



MINUTES OF THE BOARD OF TRUSTEES

FRIDAY 6 July 2018

Present: Ms T Beech, Professor H Brady, Mr D Burn (Chair), Ms J Cook, Mr R Cowap, Professor K Facer, Ms J Goldstein, Dr M Hamlin, Sir R Kerr, Professor B Lumb, Professor G Macdonald, Mr R Massie, Ms N McCabe, Professor G Orpen, Ms S Patterson, Mr A Poolman, Mr A Raffel, Mr M Saddiq, Ms V Stace.

In attendance: Professor N Canagarajah (PVC Research), Mr S Chadwick (Director of Strategy, Planning and Change), Dr S Collet (Head of Research and Enterprise Policy) for item 9, Professor S Ellwood (incoming Academic Staff Board member), Ms R Geller (Registrar and Chief Operating Officer), Ms S Johnson (Clerk), Mr R Kerse (Chief Financial Officer), Dr E Lithander (PVC International), Ms L Robinson (Deputy Registrar), Professor J Squires (PVC Education and Students)

Apologies: Professor J Iredale (PVC Health), Dr J Manley (Board Member)

1. Welcome and announcements

1.1 The Chair welcomed members of the Board of Trustees to the meeting. It was noted that the meeting had been duly convened and that a quorum was present. In particular, it was confirmed that:

- Notice of the meeting had been given to each member of the Board who was entitled to receive it; and
- Each member of the Board who was not available to attend was aware of the purpose of the meeting and had agreed to the proposals to be considered at it.

1.2 In particular, the Chair welcomed Professor Sheila Ellwood (incoming Academic Trustee) who would observe the meeting prior to her term officially beginning on 01 August 2018.

1.3 The Chair advised the Board that this was the last meeting for the current Professional Services Trustees, Ms Tilly Beech and Mr Robert Massie, and for the current Academic Staff Trustees, Professors Keri Facer and Bridget Lumb. He thanked all four for their service and their many contributions. He reminded the Board that Board members stepping down this year would be recognised at a dinner in 2019.

1.4 The Chair informed the Board that the following additional, late reports had been circulated (or were being tabled) and that hard copies were available:

- Report from the Nominations Committee of Court – 30th May 2018 (reference BT/17-18/070)
- Strategic Priority Update - Research (reference BT/17-18/072)
- Report from the Finance Committee – 29 June 2018 (reference BT/17-18/073)
- Report from the Pension (Task and Finish) Group – 29 June 2018 (reference BT/17-18/082)
- Report from the Remuneration Committee – 13 June 2018 (reference BT/17-18/091)

- External Relations Report – Admissions Update - tabled
- 1.5 The Chair reminded the Board that there would be a Board development session after lunch.
- 2. Apologies**
- 2.1 NOTED
- 3. Declaration of interests**
- 3.1 Members were reminded that they had an obligation to disclose any pecuniary, family or other personal interest that they had in any matter under discussion at any meeting of the Board of Trustees as soon as practicable. Members were reminded of their fiduciary duty to avoid conflicts of interest.
- 4. Minutes of meetings on 25 May 2018**
- 4.1 CONFIRMED (on file).
- 5. Matters arising and actions**
- 5.1 There were no immediate actions arising from the previous meeting and all other actions were in hand.
- 6. Chair's report**
- 6.1 RECEIVED (reference **BT/17-18/069**).
- 6.1.1 The Chair introduced this report.
- 6.1.2 The Board NOTED the report of the Chair of the Board of Trustees.
- 6.2 Information Required of Board Members**
- 6.2.1 The Chair requested that Board members complete and return the Diversity Information form which was required for HESA (on behalf of Office for Students) and the Fit and Proper purpose declaration, also required by the Office for Students.
- 6.3 Board Recruitment – Chair and Lay Members**
- 6.3.1 The Chair invited the Vice-Chair to assume the Chair in order to provide an update on the appointment of the new Chair and Lay Members to the Board. At this juncture the Board considered the report from the Nominations Committee of Court and associated recommendations. On completion of discussions and having agreed the resolutions as set out in Minute 7, the Vice-Chair stood down and the Chair introduced the remainder of his report.
- 6.4 Update of Alumni Trustee timeline and Proposals for Alumni Association**
- 6.4.1 The Board noted the timeline for recruitment and that the Alumni Trustee nomination would come to the Board meeting at its meeting in November 2018.
- 6.4.2 The Board was advised that a consultant had been engaged to assist in the re-imagining of the role of the Alumni Association. This work was progressing well and a report would be presented to the Convocation and Alumni Committee (CAAC) on Friday 13 July. It was noted that there was a real appetite for change in the Association in order to ensure that the Association would be best able to support the University and its alumni in the future, given the current challenges for universities.
- 6.5 Amendment to Charter in respect of Alumni Association**

6.5.1 The amendments to the Charter had been approved by the Privy Council in the presence of Her Majesty The Queen, at its meeting at Buckingham Palace on 27 June 2018.

