BUCKINGHAMSHIRE
NEW UNIVERSITY
EST. 1891

COUNCIL (BUSINESS MEETING)

Open Minutes of the meeting held on 31 March 2025 in the Mezzanine Boardroom, High Wycombe and on MS Teams.

Present:

- Maggie Galliers (Independent [Chair of Council]);
- Karen Satterford (Co-opted member [Deputy Chair of Council and Chair of Governance, Staff Reward and Vice-Chancellor's Remuneration Committees]);
- Professor Damien Page (Vice-Chancellor);
- Brian Lewis (Independent [Chair of Audit Committee]);
- Dr Annet Gamell (Independent [Chair of Student Experience Committee and Acting Chair of Resources Committee]) – attended virtually
- Shaun Crawford (Independent);
- Marek Pruszewicz (Independent);
- Andy Cole (Independent);
- Adam Honor (Independent);
- Jackie Westaway (Independent);
- Ze'ev Portner (Academic Representative);
- Peter Robinson (PSE Representative);
- Dr Russel Stone (Senate Representative);
- Amy Pile (Students' Union President);
- Joy Dellah-Gu (Student Co-opted Member)

In attendance

- Trevor Gabriele (Chief Financial Officer);
- Louise Harvey (Chief Impact Officer (Chief of Staff))
- Rachael Cornwall (Chief People Officer)
- Professor Paul Morgan (Pro Vice-Chancellor (Pedagogy and Practice)) – Oxford Business College and Quality and Standards Report items only
- Paul Robinson (Director of Estates) – Missenden Abbey and Estates Master Plan item only
- Dr Emma Tomsett (Clerk to Council and Head of Governance and Compliance)

Apologies

- Justin Sullivan (Independent [Chair of Resources Committee])
- Sadie Groom (Independent [Chair of Missenden Abbey Board]);
- Francine Goodrich (Independent)
- Dr Kevin Campbell-Karn (Senate Representative)

Welcome / Apologies

25.48 The Chair welcomed members to the meeting and noted four apologies as outlined above. The Chair advised that the members of the University Strategy Group (USG) who would attend every meeting would be the Chief Impact officer (Chief of Staff)), the Chief Finance Officer (CFO) and the Chief People Officer. Other members of USG would attend to present items as required.

25.49 The Chair congratulated the Students' Union President on her appointment as a Lecturer in Adult Nursing at BNU after the conclusion of her term as President on 30 June 2025.

Declaration of conflicts of interest

25.50 The Academic Representative declared a conflict of interest in relation to the report from Governance Committee, the item on Oxford Business College and the Honorary Awards nominations.

25.51 The Professional Services Representative also declared a conflict of interest in relation to the report from Governance Committee.

Appointment of Clerk to Council

25.52 This item was considered before the Oxford Business College item.

25.53 The Clerk to Council post was a Council appointment and the role was required by the University's Articles of Government. The Chair advised Council that she and the Chief Impact Officer (Chief of Staff) had undertaken a recruitment and interview process and were recommending the appointment of Dr Emma Tomsett as Clerk to Council. Dr Tomsett would also serve as Head of Governance and Compliance for the University.

25.54 Council unanimously endorsed the appointment of Dr Tomsett as the Clerk to Council. The Chair advised Council that the Clerk to Council would report to the Chief Impact Officer operationally but had a direct link to herself and the Vice-Chancellor.

25.55 The Chair commented that the Clerk to Council's performance appraisal would require input from herself and the Vice-Chancellor.

Reserved Business: Oxford Business College

25.56 This item was considered as Reserved Business. See Reserved Minutes.

Missenden Abbey and Estates Master Plan

25.57 This item was considered earlier on the agenda to enable the Director of Estates (DOE) to attend for this item.

Estates Master Plan

25.58 Council considered a presentation on estates master planning: campus developments and options. The DOE advised that the presentation outlined short- and mid-term options for the University's estate. The following points were highlighted to Council:

a) the Brunel Engine Shed was expected to be handed over to BNU in the week commencing 7 April 2025 and the intention was to use it as both a teaching and a community and events space
b) the University was planning to increase its accommodation capacity by introducing more twin-bedded rooms, direct control of Alexandra House and through the possible acquisition of the lease on Thame House in central High Wycombe. BNU was also working with architects and a third-party property developer on plans for the vacant land at the Hughenden Student Village. BNU would be seeking planning permission for an additional 150-160 bedrooms in the first phase; the final proposal would be brought to Council for approval

c) the lease on the Uxbridge campus expired in 2028; the University would need to decide about the future of the building soon. The University also wanted to establish another London base for other courses, and was looking at other spaces such as Canary Wharf for Business programmes.

