking process and suggested a compliance plan was needed.
- 22.376 The Vice-Chancellor noted that the University's existing process was aligned to the Higher Education Statistics Agency's (HESA) requirements, but the challenge now was that the OfS and SLC were asking for more without being specific about exactly what was required.
- 22.377 The Chair agreed that BNU would have to bolster its compliance if the sector was going to be required to be more vigilant about possible fraud.
- 22.378 Regarding industrial relations, Senate Representative Hilary Mullen advised Council that the disruption at BNU from the recent industrial action called by the UCU had been minimal. BNU members of the UCU had always opposed strikes, but some had decided on this occasion to take action on 24 November 2022 and others across the full 3 days called for by the UCU.
- 22.379 The Chair noted that trade-union discussions should be held outside Council, but welcomed the report of minimal disruption.

Students' Union President's Report

- 22.380 Council received a report from the SU President. Council's attention was drawn to the following points:
- the extensive activities by the SU and in partnership with the University to mitigate the impact of the cost-of-living crisis had been warmly welcomed by students;
 - the SU was proud to have consistently exceeded National Student Survey (NSS) benchmarks for all areas over the past six years;
 - SU concerns around the resourcing and accessibility of BNU's Counselling Service;
 - the SU's concern that the University's No Detriment Policy (NDP) was removed too quickly given the ongoing impact of Covid-19 on students as well as the current cost-of-living crisis.
- 22.381 The Senior Pro Vice-Chancellor (Education and Digital) confirmed that a paper regarding the NDP would be reviewed by Senate at its meeting on 7 December 2022 and the University was also reviewing the resourcing of its counselling service.
- 22.382 The Senior Pro Vice-Chancellor also noted that BNU took a whole-institution response regarding the wellbeing of its learners. Work was underway regarding how Personal Tutors could be equipped to support student wellbeing.
- 22.383 Senate Representative Professor Buckwell-Nutt advised Council that within the health Schools projects were ongoing regarding utilising multi-faith organisations and social prescribing to support learner wellbeing.

22.384 The Chair agreed all tutors should be trained to recognise signs of distress and to sign-post learners to further support, but any additional support must be delivered by specialist-trained staff to prevent non-trained staff unintentionally causing further harm.

22.385 The Chair thanked the SU President for an excellent strategic report.

University Matters

Report on 2022-2023 student recruitment and re-enrolment cycle.

22.386 Council received a presentation on the 2022-23 student recruitment and re-enrolment cycle. The Director of Strategic Planning and Change highlighted the following key points to Council:

- total student numbers across all modes and levels of provision at BNU exceeded 7,000 full-time equivalency (FTE) at the end of October 2022;
- while early indications during the recruitment cycle had suggested BNU's stretching targets for full-time undergraduate growth would be met (with a 30% increase in the number of applications received), these stretch targets were ultimately not achieved across BNU;
- there was a total of 5% full-time undergraduate growth, with the School of Business and Law growing and the School of Human and Social Sciences consolidating previous growth, but the School of Nursing and Midwifery contracted by 16% as demand for Nursing programmes fell (the sector contracted by 9%);
- the Schools of Art, Design and Performance and Creative and Digital Industries had met extremely stretching targets which BNU attributed to the delayed benefit of its investment at Pinewood Studios;
- shifting patterns of applicant and student behaviour had been noticed - with re-enrolment for full-time undergraduate students being lower than expected - and needed to be understood;
- lower re-enrolment was associated with an increase in the number of students not eligible to progress. At Level 5, it was believed this was a delayed reaction to the pandemic: these students had been allowed to progress under the previous NDP, but were not eligible to progress under normal Academic Assessment Regulations;
- applications for February and September 2023 entry had increased, but BNU should remain cautious about whether these would translate into actual enrolments.

22.387 Council held a wide-ranging discussion of the presentation from which the following key points emerged:

- there should be no rushed reaction to the results of recruitment and re-enrolment for September 2022: the data should be analysed and understood first before any actions were taken;
- the impact of Covid on full-time undergraduate Nursing applications, which had surged in the early stages of the pandemic, was perhaps declining (although it was noted that Nursing Apprenticeship programmes had continued to see growth in overall student numbers);

- BNU was unable to meet fully its placement commitment to NHS Trusts in London, but this was also the case for Brunel University and the University of West London;
- it was welcome that BNU had established a Retention and Engagement team and was now holding retention panels, which provided some very useful insights and data into the challenges students faced;
- the situation was complex and varied by subject within School: there had been elevated interest in Aviation programmes but full-time undergraduate numbers in the School of Aviation and Security had contracted though more than offset by growth in other programmes. The SU President noted aviation programmes were very expensive and with regard to Policing, there were many opportunities to join the police without a degree;
- it would be helpful to have data on apprenticeship applications.

