

Council

Open Minutes

Date of meeting: **Monday, 20 November 2017**

Duration of meeting: **6.00pm to 8.30pm**

Location: **G5.05, Gateway Building, High Wycombe Campus**

Attendance

Name	Role	Category of membership
Michael Hipkins	Chair	Independent
Jenny Newton	Deputy Chair	Independent
Rebecca Bunting		Vice-Chancellor
Joanna Boardman		Elected PSE representative
Anna Crabtree		Independent
Ben Parmar		Students' Union President
Baljit Dhillon		Independent
Ken McCrea		Co-opted
Tim Marshall		Co-opted
Anthony Murphy		Independent
Cheryl Pitt		Elected Academic representative
Susan Rosser		Independent
John Smith		Independent
Phil Wood		Senate nomination
Sue West		Senate nomination

Officers

Name	Role	Category of membership
Ellie Smith	Secretary	Academic Registrar and Clerk to the Council
Marcus Wood	Minute Secretary	N/A

In attendance

Name	Role
Nick Braisby	Deputy Vice-Chancellor
Sean Mackney	Pro Vice-Chancellor
Rod Mercer	Director of Finance

Apologies

Name	Role	Category of membership
Gurdeep Chadha		Independent
Maggie James		Independent
Irene Kirkman		Independent
Lise Llewellyn		Independent
Bob Shennan		Independent

Committee Business

Welcome / Apologies for Absence

17.110 The Chair welcomed members to the meeting. Five apologies for absence were received.

Declaration of potential conflicts of interest

17.111 No conflicts of interest were declared.

Minutes and Action Sheet of the previous meeting

17.112 The Open Minutes of the meeting of 10 July 2017 were approved and signed as an accurate record. There were no Actions from the previous meeting.

Matters Arising

17.113 There were no matters arising.

Chair's Actions

17.114 There were no Chair's Actions to endorse.

Terms of Reference and Meetings Protocol (C-17-41)

17.115 Council noted the terms of reference as updated in May 2017.

University Matters

Vice-Chancellor's Report

17.116 There were two items for report, the first of which was considered under Reserved Business.

Educational Partnerships

17.117 A recent investigation by the BBC's Panorama programme had highlighted issues at some higher educational establishments with regard to fraud of the Student Loans System by bogus applicants for higher education courses; this had raised a number of issues for the sector.

17.118 It was confirmed that the University had approached one organisation referred to in the programme to remove reference to Bucks from their website. The University had no formal relationship with the organisation in question although students who had achieved OfQual regulated qualifications following study there were admitted to various Bucks programmes. A number of other universities had similarly approached the organisation to ask for reference to them to be removed.

17.119 The Vice-Chancellor outlined the University's approach to establishing educational partnerships, including progression, articulation, franchise and validation relationships where the extent of scrutiny increased proportionate to the risk involved. It was confirmed that the University's processes have been mapped against the requirements of Chapter B10 of the UK Quality Code which sets out requirements for managing provision with others.

17.120 It was noted that the University will be establishing a new Partnership Board and agreeing a new Partnership Risk Register to manage partnerships on an ongoing basis.

Key Performance Measures (C-17-42)

17.121 Council received the updated Key Performance Measures. The following considerations were noted:

- Measures relating to the Education Strand had been re-flagged as Amber as these had been mapped against the TEF requirements. The Highly Skilled Employment measure was Red due to the range of activity required
- There was a mixed performance in other areas including recruitment due to the challenging nature of the work required. Early indications suggested that the University had met budget targets for full-time undergraduate and postgraduate recruitment this year
- Research income was flagged Red due to the loss of key staff which had impacted targets
- As the Transformation Programme continues the University's cash flow is positive following the transaction in respect of Chiltern Student Village (CSV).

17.122 Council noted that the targets for 2020-21 had been established in the previous year and agreed that these should be replaced with the targets set in July 2017 which had been linked to the Transformation Programme. The Key Performance Measures would be updated accordingly.

