

MINUTES FOR COUNCIL (BUSINESS MEETING)

Open Minutes of the meeting held on 16 April 2024 in G5.05, High Wycombe campus and on Microsoft Teams.

Present:

- Maggie Galliers (Independent [Chair and Chair of Honorary Awards Committee])
- Professor Nick Braisby (Vice-Chancellor)
- Anna Crabtree (Independent [Chair of Resources Committee])
- Karen Satterford (Independent [Chair of Student Experience Committee])
- Dr Annet Gamell (Independent)
- Jackie Westaway (Independent)
- Brian Lewis (Independent)
- Marek Pruszewicz (Independent)
- Peter Robinson (PSE Representative)
- Ze'ev Portner (Academic Representative)
- Dr Russel Stone (Senate Representative)
- Professor Karen Buckwell-Nutt (Senate Representative and Associate Pro Vice-Chancellor (Student Experience))
- Brandon Tester (Students' Union President)

In attendance

- Professor Damien Page (Deputy Vice-Chancellor)
- Professor Paul Morgan (Pro Vice-Chancellor (Education))
- Ellie Smith (University Secretary and Clerk to Council)
- Trevor Gabriele (Chief Finance Officer)
- Ian Harper (Commercial and Business Development Director)
- Dr Lisa Wyld (Head of School: Missenden Abbey international Hotel and Hospitality School) – for the item on the Missenden Abbey International Hotel and Hospitality School only
- Matt Hiely-Rayner (Director of Strategic Planning and Change) – for the item on Thrive28 KPIs only
- Rachael Cornwall (Director of Human Resources) – for the item on Vice-Chancellor Recruitment only
- Dr Emma Tomsett (Minute Secretary)

Welcome / Apologies for Absence

24.48 The Chair welcomed members to the meeting and noted the following apologies:

- Andy Cole (Independent [Deputy Chair and Chair of Governance, Vice-Chancellor's Remuneration and Staff Reward Committees])
- Dr Susan Rosser (Independent [Chair of Audit Committee])
- Sadie Groom (Independent)
- Irene Kirkman (Independent)

- Mikhail George (Student Co-opted Member)
- Justin Sullivan (Independent Member)

- 24.49 The Chair confirmed that Council was quorate as more than 10 members were present, of whom seven, including the Chair, were Independent members.
- 24.50 The Chair informed Council that the Chair of Resources Committee had indicated she would be standing down as a member of Council on 31 July 2024.
- 24.51 The Chair noted that May's meeting of Council would be the current Student Unions' (SU) President's final meeting.
- 24.52 The Chair expressed Council's sadness at the decision by the Vice-Chancellor to stand down from his role in 2025, but understood the reasons for the decision. Council agreed that the Vice-Chancellor would leave the University in a much better place and was grateful for his support during the recruitment process for the next Vice-Chancellor.

Declaration of conflicts of interest

- 24.53 The Academic Representative declared a conflict of interest as a member of the School of Business and Law regarding the item on the Office for Students' (OfS) quality assessment report on BNU's Business and Management provision.
- 24.54 The University Executive Team (UET) declared a conflict of interest regarding the reserved item on Vice-Chancellor Recruitment.

Deep Dive: Missenden Abbey International Hotel and Hospitality School

- 24.55 Council considered a presentation on the Missenden Abbey (MA) International Hotel and Hospitality School from the Head of School outlining the School's vision and aims, achievements, curriculum portfolio, current and planned recruitment and partnerships. Council was reminded that there would be further opportunities to consider the Missenden Abbey business plan, which was separate from the School.
- 24.56 Council welcomed the presentation and agreed that the plans outlined were exciting. In response to queries, the Head of School confirmed:
- a) the national trend was for most Hospitality students to be international, as was reflected in the current composition of the School
 - b) recruitment to the School's undergraduate programme in September 2023 had transpired to consist of 'ghost students'
 - c) Missenden Abbey was a key part of the School, but all School activities were under the BNU brand
 - d) it was expected the postgraduate (PG) programmes would be the most successful as many international students travelled to the UK to undertake a PG qualification having completed their undergraduate programme in their home country
 - e) the School was developing the first UK degree apprenticeship in Hospitality which would come to market in approximately 18 months.
- 24.57 The Chair thanked the Head of School and noted the School's ambitious agenda.

