



## MEETING OF THE BOARD OF TRUSTEES

THURSDAY 16 NOVEMBER 2023  
BURGES SALMON, 1 GLASS WHARF, BRISTOL BS2 0ZX  
MINUTES

**Present:** Mr M Allan (independent trustee), Mr S Boyd, Mr J Boyer (Chair), Ms G Bowen, Professor A Carr, Ms J Cecil, Professor I Craddock, Ms J Huggins (Professional Services Trustee), Mr N Joicey, Mr N Keveth, Dr J Khawaja, Ms X Levantis, Mr F Quek, Mr S Robertson, Professor J Squires (Deputy Vice-Chancellor and Provost), Miss H Thornton, Professor E Welch (Vice-Chancellor), Professor Dame M Welham.

**In attendance:** Ms Lucy Penrose (Deputy Head of Governance), Ms Tracy Brunnock (Head of Equality, Diversity & Inclusion) – for item 13, Mrs Claire Buchanan (Chief People Officer) – for items 13 and 16, Professor Natalie Edwards (observer – incoming academic trustee), Mr Michael Flay (Head of Governance), Ms Lucie Lambert (Governance Apprentice), Mr Barra Mac Ruari (Chief Property Officer) – for items 7 and 8, Lucinda Parr (Chief Operating Officer, Registrar and University Secretary), Ms Zoe Pither (Head of Student Inclusion, Education and Student Success Management) – for item 13, Mr Matthew Shute (Head of Planning & Business Intelligence) – for item 7, Mr Adam Taylor (Head of Research Governance) – for item 21, Mr Peter Vermeulen (Chief Financial Officer).

**Apologies:** Ms O Adesanya, Ms L Fletcher (independent trustees).

### 1 WELCOMES, APOLOGIES AND ANNOUNCEMENTS

- 1.1 The Chair welcomed all board members to the meeting, in particular Mr M Allan, for which this was his first board meeting.
- 1.2 Apologies were noted from Ms L Fletcher, and Ms O Adesanya.
- 1.3 The Board held a one minute silence in memory of Professor Sir Eric Thomas, former Vice-Chancellor of the University of Bristol, who sadly passed away in the previous week. It was noted that a memorial service was being arranged for the new year.

### 2 DECLARATIONS OF INTEREST

- 2.1 There were none.

### 3 MINUTES OF PREVIOUS MEETING

- 3.1 Subject to some minor amendments which had been sent to the Governance team in advance of the meeting today, the Board **APPROVED** the minutes of the 22<sup>nd</sup> September 2023 and 25<sup>th</sup> October 2023 meetings of the Board of Trustees as a true and accurate record (*on file*).

### 4 ACTIONS & MATTERS ARISING

- 4.1 RECEIVED and **NOTED:** the Board action register (*on file*).
- 4.2 It was noted specifically that there would be a more detailed REF2028 preparations update for the Board meeting in February 2024.
- 4.3 It was also noted that the new Director of Strategic Communications would be invited to the March 2024 Board meeting to provide a sense of the future direction of travel in relation to the PS Operating Model.
- 4.4 All completed actions would be removed from the register after today's meeting.

**5 CHAIR'S REPORT** (ref **BT/23-24/011**) (*on file*).

5.1 RECEIVED and **NOTED**: a report from the Chair of the Board covering new appointments to the Board of Trustees, and a summary of any significant meetings or events attended by the Chair since the previous meeting.

5.2 The Board **CONSIDERED** the re-appointment of Jackie Cornish as a Pro-Chancellor for a second three-year term, in accordance with the requirements of the University's Constitution. It was noted that Jackie had contributed significantly to the University, acting as an excellent ambassador and representative both nationally and globally.

5.3 **AGREED TO RECOMMEND TO COURT**: the re-appointment of Jackie Cornish as a Pro-Chancellor for a second three-year term until 31 December 2026.

**6 EXECUTIVE GROUP REPORT AND QUESTIONS** (ref **BT/23-24/012**) (*on file*).

6.1 RECEIVED and **CONSIDERED**: the report of the Executive.

6.2 The Vice-Chancellor introduced her report, and verbal updates were **NOTED**:

UEB and Bristol SU Officers working together

6.2.1 On 12th September 2023 the Bristol SU Officer team (BSU) and Chief Executive joined the University Executive Board (UEB) conference for 2 sessions, including a presentation of the Officers' student priorities for 23/24. These priorities had been developed using a range of existing student experience research, direct student feedback, engagement with staff and drawing on Officers election manifestos. The most important key areas were around cost of living support and mental health & wellbeing. Each priority had an identifiable senior executive lead and an identifiable SU lead. This work provided some genuine accountability, and also allowed for an institution to institution handover to the new SU Officers when they took up post in Spring 2024. Some of the 'pairings' would attend to present at the March Board meeting to provide an update on progress.

