



## MINUTES OF COUNCIL

FRIDAY 3 JULY 2015

- Present: Mr D Burn (Chair), Professor N Canagarajah, Mr R Cowap, Dr E Crawley, Mr A Garrad, Mr C Green, Dr M Hamlin, Mr P Hand, Ms S Harris, Ms L Ho, Dame D Holt, Dr S-A Kitts, Professor N Lieven, Mr T Macdonald, Dr J Manley, Professor S Mann, Mr B Morton, Professor G Orpen, Ms C Peck, 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, Mr J Wetz.
- In attendance: Ms T Beech, Dr R Cross, Ms R Geller, Ms K Gullon (Clerk), Mr A Nield, Ms L Robinson
- Apologies: Ms P Lawrence-Archer, Sir R Kerr, Professor R Middleton.

### 1. Welcome and announcements

- 1.1 The Chair welcomed members of Council to the meeting. The Chair noted that Ms Beech and Mr Robert Massie had recently been elected to Council and would commence their term as professional services staff members of Council from 1 August 2015. Ms Beech was attending the meeting as an observer.
- 1.2 The Chair reminded members of Council that this would be the final meeting of Council for Dr Crawley, Ms Lawrence-Archer, Mr MacDonald, Professor Middleton and Mr Ray. The Chair reflected on the valuable service and contributions of those members.

### 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 matters related to the Universities Superannuation Scheme (USS), as members of the scheme.
- 3.3 The Deputy Vice-Chancellor disclosed an ongoing interest in the Design, Build, Finance and Operate (DBFO) project, as a Non-Executive Director of University Hospitals Bristol NHS Foundation Trust (UHB). That interest was being managed by his not participating in decision-making by UHB regarding this matter.
- 3.4 The members of Council who are also members of the Society of Merchant Venturers (SMV) declared an ongoing interest in discussions between the University and SMV regarding Pro Chancellor appointments.

#### **4. Minutes of meetings on 22 May 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/14-15/081**).

6.2 The Chair thanked the outgoing members of Council, and reflected on their contribution to Council and to the University. The Chair noted that there had been an excellent turnout in the recent elections for professional services members of Council.

6.3 The Chair reminded Council members that, in keeping with the recommendations of the Council effectiveness review, the Council had adopted a new system of marking items for discussion with a star on the agenda. Items not marked with a star have been considered to have received an appropriate level of scrutiny elsewhere, and will therefore be put to Council for note/approval etc without further discussion.

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

7.1 RECEIVED and NOTED (reference **CN/14-15/082**).

7.2 The Vice-Chancellor introduced this report.

7.3 The Vice-Chancellor advised members of Council of a number of matters, in addition to the written report. In particular, the Vice-Chancellor highlighted:

- An announcement was awaited regarding the precise nature of the forthcoming cuts to the budget of the Department for Business, Innovation and Skills (BIS). The announcement had been delayed several times to date, and the Vice-Chancellor noted that this was reflective of the controversy surrounding the precise nature of the cuts.
- The Minister for Universities and Science had made his inaugural speech. Student visas and migration was likely to be a key focus for HE policy debate, as was quality of Universities' teaching and the value for money offered to students. The Vice-Chancellor reflected on perceptions of teaching and the educational duties of Universities, outside of the HE sector. A 'Teaching Excellence Framework' (TEF) appeared to be increasingly likely to be introduced, having been a manifesto committee of the Conservative Party. The TEF might be linked to institutions' ability to charge fees at a particular level, though the detail of the framework was still to be articulated. A Governmental green paper would be circulated in the autumn for discussion, and Council would receive further updates in due course.

#### Admissions and Recruitment Update

7.4 The Pro Vice-Chancellor (Education and Students) summarised the position regarding admissions and recruitment. The Vice-Chancellor noted that this area of activity was increasingly competitive, and that the University would be well positioned in this area following its appointment of a Pro Vice-Chancellor (International and Student Recruitment). Of particular note was an overall decline in PGT applications, but that this appeared to be a national trend. The Vice-Chancellor reflected on possible reasons for that national decline, including the graduate careers market and student debt.

