



University of  
**BRISTOL**  
MINUTES OF THE BOARD OF TRUSTEES

**FRIDAY 27 JANUARY 2017**

Present: Ms T Beech, Professor H Brady, Mr D Burn (Chair), Mr R Cowap, Mx J Cross, Ms J Goldstein, Mr P Hand, Ms L Ho, Sir R Kerr, Dr S-A Kitts, Professor B Lumb, Dr J Manley, Professor S Mann, Mr R Massie, Professor G Orpen, Mr A Poolman, Mr M Saddiq, Professor J Squires, Ms V Stace.

In attendance: Professor N Canagarajah, Mr S Chadwick, Ms R Geller, Ms K Gullon (Clerk), Mr R Kerse, Professor N Lieven, Dr E Lithander, Ms L Robinson.

Apologies: Dr M Hamlin, Professor J Iredale, Ms A Stephenson, Mr J Wetz.

**1. Welcome and announcements**

1.1 The Chair welcomed members of the Board of Trustees to the meeting.

**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.

3.2 The Chief Finance Officer reminded members of the Board that he had an ongoing interest as a Trustee of the University of Bristol Pensions and Assurance Scheme (UBPAS). As previously, the Board felt that this interest did not amount to a conflict.

**4. Minutes of meeting on 11 November 2016**

4.1 CONFIRMED

**5. Matters arising and actions**

5.1 All matters arising were reported to be in hand. Members of the Board were advised that, in response to discussions at the previous meeting, the Honorary Degrees Committee had considered additional nominees for awards. It was anticipated that those nominees would be considered by Senate at its February meeting, and thence by the Board in March.

**6. Chair's report \***

6.1 RECEIVED and NOTED (reference **BT/16-17/041**).

6.2 The Board APPROVED BY SPECIAL RESOLUTION the amendments to Ordinance 3a as set out in the Annex to the report.

6.3 The Chair advised that items of business would be considered out of the order on which they appeared on the agenda. The 'Financial Matters' item would be considered in the morning, with the 'Research and Innovation' item following in the afternoon.

- 6.4 The Chair reminded members of the Board of the current campaign for recruitment of lay members of the Board and its committees; members of the Board were requested to encourage suitably qualified individuals to apply.
- 6.5 The Board noted that, following the decision by Paul Hand not to seek reappointment to the Board at the end of 2016, there was a vacancy on the Finance Committee for a lay member of the Board and for its Chair. The Board also noted that Sir Ron Kerr had previously been co-opted to the Finance Committee, to bolster its collective experience in large and complex organisations. The Board therefore APPROVED the appointment of Sir Ron Kerr to the Finance Committee as a lay member of the Board, and further APPROVED his appointment as Chair of the Committee, both with immediate effect, for an initial term of three years.
- 6.5 The Chair reminded members of the Board that their input had been sought in respect of suggestions for lay members' engagement in University life. Members were asked to respond to the Chair, if they had not already done so. The Clerk would circulate the initial request again.

**ACTION: Clerk**

- 6.6 Chair advised members of the Board of the plans for the March away day, and sought views from members of the Board as to who ought to be invited to attend the evening meal following the 'away day' on 16 March.

## **7. Vice-Chancellor's report \***

- 7.1 RECEIVED and NOTED (reference **BT/16-17/042**).
- 7.2 The Vice-Chancellor advised members of the Board of Trustees of a number of matters, in addition to the contents of the written report. In particular, the Board noted updates on a number of regional, national and sectoral matters:
- The Higher Education and Research Bill and other relevant Government policy, including plans for 'Brexit', the Teaching Excellence Framework (TEF) and student visas/immigration.
  - The key features of the recently published Government Green Paper on its Industrial Strategy, and links with the key facets of the University's own Strategy.
  - The University's proposals in respect of the potential expansion of medical student numbers.
  - Development (and potential development) at the Temple Quarter Enterprise Zone (TQEZ).
- 7.3 The Board was further advised of a number of issues internal to the institution:
- Current patterns and trends in student admissions and recruitment, with the Board noting that the Strategic theme of its next meeting (Internationalisation) would provide the Board with further context in this regard.
  - Media reports regarding the University, including recent reports of racist behaviour affecting University students. These were being investigated as a matter of urgency.
  - Key recent grants and awards.
  - Progress with the Enterprise Resource Planning (ERP) and Student Lifecycle Support Programme (SLSP) projects.
  - The University's recently-submitted provider submission in respect of the TEF (circulated to members of the Board in advance of the meeting). The University was considering, in liaison with HEFCE, how the University might best communicate the positive messages contained in that document.

