



## MINUTES OF COUNCIL

FRIDAY 6 FEBRUARY 2015

Present: Mr D Burn (Chair), Professor N Canagarajah, Mr R Cowap, Dr E Crawley, Mr A Garrad, Mr C Green, Mr P Hand, Dr M Hamlin, Sir R Kerr, Dr S-A Kitts, Ms P Lawrence-Archer, Professor N Lieven, Mr T Macdonald, Dr J Manley, Professor S Mann, Professor R Middleton, Mr B Morton, 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, Professor Sir Eric Thomas, Ms Sorana Vieru, Mr J Wetz.

In attendance: Professor M Basker (for item 11), Mrs J Bridgwater (for item 19), Dr R Cross, Ms R Geller, Mr G Gregory (for item 19), Ms K Gullon (Clerk), and Mr A Nield.

Apologies: Dame D Holt, Councillor B Massey and Ms A Stephenson.

### 1. Welcome and announcements

1.1 The Chair members of Council 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 Council as soon as practicable. Members were reminded of their fiduciary duties to avoid conflicts of interest, to act personally, and of confidentiality.

3.2 As for previous meetings of Council, staff members disclosed their ongoing interest in USS matters, as members of the Scheme. Members of Council who were members of UCU disclosed their interest in matters related to the UCU industrial action.

3.4 Professor Orpen disclosed an interest in item 9 (reference **CN/14-15/033**), as Non-Executive Director of the University Hospitals Bristol NHS Foundation Trust (UHB). Professor Orpen had similarly advised UHB of his interest in this matter, and would proceed on the basis that he would act as an officer of the University (that is, he would not participate in or be present for any decision-making at UHB in relation to this matter). Council felt that this effectively managed the potential conflict of interests, and as such no conflict had arisen.

### 4. Minutes of meetings on 14 November 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/14-15/030**).

6.2 In particular, Council NOTED the following issues:

- At its most recent annual meeting, Court had declined to consent to the responsibility for appointing members of the Audit Committee being placed in the hands of Council. Council (and MAGG) would therefore need to further consider, in due course, what further proposals should be brought to Court in 2015.
- The progress made to date with the Council Effectiveness Review.
- The exercise of Chair's powers to nominate Mrs Mary Prior as Pro Chancellor of the University. Mrs Prior had been subsequently appointed by Court.
- The Eric Thomas Student Support fund, which was praised as an initiative for student support. Council members would receive further communications on this matter in due course and were encouraged to contribute according to their means.

6.3 The Chair reported on current proposals for the 19 March 2015 Council Development Day. At present, suggested topics were:

- The strategic questions posed by the recent REF results
- The optimal size/shape of the University
- Further issues arising from the Council effectiveness review.

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

7.1 RECEIVED and NOTED (reference **CN/14-15/031**).

7.2 The Vice-Chancellor reported on his recent visit to South-East Asia and Australia, with excellent attendance at several alumni events. The Vice-Chancellor reflected on the changing profile at alumni at such events; and that much may be gained from developing relationships in South-East Asia in particular.

7.3 The Vice-Chancellor reported on the ongoing induction of Professor Hugh Brady, which was progressing very well.

7.4 The Vice-Chancellor advised Council that the President of the University of Kyoto had recently visited Bristol. A tripartite symposium has been agreed (with Kyoto and Heidelberg), to take place in Bristol 4-6 November. The Vice-Chancellor and the Pro Vice-Chancellor (International) reported that this was a significant positive development.

### Admissions and recruitment update

7.5 Professor Squires updated and advised Council that the figures with which they had been presented were a very early articulation of the situation. In particular, conversion rates were being carefully monitored, and modelling was being refined. In total terms, the University had received 10% more applications from home UG students than at this point last year. It was early in the process, but upon looking at applications holistically there was no significant cause for concern. Dialogue was progressing with School-based admissions team with a view to better understanding their modelling.

### REF – summary of results

7.6 The Vice-Chancellor outlined the recent results, and provided Council members with an overview of the national picture. The Vice-Chancellor reflected on the way in which Universities had reported REF outcomes, as there had been significant discrepancy in practice across the sector.