**ACTION: Vice-Chancellor**

Israel Palestine conflict

6.2.2 There was palpable fear amongst Jewish students in the wider City community as a result of the numerous pro Palestine marches and the Vice-Chancellor had attempted to de-escalate by way of direct communications to staff and students. . The University had reported two events to the Prevent Officer and was also in close liaison with the Police and with the SU, and UWE on the more generic community piece. The Executive continued to monitor the situation carefully and was very much aware of the sensitivities on all sides – it was a true tragedy for everyone concerned.

6.2.3 The Board noted that a Silver Group was meeting bi-weekly and was looking at the number of concerns coming in from students where there might have been allegations of inappropriate content, although there had not been anything yet that met the threshold.

6.3 The following was **DISCUSSED**:

6.3.1 The geographical extent of the University's responsibilities under the Prevent agenda and the fact that the University did not have responsibility for events/marches taking place in public places - however, it did take responsibility for the actions of its staff and students wherever those events were taking place.

6.3.2 How the University could create a safe and inclusive environment for all staff and students, the language that was being used in the communications and the appropriate time in which to try and bring all sides together from an educational perspective.

6.3.3 The University's strong relationship with key groups in the local community who were also offering support to Jewish staff and students as well as Palestinian staff and students.

6.3.4 The importance of continuing to promote free speech within the law but with mitigations in place to ensure that conversations take place in a tolerant manner.

6.3.5 The duty of Trustees to report back to the COO, Registrar & University Secretary should they be approached about their view on the Israel Palestine conflict.

- 6.3.6 REDACTED: S43 Commercial interests
- 6.3.7 The introduction of Reasonable Adjustments and how positive this was from an inclusive practice and student wellbeing perspective as well as reducing the administration burden for staff.
- 6.3.8 REDACTED: S22 Information intended for future publication
- 6.3.9 The student experience and how the recruitment of overseas students was pivotal to the University, financially. The Board agreed that when the timing was right, it should consider the strategy and the hurdles around this, in order to build excellence in international student recruitment. Making international connections was essential in this space in order to seek guidance from other institutions around their own experiences.
- 6.3.10 The fact that the University had provided funding for a REF Preparations project in order ensure a strong state of readiness. The project aimed to create the space for the more foundational work to be undertaken well in advance, which would then allow for a better state of readiness in the latter stages of the process. In particular, the project was looking at enhancing key systems and processes to put the University in a strong place for data gathering and production.
- 6.4 The Board had a detailed discussion in relation to the re-naming of buildings, visual identity, and the reparative futures project, and the following was highlighted:
- 6.4.1 The refresh of the University Crest i.e. the replacement of the dolphin with an open book and the timescale for redesign and associated communications. The Board emphasised the importance for having a specific and clear timeframe. The Board noted that the digital re-branding project would also be reviewing other symbols associated with the University.
- 6.4.2 For Reparative Futures, this required the management of different audiences throughout the process, and detailed consideration was required around how the University would go about co-creating with the community. In particular there should be consideration around the intersectionality between this and the gender and ethnicity pay gap, the renaming of buildings, and the other matters highlighted in the Annual Report on EEDI for Staff and Students.
- 6.4.3 Regarding the renaming of buildings, the Board was pleased that this had now come to a conclusion. However, it would be important to communicate clearly the criteria that UEB used to make the final decision and to share that with staff and students and the wider community. It was essential to engage meaningfully with the community, and be clear that the University had heard them and that it was now going to implement the decision.
- 6.4.4 The importance of working with our wider community to communicate key issues.
- 6.5 The Board thanked the Executive for a very helpful and insightful report.
- 7 SPI (Strategic Performance Indicators) REPORT (ref BT/23-24/013) (on file)).**
- 7.1 RECEIVED and **CONSIDERED**: a report describing the University's performance against its strategic objectives.
- 7.2 The DVC & Provost introduced the report which had already been considered by the University Executive Board at one of its meetings in October.
- 7.3 The Board reviewed the assessment of current and projected performance the proposed actions, and the following was **DISCUSSED**:

- 7.3.1 REDACTED: S43 Commercial interests
- 7.3.2 REDACTED: S43 Commercial interests
- 7.3.3 The Science Based Targets [global standard on CNZ](#) and the merit that might be afforded by the University in aligning itself to such a global framework, or similar.
- 7.3.4 The importance of being realistic when estimating the RAG rating for each SPI as this was the way in which the Executive would benefit the most in terms of ensuring positive progress.
- 7.4 The Board was extremely complimentary about the Summary report and the detailed PowerBI Goal reports and were satisfied that together those reports provided the information that Trustees required in order to effectively monitor SPI progress.
- 7.5 It was suggested that Employee MPS observation was an important measure and required more detailed review at a future meeting.
- 7.6 REDACTED: S43 Commercial interests
- 7.7 It was agreed that a detailed paper around CNZ would be presented to the Board at the appropriate time, when there was better visibility on the longer term financial envelope and the University had aligned its views with other stakeholders, both locally and nationally.
- ACTION: DVC & Provost**
- 7.8 The Board noted that there was nothing in the SPI's as yet around diversification of the staff and student community, and representation across all levels. It was suggested that perhaps this could feature more in the commentary and consistently across all of the SPIs.
- 7.9 The Board thanked the DVC & Provost and the Head of Planning & Business Intelligence for an excellent progress update and for their hard work in delivering the PowerBI reporting tool.
- 8 TEMPLE QUARTER PROGRESS REPORT (ref BT/23-24/014) (on file).**
- 8.1 RECEIVED and **CONSIDERED**: a progress report on the delivery of the TQ programme.
- 8.2 The DVC & Provost introduced the Report.
- 8.3 The following was **DISCUSSED**:
- 8.3.1 The fact that the programme was on budget, on time and on quality.
- 8.3.2 REDACTED: S43 Commercial interests
- 8.3.3 The prudential monitoring of risks associated with TQ  
REDACTED: S43 Commercial interests

8.3.4 It was suggested that staff and students should attend Faculty Board meetings to present their positive views on the new Dental School and the benefits it was already delivering.

8.3.5 The positive experiences that the University had had with regards to its successful separation from the NHS in relation to the Dental School and how the University could make more of this nationally as an exemplar of teaching and training of dentistry, and possibly in future medical training.

8.3.6 REDACTED: S43 Commercial interests

8.3.7 The linkage between Isambard-AI and BDFI and what the University was doing to make the most of that.

8.3.8 Drainage in flooding and district heating, the challenges related to these, and future proofing.

8.3.9 REDACTED: S43 Commercial interests

8.4 The Board thanked the Deputy Vice-Chancellor, the Chief Property Officer and their Programme team for their excellent progress.

## 9 FINANCE REPORT (ref BT/23-24/015) (on file)).

9.1 RECEIVED and **CONSIDERED**: a report from the Chief Financial Officer.

9.2 The Chief Financial Officer provided a summary of the most important financial matters for the University as at November 2023.

9.3 The following was **DISCUSSED**:

9.3.1 REDACTED: S43 Commercial interests

9.2.3 The more positive news regarding the USS pension scheme.

9.2.4 REDACTED: S43 Commercial interests

9.2.5 REDACTED: S43 Commercial interests

9.2.6 Persistent inflation and the financial pressures further down the line, and the fact that the University had still managed to do significantly better financially than other UK universities

9.2.7 The delivery of the IPP, and the emphasis being made to colleagues about the financial framework within which they were operating, and the trade-offs which may need to be made in order to for the University to achieve its 2030 ambitions. The CFO committed to keeping the board updated using the CFO report at the February 2024 Board meeting.

**ACTION: Chief Financial Officer**

9.2.8 REDACTED: S43 Commercial interests

- 9.2.9 25% of UK universities recorded a financial deficit last year. To a large extent this was linked to frozen UG fees and it was not inconceivable that some Universities might fail unless the regulated fee was increased. It was noted that Russell Group CFO's were now beginning to talk to the UK Government about what different fee structure might look now in order to address the funding gap.
- 9.2.10 Opportunities for the University to introduce lifelong learning, with flexible and part time, more modular programmes, and the fact that TQ programmes were precisely where the University should innovate and pilot these sorts of courses.

Annual Report and Financial Statements of the University of Bristol Students' Union

- 9.3 It was **NOTED** that Lucinda Parr (COO, Registrar & Chief Operating Officer) and Xenia Levantis (student trustee) were members of the SU Board of Trustees.
- 9.4 The Board scrutinised the SU's Financial Statements for the year ended 31 July 2023. The annual report and financial statements for the University of Bristol Students' Union for the year ended 31 July 2023. The Board scrutinised the statements, noting that these had also been scrutinised by the CFO, and **AGREED** that the affairs of the Union had been properly conducted.

National Composites Centre 5-year funding agreement

- 9.4 The Board **CONSIDERED** a recommendation from the Finance & Infrastructure Committee for the National Composites Centre (NCC), a wholly owned subsidiary of the University, to enter into the next 5-year funding agreement with IUK/HVMC. The value of the contract was expected to be £80m over five years and it enabled the NCC to continue to operate.
- 9.5 The following was **NOTED**:
- 9.5.1 UoB finance teams and the UoB external legal partners, Veale Wasbrough Vizards LLP, had reviewed the proposed contract and this paper. Their comments were embedded as part of the overall recommendation.
- 9.5.2 The NCC Subsidiary Board (whose membership included the PVC Research & Enterprise, the CFO and the COO, Registrar & University Secretary) had been kept informed throughout the process and were supportive. The NCC Subsidiary Board also had oversight of any key risks emerging within the NCC which might require escalation to the Key University Risk Register and played an active role in the monitoring of all NCC risks.