- 7.4 The Chair reflected that the University's bold strategy stood it in good stead to take advantage of the opportunities presented. The ensuing discussion highlighted the following points:
- There was concern, both within the University and within the sector, as to the emphasis HEFCE would place on metrics in deciding institutions' placing in the TEF. Whilst assessors had been informed by Government that over-reliance on metrics was not appropriate, the extent to which institutions' narrative provider submissions would influence placings was not clear. The Board noted again concerns regarding the metrics used in TEF.
  - The University should be very much encouraged by the emerging Industrial Strategy, and it would be important to continue to emphasise the value of the South West region in delivering that Strategy.
  - The Strategy Implementation Summary that had been appended to the Vice-Chancellor's Report was welcomed as a 'snapshot' of implementation activity.
- 7.5 The Board DELEGATED TO THE CHAIR OF THE BOARD authority to approve the appointment of the University Librarian.
- 7.6 The Board NOTED the update on recent student deaths (reference **BT/16-17/043**). The Deputy Registrar advised that the paper was not intended to be a comprehensive 'lessons learned' document, but to advise (and provide assurance to) the Board regarding the University's immediate response.
- 7.7 In discussion, the following points were highlighted:
- Members of the Board noted progress that was being made regarding the student support reviews being conducted: initial feedback suggested a significant degree of agreement on possible ways forward, and models were being developed for further consultation. The Board would receive further updates in due course.
  - The support provided by Professor David Gunnell and by the Samaritans had been invaluable and was to be acknowledged.
  - Even with the benefit of hindsight, the University considered that its communications strategy in response to the incidents had been largely appropriate. The Samaritans had provided general advice on usual good practice in these cases, which was to take care to avoid dramatising events or giving details of any deaths. That said, the University would further consider its communication strategy in situations where multiple incidents occurred within a similar timeframe, as its current policies focused on single incidents.
  - It would be important to communicate how the recent incidents, and lessons learned from them, were impacting on future decision-making. It was felt that such messages would resonate with the wider community (including Alumni).
  - It was noted that providing appropriate resource for high-risk student support (as well as student support more generally) involved a very delicate balancing act in order to ensure effective allocation. Members of the Board expressed a desire for greater understanding of the levels of service (in particular, of waiting times) for students who sought support from the University. It was acknowledged that those waiting times would need to be carefully considered in the context of student demand.
  - The importance of providing support to members of staff who were supporting students, as well as appropriate training, was noted.
  - It was noted that it was important to frame communications to students in a sensitive manner, and that subtleties of language should be considered: particularly in order to avoid students feeling stigmatised.
- 7.8 The Chair reflected on the role of the Board in providing oversight regarding these issues, and noted that the Student Affairs Committee would play an important role in

monitoring developments in more detail on behalf of the Board. Further information would be provided to the Board in due course.

## **8. Strategy Implementation: Research and Innovation\***

8.1 RECEIVED and NOTED (reference **BT/16-17/044**)

8.2 The Pro Vice-Chancellor (Research and Enterprise) presented to the Board regarding the implementation of the University Strategy from the perspective of research and innovation.

8.3 The presentation highlighted the following points:

- The University's current positioning (including its substantial strengths) in respect of research and innovation, as well as reminding the Board of the University's ambitions for the future.
- Some of the key challenges in research, including navigating tensions between teaching and research commitments, ensuring an appropriate balance of staff, the potential reduction/concentration in available funding, and the government's increasing focus on research impact/innovation.
- The Board heard from a student who had recently completed an Undergraduate Interdisciplinary Internship, which emphasised the benefits and importance of a research-rich education.
- The Board was reminded of the key research/innovation priority actions within the Strategy, including the VC Fellowships and growth of the PGR community, and advised as to their progress.
- Current and future priorities in innovation, including the role of the Temple Quarter Enterprise Zone.
- The University's preparations and considerations for the next Research Excellence Framework (REF). The University was mindful of the importance of success in this regard: should it not achieve a favourable outcome, there were few opportunities (until the subsequent REF) to improve its standing. In this regard, the University was actively monitoring (and contributing to) Government policy.