Action: Deputy Vice-Chancellor

Transformation Programme Update (C-17-42)

17.123 Council received the update provided by the Pro Vice-Chancellor and noted the following:

- The Standard for the Academic Professional Degree Apprenticeship had now been agreed by the Apprenticeships Board
- The importance of FTUG recruitment at partner institutions in supporting the University's student numbers at a time when recruitment of its own students was challenging
- The recent resignation of the Director of Human Resources and arrangements to recruit a replacement with the potential for impact on HR related work streams
- The revised structure of the Finance Directorate would positively support the financial impact of the Transformation Programme going forward
- Ongoing work by the Council Advisory Group to show rigour in reviewing operational plans and details of work

17.124 In addition, Council considered the following issues in discussion:

- a) Measures to consider levels of student satisfaction with the new Foundation Year programme, which included monitoring of attendance and tracking of submission

of assignments. It was noted that sector-wide withdrawal rates from Foundation Years can be higher but lead to greater retention levels in subsequent years of the programme. Actions will be taken to improve programme design and delivery where necessary.

- b) High levels of 'voids' in Brook Street Halls of Residence, which was a consequence of the lower student numbers, and impact on the student experience. It was noted that accommodation is filled on a block by block basis to ensure usage was concentrated. The University had budgeted for a lower level of take-up and had ensured that the pricing of all accommodation was appropriate. It was further noted that the University was intending that student accommodation would form part of its offer for Foundation Year programmes commencing in February 2018 and was further engaged with partner organisations over shared usage of facilities.

Minutes from University Committees (C-17-44)

17.125 Council received the minutes from the Senate meeting of 27 September 2017 and the Education Committee meeting of 1 November 2017.

Students' Union President's Report (C-17-45)

17.126 Council received the report and noted:

- A number of issues of concern that had been raised by the Students' Union; but that
 - Actions were not clearly identified to take forward and address the concerns
 - The report was anecdotal in its presentation and did not clearly identify the evidence underlying some of the issues raised; and
 - The report had not been shared with the Vice-Chancellor's Strategy Group (VCSG) which might have allowed for a response from Senior Management

The SU President was requested to take comments on board for future reports which would provide Council with a clear basis to take any necessary action. It was also suggested that the SU might want to draw up a prioritised list of changes it would like to see the better to frame discussion with the University.

Action: SU President

17.127 Council also sought clarification from the SU President and the Executive regarding the levels of dialogue and encouraged regular, ongoing communications to address issues as they arose. It was confirmed that the SU remain fully committed to achieving the objectives set out in the Transformation Programme, and the SU President is directly involved with the programme. It was also noted that the SU has an important role to play in engaging the student body with the various projects that underpin the programme itself.

PREVENT Annual Report to HEFCE

17.128 Council received a verbal update on the University's preparations for submission of its annual report in relation to its Prevent duty to support counter-terrorism activities.

17.129 It was confirmed that during the reporting period:

- There had been no reported referrals
- There have been no events or speakers of concern that have required further referral or reporting actions.

- The number of staff trained in the Prevent duty had risen to 84% from 39% at the same stage last year. It was noted that due to the ongoing employment of Associate Lecturing staff and the appointment of new staff achievement of 100% compliance was unlikely.

17.130 It was noted that the deadline for the report was 1 December 2017. The report was being drafted and must be countersigned by the Chair of Council. Council agreed that Chair's Action could be taken to approve the finalised report.

Action: Chair

Modern Slavery Statement (C-17-46)

17.131 Council noted the statement as currently published on the University website. It was reported that following discussions with the Human Resources Directorate there had been some regulatory changes which needed to be captured in the statement. This would be updated and brought back to Council for approval in due course.

Student Disciplinary Procedures (C-17-47)

17.132 Council approved the changes to the procedures as identified in the paper and noted the development of a new Sexual Violence Policy for approval by Council in due course.

Criminal Facilitation of Tax Evasion Policy (C-17-48)

17.133 Council endorsed the policy which had been published following discussion at VCSG in accordance with requirements of the Criminal Finances Act 2017 which came into force on 30 September 2017.

17.134 It was noted that the policy includes Case Studies to support staff and would be supported by a risk register to ensure due diligence in meeting statutory requirements.

Feedback from sector events attended by Council members

17.135 The following feedback was provided:

- a) Discussions at a BDO seminar had indicated a need to ensure Councils took up full references for Council member appointments including self-certification to assure that nominees had not been convicted of fraud.

Action: Governance Committee

- b) A recent CUC event had included discussions about the new Office for Students. Governance arrangements were a recurring theme and the widening HE landscape and growing number of providers indicated a need for strengthening of the 'fit and proper persons test' for members of governing bodies and senior executives.

