



## MINUTES OF THE BOARD OF TRUSTEES

FRIDAY 11 NOVEMBER 2016

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

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

Apologies: Professor J Iredale.

### 1. Welcome and announcements

1.1 The Chair welcomed members of the Board of Trustees to the meeting. It was noted that the papers and agenda for the meeting were particularly fulsome, as a result of the various end of year and compliance returns that the Board was required to consider.

1.2 The Chair advised that Mr Paul Hand would not be seeking reappointment at the end of his current term of office (31 December 2016), owing to work commitments. In view of his significant experience in financial matters, and keen not to lose that experience from the Finance Committee (of which Mr Hand was currently Chair), the Board APPROVED Mr Hand's appointment to the Finance Committee as a co-opted member, with effect from 1 January 2017 for an initial period of one year. Mr Hand was thanked for his valuable contributions to the University as a Trustee over the preceding years.

### 2. Apologies

2.1 NOTED.

### 3. Declaration of interests

3.1 Members were reminded that they had an obligation to disclose any pecuniary, family or other personal interest that they had in any matter under discussion at any meeting of the Board of Trustees as soon as practicable. Members were reminded of their fiduciary duty to avoid conflicts of interest.

3.2 Robert Kerse disclosed an ongoing interest in the University of Bristol Pension and Assurance Scheme (UBPAS), as a trustee of that scheme.

3.3 Various Board members disclosed an interest in the student appeal reports to be discussed, as members of the relevant Panel. The Board felt that those interests did not amount to a conflict.

### 4. Minutes of meeting on 7 October 2016

4.1 CONFIRMED.

## **5. Matters arising and actions**

5.1 All were reported to be in hand.

## **6. Chair's report**

6.1 RECEIVED and NOTED (reference **BT/16-17/003**).

6.2 The Board of Trustees noted the report of the Chair of the Board of Trustees and:

- APPROVED, unanimously, the reappointment of Mr Andrew Poolman as University Treasurer from 1 January 2017 until 31 December 2017. Mr Poolman left the room for the consideration of his reappointment and did not participate in the discussion or decision.
- NOMINATED TO COURT, again unanimously, the appointment of Emeritus Professor Richard Hodder-Williams as Pro Chancellor, from 1 January 2017 until 31 December 2019.

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

7.1 RECEIVED and NOTED (reference **BT/16-17/012**).

7.2 The Vice-Chancellor introduced the report. In addition to the contents of the written report, the Vice-Chancellor reported recent discussions held and decisions taken by the University regarding the Teaching Excellence Framework (TEF).

7.3 The Pro Vice-Chancellor (Education and Students) reminded the Board of the key features of the TEF, and highlighted the rapid pace of developments. The Board was reminded that Higher Education Institutions had until 26 January 2016 to submit applications (if they chose to do so) to participate in the second year of the TEF (TEF2). After careful and thorough consideration and discussion, the University had decided to participate in TEF2.

7.4 In discussion, the following points were highlighted:

- The reputational importance of the University's placing in the TEF was highlighted. It was noted that entering TEF2 would present a risk to the University (if its placing was not as high as the University would like). However this could, to an extent, be mitigated by the University's ability to provide a narrative submission (in which the University could submit evidence to HEFCE about its performance and provide contextual information to support its case for excellence). The University took some comfort from guidance that had been provided by HEFCE to panel members regarding the importance of institutions' written submissions.
- The Students' Union (Bristol SU) and Bristol UCU had written a joint open letter to the Vice-Chancellor urging the University not to take part in TEF2. Bristol SU had also voted to boycott engagement with the National Student Survey (NSS) in 2016/17 due to the use of NSS metrics in the TEF.
- There was no indication that, if institutions did not participate in TEF2, the metrics used in TEF in future would produce more favourable placings.
- Although concerns regarding the links between TEF and differential fees were noted, the University was mindful of its need to invest in the student experience and the importance of funding in order to do so.
- The Board would welcome student engagement with the development of the University's written submission, although it noted the difficulties in doing so given Bristol SU's stance of non-engagement with the TEF. HEFCE was aware that many student unions had taken similar stances.
- The potential impact of the University's TEF placing in respect of its ability to recruit international students was noted. It was acknowledged that there remained many uncertainties in this regard.