- 7.7 Council members were provided with a further breakdown of the REF results, highlighting the achievements of the University in comparison with key competitors. The Vice-Chancellor reflected on what Bristol's achievements meant in terms of its peer group and comparators. It was clear that the University was performing very well.
- 7.8 The Vice-Chancellor reflected on the potential impact of the REF results on QR funding. There are multiple variables to be considered and modelling of various scenarios was underway.
- 7.9 The Vice-Chancellor summarised by congratulating all those who had been involved in this significant achievement, and in particular the Deputy Vice-Chancellor for his stewardship of the process and the decisions taken regarding submission criteria. Although those decisions had been based on core institutional values, they had, in the end, been the right decisions in maximising institutional performance.
- 7.10 It was noted that key strategic questions were raised by the excellent REF results, including how best to build upon them. Council was reminded that governmental policy would be critical to those strategic questions, and would be largely unknown until after the 2015 general election. Council were also advised that the University was not complacent about the REF results, there had been an analysis of the achievements of Schools and Faculties and that these would be used to drive performance in future.
- 7.11 Council considered that there were a number of opportunities to use the REF results as a profile-raising opportunity, and that this was not the time to be modest. Council congratulated all those involved in securing such excellent results.

#### Biomedical Review

- 7.12 Progress was continuing broadly on the trajectory previously presented to Council. The Life Sciences review was also progressing well.

#### European Green Capital

- 7.13 The Pro Vice-Chancellor (Education and Students) reported on the recent launch of the project, and on the partnership working taking place. The Vice-Chancellor reminded Council that Mr Andrew Garrad was Chair of the Bristol2015 Company. Mr Garrad reported on partnerships and networks being established across the city and reflected on the positive developments to date.

#### Student Lifecycle Support Project (SLSP)

- 7.14 The Deputy Registrar reported on activity in this area. Members of Council had been invited to attend briefings about the project. The University's Systems and Processes Investment Board had now approved the business case, which would next be considered for approval by Finance Committee and thence by Council in March [redacted: confidential].

#### Update on Divisional Head recruitment

- 7.15 The Registrar provided an overview of recent changes. In some areas, there was a very deliberate 'pause' on recruitment activity in order to allow for additional thought about future configuration of those areas. Council members had been involved, as appointment panel members, in a number of recent appointments.
- 7.16 In particular, the structure of campaigns/alumni relations and external communications activities was under consideration. The Registrar was currently considering a number of models, and it was noted that there was wide variety of

practice in this area across the sector in the UK and elsewhere. It would also be important to consider the attractiveness of such roles to potential applicants. The Vice-Chancellor elect was being engaged in discussion of developments.

#### UCU industrial action/reform of USS

- 7.17 The Vice-Chancellor and Finance Director reported on the current status of this matter and of the key milestones going forward. The Finance Director advised Council that the proposed changes to USS agreed at the USS Joint Negotiating Committee were more generous than that originally planned by the Employers, which would necessarily have an adverse impact on the risk profile of the USS.

#### Recent grants and awards

- 7.18 The Vice-Chancellor drew particular attention to the University's collaboration with the University of Hong Kong.
- 7.19 Council APPROVED the appointment of Professor Charles Crook as Visiting Professor.
- 7.20 In response to questions from Council members, the Vice-Chancellor advised on a recent letter by UUK board members to the Times, which had criticised Labour Party plans to reduce Home UG student fees to £6,000. Given the current level of discussion about that proposal, it had been felt that such a communication was timely. A view might be expressed about the removal of a cap on fees in due course, but for the time being those discussions were not as fully formed and so had not been addressed explicitly.

### **8. Financial Matters**

- 8.1 RECEIVED and NOTED (reference **CN/14-15/032**).
- 8.2 The Finance Director advised members of Council of the current financial profile and likely movement/trends towards the year end. Overall the financial position for the year was positive compared to budget.
- 8.3 At its January meeting, the Finance Committee had considered a high level financial analysis of prospects over the next 3-4 years, and the key uncertainties. The Finance Director reminded Council that the inflation miss-match remained a key risk for the University and for the sector.
- 8.4 The Finance Director had discussed the Core Capital Investment Programme with the Finance Committee, and the key projects (including a stream of smaller, but significant, projects) which were scheduled [redacted: confidential].
- 8.5 The Finance Director updated Council on developments with the Coombe Dingle Sports Trust, which was moving towards a satisfactory conclusion with agreements now signed with the partners.
- 8.6 Despite the progress towards the restructuring of USS, pension liabilities remain a major area of concern. Over the past 6 months long term gilt yields had reduced significantly with a major adverse impact on the deficits within both USS and UBPAS.
- 8.7 In respect of the Treasury matters highlighted in the report, those were essentially an extension of processes and procedures previously agreed by Council.
- 8.8 Council APPROVED:

- [redacted: confidential]
- Changes to the University's bank mandate with Barclays as follows:
  - The list of approved bank signatories as shown in tables below.
  - Payment instructions under £100k require one authorised signature. Payment instructions over £100k, but below £250k, require any two authorised signatures from either group. Payment instructions over £250k require two authorised signatures with both from Group A;
  - That in the absence of a Council Resolution, changes to the Barclays bank mandate can be made, by requiring two authorised signatures one of which must be the Finance Director with the other authorised signatory being one of the post holders in the following position; Vice-Chancellor, Deputy Vice-Chancellor, Registrar.

#### **Group A Signatories**

<b>Name</b>	<b>Position</b>
Eric Thomas	Vice-Chancellor
Guy Orpen	Deputy Vice-Chancellor
Judith Squires	Pro Vice-Chancellor
Nick Lieven	Pro Vice-Chancellor
Nishan Canagarajah	Pro Vice-Chancellor
Robin Geller	Registrar/Chief Operating Officer
Andy Nield	Finance Director
Andrew Grice	Deputy Finance Director
Julie Wallis	Assistant Finance Director

#### **Group B Signatories**

<b>Name</b>	<b>Position</b>
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Emma Butler	Financial Reporting Manager
Julia Harrow	Costing & Pricing Manager
Jeff Kirkham	Tax Manager
Johanna Rule	Business Unit Financial Controller
Zida Mirza	Financial Planning Manager

- The grant of authority up to the end of July 2015 for the Finance Director together with any one of the Vice-Chancellor, Deputy Vice-Chancellor, or the Registrar & Chief Operating Officer to sign any amendments and/or documents related to the Barclays Loan agreements.

8.9 In response to questions from Council members, it was noted that the University had established a prioritisation process for capital investment, particularly in light of financial constraints. A number of possible projects were on the University's radar, but had not been formally agreed. The current prioritisation of projects had been agreed 4-5 years ago, and it was acknowledged that further consideration of investment priorities may be needed. It was noted that these issues would be further discussed at the Council Development Day on 19 March.

8.10 In response to questions from Council members regarding the expansion of Engineering's Queens Building, it was reported that further work on that business case was being undertaken, and would be brought to Finance Committee and thence to Council in due course.

## 9. Student Residences DBFO Proposal

9.1 RECEIVED and NOTED: (reference **CN/14-15/033**).

9.2 The Chair of Council reminded Council that, due to the recent developments in this matter, paper ref. CN/14-15/033 had been circulated separately to the rest of the papers for this meeting.

9.3 The Finance Director advised Council that there had been significant discussion and consideration of the number of beds required. The Design, Build, Finance and Operate (DBFO) scheme had been considered to be most appropriate vehicle for taking this forward, in order to ensure that any such development was off-balance sheet. Any agreement with a DBFO provider would need to take into account non-compete agreements, commitment to marketing and a 'soft' nominations agreement. There had been some difficulty in finding a suitable site for such a scheme.

9.4 [redacted: confidential]

9.5 [redacted: confidential]

9.6 [redacted: confidential]

9.7 [redacted: confidential]

9.8 [redacted: confidential]

9.9 [redacted: confidential]

9.10 Council APPROVED in principle the acquisition of a site, as set out in the written report, subject to further scrutiny by the Finance Committee, and to further consideration by Council in March.

## **10. International Strategy (the Strategy)**

10.1 RECEIVED and NOTED: (presentation (on file) and reference **CN/14-15/034**).

10.2 The Pro Vice-Chancellor (International) presented the Strategy, and highlighted the following:

- Council had previously considered a draft of the Strategy, and feedback had been incorporated into this final version.
- A key consideration was maintaining and improving the quality, diversity and balance of the student body. The Pro Vice-Chancellor (International) provided an overview of the current composition of the student body, and the possible options for future growth.
- It was important to acknowledge the practices and appetites of the various international markets, there was no 'one size fits all' approach. Each target country needed to be considered strategically in terms of the investment which the University should make: for example, social media might be most appropriate in one country where articulation agreements might prove most effective in another. Bespoke marketing materials/strategy would be needed for specific locales. There were also opportunities to grow the recruitment of international students from within the UK.
- English language tuition was a key 'feeder' to main University programmes, and was delivered by the Centre for English Language and Foundation Studies (CELFS). Members of Council were reminded that a tour of CELFS had been organised for that afternoon, should they wish to find out more about the University's activity in this area.
- It was important for Bristol to articulate its particular strengths in research. The Bristol Doctoral College offered significant opportunity in this regard.
- There were tremendous opportunities for partnership working, particularly across the city, and those were being exploited as far as possible. Outcomes of research was the most important marker of the success of an international relationship, and large formal partnerships should be carefully considered. But individuals were still free to collaborate internationally at a more local level.