- 9.6 **REDACTED: S43 Commercial interests**
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- 9.7 **APPROVED, on the recommendation of the Finance & Infrastructure Committee:** for the National Composites Centre (NCC) to enter into the next 5-year funding agreement with IUK/HVMC.
- 9.8 It was **NOTED** that as highlighted in paragraph 11 of the paper, pursuant to the Grant Funding Allocation Agreement (GFAA) the University may be required to provide security in respect of certain Capital Assets (as defined in the GFAA).
- 9.9 **DELEGATED AUTHORITY** to the Chief Finance Officer (and the Chief Operating Officer, Registrar and University Secretary in their absence ) to approve and enter into the agreements or documentation to give effect to such security.

### Banking mandates

- 9.5 **APPROVED**: an updated signing mandate for Rathbones, the University's Endowment Fund Portfolio Manager; an updated signing mandate for National Westminster Bank and; an updated signing mandates and resolutions for the University Lenders: Barclays, Lloyds and Pricoa. Details below:

#### **1 Rathbones Signing Mandate – Endowment Fund Portfolio Manager**

- 1.1 A resolution is required that the authorised signatory list below might become the new signing mandate for Rathbones, University of Bristol's Endowment Fund manager, and that this replaces the current mandate.
- 1.2 The Board of Trustees **APPROVED** the signatory list below as the new signing mandate for Rathbones. The signing rules as per the current mandate are unchanged: any two persons listed below may sign and instruct Rathbones on behalf of University of Bristol with regards to the Endowment Fund portfolio.

<b>Name</b>	<b>Position</b>
Evelyn Welch	Vice-Chancellor and President
Judith Squires	Deputy Vice-Chancellor and Provost
Lucinda Parr	Chief Operating Officer, Registrar and University Secretary
Peter Vermeulen	Chief Financial Officer
Aubrey Slade	Director of Finance, Infrastructure and Planning
Shirlene Adam	Acting Group Finance Director
Edward Reeves	Head of Treasury

#### **2 National Westminster Bank accounts – Signing Mandate**

- 2.1 The Board of Trustees **APPROVED** the signatory list below as the new signing mandate for the University of Bristol's National Westminster Bank accounts. There is no change to the signing rules themselves.

##### **Group A Signatories**

<b>Name</b>	<b>Position</b>
Edward Reeves	Head of Treasury
James Hackney	Head of Financial Reporting
Jeff Kirkham	Head of Tax

##### **Group B Signatories\***

<b>Name</b>	<b>Position</b>
Evelyn Welch	Vice-Chancellor
Judith Squires	Deputy Vice-Chancellor and Provost
Peter Vermeulen	Chief Financial Officer
Lucinda Parr	Chief Operating Officer, Registrar and University Secretary
Aubrey Slade	Director of Finance, Infrastructure and Planning
Shirlene Adam	Acting Group Finance Director

Name	Position
Edward Reeves	Head of Treasury

*\*At least 1 Group B signatory required to sign any changes to the accounts or forms to add or remove signatories*

### 3 Barclays Loan Agreements

3.1 The Board of Trustees is **AGREED** to Resolve as follows:

#### Resolution

3.2 After due and careful consideration of the University's "Loan Agreement" dated 23 March 2017 and subsequent amendments, **IT WAS RESOLVED THAT:**

The members of the University listed in Schedule A (the "**Authorised Signatories**") be and are hereby authorised, either alone or together, to:

- (a) Deliver on behalf of the University any document which may be required in connection with the Loan Agreement
- (b) Do all such acts which such Authorised Signatories (either alone or together) consider necessary or expedient in connection with the execution of or performance by the University of its obligations under the Loan Agreement.

### 4 Lloyds Revolving Credit Facility Agreement

4.1 The Board of Trustees **RESOLVED** as follows:

#### Resolution

4.2 After due and careful consideration of the University's "Lloyds RCF Agreement" dated 28 April 2023, **IT WAS RESOLVED THAT:**

The members of the University listed in Schedule A (the "**Authorised Signatories**") be and are hereby authorised, either alone or together, to:

- (a) Deliver on behalf of the University any document which may be required in connection with the Lloyds RCF Agreement.
- (b) Do all such acts which such Authorised Signatories (either alone or together) consider necessary or expedient in connection with the execution of or performance by the University of its obligations under the Lloyds RCF Agreement.

### 5 Pricoa Note Purchase Agreement

5.1 The Board of Trustees **RESOLVED** as follows:

#### Resolution

5.2 After due and careful consideration of the University's Note Purchase Agreement and the Notes dated 7 April 2017 (the "Documents") **IT WAS RESOLVED THAT:**

The members of the University listed in Schedule A be and are hereby (i) each designated as a "Responsible Officer" for the purposes of providing Officer's Certificates (as defined in the Note Purchase Agreement) pursuant to the Note Purchase Agreement and (ii) authorised (or in the case of deeds, any two such members) to negotiate, approve, make amendments, verify, execute and deliver any other documents in connection with or arising from the Documents and to do all such acts and things as may be required to implement the documents and generally to sign all such deeds, certificates, instruments, notices, mandates, confirmations, requests, applications, letters, forms, appointments, powers of attorney, written resolutions, notices any other documents as may be necessary or desirable in connection with the Documents.