- 7.5 On balance, the Board ENDORSED the decision to participate in TEF2. The Board noted a general sense of resignation in doing so, particularly in light of concerns expressed regarding the metrics relied upon in the TEF, and so further endorsed continued appropriate challenge by the University of the TEF and its metrics. In particular, Professor Mann; Mx Cross and Ms Ho wished to record their opposition to the University participating in the TEF. Whilst mindful of its collective decision-making, the Board agreed that it would be appropriate to record this in the circumstances.
- 7.6 Professor Squires then left the meeting, and did not participate in the subsequent discussion or decision. The Board noted that Professor Squires would reach the end of her current term of office as Pro Vice-Chancellor in 2017, and that her reappointment was recommended by the Vice-Chancellor. After careful consideration, in which the Board praised Professor Squires' gargantuan efforts in this role, the Board APPROVED the extension of the term of office of Professor Judith Squires as Pro Vice-Chancellor, to 31 July 2020.
- 7.7 The Chair reflected that, at some organisations, discussion of the appointment or reappointment of a member of the Senior Executive would be reserved to the Board only. In future meetings, the Chair might ask for part of the meeting to be members-only order to allow full and frank discussion of such matters.
- 7.8 The Pro Vice-Chancellor (International) provided an overview of current recruitment and admissions patterns. In response to questions from members of the Board, it was reported that the University hoped to be able to maintain the quality of its students as it sought to recruit in greater numbers.
- 7.9 The Board noted that the University would soon formally launch the Strategy, and in particular its plans for an additional campus. The Vice-Chancellor advised of discussions regarding the potential location for that campus, advising that the Board would be likely to be asked to take a decision in this regard at its next meeting.

## **8. Strategic Performance Indicators (SPIs) and Strategy Monitoring\***

- 8.1 RECEIVED and NOTED (reference **BT/16-17/013**)
- 8.2 The Pro Vice-Chancellor (Strategy) and the Director of Planning, Strategy and Change presented to the Board. The presentation highlighted the following:
- The process undertaken thus far, including changes to the higher education landscape, and consultation undertaken with Schools regarding SPIs and targets. In particular, the importance of co-creation of targets and benchmarks with Schools/Disciplines was highlighted.
  - The format of dashboards and reporting to the Board generally.
  - The connectivity of reporting and implementation, particularly including the role of the Strategy Implementation Board.
  - The rationale for the SPIs that had been proposed, including their importance to league tables and to the TEF.
  - The importance of mapping the SPIs to the Strategy, including the need to be mindful that it might be necessary to refine these indicators over time.
  - The difficulties in mapping the University's data to the sector, taking into account that institutions rarely organise themselves (structurally) as we do.
  - The unfurling nature of discussions, including changes that had already been made since the inception of the written report (for example, an SPI that related to student recruitment to target), as well as some tweaks to targets articulated in the report.

- 8.3 Members of the Board provided the following comments and feedback:
- The direction of travel, towards more dynamic reporting, was welcomed. Members of the Board would welcome committee involvement, as appropriate, in scrutinising and challenging the delivery of the Strategy as evidenced by the SPIs.
  - It would be helpful, where possible, for the University to map the language of the SPIs to the language of its priority areas (as articulated in the Strategy).
  - The Board was mindful of the potential for 'mission creep', and the potential for unintended consequences of being too driven by metrics themselves.
  - Although the use of 'red, amber, green' reporting was well understood, the University might consider introducing 'red, amber, yellow, green' reporting in due course, to allow members of the Board to understand the relativities of Strategy delivery and avoid too much aggregation.
  - The Board was keen to ensure that all data used in the formation and assessment of the SPIs was of the highest possible quality.
  - Student feedback had been incorporated into the development of the SPIs, by way of the involvement of the Education Committee. There was scope for further feedback, as the SPIs were likely to evolve over time.
  - It would be important to ensure that the significance of particular SPIs was articulated to the Board at appropriate points in its strategic decision-making. For example, SPIs that related to the TEF would help the Board to understand where the University was in terms of achieving its aims in that respect.