#### Student Lifecycle Support Programme Update

- 7.5 The Deputy Registrar (Academic Services) updated as to progress. At present, it was expected that Council would be asked to approve further details at its October meeting, subject to approval by Finance Committee (which would meet after the Council meeting).

#### Update on Senior Management recruitment

- 7.6 The Registrar summarised progress made to date in respect of the appointment of a new Finance Director, the Pro Vice-Chancellor (Health) and the Pro Vice-Chancellor (International and Student Recruitment). Members of both the academic and professional services communities would be engaged by way of focus groups in each process.

#### Biomedical Review

- 7.7 The Deputy Vice-Chancellor summarised for Council the activity to date and the plans for the next steps. Council would continue to receive updates as appropriate.

- 7.8 Members of Council questioned the University's strategy to address the gender pay gap at professorial level, particularly in STEM subjects. In discussion, the following points were highlighted:

- One of the key issues under consideration by HR Committee was progression and pay. Council also had oversight of this issue via its Remuneration Committee, which always considered the gendered component of pay.
- The Deputy Vice-Chancellor advised that gender balance was always considered in decisions regarding pay and promotion at University Promotions Committee.
- Council reflected on the 'pipeline' for Professors, and was encouraged by the significant increase in the number of female Readers at the University. Retention at that level would be key in ensuring a more equal gender balance at Professorial level.
- Initiatives such as the Academic Careers Equality Group and Athena SWAN were welcomed and to be encouraged. In fact, UPARC would be considering issues of equality and diversity at its next away day.
- Although HR Committee was the natural 'prism' through which issues of equality could be considered, it might be helpful for Council to consider and discuss the gender pay gap itself.

- 7.9 The Vice-Chancellor reflected on the recent media coverage of this issue, and noted that an error had arisen in the data provided in the response to the Freedom of Information (FOI) request behind those articles. The Registrar noted that the volume of FOI requests, across the Russell Group, was increasing significantly year on year. The main focus of such requests were the student experience and equality-related matters.

- 7.10 In response to questions from Council members, the Vice-Chancellor reflected on the possible reasons for the error that had occurred, and ways in which this might be prevented for happening again. It was felt that, whilst regrettable, the incident was unlikely to be repeated.

## **8. Financial Matters**

#### Finance Update

- 8.1 RECEIVED and NOTED: (reference **CN/14-15/083**).

- 8.2 [redacted: confidential]
- 8.3 [redacted: confidential]
- 8.4 [redacted: confidential]
- 8.5 [redacted: confidential]
- 8.6 [redacted: confidential]
- 8.7 The Finance Director explained the treasury issues outlined in the paper, and noted in particular the change in the credit rating landscape. The University sought to ameliorate matters by diversifying its credit risks and maturity periods. Council NOTED and APPROVED:
- The grant of delegated authority in respect of the Barclays bank mandate, as set out in the report.
  - Extending the previously approved grant of authority to sign any amendments and or documents related to the University's loan agreements to the end of July 2016, as set out in the report.

#### HEFCE Financial Forecasts

- 8.8 RECEIVED and NOTED: (reference **CN/14-15/084**).
- 8.9 The Finance Director advised members of Council that the forecasts had received significant scrutiny by Finance Committee. The Chair of Finance Committee commended them to Council for approval.
- 8.10 Council APPROVED the financial forecasts (subject to final checks and amendments) for submission to HEFCE.

#### Fry Building refurbishment

- 8.11 RECEIVED and NOTED (reference **CN/14-15/085**)
- 8.12 The Finance Director advised members of Council of the background to, and timeline for, the refurbishment. The Finance Director reflected on the strategic importance of the building as an asset of the University, and of the particularly positive contribution that a new 'home' for the School of Mathematics would provide. The Deputy Vice-Chancellor advised members of Council as to the particular requirements for the accommodation of the School of Mathematics and of the research potential in the School that could be unlocked as a result of the project. It would be important to have a strong programme of benefit realisation, and the academic benefits of the refurbishment could be reported to Council in due course.
- 8.13 Members of Council acknowledged the intellectual and physical 'headroom' that the refurbishment would provide, and the prestige in which the University's School of Mathematics was held. Finally, Council noted that the scheme was already included in the University's capital projects programme.
- 8.14 Finance Committee had considered the proposal at its meeting on 24 June and approved the scheme for recommendation to Council. [redacted: confidential]
- 8.15 Council APPROVED the capital project to refurbish the Fry Building. [redacted: confidential]

