



MEETING OF THE BOARD OF TRUSTEES

FRIDAY 16 MARCH 2018

Offices of Burges Salmon, Bristol

MINUTES

Present: Ms T Beech, Professor H Brady, Mr D Burn (Chair), Mr R Cowap, Mr L Dube, Professor Keri Facer, Ms J Goldstein, Dr M Hamlin, Ms I Handa, Sir R Kerr, Professor B Lumb, Professor G Macdonald, Dr J Manley, Mr R Massie, Ms N McCabe, Professor G Orpen, Mr A Poolman, Mr A Raffel, Mr M Saddiq, Ms Vikki Stace

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

Apologies: Professor J Iredale

1 WELCOME

1.1 The Chair welcomed members of the Board of Trustees to the meeting. It was noted that the meeting had been duly convened and that a quorum was present. In particular, it was confirmed that notice of the meeting had been given to each member of the Board who was entitled to receive it.

2 APOLOGIES

2.1 Apologies had been received by Professor J Iredale PVC (Health).

3 DECLARATIONS OF INTEREST

3.1 The Chair reminded Board members of their obligation to declare any interest (pecuniary, family or other personal) in any matter under discussion today. The following interests were declared:

- Staff members of the Board of Trustees who were members of the USS pension scheme declared an interest in any discussions of that scheme, the CFO declaring a wider interest due to a family member drawing a USS pension;
- Staff members of the Board of Trustees who were members of the Universities and Colleges Union (UCU) declared an interest in any discussions of UCU's current industrial relations action;
- Ms Goldstein declared an interest in respect of the Chair's report regarding the renewal of her term as Alumni Association Trustee and would recuse herself for that discussion;
- Ms Beech declared an interest in any discussions of support in residences; whether or not Ms Beech would recuse herself from the respective discussion would be agreed in view of the nature and direction of discussion today.

4 MINUTES OF THE PREVIOUS MEETING

3.1 The Board of Trustees APPROVED the minutes of the meeting on 26 January 2018 as a true and accurate record of the meeting.

5 MATTERS ARISING & ACTIONS

5.1 There were no matters arising or actions requiring consideration.

6 CHAIR'S REPORT

6.1 RECEIVED: BT/17-18/042

6.2 The Board NOTED the Chair's report.

Alumni Association trustee

6.3 For the discussion of Ms Goldstein's renewal of term as Alumni Association trustee of the Board, Ms Goldstein recused herself. The Chair noted that it was sensible to renew Ms Goldstein's term for one year, rather than undertake the usual process of recruitment, given the current discussions regarding the future shape of Alumni Association, and the benefit of having consistent leadership during that period.

6.4 The Board APPROVED the renewal of Ms Julie Goldstein as Alumni Association Trustee to 31 December 2018.

6.5 It was anticipated by MAGG that the recruitment process for the appointment of an Alumni Association Trustee, as of January 2019, would be launched later this year. Board members with an interest in joining the interview panel should contact the Clerk; final decision about the composition of the panel would rest with the Chair.

Action (Clerk): To contact Board members with relevant dates, and links to vacancy advert.

6.6 Ms Goldstein re-joined the meeting and reported that progress was being made in reconfiguring the Alumni Association, with an external facilitator helping to identify appropriate structures. A proposal regarding the future composition and role of the Alumni Association would be developed over the coming months, and was anticipated to be submitted to the Board in October, for approval. There was considerable optimism about the direction of travel, and it was noted that members of the CAAC and the broader alumni community would be engaged in the process.

Order under Ordinance 17

6.7 Ordinance 17 provides that, if the Board of Trustees considers that circumstances have arisen which prevent the University from conducting examinations and assessments in the normal way, it can authorise the Vice-Chancellor to determine what methods of examination and assessment shall be adopted by examiners for the purposes of the award and classification of degrees and the progression of students. Such circumstances were deemed to have arisen because of industrial action.

6.8 The Board AGREED IN PRINCIPLE that an order be made under Ordinance 17, and to DELEGATE TO THE CHAIR OF THE BOARD the authority to agree the precise wording of the order.

Amendments to University Charter and Statutes

6.9 On 7 December 2017, the Board submitted Proposed Charter Amendments and Proposed Statute Amendments regarding the name, membership and powers of Alumni Association to Court, which consented to the proposals. In accordance with the relevant provisions of the Charter, the Proposed Charter Amendments were presented to the Board at its January meeting, where they received the Board's unanimous approval; the Proposed Charter Amendments were today presented to the Board for the second time, as required by the Statutes.

