



MINUTES OF COUNCIL

FRIDAY 22 MAY 2015

Present: Mr D Burn (Chair), Mr R Cowap, Dr E Crawley, Mr A Garrad, Mr C Green, Mr P Hand, Sir R Kerr, Dr S-A Kitts, Dame D Holt, Professor N Lieven, Mr T Macdonald, Dr J Manley, Professor S Mann, Professor R Middleton, Professor G Orpen, Ms C Peck, Mr T Phipps, Mr A Poolman, Mr B Ray, Mr M Saddiq, Professor J Squires, Ms V Stace, Professor Sir Eric Thomas, Ms S Vieru, Mr J Wetz.

In attendance: Professor H Brady, Professor N Canagarajah, Dr R Cross, Ms R Geller, Ms K Gullon (Clerk), Ms S Harris, Ms L Ho, Mr A Nield.

Apologies: Dr M Hamlin, Ms P Lawrence-Archer, Mr B Morton, Ms A Phillips.

1. Welcome and announcements

1.1 The Chair welcomed members of Council to the meeting. The Chair noted that Ms Harris and Ms Ho were attending the meeting as observers, before joining Council as student members from 1 July 2015, and congratulated them on their recent election as Bristol SU Sabbatical Officers.

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. Members were reminded of their fiduciary duty to avoid conflicts of interest.

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

3.3 Professor Orpen disclosed an interest in item 9, as Non-Executive Director of the University Hospitals Bristol NHS Foundation Trust (UHB).

3.4 Members of the Society of Merchant Venturers (SMV) disclosed an interest in item 13, in respect of discussions between the University and SMV.

4. Minutes of meetings on 19 and 20 March 2015

4.1 CONFIRMED.

5. Matters arising and actions

5.1 There was nothing outstanding to report that was not being addressed at this meeting.

6. Chair's report

6.1 RECEIVED and NOTED (reference **CN/14-15/067**).

6.2 In particular, Council NOTED the use of Chair's powers to approve minor amendments to the Articles of Association of the Students' Union, as set out in the report.

6.3 Following discussion, Council APPROVED:

- the appointment of Mr Keith Feeney to act as a link between the University and the Students' Union with respect of the legal and compliance affairs of the Student Union (the Legal Contact)
- the appointment of Dame Denise Holt to the Nominations Committee of Court with immediate effect until 31 December 2017.

7. Vice-Chancellor's report

7.1 RECEIVED and NOTED (reference **CN/14-15/068**).

7.2 The Vice-Chancellor reflected on the recent general election, and its implications for Bristol and the higher education sector more generally. It was noted that the recently-appointed Secretary of State for Business, Innovation and Skills had a strong connection to Bristol, and the Deputy Vice-Chancellor had in fact met with him earlier that week. The Vice-Chancellor discussed the recent appointment of the Minister of State for Universities and Science, and advised Council as to the stance that the Minister had previously taken regarding issues of migration and the European Union.

7.3 The Vice-Chancellor advised Council of the discussions at the recent UUK meeting, in particular regarding the current political landscape, forthcoming boundary changes and potential implications for the Labour party in the coming years.

7.4 It was noted that the report was particularly full, and that – in response to feedback from Council members – a number of items had been presented with contact details should Council members wish to explore the relevant issues further. Items in the report that were discussed were:

League Tables Update

7.5 The Deputy Vice-Chancellor reflected on the work of the Data Optimisation Working Group, which had (amongst other successes) had a particularly positive impact on the Guardian Rankings simply by presenting the University's data in a slightly different way. It was hoped that, as a result of the work of that Group, students would be better informed by the league tables available to them.

Student surveys update

7.6 The Pro Vice-Chancellor (Education and Students) summarised for Council the headline messages received from students so far. The University would be working to address particular issues that had been flagged, such as closing the "feedback loop", and personal development planning (PDP) for students. The Pro Vice-Chancellor would report further to Council on actions that would be taken, following discussions with Schools.

7.7 Responses from these surveys would be a highly useful resource in the future, and provided the University with a rich data-set on which to base its future actions and strategy. Results from the YourBristol survey had been circulated to students, in order to allow them to see that the University was taking into account their feedback. In respect of the National Student Survey (NSS), the response rate had been lower this year than the previous year (although still above the national average). This reflected the University's change of approach to student surveys, in that the

University was not as focused on responses to the NSS (to which only final year undergraduate students were eligible to respond), but was also using YourBristol and Pres to obtain a more detailed picture of the student experience across the entire student body.