8.4 The Board of Trustees APPROVED:

- The format of the Strategic Dashboard
- The University's Strategic Performance Indicators (SPIs)
- The reporting schedule to the Board of Trustees.

**9. Strategy Implementation: Finance and Infrastructure\***

9.1 RECEIVED and NOTED (reference **BT/16-17/014** and **BT/16-17/015**).

*Delivering the long-term financial plan*

- 9.2 The Chief Financial Officer (CFO), Robert Kerse, presented to the Board. The presentation highlighted the following:
- The challenges and uncertainties facing the University, and the sector more generally. In particular, the importance of a long-term financial plan to the financial sustainability of the institution and its achievement of its vision and ambitions was noted.
  - The Board was reminded that it had previously considered 10 year financial projections (focused on the three year plan, for HEFCE reporting requirements). Those 10 year projections would be further considered over the forthcoming months, in order to ensure that the University's plans were as robust as possible.
  - The methods by which the University's long-term financial plans were developed, including economic assumptions and the University's future plans.
  - The financial impacts of the Strategy. It would be important to ensure that the University maintained its capacity to deliver 'business as usual', and also that the University remained attractive to students and staff, as well as delivery the Strategic priority actions. In particular, the Board was reminded of the University's liabilities in respect of pensions.
  - HEFCE had recently concluded that the financial future of the sector was less certain than it had been – this was not necessarily a negative, but highlighted the importance of the University's financial risk management. It was clear that there was significant variation of financial strategy even across the Russell Group, and the Board noted the University's position in comparison with its peers.
  - The profile of the University's capital programme, noting particular peaks in spend related to specific projects and details of the University's net investment.

- The need for private finance and questions regarding the University's future indebtedness.
- Economic assumptions in respect of the July 2016 forecasts, and the current assessment of those assumptions, given the level of volatility in the sector and in government policy. It was important for the University to be cognisant of local and national policy.
- Key risks to the University's Strategic ambitions (based on the 'mission critical' risks agreed by the Board in May 2016), and possible mitigations to them. In response to questions from members of the Board, it was noted that the sensitivities to UG and PGT student recruitment were broadly the same. The Board also noted sensitivities in respect of international student recruitment, particularly in light of the current uncertainty regarding Government policy in this regard.
- The University's plans to further develop its long-term financial plans, including the analysis that would be presented to Finance Committee and UPARC, before bringing further information to the Board in January.

9.3 Members of the Board providing the following comments and feedback:

- It would be important to appropriately weigh/balance the various financial scenarios that had been outlined, including what might happen if more than one negative scenario occurred, or there was significant divergence from the outlined assumptions. In such circumstances, the University would need to be willing to consider disinvestment, prioritisation and scaling back Strategic initiatives. It was noted that the University would need to ensure both enough headroom for Strategic investment, as well as long-term reserves.
- It was noted that timing would likely be of the essence in respect of incurring additional indebtedness, particularly as borrowing was (relatively) 'cheap' at present. Given the various economic uncertainties nationally and internationally, this may not continue into the medium and longer term. That said, it would remain important for the Board to consider very soberly and seriously whether to assume additional indebtedness.
- It would be important for the University to achieve an appropriate level of contingency, in view of (1) the funds required to achieve its Strategic priorities and (2) the uncertain environment in which the University was operating. That contingency might not need to reach the same levels as the University had achieved previously.