### Schedule A



Name	Position
Evelyn Welch	Vice-Chancellor
Judith Squires	Deputy Vice-Chancellor and Provost
Peter Vermeulen	Chief Financial Officer
Lucinda Parr	Chief Operating Officer, Registrar and University Secretary
Aubrey Slade	Director of Finance, Infrastructure and Planning
Shirlene Adam	Acting Group Finance Director

#### Modern Slavery Statement

9.6 The Board reviewed the University's Modern Slavery Statement for 2023 and agreed that the Statement should be amended to make it specifically focussed on modern slavery and not the wider EEDI and sustainability agenda.

9.7 **APPROVED, in principle, subject to the above amendments:** The Modern Slavery Statement for 2023.

#### **10 FINANCIAL & STUDENT NUMBER FORECASTS FOR SUBMISSION TO THE OFS (ref BT/23-24/016)**

10.1 RECEIVED and **CONSIDERED:** the University's Financial Plans for submission to the Office for Students in line with regulatory requirements and the 'Going Concern' assessment for inclusion in the Annual Report and Financial Statements.

10.2 The Chief Financial Officer introduced the report.

10.3 The Board **NOTED** that the Finance & Infrastructure Committee (FIC) had undertaken significant scrutiny of financial plans at its meeting on 2 November 2023 [see section 18 below].

10.4 There was a discussion about the rationale behind the inclusion of the 'Going Concern' in this section of the board paperwork, given that in previous years it had been considered in the section about the Annual Report & Financial Statements. It was **AGREED** that going forward, the University would revert to the original setup.

10.5 The Board **NOTED** that at the FIC meeting, the committee had been assured that these were the same numbers that had been agreed by the Board in July but with some adjustments in terms of student numbers and the current cash position. FIC were very supportive of the Financial Plans for approval by the Board.

10.6 **APPROVED: on the recommendation of the Finance & Infrastructure Committee,** the Financial Plans for submission to the Office for Students in line with regulatory requirements.

10.7 **APPROVED:** the 'Going Concern' assessment for inclusion in the Annual Report and Financial Statements.

10.8 **DELEGATED AUTHORITY** (due to regulatory delays on Data Futures), to the CFO to agree and approve the final version of the return, subject to minor changes being processed.

10.9 It was agreed that the CFO would recirculate the downside scenario that the Board went through previously, to the new trustees in order to provide background and context.

**11 ANNUAL REPORT & FINANCIAL STATEMENTS 2022/23** (ref **BT/23-24/017**) (on file)).

11.1 **RECEIVED** and **CONSIDERED**: the external auditor's report and Letter of Representation for 2022/23, the Internal Audit UoB Risk Assurance annual report, the Audit & Risk Committee Annual Report and the Annual Report & Financial Statements 2022/23.

11.2 The Chief Financial Officer introduced the item.

11.3 The Board **NOTED** that the Audit & Risk Committee had undertaken significant scrutiny of this paperwork at its meeting on 19 October 2023 [see section 19 below].

11.4 The Board **CONFIRMED** that it could seek assurance from the Value for Money statement in the Annual Report.

11.5 The Board **UNANIMOUSLY APPROVED**:

11.5.1 The Audit and Risk Committee's Annual Report for 2022/23 as recommended by the Audit & Risk Committee.

11.5.2 The Internal Auditors Annual Report for 2022/23 as recommended by the Audit & Risk Committee.

11.5.3 The external auditor's report and Letter of Representation for 2022/23 as recommended by the Audit & Risk Committee

11.5.4 The 2022/23 Annual Report & Financial Statements as recommended by the Audit & Risk Committee.

11.6 **AUTHORISED**: the Chair and the Vice-Chancellor to sign the Annual Report & Financial Statements and the Letter of Representation on their behalf.

**12 ENDOWMENT FUNDS ANNUAL PERFORMANCE & UNITISATION REPORT 2022/23** (ref **BT/23-24/018**) (on file)).

12.1 **RECEIVED** and **CONSIDERED**: a summary of the endowment investment performance report which had been scrutinised by the Finance & Infrastructure Committee (FIC) at its meeting on 2<sup>nd</sup> November. The paper also provided the unit prices for the General Pool and Trustee Security Pool of the University's Endowment for Board approval.

12.2 **UNANIMOUSLY APPROVED**: the unit prices for the General Pool and Trustee Security Pool of the University's endowment.

