



MINUTES OF COUNCIL

FRIDAY 2 OCTOBER 2015

Present: Ms T Beech Professor H Brady Mr D Burn (Chair), Professor N Canagarajah, Mr A Garrad, Mr C Green, Dr M Hamlin, Mr P Hand, Ms S Harris, Ms L Ho, Dame D Holt, Sir R Kerr Dr S-A Kitts, Professor N Lieven, Mr Robert Massie, , Professor S Mann, Mr B Morton, Professor G Orpen, Ms C Peck, Mr T Phipps, Mr A Poolman, Mr B Ray, Mr M Saddiq, Ms V Stace, Ms A Stephenson, Mr J Wetz.

In attendance: Dr Helen Galbraith, Ms R Geller, Ms K Gullon (Clerk), Mr A Nield, Ms L Robinson

Apologies: Mr R Cowap, Professor N Lieven, Professor J Squires, Dr J Manley

1. Welcome and announcements

- 1.1 The Chair welcomed members of Council to the meeting.
- 1.2 The Chair reminded members of Council that a number of new members had joined Council since its last meeting:
 - Julie Goldstein, lay member of Council appointed by Convocation
 - Tilly Beech, professional services staff member of Council
 - Robert Massie, professional services staff member of Council
 - Hugh Brady, Vice Chancellor and *ex officio* member of Council
 - Bridget Lumb, academic member of Council.
- 1.3 The Chair welcomed the new members of Council, and noted that each had received an induction earlier that week. The new members of Council had been given the opportunity to request a more experienced member of Council to act as a 'buddy', and any members of Council who were interested in acting as a buddy were asked to contact the Clerk to Council.

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.
- 3.4 The members of Council who were also members of the Society of Merchant Venturers (SMV) declared an ongoing interest in discussions between the University and SMV.

3.5 As for previous meetings, the Deputy Vice-Chancellor disclosed an interest in discussions regarding the student residences 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 UHB's decision-making regarding this matter.

4. Minutes of meetings on 3 July 2015

4.1 CONFIRMED.

5. Matters arising and actions

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

6. Chair's report

6.1 RECEIVED and NOTED (reference **CN/15-16/001**).

6.2 The Chair thanked the outgoing members of Council, and reflected on their contribution to Council and to the University.

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.

6.4 Members of Council were reminded that Dr Moira Hamlin had recently been elected as Vice-Chair of Council. Dr Hamlin would succeed Mr Bob Morton as Vice-Chair, with effect from 1 January 2016.

6.5 The Treasurer left the room in order for Council to consider the reappointment of the Treasurer. Council unanimously APPROVED unanimously Mr Andrew Poolman as Treasurer for a further term of one year, from 1 January 2016 until 31 December 2015.

6.6 After careful consideration, Council NOMINATED Roger Holmes as Pro Chancellor, for a further term of two years, from 1 January 2015. The reappointment would next be considered by Court.

7. Reappointment of the Chair of Council

7.1 RECEIVED and NOTED (reference **CN/15-16/002**). The Chair left the room in order to consider the reappointment of the Chair. The Vice-Chair spoke warmly in favour of the reappointment of Mr Denis Burn. Council unanimously APPROVED the reappointment of Mr Denis Burn as Chair of Council for a further term of three years, from 1 January 2016.

8. Vice-Chancellor's report

8.1 RECEIVED and NOTED (reference **CN/15-16/003**).

8.2 The Vice-Chancellor introduced this report. The format of the report had been altered from that of previous meetings, to reflect feedback from the Vice-Chancellor and members of Council. Members of Council were requested to provide feedback on the new style of report to the Clerk to Council.

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

- Subsequent to the circulation of papers, the Times Higher Education World University Rankings had been announced. The University had climbed from 74th place to 69th, and remained 9th in the UK for the fifth consecutive year.
- The external environment within which the University operated was subject to an enormous amount of uncertainty and change. The Government's Comprehensive Spending Review would shortly be published, Soon there would be a Green paper on the proposed Teaching Excellence Framework (TEF), as well as clarity as to the future of HEFCE. It was also hoped that the Government's policy on student immigration would still become more clear in due course, though it was expected that in future there may be a link between universities' ability to recruit international students and its compliance with the Government's regulatory and visa requirements.

8.4 In response to questions from members of Council, it was reported that there was still no detail available as to the detail of TEF. It may be designed as a quality benchmark of teaching (above which benchmark, institutions might be able to increase tuition fees in line with inflation). It would be important to ensure that the University was in the best possible position when TEF was launched.

Admissions and Student Registration

8.5 It was reported that a shortfall in student residential spaces had been avoided this academic year, due to measures taken (1) in respect of student number planning and (2) obtaining additional bed spaces.

8.6 The Registrar reflected on issues that had arisen over the summer regarding telephone enquiries made to the University about admissions decisions. It was noted that the volume of calls received had been extremely high. Valuable lessons had been learned from the summer admissions period, and the University was considering alternative models for the equivalent period in 2016.

