



MINUTES OF COUNCIL

FRIDAY 14 NOVEMBER 2014

- Present: Mr D Burn (Chair), Professor Nishan Canagarajah, Mr R Cowap, Dr E Crawley, Mr A Garrad, Mr Colin Green, Mr Paul Hand, Sir Ronald Kerr, Dr S-A Kitts, Ms P Lawrence-Archer, Professor N Lieven, Mr T Macdonald, Dr J Manley, Professor S Mann, Professor R Middleton, Professor G Orpen, Ms C Peck, Ms A Phillips, Mr T Phipps, Mr A Poolman, Mr B Ray, Mr M Saddiq, Professor J Squires, Ms V Stace, Ms A Stephenson, Professor Sir Eric Thomas, Ms Sorana Vieru, Mr J Wetz.
- In attendance: Dr Roseanna Cross, Dr H Galbraith, Ms R Geller, Mr G Gregory (for the Vice-Chancellor's report), Ms Katy Gullon (Clerk), and Mr A Nield.
- Apologies: Dame D Holt, Dr M Hamlin and Mr B Morton.

1. Welcome and announcements

- 1.1 The Chair welcomed Dr Roseanna Cross, who was attending the meeting as an observer. Dr Cross would be covering Dr Helen Galbraith's upcoming maternity leave. The Chair noted that this would be Dr Galbraith's last Council meeting before her maternity leave, Council thanked Dr Galbraith for her continued hard work and support of Council and wished her well.

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 Council as soon as practicable. As for previous meetings of Council, staff members disclosed their ongoing interest in USS, as members of the Scheme.

4. Minutes of meetings on 3 October 2014 and 31 October 2014

- 4.1 CONFIRMED, subject to minor amendments regarding attendance.

5. Matters arising and actions

- 5.1 There was nothing outstanding to report.

6. Chair's report

- 6.1 RECEIVED and NOTED (reference **CN/14-15/009**).
- 6.2 In particular, Council NOTED the use of Chair's powers. The Chair reminded Council of the important business to be transacted at the annual meeting of Court, which would take place on 12 December 2014, and encouraged members of Council to attend that meeting.
- 6.3 In addition to the business noted in the report, the Chair reported that the Enterprise Dinner, which had taken place the previous evening, had been a resounding

success. The Chair thanked all those involved, and in particular congratulated the Vice-Chancellor, who had established the concept originally.

7. Vice-Chancellor's report

7.1 RECEIVED and NOTED (reference **CN/14-15/010**).

7.2 The Vice-Chancellor reported on his recent visit to the USA and Canada, which had been very positive. Discussions had been opened with GKN Aerospace regarding possible future partnership, including funding of new premises in Engineering.

7.3 At the invitation of the Vice-Chancellor, the Registrar updated on some recent staffing changes at Divisional Head level. Interim arrangements would shortly be put into place, and the Registrar would update on progress with this issue (including any potential restructuring) in due course. The Vice-Chancellor reflected that these changes presented an opportunity for the University to rethink its current structures and how certain activities are conducted, rather than necessarily replacing 'like with like'.

7.4 The Vice-Chancellor reported on the REF. Results would become publicly available on 18 December 2014, with the University receiving the results in stages (under embargo) over 16 and 17 December 2014. HESA staffing data would be released around the date of the REF results, which meant that for the first time it would be possible to report on percentages of staff who were submitted to the REF (which at Bristol was very high). This might have an effect on league table calculations and positions in the future.

UCU industrial action

7.5 The Vice-Chancellor reminded Council members that the meeting was closed, and gave an update on the current negotiations that were, at that time, under embargo. A consultation exercise with UCU is underway, and would be concluded soon with a view to suspending the action until the middle of January.

7.6 The Vice-Chancellor reminded Council members of the background to the current UCU industrial action and the important role of the Pensions Regulator in resolving the current issues identified with the Universities Superannuation Scheme (USS). The HR Director advised Council members of the overall timeline for resolving the USS issues, including the prescribed (statutory) period for consultation with staff about any proposals.

Biomedical review update

7.7 The Deputy Vice-Chancellor updated. Subsequent to the previous meeting of Council, Professor Jonathan Sandy had been appointed as Dean of the Faculty of Health Sciences. The main focus of the Corporate Board was on the Medical dimension of the newly-named Faculty of Health Sciences.

7.8 It had been suggested that there might be scope for further reconfiguration in the new Faculty of Life Sciences. Emerging from this was the Life Sciences review, which would look at other cognate disciplines with a view to making suggestions as to possible further reconfigurations. It was hoped that the recommendations of the review would be available by February 2015, and then developed (if considered appropriate) over the following eighteen months.