12.3 REDACTED: S43 Commercial interests

12.4 REDACTED: S43 Commercial interests

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12.5 REDACTED: S43 Commercial interests

12.6 REDACTED: S43 Commercial interests

12.7 REDACTED: S43 Commercial interests

**13 ANNUAL REPORT: EQUALITY, DIVERSITY & INCLUSION – STAFF AND STUDENTS** (reference **BT/23-34/019**) (*on file*).

13.1 RECEIVED and **CONSIDERED**: the University Annual EDI Report for staff and students, for the academic year 2022/23.

13.2 The Vice-Chancellor introduced the report, and thanked colleagues for producing such a comprehensive report which clearly highlighted how hard the University was working to deliver a systemic approach to positive change.

13.3 The Chief People Officer summarised the key headlines, and then handed over to the Head of Equality, Diversity & Inclusion and the Head of Student Inclusion who talked through the specific achievements and areas for improvement.

13.4 The following was **NOTED**:

13.4.1 This was the first joint annual EDI report for both Staff and Students.

13.4.2 The report was intended to describe how the University was meeting the requirements of the Equality Act 2010 that required the University to have due regard to the need to: eliminate unlawful discrimination, harassment and victimisation, and other conduct prohibited by the Equality Act 2010; advance equality of opportunity between people from different groups; and foster good relations between people from different groups.

13.4.3 The Board of Trustees was responsible for ensuring that the University was operating in compliance with the above requirements.

13.4.4 The Higher Education Code of Governance was a set of principles and practices for governing bodies of higher education institutions in the UK that aimed to promote diversity, inclusivity and accountability in the higher education sector. The annual EDI report was intended to assist the Board of Trustees in assessing the University's approach to EDI, as defined in the Code.

13.4.5 In addition to this, the University had regulatory reporting requirements to the Office for Students regarding the delivery of its Access & Participation Plan, and was statutorily required to report on its gender pay gap. The University had also begun to report on its ethnicity pay gap, although this was not yet a statutory reporting requirement.

13.4.6 The University had made significant improvements in EDI governance across the University over the past year with an executive EDI committee and a Board level EEDI Oversight Committee which assisted the University in monitoring its EDI sub strategy.

13.5 The following was **DISCUSSED**:

13.5.1 The significant progress that had been made in EEDI maturity across the University and the excellent and detailed Annual Report which provided some strong assurances to trustees around the progress made to date.

13.5.2 The appointment of external consultants to work with the University in relation to ethnicity and race in order to accelerate progress in these areas and to assist the University in measuring itself effectively and the value added by the EEDI Oversight

- Committee which would be scrutinising the external consultants' report once the work had been completed.
- 13.5.3 For next year's report, it would be helpful to include a section that focussed on actions being taken forward and also a stronger emphasis on intersectionality.
- 13.5.4 The importance of sharing best practice with other institutions and organisations such as UKRI, particularly given that issues around representation of black students and the black academic career pathway was a sector-wide challenge.
- 13.5.5 The fact that some of the numbers in the report were not targets. Consideration should be given to tracking achieving target vs increase in engagement, and also the time dimension – in year achievement/target vs at a point in time on a journey.
- 13.5.6 The importance of resource investment in EDI at the University in order to make quicker and more effective progress going forward. There was a significant amount of cultural change required, with improvements in representation across all levels within the University from the top down.
- 13.5.7 **REDACTED: S41 Information provided in confidence**
- 13.5.8 There had been an increase in mental health conditions in staff and students over the past year, and it was important to ensure that the University's provision in this area evolved to align with the increase, so that the entire University community felt supported.
- 13.5.9 With regards to the poor ethnicity pay gap, communications would be key here, and the University should be ready to communicate what it intended to do to improve in this area i.e. the provision of an action plan for the future.
- 13.5.10 Lack of consistency in the nomenclature used for EEDI. In some places it was referred to as 'EDI' and in others it was referred to as 'EEDI'.
- 13.6 The Board thanked the team for their excellent work to date and looked forward to seeing future progress.
- 13.7 **UNANIMOUSLY APPROVED:** the University's Annual EDI Report for staff and students for the 2022/23 academic year.
- 14 UNIVERSITY SECRETARY'S REPORT (ref BT/23-24/020) (on file)).**
- 14.1 **RECEIVED and CONSIDERED:** an annual report covering safeguarding together with a copy of the University's annual accountability and data return for Prevent monitoring purposes, which it is required to provide annually to the regulator, the Office for Students.
- 14.2 The following was **NOTED:**
- 14.2.1 The University continued to demonstrate its compliance with the Prevent Strategy, and was required to report specifically on:
- welfare cases that had been identified as having or potentially having a Prevent element. This was to demonstrate the process for escalating Prevent concerns was understood;
  - Training of key staff (key staff were those with a particular duty)
  - External speakers.
- 14.2.2 The Office for Students had recently changed their requirements with regard to training; they now only wanted to hear about Prevent specific training, rather than more general wellbeing training which they had required in the past.
- 14.2.3 The University had one welfare case escalated to the University's Prevent Lead for advice, however this case did not fit the Prevent remit.
- 14.2.4 The Statutory Safeguarding Working Group reviewed the University's Prevent risk assessment in June 2023. A report summarising progress against the University's Prevent Duty was approved by the Safeguarding Oversight Group on 11 October 2023.
- 14.2.5 The University had invested in e-training that would improve its uptake and monitoring of Prevent training going forwards.

