



MINUTES OF THE BOARD OF TRUSTEES

FRIDAY 1 JULY 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 G Banting, Professor N Canagarajah, Dr H Galbraith, Mr K Feeney (for item 7), Ms R Geller, Mr A Grice, Ms K Gullon (Clerk), Professor J Iredale, Mr R Kerse, Professor N Lieven, Dr E Lithander, Mr A Nield, Ms L Robinson, Professor J Squires.

1. Welcome and announcements

1.1 The Chair welcomed members of the Board of Trustees to the meeting, noting that it represented the final Board meeting of the year and the conclusion of a good deal of hard work. The Board was thanked for its continued engagement with the new University Strategy, and for its ongoing support of the University.

1.2 The Board welcomed Mr Jamie Cross and Ms Laura Ho to the meeting, noting that they had recently been appointed to the Board under the revised Ordinance 5. The Board was reminded that (due to timings) the appointments had been approved by the Board, unanimously, electronically in advance of the meeting.

1.3 The Board also welcomed Robert Kerse, incoming Chief Financial Officer, who was attending the meeting as an observer. Mr Kerse would commence as Chief Financial Officer in August, and was congratulated on his appointment.

1.4 The Board thanked Mr Andy Nield for his continued service as Financial Adviser in recent months, noting that this would be his final meeting of the Board in that capacity. Mr Nield had been an invaluable source of support to the Board, over many years, and the Board wished him well in his future endeavours.

1.5 Finally, the Board noted that Dr Helen Galbraith would shortly be stepping down as Director of Planning. The Board warmly thanked Dr Galbraith for her work in supporting the Board and the University as a whole, noting that she had been an exemplary Director of Planning and integral to the development of the University Strategy.

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 As for previous meetings of the Board of Trustees, staff members disclosed their ongoing interest in matters related to the Universities Superannuation Scheme (USS) and the Bristol Pensions and Assurance Scheme (JBPAS), as members of the schemes as appropriate.

3.4 Professor Lumb disclosed her interest in the Student Appeal report (reference **CN/15-16/095**), as a member of the Panel that had considered the Appeal.

3.5 Members of the Board were reminded of the strictly confidential nature of a number of the matters and reports to be discussed at the meeting, which should therefore not be discussed outside of the meeting.

4. Minutes of meetings on 27 May 2016

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/15-16/080**).

6.2 The Chair reminded the Board of previous discussions regarding the future role and purpose of Court, and of recent consultation that had been conducted on this issue. Although various options had been considered and consulted upon, it was the Chair's (and others') opinion was that there was no current appetite for taking a significant proposal for change to Court in 2016. Members of the Board endorsed the direction of travel as proposed.

6.3 Members of the Board of Trustees were reminded that an extraordinary meeting of Court had been convened for the purposes of appointing the University's next Chancellor and would take place on 9 July at 5pm. Members of the Board were *ex officio* members of Court, and were encouraged to attend if possible.

6.4 Finally, members of the Board were reminded that they were warmly invited to attend University Graduation Ceremonies. The schedule for July ceremonies would be re-circulated shortly.

7. Vice-Chancellor's report

7.1 RECEIVED and NOTED (reference **CN/15-16/081**).

7.2 The Vice-Chancellor reflected on the outcome of the recent referendum on UK membership of the European Union (popularly known as "Brexit").

7.3 The University had been considering/stress-testing the Strategy in the light of the news, and felt that the focus on student experience as well as innovation was something that would stand the University in good stead in its future endeavours.

7.4 The Board noted the emotive and divisive nature of this issue. Whilst all votes and opinions of the University's staff and students would be respected, and the University was committed to ensuring that respect, the general mood across the University was sombre. This was compounded by some anecdotal reports of academic staff being 'frozen out' of international consortia or applications (reports of which the University would be monitoring closely) and the political vacuum that had arisen in the immediate wake of the referendum.