7.9 In response to questions from Council members, the Deputy Vice-Chancellor confirmed that the Life Sciences review was very much a 'bottom-up' initiative, and had arisen as a result of feedback from staff and students during the Biomedical

review. One of the key aspects of the review was establishing the appetite for further change across the University. The review was to be a genuine opportunity for debate and Council would be provided with updates in due course.

Admissions and registration update

7.10 The Pro Vice-Chancellor (Education and Students) updated. The key messages for Council members to take away from the data and commentary in the report were as follows:

- The University was performing very well, in the face of stiff competition, but was aware that competition in terms of recruitment was increasing.
- The University needed to continue to consider how best to increase the proportion of overseas students (at all levels) applying to the University.
- The University was broadly meeting its intake targets for PGR students at present, the Centres for Doctoral Training (CDTs) had been very successful. But there was still work to be done in order to achieve the University's more aspirational targets.
- There was a real need to focus on recruitment activities, as opposed to just admissions. This was a shift in focus of the institution.

7.11 In response to questions from Council members, the University's Senior Team advised Council of the following:

- There was an increase in the number of offers made, as against the previous year; this was due to more timely offers being made this year. The challenge for the University was increasing its conversion rate (i.e., from offers to acceptances).
- Intake targets for 2016 have now been agreed. There was currently no intention to try to grow the numbers of home undergraduate students, other than in specifically established growth areas. The University's focus was on the quality of students recruited and the balance of home/overseas students and of undergraduate/postgraduate students.
- In relation to the practice of making unconditional offers, the University continued to review practice across the sector, but currently there was insufficient evidence that this actually worked and the University did not intend to adopt this as a strategy at present.
- The University was not pursuing an agenda of growth for growth's sake, but rather to achieve a better and richer educational experience for its students and a more vibrant research community. Largely these had been met, but active debate about how this could continue to be improved was ongoing. The Annual Academic Review processes (currently being undertaken) were key in this discussion, and in establishing the areas for growth.
- The reasons for the challenge in increasing the University's conversion rate included the fall in the number of potential students overall, and particularly those with the highest grades and the increase in choice available to students. This was an incredibly competitive market, and so assessing other institutions' admissions strategies was increasingly difficult.
- The brand research exercise was well underway, and tenders had now been received. The University would be looking very carefully at how it presented itself to students (both home and overseas and undergraduate and postgraduate); this would also be a key question for the new Director of Recruitment (for whom recruitment was underway). It was noted that it would also be important to consider what students were seeking and their priorities in their applications.
- Challenges in international recruitment were not restricted to the University. Of the Anglophone countries, the UK is the only one in which applications have dropped for the past two years. This was a national issue.

- Research student recruitment, though not necessarily an income generating stream, was incredibly important to the University as a recruitment-intensive institution. The issue of growth in this area was irrevocably intertwined with issues of funding and scholarship for research degrees.

Student Lifecycle Support Programme (SLSP) update

- 7.12 The Registrar updated Council on this project. A business case (including firmer costings and other information) would be presented to, and scrutinised by, the relevant governance bodies in due course. The matter should be coming to Council again for consideration, and hopefully approval, at its February meeting.
- 7.13 In discussion, the following points were noted:
- The current system was not fit for purpose, and negatively impacted on the student experience in a way that does not happen at competitor institutions. Issues include the quality of management information, duplication of work and of processes. The status quo was unsustainable; continual frustration was expressed by staff and students about the current system. The quality of the University's systems was crucial for its ambitions for the future – and those were simply not achievable with outdated processes and systems.
 - The timeframe for implementation of any new systems and processes was not yet decided.
 - Students have been engaged throughout the process to date, including the Student Union's Sabbatical Officers.
 - The business case for SLSP should not only focus on the problems of the current systems and processes, but also highlight the benefits and positives of SLSP.
 - As Council moves to a more strategic/oversight role, in the wake of the Council effectiveness review, this might be the sort of matter into which Council could provide input earlier in its development.

8. Financial Matters and Accountability Returns

- 8.1 RECEIVED: a presentation by the Finance Director (on file), providing:
- an overview of the 2013/14 financial results
 - immediate and longer-term financial prospects for the University
 - more detail about the current pensions issues.
- 8.2 [redacted: confidential]
- 8.3 [redacted: confidential]
- 8.4 [redacted: confidential]
- 8.5 In relation to USS, the employers' proposal had changed from that previously presented to Council (subject to considerations of affordability by the USS Trustees), and the Finance Director advised Council members of the options that were being considered by the employers. It was important to ensure that, as an institution, the University is engaged as possible in the national discussions and negotiations on this issue. The Chair of Council thanked the Finance Director for his continued work in this regard.
- 8.6 Council considered a number of strategic financial matters, including the future of the Student Loans Company, the approach to debt across the sector, the strategic oversight of the cost of the University's estate and the balance of capital investment to maintenance spend.