7.8 In response to questions from Council members, the following points were highlighted:

- It was important to ensure that feedback from students was accepted and taken into account at a 'grassroots' level. Comparisons were drawn with the Patient Advice and Liaison Service (PALS) provided by the NHS; a similar scheme at the University might be of value.
- Feedback received via the surveys would be shared within each School and discussed by their Staff/Student Liaison Committees.
- An online system that enabled students to provide feedback throughout the year (anonymously) might be a future possibility, although there was clear value to a systematic annual approach as it allowed a rich data-set, benchmarking against external reviews, also streamlined the process for both students and staff.

Bristol Innovation Programmes

7.9 The Deputy Vice-Chancellor advised Council about the possibility for partnerships that the proposed programmes would offer. The Vice-Chancellor considered this to be a very exciting development. Further updates, and certain procedural approvals arising from the introduction of the programmes, would be provided to Council in due course.

Finance Director - departure

7.10 The Vice-Chancellor reminded Council that Mr Nield had been an outstanding Finance Director, and would be much missed. The Registrar advised Council search firms had been invited to tender for the recruitment process, and it was intended that interviews would take place in September. The Chair endorsed the sentiments of the Vice-Chancellor, and Finance Director reflected that he had thoroughly enjoyed his time at the University.

Structures to support marketing and communications activity

7.11 The Registrar updated, and reminded Council of the background to the consultation. Several strong themes had emerged from the consultation, as detailed in the report. The Registrar advised as to next steps, and the forthcoming recruitment of the head of the (newly re-named) Development and Alumni Relations Office.

Biomedical Review

7.12 The Vice-Chancellor advised that there were three key elements to this: the structural changes, the research review and the review of the medical curriculum.

7.13 In respect of the structural changes, Council was reminded that it had previously been advised of the proposals and would be asked later on in the meeting to provide certain formal approvals to enable those changes.

7.14 In respect of the medical curriculum review, the Pro Vice-Chancellor (Education) advised that the review board was receiving regular reports from the various sub-panels and the University continued to make good progress in this regard.

7.15 The Deputy Vice-Chancellor reminded Council that the research framework development was well underway. The document prepared by the Pro Vice-Chancellor (Research) had been shared with colleagues at an open meeting, and

had been generally very positively received; recognising the University's key and emerging strengths. Consultation with staff and students about what was changing, and the rationale for changes, remained a key priority.

QR Update

- 7.16 The Vice-Chancellor reminded Council that, overall, the amount of QR income that the University would receive was higher than had been expected. QR funding as a whole would be reviewed by HEFCE, as part of the new Government's comprehensive spending review (in November 2015). The BIS budget was likely to be substantially reduced, given the promised cuts and protections already in place. The Vice-Chancellor noted that there was numerous universities now that had very little or no HEFCE grant. Therefore cuts were likely to fall hardest on research-intensive universities. It might also mean that HEFCE's role within the sector became increasingly regulatory.

8. Introduction and initial perspectives from the Vice-Chancellor Designate

- 8.1 RECEIVED and NOTED (oral).
- 8.2 The Chair welcomed Professor Brady and thanked the Vice-Chancellor for being so accommodating throughout Professor Brady's induction. The Chair noted that there would be further opportunity for discussion and questions with Professor Brady in due course.
- 8.3 Professor Brady reflected on his career to date, and personal and institutional lessons learned throughout. In particular, the achievements and challenges at University College Dublin in the face of a rapidly changing financial landscape. Professor Brady was excited by the prospect of joining a University that had already established itself at the higher echelons of the academic community. The Vice-Chancellor and Deputy Vice-Chancellor in particular were to be congratulated on the recent excellent REF outcome. He saw his role as Vice-Chancellor as working with the Bristol culture and community, in instituting evolution rather than revolution.
- 8.4 The appointment of a new Vice-Chancellor presented a natural opportunity for the University to reflect on its institutional ambitions. Professor Brady had identified a number of key strengths:
- The academic endeavour
 - Collegiality
 - Partnership working (both academic and non-academic), in particular with the city of Bristol. Professor Brady considered that Bristol was truly a 'smart city' that presented a wealth of opportunity for the University.
- 8.5 Professor Brady outlined the particular areas that he had identified as priorities for focus:
- Student experience
 - Continuing to build research capacity (whilst noting the difficulties posed by the University's size and acknowledging a need for prioritisation)
 - Internationalisation – with a particular focus on equipping students as 'global graduates'
 - Financial sustainability
 - 'Story telling' and the way in which the University conveys its key messages, strengths and opportunities.
- 8.6 Upon commencement of his tenure, Professor Brady looked forward to working with Council to launch a strategic planning process that considered these matters. In

order to create the strategic capacity to develop the next phase of the University's strategic plan, whilst maintaining the University's current level of performance, Professor Brady suggested that some changes to the structure of the University's senior team would be desirable.

