



COUNCIL (BUSINESS MEETING)

Open minutes

Of the meeting held on Tuesday, 12 April 2022 in Room 2.15/2.16, Uxbridge campus and remotely via Microsoft Teams.

Present: Maggie Galliers (Independent [Chair]);
Irene Kirkman (Independent [Deputy Chair]);
Professor Nick Braisby (Vice-Chancellor);
Emma Binnie (PSE Representative);
Anna Crabtree (Independent);
Honor Fletcher (Students' Union President);
Annet Gamell (Independent);
Ze'ev Portner (Academic Representative);
Dr Susan Rosser (Independent);
Supriya Sobti (Independent);
Jackie Westaway (Independent);
Andy Cole (Independent);
Professor Florin Ioras (Senate Representative);
Emily Crawshaw (Student)

In attendance: Professor Rachel Cragg (Pro Vice-Chancellor: Education and Digital);
Ian Harper (Director of Commercial and Business Development);
Ellie Smith (University Secretary and Clerk to the Council);
Trevor Gabriele (Director of Finance);
Dr Emma Tomsett (Minute Secretary);
Matt Hiely-Rayner (Director of Strategic Planning and Change) – item on Key Performance Indicators only;
Hugh Jones (Consultant) – item on Missenden Abbey only

Apologies: Professor Gavin Brooks (Provost and Deputy Vice-Chancellor);
Sadie Groom (Independent);
Anthony Murphy (Independent);
John Smith (Independent);
Karen Satterford (Co-opted);
Hilary Mullen (Senate Representative)

Welcome and Chair's Introduction

22.43 The Chair, Ms Maggie Galliers, welcomed members to the meeting and noted six apologies.

Declaration of conflicts of interest

22.44 There were no declarations of conflicts of interest.

Minutes of the previous meetings

22.45 An amendment was requested to minute 21.156 in the Open minutes of the business meeting on 23 November 2021. It was agreed the Minute Secretary will take this forward in consultation with the academic staff representative.

Action: Minute Secretary

22.46 The Reserved minutes of the meeting held on 23 November 2021 were approved without amendment as an accurate record.

22.47 The minutes of the strategy meeting held on 8 and 9 February 2022 were approved without amendment as an accurate record.

Matters Arising and Update on Actions

22.48 Council noted the updates to the actions as outlined on the action sheet.

22.49 Council also received an update from the Vice-Chancellor, Professor Nick Braisby, on action item 21.157 regarding the University's Nursing provision: Council was assured that the School of Nursing, Midwifery and Allied Health was now in an improved position as the School is under new leadership, on which feedback has been positive; a project manager had been appointed to deliver student timetables for semester 2; and Associate Pro Vice-Chancellor (Student Experience), Professor Paul Morgan, has also been leading on some improvements to the School.

22.50 The Chair of Council, Ms Maggie Galliers, advised Council that she had toured the Uxbridge campus before the meeting. She expressed some concern that the changing rooms were not yet fully functional, there were problems with keys and the refectory area contained furniture that the School did not want.

22.51 The Vice-Chancellor assured Council the University was aware of this and further alterations were being made to the changing rooms.

Chair's Actions

22.52 There were no chair's actions to note.

Vice-Chancellor's Report

22.53 Council received the Vice-Chancellor's report on developments within the University since the previous Business meeting in November 2021. Attention was drawn to the following:

- a) The University and College Union (UCU) had recently re-balloted its membership regarding industrial action, but the ballot failed to reach the required 50% threshold at BNU so there would be no industrial action at the University.
- b) The University's financial position remains good, but the recent National Audit Report on University Finances and closure of the private provider Academy of Live and Recorded Arts (ALRA) due to financial insolvency has raised questions within the sector about the Office for Students' (OfS) judgement as the OfS had stated that ALRA was financially secure last November.