8.4 In the resultant discussion, the following points were emphasised:

- The importance of ensuring gender balance in early career researchers, across all disciplines, was noted. This was particularly important in ensuring a 'pipeline' for future leaders of the University. The recently-announced Vice-Chancellors' Fellowships were seen as a key enabler of this.
- **[REDACTED: likely to prejudice commercial interests].**
- **[REDACTED: likely to prejudice commercial interests].**
- It would be important to find an appropriate balance between fundamental and applied research. Equally, it was important to balance the activity of individual members of staff (between 'types' of research and between teaching and research).
- The University would need to continually review its research economy, and prioritise as appropriate, in order to take full advantage of funding opportunities.

8.5.1 The Pro Vice-Chancellor (Research and Enterprise) was thanked for an excellent and illuminating presentation, which would no doubt help to shape the thinking of the Board in future. The Chair noted that certain matters linked to Research and Enterprise (for example, the importance of partnerships) would be considered by the Board at a future meeting.

## **9. Financial Matters\***

9.1 November Management Accounts

- 9.1.1 RECEIVED and NOTED (reference **BT/16-17/045**).
- 9.1.2 The Chief Financial Officer (CFO) outlined the key issues of which the Board should be aware. In response to questions from members of the Board, the CFO reminded the Board of the 'hidden' costs in respect of the University's residences (for example, purchase costs, attribution of staff costs, and costs of refurbishment). The Deputy Registrar advised as to the status of discussions with the Students' Union regarding rent-setting.
- 9.1.3 The Board considered the University's financial performance to November 2016 along with the adequacy of actions being taken to address areas of under-performance and affirmed the approach taken.
- 9.2 *Financial Regulations*
- 9.2.1 RECEIVED and NOTED (reference **BT/16-17/046**).
- 9.2.2 The Board APPROVED the proposed changes in the University Financial Regulations, as recommended by UPARC and Finance Committee. The Board noted that the changes had been commended by the Treasurer, and further noted the assurance that had been provided by this exercise having been undertaken.
- 9.3 *Land acquisitions and disposals*
- 9.3.1 RECEIVED and NOTED (reference **BT/16-17/047**).
- 9.3.1 The CFO reminded the Board of previous discussions regarding the Temple Quarter Enterprise Zone (TQEZ).
- 9.3.2 The Chair of the Estates Committee commented on the speed with which this issue was progressing, and on the need to move quickly to secure the University's preferred site. That said, the Board should be sure that the University had conducted (and would continue to conduct) the appropriate due diligence in respect of any land acquisition.
- 9.3.3 The Board noted the discussions at, and recommendations of, Finance Committee and advice that had been received by the University regarding site valuation.
- 9.3.4 The Board therefore APPROVED the acquisition of up to seven acres of land at the Temple Quarter Enterprise Zone (TQEZ) (as shown in the accompanying report), in line with valuation advice received from Jones Lang LaSalle (JLL).
- 9.3.5 The Board considered the sale of land at Pudding Pie Lane (as shown in the accompanying report), Langford, and noted previous discussions as to the valuation of that site. The Bursar was congratulated on the success of negotiations in this regard. The Board APPROVED the sale of land at Pudding Pie Lane, Langford, **[REDACTED: likely to prejudice commercial interests]**.
- 9.3.6 Finally, the Board was advised of a further opportunity in respect of land and buildings at the Bristol and Bath Science Park. Members of the Board expressed some concern at the speed of progress in this regard, although it was noted that this was being dictated by the seller and other market factors. The Board noted that the Bristol and Bath Science Park was already of strategic importance to the University's endeavour.
- 9.3.7 Following discussion, the Board AGREED IN PRINCIPLE the acquisition of land and buildings at the Bristol and Bath Science Park. The Board further DELEGATED to the Chair of the Board the authority to agree (with appropriate consultation with committee

Chairs, and on the basis of professional advice) the terms of such acquisition. Those terms would then be submitted to the Board for approval at its meeting in March.

#### 9.4 *Financial Framework*

9.4.1 RECEIVED and NOTED (reference **BT/16-17/048**).

9.4.2 The CFO outlined the key elements of the framework. The Board noted that the framework had been considered very recently by Finance Committee, and that a written summary of its most recent meeting had been tabled to the Board.