Buckinghamshire UTC: Update

17.136 A verbal update was received as follows:

- Further to a formal written Financial Notice to Improve (FNtI) from the Education and Skills Funding Agency dated 5 May 2016 to improve financial management, control and governance arrangements at the UTC – as at 21 July 2017, and following completion of an external review of governance and submission of financial recovery plans and audited financial statements, the FNtI had been lifted.
- The UTC is also now moving ahead following the appointment of a new Principal

- To ensure future financial viability the UTC is exploring further options to become part of a Multi Agency Trust (MAT) during 2018. This will require changes to the governance arrangements for the current UTC including discussions with the University with regard to appropriate levels of representation

Amendment to University Committees (C-17-49)

17.137 Council noted the changes to the University's committee structure as outlined in the paper.

Use of the University's Seal and Coat of Arms (C-17-50)

17.138 Council noted the paper.

Governance Committee

Minutes from the meeting of 10 October 2017

17.139 Council received the Open minutes. It was noted that the appointment of a Chancellor for the University remains on the agenda for each meeting of the committee and suggestions are invited for consideration.

Council Membership (C-17-51)

17.140 Council considered the paper. No recruitment of Council members was required for the current year; however, the paper identified the need to consider succession planning for replacement of the Chair and Deputy Chair of Council whose current terms of appointment end in July 2018.

17.141 It was confirmed that the Deputy Chair of Council is not planning to stand for re-election which will leave a vacancy. Governance Committee were recommending that given ongoing activities relating to Transformation it was advisable that both appointments should involve recruitment from current members of Council. Nominations would be invited from members in February 2018.

Resources Committee

Minutes of the meetings of 7 July 2017 and 3 October 2017

17.142 Council received the Open minutes for both meetings.

17.143 The Chair of Resources Committee highlighted the need for the Transformation Programme to be successful in order for the University to make a profit in 2019-20. The Committee had therefore agreed to include Transformation metrics as a standing item to ensure progress was maintained.

17.144 It was noted that due to the decision to reschedule the Committee to accommodate charring arrangements, the Committee had been unable to consider the full accounts and had commented instead on draft versions prior to circulation to Audit Committee.

Bucks Students' Union – Affiliations and charities supported (C-17-52)

17.145 Council approved the affiliations and charities supported as extracted from the SU audited annual accounts.

Audit Committee

Minutes of the meetings of 26 September 2017 and 7 November 2017

17.146 Council received the Open minutes for both meetings.

Internal Auditor's Report showing Audit Opinions (2016-2017) (C-17-53)

17.147 Council considered the report prepared by KCG which included audit outcomes from reviews undertaken during the year and informed the End of Year Audit Opinion.

17.148 The report had concluded an overall audit opinion of limited assurance; however, the report acknowledged that the University has taken steps to address issues identified. A verbal update was provided at the meeting to reassure Council of continuing work to implement recommendations identified in the reports.

17.149 Council noted that three areas identified as providing limited assurance had been selected by the University to improve processes and presented a responsible use of the internal audit resource.

17.150 Council approved the report.

Annual Accounts for year ending 31 July 2017 (C-17-54)

17.151 It was noted that accounts for the University and its subsidiary companies had been audited by the University's appointed external auditors.

17.152 A draft Audit Findings Report had been prepared by Grant Thornton and provided to Council; these had demonstrated that accounts presented a true and fair indication and had been prepared in accordance with requirements.

17.153 One issue to report to Council related to the technical breach of a banking covenant following the late receipt of income from a customer at the end of the financial year. This had led to a joint decision with the bank to renegotiate the current covenants, some of which no longer applied because of the change to the new accounting standard, FRS102. New covenant arrangements were tighter requiring a minimum cash balance to be tested on a quarterly basis, but allowed for a revolving credit facility to help maintain this. Arrangements had been based on the budget provided to HEFCE which were themselves based on Transformation Programme targets.

17.154 Council authorised the Chair and Vice-Chancellor to negotiate and agree revised loan arrangements between the University and the Bank following advice received from the University's lawyers. The full authority as drafted by the lawyers for consideration was appended to the minutes.

Action: Chair / Vice-Chancellor

17.155 Finalisation of the Audit Findings Report awaited: completion of the renegotiation of loan arrangements with the bank; and an audit opinion had been received from the BEST Board.