- c) The University recently welcomed a new Head of Sustainability, Mr Steven Edge. He is working on a plan for BNU to achieve net-zero status and other key priorities.
 - d) Pay negotiations for the 2022-2023 academic year remain challenging, with a joint position being adopted by five unions who have requested RPI plus 2% which amounts to an increase of 10.2%.
 - e) The University was delighted to retain the Roebuck Trophy.
 - f) The response rate for the National Student Survey (NSS) had reached approximately 77%. This tracks the 2018 response rate and is indicative that this year's results will hopefully be an improvement on the 2021 results.
- 22.54 The academic staff representative raised two suggestions regarding spreading awareness of the University's GTRSB into Higher Education pledge across the sector and future guest speakers at the University.
- 22.55 Council requested a further breakdown by School, and other relevant areas, of the University's revenue and profitability. Council was advised that in general, and consistent with the sector as a whole, neither publicly funded teaching nor research are profit generating activities: essential income to generate surpluses comes from commercial and partnership activity. It was agreed that the University Executive Team (UET) would determine when Council will receive this data.

Action: University Executive Team

- 22.56 With regards to events in Ukraine, Council was given assurance that the University had not adopted any position that would discourage Russian, Belarussian or Ukrainian students from enrolling at BNU. The University's objections to Russia's actions had been consistent with views expressed and actions taken by Universities UK (UUK) against Russian institutions.

UKVI Student Route Compliance Inspection

- 22.57 This item was considered as Reserved Business. See Reserved Minutes.

Students' Union (SU) President's Report

- 22.58 Council received the report. The following points were highlighted by Students' Union President, Ms Honor Fletcher:
- a) The SU had held elections for three new sabbatical officers, who will be in post from June.
 - b) A referendum on introducing a fourth sabbatical officer based at the Uxbridge campus had been unsuccessful. The Students' Union Board will consider how to take this forward.
- 22.59 The Chair thanked Ms Fletcher for her excellent contribution during her tenure as SU President and noted that the theme of 'belonging' in the membership survey resonated across the sector.

Key Performance Indicators (KPIs)

- 22.60 Council considered the report from Director of Strategic Planning and Change, Mr Matt Hiely-Rayner, on the University's performance on 9 KPIs that track progress towards the objectives in the Impact 2022 strategy. Council's attention was drawn to the following:

- a) The University is on track to meet its objective to have 7,000-7,500 core students by 2022.
 - b) BNU has had a very successful year reputationally, having achieved an aggregated position of 99th across all three major league tables. It is still unknown whether the University will achieve its target of an average position of 80th in 2022 but great progress has been made from a previous position around 120th.
 - c) Due to changes to the TEF, the highest TEF ranking the University is likely to achieve under Impact 2022 is now Silver.
 - d) Continuation now stands at 83.1% which is above benchmark.
 - e) The University had fallen away from its target of 85% satisfaction in the NSS due to the 2021 NSS results, but as the 2022 results are unknown it may still be possible to achieve this target.
 - f) The highly-skilled employment metric is currently 2% below the target based on data from the 2018-19 cohort.
 - g) All 'enabling strategic change' metrics are very positive and it is expected that these targets will be achieved.
- 22.61 Council welcomed the very positive report, but noted that the Young Full-Time (FT) first degree continuation rate is below benchmark.
- 22.62 The University has established a new attendance and engagement team who will use the predictive analytics product, Civitas Illume, to identify students who are showing signs of disengagement and undertake early interventions with them.
- 22.63 Council asked if there were any early indicators that the NSS results for 2022 were an improvement on those from 2021. It was noted that the mid-semester module survey results for 2021-2022 are known, but across the sector these typically show lower satisfaction rates than the NSS so it is difficult to use them as indicators for 2022 performance.
- 22.64 Further discussions raised the following points:
- a) The importance of being able to clearly show what targets have been achieved and what have been missed in the draft accounts for the 2021-22 year.
 - b) The value of beginning work on the final narrative reports on Impact 2022 as early as possible.
- 22.65 It was confirmed that new KPIs will be set in the University's new strategy (Thrive 2028), including one based on the new sector metrics from the OfS. The KPI results for partners will also be shown separately.

University Strategy: Thrive 2028

- 22.66 Council will receive a final draft of Thrive 2028 at its July meeting for final approval.

Annual Monitoring: Quality and Standards Report (2020-2021)

- 22.67 Council considered the report and was assured that quality and standards had been maintained at the University through the 2020-2021 academic year.
- 22.68 It was noted that the Apprenticeship and FE Provision report had required some amendment but had now been approved by Education Committee. Council was also assured that the University has a very robust plan regarding Ofsted inspections, which is RAG-rated and reviewed monthly.