- 8.7 RECEIVED: annual report and financial statements 2013/14 (reference **CN/14-15/011** and **CN/14-15/012**) (the Annual Report). The Finance Director explained to Council that the suite of documents had been considered by Finance and Audit Committees, which recommended that Council approve the documentation. This was a move from previous years, where the relevant committees had simply stated that they saw no reason for Council not to do so. Following discussion, Council:
- ACCEPTED and APPROVED the Annual Report
 - ACCEPTED and APPROVED the letter of representation to the External Auditors, PriceWaterhouseCoopers
 - AUTHORISED the Chair of Council and the Vice-Chancellor to sign the Annual Report on behalf of Council.
- 8.8 RECEIVED and NOTED: report of PriceWaterhouseCoopers to the Audit Committee (reference **CN/14-15/013**).
- 8.9 RECEIVED: finance update (reference **CN/14-15/014**). Council NOTED:
- The finance dashboard for September 2014
 - Details of the planned restructuring of the Coombe Dingle Sports Trust
 - The endowments update, including the successful conclusion of the request to the Charities Commission for their approvals in respect of the Gestetner Endowment
 - Latest pension developments regarding the Universities Superannuation Scheme (USS)
 - [redacted: confidential]
- 8.10 RECEIVED: submission of financial forecasts 2013/14 to 2014/15 to HEFCE (reference **CN/14-15/015**) (Financial Forecasts). Council noted that the content of the report would be reviewed by the Finance Committee at its meeting on 26 November. Following discussion, Council APPROVED (subject to final checks, amendments and further comment by the Finance Committee) the Financial Forecasts for submission to HEFCE.
- 8.11 RECEIVED: Annual Sustainability Assurance Report (ASSUR), December 2014 (reference **CN/14-15/016**). The Finance Director reminded Council of the shortcomings of the MSI indicator and the reservations that had been included in the University's report in this respect. Following discussion, Council APPROVED the ASSUR and AUTHORISED the Chair of Council to sign the ASSUR on behalf of Council (subject to final checks, amendments and further comment by the Finance Committee).
- 8.12 RECEIVED: Annual report of the Audit Committee 2013/14 (reference **CN/14-15/017**). After discussion and careful consideration, Council APPROVED the report and NOTED that it would be submitted to HEFCE by 1 December 2014.
- 8.13 RECEIVED: HEFCE Annual Accountability Returns (reference **CN/14-15/018**). Council APPROVED the HEFCE Annual Monitoring Statement 2014 and the HEFCE Annual Assurance Report 2014.
- 8.14 RECEIVED: endowment and other funds – investment unit values (reference **CN/14-15/019**). Council APPROVED the schedule of investment unit values for the period 1 August 2013 to 1 August 2014.
- 8.15 RECEIVED and NOTED: University of Bristol Students' Union (UBU) financial matters (reference **CN/14-15/020**). Ms Cindy Peck advised Council that the UBU

Trustees had not yet approved the financial statements, but it was expected that this approval would be given next week.

9. Report of the Membership Appointments and Governance Group (MAGG)

9.1 RECEIVED: (reference **CN/14/021**).

9.2 The Chair of Council reminded Council about the background and the process of the Council effectiveness review.

Final report of the Council effectiveness review

9.3 The Chair of Council reminded members of Council that the final report of the Council effectiveness review had been circulated separately from the other Council papers. The guiding principles and recommendations articulated in the final report had formed the basis of the Guiding Principles and Recommendations articulated in the MAGG report.

Council agreed that the external consultant, Dr David Fletcher, had conducted an extremely thorough review and endorsed the final report of the Council effectiveness review.

Guiding Principles

9.4 Council reviewed the Guiding Principles, as articulated in the MAGG report. The Chair of Council advised Council members that a further Guiding Principle had been suggested in correspondence, namely "*The purpose of a Board is to guide, support and challenge the Chief Executive and his or her senior team in the leadership of the organisation*" (the Additional Principle). The Chair of Council invited comment on the Guiding Principles from members of Council. In discussion it was suggested that Guiding Principle 3 should be amended to read "*The University should be the ultimate guardian of the culture and values of the University and at the same time should seek to influence these*".

9.5 Subject to the above drafting change and the inclusion of the Additional Principle, Council ENDORSED the Guiding Principles.