9.4.3 Members of the Board noted that, if the University was to adopt the financial framework, it would be important to then operate within it. A renewed discipline to Board decision-making regarding financial matters was suggested by the framework, and welcomed.

9.4.4 It was agreed that future levels of contingency should be set by the Board as part of the annual budget-setting process.

9.4.5 The Board APPROVED the Financial Framework as attached to the report, subject to the amendments that had been proposed by Finance Committee (and noted by the Board) and to the amendment noted at 9.4.4 above.

#### 9.5 *Financing the University Strategy and the Long Term Financial Plan*

9.5.1 RECEIVED and NOTED (reference **BT/16-17/049** and **050**).

9.5.1 The Vice-Chancellor reminded members of the Board of the key priority actions of the University Strategy. The Vice-Chancellor reflected in particular on the key capital investments that would be required to deliver the University's Strategy, as well as repeating again the importance of retaining financial flexibility to take advantage of appropriate strategic opportunities, as and when they presented themselves.

9.5.2 The CFO presented to the Board regarding the financing of the University Strategy and the long term financial plan. The presentation highlighted the following issues:

- The key assumptions that had driven the University's modelling, including of student numbers.
- An overview of the University's projected high level cashflow.
- The expenditure that would be required to undertake the University's Strategic capital projects.
- A revised plan for lending covenant forecasts under different risk scenarios and to reflect the revised financial covenants offered by Barclays, in particular, the Board noted the importance of the University continuing to meet its lending covenants, and considered the modelling that had been undertaken in that regard.
- The key risks to delivery of the Strategy and to the financial sustainability of the University. These included tensions arising between head count and maintaining salary increases in line with inflation. It would be important to consider such risks in decision-making, although those risks should be balanced against the financial impact of doing 'nothing': particularly in respect of the operating cashflow and debt servicing.

9.5.3 Members of the Board commented that it would be helpful to receive, in future such discussions, further detail regarding the processes by which the University monitored the financial sustainability of the institution, and the affordability of proposed expenditure.

- 9.5.4 Members of the Board noted the sometimes unpredictable nature of income, particularly in view of the University's aspirations regarding philanthropic income. The Vice-Chancellor advised of potential donations currently under discussion.
- 9.5.5 The Board APPROVED the long term financial plan.
- 9.5.6 **[REDACTED: likely to prejudice commercial interests].**
- 9.5.7 **[REDACTED: likely to prejudice commercial interests].**
- 9.5.8 **[REDACTED: likely to prejudice commercial interests].**
- 9.5.9 **[REDACTED: likely to prejudice commercial interests].**
- 9.5.10 **[REDACTED: likely to prejudice commercial interests].**
- 9.5.11 **[REDACTED: likely to prejudice commercial interests].**
- 9.5.12 **[REDACTED: likely to prejudice commercial interests].**
- 9.5.13 **[REDACTED: likely to prejudice commercial interests].**
- 9.5.14 **[REDACTED: likely to prejudice commercial interests].**
- 9.5.15 **[REDACTED: likely to prejudice commercial interests].**
- 9.6 Endowment Investment Policy
- 9.6.1 RECEIVED and NOTED (reference **BT/16-17/051**).
- 9.6.2 The CFO reminded members of the Board that articulating the University's policy had been an iterative process, given the importance of engaging various stakeholders (including the Students' Union and Fossil Free Bristol). A slightly amended version of the proposed policy had been tabled to the meeting, which took into account that feedback. In particular, the Board was reminded that, by reducing the 'pool' of investments available to the University, the financial performance of the University would potentially be constrained. This could be mitigated in part by careful fund management.
- 9.6.3 The Deputy Vice-Chancellor summarised feedback that had been received from the academic community: the proposed policy was commensurate with discourse that had taken place with both the staff and student bodies.
- 9.6.4 The Board APPROVED the Endowment Investment Policy, as amended.
- 9.6.5 The Board considered the implementation of the Endowment Investment Policy, and considered that it would be appropriate to review the University's endowment management provision. The Board therefore DELEGATED to Finance Committee the authority to consider how best to implement the Endowment Investment Policy, including (but not limited to) potentially the re-procurement of the University's endowment fund managers.
- 10. Ethics of Research Committee (spotlight slot) \***
- 10.1 RECEIVED and NOTED (reference **BT/16-17/052** and reference **BT/16-17/053**).