- 7.5 The Board noted that the University was seeking to assuage the concerns of its staff and students in a number of ways. These included:
- Emails to staff and students
 - ‘Town hall’ –style meetings, one of which had been recorded and uploaded to the University’s website for those who had been unable to attend in person.
 - A follow-up email to all staff, asking them to reassure international staff and students of the regard in which the University held them.
 - A ‘one-stop shop’, with answers to frequently asked questions, was being established for staff and students.
 - Meetings with international staff and students, to ask them what support they would find useful from the University.
- 7.6 The Vice-Chancellor reported on engagement by the Russell Group and Universities UK with the Department for Business Innovation and Skills, as well as the Minister of State for Universities and Science. Some assurances had already been obtained, but there was much yet to be decided. In the meantime, the University would need to continue to be collegial and calm, and to continue to reassure staff and students that they were still welcome (at Bristol and in the UK as a whole).
- 7.7 The Vice-Chancellor reflected on the recent announcement by the Minister of State for Universities and Science regarding the rate of inflation applying to maximum fees for institutions and the implication for the tuition fees charged by the University.
- 7.8 The Board receive legally privileged advice and information, and engaged in a legally privileged discussion.
- 7.9 ***[REDACTED: likely to prejudice commercial interests]***
- 7.10 ***[REDACTED: likely to prejudice commercial interests]***
- 7.11 ***[REDACTED: likely to prejudice commercial interests]***

8. Strategy

Plans for implementation

- 8.2 RECEIVED and NOTED: presentation (on file).
- 8.2 The Pro Vice-Chancellor (Strategy) presented to the Board regarding the implementation of the Strategy, with a particular emphasis on the impact of Brexit and the current political instability being experienced in the UK. The Board was reminded of the overall approach to Strategy implementation, and in particular the governance structures that would perform key co-ordinating and oversight roles (most notably the Strategic Implementation Board (SIB)). The Board also reflected on the current challenges and issues facing implementation.
- 8.3 With respect to Strategic Performance Indicators (SPIs) and targets, the Board reflected on the importance of ensuring that these were discussed and ‘owned’ by the academic community (in particular Heads of School). Although it had previously been hoped that SPIs would be presented to the Board in July, the University would be conducting an appropriate consultative/engagement exercise over the summer, with a view to bringing more fully-developed SPIs to the Board for consideration in the autumn.

- 8.4 Members of the Board provided the following observations:
- Engagement with Schools was to be congratulated, and perceived to be very much necessary in the success of the Strategy delivery.
 - The importance of recognising the contribution of Professional Service staff should be borne in mind, as should their nomenclature (the term 'non-academic staff', for example, should be avoided as it rather negated their impact).
 - The University should continue to seek to articulate what education in a research-rich environment meant.
 - The impact of Brexit would take many months (if not years) to be fully realised, and was likely to affect every strata of student.
 - The Board would welcome clarity as to the consequences, if any, of not meeting the targets and SPIs that were set by the University.

Approval of additional budget

- 8.5 RECEIVED and NOTED: (reference **CN/15-16/082**).

8.6 The Board was reminded that, at its previous meeting, it had approved a provisional budget and financial plans against which the Strategic budget could be overlaid. The Financial Adviser highlighted to the Board the modelling that had been conducted to date (including revisions made in light of the forthcoming Teaching Excellence Framework and its link to tuition fees), and advised of the process by which the budget for Strategic initiatives had been agreed internally.

8.7 The Chair of the Finance Committee and the Treasurer commended the budget and financial plans to the Board, and noted positive discussions that had been held to date. The Treasurer noted the importance of accurate forecasts in longer-term planning, and noted that it was possible to be too cautious. That said, the level of caution expressed in the budget and financial plans was felt to be appropriate at this point in the University's strategic journey.

8.8 The Board APPROVED the revised budget and financial plans 2016/17 to 2018/19, as set out in the report.

9. Financial Matters

9.1 RECEIVED and NOTED (reference **CN/15-16/083**).

9.2 The Board recorded its thanks to Mr Andrew Grice, interim Finance Director, who would be stepping down from that role shortly.

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

9.4 The Board noted the various updates contained within the written report, particularly in respect of the Universities Superannuation Scheme (USS), the University of Bristol Pensions and Assurance Scheme (UBPAS), Research Councils UK (RCUK) and the National Composite Centre (NCC).

9.5 The Pro Vice-Chancellor (Research) reported on progress being made in respect of 'Bristol is Open', noting the importance of this project and the University's investment in it.

