



MINUTES OF COUNCIL

FRIDAY 6 NOVEMBER 2015

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

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

Apologies: Mr A Garrad, Sir R Kerr, Ms L Ho, Professor J Squires.

1. Welcome and announcements

1.1 The Chair welcomed members of Council to the meeting.

1.2 The Chair reminded Council that the following individuals would cease to be members of Council at the end of the year:

- Mr Bob Morton
- Mr Colin Green
- Ms Cindy Peck
- Mr Tom Phipps
- Dr Andrew Garrad
- Professor Nick Lieven
- Professor Judith Squires.

1.3 The Chair warmly thanked all of the outgoing members for their contributions to Council 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 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. Members of the University of Bristol Pension and Assurance Scheme (UBPAS) disclosed their ongoing interest in relation to that scheme.

4. Minutes of meetings on 2 October 2015

4.1 CONFIRMED subject to noting the attendance of Ms Julie Goldstein.

5. Matters arising and actions

5.1 There were no outstanding matters on which to report.

6. Chair's report

6.1 RECEIVED and NOTED (reference **CN/15-16/010**).

6.2 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.

6.3 Council APPROVED the reappointment of Vikki Stace to the Nominations Committee of Court, for a further term of three years from 1 January 2016.

6.4 The Chair reminded Council that there would soon be a vacancy on the Nominations Committee of Court (when Andrew Garrad ceases to be a member of Council). The Chair invited members of Council who were interested in joining the Committee to write to the Clerk to Council.

6.5 In addition to the written report, the Chair updated Council of the discussions at that morning's meeting of the Chancellor Nominations Panel. The Panel had considered the person specification and role description for the next Chancellor, and agreed that a process of wide consultation should be conducted in order to obtain suggestions for the next Chancellor from the University's community.

7. Vice-Chancellor's report

7.1 RECEIVED and NOTED (reference **CN/15-16/011**).

7.2 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:

The Higher Education Green Paper

- The Higher Education Green Paper, *Fulfilling our Potential: Teaching Excellence, Social Mobility and Student Choice*, had now been published, and it had been circulated to Council members that morning. The Vice-Chancellor suggested that the title of the paper signalled the Government's intent. There was heavy emphasis on 'social mobility'.
- Implementation was expected to be in three main phases, which would allow time to develop a 'Teaching Excellence Framework' akin to the REF. The government had also signalled the roll-out of a GPA structure, in parallel with the traditional degree structure. This would give employers more granularity when selecting graduates, and was hoped to be more motivating for students.
- The Green Paper envisaged a number of structural changes, most notably the introduction of an 'Office for Students' (OfS), that would replace (or replace at least part of the functions of) the Office for Fair Access (OFFA) and the Higher Education Funding Council for England (HEFCE). Two key foci for the OfS had already been mooted: (1) encouraging the provision of data and other information to inform student choice, and (2) to introduce a simpler and more transparent process for the conferral of degree-awarding powers. The OfS was likely to be a subscription organisation.
- The Green Paper contained a commitment to review the Research Excellence Framework (with a view to reducing the burden upon institutions), but was careful

not to pre-empt the Nurse Review that was soon to be published. Although it was too early to comment on the outcome of that review, there appeared (from the Green Paper) to be an appetite to protect research, and funding for Science, Technology, Engineering and Mathematics (STEM) subjects in particular.

- Changes were mooted in respect of nursing education, which although would not directly affect the University perhaps signalled more general changes in medical education. There may be further opportunities for the University if the governmental cap on medical students was lifted (or even loosened).

Other sectoral developments

- The Vice-Chancellor reflected on the Home Secretary's views on (student) immigration, and in particular the events at the Russell Group dinner that she recently attended. The Russell Group had strongly emphasised that the message 'England is not open for business' was being capitalised upon by Anglophone competitors in the Higher Education sector.