8.7 Professor Brady therefore proposed:

- The creation of a Pro Vice-Chancellor (Strategy) post (for a two year period). Professor Lieven had kindly agreed to take on this role.
- The creation of a Pro Vice-Chancellor (Health) post. This role would act as the strategic lead for this area of the University's activities, and was particularly timely in light of a number of key grants and awards to be made available in the immediate future. It was suggested that this role should be advertised externally and internally simultaneously.
- Refocusing the role of Pro Vice-Chancellor (Education and Students) to focus entirely on education, teaching and learning and the student experience/student lifecycle
- A reconfiguration of the existing Pro Vice-Chancellor (International) role to bring together the strategic leadership of all areas of student recruitment internationally and domestically, as well as leading on student-focused international activity for the University, as Pro Vice-Chancellor (International and Student Recruitment). It was suggested that this role, also, should be advertised externally and internally simultaneously.
- Redesignation of the role of Deputy Vice-Chancellor as 'Deputy Vice-Chancellor and Provost'.
- Retaining the role of Pro Vice-Chancellor (Research and Enterprise), with the post-holder assuming overall responsibility for research - both in the UK and international.

8.8 In summary, Professor Brady considered that the proposals were necessary to create additional strategic capacity at a crucial point in time for the University. The Vice-Chancellor considered that the proposals were sensible, and noted that the issues that Professor Brady had raised were the issues that he had considered the University ought to focus on in future. The Deputy Vice-Chancellor noted that the strategic capacity of the University was particularly important given the changes being made as part of the biomedical and curriculum reviews. It was noted that the proposals had been consulted upon with Deans and Faculty Boards, who had been generally supportive.

8.9 The proposals engendered significant discussion. In discussion, the following points were highlighted:

- A number of members of Council welcomed the appointment of Professor Lieven as Pro Vice-Chancellor (Strategy), noting both his standing within the University and his record of engagement with stakeholders (including Convocation).
- The importance of balancing internationalisation with maintaining strong links in the University's home community was noted.
- The Pro Vice-Chancellor (International and Student Recruitment) role might be performed by a non-academic; similar roles at other institutions were performed well by both academics and non-academics.
- The timing of the proposals was intended to ensure that the new Pro Vice-Chancellor roles could take effect during the 2015/16 academic year. Although this did mean that Council had less time than might have been desirable to consider the proposals, it was considered that time was of the essence in this regard.
- A number of the University's competitors were considering creating similar strategic roles and it was suggested that the creation of the Pro Vice-Chancellor (Health) role, in particular, would allow the University to compete on a global stage.

- 8.10 Overall, Council members expressed support for the proposals. The Chair thanked Professor Brady, and noted that this was an issue in respect of which it would be important for Council to be mindful of its governance duties, whilst respecting the executive's authority to decide the appropriate operational and organisational structures of the University. The Chair advised Council that two approvals were within the gift of Council:
- Approval of the number of Pro Vice-Chancellors (pursuant to Ordinance 11)
 - Approval of a divergence from the appointment process specified in Ordinance 11, which provided that Pro Vice-Chancellor positions should be advertised internally before being extended to external candidates.

- 8.11 On a show of hands, Council APPROVED BY SPECIAL RESOLUTION:
- An increase in the number of Pro Vice-Chancellors from four to six
 - The advertisement of the Pro Vice-Chancellor (Health) and the Pro Vice-Chancellor (International and Student Recruitment) roles both within the University and externally, simultaneously.

9. Financial Matters

- 9.1 RECEIVED and NOTED: (reference **CN/14-15/069**).

- 9.2 [redacted: confidential]

Financial Regulations Review

- 9.3 RECEIVED and NOTED: (reference **CN/14-15/070**).

- 9.4 The Finance Director advised members of Council of the background to the changes, and noted that they had been recommended by the University's internal auditors, Mazars. The amendments had been considered by Finance Committee and Audit Committee, and the Treasurer recommended their approval.