ERP

9.6 The Interim Finance Director reported that, subsequent to the publication of the Board's papers, the University had now received an interim report from PricewaterhouseCoopers (PwC) in respect of its 'gateway' review of the Enterprise

Resource Planning (ERP) project. **[REDACTED: likely to prejudice commercial interests]**

- 9.7 The Registrar reflected on the implications of the report, and lessons that had been learned throughout the process. The final report by PwC would be concluded at the end of the current round of integrated systems testing (IST3), and the Board would receive further updates in due course.
- 9.8 In response to concerns raised by the Board, it was clarified that the interim report had been received only very recently, and would be shared with the Chair of the IT Committee and others as appropriate.
- 9.9 **[REDACTED: likely to prejudice commercial interests]**
- HEFCE Financial Forecasts*
- 9.10 RECEIVED and NOTED (reference **CN/15-16/084**)
- 9.11 The Financial Adviser reflected on the rationale for this documentation, and noted discussions at Finance Committee. The Board requested that, in future, such documentation take care to explain abbreviations and acronyms fully.
- 9.12 The Board APPROVED the financial forecasts (subject to final checks and amendments) for submission to HEFCE.
- 10. Biennial Presentation: Faculty of Biomedical Sciences**
10. RECEIVED and NOTED (reference **CN/15-16/085**).
- 10.2 The Chair advised the Board that these presentations would be 'paused' in 2016/17, pending a holistic review of the University's governance structures and processes. The Dean of the Faculty of Biomedical Sciences, Professor George Banting, was welcomed to the meeting.
- 10.3 The Dean of the Faculty of Biomedical Sciences presented to the Board. The presentation highlighted the following:
- The structure and financial performance of the Faculty.
 - Technical requirements and complexities of the Faculty, which were essential for its research (and teaching).
 - An increasing trend of matched funding requirements for capital and kit being imposed by external funders
 - The Faculty's cutting-edge facilities, such as the Wolfson Bio-Imaging Facility. The Faculty took care to capitalise on its unique position in this regard.
 - Key challenges facing the Faculty, such as space and financial constraints (noting in particular challenges in respect of refurbishment costs).
 - Key successes by the Faculty's staff and students. In particular, the Board noted the award of Honorary Membership of the Royal Society to Professor Bridget Lumb, and congratulated her on that distinction.
 - Future activities and initiatives for the Faculty, noting in particular how the Faculty was aligned with Strategic initiatives such as *Bristol Futures* and the expansion of PGT programmes.
- 10.4 The Dean was thanked for his eloquent and interesting presentation, and the Faculty congratulated on its considerable achievements. Members of the Board raised the following questions and observations:

- The high cost of lab-based subjects was noted, though the Faculty was mindful of this and mindful of ways in which this could be managed/mitigated (for example, by providing 'dry' projects to students).
- Concerns were expressed regarding NSS scores, noting a downwards trend (and particularly when considered against national benchmarks) in student satisfaction. It was confirmed that this had been explored, and could be attributed to very specific issues affecting students, and had now (hopefully) been addressed. The Board reflected on the impact that specific/small issues had on the overall student experience and NSS scores.
- The Board and the Dean reflected on changes to inter-Faculty dynamics caused by the Faculty restructure which took place last year. It was felt that Schools were now more closely aligned, and Heads of Schools had worked closely with the Deans to achieve a sense of greater collegiality across the Faculty as a whole.
- References to *Bristol Futures* were very much welcomed, and the Board was encouraged to see the Faculty and its Schools so aligned to the University's central Strategic initiatives.

11. Remuneration Committee

11.1 RECEIVED and NOTED: (reference **CN/15-16/086**). In accordance with good governance practice, only full and non-executive members of the Board (with the exception of the Clerk) were present for discussion of executive remuneration.

11.2 The Chair of the Board and the Chair of the Remuneration Committee reflected that the report of the Remuneration Committee was, in line with guidance issued by the Committee of University Chairs (the CUC), far more detailed than it had been in previous years.

11.4 Members of the Board welcomed the more detailed report, and approved of the level of transparency that was suggested as a result, but would welcome more benchmarking information (where its provision was possible) in future years' reports. The Chair of the Remuneration Committee confirmed that benchmarking information was considered by the Committee in its decision-making, and hoped that it would be possible to summarise this in future for the benefit of Board as a whole. Members reflected that it was sometimes difficult to distinguish between 'equivalent' roles that in practice were actually very different at different institutions.