#### University of Bristol Students' Union (Bristol SU) budget 2015/16

- 8.16 RECEIVED and NOTED (reference **CN/14-15/086**)
- 8.17 The Finance Director advised members of Council that the University had agreed a three year period budget/forecast for its block grant support of Bristol SU. A series of metrics had been developed. The Finance Director noted that there had been discussions with the Chief Executive of Bristol SU regarding the financial strategy for Bristol SU.
- 8.18 The trustees of Bristol SU had approved the budget, as set out in the report, the previous week. The University's Nominated Trustee, Ms Cindy Peck advised that the look-forward financial plan was much welcomed by Bristol SU. There was a sense amongst some at Bristol SU that it was under-funded in relation to its peers, in response to which benchmarking was being undertaken.
- 8.19 After careful consideration, Council APPROVED the Bristol SU budget for 2015/16.

**9. Biennial Presentation: Faculty of Engineering**

- 9.1 RECEIVED: (presentation (on file) and reference **CN/14-15/087**).
- 9.2 The Chair of Council welcomed the Dean of Engineering to the meeting. The Dean of the Faculty of Engineering presented, together with colleagues Professor Simeonidou and Dr Yon, and reflected on his first year as Dean of Engineering. The following points were highlighted:
- The Faculty was in a current phase of expansion, which presented both opportunities and challenges.
  - The Faculty was engaged in a number of very productive collaborations, which the Dean considered to be an area of huge potential.
  - The Dean outlined some of the key challenges facing the Faculty, including challenges in increasing gender diversity within its staff and student body; maintaining its laboratory infrastructure; and issues of physical capacity. The Faculty had identified a number of initiatives to address those challenges, but there were a number of areas which might benefit from further work.

**10. Biennial Presentation: Faculty of Medicine and Dentistry**

- 10.1 RECEIVED: (presentation (on file) and reference **CN/14-15/088**).
- 10.2 Professor Jonathan Sandy, Dean of the Faculty of Medicine & Dentistry, presented. The following points were highlighted:
- The Faculty was in the midst of a great deal of change, including a new Faculty name, new school and staff structures and new curricula. The Dean reflected on the outcome and process of the Biomedical Review.
  - The success of Schools within the Faculty in achieving Athena SWAN awards.
  - The Dean reflected on the recent success of the Vet School in its accreditation visit, and drew comparisons with the results of similar exercises at other institutions. The forthcoming GMC accreditation visit was noted.
  - There were a number of possible changes within the sector, such as a cut in dental student numbers and lifting the overseas cap in respect of the Medicine students.
  - The Dean outlined a number of areas for development, including curricula review, the future focus of its research framework and the possible development of PGT programmes.

**11. Convocation and Alumni Development update**  
Report from the Chair of Convocation (oral).

- 11.1 The Chair of Convocation delivered a verbal presentation to members of Council, and reflected on his tenure as Chair of Convocation and lay member of Council appointed by Convocation. In particular, the Chair of Convocation thanked the Senior Team and the Vice-Chancellor for support throughout his tenure.
- 11.2 The Chair of Convocation noted that some universities abolished their equivalents of Convocation. The Chair of Convocation was pleased to note the mutual respect and friendship between Council and Convocation. Going forward, the Chair of Convocation hoped that the University would continue to engage Convocation and alumni, particularly in respect of positive ambassadorship for the University.
- 11.3 The Chair of Convocation noted the exemplary work of the Vice-Chancellor as an ambassador for both the University and for its alumni.
- 11.4 The Chair of Council expressed sincere thanks to the Chair of Convocation for the work that he had undertaken with Convocation and the Convocation and Alumni Association Committee (CAAC). The Chair of Council considered that the renewed interest in CAAC positions, as evidenced by the most recent elections, was in large part due to the leadership demonstrated by the Chair of Convocation.