Minutes of the previous meeting

- 24.58 The Open and Reserved Minutes of the Business meeting on 28 November 2024 were approved as an accurate record of the meeting without amendment.
- 24.59 The Open Minutes of the Strategic meeting on 6 – 7 February 2024 were approved as an accurate record of the meeting without amendment.

Matters Arising / Status of Actions

- 24.60 Council noted the status of the actions as outlined on the action sheet. Many actions were complete and indicative completion dates had been given for the ongoing actions.
- 24.61 The Chair informed Council that Resources Committee had reviewed the MA business plan and had referred it back to the MA Board for further consideration and revision. It would be re-presented to Council at a future meeting.
- 24.62 The Vice-Chancellor advised Council that updates on the plan would be given to Council at their May and July 2024 meetings, and the full plan would be presented to Council in the autumn. The re-constituted Board had maintained the principle of separating the functions of the business across the estate, but had suggested a different solution to the previous Board.
- 24.63 The SU President expressed concern about the level of proposed investment in the Abbey given the current tightening financial circumstances for BNU and the sector, advised Council that the SU would prefer to see the money invested in student accommodation and asked whether consideration should again be given to selling MA. The Vice-Chancellor expressed his confidence in MA as an asset for BNU, noting that most of the investment would be capital investment so would not compromise or conflict with student accommodation. The Chair noted that the SU President's points were important, and he was correct to raise this fundamental question, but that making MA profitable would be better for BNU.
- 24.64 Council noted a summary of the feedback received about the 6-7 February meeting. The Chair noted that the feedback had been very positive and suggested that it was referred to the Committee Chairs meeting for planning of the next Away Day.

Action: University Secretary and Clerk to Council

Communication received by the Chair

- 24.65 Council noted a letter a letter sent to the Chair by the Chair of the Office for Students in relation to the OfS's expectations of providers when dealing with unlawful harassment of students. The Chair expressed her bemusement at receiving the letter when it had not also been sent to the Vice-Chancellor.
- 24.66 The Vice-Chancellor advised Council that GuildHE was pursuing the status of the letter with the OfS, who normally communicated directly with providers, but had not yet received a response.
- 24.67 The Academic Representative commented that the letter raised serious issues regardless of the status of the letter at a time when Jewish students across the country were experiencing harassment. The Vice-Chancellor and Chair agreed that the issues were serious and urged all colleagues to report any

incidents they became aware of; the Chair had, however, been reassured by her recent discussion with the Multi-Faith Chaplain which had indicated extremely low levels of harassment on BNU campuses.

Vice-Chancellor's Report

24.68 Council noted a report from the Vice-Chancellor updating Council on developments within the University since the previous business meeting of Council in November 2023 and its strategic away day in February 2024. The Vice-Chancellor apologised for being unable to inform Council in person of his decision to step down due to the timings not aligning. The decision had not been made lightly, but he had felt that it was the right time for both him and BNU; he would continue to actively lead the University until he left and would always support BNU afterwards.

24.69 The Academic Representative wished the Vice-Chancellor the greatest of luck and noted his achievements in leading BNU through the Covid-19 pandemic, supporting staff and helping BNU to 'punch above its weight'.

24.70 The following additional points were noted from the report:

- a) the sector was facing severe financial challenges, as documented in recent reports by PricewaterhouseCoopers and London Economics; BNU was entering these challenges in a better position than many providers, but there could be no room for complacency
- b) BNU had received Tribal's financial benchmarking analysis which had identified workstreams that would generate new income routes but also reduce costs. BNU faced difficult decisions in the future
- c) the government's review of the Graduate Route visa was already reducing international student recruitment; any reform or removal of this visa would be catastrophic for the sector
- d) BNU was confident it would end the current financial year with a surplus of £3.2m, but was facing significant challenges in the next year including continuing inflationary costs, pressure on the pay budget and increased pension costs at a time when BNU needed to be prepared for potential decrements to Home and International recruitment.

Building Financial Resilience

24.71 Council considered a paper from the Vice-Chancellor and Chief Finance Officer outlining work being undertaken by the UET to identify possible additional income, cost savings and efficiency gains in preparation for a period of significant financial restraint following receipt of the report from Tribal. A more detailed update would be provided at Council's meeting in May.