*Financing the 2016-23 University Strategy*

9.4 The Chief Financial Officer further presented regarding more immediate financial strategy. In particular, the following points were highlighted:

- The role of debt in funding the University, including the debt that was already part of its capital structure and its current arrangements with lenders.
- The Board further noted the constraints of the University's current arrangements and the costs of renegotiating those constraints. If achieved, it would then be for the University to decide what to do with its new 'freedom'.
- Key potential future sources of funding, noting the positive and negative attributes of each option (including likely covenants/stakeholder requirements). The preferred option would depend on the parameters that were possible to be negotiated.
- The University would undoubtedly also need to leverage other avenues of funding for its various Strategic priorities, although the source of funding would need to be appropriate for each such priority.

9.4 Decisions in this regard would, of course, need to be taken by the Board in due course. In the meantime, the Chair reflected that this had been a helpful summary of the context which the Board would need to take into account in taking those decisions.

**10. Financial Matters and Accountability Return\***

## 10.1 *Annual Report of the Audit Committee*

10.1.1 RECEIVED and NOTED (reference **BT/16-17/016**).

10.1.2 The Chief Financial Officer introduced the report, and highlighted the importance of the report in providing the necessary assurance to HEFCE about the way the University is run. The Chair of the Audit Committee reflected on the work of the committee over the preceding year, in particular noting changes to the way in which changes in the University's risk profile was reported to it.

10.1.3 The Chief Financial Officer proposed an insertion to the report as had been presented to the Board:

*"7.2 Our overall opinion has been informed by our opinion on the management control and quality assurance of data provided to HEFCE, HESA and other public bodies which is that these arrangements are effective".*

10.1.4 The amendment had been suggested in order to reflect very recently received advice from HEFCE regarding best practice in such reports. The amendment was supported by the Chair of the Audit Committee, and the other members of the Audit Committee confirmed their support. Subject to the above amendment, the Board therefore APPROVED the Annual Report of the Audit Committee for 2015/16.

## 10.2 *Annual Report and Financial Statements*

10.2.1 RECEIVED and NOTED (reference **BT/16-17/017**).

10.2.1 The Chief Financial Officer introduced the report. In particular members of the Board were advised of changes to the way in which the accounts were presented, following the implementation of the FRS 102 accounting standard. It was noted that, due to the recent introduction of this regime, there were variances of practice across the sector. However, market research had suggested that the University was in line with general good practice.

10.2.2 The Treasurer commended the approach taken in presenting the accounts to the Board, and considered that the University had implemented the new accounting standard in a clear and proactive way. That said, the limits of the University's current accounting systems were to be noted.

10.2.3 The Board of Trustees noted the wording of the Letter of Representation provided by the University to the external auditors, and the assurances provided by the Board thereunder.

10.2.4 The Board of Trustees APPROVED:

- the 2015/16 Annual Report & Financial Statements
- the Letter of Representation to the External Auditors PriceWaterhouseCoopers (PwC) and AUTHORISED the Chair and the Vice-Chancellor to sign the Annual Report & Financial Statements, and Letter of representation on its behalf.

## 10.3 *External Auditors' Report*

10.3.1 RECEIVED and NOTED (reference **BT/16-17/018**).

## 10.4 *Appointment of External Auditors*

10.4.1 RECEIVED and NOTED (reference **BT/16-17/019**).

10.4.2 The Chief Financial Officer introduced the report, and asked the Board to note that he had previously worked with the relevant Partner at PwC (currently the University's

external auditors). The Board did not consider this to be a conflict of interest. The Treasurer confirmed that he (and the Audit Committee as a whole) endorsed the proposal that PwC be reappointed as external auditors.

10.4.3 The Board of Trustees APPROVED the re-appointment of PwC as external auditors for 2016/17.

10.5 *Financial Commentary*

10.5.1 RECEIVED and NOTED (reference **BT/16-17/020**).

10.5.2 The Chief Financial Officer introduced the report, and outlined the rationale for changes from the financial forecast that had been considered by the Board in July (and subsequently submitted to HEFCE) to the audited financial statements. The Board noted the reconciling factors, and considered that they were appropriate in the circumstances.

10.5.3 The Board of Trustees APPROVED the Financial commentary for submission to HEFCE, subject to any comments from Finance Committee.

