



COUNCIL

Of the meeting held on 28 May 2025 at MS Teams

Open Minutes

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);
- Shaun Crawford (Independent);
- Marek Pruszewicz (Independent);
- Andy Cole (Independent);
- Adam Honor (Independent [Cybersecurity Council Ambassador]);
- Peter Robinson (PSE Representative);
- Russel Stone (Senate Representative);
- Amy Pile (Students' Union President);
- Joy Dellah-Gu (Student Co-opted Member);
- Francine Goodrich (Independent);
- Dr Kevin Campbell-Karn (Senate Representative);

In attendance

- Trevor Gabriele (Chief Finance Officer);
- Louise Harvey (Chief Impact Officer (Chief of Staff));
- Rachael Cornwall (Chief People Officer);
- Professor Sarah Williams (Pro Vice-Chancellor (External Collaborations));
- Ciara Walsh (Governance Officer);

Apologies:

- Dr Emma Tomsett (Clerk to Council and Head of Governance and Compliance);
- Sadie Groom (Independent [Chair of Missenden Abbey Board]);
- Jackie Westaway (Independent);
- Ze'ev Portner (Academic Representative);
- Brian Lewis (Independent [Chair of Audit Committee]);
- Dr Annet Gamell (Independent [Chair of Student Experience Committee and Acting Chair of Resources Committee]);
- Jackie Westaway (Independent Member);
- Justin Sullivan (Independent Member);

Welcome / Apologies for absence

25.199 Council noted the apologies as above and the Chair thanked members for attending at short notice.

- 25.200 The University had terminated its partnership with *[redacted: commercially sensitive information]*. The Chair and Vice Chancellor were due to meet the Office for Students (OfS) tomorrow and were keen to discuss progress. Council would be updated in due course. The quality assurance process was being reviewed and approved.
- 25.201 Council was requested to consider several potential partners following due diligence. It queried whether these partners had been scrutinised under the new or existing processes. The Pro Vice Chancellor (External Collaborations) noted the new due diligence policy had not been to Senate yet but waiting for its approval would delay new partnerships for approximately one year. The due diligence process would ensure all necessary information was collected at the start. Previously, the same information had been collected but it had taken longer than necessary. Council was assured the University could set its own conditions.
- 25.202 Council received confirmation the Finance Team had assessed partners statements and identified a forecast revenue. Council agreed it wished to see projections in future. If the proposed partners were approved, it would alleviate the University's deficit.
- 25.203 The revised due diligence process would be sector leading and best practice. The Partner would be mandated to take ownership and advise why University should partner with them. Partnerships will be monitored by University Collaborations Committee that reports into USG, Senate, and Council. All minutes and summaries would be able to see that process through University Collaborations Committee meetings. Council noted this and wanted to ensure these minutes were available for discussion.

ACTION: Clerk to Council & Head of Governance and Compliance

- 25.204 Council received assurance the proposed partners shared and aligned with the University's values. The proposed partners in Pakistan and Saudi Arabia worked with disadvantaged communities, valued students who earned and learned, trained students to be entrepreneurial and have a similar widening participation agenda.
- 25.205 At a previous meeting, Council was advised the University would not partner with providers that offered business programmes. It expressed concern the partners proposed offered these courses. It confirmed this was the future strategy and the partnerships were in train for approximately 18 months. Partnerships Directorate now advised prospective partners it would not offer business studies in the UK and international markets unless there was a clear and demonstrable need to add value.
- 25.206 To ensure future accountability, the Partnerships directorate was undergoing a review to ensure it had robust systems, structures and procedures in place. Policies regarding partnerships would be carefully managed and all admissions would be reviewed. The proposed partnerships aligned with the goal of reducing dependency on a limited number of providers. It was noted that there had already been a 50% reduction in partner numbers to help diversify provision and spread risk. The institution had been heavily reliant on *[redacted: commercially sensitive information]* due to its large student base and significant exposure, with over 6,000 students nearly as many as the University itself. Moving forward, the focus would be on cultivating a broader and more varied portfolio of partners, ensuring thorough induction processes and early staff training. This approach aims to improve partnership quality and lessen reliance on potentially problematic collaborations.
- 25.207 The University needed to secure a 50% replacement rate for the remaining partners. It had terminated partnerships with *[redacted: commercially sensitive information]* and *[redacted: commercially sensitive information]* due to evidence of failure or poor practice. The Council debated whether it would be better to improve existing partnerships but was reassured by the benefits of starting fresh, demonstrating a willingness to change and increasing scrutiny, which had previously been below standard. *[redacted: commercially sensitive information]* had requested the University to open a new provisional partnership, but the University declined

and paused recruitment. The University planned to identify current partners who could improve and develop a strategy to replace those that could not. There was a clause to allow Council to intervene if partners paused or were terminated and it will come into effect in due course.