- 22.69 Council queried the award of Good Honours, which fell fractionally to 75%. The University has not updated its degree algorithm for many years. Work is now being done to refresh the algorithm to bring it in line with sector practice whilst also ensuring the University does not inadvertently create grade inflation.

Curriculum 2023

- 22.70 Council noted the report. Pro Vice-Chancellor: Education and Digital, Professor Rachel Cragg, highlighted the following to Council:
- a) The aims of the Curriculum 2023 change programme include good recruitment on all courses, with the right students being enrolled on each course and completing their programme. The programme is also considering organisational/institutional benefits to design out inefficiencies.
 - b) The programme's hallmarks are intended to boost students' employability through active learning, ensuring programmes are industry-enabled and feature real-world assessments. The BNU portfolio will be inclusive and accessible.
 - c) The design principles include 20-credit modules; choice for students; building in better BNU processes and systems around pace and mode of learning; multiple entry points; points in programmes where students can step off and rejoin; preparation for the lifelong learning entitlement and Higher Technical Qualifications (HTQs); 10-credit 'Opportunity' modules outside a student's subject area and an opportunity for all learners to undertake placement modules.
 - d) The programme will deliver an entirely new curriculum for September 2023, and new course titles have already been agreed for listing on UCAS from 19 April 2022.
 - e) The academic year will move back to terms, with four block periods.
 - f) Training is being provided to all staff.
 - g) Many policies and procedures will need to be changed.
- 22.71 Council welcomed the programme, which was an example of BNU at its best: thoroughly planned, with staff buy-in and developed in conjunction with students.
- 22.72 Council queried whether exams will remain part of assessment and if the University would be able to help students achieve GCSE English and Maths. The University already looks carefully at its assessment methods to keep them as diverse and practically-focused as possible. The University is also considering the question regarding Level 2 English and Maths.
- 22.73 The SU President reiterated the SU's support for the programme.

Missenden Abbey: Review of Board Constitution and Operation

- 22.74 Council received an introduction from consultant, Mr Hugh Jones, to his review of, and recommendations on, governance of Missenden Abbey Limited which aimed to improve commercial outcomes and give Council oversight of performance following review of sector practice.
- 22.75 Council was asked to consider the following recommendations:
- a) The Missenden Abbey Board should consist of no more than seven members, with four internal and three external members.
 - i. The internal members could be as at present: the Vice-Chancellor, the Director of Finance, and the Commercial and Business Development

Director, plus one other (who should not be involved in the academic delivery of hotel programmes)

- ii. The three external members should comprise two non-executives with specific experience of commercial hotel management, and a chair, who should ideally have a commercial background. It would be helpful if, for the next few years, the chair of the Board of Directors was also a member of the Council.
 - iii. Whilst not necessarily a member of the Board of Directors, the company secretary is a significant role with specific legal responsibilities. It is important that the company secretary has the time and the appropriate training to fulfil the role; and also, that their accountability, as company secretary, is to the Board of Directors.
- b) It would be beneficial to establish norms about terms of office for directors. A three-year term, renewable once, would be a sensible approach.
 - c) Others may be 'in attendance' at meetings of the Board. This must include the hotel General Manager; it should include the academic lead for the University's hotel school; it might usefully include a representative of the estates team.
 - d) The Council will get the most out of Missenden if it does not seek to get involved in day-to-day activities. This will be supported by the agreement of a set of specific and unambiguous performance targets, which can be reported regularly to the Board of Directors and onwards to Council for information. This will enable accountability, without stifling the Missenden Abbey Board.
 - e) The Board of Directors must function in line with normal company governance. It is not the same as a committee of the Council; the chair and the other non-executive directors have a more active role in determining direction and in understanding the operation of the hotel.
 - f) It would be good practice to review the Memorandum and Articles of Association of the Company, to ensure that they reflect any changes agreed by the Council; and also, that they address current requirements of company law.
- 22.76 Subsequent discussion clarified that University staff will be Executive Directors and non-University staff will be Non-Executive Directors.
- 22.77 Council expressed some concern that it may not be possible to recruit external members to the Board without some form of payment, although the Vice-Chancellor commented that hoteliers who BNU contacted to build the business case were very enthusiastic about being involved in the project.
- 22.78 It was recognised that there was a need to ensure the business plan and educational plan for Missenden Abbey were complimentary and worked together harmoniously, but that it was particularly important to not lose sight of the overall business plan.
- 22.79 Council agreed that the plan should proceed but that Governance Committee should develop how this should be done in detail.