10.6 *HEFCE Sustainability (ASSUR) Return*

10.6.1 RECEIVED and NOTED (reference **BT/16-17/021**).

10.6.2 The Board of Trustees:

- APPROVED the ASSUR report for submission to HEFCE and, subject to any comments from Finance Committee.
- AUTHORISED the Chair to sign the return on its behalf.

10.7 *Endowment Unitisation Report*

10.7.1 RECEIVED and NOTED (reference **BT/16-17/022**).

10.7.1 The Chief Financial Officer reflected on the importance of the University's Endowment fund, and of the Board's duties in respect of it (as set out in the relevant Bristol Acts).

10.7.2 The Board of Trustees APPROVED the schedule of investment unit values for the period 1 August 2015 to 31 July 2016.

10.8 *Endowment Investment in Fossil Fuels*

10.8.1 RECEIVED and NOTED (reference **BT/16-17/023**).

10.8.2 The Chief Financial Officer introduced the report and outlined the key developments that had occurred since the matter was last considered by the Board. Although progress had been frustratingly slow, the reasons for that were beyond the University's control. The Board noted rising pressure in the local and national regions to begin divestment from fossil fuels, and in particular that a motion in support of divestment had again been submitted to the University Court.

10.8.3 The Board of Trustees:

- NOTED the delay on the existing fund manager's timetable for the establishment of the 'fossil fuel engaged investor fund'.
- **[REDACTED: likely to prejudice commercial interests].**
- **[REDACTED: likely to prejudice commercial interests].**

10.9 *Management Accounts*

10.9.1 RECEIVED and NOTED (reference **BT/16-17/024**).

10.9.1 The Chief Financial Officer highlighted the key features of the accounts. In particular, the Board noted the importance of the University being able to forecast accurately. This may necessitate some changes to the University's processes over the next year, in order to better track any divergence from budget in-year.

10.9.2 The Board of Trustees NOTED the University's financial performance for the first 2 months of the financial year.

#### 10.10 *Annual Assurance Return*

10.10.1 RECEIVED and NOTED (reference **BT/16-17/025** and **BT/16-17/026**).

10.10.2 The Board of Trustees considered the reports, noting that additional assurances were required by HEFCE for 2015/16. The Board was now requested to provide assurance about the continuous improvement of the student academic experience and of student outcomes; and the reliability of degree standards. A report had been produced, containing appropriate evidence, for the purposes of facilitating the Board providing that assurance.

10.10.3 The Board of Trustees APPROVED the Annual Assurance Return 2016 and AUTHORISED the Vice-Chancellor to sign it on behalf of the Board of Trustees.

#### 10.11 *SU Annual Accounts*

10.11.1 It was noted that, due to a change in accounting systems and processes at the Students' Union, the draft accounts were not yet available. The Board of Trustees agreed that these would be received by the Chair of the Board, under Chair's powers, when available.

### 11. **Enterprise Resource Planning (ERP)\***

11.1 RECEIVED and NOTED (reference **BT/16-17/027**).

11.2 The Chair summarised discussions to date, and advised members of the Board that a special committee had been convened on 19 October to discuss the progress of the project. In view of those discussions, a further meeting would take place on 23 November. At that meeting, the special committee would consider a detailed project timeline and the options that had been considered by the Executive in formulating their views. The Board noted that it was asked to delegate authority to that special committee to approve (or otherwise) proposals made to it by the Executive regarding the project.

11.3 The Chair of the IT Committee reflected on changes that had been made to the project over the previous six months or so, and summarised the various options perceived as being available to the University:

- **[REDACTED: likely to prejudice commercial interests].**

11.4 [REDACTED: likely to prejudice commercial interests].

11.5 The Chair of the Board commented that greater clarity had been achieved regarding the respective roles of the Board and its committees in the governance of the project, which the special committee had welcomed. The Registrar was particularly

commended for her hard work in making appropriate changes to the project's governance, and the Board welcomed the increased scrutiny of the project by the Executive.