24.72 Council held a thorough discussion of the report from which it agreed that it was important to look at the University's position as a whole, and to see how the different aspects reported connected, rather than considering items in separate silos. The Chair noted that actions were still being taken on student accommodation.

24.73 In response to queries from Council, the Vice-Chancellor commented that

- a) Universities UK and GuildHE were developing a framework for franchised provision (FP), and BNU continued to work with multiple agencies regarding its own FP
- b) student recruitment was volatile: the International intake in April 2024 had exceeded expectations, but BNU, like other providers, was seeing weekly fluctuations in its numbers of applications, offers and acceptances. BNU's new courses in Engineering and other areas were helping boost recruitment. Historically, BNU had always made year-on-year recruitment comparisons

- c) the mood in the sector regarding the Graduate Route visa was becoming increasingly negative
- d) UET's messaging to staff had been impacted by international recruitment shortfalls: the messaging had now altered to emphasise that BNU was in a good position, but defensive measures were now needed to protect BNU for the future.

24.74 The Chair advised Council that there would be an opportunity at the next meeting to discuss the impact of the changed financial position on the Thrive 28 Strategy and targets. Council wanted to ensure BNU did not experience a dramatic decline.

Students' Union (SU) President's Report

24.75 The Chair congratulated the SU on being nominated for Whatuni SU of the Year and thanked the President for his comments in the report about his term on Council.

24.76 Council received a report from the SU President outlining the results of the recent SU elections; an update on the forthcoming SU Awards; an outline of student participation in SU services, activities and programmes in the 2023-24 year to date; and personal thanks from the President to Council and the Vice-Chancellor for their support during his term of office.

24.77 The Chair welcomed the report's link to the SU newspaper. The Chair of the Student Experience Committee commented that the Committee had enjoyed working with the current President and looked forward to working with the new President in 2024-25.

24.78 The Chair of Council thanked the SU President for the report and the pro-active work being undertaken.

University Matters

OfS Business and Management Quality Assessment Report

24.79 Council considered a report on the University's response to the OfS Business and Management Quality Assessment Report on BNU's Business and Management provision including a summary of actions taken and areas of key focus. The Chair commented that this was partly a response to the OfS report but also related to quality improvements across BNU. Council also considered the Quality of Academic Experience Improvement Plan (Business and Management).

24.80 The Deputy Vice-Chancellor advised Council that BNU's quality processes had been refocused around student outcomes, and now had a framework that would exceed OfS expectations should the OfS reinspect BNU. Quality processes were now School focused and led, and involved reviewing live data throughout the academic year. Module pass rates were now at their highest for four years. The new quality assessment process involved a single quality output based on an Ofsted-style regime; Schools had been empowered to undertake self-evaluation.

24.81 BNU would be launching a new academic workload model in September 2024 focused on student outcomes and research.

24.82 The Pro Vice-Chancellor (Education) advised Council that quality was his highest priority. The Business and Management provision had been inspected, but BNU had taken the learnings from the OfS report that benefited all students. Schools' and Directorates' engagement had been very positive. There was a

focus on continuous monitoring, but the focus on pass rates and average marks was only the baseline as BNU had to be aiming and planning to achieve Gold in the next Teaching Excellence Framework (TEF).

- 24.83 Council held a robust discussion of the report from which the following key points emerged:
- a) the focus on in-year data was key to ensuring BNU provided the best student experience it could, and the improvement in pass rates by up to 7-8 percentage points was impressive
 - b) messaging around quality improvement had been very consistent, which had helped Heads of School and had empowered Course Leaders to take full responsibility for their programmes
 - c) the Vice-Chancellor reiterated his support for Law provision at BNU while noting there were improvements to be made to Law students' experience. The Chair noted that Council had endorsed the breadth of BNU's curriculum and only if there were significant changes would any area be considered for closure
 - d) School staff development budgets were not as large as UET wished, but consultancy income, which would now be assigned to Schools rather than individual staff, would increase School budgets. Heads of School were being made more accountable for their Schools' finances and would be prioritising staff development
 - e) the intention was to provide RAG-ratings for every School against each of the OfS Conditions B1 – B5
 - f) implicit in the actions undertaken was that they enhanced the student experience as well as student outcomes, and it was hoped that future National Student Survey (NSS) and other survey results would reflect this
 - g) the Student Experience Committee had recommended that Council received termly updates on quality monitoring.
- 24.84 The Chair commended the University for not being defensive regarding the OfS report but instead creating a culture where learning and improvement had happened.
- 24.85 Council was asked if it felt assured regarding the University's response to the inspection and if it no longer needed to receive regular reports regarding the assessment. Council agreed it did not need to receive any more papers about the inspection until the OfS indicated what action it would take.