Strategy Development

- 7.3 Members of Council were directed to the consultation paper that had recently been circulated to members of Council, staff and students. This had formed the basis of various consultation events, which were progressing positively. The first Faculty Assembly had been attended by 300 people.
- 7.4 The 'blue-sky thinking' exercise was going very well, particularly with academic members of staff. Social media was proving to be particularly effective, including the University's use of Yammer.

Admissions and Recruitment

- 7.5 The Registrar introduced the relevant section of the report, noting that that the overall picture had not changed significantly since publication of the Council papers. Where drops in applications had been noted, those were being interrogated. Early investigations suggested that the students applying to the University remained very high quality. Council observed that a general trend in increased applications to 'vocational' programmes might suggest that applicants were thinking far earlier in their careers about employability.
- 7.6 In response to questions by members of Council, the Deputy Vice-Chancellor and Deputy Registrar advised that the approach being taken to NSS action planning was different to that of previous: the Deputy Registrar was meeting with the leaders of low-performing programmes in order to establish, at a more granular level of detail, the actions to be undertaken (in respect of both academic and professional services issues).
- 7.7 Council reflected that some structural challenges existed that wouldn't be resolved 'overnight', and that those would be discussed in due course in the broader context of the Strategy development activities.

Colston Street Fire

- 7.8 The Deputy Registrar advised Council of the cause of the fire and paid tribute to colleagues who had worked to rehouse the students affected.
- 7.9 The University would reflect on lessons learned, and those would be considered by committees of Council as appropriate. In response to questions from Council members, it was noted that that activity would include consideration of student responses to the evacuation of the building. It was also noted that it would be important for the University to continue to support students affected by the fire beyond

its immediate aftermath, including through recovery of their possessions and their insurance claims.

- 7.10 In response to further questions, it was noted that the University was liaising closely with the local community to alleviate their concerns regarding the closure of Colston Street and the affect on local businesses.

Research and Enterprise

- 7.11 The Pro Vice-Chancellor (Research) reflected on the recent and forthcoming visits to the University, which were felt to be very encouraging.
- 7.12 The Vice-Chancellor advised Council that the University been awarded the Queen's Anniversary Prize for Higher Education – the highest accolade for any academic institution – in recognition of its world-leading research in volcanology. This information was embargoed until 19 November 2015, and should not be further communicated.

8. Brand Review

- 8.1 RECEIVED and NOTED: (reference **CN/15-16/012**)

- 8.2 The Registrar reminded Council of the background to the Brand Review work. The tender for the work had pre-supposed a number of audiences, but work to date had focused on prospective applicants and their influencers. In summary, the Brand Review had not presented any particular surprises, but would enable the University to better understand its competitors, its possible areas of weakness, and also what it was currently doing well.

- 8.3 The findings of the Brand Review were already influencing areas of activity, such as the University's prospectuses. In addition, a working group was identifying short-, medium- and longer- term actions.

- 8.4 The Director of Marketing and Communications and the Director of Student Recruitment, Access and Admissions presented to Council. **[REDACTED: likely to prejudice commercial interests]**

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

- 8.6 Council members had been provided with handouts containing additional data. Council members were encouraged to contact the Clerk to Council if they had any questions on that data, or required any further data/information.

- 8.7 In discussion, Council members highlighted the following:
- It would be important to drill down into the findings of the Brand Review and create an appropriate narrative. **[REDACTED: likely to prejudice commercial interests]**
 - **[REDACTED: likely to prejudice commercial interests]**
 - The University was to be congratulated in pursuing this work, and it would be important to ensure that actions identified were likewise assiduously pursued. **[REDACTED: likely to prejudice commercial interests]**
 - 'Distinctiveness' was necessarily hard to pinpoint, but thought to be essential.
 - It would be important to avoid 'paralysis by analysis', and to focus on key themes for the purposes of identifying actions.
 - **[REDACTED: likely to prejudice commercial interests]**

8.8 The Vice-Chancellor noted that the University could be encouraged by the frank discussion that had taken place, and that some of the key themes would be picked up in the Strategy development process.

9. Strategy Development

RECEIVED presentations on file.