Partnerships

Redacted: Commercially Sensitive Information

25.208 *[redacted: commercially sensitive information]* was a recognised privately-owned multi-sector education provider that had the same corporate directors since it began in 1986. *[redacted: commercially sensitive information]* operated primarily in Australia, UK, Ireland, USA and Canada but maintained permanent staff and offices in a dozen countries. The proposed programmes for approval were as follows:

- BSc International Business Studies
- BSc International Business Studies (Foundation Year)
- MSc International Business Management
- MBA International Master of Business Administration

25.209 These programmes were projected for a September 2025 start. Council noted it was a UK based company but were concerned the partner would offer business courses having previously directed these would not be taken forward. *[redacted: commercially sensitive information]* was a legacy partner and had been processed for approximately 2 years. The University would be *[redacted: commercially sensitive information]* first partner in the UK and have awarding powers in Australia and Ireland.

25.210 *[redacted: commercially sensitive information]* had been set 2 conditions: to find new premises and guarantee it would be operational in September. A campus had been secured and reviewed by the Director of Estates who confirmed it met health and safety requirements. The new premises met health and safety requirements and did need any further adaptations. Council expressed concern that qualified staff would not be recruited in time for September 2025. Programmes must be validated quickly. It noted the plans may be delayed and it could launch in September 2026. It directed a programme director should be appointed as a matter of urgency and a condition.

ACTION: Pro Vice Chancellor (External Collaborations)

25.211 The Vice Chancellor advised they were in favour of the partnerships proposed and had confidence in the Pro Vice Chancellor (External Collaborations) and lessons learned from *[redacted: commercially sensitive information]*. Partners were mandated to replicate the support the University gave to students. There were approximately 500 students and this would grow over time and intakes. Council agreed that the majority of members were satisfied with the risk assessment summary and approved *[redacted: commercially sensitive information]* subject to the summary of recommendations and the following condition:

- a) A programme director should be appointed as a matter of urgency

25.212 The majority of Council were in favour of the partner. Independent Member Andy Cole was not in favour due to an agreed change in precedent regarding business courses at partners.

Redacted: commercially sensitive information

25.213 Council noted the due diligence analysis and investigations, the Partnership Team recommended that the University considered *[redacted: commercially sensitive information]* for approval only if the following conditions were met:

- a) A formal Due Diligence visit is undertaken with a satisfactory outcome prior to commencement of delivery to students
 - b) *[redacted: commercially sensitive information]* must share examples of their quality assurance evidence base when the visit takes place. At this time no determination of academic quality can be made due to lack of evidence.
- 25.214 Council noted a lack of quality data from the partner and were assured the *[redacted: commercially sensitive information]* were willing to share this information in person. *[redacted: commercially sensitive information]* were not permitted to share these documents out of the country. Council agreed it would not give conditional approval until the documents had been seen and approved.
- 25.215 Council queried discrepancies on whether *[redacted: commercially sensitive information]* was a private or public institution. In Vietnam, there were public private universities in Vietnam which had to be regulated by the government but private in determining their operating model.
- 25.216 Members noted there were negative online reviews for *[redacted: commercially sensitive information]* and expressed concern regarding the full cost inclusion, reliance and students' comments about the university. The Pro Vice Chancellor (External Collaborations) had visited the university last year and reported the facilities and academics were good. If they were approved, *[redacted: commercially sensitive information]* would be asked detailed queries on the University's due diligence visit.
- 25.217 Unless the visit was soon, the partner would not be ready for September 2025. It had been cautiously planned for June but unconfirmed due to costs. If conditional approval was agreed by Council, the visit would be confirmed. It agreed that due outstanding queries, the partnership would not launch in September 2025 and it would be delayed until January 2026. Council were concerned its queries would not be answered until an in person due diligence visit and cost to fly to Vietnam would demonstrate the University's commitment and rigorous nature of its processes. to the queries the University needed to answer, it was unlikely the partnership would launch in September 2025 and was likely to be raised by January 2026. It was a difficult university to review without a due diligence visit and to put assurance on what has been given. Despite incurring an additional cost it would demonstrate rigour of processes.
- 25.218 Council directed it would not give conditional approval but were in favour of the University visiting *[redacted: commercially sensitive information]* to review its due diligence and directed its findings be brought to a future meeting. Council did not approve *[redacted: commercially sensitive information]*.

Redacted: commercially sensitive information

- 25.219 The *[redacted: commercially sensitive information]* was presented to Council for approval following due diligence investigations, the Partnerships Team recommended approval with four conditions, as a Partner of the University:
- 25.220 The University to receive satisfactory documentary evidence of *[redacted: commercially sensitive information]* having procured appropriate, comprehensive insurance cover to include at a minimum, public liability insurance, and buildings and contents insurance.
- a) Condition 1
The University to receive satisfactory evidence of *[redacted: commercially sensitive information]* having procured appropriate, comprehensive insurance cover to include, at a minimum public liability insurance and buildings and contents insurance
 - b) Condition 3

An Action Plan to be produced by appropriate colleagues at *[redacted: commercially sensitive information]* in order to provide the University's Partner Approval Panel with assurance that all the improvement and enhancement measures identified by Pearson in their recent Quality Reports are being addressed.

c) Condition 4

It is recommended that *[redacted: commercially sensitive information]* clarify its status regarding its affiliation with a university or its use of the term 'Centre of Excellence.' This clarification is essential to ensure compliance with the Pakistan Centres of Excellence Act of 1974 and to maintain transparency in its operations.