Annual Quality and Standards Report 2022-2023.

- 24.86 Council considered a report on quality and standards for the 2022-23 academic year and accompanying action plan for 2023-24. The report had been prepared as part of the University's Annual Monitoring process following consideration of reports by BNU's Education Committee at its meeting on 9 November 2023. The report recommended to Senate and Council that BNU was tracking and monitoring performance against the OfS Conditions of Registration for Quality (B1 – B5) and had remained compliant in 2022-23 with clear areas of excellence, which was supported by the recent award of Silver in the TEF. Actions were already in place for areas identified for enhancement. The report had also been considered by Council's Student Experience Committee.
- 24.87 The Pro Vice-Chancellor (Education) informed Council that there had been many institutional achievements in 2022-23, such as TEF Silver and Ofsted's rating of BNU's degree apprenticeship provision as Good, despite challenges in one area. The OfS inspection, however, did require the University to forensically examine its provision. The Pro Vice-Chancellor also advised Council that:
- a) future quality reporting, including programme monitoring, would be simplified

- b) a very cautious approach had been taken for 2022-23: if one element of a programme had been assessed as Requires Improvement (RI), the overall rating automatically had to be RI
- c) the focus remained on continuous monitoring, franchised provision (FP) and achieving an 80% first attempt pass rate.

24.88 Council held a robust discussion of the report from which the following key points emerged:

- a) the data for BNU-taught students progressing into graduate employment was very positive, but not so positive for BNU's FP, which was not helpful at a time when FP was being closely scrutinised by the OfS. The Pro Vice-Chancellor advised Council that there was a gap, alongside a gap for degree awarding, but BNU was now working much more closely with its partners, sharing data and holding more intense monitoring meetings to ensure partners' risks appeared on their Quality Improvement Plans
- b) the Chair welcomed the data in the report, its segregation by School and by Level and Foundation Year; these reassured Council that BNU was addressing concerns
- c) the SU had seen a more positive response in its latest membership survey, which usually correlated with NSS outcomes.

24.89 Council was assured that the University had remained compliant with the B1-B5 Conditions in 2022-23 and approved the report.

Key Performance Indicators (KPIs)

24.90 Council received an update on the Thrive 28 KPIs and a 'deep dive' on two of the metrics relating to recently released income data for 2022-23: Commercial Income and Enterprise Revenue. There had been an increase in Commercial Income but not yet to the targeted increment; a key factor in accelerating performance would be student residences. BNU had seen decline in three categories of income for the Enterprise Revenue KPI, including no income from consultancy, but BNU's new Inclusive Research and Knowledge Exchange Strategy would generate income from contract research in future.

24.91 In response to Council's queries, the Director of Strategic Planning and Change clarified that the Commercial Income (CI) data did not include Beats, as this was part of the SU, and was before BNU began working with Gather&Gather. The target had been set by comparison with other providers.

24.92 The Vice-Chancellor commented that improving CI through student residences meant increasing the volume of student accommodation available, not increasing rents, although BNU's rents were very low. UET was also exploring how more could be done through the University's Commercial Events team, and whether the Atrium space could be rented out for weddings and other events.

24.93 The Commercial and Business Development Director advised Council that the University had made a strategic decision to make its accommodation affordable by keeping rents as low as possible and subsidising student accommodation. If BNU had an extra 500 rooms available now, it would generate income that would close the gap between the CI KPI and current performance..