22.388 The Director of Strategic Planning and Change confirmed that the Council dashboard would be available from its February meeting onwards.

TEF Submission Update

22.389 Council noted the report on the Teaching Excellence Framework (TEF) 2023 submission. The Senior Pro Vice-Chancellor (Education and Digital) advised Council as follows:

- the paper outlined the framework for BNU's TEF submission but was not for Council's sign off: it was intended to remind Council of the timeframe and requirements;
- the paper showed the early narrative lines of the submission;
- the priority would be on including content that produced BNU's strongest submission;
- to meet the deadline of 24 January 2023, a near final submission would be required by 9 January;
- as the key narrative continued to be formulated particular attention was being paid to the section on Educational Gain: BNU needed to make its own definition of Educational Gain (EG) as there was no standard sector definition. The OfS had advised it was not necessary for providers to state they had achieved EG now as it was a new requirement, but in future BNU would want to show it had achieved it.

22.390 The Chair noted that BNU was working collaboratively with the SU on the student submission.

22.391 The Chair commented that Educational Gain was added to the TEF to demonstrate that non-Russell Group universities did add EG so BNU might need to discuss more about where its students started from so it could demonstrate what it had given them. BNU also needed to show its employability benefit to students, but BNU's student outcomes were below benchmark: it was difficult to assess how self-critical BNU should be.

22.392 Senate Representative Professor Buckwell-Nutt welcomed the inclusion of apprenticeship provision and hoped it would remain in the final submission. The Senior Pro Vice-Chancellor advised there was currently no reason to remove apprenticeship provision.

22.393 The Chair of Audit Committee suggested Educational Gain should be linked to value for money.

22.394 The Chair noted Council was not required to sign off the submission.

Students' Union Representation to the Senate

- 22.395 Council approved the increase in SU representation on Senate from two to three, to include both Vice-President Education and Welfare Sabbatical Officers in addition to the SU President, for a trial period of one academic year (2022-2023).
- 22.396 The University Secretary and Clerk to Council advised Council that the University would work with the SU to review student representation across all deliberative committees through 2022-2023.
- 22.397 The Chair noted it was not possible to have all the Sabbatical Officers on every committee. The SU President advised her position had been removed from the membership of Education Committee to balance it.

Report from Audit Committee

Chair's Summary Report

- 22.398 Council received the summary of the work of the Audit Committee since the previous meeting of Council, including the minutes of the meetings held on 20 September and 15 November 2022. The Chair of Audit Committee drew Council's attention to the following key points:
- the committee had reviewed several annual reports;
 - it had received satisfactory internal audits for IT and Risk and partnerships and data quality;
 - actions had been resolved.

Annual Risk Management Report (2021-22)

- 22.399 Council approved the annual report on risk management, as recommended by Audit Committee, without comment.

Audit Committee Annual Report to Council and the Vice-Chancellor (2021-22)

- 22.400 Council approved the report which provided assurances from the Audit Committee in relation to the areas listed and formed part of the Annual Accountability Return to the OfS. The Chair of Audit Committee advised Council that the report was a summary of the work undertaken during the year to assure Council of the returns made by BNU and of the data quality and risk. Most audit reports had been satisfactory, with only the report on sustainability given limited assurance.
- 22.401 Council also received the following reports which were appended to the report:
- Annual Internal Audit Report (2021-22) prepared by KCG, summarising assurance levels achieved across all audit assignments completed during the reporting period;
 - Report on compliance of Buckinghamshire New University with the Concordat to Support Research Integrity (2021-22), which was approved for submission to Research England;

- Value for Money Monitoring Statement (2021-22).

Annual Prevent Report and OfS Monitoring and Accountability Return

22.402 Council approved the Annual Prevent report and OfS Monitoring and Accountability Return. The Chief Finance Officer assured Council that BNU could demonstrate continued compliance with OfS reporting requirements and all required monitoring, management and policies in relation to all aspects of the Prevent Duty during the 2021/22 reporting period. Council further noted:

- there had been no reported referrals, incidents or 'near misses' in the current reporting period;
- 84 events had been held on campus but none had raised any Prevent concerns;
- the current completion rate for the mandatory online Prevent training was 90%;
- there had been no approaches from Counter-Terrorism police.

22.403 The Chair thanked Audit Committee for its work and noted it still needed a specialist co-opted to its membership, which the Governance Committee was pursuing.

Report from Resources Committee

Chair's Summary Report

22.404 Council received the summary of the work of the Resources Committee since the previous meeting of Council, including the minutes of the meeting held on 12 July and 1 November 2022. The Chair of Resources Committee advised Council that

- the Committee had reviewed its membership, terms of reference and business cycle;
- the Committee was monitoring an external review of BNU's Financial Regulations;
- the Committee had reviewed BNU's Accounts and Capital Funding;
- it had maintained its oversight of the High Wycombe (HW) Development Oversight Group and the High Wycombe estate development.