- 11.6 The Board DELEGATED AUTHORITY TO the special committee to consider, and if appropriate to approve, proposals to be made to it by the University Executive regarding ERP on 23 November 2016 regarding.

**12. Audit Committee (spotlight slot)\***

- 12.1 RECEIVED and NOTED (reference **BT/16-17/028**).

- 12.2 The Treasurer and Chair of the Audit Committee introduced the report and reflected on the importance of the Audit Committee in providing assurance to the Board. Members of the Board were advised that a vacancy on the Committee had arisen for a (lay) co-opted member. Committee members were considering the skills and experience they would wish to recruit to the Committee.

- 12.3 The Board of Trustees APPROVED the following:
- The amendments to the Terms of Reference of the Audit Committee, as set out in the report.
  - The reappointment of Mazars as the University's Internal Auditor for a further year, noting that it might be prudent to review the appointment in the medium-term.

**13. Honorary Degrees Committee\***

- 13.1 RECEIVED and NOTED (reference **BT/16-17/029**).

- 13.2 The Vice-Chancellor introduced the report, advising of discussions at the meeting of the Committee. In particular, this year an 'advocate and challenger' process had been employed, which was felt to have brought a renewed vigour of challenge to the meeting. That said, the committee had been dismayed by the small number of women and people from black and ethnic minority (BME) communities who had been put forward for awards. However, that should not diminish the quality of the nominees that had been put forward by the Committee, who were recommended unreservedly to the Board.

- 13.3 The Board APPROVED the honorary degrees listed in the report and RECOMMENDED TO COURT the honorary fellowships listed in the report.

- 13.4 Members of the Board commented that they would welcome greater diversity of nominees, and particularly an increased number of BME nominees. Further nominees would therefore be submitted to the Board for consideration in due course. It would be helpful to consider the process as a whole with a view to achieving greater diversity – perhaps including by broadening the sources of nominations.

**14. MAGG**

- 14.1 RECEIVED and NOTED (reference **BT/16-17/030**).

- 14.2 In particular, the Board noted that the University would shortly begin recruitment for two lay members of the Board (with effect from 1 January 2018) and lay co-opted members of committees. When the advertisement was 'live', the Clerk would write to members of the Board in order that they might (1) provide suggestions for further advertising channels, and (2) promote the vacancies through their own personal networks.

14.3 The Board of Trustees APPROVED the proposed changes to the Terms of Reference of the Membership Appointments and Governance Group.

#### **15. Student Affairs Committee**

15.1 RECEIVED and NOTED (reference **BT/16-17/031**).

15.2 The Board noted that the committee would be conducting 'deeper dives' into relevant topics, and was seeking to align with the Audit Committee. The Board also noted that the committee would seek to co-opt additional lay members as part of its succession planning.

#### **16. HR Committee**

16.1 RECEIVED and NOTED (reference **BT/16-17/032**).

16.2 The Board made the following comments and observations on the two reports:

- The auditing process for health and safety had changed, with self-audits followed by 'deeper dives' into areas flagged through the data that those self-audits yielded.
- There was no mention of non-binary gender identity in the Equality and Diversity Annual Monitoring Report, which ought to be further considered.
- There were potentially greater synergies between the two areas of work – not least in respect of occupational health, referrals for mental health issues and consultation with disabled staff. These should be further explored.
- It was noted that the Equality and Diversity Annual Monitoring Report mistakenly reported the proportion of Hindu students.

16.3 The Board of Trustees:

- ENDORSED the Health and Safety Annual Report 2015/16, noting the huge strides that had been made in this area, and the priority actions identified for future improvement.
- ENDORSED the Equality and Diversity Annual Monitoring Report 2015/16, again noting some very hard-fought progress made to date.

#### **17. Finance Committee**

17.2 RECEIVED and NOTED (reference **BT/16-17/033**).

17.2 The Board of Trustees APPROVED the proposed changes to the Terms of Reference as set out in the written report. It was noted that the quorum for Finance Committee meetings required only one lay member to be present. This was queried, not least in light of the volume of decisions and responsibilities delegated by the Board to the Finance Committee, and should be further considered by MAGG.