6.10 The Board unanimously APPROVED, BY SPECIAL RESOLUTION, the proposed amendments to the University Charter subject to any amendments required by the Privy Council; and unanimously APPROVED, BY SPECIAL RESOLUTION, the proposed amendments to the University's Statutes subject to any amendments required by the Privy Council.

Review of Support in Residences

- 6.11 The Chair invited the Vice-Chancellor to update the Board regarding the new model of support in residences. The Vice-Chancellor highlighted that:
- an expert advisory group had been formed chaired by Dr Jacqueline Cornish (National Clinical Director Children, Young People and Transition to Adulthood in NHS England, and a graduate of the University of Bristol). Membership of the group further comprised John de Pury (UUK), Victoria Bleazard (Head of Mental Health Policy, Bristol City Council), Professor Steve West (Vice-Chancellor, University of the West of England), and Professor Dave Gunnell (Professor of Epidemiology, University of Bristol). The Vice-Chancellor was working with Dr Cornish to develop its Terms of Reference and to review its composition.
 - Universities UK had asked the University to be a third exemplar site (with Manchester and Birmingham) for a city-wide approach to mental health care pathways. The University was keen to be involved in the pilot and accepted UUK's invitation to participate.
 - Implementation of the revised model was being managed carefully. Recruitment to key posts was underway, as was the community building group, chaired by Professor Squires, which held its first meeting with good participation including from Junior Common Rooms. It was acknowledged that recruitment and training were essential, as was the good fit of new appointments to ensure that the whole-institution approach to pastoral care was realised successfully. It was further acknowledged that to safeguard the flexibility of provision, staff - including facilities management staff - would need to be involved in the delivery of the system while at the same time maintaining clarity of the respective roles.
 - The new investments being made, as part of a whole institutional holistic approach, would benefit all students, irrespective of whether they lived in halls of residences. Some students and staff, however, remained sceptical of the new system. The Deputy Registrar acknowledged that there was a desire and willingness for staff and students to engage with the implementation plans, including the recruitment to key posts.
- 6.12 The Board further reflected on the decision-making processes regarding the new model of pastoral support in student residences. Reflecting on the guidance received from the University's Director of Legal Services and noting that not all Board members accepted this advice, the Chair noted his agreement with the Vice-Chancellor that it was for the University's management to take executive decisions regarding the new model of support and its implementation. The Board of Trustees, for its part, should be provided with clear assurances regarding progress in implementing the new structure.
- 6.13 Taking into account the advice and views expressed above, the Board of Trustees supported the implementation of the new system of student support in residences but would continue to seek assurances that the implementation was progressing to the necessary schedule and that student welfare was being given paramount importance.
- 6.14 The Board supported the suggestion that it would benefit from more detailed reflection on governance processes, and the respective roles and responsibilities of the Board of Trustees and executive management. This reflection could use recent lived examples, such as the reform of pastoral support in student residences.

7 VICE-CHANCELLOR'S REPORT

7.1 RECEIVED: BT/17-18/045

- 7.2 The Board NOTED the Vice-Chancellor's report. The Board noted in particular that:
- There had sadly been another student suicide. The Vice-Chancellor reflected on the University's proactive engagement in a national discussion about student mental health

and expressed his hope that institutions could be encouraged to acknowledge the scale of the issue and address it collectively.

- The University had been successful in its international student recruitment for post-graduate taught programmes, particularly in the context of the national picture, and in its Widening Participation and outreach activities. The Board congratulated the University on its success.
- Industrial action was having an impact on the student experience, although the extent of disruption differed by discipline and depended also on the nature of strike action within the units.