11.5 The remaining members of the Board and non-members of the Board returned to the room. The Board considered the broader issues outlined in the report of the Remuneration Committee; in particular pay equality. The Board noted the importance of being explicit about what a 'pay gap' meant – that is, that it related to average pay rather than individuals' pay. The Board also noted the impact of the increasing number of women promoted to professorial level on the professorial 'pay gap' (ie, the average pay for women professors).

12. HR Committee

12.1 RECEIVED and NOTED: (reference **CN/15-16/087**).

13. Finance Committee

13.1 RECEIVED and NOTED: (reference **CN/15-16/088**).

14. Estates Committee

14.1 RECEIVED and NOTED: (reference **CN/15-16/089**).

15. Student Affairs Committee

15.1 RECEIVED and NOTED: (reference **CN/15-16/090**).

15.2 In particular, the Board noted the annual report of Student Complaints and Appeals that was appended to the Committee's report. The Board requested that the next year's report include an update on how recommendations of this report were being implemented.

15.3 The Pro Vice-Chancellor (Education) reflected that this was an area of activity that had drawn specific commendation in the recent Higher Education Review performed by the Quality Assurance Agency. The University's Education Committee tracked the recommendations of this report throughout the year, but the University would seek to summarise this next year in the report itself.

16. MAGG

16.1 RECEIVED and NOTED: (reference **CN/15-16/091**).

16.2 The Chair reflected on his practice of holding informal meetings with staff and student members of the Board, which was felt to be appropriate and should continue. In addition, the non-executive members of the Board of Trustees would have the opportunity to meet together once a year as part of the Board's July meeting.

16.3 The Chair reflected on discussions regarding Recommendation 20 of the 2014 Council Effectiveness Review (Board members' engagement with University life). These were being considered, and suggestions would be produced more formally for consideration by the Board as a whole in due course.

16.4 The Board APPROVED the future composition and membership of MAGG as set out in the written report.

17. Report of Senate meeting 13 June 2016

17.1 RECEIVED and NOTED: (reference **CN/15-16/092**).

17.2 The Board ENDORSED the proposal not to initiate any new appointment processes under the existing Ordinances 10, 11 or 12, and instead to suspend those Ordinances pending introduction of new arrangements in autumn 2016. The Board noted that the practical aspects of the proposal needed to be worked through, therefore appropriate consultation over the summer was agreed to be sensible.

18. Annual Report: Faculty of Health Sciences

18.1 RECEIVED and NOTED: (reference **CN/15-16/093**).

19. Freedom of Speech

19.1 RECEIVED and NOTED: (reference **CN/15-16/094**).

19.2 The Board considered the Freedom of Speech statement and external speakers procedure, which together replaced the University's current Freedom of Speech Code of Practice.

19.3 The Deputy Registrar reflected on the Board's obligations with respect to Freedom of Speech under the Education Act. The Freedom of Speech Code of Practice had been considered by Senate at two separate meetings, and broadly supported. The Freedom of Speech Code of Practice had been submitted in draft form to HEFCE, and the University expected HEFCE to respond positively to the University's approach.

19.4 The Board noted that the Freedom of Speech Code of Practice would be subject to receive minor amendments to take into account feedback from student representatives and from the Prevent action group. Subject to those amendments, the Board APPROVED the Freedom of Speech Statement and External Speakers Procedure.

20. Student Appeal Report – Reserved Business

20.1 RECEIVED and NOTED: (reference **CN/15-16/095**).

20.2 The Board considered whether there were any lessons to be learned by the details of the case, but concluded that the set of facts were specific to the particular case.

20.3 The Board APPROVED the decision of the appeal panel as set out in the report.

21. Amendments to Ordinance 19

21.1 RECEIVED and NOTED: (reference **CN/15-16/096**).

21.2 The Board APPROVED, BY SPECIAL RESOLUTION, the proposed amendments to Ordinance 19.

22. AOB

23. Standing items

Equality and diversity implications

The Board considered that the matters submitted to it had received due consideration in respect of matters of equality and diversity. Further, the Board had taken account of matters of equality and diversity in its own decision-making.

Communication and consultation

The Board was reminded of the strict confidentiality of certain issues that it had discussed at the meeting. If members of the Board had questions regarding whether business might be discussed outside the meeting, they should contact the Clerk.

Date of next meeting

The next meeting of the Board of Trustees would be held on Friday 7 October 2016.