#### Fundraising Update

- 11.5 RECEIVED and NOTED: (**reference CN/14-15/089**)
- 11.6 The Registrar introduced this item and highlighted the recent changes to the Development and Alumni Relations Division (DAR). Upon the conclusion of the University's Centenary Campaign six priority philanthropy projects had been established, together with a number of opportunity projects. UPARC would consider those priority projects in more detail at its next meeting.
- 11.7 In respect of fundraising more generally, the Registrar advised that the University was a sector leader in respect of regular giving, and outlined the overall performance in fundraising against targets. Council noted the inherent difficulty in projecting targets for major gifts, given the nature of those gifts.
- 11.8 Both Council and the Registrar commended the efforts of the Interim Director of DAR and of the Fundraising Team. Under a new Vice-Chancellor and (to be appointed) Director of DAR, it was likely that this area of activity, and the aforementioned priority projects, would be considered by Council again in the short-to-medium term. In response to requests from Council members, any such future updates would contain clear targets and information about movement and achievements against those targets.

**Action: Director of DAR**

## **12. IT Committee (spotlight slot)**

- 12.1 RECEIVED and NOTED: (reference **CN/14-15/090** and **CN/14-15/091**).
- 12.2 The Chair of IT Committee introduced these items and highlighted the following:
- The Committee was a very new committee, and had met three times to date. The Chair of the IT Committee outlined the membership of and the background to the establishment of the Committee.
  - The University's new Chief Information Officer (CIO) had made a very positive start. The Chair of IT Committee considered that there was an enormous benefit in having appointed a CIO rather than a Director of IT Services.

- Key staff were now in place and the Committee could start to consider how best to address the key IT challenges. This would include monitoring infrastructure stability and service disruptions. Positive steps were being taken by the University to minimise vulnerabilities in this area.
  - There had been some real successes in this area, including student approval ratings of IT in recent surveys. As matters continued to improve, the Committee would turn its attention to the future and would oversee the development of a new IT strategy.
- 12.3 Council members observed that they received substantial reassurance, from a governance perspective, as to the direction of travel. The work of the IT Committee was felt to be tremendously important, and the Chair was thanked for her work in this area.
- 13. Annual Report: Remuneration Committee**
- 13.1 RECEIVED and NOTED: (reference **CN/14-15/092**).
- 13.2 The Chair of Council introduced this item and reflected on the recent guidance provided by the Committee of University Chairs (CUC). The Chair noted that the committee would have an additional meeting in the 2015/16 academic year, as recommended by the Council Effectiveness Review.
- 13.3 The Chair of Council drew Council's attention to the discussions by the Remuneration Committee in respect of expenditure at Stuart House, which the Committee had considered to be in order.
- 14. Report of the Membership Appointments and Governance Group (MAGG)**
- 14.1 RECEIVED and NOTED: (reference **CN/14-15/093**).
- 14.2 The Chair noted that the paper had been circulated separately as a late paper, due to the committee only recently meeting.
- 14.3 The Chair reminded Council of the recommendations made by the Council Effectiveness Review regarding the Nominations Committee of Court. [redacted: confidential]. The Chair noted that, with the exception of reappointing current Council members, there would be few substantive decisions to be taken by the Nominations Committee in the immediate future. Council members, whilst affirming commitment to implementing the recommendations made by the Council Effectiveness Review, considered that this would be a pragmatic approach. Council therefore AGREED not to progress changes to the Nominations Committee of Court in the immediate future.
- 14.4 The Chair advised Council that, as the size of Council reduced, it would also be necessary to reduce the size of the committees of Council. Those modified committee compositions should take effect from 1 January 2016, in line with the effective date for the reduction in the size of Council. MAGG had considered its recommended composition for each committee of Council in turn, as set out in the report. Each committee would be asked to consider its future composition and membership, in light of the composition that had been recommended by MAGG. Council expressed support for the principles and recommended compositions set out in the report.
- 15. Annual Report: Student Complaints & Appeals**
- 15.1 RECEIVED and NOTED: (reference **CN/14-15/094**).