9.1 The Vice-Chancellor presented and reflected on the initial themes that had been identified in the consultation thus far. It would be important for the University to engage proactively with issues or matters where the University was considered to be below the standards required, and it was acknowledged that although the University could build on its many successes, there were challenges ahead.

9.2 The Vice-Chancellor outlined the development of the consultation paper that had been circulated.

9.3 The following issues were highlighted as being of particular importance to the 'Bristol offering':

- A 'research intensive education' and being explicit about what this means, whilst ensuring an appropriate balance between teaching and research. The University's aspirations in teaching and education should match those in research, noting that the two should be mutually rewarding.
- Breadth of education and experience being as valuable and accessible as its depth.
- The University's activities taking place in one of the most creative and dynamic cities in the country.

9.4 The 'Bristol Futures' programme would be central to developing this distinctiveness.

9.5 Meeting the challenges facing the University might entail being more explicit in terms of need to find balance in terms of investment/disinvestment.

9.6 The Finance Director and the Deputy Vice-Chancellor presented to Council, and outlined the financial and other landscapes within which the University's new Strategy would operate. In particular, the presentation highlighted the following:

- Markets and competition in respect of both student recruitment and research.
- The estate and asset base of the University, including the key challenges for the University in both maintenance and growth scenarios.
- The key economic and political challenges ahead in each of the UK, Europe and international markets.
- Financial capacity/dynamics across the University, including the profile of activities and Schools/Faculties.
- An analysis of financial performance in 2013/14 in comparison to the University's peer group.
- A high level indicative modelling of various scenarios for the University. Council noted that a key way of testing the University's Strategy was its resilience in various scenarios. It was also noted that, in a worst case scenario, various of the scenarios might occur simultaneously and compound certain problems/issues.

9.7 Members of Council provided initial feedback on the work done to date and the emerging themes. Overall Council was very supportive, noting in particular:

- It was timely to consider how members of Council could help to convey the messages identified in the Strategy development process.
- Issues that had been discussed previously by Council were emerging through the Strategy process, but in new and comprehensive ways.

- Although prioritisation would be key to the delivery of the Strategy, there was a clear role for Council in providing a level of objectivity to that process.
- The development of a new Vision and Strategy presented a genuine opportunity to embed necessary change across the University as a whole.
- The University should be mindful of the speed of implementation of some of actions needed to address the emerging themes. If Council was supportive of the direction of travel, for example in respect of Bristol Futures, it need not be directive of the specifics of implementation. Likewise, Council noted that the timeframe for structural change envisaged in the HE Green Paper required the University to act quickly to ensure it was well positioned for those changes.
- The cultural dimension of these changes was sizeable. Council's role would be to judge the appetite for risk (including in relation to indebtedness).
- Council noted the implication of the University's physical footprint on the wider student experience, which extended beyond formal teaching and learning. Issues of space and location would be critical in achieving a number of the University's Strategic aims.

10. Financial Matters and Accountability Returns

- 10.1 Overview of financial results and the annual report and financial statements
RECEIVED and NOTED: (reference **CN/15-16/013** and reference **CN/15-16/014**).
- 10.2 The Finance Director presented to Council. The presentation highlighted the following:
- The process by which the annual report and financial statements had been considered. The Finance Director explained to Council that the suite of documents had been considered by Finance and Audit Committees, which recommended that Council approve the annual report and financial statements.
 - The financial performance of the University in 2014/15 had been very positive, with both operating surplus and cashflow generation being better than the budget for the year and also the 2013/14 results.
 - The Finance Director reflected on factors which had led to the positive financial results, noting in particular the University's claims for Research and Development Expenditure Credit.
 - **[REDACTED: likely to prejudice commercial interests]**
 - Council recognised that a review of the carrying values of certain fixed asset properties had been conducted, and adjustments made as a result.
 - Net debt as at 31 July 2015 was lower than in the previous year, reflecting very positive cashflow generation in the year relative to the level net capital investment in the year.
 - Council noted the FRSF17 deficit in respect of UBPAS, but also noted that the University's additional deficit reduction payment had now been formally agreed as an advance payment.
 - Council was reminded that this was the final year in which the University's 'share' of the USS funding deficit would not appear on its balance sheet, due to changes in accounting standards. Those figures were likely to be significant next year.
- 10.3 The Chair of the Finance Committee and the Chair of the Audit Committee commented that both committees had been supportive of both the review of the carrying values and the provision for foreign exchange movements. The Chair of the Audit Committee commended the Finance Director in securing such an outstanding result in a difficult financial climate whilst still adopting a prudent approach.
- 10.4 **[REDACTED: likely to prejudice commercial interests]**