22.405 The Chair thanked the Committee for its work on the HW estates development.

Modern Slavery and Human Trafficking Statement

22.406 Council approved the updated Slavery and Human Trafficking Statement for the year ending 31 July 2022, as recommended by Resources Committee, for publication on the University website. The Chair of Resources Committee noted that it was relatively simple for BNU to ensure there was no modern slavery or human trafficking on its own sites, but it was more challenging to ensure the same in its supply chain. The report had reassured the Committee that BNU was working to reduce this risk. Modern slavery was also being added to the BNU Risk Register.

High Wycombe Development Oversight Group Minutes (HWDOG)

22.407 Council approved the reserved minutes of the meetings of HWDOG held on 12 July, 15 August, 23 September, 5 October and 2 November 2022.

- 22.408 With regard to the development, Council noted that:
- the Chair would be signing the final legal statements after today's meeting;
 - new Independent Member Justin Sullivan's expertise since joining the High Wycombe Development Oversight Group had been gratefully received;
 - the new workshops provided a professional and pleasant environment for learners;
 - demolition work and stripping out had been completed and the piling work would be starting shortly to create the foundation for the Atrium;
 - scaffolding had been erected for the replacement of the East Wing's windows.
- 22.409 The CFO was confident the project was in a very good position and welcomed the contributions of the new Head of Estates and Facilities.
- 22.410 Council agreed it remained important to undertake a legal 'lessons learned' exercise.

Report from Student Experience Committee

Chair's Summary Report

- 22.411 Council received the summary of the work of the Student Experience Committee since the previous meeting of Council, including the minutes of the meetings held on 11 July and 3 November 2022.
- 22.412 Committee member Dr Gamell advised Council that the Committee, after robust discussions across a series of meetings, had been satisfied with the progress made on data analysis of the effectiveness of the Big Deal as the result of data sharing between the SU and BNU's Strategic Planning and Change team, on the grounds that such analysis might justify more investment in the Big Deal. On that basis, the Committee had improved a year-on-year increase to the SU Block Grant for 2022-2023.
- 22.413 The SU President agreed discussions around the Big Deal had reached a much more positive position.
- 22.414 The Committee had also challenged the SU regarding the processes by which it had appointed an additional Sabbatical Officer: the Committee had not suggested that the additional Sabbatical Officer should not have been appointed, but two processes had been used to achieve it, which had been confusing.

Students' Union Accounts for the year ending 31 July 2022

- 22.415 Council approved the Annual Report and Consolidated Financial Statements for Bucks Students' Union, as recommended by Student Experience Committee. Council noted that the SU had reported a deficit for the year ending 31 July 2022, but Student Experience Committee would be monitoring this going forward.

22.416 The Chair commented how welcome it was that the Committee existed to focus upon the student experience.

Report from Governance Committee

Chair's Summary Report

22.417 Council received the summary of the work of the Governance Committee since the previous meeting of Council, including the minutes of the meeting held on 4 November 2022. The Chair of Governance Committee noted he had chaired one meeting and that the handover from the previous Chair had been completed. Council was advised that

- the Committee's focus was on future recruitment planning;
- the Council Skills Audit would be repeated in early 2023;
- the Committee had held a robust discussion of the Annual Health and Safety Report, which it had approved.

Use of the University Seal and Coat of Arms

22.418 Council noted that the University Seal had been used on three occasions since Council's last meeting:

- Contractor Warranty to Authority in relation to the design, construction and completion of the re-development of the High Wycombe campus between Maris Interiors LLP, Constellia Public Limited and Buckinghamshire New University (signed on 10 September 2022)
- Lease of land at Missenden Abbey to Missenden Walled Garden CIO (signed on 11 October 2022)
- Deed of Variation relating to the lease for 106 Oxford Road, Uxbridge (the Uxbridge campus) (signed 26 October 2022), which had included a saving of approximately £900,000.

22.419 The Chair expressed her gratitude to Independent Member Karen Satterford for signing the Deed of Variation for the lease the Uxbridge Campus.

Reserved Business: Office for Students

22.420 This item was considered under Reserved Business. See Reserved Minutes.

Reserved Business: Remuneration Matters

22.421 This item was considered under Reserved Business. The Vice-Chancellor and members of the University Executive Team (excepting the University Secretary and Clerk to the Council), left the meeting for consideration of this item. See Reserved Minutes.

Starred Item: Minutes from the University Committees

22.422 Council received the minutes from recent meetings of Senate, and its Education and Research and Enterprise Committees without comment. These items had been deemed starred items which would only be discussed if the Minute Secretary received comments before the meeting. No comments had been received.

Date of next meeting

22.423 The date of the next meeting was confirmed as 7-8 February 2023.