25.221 If approved, *[redacted: commercially sensitive information]* would be the largest of all the proposed partners to the University. The CEO, *[redacted: commercially sensitive information]* and Academic Dean *[redacted: commercially sensitive information]*, Spickett-Jones is a Director of *[redacted: commercially sensitive information]* which was until December 2023, a person of significant control, holding 75% or more of the shares in *[redacted: commercially sensitive information]* UK.

25.222 *[redacted: commercially sensitive information]* had the same values as BNU and were given assurances about female students, noting its LGBTQIA+ students society which held pride events. It was an inclusive community. The majority of the daily management team were female.

25.223 Council agreed there were processes to mitigate based on the University's status at any time and there was an awareness of the risks involved. The mitigation scoring could be easily adjusted. It agreed it would be beneficial to include a standing item on partnerships with a risk assessment on each Council agenda and would ensure that risk was carefully monitored which would give more confidence.

25.224 It noted there were aligned values despite intolerance and legislation against them in Pakistan and sought clarification on how these would be preserved at *[redacted: commercially sensitive information]*. It was reassured that *[redacted: commercially sensitive information]* protected students with its inclusive environment and noted they felt safe. Council agreed it the inclusivity and public statement was impressive and it was clear students' school environment would be protected.

25.225 The majority of Council approved *[redacted: commercially sensitive information]* subject to the summary of recommendations and gave conditional approval as outlined above. The Senate Representative was not in favour of the partnership.

Redacted: commercially sensitive information

25.226 Council was requested to consider and approve *[redacted: commercially sensitive information]* as a Partner of the University with one condition:

a) Condition I

[redacted: commercially sensitive information] was required to submit an updated lease agreement reflecting its current registered office address, as the agreement currently provided lists the previous address in the tenant details. The formal Condition of approval is that a formal due diligence visit is undertaken with a satisfactory outcome prior to commencement of a delivery to students.

25.227 *[redacted: commercially sensitive information]* was a UK based company and had franchises in Saudi Arabia and Dubai. Council agreed if *[redacted: commercially sensitive information]* were to open other international franchises, the University should be informed and it needed sight of finance statements, student numbers, place and country report. *[redacted: commercially*

sensitive information] revised equality policy would be issued this year following amendments from new members of the team.

25.228 Council approved *[redacted: commercially sensitive information]* for UK delivery subject to the summary of recommendations.

Redacted: commercially sensitive information

25.229 Council was requested to approve *[redacted: commercially sensitive information]* following due diligence investigations undertaken by the Partnerships Team as a partner subject to two conditions:

a) Condition 1

Contingent upon the premises being finalised and ready for campus delivery, a formal due diligence site visit resulting in a satisfactory conclusion is to be concluded for the initial delivery of programmes to students. The site visit will provide the University with assurance that

- the physical resources are sufficient and support a high-quality academic experience
- the physical environment was suitable for the delivery of the University's programmes to students and

b) *[redacted: commercially sensitive information]* will be able to provide an appropriate level of support to students on the University's programmes by verifying that the *[redacted: commercially sensitive information]* has provided, as noted in this analysis, regarding the student support services are accurately represented.

c) Condition 2

The University to receive a copy of the signed lease agreement and insurance documents for the teaching site prior to any teaching commencing.

25.230 The proposed programme for approval was: BSc (Hons) International Business Studies with Foundation Year.

25.231 *[redacted: commercially sensitive information]* was a newly formed Birmingham based organisation, It was small and capped at 499 students across 3 years. Council was concerned there was no data on them at a Higher Education level. Independent Member Andy Cole was not in favour of the partnership due to Council's previous decision not to accept or consider business courses at partners in future.

25.232 Council expressed reservations regarding the large ownership share and noted due diligence had been carried out and the owners were involved in day-to-day operations. The proposed partnership work had been carried out for some time. Its Office for Students (OfS) registration neared completion and had submitted plans for registering and increasing student numbers and demonstrating they understood what was required of them in doing that. The University's partnership with *[redacted: commercially sensitive information]* was crucial for them to succeed noting they could not sign documents or leases as University support was necessary.

25.233 The premises needed Estates checks and ensure it was DDA compliant as part of the University's due diligence. It may not be ready for a September 2025 as it depended on the validation process, estate visit and hiring staff. It was a small organisation that needed the University's support.

25.234 Independent Member Andy Cole was not in favour of the College and Council expressed reservations due to the work that needed to happen for a September 2025 start. Council did not approve *[redacted: commercially sensitive information]* and deferred the proposal until the conditions had been met.

Date of next meeting

25.235 The date of the next meeting was confirmed as 8 July 2025.