Action: Governance Committee

Minutes from University Committees

- 22.80 Council received the minutes from recent meetings of Senate, and its Education and Research and Enterprise Committees.

Use of the University Seal and Coat of Arms

22.81 The University Seal and Coat of Arms had not been used since the last meeting.

Audit Committee: Chair's Summary Report

22.82 Council received the summary of the work of the Audit Committee since the previous meeting of Council, including the minutes of the meeting held on 25 January 2022.

22.83 It was noted that the Committee had approved reports on international student recruitment, although it had noted the need for a money laundering policy.

22.84 KPMG had advised that the University response to Covid 19 contained many elements of good practice, but had identified two lessons learned recommendations.

22.85 The Committee had considered the HESA reconciliation in detail, identifying that up to £600,00 could potentially have to be returned, and was considering how it could have further oversight of this. Council was advised that this was due to poor continuation rates at one partner, which had now improved.

22.86 The Committee had been satisfied with the University compliance and risk registers.

Governance Committee

22.87 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 15 February 2022.

22.88 The Committee had noted that clear reporting on partner KPIs was needed.

22.89 It was also noted that Council needed to recruit a new member with experience in property and estates.

22.90 Council noted a new skills matrix and pro forma for Council development / performance reviews which had been approved by the Committee.

22.91 It was noted that the schedule of Council member reviews referred to a three-year schedule but the dates appear to give a two-year schedule. The University Secretary and Clerk to Council, Ms Ellie Smith, will review this.

Action: University Secretary and Clerk to Council

22.92 Council approved amendments to the Council Procedures.

Report from Student Experience Committee

22.93 Council received the summary of the work of the Student Experience Committee since the previous meeting of Council, including the minutes of the meeting held on 21 March 2022.

22.94 The Committee had discussed continuation data and why rates had fallen.

22.95 The Committee had received updates from the SU Sabbaticals on their plans for the remainder of their terms, and on the new SU strategy.

22.96 The Committee had also received an update on the University's response to events in Ukraine.

22.97 The Committee had particularly discussed the SU's Big Deal, which contained some significant costs. The Committee had commissioned a new report from the SU and Strategic Planning and Change team that investigates these costs to ensure it is the best deal for students.

22.98 The SU is working with UET regarding how both perceive the Big Deal.

22.99 The Chair of Council reported it had been a pleasure to observe the March meeting.

Report from Resources Committee

22.100 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 11 January 2022 and the minutes of the meeting of the High Wycombe Development Oversight Group (HWDOG) on 2 March 2022.

22.101 The Committee was pleased with the University's current financial position.

22.102 Development of the High Wycombe estate had commenced. HWDOG had held its second meeting recently. It is aiming to freeze the drawings to prevent 'scope creep'. There had been some proposals for potential variations, such as replacing East Wing windows, but the Group is currently awaiting detailed costings on these.

22.103 Work is underway to co-opt an individual as a specialist to the Group.

22.104 Council was advised that the development of the High Wycombe estate was moving at pace, which would lead to some disruption, but the aim was to minimise this as much as possible.

22.105 Council queried whether in relation to the proposal to consider a new approach to investment to improve returns, there would be an oversight group. It was confirmed that the Committee had discussed this and was enthusiastic about a new approach, but had a low level of risk tolerance.

Report from Honorary Awards Committee and endorsement of recommendations

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

Report from Staff Reward Committee

22.107 This item was considered under Reserved Business. With the exception of the Vice-Chancellor and the University Secretary and Clerk to Council, all members of UET left the meeting for consideration of this item. See Reserved Minutes.

Report from Vice-Chancellor's Remuneration Committee

22.108 This item was considered under Reserved Business. The Vice-Chancellor also left the meeting for consideration of this item. See Reserved Minutes.

Date of next meeting

22.109 The date of the next meeting was confirmed as 31 May 2022 at Missenden Abbey.

22.110 The Chair thanked members for their contribution to the meeting and considered approach to some items.

22.111 Council commented on the excellent papers received for the meeting, but requested a glossary of acronyms.

22.112 It was confirmed that the 2022-2023 Council meetings would not be scheduled during school holidays.

22.113 Council was also invited to note the following events: the SU Awards on 19 May and the investiture of the new Chancellor on 9 September.