10.5 The Treasurer reminded members of Council of their individual responsibilities with respect to this item, and encouraged fellow members of Council to assure themselves that they were happy to accept the annual report and financial statements.

10.6 After careful consideration, Council:

- ACCEPTED and APPROVED the annual report and financial statements
- ACCEPTED and APPROVED the letter of representation to the External Auditors
- AUTHORISED the Vice-Chancellor and the Chair of Council to sign the annual report on behalf of Council.

External Auditors Report

10.7 RECEIVED and NOTED: (reference **CN/15-16/015**).

Appointment of External Auditors

10.8 RECEIVED and NOTED: (reference **CN/15-16/016**)

10.9 Council APPROVED the reappointment of the external auditors, PricewaterhouseCoopers LLP (PwC) for a further year from 1 January 2016.

Audit Committee Annual Report

10.10 RECEIVED and NOTED: (reference **CN/15-16/017**)

10.11 Council APPROVED the annual report of the Audit Committee for 2014/15. Council commended the Audit Committee for its work.

Financial Forecasts for HEFCE

10.12 RECEIVED and NOTED: (reference **CN/15-16/018**).

10.13 The Finance Director advised Council of the regulatory regime to which the University was subject and the process by which the University compiled the forecasts for the purposes of submission to HEFCE.

10.14 Council APPROVED the financial forecasts, subject to final checks and to any comments from Finance Committee, for submission to HEFCE.

HEFCE Sustainability (ASSUR) return

10.15 RECEIVED and NOTED: (reference **CN/15-16/019**)

10.16 The Finance Director advised of changes likely in 2015/16, due to the changes to the treatment of EBITDA (earnings before interest, tax, depreciation and amortisation) in the new accounting standards for 2015/16.

10.17 Council APPROVED the ASSUR return for submission to HEFEC, subject to any comments from Finance Committee, and authorised the Chair of Council to sign it on behalf of Council.

HEFCE Annual Monitoring Statement and Annual Assurance Return

10.18 RECEIVED and NOTED: (reference **CN/15-16/020**).

10.19 Council DELEGATED TO THE CHAIR the authority to approve, on its behalf:

- The HEFCE Annual Monitoring Statement 2015
- The HEFCE Annual Assurance Return 2015.

Investment unit values

- 10.20 RECEIVED and NOTED: (reference **CN/15-16/021**).
- 10.21 The Finance Director advised Council of the process by which the schedule was produced.
- 10.22 Council APPROVED the schedule of investment unit values for the period 1 August 2014 to 1 August 2015, as set out in the report.

Bristol SU financial matters

- 10.23 RECEIVED and NOTED: (reference **CN/15-16/022**).
- 10.24 Council noted, in particular, the annual report and financial statements of the Students' Union. The Chair of the Student Affairs Committee noted that the Students' Union would be considering its financial strategy in due course.

8-10 Berkeley Square

- 10.25 RECEIVED and NOTED: (reference **CN/15-16/023**).
- 10.26 ***[REDACTED: likely to prejudice commercial interests]***
- 10.27 The Finance Director reminded Council that the University had planned for some time to refurbish 8-10 Berkeley Square to provide additional space to accommodate this growth. As much preliminary work as possible had been conducted to 'de-risk' the project.
- 10.28 Council was mindful of the need to dovetail growth with the ambitions expressed in the Strategy development process. Council noted that the quality of applicants and registered students in Law remained high.
- 10.29 After careful consideration, Council APPROVED the capital project to renovate 8-10 Berkeley Square ***[REDACTED: likely to prejudice commercial interests]***, subject to final sign off by Finance Committee on 25 November.