- 7.3 An Industrial Action Group was co-ordinating the University's response to the industrial action and supported key staff, including Heads of School and Professional Services staff, in responding to the effects of strike action locally. Particular effort was made to mitigate adverse effects on the student experience, and on reassuring students that such mitigating action was in place: two all-student emails had been sent from the Pro Vice-Chancellor (Education), dedicated online and telephone enquiry lines were available, and every effort was being made to update students about forthcoming strike action as soon this was known.
- 7.4 Student responses to the strike action ranged from support for staff on strike, to anxiousness regarding students' ability to be successfully assessed, to demands for reimbursement. Given the efforts to deliver meaningful disruption, the impact of strike action was most likely to be on assessing the examinations, which could, at worst, result in some students not being able to graduate.
- 7.5 The Executive was clear that students must not be disadvantaged and was therefore actively seeking ways in which to minimise the impact of strike action on students. This would include putting in place particular measures for professional programmes to ensure that they could meet all the requirements for those programmes. Consideration was also being given to the re-sequencing of teaching/ learning/assessments in some programmes. The Chair referred back to the Board's approval in principle to invoke Ordinance 17 (Minutes 6.5 and 6.6).
- 7.6 The University had committed to using pay withheld from staff to benefit students. The Executive was consulting with the Students Union as to where the funds should be re-invested with options under consideration including support for student well-being, careers support, and hardship funds.
- 7.7 The Pro Vice-Chancellor (Research) reported that the University was engaging with external funders and regulators to communicate, and jointly seek mitigations, of the effects of strike action on research.
- 7.8 The Chair, on behalf of the Board, reflected on the immense amount of work put into mitigating the industrial action, and thanked the Pro Vice-Chancellor (Education) in particular and her team.

8. FINANCIAL MATTERS

8.1 CHIEF FINANCIAL OFFICER'S REPORT

8.1.1 RECEIVED: BT/17-18/046

8.1.2 Referring to the Board's discussion on 15 March of the Universities Superannuation Scheme (USS), the Chief Financial Officer (CFO) proposed that the updated draft of the letter should be considered over the coming week by a sub group of the Board. The Board

AGREED to delegate sign-off to the Chair and Vice-Chair of the Board, Ms Nicki McCabe and Professor Keri Facer.

8.1.3 The CFO outlined the University's current proposal to UUK, acknowledging that an increase in employer contributions would require resources to be shifted from other planned activities. It was noted that a settlement on increased employer and employee contributions was a highly likely outcome of the negotiations, with the question of affordability continuing to persist – this latter point needed to be communicated particularly clearly to staff, to facilitate understanding and acceptance of the rationale behind the University's negotiating position. Increased employer contributions could be managed in the short term, albeit with difficult decisions being taken. However, this increase could not be sustained in the longer term unless the University made significant changes to its financial plans or model. The financial impact of the industrial action added further pressures. The joint statement between the University and the local UCU branch had been picked up with UUK, and the University was becoming a thought leader in this area. The local UCU branch was seeking to influence the national UCU position.

8.1.4 The CFO introduced his update report and highlighted the following points.

Student Recruitment

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

Endowment Investment Policy

8.1.6 Under Rathbones Endowment Fund investment management, the University had made significant progress toward achieving a key objective of its Endowment Investment Policy to materially reduce the carbon impact of the energy sector investments over the next ten years. Student representatives from the Fossil Free Bristol Society were pleased with the progress that the University had made in reducing the carbon intensity of its investment, yet at the same time are asking the Board to commit to a date for full divestment from investments in fossil fuel companies. The CFO highlighted that fossil fuel investments were now only around 3% of the total investment portfolio and recommended that the Board consider committing to full divestment from fossil fuel investments by December 2020.

The Board AGREED to commit to this deadline, having considered the CFO's assessment that this was achievable without material changes to the investment strategy as a whole.

8.1.7 Following the Finance Committee's recommendation, the Board further APPROVED the Endowment Investment Policy, which had been updated to reflect that the actual investment mandate that has been implemented has a risk appetite that is most accurately described as Moderate.

Financial Framework

8.1.8 The Board approved a Financial Framework in January 2017 to govern its financial planning. The Framework has proved a valuable document, assisting the Board in its discussions of the budget, and providing safeguards to ensure the long term financial sustainability of the University and compliance with both regulatory requirements and loan covenants. The Framework had been updated to reflect the most recent financial forecasts, regulatory expectations for financial sustainability, new borrowing arrangements entered into in 2017, and to include provisions regarding 'Cross Subsidy' to more clearly evidence compliance with the requirements of HEFCE's Memorandum of Assurance and Accountability.

Following the recommendation of both the University Executive and the Finance Committee, the Board APPROVED the revised Financial Framework.

Temple Quarter Enterprise Campus development costs

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

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

Action (CFO): Update on purchase of land at Temple Quarter to be considered by the Board at its meeting in July.