25.59 The Students' Union (SU) President confirmed the SU was content with the interim solutions to expand BNU's accommodation capacity.

25.60 In response to queries, the DOE advised that Canary Wharf was now a good-value proposition as International students were aware of it, property-price crashes had made it better value and other universities also had campuses there. It was not, however, the only option that BNU was exploring; BNU recognised that for its Nursing provision it needed to retain a site in northwest London.

Missenden Abbey

25.61 Council considered an options paper for Missenden Abbey (MA), a development opportunity analysis by Cushman and Wakefield and a planning report by First Plan. Missenden Abbey Ltd owed the University £2.4m, which was student tuition fees, and its current loss-making position was costing the University £750,000 per year (a £500,000 loss in the 2023-24 financial year plus unaccounted maintenance costs). The MA Board had asked that BNU considered other educational options for MA. To convert MA into a teaching site would require the installation of a library and student support services amongst other facilities. This would require at least £1m of additional investment and introduce ongoing costs such as providing a campus link bus service, which would cost £5,000 per week. Converting the Abbey into a four-star boutique hotel would now cost in excess of £10m and might require University funds to be spent on a commercial business that did not support BNU's core charitable objectives of delivering higher education and conducting research in the public interest if no commercial funding for the development could be found.

25.62 The Vice-Chancellor informed Council that the University was of the view that there were no other viable educational options for MA and that the best option was for the University to seek to dispose of the Abbey. This could be done in two ways: sale of the site as it currently was or sale of the site with outline planning permission for residential development. Seeking this outline planning permission would cost approximately £300,000 and take a further year to obtain. The University had already had some interest in a sale of the site as it was without outline planning permission.

25.63 The Acting Chair of Resources Committee informed Council that the Committee had had a robust discussion at its recent meeting (18 March 2025) about the losses being incurred and trying to run a commercial business as a university. The Committee had agreed that seeking to dispose of MA was a reasonable proposal, but had asked what this would mean in terms of the Walled Garden charity, the MA staff and the impact on BNU's reputation. Resources Committee had wanted Council to have the full information to enable it to make a fully informed decision. Before the COVID-19 pandemic the University had planned to sell MA before deciding to retain it, and even up to last year Council had been told the University planned to redevelop MA.

25.64 The Chair of Council advised, in the absence of the Chair of the MA Board, that the Board's Independent Directors had had informal discussions with the Vice-Chancellor and were now sympathetic to the proposal to seek disposal of the site. The Vice-Chancellor added that Council had the final decision on the future of the Abbey; legal advice provided to the University had indicated that the University could force the Board to prepare the Abbey for disposal, but it was hoped that this would not be necessary. One Independent Director had commented that the legal / governance arrangements for MA were flawed.

25.65 Council held a robust discussion of the options paper. It was clarified that the sale of the site would only affect 27 students enrolled on the University's hospitality programmes and that MA's market value was approximately £4m. Council was also advised that the University could close and mothball MA: if this

option was pursued, it was proposed that the Abbey would cease to take any more bookings after 31 May 2025, honour bookings up to October 2025 and then close and mothball the site. In response to a concern that it might appear that BNU was selling MA because it was failing and needed more money, the Chief Impact Officer advised the University would clearly communicate its robust case for selling MA.

25.66 Council approved the University exploring options for disposal of the Abbey. It was inclined to endorse the option to sell without outline planning permission, but requested a full paper on this at its next meeting and requested MA Board sign off. The Vice-Chancellor commented that the independent Board members had indicated they would help the University dispose of the Abbey.