- 15.2 The Pro Vice-Chancellor (Education and Students) emphasised that, although the number of complaints and appeals had increased, the percentage of students who complained or appealed was still very low. The increase could be attributed in part to the increase in size of the student cohort, but it was emphasised that the increase in student numbers was not thought to be reason for any of the complaints themselves.
- 15.3 The Pro Vice-Chancellor (Education and Students) commended the Student Union's advice service, Just Ask. In response to questions from Council members, the importance of learning from students' complaints was noted. The report to Council next year would contain more explicit information about the comments made and actions identified by Education Committee and (at the request of members of Council) would also contain an executive summary.

**Action: Secretary's Office/Head of Governance**

**16. Annual Report: Health and Safety**

- 16.1 RECEIVED and NOTED: (CN/14-15/095).
- 16.3 The Director of Health and Safety, in attendance, drew to the attention of Council the following matters:
- Progress made to date was very positive. There remained some risk in this area but the University was working hard to reduce this.
  - The Director of Health and Safety thanked members of Council for their contribution, via the Health & Safety and Human Resources committees, to this progress. It was noted that the University was not becoming complacent, and the Chair of Council reminded Council of its responsibility in this area.
  - The importance of the appointment of a Deputy Director was noted.
- 16.3 The Chair and the Vice-Chancellor thanked the Director of Health and Safety for his exemplary leadership of this area of activity, and noted the hard work of the Safety & Health team. The Vice-Chancellor noted the transformational effect that this had had on the University's Health & Safety performance.

**17. Report of Senate meeting 15 June 2015**

- 17.1 RECEIVED and NOTED: (CN/14-15/096).
- 17.2 The Vice-Chancellor reported to Council that the documents submitted to Council for approval had received significant scrutiny by members of Senate, and previously by Education Committee.
- 17.3 Council APPROVED the following, as set out in the report:
- Examination Regulations
  - Fitness to Study Policy and Procedure
  - Student Agreement
  - Student Complaints Procedure.
- 17.3 Council members considered the proposed amendments to Ordinances 18, 8 and 19 as set out in paper reference **CN/14-15/097** (the "Proposed Amendments"). Members of Council APPROVED BY SPECIAL RESOLUTION the Proposed Amendments.

**18. Report of the Estates Committee**

- 18.1 RECEIVED and NOTED: (reference **CN/14-15/098**).

**19. Report of the Finance Committee**

19.1 RECEIVED and NOTED: (reference **CN/14-15/099** and **CN/14-15/0100**).

**20. HR Committee**

20.1 RECEIVED and NOTED: (reference **CN/14-15/101**).

**21. Ethics of Research Committee**

21.1 RECEIVED and NOTED: (reference **CN/14-15/102**).

**22. Student Affairs Committee**

22.1 RECEIVED and NOTED: (reference **CN/14-15/103**).

**23. Annual Report: Faculty of Medical & Veterinary Sciences**

23.1 RECEIVED and NOTED: (reference **CN/14-15/104**).

**24. Report of potential academic redundancies**

24.1 RECEIVED and NOTED: (reference **CN/14-15/105**).

24.2 Council APPROVED the institution of redundancy procedures.

**25. Amendment of the University Charter**

25.1 RECEIVED and NOTED: (reference **CN/14-15/106**).

25.2 Council APPROVED BY SPECIAL RESOLUTION the amendments to the Charter, subject to the removal of the second “with effect from 1 January 2016” in paragraph 10.

**26. 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.

Final comments and farewell from the Vice-Chancellor

The Chair reflected again on the enormous contribution to the University made by Professor Sir Eric Thomas as Vice-Chancellor. In particular the Chair noted the support Sir Eric had provided to the Vice-Chancellor Designate, Professor Hugh Brady. The Chair noted the contributions made to date to the Eric Thomas Student Support Fund, which was a reflection of the esteem with which the Vice-Chancellor was held by members of the University and wider community. The Chair reflected that Sir Eric had long been an ambassador for the University and hoped that he would continue to be so.

The Vice-Chancellor reflected on the level of support and challenge he and the University's Senior Management Team had received from Council, which he felt blessed to have enjoyed. The Vice-Chancellor advised members of Council to extend the same generosity of challenge and support to the Vice-Chancellor Designate, Professor Hugh Brady, and looked forward to hearing of the University's future successes.

**Date of next meeting**

The next meeting of Council would be held on Friday 2 October 2015.