- 10.2 The Pro Vice-Chancellor (Strategy) introduced the report, and advised of the work of the Committee. In particular, the following points were highlighted:
- The importance of lay members of the Committee – additional co-opted lay members would be welcomed.
  - The increasing number of matters submitted to the Committee for ethical scrutiny.
  - The value of sharing good practice with Faculties.
  - In future, it was likely that matters of research ethics and governance may alter as the UK left the European Union. The Committee (and the University) would monitor developments in this regard, and review its own policies as necessary.
- 10.3 The Chair of the Committee, and the Committee as a whole, was thanked for his excellent work.
- 11. Student Appeal Report (Reserved Business) \***
- 11.1 RECEIVED and NOTED (reference **BT/16-17/054**). The Registrar reminded members of the role of the Board in considering these reports.
- 11.2 The Board of Trustees APPROVED the findings and recommendations of the Committee of the Board of Trustees that had been convened to hear an appeal against a decision of the Pro Vice-Chancellor under the Fitness to Study Policy, as set out in the report.
- 12. Remuneration Committee**
- 12.1 RECEIVED and NOTED (reference **BT/16-17/055**).
- 12.2 The Chair of the Committee noted that one of the issues discussed by the Remuneration Committee, and which would be increasingly part of its focus, was the issue of how remuneration could (and/or should) be linked to performance.
- 13. Student Affairs Committee**
- 13.1 RECEIVED and NOTED (reference **BT/16-17/056**).
- 14. Estates Committee**
- 14.1 RECEIVED and NOTED (reference **BT/16-17/057**).
- 14.2 The Chair of the Committee also reported on a recent visit to the Fry Building site and noted that the issues reported to the Board in the Vice-Chancellor's Report would be considered by the Committee at its next meeting.
- 14.3 The Board of Trustees APPROVED the changes to the Estates Committee Terms of Reference, as set out in the report.
- 15. IT Committee**
- 15.1 The Chair of the IT Committee reported verbally on the discussions at its most recent meeting (which had been held two days prior to the meeting of the Board). In particular, the Board noted that the role of the Committee in monitoring progress with the ERP and SLSP projects was under discussion.
- 16. Report of Senate meeting 12 December 2016**
- 16.1 RECEIVED and NOTED (reference **BT/16-17/058**).
- 16.2 The Board noted the key business discussed by Senate at its meeting on 12 December 2016, and the Vice-Chancellor reflected on the varied and interesting discussions that had taken place at the meeting of Senate.

- 15.3 The Board of Trustees APPROVED the following:
- Forming a single School bringing together the existing Schools of Clinical Sciences and Social & Community Medicine, called the “Bristol Medical School”, with effect from 1 August 2017.
  - Renaming of the School of Oral & Dental Sciences as the “Bristol Dental School” with effect from 1 August 2017.
  - Renaming the School of Veterinary Sciences as the “Bristol Veterinary School” with effect from 1 August 2017.
  - Renaming the Graduate School of Education as the “School of Education” with effect from 1 August 2017.

## **17. Standing items**

### Equality and diversity implications

The Board noted that a number of matters had been discussed which might have implications for equality, diversity and inclusion. They included (1) the importance of ensuring diversity of candidates in Board recruitment; (2) student mental health/disability; and (3) various elements of the Research Strategy; (4) the importance of ensuring accessibility and inclusivity of developments at Tyndall Place and the Temple Quarter Enterprise Zone; and (5) reports of racist behaviour affecting University students. The Board considered that such matters had received due scrutiny, and that otherwise in its decision-making it had given issues of equality and diversity due consideration.

### Communications and consultation

The Board considered that matters submitted to the Board had received appropriate consultation prior to consideration by the Board; although further information regarding certain of the matters discussed would be welcomed in advance of the next meeting. Members of the Board were reminded of the strictly confidential nature of paper references BT/16-17/055; and BT/16-17/047 – 51 (inclusive). Decisions of the Board would be communicated as appropriate.

### Any Other business

No additional matters were raised or proposed.

### **Date of next meeting**

16 and 17 March 2017.