- 14.2.6 The University continued to be represented at the City Prevent Board which met regularly to understand local risks, referrals to Channel and community Prevent work.
- 14.3 **UNANIMOUSLY APPROVED:** the Annual Report on Safeguarding.
- 14.4 The Board **AUTHORISED** the Chair of the Board to sign the Accountability Declaration as part of the Prevent Return for submission to the Office for Students.
- 15 STUDENT MATTERS** (ref **BT/23-24/021**) (*on file*)).
- 15.1 RECEIVED and **NOTED:** a Fitness to Study Stage Two Report, the Panel for which was chaired by Mr Stephen Robertson (independent trustee).
- 15.2 The Board were assured to hear that the University systematically undertook a learning and reflections exercise each year regarding the process itself as well as how cases had been dealt with.
- 16 ANNUAL REPORT: REMUNERATION COMMITTEE** (ref **BT/23-24/022**) (*on file*)).
- 16.1 RECEIVED and **CONSIDERED:** the summary report from the most recent meetings of the Remuneration Committee, together with the Remuneration Committee's Annual Report to the Board.
- 16.2 The following procedural matters were **NOTED:**
- 16.2.1 The Remuneration Committee works to the CUC (Committee of University Chairs) Senior Staff Remuneration Code, which sets out a series of principles relating to the way that Remuneration Committees should function. The Code states that Remuneration Committee should report annually to the Board to "*provide sufficient assurance to the governing body that the Remuneration Committee has effectively discharged its responsibilities*".
- 16.2.2 The Remuneration Committee met on 6 November 2023 to discuss the performance and to determine any salary movement for those staff that fall within its remit. Individuals were not present when their own remuneration or any aspect relating to their overall terms and conditions of employment were being considered.
- 16.2.3 In determining any individual salary movement for those staff within its remit, Remuneration Committee took into account requirements of the current Higher Education Senior Staff Remuneration Code, as well as the general pay movement on the main grade structure. Role based market rates/benchmark information and individual performance was based on a thorough individual review process by the line manager, that was linked to achievement of individual and University Strategic aims and objectives. Salary recommendations were made to the Remuneration Committee for discussion and approval and there were no separate bonus arrangements in operation.
- 16.2.4 The Annual Report of the Remuneration Committee and the previous two ratified sets of Committee minutes could be accessed on the [website](#). The University also published a statement on the [pay of the Vice-Chancellor](#) which it updated annually.
- 16.3 The following was **DISCUSSED:**
- 16.3.1 the differential across the University in terms of ethnic representation;
- 16.3.2 **REDACTED:** S41 Information provided in confidence
- 16.3.3 the progression and remuneration of all members of staff including the review of staff pay scales and the need to implement mechanisms for recognising excellent performance.
- 16.4 **UNANIMOUSLY APPROVED:** the Annual Report from the Remuneration Committee.
- 17 REPORT FROM THE EEDI OVERSIGHT COMMITTEE** (ref **BT/23-24/023**) (*on file*)).