- 9.5 Council APPROVED the amended Financial Regulations, as set out in the report.

10. University business objectives, budget and capital programme 2015/16

- 10.1 RECEIVED and NOTED: (reference **CN/14-15/071**).

- 10.2 The Finance Director advised members of Council of the business objectives for 2015/16 and progress made to date in respect of the current business objectives. In particular:

- There was some delay in implementation of Enterprise Resource Planning (ERP).
- The Student Lifecycle Support Programme (SLSP) was currently in its procurement phase and would next move to implementation phase.
- The University would need to make significant investment in respect of IT in the short, medium and long term.

- 10.3 The Finance Director reminded Council that the presentation and report were compiled in accordance with UKGAAP accounting standards then applicable to higher education institutions, but that the University would be moving to the new HE SORP with effect from 2015/16. This would have an effect on presentation and results, but not on cashflows.

- 10.4 The Finance Director reminded Council that a new approach to the budget-setting process had been adopted in 2014, and that had been continued for 2015/16. The

FD outlined the key assumptions made in the budget-setting process, more particularly set out in the report.

- 10.5 The Finance Director outlined comparisons with the University's peer group, and noted that there were a number of positive developments in the University's financial profile. The Finance Director reminded Council of the key financial uncertainties and pressures facing the University, including:
- The inflation mis-match between the University's key income streams and its core cost base.
 - The cuts likely to be made across the HE sector, which were likely to affect most heavily the research-intensive universities.
 - Pensions – not only in terms of the deficit, but also the scale of the University's obligations. Relatively small movements within the financial markets could have a large impact upon the University.
- 10.6 The Finance Director noted that 2015/16 would be a critical year for the University's capital investment programme. As that programme neared its end, it might be appropriate for Council to consider its appetite for debt: particularly whilst interest rates remained low. These considerations would be important as the University considered how to fund longer-term strategic capital projects.
- 10.7 In response to questions from Council members regarding financial modelling, it was acknowledged that the current financial climate (both in HE and beyond) necessitated some narrow margins and substantial assumptions. The University had therefore incorporated sensible and sufficient tolerances in its budget. Once the Government had concluded its imminent spending review, a key 'unknown' would be removed and the University could plan with greater certainty.
- 10.8 Council APPROVED the budget 2015/16; financial plans for 2016/17 and 2017/18 and the capital programme.

11. Strategic Performance Indicators

- 11.1 RECEIVED and NOTED: (reference **CN/14-15/072**).
- 11.2 The Director of Planning delivered a presentation in respect of both this item and the Annual Risk Review (item 12), and highlighted the following:
- The Strategic Performance Indicators (SPIs) provided a strategic overview of the University's performance, whilst the Annual Risk Review provided an overview of the University's overall risk profile.
 - The SPIs and the process followed for the Annual Risk Review this year were broadly the same as for the previous year. Council was reminded that substantial changes to the risk review process and to the SPIs had been made in 2013/4. One difference, in respect of the Annual Risk Review, was the identification of a smaller number 'mission critical' risks. Those had been identified by considering the University risk register as a whole.
 - The University's most recent internal audit had concluded that there was substantial assurance in the risk review process.
- 11.3 Council members made the following observations:
- More dynamism in the University's risk management would be welcomed, for example by showing movement of risks throughout the year. It was noted that the Audit Committee, in its considerations of the Annual Risk Review, had requested more regular updates on risk.