8.7 Council noted the success of Welcome Week events across the University and Bristol SU. New appointments during the summer of 2015, including several new wardens, and the Director of Student Residential Life, had been mandated to enhance the student experience in the University's residences and provide a link with Bristol SU. There had been a very positive response to the induction provided to new students at the residences, which had included workshops on sexual consent.

SLSP

8.8 The Deputy Registrar advised Council of the current status of the procurement process. **[REDACTED: likely to prejudice commercial interests]**

Senior management recruitment

8.10 The Vice-Chancellor reflected on the rationale for the creation of the role of Pro Vice-Chancellor (Health). An appointments committee, including members of Council, had considered a number of candidates for the role and had recommended the appointment of Professor John Iredale as both Pro Vice-Chancellor (Health) and as a Professor of the University. Professor Iredale was currently Professor of Medical Science, Head of the School of Medicine and Vice-Principal (Health Services) at the University of Edinburgh. The appointment of Professor Iredale had been recommended by Senate, as required under the University's constitution, under Chair's powers.

8.11 Council unanimously APPROVED the appointment of Professor John Iredale as Pro Vice-Chancellor (Health) and as Professor of the University of Bristol.

- 8.12 The recent interviews for Finance Director had concluded and a suitable candidate had not been identified. The Registrar advised that the process would continue and Council would receive further updates in due course.
- 8.13 Professor Paddy Ireland had been appointed as Dean of the Faculty of Social Sciences and Law, replacing Professor Wendy Lerner.
- 8.14 Members of Council raised concerns regarding gender diversity amongst the senior management appointments, noting in particular that soon all Deans would be men. The Vice-Chancellor advised that the search firms for the recent senior management appointments had been provided with a clear brief regarding equality and diversity. The Deputy Vice-Chancellor further advised that the University Planning and Resources Committee (UPARC) would be considering issues of equality and diversity at its next meeting, and it was hoped that a report would be submitted to Council later this academic year.

9. Financial Matters

Finance Update

- 9.1 RECEIVED and NOTED: (reference **CN/15-16/004**).
- 9.2 The Finance Director advised members of Council that:
- The financial results for 2014/15 would be formally reported to Finance Committee and Audit Committee shortly and then presented to Council for approval on 6 November. The provisional results showed a surplus of c£36m which was substantially above budget and higher than the forecast surplus previously presented to Council.
 - **[REDACTED: likely to prejudice commercial interests]**
 - Potential student intake numbers for 2015/16 were being closely monitored. It was expected that home undergraduate numbers would be broadly in line with target and overseas undergraduate numbers slightly below target. **[REDACTED: likely to prejudice commercial interests]**
 - **[REDACTED: likely to prejudice commercial interests]**
 - Longer-term funding prospects remained relatively uncertain. The next key event would be the publication of the Comprehensive spending review in November 2015. The HE sector expected funding reductions which could be both directly (by cuts to HEFCE grant funding) and potentially indirectly (by cuts to the Research Councils).

Student residences DBFO

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

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

Pensions

- 9.5 USS: The Finance Director reminded Council of the next steps for implementation of the changes to the Scheme. The Finance Director noted the actuarial deficit in the scheme at March 2014 of £5.3bn and the FRS17 deficit at March 2015 of £18.6bn. Council was reminded that the University represented approximately 2% of the Scheme.
- 9.6 UBPAS: **[REDACTED: likely to prejudice commercial interests]**

ERP

9.7 **[REDACTED: likely to prejudice commercial interests]**

10. **MAGG Report**

10.1 RECEIVED: (reference **CN/15-16/005**).

10.2 The Registrar advised members of Council that discussions with the SMV were progressing well and it was hoped that the memorandum of understanding between the SMV and the University would shortly be signed by the respective institutions.

10.3 The Chair advised members of Council that, subsequent to the circulation of the Council papers, the Nominations Committee of Court had met and agreed to nominate the following lay members of Council to Court for reappointment:

- Ms Anne Stephenson (for a further two years)
- Mr James Wetz (for a further two years)
- Mr Roy Coway (for a further term of three years)
- Sir Ron Kerr (for a further term of three years)

Court would be asked to approve the reappointments at its 2015 annual meeting.

Proposals to be submitted to Court in 2015

10.4 The Chair outlined the views of MAGG regarding the proposed compromise joint Nominations Committee of Court and Council. On balance, MAGG had considered that a joint committee was not appropriate at this point in time. It might be more appropriate to take discussions regarding the Nominations Committee of Court forward at a time when a more holistic review of Court was possible. On a show of hands, Council AGREED not to take forward to Court in 2015 any modifications to the current Nominations Committee of Court.