10.3 In response to questions from Council members, the following was highlighted:

- It would be important to capture what success might look like, in the medium term. The first task would be to build the business case/plan for each of the key countries, and then to consider what was affordable and what was likely to add value.
- Personal Tutors were receiving training regarding international students' expectations and needs. It would be hugely important to consider the experience of international students studying at Bristol, and a named individual in each School would be considering this very question.

10.4 Council APPROVED the International Strategy.

## **11. Biennial Presentation: Faculty of Arts**

11.1 RECEIVED: (presentation (on file) and reference **CN/14-15/035**).

11.2 The Chair of Council welcomed the Dean of Arts to the meeting. The Dean of the Faculty of Arts presented, and reflected on the changes in the Faculty of Arts following its last biennial presentation. The presentation highlighted the following developments and challenges as being of strategic importance to the Faculty, the University and to Council:

- There had been significant growth in the Faculty, and that had largely been for academic rather than purely economic reasons. That rationale would continue to drive future decision-making within the Faculty.
- There had been a significant programme of investment and development in the estate. Space and facilities remained a key consideration for the Faculty, and there was a sense that the Faculty was currently at capacity in terms of space.
- Student:staff ratios were perhaps higher than the Faculty would like, but there was a plan in place to bring them (and to keep them) at a lower level.
- REF had overall been disappointing, particularly in terms of impact. But the Dean felt that there were ways of addressing this in future. New appointments would necessarily lead to a change of attitude and perspective, which may be of benefit in future submissions.
- Questions about student expectation and responsibility were key to future developments, the Faculty was working to articulate what the Faculty does, why it does it and what students can expect from the Faculty. It was also important what 'feedback' is – not least so that students knew when they were receiving it.
- Careers and employability remained a key consideration for students, at least in part due to the (often) lack of a clearly defined career pathway for Arts graduates, in a way that might be the case for Engineering or Science graduates.

11.3 In response to questions from Council members, the following was highlighted:

- Personal Tutors were being asked to focus primarily on pastoral care, rather than more specialist issues such as employability. Changes were being phrased in terms of a 'shift' in improving student development and staff were advised that this was now the expectation within the Faculty. That approach gave more focus to the interactions that personal and senior tutors had with students.
- In relation to contact hours, it was incredibly important to articulate what students could expect in this regard. Sometimes an increase in contact hours might be appropriate, but there were other opportunities which could be explored (such as technology enhanced learning, or otherwise teaching in different ways from those historically used) to holistically improve the student experience.
- It would be beneficial to publicise the study space now available in the Richmond Building.

11.4 The Chair of Council thanked the Dean of Arts for his presentation.

## **12. Report of the Ethics of Research Committee (spotlight slot)**

12.1 RECEIVED and NOTED: (reference **CN/14-15/036** and **CN/14-15/37**).

12.2 The Chair of the Ethics of Research Committee presented. In addition to the information provided in the papers, the Chair advised Council of the key strategic issues on which the Committee had been focused and would likely to focus on in the coming year. In summary:

- The Committee was to provide a strategic steer to Council and the University, rather than an operational one. It worked on the basis of encouraging open disclosure and a no-blame culture.
- The Committee also acted as an appeals committee, though it was rarely called upon to exercise this function.