17.156 Letters of Representation for the University and its Subsidiary Companies would also be finalised following consideration of draft versions by Audit Committee.

Bucks New University (Consolidated Accounts)

17.157 The Director of Finance highlighted the following areas of the accounts:

- A deficit of £1.42m had been reported for the year following a surplus of £330k in 2015-16; this represented an improvement on an earlier estimated £1.8m deficit
- Consolidated income had reduced from £65.38m in 2015-16 to £61.91m in 2016-17

- Expenditure had increased marginally from £64.2m to £64.73m in the same period
- A gain on the disposal of assets of £3.58m had been achieved primarily following the transaction in respect of student accommodation as part of a wider refinancing arrangement
- Buckinghamshire Education, Skills and Training (BEST) reported a further loss of £1.66m, of which £0.83m had been consolidated into the University's accounts
- The University maintained a healthy cash position which had enabled £2m investment in fixed assets
- Net assets had increased by £2.2m following an actuarial gain of £3.6m in respect of pension schemes

17.158 Council approved the accounts subject to finalisation of the Audit Findings Report.

Missenden Abbey Limited

17.159 Council approved the accounts which showed an operating profit of £202k to be repaid to the University under the Gift Aid Scheme.

BCUC (Services) Limited

17.160 Council approved the accounts which showed an operating profit of £89k and included provision for the sum of £107k to be repaid to the University under the Gift Aid Scheme.

BCUC (Conferences) Limited

17.161 It was noted that this is a holding company for BCUC (Services) Limited and did not trade during the year. Council approved the accounts.

HEFCE Annual Assurance Return (Annex A)

17.162 Council considered the Return:

- Part 1 provided confirmation through the responses incorporated that the data and annual accountability return to be submitted to HEFCE conformed to the requirements of the Memorandum of Assurance and Accountability and the Agreement on Institutional Designation; that data had been subject to effective oversight and management review; that the University had complied with the code of practice for higher education data collections; and that appropriate assurance had been provided to the audit committee and to Council as the governing body.

The Joint Committee of Senate and Council which had preceded the meeting had also confirmed that the University had complied with the Concordat to support research integrity.

Council approved this part of the Return.

- Part 2 required receipt and consideration of a report and action plan relating to continuous improvement of the student academic experience and student outcomes; that methodologies used were robust and appropriate; and that standard of awards for the University had been appropriately set and maintained.

This had been confirmed by the Joint Committee of Senate and Council which had approved the assurance statements in this part of the Return.

- Part 3 required confirmation that the University had conducted its affairs during the year in accordance with its status as a charity.

Council approved this part of the Return.

17.163 Accordingly, Council agreed that the Return would be duly signed and returned by the Vice-Chancellor as a trustee and on behalf of all of the trustees by the deadline of 1 December 2017.

Action: Vice-Chancellor

Value for Money Annual Report (C-17-55)

17.164 Council approved the report. It was noted that this was no longer required by HEFCE but had been requested by the Audit Committee and had been completed using the previous reporting template.

ASSUR Annual Sustainability Assessment Return to HEFCE (C-17-56)

17.165 Council approved the report and noted the 5-year Margin for Sustainability and Investment (MSI) figure of 6.4%. This would be used in the Transparent Approach to Costing (TRAC) report.

Annual Report from the Audit Committee to the Council and Vice-Chancellor as Designated Officer (C-17-57)

17.166 Council approved the report, which incorporated changes requested by the Audit Committee following consideration of a draft at the meeting of 7 November.

Strategic Risk Assessment and Annual Report (C-17-58)

17.167 Council received the report which included the latest risk register.

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

Note: This item was considered under Reserved Business.

Remuneration Committee

Note: This item was considered under Reserved Business.

Date of next meeting

17.168 The next meeting was confirmed for 13 February 2018 at 4pm in G5.05 at the High Wycombe Campus.

17.169 The meeting was closed at 8.30pm.

Signed: _____ Date: _____
Michael Hipkins (Chair of Council)

Drafted (Minute Secretary): 23-Nov-2017
Checked (Clerk to the Council): 24-Nov-2017
Checked (Vice-Chancellor): 7-Dec-2017
Confirmed for circulation (Chair): 18-Dec-2017