Action: Director of Estates

Aylesbury

25.67 Council considered options for the future of the Aylesbury campus. The Vice-Chancellor advised Council that the campus cost BNU £1.2m per annum in rent and a further £1m annually to operate, but had an occupancy of 10%. The University was considering whether it was therefore right for BNU to use the building in the way it currently was and other options such as mothballing or change of use: there was potential for mixed use or residential development in the future.

25.68 The DOE added that the building had capacity for 540 people but only 94 students were registered to study there, and on Fridays, as an example, only 11 students were in the building. If the site was mothballed BNU would continue to pay the rent but would save the £1m in operational costs.

25.69 In response to a query, the DOE advised that the University would need to work through any impact on student placements around Aylesbury if the campus was mothballed.

25.70 In response to two further queries, the Vice-Chancellor advised that Buckinghamshire Council was not willing to introduce a break clause into the lease but was willing to discuss changes of use. The University could also consider subletting the building.

25.71 One member commented that the University must ensure it did not end up in the same situation with any sites it added to the BNU estate in future, such as Canary Wharf. The Vice-Chancellor confirmed that any future leases, especially at Canary Wharf would contain a break clause.

25.72 Council endorsed the University's view that BNU could not continue to use the Aylesbury building as it currently did and approved the University exploring all options for the future of the building.

Minutes of the previous meeting

25.73 The Open Minutes of the previous Business meeting on 26 November 2024 were approved as an accurate record of the meeting without amendment.

25.74 The Reserved Minutes of the previous Business meeting on 26 November 2024 were approved as an accurate record of the meeting subject to correction of the misspelling of 'Honorary' in the subtitle 'Reserved Business: Honorary Awards Nominations'.

Action: Clerk to Council

Matters Arising / Status of Actions

25.75 Council noted the status of the actions as outlined on the action sheet. The Clerk to Council would consider a suggestion from one member that the actions were separated into two groups: completed actions in chronological order and actions that were still in progress in chronological order.

Action: Clerk to Council

25.76 For action 25.45, Council noted the feedback on the Away Day meeting (4 – 5 February 2025). The Chair observed that the feedback was generally positive and provided a steer for the next away day, but the Chair remained committed to holding the meeting across two half-days rather than on one day.

25.77 For action 24.331, Council noted a tabular presentation of student numbers (actual vs target) for 2022/23, 2023/24 and 2024/25 broken down by mode, level, domicile and BNU versus partners plus target numbers for 2025/26. Council commented that student forecast numbers appeared to be declining; the CFO confirmed target numbers were declining year on year.

25.78 In response to a query regarding BNU's aim to grow its numbers, the Vice-Chancellor commented that the 10,000FTE target set in the Thrive 28 strategy had been selected without any planning about how it would be achieved. This work was now being done. The target had not included improved continuation rates, which BNU was now seeing.

25.79 In response to a query about whether BNU was planning its next budget based on a total of approximately 14,000 students, the Vice-Chancellor advised that it was complex: the University had, for example, budgeted for only 70 new students in its April 2025 intake, but had issued over 300 Confirmations of Acceptance for Studies (CAS) for International students. The CFO commented that it was the most relevant current target but it could change.

25.80 The Vice-Chancellor commented that he did not believe there would be a decline in recruitment due to *The Sunday Times* articles. The Chair commented that her view was that much of the public criticism was being directed at the Student Loan Company. (See Reserved Minutes.)

Chair's Actions

25.81 There were no chair's actions to note.

Vice-Chancellor's Report

25.82 Council received the report. The Vice-Chancellor provided the following additional verbal updates:

a) Professor Sarah Williams, Professor Jermaine Ravalier and Ashley Church had been appointed to the posts of Pro Vice-Chancellor (External Collaboration), Pro Vice-Chancellor (Academic) and the Director of Strategy, Transformation and Futures respectively
b) Dr Leah Fox and Dr Russel Stone had been appointed as Deans of the College of Business, Aviation and Security (draft name) and the College of Creative Arts, Technology and Engineering (draft name) respectively. Appointments had also been made for some Associate Dean posts
c) Dr Abbie Fordham Barnes had been appointed as interim Dean for the College of Health and Society and the post would now be advertised externally
d) Expressions of interest would be sought from staff for the remaining Associate Dean posts.