- 17.1 RECEIVED and **NOTED**: a summary of discussions had at the most recent EEDI Oversight Committee, specifically Reparative Futures and data headlines from the EDI Annual Report for Staff and Students (see section 13 above).
- 17.2 **NOTED**: that whilst the Committee did not endorse the EDI Annual Report in its entirety (because it was not ready at the time), members did discuss a summary and scrutinise key data – data which had significantly improved since the previous year. The Committee had also been monitoring EDI related matters for staff and students over the course of the last academic year and were therefore satisfied that the Board could approve the EDI Annual Report (Staff & Students).
- 18 REPORT FROM THE FINANCE & INFRASTRUCTURE COMMITTEE** (ref **BT/23-24/024**) (*on file*)).
- 18.1 RECEIVED and **CONSIDERED**: the Report from the Finance & Infrastructure Committee.
- 18.2 **APPROVED**: the Finance & Infrastructure Committee terms of Reference for academic year 2023/24.
- 18.3 The following was **NOTED**:
- 18.3.1 FIC had endorsed and recommended approval by the Board for the National Composites Centre to enter into the next 5-year funding agreement with IUK/HVMC (see section 9 above).
- 18.3.2 FIC had endorsed and recommended approval by the Board the OfS Financial Forecasts for subsequent submission to the OfS, in line with regulatory requirements.
- 18.3.3 The Committee had received an update in November from the Chief Property Officer in relation to the Bristol City Council Local Plan, [REDACTED]  
**REDACTED: S43 Commercial interests**  
[REDACTED]
- 19 REPORT FROM THE AUDIT & RISK COMMITTEE** (ref **BT/23-24/025**) (*on file*)).
- 19.1 RECEIVED and **CONSIDERED**: the Report from the Audit & Risk Committee.
- 19.2 **APPROVED**: the Audit and Risk Committee (ARC) Terms of Reference 2023-24.
- 19.3 **APPROVED**: the reappointment of RSM as the internal auditors for the year ending 31 July 2024.
- 19.4 The following was **NOTED**:
- 19.4.1 A discussion about the University's Capital Plan over the next decade would be discussed as a deep dive at a future ARC meeting.
- 19.4.2 The Committee had reviewed the Key University Risk Register (KURR) and agreed that major risks were being appropriately recognised and the controls and plans to mitigate them were also being managed.
- 19.4.3 The Committee had scrutinised the Internal Audit Progress Report and approved the Internal Audit Annual Report 2022/23.
- 19.4.4 The Committee had scrutinised the Annual Fraud Risk Report 2022/23 and approved the updated Counter Fraud Policy. There were some concerns about the quality of training in fraud and ARC would have a focussed discussion on this at the January meeting.
- 19.4.5 The Committee had endorsed for approval by the Board of Trustees, the Value for Money Report for publication in the University's Annual Report & Financial Statements 2022/23. The Committee had commented that they believed that the Value for Money Report was exemplary.
- 19.4.6 The Committee had approved the Audit & Risk Committee Annual Report 2022/23.

- 19.4.7 The Committee had approved the External Audit Finding and the management representation letter contained within and confirmed that it was comfortable with the representations proposed.
- 19.4.8 The Committee had agreed to recommend to the Board of Trustees that the Annual Report and Financial Statements was an appropriate and reasonable representation of the financial position of the University for the year ended 31 July 2023.
- 19.4.9 The Committee had agreed to confirm to the Board of Trustees the appointment PricewaterhouseCoopers LLP (PwC) as external auditors for the year ending 31 July 2024.
- 19.5 A risk appetite workshop would be externally facilitated at the Board Away Day in March 2024. Members were invited to send any suggestions of good facilitators to the Head of Governance.
- 20 REPORT FROM THE NOMINATIONS COMMITTEE (ref BT/23-24/026) (on file)).**
- 20.1 RECEIVED and **CONSIDERED**: the Report from the Nominations Committee.
- 20.2 **APPROVED**: that Ms Gillian Bowen be reappointed for a second term of 9 months and two years as an Independent Trustee on the Board of Trustees from 1 April 2024 to 31 December 2026.
- 20.3 **APPROVED**: that Prof Natalie Edwards be appointed as an Academic Trustee for an initial term of 7 months and 2 years from 1 January 2024 to 31 July 2026.
- 21 ANNUAL STATEMENT ON RESEARCH INTEGRITY (ref BT/23-24/027) (on file)).**
- 21.1 RECEIVED and **APPROVED**: the University's Annual Statement on Research and Integrity.
- 21.2 The following was **NOTED**:
- 21.2.1 UUK's Concordat to Support Research Integrity required that *"Employers of researchers will... produce a short annual statement, which must be presented to their own governing body..."*. These statements had been published on the University webpages since 2016.
- 21.2.2 The Concordat to Support Research Integrity had piloted a new template since November 2022 which *"organisations are encouraged to use it to support consistency for sector-wide analysis."* This was the first year the University of Bristol had the opportunity to utilise this template to structure its annual research integrity statement.
- 21.2.3 The number of allegations highlighted in the report were a reflection of activity specifically 12 months since the previous report was published, and so it only included allegations that had been through an initial assessment process and which were determined to meet the criteria to become a formal complaint in research misconduct in accordance with university misconduct regulations. There were a relatively low number of allegations last year, but there were three outstanding assessments which had not yet been completed, and so those allegations would be reflected in next year's report.
- 21.2.4 The University had had an increase in requests this past year for Postgraduate Research training which was promising because it provided the University an early opportunity to begin instilling a strong culture of research integrity. The Research ethics team was currently working on vesting individual departments to further widen the training offering and the Ethics of Research Committee (a committee of Senate) had also begun delivering training for the School and Faculty Research Ethics Committees.
- 21.3 The Board scrutinised the Annual Report emphasising how research integrity was fundamental to support trust and quality in research at the University and noting the significant amount of work that went into the appeals processes.
- 21.4 **UNANIMOUSLY APPROVED**: the University's Annual Statement on Research and Integrity 2023.

**22 ANY OTHER BUSINESS**

22.1 There was none.

**DATE OF NEXT MEETING: 2 February 2024**