Recommendations

9.6 The Chair of Council updated Council on discussions with the Chancellor: the Chancellor had suggested that she would support the removal of certain of Court's powers (those contained in Recommendation 10), but was yet to be persuaded of the necessity of the Nominations Committee of Court being dismantled and replaced with a Nominations Committee of Council. It was therefore politic for Council not to submit a proposal regarding the Nominations Committee of Court (Recommendation 2) at Court in December 2014. Council was reminded that, as the number of Council members reduces, there would be relatively little business for the Nominations Committee of Court over the coming months and years.

9.7 Council considered the speed at which the Recommendations should be implemented. The proposals which the MAGG would develop for further consideration by Council would include recommendations as to timeframes, on the basis of which Council would be asked to make decisions about the speed of change and transitional arrangements in due course.

9.8 The Chair of Council reported on the recent review of Court, conducted by a panel comprising the Chair and Vice-Chair of Council, the Chair of Convocation,

the Registrar, the former Deputy Vice-Chancellor David Clarke and the Pro Chancellor Richard Hodder-Williams (Chair). The review had concluded that it might be appropriate to review the membership and purpose of Court – possibly moving towards an ‘engagement’ approach rather than the traditional ‘accountability’ model. The Chancellor had expressed support for this approach. The Chair reminded Council members that there was considerable interplay between the Court review and the Council effectiveness review. In light of the discussions that would be taking place at the 2014 annual meeting of Court, Council members were encouraged to attend, and to contribute to, that meeting.

9.9 Council considered the Recommendations in detail. In discussion, the following points were highlighted:

- With regard to Recommendation 9, it was important to consider diversity in the round, rather than applying strict or traditional criteria regarding numbers of years of experience when recruiting members of Council. The Recommendation was not in any way advocating tokenism, but would be reworded to make this clear.
- Recommendations regarding the Remuneration Committee should be considered with more immediacy, with a view to implementing the Recommendations in time for the next meeting of the Committee.
- Council would consider a number of significant number of the Recommendations, and relevant proposals by the MAGG, at its March meeting.

9.10 Council DELEGATED to the MAGG responsibility for developing a plan of the specific actions needed to give effect to the Recommendations and/or to develop proposals for further consideration by Council (as appropriate) and delegated to the Chair of Council authority to agree the wording of proposals to be put to Court at its annual meeting in December 2014.

10. Report of the Personnel, Equality and Health & Safety Committee

10.1 RECEIVED: (reference **CN/14-15/022**).

10.2 NOTED: the report, and in particular the Health and Safety Strategy attached to the report at Annex A. The strategy marked a step-change for the Committee and the University, and had been submitted to Council for note because of the importance of health and safety and Council’s overall responsibility for it. It was noted that the strategy had also been very positively received by the joint trade unions and by UPARC.

10.3 Council considered that it would be beneficial for future strategies to refer explicitly to the Students’ Union.

11. Report of the IT Committee

11.1 RECEIVED: (reference **CN/14-15/023**).

11.2 NOTED: the report and the report of the Vice-Chair of the Committee. The Vice-Chair of the Committee gave an overview of the first meeting of the Committee, which had been positive. The Committee was working to establish principles on which a future strategy could be built.

12. Report of the Student Affairs Committee (SAC)

12.1 RECEIVED and NOTED: (reference **CN/14-15/024**).

13. Report of the Estates Committee

13.1 RECEIVED and NOTED: (reference **CN/14-15/025**).

14. Report of the Finance Committee

10.1 RECEIVED and NOTED: (reference **CN/14-15/026**).

15. Report of the meeting of Senate on 20 October 2014

15.1 RECEIVED and NOTED: (reference **CN/14-15/027**).

16. Potential redundancy cases: fixed term contract policy (Ordinance 29)

16.1 RECEIVED: (reference **CN/14-15/028**). Council APPROVED the institution of the redundancy procedures in respect of cases arising from the application of the fixed-term contract policy (Ordinance 29).

17. Amendments to Statutes 17 and 21

17.1 RECEIVED: (reference **CN/14-15/029**). Council unanimously APPROVED, by way of SPECIAL RESOLUTION, the proposed amendments to Statutes 17 and 21 more particularly specified in the report. Council noted that the amendments to Statutes 17 and 21 would only take effect upon their approval by the Privy Council.

17.2 Council NOTED the new HR policy on Honorary and Visiting Academic Status and an updated version of the HR policy on Emeritus Professors to include Emeritus Deans (now entitled the "University Policy on Emeritus Status").

18. Standing items

Equality and diversity implications

Council did not consider that any equality and diversity issues had arisen at the meeting which had not been fully considered at the appropriate point previously.

Communication and consultation

The Vice-Chancellor advised Council that the embargo of the UCU communication had been lifted during the course of the meeting. Council noted that a number of communication issues would arise from the implementation of the Council effectiveness review recommendations.

Date of next meeting

The next meeting of Council would be held on Friday, 6 February 2015.