25.83 It was agreed that the Clerk to Council would circulate the final USG membership to Council.

Action: Clerk to Council

25.84 In response to concern from one member that it could take some time to fill the vacant posts, the Vice-Chancellor commented he was confident they would likely be filled internally. There was time to fill all the posts, however, as the new Colleges would not come into operation until 1 August 2025.

25.85 Council welcomed the improvements for student outcomes outlined in the report, but noted some challenges on recruitment. The Vice-Chancellor commented that the University's UCAS numbers were proving challenging, but were still better than some of BNU's main competitors. BNU was also seeing good growth in postgraduate and international student recruitment, and was meeting the United Kingdom Visas and Immigration (UKVI) in May to request an additional allowance of CAS. The USG recognised,

however, that BNU needed to accelerate its growth, and this would be a focus for the new Financial Independence Group.

Students' Union President's Report

25.86 Council received a report from the SU President. New student trustees and Sabbatical Officers had been elected, with a 10% increase in voting turnout in the elections. The University had retained the Roebuck Trophy following Varsity. Over 5,000 students had engaged with SU activities in the year to date, including a 13% increase in engagement with Big Deal activities. The demand from students for support with the cost-of-living remained high. The SU was also working with BNU to make further enhancements to the MyBNU app. The SU had had a productive meeting with the Academic Registrar and the Timetabling team about addressing timetabling issues rapidly and was also working with the Estates team around concerns about campus safety. A decision to move some exams scheduled in Uxbridge to High Wycombe had been reversed. Issues remained with Wi-Fi at Hughenden Student Village: hot spots had now been established and free-to-rent dongles would also be available soon. Students were extremely pleased that they were now able to access some on-campus parking at High Wycombe.

25.87 The SU supported the relocation of the Uxbridge campus to another building.

25.88 The Chair commented that the University and the SU seemed to be working together collaboratively for the benefit of students. The SU President agreed the relationship was working well with good communication.

Annual Quality and Standards Report

25.89 Council considered the Annual Quality and Standards Report for 2023-24. The report provided a comprehensive evaluation of the University's academic provision and processes. The report was part of the University's *Annual Monitoring and Self-Evaluation* process, which aimed for continuous improvement and compliance with the Office for Students (OfS) Regulatory Framework. The Pro Vice-Chancellor (Pedagogy and Practice) informed Council that 2023-24 had been a very successful year, but the University was not complacent. This report was part of the establishment of a solid baseline and ensuring the focus was on all metrics for student outcomes and experiences, and not just the National Student Survey: the University had revised its monitoring approach as part of developing staff understanding of the OfS regulatory framework, but more continuous professional development (CPD) on interpreting data was planned for staff as the University moved beyond just compliance to enhancement. The 12% increase in Level 4 progression would lead to improved continuation outcomes, which would help BNU's performance in meeting and exceeding the regulatory thresholds. The University would continue its vigilance and focus on student outcomes: there was a particular need to improve the core student outcomes related to the B3 Condition of Registration, while partner degree awarding remained a key risk.

25.90 The new Academic Registrar had strengthened BNU's confidence around attendance. The Pro Vice-Chancellor also scrutinised every withdrawal form personally and withdrawal rates had fallen.

25.91 The University's Access and Participation Plan for 2025 to 2029 had been approved and the next four years would be focused upon its delivery.

25.92 The University was undertaking a major transformation of its Blackboard Virtual Learning Environment (VLE). The Learning Enhancement and Academic Practice (LEAP) team was now in place to facilitate staff professional development. LEAP would have an unwavering focus on assessment, attendance and the VLE. Consistence and good practice needed to be embedded across all provision.

25.93 The Academic Representative welcomed the requirement that all staff should undertake BNU's Postgraduate Certificate in Academic Practice, which the Representative was finding extremely valuable. It would deliver a better teaching force.

25.94 In response to a query, it was confirmed that the report covered both BNU-taught and partnership provision. One member expressed concern that the report created an impression that all partnership provision was positive and that it needed to make explicit where there were areas of concern. The Vice-Chancellor commented that the report could be differentiated between partnership and BNU students in future years but the report had been written under the previous Vice-Chancellor's management, and it would not have been fair to ask for it to be rewritten since the news about Oxford Business College had emerged. It was noted that the report did contain red flags and these just needed to be made more explicit.