#### **18. IT Committee**

18.1 RECEIVED and NOTED (reference **BT/16-17/034**).

#### **19. Ethics of Research Committee**

19.1 RECEIVED and NOTED (reference **BT/16-17/035**).

19.2 The Board of Trustees APPROVED the amended Research Governance and Integrity Policy. The Chair of the Committee advised of the rationale for the key changes.

19.3 The Board noted the governance framework around issues of animal welfare, and was mindful of the reputational importance of such issues.

## **20. Report of Senate meeting 17 October 2016**

20.1 RECEIVED and NOTED (reference **BT/16-17/036**).

20.2 The Vice-Chancellor advised the Board of discussions that had taken place at the meeting of Senate.

20.3 The Board of Trustees:

- APPROVED the creation of a new Faculty of Life Sciences from early August 2018 (noting that the name of the 'Life Sciences Building' may require further consideration in due course).
- APPROVED a minor amendment proposed to Section 11.6 of the Examination Regulations (as set out in the report).
- APPROVED the proposed changes to the appointment processes for Heads of School, Deans and Pro Vice-Chancellors as set out in Annex B of the written report (the Revised Processes).
- APPROVED BY SPECIAL RESOLUTION the proposed changes to Ordinances 10, 11 and 12 as set out in Annex B to the written report.
- DELEGATED TO THE VICE-CHANCELLOR authority to approve future amendments to the Revised Processes (other than as set out in Statute and Ordinance).

20.4 The Board requested that appointment panels for recruitment to the role of Pro Vice-Chancellor (Education and Students), or its equivalent if named differently in future, should include a student member. The Vice-Chancellor, under the powers delegated above, agreed the change and confirmed that the Revised Processes would incorporate it.

## **21. Update: Prevent Duty**

21.1 RECEIVED and NOTED (reference **BT/16-17/037**).

21.2 The Board of Trustees considered:

- The revised report, which was to be submitted to HEFCE by 1 December to demonstrate the University's compliance as part of HEFCE's compliance monitoring framework;
- The draft Faith Facilities Policy, appended to the report, which had not been part of the draft Annual Report previously presented to the Board.

21.3 In response to questions from the Board, it was noted that the University's duty extended to students whilst they were overseas.

21.3 The Board repeated its previously discussed concerns regarding the Prevent duty itself, but noted again its obligation to comply. The Board APPROVED the report for submission to HEFCE.

## **22. Student Appeal Reports [reserved business]**

22.1 RECEIVED and NOTED (reference **BT/16-17/038**). The Chair of the panel noted that this appeal had been through University processes previously, and had been considered again following a review by the Office of the Independent Adjudicator. In particular, the Board commented that:

- It would be helpful for such reports to the Board to be as fulsome (and the cover sheet as clear) as possible. The report of the first Appeal Committee had arguably not contained sufficient information to allow the Board to take an informed decision.
- The case had turned on very specific facts, and concerned very particular University processes. The Board encouraged the University to raise the profile of, and provide guidance in respect of, such processes – noting that staff might only need to use such processes very rarely in their careers and might benefit from greater support in doing so.
- It would be helpful for such reports to contain a note on ‘lessons learned’ by the University, to provide assurance to the Board about the continuous improvement of the student experience. The Board was reminded that it received an annual report on student complaints and appeals, and that actions emerging from such cases were monitored by Education Committee (and reported annually to the Board).

22.1.2 The Board of Trustees APPROVED the report and the recommendations contained therein.

22.2 RECEIVED and NOTED (reference **BT/16-17/039**).

## **23. Modern Slavery Act – Draft Statement**

23.1 RECEIVED and NOTED (reference **BT/16-17/040**).

23.2 The Board of Trustees APPROVED the Modern Slavery Statement and Human Trafficking Statement. It was noted that this would be reviewed annually going forward.

### **Date of next meeting**

The next meeting of Board of Trustees would take place on 27 January 2017.