8.2 HUMANITIES HUB

8.2.1 RECEIVED: BT/17-18/047

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

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

9 RISK MANAGEMENT PROCESSES

9.1 RECEIVED: BT/17-18/048

9.2 The Director of Planning introduced initial proposals for a revised approach to risk management, which followed agreement by the Board of Trustees and the Audit Committee in 2017 to review the current approach, including consideration of relevant observations by the internal auditors.

9.3 Having considered that:

- more robust conversations regarding the University's risk appetite would be desirable as part of the proposed approach;
- risk management should increasingly become a 'bottom-up', integrated part of planning, with risk owners held accountable for managing risks; and
- further consideration be given to the way in which committees engage with the risk register with a view to ensuring early interventions,

The Board APPROVED the proposed approach and timetable for review of the risk management processes within the University, for implementation as part of the 2018/19 planning cycle.

Action (Director of Planning): To facilitate further consideration of the University's risk appetite at the Board's meeting in October 2018.

10 STUDENT APPEAL REPORT

10.1 RECEIVED: BT/17-18/049

10.2 The Vice-Chair of the Board had chaired a Committee of the Board of Trustees convened to hear an appeal against a decision of the Pro Vice-Chancellor under the Fitness to Study Policy. The Board APPROVED the findings and recommendations of the Committee that the appeal be dismissed and the original decision should stand to extend the appellant's suspension until the start of the 2018-19 academic year.

10.3 The Vice-Chair of the Board reflected that the report highlighted the complexity of the mental health issues affecting students, and the enormity of the challenges faced by staff in residences who supported students. The Board considered that in the context of a forthcoming effectiveness review, it wished to reflect further on whether it would/should receive student appeal reports for approval.

Action (Secretary): The next effectiveness review of the Board of Trustees should consider whether the Board should be required to approve the outcome of student appeals.

11 MEMBERSHIP APPOINTMENTS AND GOVERNANCE GROUP REPORT

11.1 RECEIVED: BT/17-18/050

11.2 The Chair reported on discussions at MAGG regarding the future of the Finance and Estates Committees and drew members' attention to the proposals appended to the report. The Chair of the Estates Committee reflected on the most recent meeting of the Estates Committee, in particular on the way in which the governance of estates matters would be delivered under the proposed arrangements. More detailed discussions needed to ensure that the scope, and benefits, of the Estates Committee was adequately reflected and built on in the proposed arrangements.

11.3 On balance, and subject to the detail being appropriately considered, the Board AGREED IN PRINCIPLE the proposal to disband the Estates Committee and replace it with an Estates Advisory Group, with the governance role currently performed by Estates Committee to be absorbed by the Finance Committee.

12 STUDENT AFFAIRS COMMITTEE REPORT

12.1 RECEIVED and NOTED: BT/17-18/051

13 REPORT OF SENATE

13.1 RECEIVED: BT/17-18/052

13.2 The Board NOTED the report of the meeting of Senate on 26 February 2018. The Board further APPROVED:

- the change of name of the School of Experimental Psychology to 'the School of Psychological Science';
- BY SPECIAL RESOLUTION, the proposed and associated amendments to Ordinance 19 (appended to the report).

14 REPORT OF ESTATES COMMITTEE

14.1 RECEIVED and NOTED: BT/17-18/053

15 REPORT OF HR COMMITTEE

15.1 RECEIVED and NOTED: BT/17-18/053

16 EQUALITY, DIVERSITY AND INCLUSION

16.1 The Chair reflected that the Board had considered implications linked to equality, diversity and inclusion when conducting its business, making decisions and agreeing actions, in particular in the discussion of items 6, Chair's report; 7, Vice-Chancellor's report; and 8, Financial matters. The Board considered that it had paid due regard to the need to eliminate discrimination, harassment and victimization; advance equality of opportunity; and foster good relations in its discussions and decision making.

17 ANY OTHER BUSINESS

17.1 The Chair reflected on the Board's discussions of and engagement with challenging topics over recent meetings and thanked all present both for their contributions and hard work..

17.2 The Chair further expressed his thanks and appreciation, on behalf of the Board, to the University's senior management team and all University staff for their continued hard work in the current challenging environment – this was a credit to staff's commitment, hard work and professionalism. The ongoing efforts to deliver the University's ambitious strategy warranted the Board's support and appreciation.

17.3 There being no other business, the Chair thanked all for their attendance and contributions, and brought the meeting to a close.

18 DATE OF NEXT MEETING

- 18.1 The date of the next meeting was confirmed as 25 May 2018, 9:00 to 17:00, Wills Hall Conference Centre, Bristol.