25.95 It was also confirmed that the report did not need to be submitted to the OfS and was built upon data that was aggregated over four years. The OfS would not differentiate between BNU and partner students.

25.96 Council approved the report.

Key Performance Indicators (KPI) Update

25.97 Council received an update on the Thrive 28 strategy KPIs. The Vice-Chancellor informed Council that the update had been provided on the University's previous data methodology, but it had now become clear that the reasons why BNU's data had not been good was because BNU had been using external consultants and not just because of the need for a new student record system, although that was needed.

25.98 The Chair asked if the red-rated KPIs would be deemed as showing non-compliance by the OfS. Council was advised that the OfS would consider the data on a threshold but triangulate it with other data such as the number of complaints, any concerns from the Student Loan Company and so on.

25.99 In response to queries it was clarified that continuation data would cause a future challenge due to the high withdrawal rate in 2021-22, but there were no other areas causing concern for the Vice-Chancellor around student outcomes: the improvements highlighted in the Quality and Standards report had come following three years of decline. Improved student outcomes would improve BNU's financial and league table position.

25.100 The Vice-Chancellor would welcome Council's views on whether these were the right KPIs in future.

Financial Position Update

Management Accounts and Q2 Forecast

25.101 Council received a financial position update. The update presented a latest financial year 2024/25 full year outturn, comprising actual results for the six-month period to January 2025, together with a view for the forecast balance of year to July 2025, based upon a detailed review of income and expenditure lines built up with budget holders across the University. The CFO highlighted the Quarter 2 (Q2) forecast which showed that the University's trading income was £80.7m and the cost of generating that income was £97.5m. The University was trading at a £16m-17m deficit offset by partner income of £20m. This was an improvement on the previous financial year where the trading deficit had been £22m, but the University was still reliant on partnership income.

25.102 The Acting Chair of Resources commented that the Committee had considered the accounts in detail and had no great concerns about them.

25.103 The CFO also advised Council that he believed BNU would be challenged to produce a budget for 2025-26 that returned a surplus; he believed it would return a breakeven position. The University was reviewing its cost base intently. It had not yet factored in any changes to the University estate.

25.104 The CFO also advised that of the £21m tuition fee income, the University had received the first 50% in two tranches but not yet received the final half in the third tranche. The CFO did not anticipate any problems with receipt of this final tranche. BNU was currently holding £40m in cash which was about £0.5m ahead of the previous year. Termination of the partnership with Oxford Business College would cost £1.7m income but BNU would not lose all of that income because of the multiple-years teach out for the remaining students.

Interim Financial Return

25.105 The CFO advised Council that due to its concerns about the financial health of the sector, the OfS had requested an interim financial return from all providers. BNU's Return showed the University was performing well.

25.106 Council endorsed the approval of the Return by the Vice-Chancellor as the Accountable Officer to the OfS.

Action: Vice-Chancellor

Report from Governance Committee

25.107 Council received a report from the Chair of the Governance Committee and completed the following actions:

a) Council approved the re-appointment of Independent Members Sadie Groom and Jackie Westaway for a second and final term of office on Council from 1 August 2025 to 31 July 2029 following recommendation by Governance Committee
b) Council approved the Pay Gaps 2024 report following recommendation by Governance Committee. It was noted that the pay gaps were declining
c) Council approved the expansion of the Staff Reward Committee into a People Committee to enable more consideration of people matters and approved the People's Committee constitution and terms of reference subject to an amendment to the Notes to state that any staff member or person whose salary was discussed would be required to withdraw from the meeting instead of just the Chief People Officer

Action: Clerk to Council

d) Council approved the calendar of Council committees for 2025-26
e) Council approved the Chancellor Search Committee's constitution and terms of reference and the role descriptor for the Chancellor. It was noted that the search for the new Chancellor would commence in the autumn.