- Over the previous year, the concordat to reform Research Activity had been developed and implemented. It had been widely welcomed, and the Committee continued to monitor work in this area (including received regular reports from Faculty Research Committees).
  - Members were becoming more proactive in developing European ethics policies in accordance with the best interests of the University.
  - The major risk areas for the University were human tissue elements and working with animals.
  - For the next year, the Committee would like to continue to encourage open disclosure and so would be developing training for staff when they join Bristol (and an induction through the BDC for PhD students) in an attempt to prevent problems later on.
  - A key focus would be on research data capture in situation where staff leave earlier than planned: it was acknowledged that there was a need to implement more robust processes.
- 12.3 The Chair of Council reflected on the importance of the Committee in managing such key risks. The committee was considered to be well organised and well-run, which provided excellent oversight of key risks facing the University.
- 13. Report of the Membership Appointments and Governance Group (MAGG)**
- 13.1 RECEIVED and NOTED: (reference **CN/14-15/038**).
- 13.2 In particular, Council noted the current proposal for the future size and composition of Council. The Chair reminded Council that there would be a more full consideration of this issue at Council's meeting in March.
- 14. Report of the Student Affairs Committee**
- 14.1 RECEIVED and NOTED: (reference **CN/14-15/039**).
- 15. Report of the Finance Committee**
- 15.1 RECEIVED and NOTED: (**CN/14-15/040**).
- 16. Report of the Estates Committee**
- 16.1 RECEIVED and NOTED: an oral report by the Chair of the Estates Committee. The Chair of the Estates Committee advised Council of the key business considered at the most recent meeting of the Estates Committee. A written report would be provided to Council at its most recent meeting.
- 17. Report of the meeting of Senate on 15 December 2014**
- 17.1 RECEIVED and NOTED: (reference **CN/14-15/041**).
- 17.2 The Vice-Chancellor advised Council that Senate had received a number of updates on the Council Effectiveness Review, and had been broadly supportive of the proposals to date.
- 18. Annual Report: Faculty of Science**
- 18.1 RECEIVED and NOTED: (reference **CN/14-15/042**). The Chair thanked the Dean of Science for his report.
- 19. Amendments to Statute 32 and employment related Ordinances**
- 19.1 RECEIVED and NOTED: (reference **CN/14-15/043**).

- 19.2 The Vice-Chair of Council advised Council as to the drivers for the proposed amendments, and the key discussions which had taken place on this matter to date (including at the Personnel, Equality and Health & Safety Committee).
- 19.3 The HR Director advised Council that members of Council had been removed from the panels in staff appeals. Council members had previously been included in order to provide some independence from line management in the decision making, which had now been replaced by 'independent' members of staff (ie, from outside their Faculty or Division).
- 19.4 The HR Director reported on communications received from the Regional Officer of UCU. He had requested that the amendments not be put to Council for consideration at this point due to the fact that UCU had not concluded its internal processes at the regional level. The HR Director noted that the proposed changes had been made available to the Regional Office in the summer but that they had delayed in their consideration of the proposals. Council decided that it would not delay consideration of the proposals.
- 19.5 There had been notification of a recent Employment Appeal Tribunal decision which would have an impact on the provisions of paragraph 11 of the proposed Ordinance 25. The last two sentences of that paragraph should be removed in order to be compliant with revisions to the ACAS code arising from that case.
- 19.6 Members of Council particularly praised the University's openness in discussing and drafting these changes, which had been very much welcomed and appreciated. The Registrar also thanked members of the Unions who had likewise contributed to very positive and fruitful discussions.
- 19.7 In response to questions regarding the advisability of allowing Council members to be involved in grievances relating to the Senior Executive, the HR Director and the Director of Legal Services advised that, in the absence of anything explicitly to the contrary, there was discretion to allow Council members to be used on panels if that was appropriate to the particular circumstances.
- 19.2 Council unanimously APPROVED BY SPECIAL RESOLUTION:
- The repeal of the Current Statute 32 and Ordinances 25, 26, 27, 28, 29, 30, 31, 32, 33, 34 and 35.
  - The new Statute 32 and Ordinances 26, 27, 28, 29, 30 and 31 (each as set out in the accompanying report).
  - A new Ordinance 25, substantially in the form presented to Council in the accompanying report but with the two final sentences of paragraph 11 removed.
- 19.3 Council APPROVED:
- The revised Fixed Term Contracts Policy; and
  - The Staff Grievance Procedure, each as set out in the accompanying report.
- 19.4 Council NOTED that the amendments to Statute 32 would only take effect upon approval by the Privy Council.
- 20. Amendments to Statutes 8, 10, 13 and 31**
- 20.1 RECEIVED: (reference **CN/14-15/044**). Council unanimously APPROVED, by way of SPECIAL RESOLUTION, the proposed amendments to Statutes 8, 10, 13 and 31

more particularly specified in the report. Council noted that the amendments would only take effect upon approval by the Privy Council.

**21. 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

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 Thursday 19 and Friday 20 March 2015.