- A clear link between the SPIs and the University's new Strategy (to be developed) would also be welcomed. It would be helpful for Council committees to shape the formation of any new SPIs – for example the HR Committee in developing SPIs around equality and diversity.
 - A Strategy with key targets might help to give context and meaning to the SPIs.
 - Although there may be benefit in reviewing the SPIs, there was value in maintaining them year on year in order to allow benchmarking.
- 11.4 The Chair thanked the Director of Planning and her team for work in this area.
- 12. Annual Risk Review**
- 12.1 RECEIVED and NOTED: (reference **CN/14-15/73**).
- 13. Report of the Membership Appointments and Governance Group (MAGG)**
- 13.1 RECEIVED and NOTED: (reference **CN/14-15/074**).
- 13.2 The Chair advised Council of discussions that had been conducted with the Society of Merchant Venturers (SMV) and the Chancellor regarding the nomination of Pro Chancellors. MAGG had considered that the proposals contained in the report would be an appropriate compromise. In discussion, members of Council noted:
- There were some reservations regarding equality and diversity, in formalising the nomination of Pro Chancellors from any particular group.
 - Although it was important to find a pragmatic conclusion to discussions, the current proposal might be a compromise too far. Council members were mindful of their recent commitment to use best endeavours to ensure compliance with the CUC Code.
- 13.3 In light of the diversity of opinions expressed, and the strong suggestion by members of Council that the proposal, as currently presented, was not appropriate, the Chair advised Council that no decision would be sought at the meeting. The comments made by members of Council would be communicated to SMV and Council would receive further updates in due course.
- 13.4 Council CONSIDERED options for the future of the Nominations Committee of Court. The Chair explained that the proposal contained in the report (ie, that the Nominations Committee be retained, with a modified composition) had now been discussed with the Chancellor, who was generally supportive. The Chair reminded Council of the close votes at the most recent meeting of Court and noted that any changes to the Nominations Committee of Court were likely to be controversial.
- 13.5 In discussion, it was noted that there were a variety of possible options for the future composition and structure of a nominations committee. Council discussed options for implementing the recommendation of the Effectiveness Review that the final responsibility for appointing its members should rest with Council. In particular:
- There was some support for submitting a proposal to remove the Nominations Committee of Court in 2015
 - There was some support for submitting a proposal for a modified Nominations Committee of Court, as a compromise
 - There was some support for deferring the submission of a proposal to Court, to allow for further consultation.
- 13.6 In view of the diversity of opinions expressed, the Chair suggested that this matter be further considered in due course.

- 13.7 Council considered the approach recommended by MAGG in respect of identification of candidates for Vice-Chair of Council from 1 January 2016. Council AGREED that Ms Cindy Peck should undertake the 'sounding out' exercise suggested by MAGG.
- 13.8 Council AGREED that an election should be held for one member of the academic staff to Council from 1 August 2015 (in respect of the two vacancies that would arise on 1 August 2015).
- 13.9 Council considered the suggestion that the student members of Council should, in future, be selected from amongst the Sabbatical Officers. After significant debate, it was considered that, in order to maintain parity with other categories of Council membership (all of whom would be drawn from as wide a pool of candidates as possible), Council AGREED that the entire student body should be eligible to stand for appointment to Council as a student member. The proposed amendments to Statute 15 and Ordinance 5 would be redrafted on this basis for future consideration by Council.
- 13.10 Council members were invited to express any concerns or disquiet with the direction of travel suggested by MAGG in respect of Council committees. In the absence of any such comments, MAGG would consider how best to implement the suggestions made in the report. Council would have opportunity to consider further, more detailed proposals in due course.
- 13.11 Council AGREED to retain the Ethics of Research Committee as a joint committee of Council and Senate.
- 13.12 Council APPROVED the appointment of Mr Mohammed Saddiq as Chair of the Estates Committee from 1 January 2016 for a term of three years.
- 14. Report of the Audit Committee**
- 14.1 RECEIVED and NOTED: (reference **CN/14-15/075**).
- 15. Report of the Estates Committee**
- 15.1 RECEIVED and NOTED: (**CN/14-15/076**).
- 16. Report of the Finance Committee**
- 16.1 RECEIVED and NOTED: (**CN/14-15/077**).
- 17. Report of the Ethics of Research Committee**
- 17.1 RECEIVED and NOTED: (reference **CN/14-15/078**).
- 17.2 APPROVED: the Ethics of Research Policy as set out in the report.
- 18. Report of the meeting of Senate on 13 April 2015**
- 18.1 RECEIVED and NOTED: (reference **CN/14-15/079**).
- 18.2 The Deputy Vice-Chancellor reported on discussions at Senate regarding the report of the most recent Council meeting, and advised that some members of Senate had considered that, in respect of the future composition of Council, there should be more than three academic members of Council.
- 19. Amendments to Ordinance 19**
- 16.1 RECEIVED and NOTED: (reference **CN/14-15/080**).

19.2 Council APPROVED BY SPECIAL RESOLUTION the amendments to Ordinance 19 as set out in the paper.

21. Standing items

Equality and diversity implications

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

Communication and consultation

It was noted that consultation with various stakeholders continued regarding the implementation of the Council Effectiveness Review.

Date of next meeting

The next meeting of Council would be held on Friday 3 July 2015.