25.108 Council considered a recommendation by Governance Committee to redetermine the composition of the Council by reducing the number of Senate Representatives from two to one and increasing the number of Professional Services (PSE) members from one to two. It also considered a recommendation that staff members should be appointed instead of elected. These changes, if approved, would require amendments to the University's Instrument and Articles of Government. The Governance Committee had had a robust discussion of the proposals and had agreed there was a need to get better representation of all staff, and to align the recruitment process to that of the independent and student co-opted members, who were appointed rather than elected, to ensure it was competitive and that it could not be perceived as a 'popularity contest'.

25.109 The Academic Representative urged Council to reject the recommendation to appoint the staff members, arguing it was anti-democratic and would deter staff members from speaking out as they would not have a democratic mandate from staff. The Chair of Council commented that some staff might be reluctant to stand in an election. The Chair of the Committee added that there was also a need to increase the

diversity of Council members which might be achieved if there was a move to appointing staff members instead of electing them.

25.110 Council approved the recommendation to redetermine its composition to increase the number of PSE members to two and reduce the number of Senate Representatives to one, balancing the number of staff members to two PSE and two academic members.

25.111 Council agreed that the trade unions should be consulted upon the proposal to appoint staff members instead of electing them. Some Council members commented that the staff body might feel it had no input on who was on Council.

Action: Chief Impact Officer (Chief of Staff) / Chief People Officer

Report from Audit Committee

25.112 Council received the report from the Chair of the Committee and approved the Annual Fraud, Bribery and Corruption Report 2023-24. It was agreed that the four allegations of fraud outlined in the Annual Report should be reconsidered by the Audit Committee.

Action: Audit Committee

25.113 In response to the Oxford Business College (OBC) item (see Reserved Minutes) it was again agreed that the three partnership audit reports submitted by KCG between 2021 and 2024 should be re-presented to the Committee to try to understand why they had failed to flag concerns about the College. The Vice-Chancellor commented that the Committee should also approve the terms of reference for the next partnership audit.

25.114 One member commented that KPMG should be asked why they did not escalate problems with OBC in 2024. It was agreed that the Vice-Chancellor would consider this.

Action: Vice-Chancellor

Report from Resources Committee

25.115 Council received a report from the Acting Chair. The Committee had approved a 5% increase to the international fee. It had agreed with the University's recommendation that it should not accept an offer from Barclays Bank to repay the loan it held with the Bank in full now.

BCUC Services Ltd

25.116 Council considered a recommendation from Resources Committee to re-open the currently dormant BCUC Services Ltd subsidiary company of BNU. The proposal would save the University money and deliver a better service by bringing security staff in-house.

25.117 It was noted that there had been a proposal to review and potentially expand the remit of the security staff, but the Vice-Chancellor advised that there had been some incidents of security staff overstepping the boundaries of their role. The Chief People Officer commented the University would need to agree where the limits of the role were drawn.

25.118 Council approved the re-opening of BCUC Services Ltd.

Report from Student Experience Committee

25.119 Council received the report from the Chair of the Committee. It had also received a report on campus parking for students. It had considered the Annual Quality and Standards Report 2023-24.

Reserved Business

Honorary Awards Nominations

25.120 This item was considered under Reserved Business, See Reserved Minutes.

Report from Staff Reward and Vice-Chancellor Remuneration Committee

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

Starred Items

25.122 The following items were received without comment as they had been starred items which would only have been discussed if members had raised comments with the Clerk to Council before the meeting:

a) use of the University Seal and Coat of Arms: the Seal had not been used since the previous Business meeting

b) Open and Reserved Minutes of the following Council Committees: Audit Committee (25 February 2025); Governance Committee (11 March 2025), Resources Committee (18 March 2025) and Student Experience Committee (4 March 2025)

c) Open Minutes of the University Senate Committees: Senate (22 January 2025), Quality Assurance Committee (5 December 2025) and Research and Enterprise Committee (4 December 2025).

Any Other Business

25.123 The Academic Member advised that there had been a recent spate of antisemitic hate crimes in High Wycombe. Council expressed its concern and advised the University's Multi-Faith Chaplain should be informed.

Date of the next meeting

25.124 The date of the next meeting was confirmed as 20 May 2025, but it was noted that an extra-ordinary meeting might need to be called or that the Chair might need to take some chair's actions.

25.125 Council thanked the Chair for her work ahead of the meeting.