6.6 Court proposals and consultation

6.6.1 The consultation process on the reform of Court went live on 3 July 2018. All members of Court had been asked to send their feedback to the Governance team by 13 August 2018.

6.6.2 The comments received will inform a revised proposal which will be the subject of a second round of consultation with members of Court (between 3 September and 22 October) and which will be considered by the Board at its meeting on 5 October.

6.6.3 A draft final proposal, informed by the responses to the second round of consultation, will be considered by the Board in November prior to circulate to Court in advance of meeting of Court on 7 December 2018.

6.6.4 The Chair invited Board members to comment on the proposals and in particular the purpose and composition of Court. The Chair noted that, in his view, the proposals were structured, logical, clear and persuasive. During discussion the following points were noted:

- The process by which members were selected from constituent groups would need to be clarified in the light of comments made during the consultation.
- The proposed size of a reformed Court had been increased but there needed to be still greater emphasis on diversity and inclusion.
- The number of staff/academic representatives might also need revising upwards – although it was also recognized that there were other mechanisms for engagement for professional services and academic staff and it might be more appropriate for membership of Court to be more externally focussed.
- Rather than looking at the overall size it might be more helpful to look at constituencies in %, or relative, terms.
- In order to foster meaningful debate the membership should not increase much above the current proposal of 70 members.

6.7 Joint University / Bristol SU Richmond Lecture Committee – Nominations

6.7.1 The Chair requested that expressions of interest to take up the vacant seat on the Committee be sent to him.

7. Report of the Nominations Committee of Court – 30 May 2018

7.1 RECEIVED (reference **BT/17-18/070**).

7.1.1 As noted in Minute 6, the Vice-Chair assumed the Chair for this item and introduced the Report to the Board of Trustees:

7.1.2 The Board NOTED that the Nominations Committee had agreed to NOMINATE TO COURT (at the Annual Meeting of Court in December) Mr Jack Boyer as a lay member of the Board of Trustees for a renewable three-year term (up to a maximum of three such terms) from 1 January 2019 until 31 December 2021.

7.1.3 The Board ENDORSED the recommendation of the Nominations Committee of Court to Court to appoint Mr Jack Boyer as a lay member of the Board of Trustees from 1 January 2019.

- 7.1.4 The Board ELECTED Mr Jack Boyer OBE as the new Chair of the Board of Trustees from 1 January 2019 subject, to him being appointed as Lay Member of the Board by Court at its meeting on 7 December 2018 (Moved by Mr A Poolman, Seconded by Ms N McCabe. VOTING: UNANIMOUS).) [For the avoidance of doubt, the Board would be requested to pass another vote on the election of the Chair once Mr Boyer had been appointed as a Lay Member].
- 7.1.5 NOTED the rest of the report.
- 7.1.6 The Vice-Chair drew attention in particular to the selection process for the Chair and informed the Board that three candidates had been shortlisted, with two of these having presented as highly credible candidates. The selection process had included, meeting with a focus group made up of Board members and most candidates had also spoken with the Chair, VC, COO and CFO.
- 7.1.7 The Board noted the above and welcomed the wealth of experience and skills that Mr Boyer would bring to the Board.
- 7.1.8 The Vice-Chair updated the Board on the Lay Member appointment process and noted that interviews would take place on the 13th and 16th July. The Panel would also be considering whether any candidates would be suitable for co-opted positions on committees.
- 7.1.9 The Board were advised that the members' skills audit would be updated and that reputation management/marketing should be added to desirable skills going forward. The Nominations Committee of Court would also be considering options for how to stagger future Lay Members' appointments to the Board to ensure continuity and to avoid a large membership turnover over a short period. This would likely involve having some new Lay Members having a shortened final term of office.

8. Vice-Chancellor's report

- 8.1 RECEIVED (reference **BT/17-18/071**)
- 8.2 The Vice-Chancellor introduced the report.
- 8.3 NOTED the report.
- 8.4 APPROVED BY SPECIAL RESOLUTION the proposed changes to Ordinance 19 to provide clarity on the research nature of the MSc by Research award, as set out in the Annex to the Vice-Chancellor's report.
- 8.5 The Board noted that the Vice-Chancellor, in a memo dated 29.06.18, used Chair's powers, to consent, on behalf of Senate, to the request for the Board to change the title of the MSc by Research in Ordinance 19 so that award certificates could more accurately reflect that this is a research degree.
- 8.6 APPROVED BY SPECIAL RESOLUTION changes to the Junior Common Room Constitution.
- 8.7 In relation to the above Special Resolution the Board noted in particular the following:
- The Board was required under the 1994 Education Act to approve changes to JCR constitutions, including financial compliance.
 - The proposed changes were for a single JCR constitution whilst still preserving individual JCR autonomy.