Financial Position Update

24.94 Council received an update on the University's performance in the financial year to date. The Chief Finance Officer (CFO) advised Council that while it was disappointing to see income and the surplus declining, it was expected that cash reserves would remain strong. The CFO was less concerned about

the current financial year, and more concerned about the Financial Year 2024-25. Council would be invited to consider budget planning scenarios at its next meeting.

- 24.95 The Chair of Resources Committee commented that while the financial position might be tightening, the University was in a much stronger financial position than it had been when she first joined Council: it was in surplus, had cash reserves and was meeting all its covenants.
- 24.96 The Academic Representative noted that many providers were forecasting deficits.
- 24.97 The Chair agreed these were important points, but complacency had to be avoided.

Report from Governance Committee

- 24.98 Council received the summary of the work of the Governance Committee since the previous Business meeting of Council. The University Secretary and Clerk to Council noted:
- a) the Committee had held a robust discussion of the Pay Gaps at BNU 2023 Report, which it had recommended to Council for approval
 - b) it had recommended that Co-opted Member Karen Satterford was reappointed to Council for a second term of office
 - c) it had recommended that Council approve the Calendar of Council Meetings 2024-25.
- 24.99 Council approved the Pay Gaps at BNU 2023 Report.
- 24.100 Council approved the reappointment of Co-opted Member Karen Satterford for a second and final term on Council (1 August 2024 to 31 July 2028).
- 24.101 Council approved the Calendar of Council meetings for 2024-25.

Report from Audit Committee

- 24.102 Council received the summary of the work of the Audit Committee since the previous Business meeting of Council. Council noted that the Committee had recommended the Annual Report on Fraud Bribery and Corruption for Council approval and had approved the Risk Management Policy and Procedures, which Council was now asked to note. The University Secretary and Clerk to Council noted that the Committee liked BNU's new approach to risk.
- 24.103 Council approved the Annual Report on Fraud, Bribery and Corruption.
- 24.104 Council noted the revised Risk Management Policy and Procedures.

Report from Resources Committee

- 24.105 Council received the summary of the work of the Resources Committee since the previous Business meeting of Council. The Chair of the Committee advised Council that
- a) the High Wycombe Development Oversight Group (HWDOG) had not met since the autumn as it was awaiting the completion of the portal
 - b) the Investment Strategy had been approved by chair's action
 - c) the Committee had considered the MA Business Plan and referred it back to the MA Board.

- 24.106 The Academic Representative commented that while he accepted the decision that Independent Members of Council would no longer be part of the University's panels considering employee appeals against dismissal, the decision was disappointing as these members had provided a valuable independence and impartiality.
- 24.107 The Chairs of Resources Committee and Council advised that this decision had been made following comparison with standard sector practice: most providers did not have Council members on their panels.
- 24.108 In response to a query, Council was advised that a draft of the Estates Master Plan was expected by the end of the year, and the final draft would be considered by Council at its meeting in February 2025.
- 24.109 The Vice-Chancellor informed Council that the Roof Terrace had now been handed over and the portal was expected to be completed in May. A final meeting of the HWDOG would then be held. The Chair asked that the High Wycombe Development 'lessons learned' paper was ready for July's Council meeting to enable the Chair of Audit Committee to comment on it before she permanently stood down from Council.

Action: University Executive Team / HWDOG

Report from Student Experience Committee

Chair's Summary Report

- 24.110 Council received the summary of the work of the Student Experience Committee since the previous Business meeting of Council. Council was advised that
- a) the Committee's terms of reference had been amended to include partner students
 - b) the Committee had received updates on the NSS campaign and the TEF Silver award, on which the SU had articulated that it wished to continue to be involved in the next TEF exercise
 - c) the Committee had received an excellent report on the SU's Big Deal: the Committee had welcomed the data in the report, which reflected the benefit of the collaboration between the SU and Strategic Planning and Change
 - d) the Committee thanked the University Secretariat for the quality of the minutes and the papers.
- 24.111 The Chair commended the Chair of the Committee and Independent Member Dr Gamell for their shaping of the Committee.
- 24.112 The Chair of the Committee thanked the SU Officers for their contributions to the Committee, which had been invaluable.

Reserved Business: Honorary Awards Committee Report and Recommendations

- 24.113 This item was considered under Reserved Business. See Reserved Minutes.