11. Estates Committee

- 11.1 RECEIVED: (reference **CN/15-16/024**).
- 11.2 The Chair of the Estates Committee reflected on discussions at the Committee regarding its future composition and membership (in light of the reduction in size of Council). It was felt to be important that the Committee, as a specialist advisory committee, needed to retain a sufficiently high level of expertise in order to provide appropriate advice.
- 11.2 Increasingly, members of the committee were meeting with relevant project teams at an earlier stage of project development, so that the Committee could provide input into development, rather than simply 'rubber stamping' fully-formed proposals. The Chair of the Estates Committee highlighted recent examples (for example, the Fry Building) of this advisory approach and the positive impact that had been achieved.
- 11.3 The Chair of the Estates Committee reflected on the numerous capital projects that had been undertaken in the previous years. Other business considered by the Committee in the previous year included Estates risks and SPIs, together with the outcomes of the Estates Divisional Review.
- 11.4 The Chair of Council reflected on the particular nature of the Estates Committee and thanked the Chair of the Estates Committee for his contributions to the Committee, to

Council and to the University. The Chair reminded Council that Mr Cowap would step down as Chair of the Estates Committee at the end of 2015, and thanked Mr Saddiq for acceding to the position of Chair of the Estates Committee.

12. MAGG

- 12.1 RECEIVED and NOTED: (reference **CN/15-16/025**).
- 12.2 The Chair reflected on recent discussions at MAGG, as set out in the report. In particular, the Chair reminded Council that a proposal to remove the power of the Nominations Committee of Court to nominate members of the Audit Committee would be submitted to the annual meeting of Court on 27 November 2015. Members of Council were encouraged to attend that meeting.
- 12.3 The Chair of Council advised Council of the direction of travel regarding the review of the composition of Council committee. In particular, it was noted that Vice-Chairs of committees need not be lay members of Council (though many of them would be).
- 12.4 Student members of Council queried the representation of students on committees of Council, noting that this had been considered by MAGG and not considered appropriate in some instances. The Chair advised that this might be revisited in due course, and if any members had particular views on committee membership they should write to the Clerk to Council.
- 12.5 Council DELEGATED AUTHORITY to MAGG to agree the final composition of Council committees with effect from 1 January 2016.
- 12.6 Council APPROVED the terms of reference of MAGG, as set out in the report..

13. Honorary Degrees Committee

- 13.1 RECEIVED and NOTED: (reference **CN/15-16/026**).
- 13.2 Council APPROVED the award of the Honorary Degrees, and agreed to RECOMMEND TO COURT the award of the Honorary Fellowship, each as set out in the paper.
- 13.3 Members of Council commented positively on the number of awards being suggested for women. The Chair of the Committee reflected on the shortlisting process, but noted that there may be scope to improve the diversity of the committee itself.

14. Student Affairs Committee

- 14.1 RECEIVED and NOTED: (reference **CN/15-16/027**)

15. HR Committee

- 15.1 RECEIVED and NOTED: (reference. **CN/15-16/028**). The Director of Health and Safety attended for the item.
- 15.2 Council APPROVED the Statement of Health and Safety Policy, as set out in the report. The Chair of the HR Committee reminded members of Council of their individual responsibilities in this regard and noted the statutory imperative for this document.
- 15.3 Members of Council suggested that, if practicable, members of staff and students could sign the Statement of Health and Safety Policy on commencement of their employment/studentship. It was noted that matters of Health and Safety were already

included in the 'My Review' process for staff and in students' e-induction in the University's residences.

- 15.4 In response to questions regarding the Students' Union, it was noted that this was a separate organisation to the University and so had its own legal responsibilities in respect of Health and Safety. That said, the University worked closely with the Students' Union to achieve good practice in this regard.