- The changes had been developed by a task and finish group including Students' Union representatives and JCR Presidents.
- The new proposals would ensure core legal compliance as well as encouraging good practice.

8.7 In considering the report of the Vice-Chancellor the Board noted the following key issues:

External Environment

- Continued uncertainty in the sector in relation to Brexit, in particular access to student finance for EU students going forward and access to research funding and;
- the funding challenges facing universities – frozen fees, rising salaries, pension costs, outcome of the post-18 review, changing research funding landscape.

VC's Task Force on Mental health and Wellbeing (Staff and Students)

- The Task Force had continued to meet and oversee the work streams of a whole-institution approach, suicide prevention and response, implementation of new services and external and internal communications. The Vice-Chancellor highlighted that he was looking forward to working with the new student trustees on the Board in relation to this issue and engaging with the expert advisory panel.
- **[REDACTED: likely to prejudice commercial interests].**
- The actions taken by the University in relation to the new 'opt-in' clause on student registration were being carefully monitored nationally and the role of the VC in leading the whole-institution response to mental health had been widely praised and acknowledged.
- It was confirmed that key performance indicators and success factors would be developed to test the impact of the strategy and there would be a clear prioritisation of activities through an action plan and evaluation of impact.
- The performance dashboard together with recommendation of how the Board might maintain appropriate oversight of the strategy, priorities and projects would come to the Board in October.
- There was mandatory online mental health awareness training for all staff as well as opportunities for face-to-face sessions. The take up of online training was low despite it being mandatory and the senior team would be taking steps to improvement this engagement.

Senior Management Structure

- Board was advised that adverts had been placed for the new roles of DVC/Provost and PVC Student Experience. The Registrar's post would be advertised shortly. Arrangements were in place for the current Deputy University Secretaries to be appointed as University Secretary and the Deputy Registrar to act as Registrar when Robin Geller, the current Registrar and COO, leaves the University in October 2018.

Temple Quarter Campus

- The Temple Quarter engagement programme had initiated a wide range of projects and engagement principles which had been discussed with the Design team, **[REDACTED: likely to prejudice commercial interests].**
- **[REDACTED: likely to prejudice commercial interests].**
- **[REDACTED: likely to prejudice commercial interests].**
- There should be a regular report to the Board on the various strands of the Temple Quarter development, in particular highlighting potential delays and/or overspend.

Admissions Update

- 8.8 The Board received an update on admissions and in particular the relative positioning compared to competitor institutions.. There had been growth in applications in most areas coupled with growth in firm acceptances. Across the sector UCAS undergraduate applications were down 2.38% on 2017 and average undergraduate application numbers across the competitor set were up 0.54%, in contrast to Bristol's growth of **[REDACTED: likely to prejudice commercial interests]**.
- 8.9 In addition the Board was advised that given the growth in applications, offers and firm acceptances, the University was confident in meeting overall financial targets for the September 18 intake. **[REDACTED: likely to prejudice commercial interests]**.
- 8.9 **[REDACTED: likely to prejudice commercial interests]**.
- 8.10 The Board was pleased to note that nominations to the Bristol Scholars Scheme had increased by 34% on the prior year and 80% of offers went to state school students. Overall for 2018 entry state school applications made up 73% of the applicant pool and outreach projects had generated 621 applications.

9. Strategic Priority Update – Research

- 9.1 RECEIVED (reference **BT/17-18/072**) and PRESENTATION
- 9.2 The Pro Vice-Chancellor (Research) presented to the Board.
- 9.3 NOTED the report and CONSIDERED the focus for future engagement on this theme.
- 9.4 The Board considered the following key issues presented by the PVC Research:
- Vision and strategy
 - External environment
 - Activities and achievements
 - Strategic Performance Indicators
 - Key challenges
 - Global reputation and ranking
 - Research income
 - Research Concentration
- 9.5 In particular the Board considered the following challenges:
- **[REDACTED: likely to prejudice commercial interests]**.
 - the impact of Brexit on staff and student mobility, access to funding and facilities;
 - ways in which to engage and incentivise academics to diversify grant capture, particularly relating to the Industrial Strategy.
 - the importance of maintaining and improving global reputation and the impact of new entrants to the market.
 - how to prioritise and invest in strategic institution-wide research areas;
 - getting the right balance between top down and bottom up initiatives.
 - there were no easy answers to the challenges and the impact of decisions made now would probably not be known for 10 years.
- 9.6 The Board noted in particular the following potential opportunities and ways to address the challenges raised:
- **[REDACTED: likely to prejudice commercial interests]**.