Reserved Business: Vice-Chancellor Recruitment

- 24.114 This item was considered under Reserved Business. However, after the meeting the Chair agreed this item could be considered as open business.
- 24.115 Council considered the process to recruit a new Vice-Chancellor (VC) following Professor Nick Braisby's announcement that he would be standing down from the role in 2025. The Chair of Council reminded Council that this was one of the most important decisions it would make.
- 24.116 Council noted that the University Secretary and Clerk to Council had provided the guidance from the Committee of University Chairs (CUC) and the Director of Human Resources also had previous experience of recruiting a VC.
- 24.117 Council noted that the University's Articles of Government required Council to oversee the process and to approve any recommendation for the next VC. The Chair noted that Council would also need to consider how it wanted to position the University in the future as part of this process.
- 24.118 Council agreed to attend a workshop on the process at the end of its next meeting on 21 May 2024: Council would consider the strategic decisions Council and the University might need to make and how that informed the attributes Council wanted in the next VC. The Chair would be grateful if any Independent Members would be willing to work with her to plan the workshop.
- 24.119 The Chair advised Council that all members of Council would have some involvement in the recruitment process, including meeting the candidates, but it was proposed that management of the process would be through a newly-convened Appointments Committee, which would regularly report back to Council, while the VC's remuneration would be determined by the Vice-Chancellor's Remuneration Committee. The proposed membership of the Appointments Committee included an experienced member of Council who would bring institutional memory to the Committee (Dr Annet Gamell), a new Council member (Marek Pruszewicz) who had served on other university governing bodies, a staff member of Council (Dr Russel Stone) and the in-coming Students' Union President (Amy Pile).
- 24.120 Council also considered the terms of reference for the Appointments Committee, the indicative timeline and the proposal that a recruitment agency would be used to identify candidates. It had been confirmed that there was a budget available to enable the use of an agency.
- 24.121 The University Secretary and Clerk to Council noted that Council might also wish to consider whether the Appointments Committee should include an external member as this was quite common across the sector. A VC from another institution had served on the Appointments Committee during the recruitment of the current VC. The Vice-Chancellor commented that he had found the presence of another VC on the Committee who had agreed with his appointment personally reassuring.
- 24.122 The Director of Human Resources advised Council that she and the Chair of Council had previously agreed an external member was not needed as Council members were not BNU employees, but was open to a different approach. The Chair commented that she did not object to an external member in principle, but it would be important to identify the best person.
- 24.123 One member noted that external members usually sat on senior NHS appointment panels.

- 24.124 The Chair of Student Experience Committee supported the addition of an external member as it could be very valuable to have a member who was experienced in running a university given Council members were independent ‘amateurs’ in Higher Education. The member commented that many recruitment companies would have a pool of people who could be external members providing guidance to the Committee
- 24.125 It was agreed that the Appointments Committee would be asked to consider and agree whether to add an external member.
- 24.126 Council approved the establishment of the Appointments Committee, its members and its terms of reference subject to the Committee’s consideration of whether an external member should be added.

Action: Appointments Committee

Starred Item: Use of the University Seal and Coat of Arms

- 24.127 Council noted that the University Seal had not been used since the previous meeting. This item had been scheduled as a starred item which would only be discussed if the Secretary or Minute Secretary received comments before the meeting; no comments had been received.

Starred Item: Minutes from the University Committees

- 24.128 Council received the minutes from recent meetings of Senate (6 December 2023 and 20 March 2024), and its Education (9 November 2023, 17 January and 13 March 2024) and Research and Enterprise Committees (14 December 2024) without comment. These items had been scheduled as starred items which would only be discussed if the Secretary or Minute Secretary received comments before the meeting; no comments had been received.

Starred Item: Minutes from the Council Committees

- 24.129 Council received the Open and Reserved minutes from recent meetings of Audit Committee (20 February 2024), Governance Committee (5 March 2024), Resources Committee (23 January and 12 March 2024), Student Experience Committee (27 February 2024) and the High Wycombe Development Oversight Group (23 October and 22 November 2023) without comment. These items had been scheduled as starred items which would only be discussed if the Secretary or Minute Secretary received comments before the meeting; no comments had been received.

Date of next meeting

- 24.130 The date of the next meeting was confirmed as 21 May 2024.