10.5 Council considered whether it would be appropriate to seek the consent of Court to remove the Nominations Committee of Court's power to nominate members of the Audit Committee. The Audit Committee had taken a slightly different view to that of MAGG on this point, and were in favour of presenting this issue to Court again in 2015. The Chair noted that it would be possible to present the question to Court in a way that took appropriate account of the sentiments expressed at Court in 2015, which may make the matter less divisive. Council therefore AGREED to take this matter forward to Court in 2015.

Nominated Trustee of Bristol Students' Union (Bristol SU)

10.6 Council considered the proposal put forward by Bristol SU, and supported by MAGG, that Bristol SU be permitted to choose from a selection of candidates put forward by Council, rather than Council having the power to directly appoint a Trustee (the Nominated Trustee) to its board. Council AGREED, in principle, that this should be permitted, with the following modifications to the proposals put forward by Bristol SU:

- Council should be permitted to put forward a minimum of two candidates, rather than three as suggested by Bristol SU.
- Bristol SU should be obliged to accept one of the candidates put forward by Council, and not be permitted to request further candidates.
- The suggested requirement that candidates should have relevant experience of Higher Education was too vague to implement. Instead, Bristol SU should identify and articulate the skills it preferred at the point of Council's nomination. Council should consider such requests, but need not be bound by them.

10.6 Council DELEGATED AUTHORITY to MAGG to put forward the candidates. The changes to the Articles of Association of Bristol SU and to Ordinance 24, required to give effect to the change, would be presented for approval at the next meeting of Council.

Statement of Primary Responsibilities

10.7 Council APPROVED the updated Statement of Primary Responsibilities, as set out in the written report.

Chancellor appointment

10.8 The Chair outlined discussions on this topic by MAGG and the Nominations Committee of Court. The Nominations Committee of Court had suggested some changes to the proposed composition of the Chancellor nominations panel as set out in the paper, including the inclusion of an extra student member. However, the Chair felt that the appropriate level of engagement could be achieved by way of consultation. Council was in agreement

10.9 Council APPROVED the composition of a nominations panel as follows:

- Chair of Council (Chair)
- Vice-Chancellor
- Registrar
- Chair of Convocation
- Lay member of Council
- Academic member of Council
- Academic appointed by Senate
- Student member of Council
- Member of the Nominations Committee of Court

10.10 Council DELEGATED AUTHORITY to the nominations panel to consider candidates for the next Chancellor on its behalf, including authority to agree the process and timeline for the appointment and authority to agree the role description and characteristics that were required of the successful candidate.

11. Audit Committee

11.1 RECEIVED and NOTED: (reference CN/15-16/006).

11.2 The Chair of the Audit Committee advised Council of changes made to the way in which Audit Committee considered risk. This was in response to the recommendations of the Council Effectiveness Review.

12. Amendments to the University Charter

12.1 RECEIVED (reference CN/15-16/007).

12.2 APPROVED BY SPECIAL RESOLUTION the amendments to the Charter as set out in the written report.

13. Amendments to Statutes and Ordinances regarding the change of name of Council

13.1 RECEIVED: (reference CN/15-16/008)

13.2 After careful consideration, Council:

- APPROVED, BY SPECIAL RESOLUTION, the change of name of the University's governing body from "Council" to "the Board of Trustees" and all amendments to the University's Statutes and Ordinances (save for Statutes 15 and 25 and

Ordinances 5 and 24) required to give effect to this change, with effect from the Effective Date.

- APPROVED, BY SPECIAL RESOLUTION, the change of name of the “members of Council” to the “Trustees” and all amendments to the University’s Statutes and Ordinances (save for Statutes 15 and 25 and Ordinances 5 and 24) required to give effect to this change with effect from the Effective Date.
- APPROVED, BY SPECIAL RESOLUTION, the amendments to Ordinance 24 set out in the written report with effect from the Effective Date.
- APPROVED the amendment of the University’s rules, regulations, policies, procedures and other documents to reflect the above changes in terminology with effect from the Effective Date.
- AGREED that, from the Effective Date, all references to “Council” shall be construed as references to “the Board of Trustees” in the University’s rules, regulations, policies, procedures and other documents.
- AGREED that the Effective Date shall be 1 January 2016, subject to the approval of the Privy Council, or, if later, the date on which the approval of the Privy Council is confirmed.

14. Amendments to Statutes and 15 and 25 and to Ordinance 5 (regarding the changes to the composition of Council)

14.1 RECEIVED: (reference. **CN/15-16/009**)

14.2 APPROVED BY SPECIAL RESOLUTION the amendments to Statutes 15 and 25 and to Ordinance 5 as set out in the written report.

15. Standing items

Equality and diversity implications

Council noted discussions regarding equality and diversity in Senior Management recruitment. Council encouraged the continual consideration of equality and diversity throughout the development of the University’s Strategy.

Communication and consultation

It was noted that the appointment of the Pro Vice-Chancellor (Health) remained strictly confidential until its terms had been negotiated and the appointment made public.

Date of next meeting

The next meeting of Council would be held on Friday 6 November 2015.