10. Financial Matters *

10.1 Report from Finance Committee 29 June 2018

10.1.1 RECEIVED and NOTED (reference **BT/17-18/073**)

10.1.2 The Chief Financial Officer introduced the report and drew attention to the recommendations from the Finance Committee and additional reports set out below.

10.1.3 The Board noted in particular the following matters:

- The Fit for Future report outlined a number of initiatives to improve the University's projected financial performance over the next four years to ensure it had the levels of resources required to deliver the University Strategy and maintain a robust financial position in the medium term.
- The Fit for Future initiatives were projected to reduce the cash shortfall against the July 2017 Long Term Financial Plan arising from the change in Government policy to apply an inflation adjustment annually to home student fees and expectations over increased pension costs reported to the Board in May 2018.
- The individual actions set out within the Fit for the Future programme were extensions of activity that was routinely undertaken, for example, development of new academic programmes, restructuring of Schools and delivery of capital projects. However, the additional volume of activity in addition to existing major programmes (Bristol Futures, Campus Heart, Temple Quarter, SLSP etc) would further increase the University's risk profile at a time when the operating environment was also posing a greater level of challenge and uncertainty to the organisation.
- A range of options to improve the University's financial performance had been considered by the Finance Committee and it was considered that the current plans addressed the best estimate of the outlook for the University.
- There was a need to drive collective ownership of the external financial challenges across the institution over the next months and to link that to the vision and wider strategy.
- Further efficiencies were being driven through process reviews and it would be essential to build capacity and headroom going forward.
- The Integrated Planning Process (IPP) meant there was a continual and iterative process in relation to forecasts and planning and year on year there was greater granularity in making baseline financial projections.
- There could be some potentially difficult industrial relations challenges in the Autumn and a Pensions Task and Finish Group had been established to consider these issues, including the University's pension policy, a joint response to the Joint Expert Panel and an engagement and decision-making pathway from September through to December.

SLSP Update

10.1.4 The Deputy Registrar updated the Board. ***[REDACTED: likely to prejudice commercial interests]***.

10.2 May 2018 Management Accounts

10.2.1 RECEIVED and NOTED (reference **BT/17-18/074**)

10.3 Financial Planning Summary

10.3.1 RECEIVED and NOTED (reference **BT/17-18/075**)

10.4 Fit for Future

10.4.1 RECEIVED and NOTED (reference **BT/17-18/076**)

10.5 Long Term Financial Plan and Capital Programme

10.5.1 RECEIVED (reference **BT/17-18/077**)

10.5.2 APPROVED the update to the Long Term Financial Plan as RECOMMENDED by the Finance Committee which reflected the latest outlook for key economic variables and other financial planning assumptions, including Home / EU tuition fee levels, international student recruitment and the 2018-22 budget process.

10.5.4 APPROVED the proposed Capital Programme as RECOMMENDED by the Finance Committee.

10.6 2019-22 Budget

10.6.1 RECEIVED (reference **BT/17-18/078**)

10.6.2 APPROVED the 2019-22 Budget as RECOMMENDED by the Finance Committee.

10.7 Office for Students (OfS) Financial Forecasts 2017/18 – 2022/23

10.7.1 RECEIVED (reference **BT/17-18/079**)

10.7.2 APPROVED the draft OfS Financial Forecasts for the periods 2017/18 – 2022/23 and supporting commentary (subject to any proposed amendments) as RECOMMENDED by the Finance Committee.

10.7.4 APPROVED the delegation of authority to the Group Finance Director to amend the financial forecast for any minor points of detail and presentation prior to submission to the OfS.

10.8 Students' Union Budget

10.8.1 RECEIVED (reference **BT/17-18/080**)

10.8.2 APPROVED the Bristol Students' Union budget for 2018/19, as RECOMMENDED by the Finance Committee.

10.9 Residential Leases Agreement

10.9.1 RECEIVED (reference **BT/17-18/081**)

10.9.2 *[REDACTED: likely to prejudice commercial interests].*

10.10 Report from the Pension (Task and Finish) Group 29 June 2018

10.10.1 RECEIVED and NOTED (reference **BT/17-18/082**)

10.10.2 APPROVED the terms of reference and appointment of Ms M Khan (Professional Services staff member of the Board of Trustees) and Professor K Syrett (Academic staff member of the Board of Trustees) to the Group.