16. Finance Committee

- 16.1 RECEIVED and NOTED: (reference. **CN/15-16/029**).

17. IT Committee

- 17.1 RECEIVED and NOTED: (reference. **CN/15-16/030**).

18. Report of Senate Meeting 19 October 2015

- 18.1 RECEIVED and NOTED: (reference. **CN/15-16/031**).

- 18.2 The Vice-Chancellor reflected on the high level of discussion and engagement at the meeting in respect of the Strategy development, which was welcomed by Council.

- 18.3 Council APPROVED the new name of the School of Physiology, Pharmacology and Neuroscience - as requested by Senate.

19. Annual Report: Faculty of Arts

- 19.1 RECEIVED and NOTED: (reference. **CN/15-16/032**).

- 19.2 The Deputy Vice-Chancellor reflected on recent discussions regarding the Faculty's education and research structure and infrastructure, and commented on the review of Arts known as "Arts 2020". Resource was being allocated to this review, and colleagues across the University were being engaged. Although there was scope for improvement in some areas of the Faculty's activities, the University was heartened by the attitudes of the Faculty to this process.

- 19.3 On a related note, the Deputy Vice-Chancellor advised Council that a review of the Faculty of Social Sciences and Law (provisionally entitled "SSL 2030"), was being undertaken. It was much more developmental in nature. Council would receive updates on these reviews in due course, UPARC and Senate would also receive updates.

- 19.3 In response to queries about the process by which the University prioritised such reviews, the Deputy Vice-Chancellor explained the University's Academic Annual Review Process, and advised that the Strategy development process provided a helpful impetus for the University to move beyond 'business as usual'. It was considered important to ensure that such reviews were embedded within the culture and processes of the University.

20. Update: Prevent Duty

- 20.1 RECEIVED and NOTED: (reference. **CN/15-16/033**).

- 20.1 Council were advised that the Student Union had a policy of non-engagement with the compliance working group noted in the report. In response to questions from Council members, it was noted that language used by the University in respect of its Prevent activities mirrored the language used by HEFCE.

20.2 Council reflected on the differing approaches adopted by institutions, and of the differences in policing and other attitudes by region.

21. Amendments to Ordinance 24

21.1 RECEIVED and NOTED: (reference. **CN/15-16/034**).

21.2 The amendments, as set out in the report, were APPROVED BY SPECIAL RESOLUTION.

22. Amendments to Bristol SU Articles of Association

22.1 RECEIVED and NOTED: (reference. **CN/15-16/035**)

22.2 Council APPROVED the amendments as set out in the report.

23. Amendments to Ordinance 19

23.1 RECEIVED and NOTED: (reference. **CN/15-16/036**).

23.2 The amendments, as set out in the report, were APPROVED BY SPECIAL RESOLUTION.

24. Standing items

Equality and diversity implications

Council noted that there had been a number of discussions regarding equality and diversity at the meeting. In particular, it was likely that issues of equality and diversity would emerge from the proposals articulated in the HE Green Paper. Council also encouraged the continual consideration of equality and diversity throughout the development of the University's new Vision and Strategy.

Communication and consultation

It was noted that consultation regarding the University's Vision and Strategy was ongoing. Consultation regarding the appointment of the next Chancellor was welcomed. Finally, members of Council were reminded that the report of the Honorary Degrees Committee was to remain strictly confidential, as the individuals named within it were not yet aware that they had been nominated for their respective awards.

25. Any other business

The Chair noted that members of Council who stepped down in 2015 would be invited to the March Council dinner (17 March 2016), in order for Council to properly express its thanks for their service.

Ms Stephenson recorded her heartfelt thanks to Mr Morton, as outgoing Chair of the HR Committee, for his positive and enthusiastic contribution to the University and its governance. The Chair commented that Mr Morton had likewise been an invaluable colleague as Vice-Chair of Council. The Chair reflected that the same could be said of each of the outgoing members of Council, and Council recorded its thanks to all outgoing members for their service and friendship to the University.

Date of next meeting

The next meeting of Council would be held on Friday 22 January 2016.