11. Annual Student Complaints Report

11.1 RECEIVED and NOTED (reference **BT/17-18/083**)

11.2 The Pro Vice-Chancellor (Education) introduced the report.

11.3 The Board NOTED the report.

- 11.4 During consideration of the report the Board noted the following:
- Overseas students were disproportionately represented in complaints and appeals over a number of years and cultural differences in the academic environment and language difficulties could be factors in some cases;
 - Delayed communication with schools and faculties would be helped by the work ongoing on personal tutor guidelines;
 - Well-being Advisors would provide support to students who were involved in aspects of the Acceptable Behaviour Policy; and
 - Action Register – Case referred back to the University by the OIA for rehearing: there was no reference to the case in the action register because there were no recommendations of general application arising out of it and the report covered a different cohort. The case had been reported in detail to the November 2016 Board of Trustees after the hearing.

12. Student Agreement

12.1 RECEIVED (reference **BT/17-18/084**)

12.2 The Pro Vice-Chancellor (Education) introduced the report.

12.3 The Board NOTED the report.

12.4 The Board commented on the wording used for the new opt-in for emergency contacts in the event of serious concerns regarding mental/and or physical health or safety and noted that this should be reviewed so as to provide genuine choice to students and so as to ensure alignment with in line with what is published on the website and in other guidance.

12.5 In addition the Board requested the Pro Vice-Chancellor (Education) to seek further advice on the section on 'Liability' and 'events outside our control' particularly in relation to industrial action and whether it might be argued that the University could in certain circumstances be aware of future industrial action.

13. Ethics of Research Committee 16 May 2018

13.1 RECEIVED (reference **BT/17-18/085**)

13.2 The Board NOTED the report.

14. IT Committee 17 May 2018

14.1. RECEIVED (reference **BT/17-18/086**)

14.2 The Board NOTED the report.

15. Senate 11 June 2018

15.1 RECEIVED (reference **BT/17-18/087**)

15.2 The Board NOTED the report.

16. HR Committee 13 June 2018

16.1 RECEIVED (reference **BT/17-18/088**)

16.2 The Board NOTED the report.

17. Estates Committee 15 June 2018

17.1 RECEIVED (reference **BT/17-18/089**)

17.2 The Board NOTED the report.

18. Annual report of Emeritus, Honorary and Visiting Status

18.1 RECEIVED (reference **BT/17-18/090**)

18.2 The Board NOTED the report and commented that diversity issues should be considered in relation to visiting status appointments.

19. Remuneration Committee report 13 June 2018

19.1 The Executive withdrew from the meeting for discussion of this item.

19.2 RECEIVED (reference **BT/17 – 18/091**)

19.3 The Board NOTED the report and the impact of the decisions of the Remuneration Committee.

19.4 The Chair of the Remuneration Committee, Sir Ron Kerr, introduced the report. The following issues were highlighted:

- The Committee had been cognisant of the requirements of the new CUC Remuneration Code in making its decisions in relation to senior staff remuneration and its report to the Board also reflected the requirements of the new code in terms of reporting and transparency of information.
- Information would need to be published on the University website by the 1st August and the requirements of the new code would need to be considered.
- The Committee would be engaging an external consultant in November to assist its future deliberations and would be reviewing certain policy areas and publication of information in relation to senior staff, for example payments in an external capacity. The Committee would be carefully reviewing compliance against the CUC code.
- A number of factors had been taken into account in setting senior staff remuneration, including issues of recruitment and retention, the outcome of the Vice Chancellor's review and objective setting with the Chair and Vice-Chair of the Board, benchmarking within the sector and against other sectors, gender pay gap implications, assumptions in relation to the likely % increase for the staff pay settlement.
- The Committee had given due consideration to a no increase recommendation and it was noted that in future the Committee might wish to explore incentivisation and reward based on group performance.

Equality and diversity implications

The Board reflected on topics which had equality and diversity implications, in particular in relation to admissions and widening participation and Lay Member recruitment. The Board noted that it needed to satisfy itself that matters submitted to it had taken appropriate account of matters of equality, and concluded that they had.

Communications and consultation

Members of the Board were reminded of the strict confidentiality of various matters discussed at the Board. The Chair would reflect, with the Executive, on how the day's discussions might be appropriately communicated to the wider University community. In particular issues of communication between the Executive and wider University were noted, for example in respect of the Pensions issue and the proposed decision pathway and engagement timeline.

Date of next meeting: 5 October 2018.