



MINUTES OF THE BOARD OF TRUSTEES

FRIDAY 18 March 2016

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

In attendance: Professor N Canagarajah, Dr H Galbraith, Ms R Geller, Ms K Gullon (Clerk), Professor J Iredale, Professor N Lieven, Dr E Lithander, Mr A Nield, Ms L Robinson, Professor J Squires.

Apologies: Mr D Burn, Mr R Cowap, Mr J Wetz.

1. Welcome and announcements

1.1 The Chair welcomed members of the Board of Trustees to the meeting. In particular, the Chair advised the Board that Mr Denis Burn had been called away for personal reasons and so the meeting would be Chaired instead by Dr Moira Hamlin.

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 University of Bristol Pensions and Assurance Scheme (UBPAS), as members of the scheme.

3.3 Dame Denise Holt a disclosed potential conflict of interest regarding 'Prevent', having been initially involved in the drafting of certain of the relevant legislation. Dr Harris and Ms Ho disclosed a potential conflict of interest in respect of the same matter, noting that they had a democratic mandate to oppose Prevent, further to policy passed at the Student Union's annual members' meeting.

4. Minutes of meetings on 22 January 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/15-16/050**).

6.2 The Chair reminded the Board that the Chancellor Nomination Panel would meet just after the Board meeting. It was anticipated that the Panel would shortlist candidates, and agree how shortlisted candidates would be approached. The Board would continue to receive updates, in due course.

6.3 The Board of Trustees APPROVED the appointment of Dr Moira Hamlin to the Nominations Committee of Court.

7. Vice-Chancellor's report

7.1 RECEIVED and NOTED (reference **CN/15-16/051**).

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

- Consideration of the responses received in the consultation on the Government's HE Green Paper was ongoing. Given the responses to date, it was likely that the roll-out of the more sophisticated elements of the Teaching Excellence Framework (TEF) may yet take some time.
- Lord Stern's review of the Research Excellence Framework (REF) continued. The Russell Group continued to lobby for a more 'light touch' approach with a view to reducing the bureaucratic burden on institutions.
- The Vice-Chancellor reflected on the forthcoming referendum on the UK's membership of the European Union, noting the impact that a 'leave' vote would have upon initiatives such as Horizon 2020 and the ERASMUS scheme. It was noted that the student body had recently passed policy at the Bristol SU annual members' meeting to affirm the SU's support of the UK remaining an EU member state.
- Following the University's recent submission, the South West of England and South East of Wales had been chosen as one of the five regions to participate in the first Science and Innovation Audit. This was an excellent outcome for the University and its partners, and the Pro Vice-Chancellor (Research) was congratulated for his work in this matter.
- The University had undertaken its Higher Education Review (HER) by the Quality Assurance Agency (QAA). The draft report was awaited, but the QAA reviewers had provided some initial key messages, including areas of good practice and areas for improvement. The Board would receive an update in due course.
- In respect of the Chief Financial Officer recruitment, the University had engaged a different search firm and was hopeful that this would yield results. Other institutions, and indeed sectors, were also reporting difficulties in recruiting in the current market.

7.3 In response to questions from the Board:

- There was still no indication as to the index that would be used in the Teaching Excellence Framework (TEF), nor of the precise mechanics for how it would move forward. The University's modelling was therefore taking a range of scenarios into account.
- The Queen's speech was expected in mid-May, and would be likely to include an HE Bill. If so, it was hoped that this would flush out some of the key unknowns regarding TEF. It would be interesting to see which, if any, institutions resisted seeking to be admitted to higher tiers of the TEF in response to the corresponding bureaucratic burden.
- The analysis of the staff survey data was to be commended, particularly in light of the emphasis on people and ways of working in the emerging Strategy.

- The outcome of the employment tribunal result highlighted in the written report was felt to be a fair result and very beneficial to the University. The Secretary's Office, in particular, drew praise for their hard work in this matter. The Board also recorded its thanks to the Chair of the HR Committee for supporting the University throughout the process.

8. Financial Matters

RECEIVED and NOTED: (reference **CN/15-16/052**).

- 8.1 The Finance Director advised members of the Board of Trustees of:
- The University's financial performance for 2015/16 to date, noting in particular that the forecast surplus for the year, including capital grants, had increased compared to budget but that student fee income overall was forecast adverse to budget.
 - **[REDACTED: likely to prejudice commercial interests]**
- 8.2 The Board considered changes to various Treasury matters, noting that Finance Committee had considered the changes and recommended them to the Board for approval. **[REDACTED: likely to prejudice commercial interests]**
- 8.3 The Finance Director advised the Board of a confidential matter that was being pursued via the University's Fraud Policy. HEFCE had been notified of the matter and of the University's response. The University had begun a full investigation into the matter and had tightened internal controls. The Chair of the Audit Committee reflected on the need to check internal controls and advised that the University's internal auditors would be conducting a specific internal audit to reassess the University's key systems and processes.
- 8.4 **[REDACTED: likely to prejudice commercial interests]**
- 8.5 The original agreement underpinning the National Composite Centre was being reviewed and may require alteration. The Board would receive updates about any changes as appropriate, but it was expected that any such changes would be broadly cost neutral.

9. Engineering expansion and capital investment

RECEIVED and NOTED: (reference **CN/15-16/053**).

- 9.1 The Deputy Vice-Chancellor reminded the Board of the achievements of the Faculty of Engineering, and the physical constraints currently upon it. A summary of the capital project and an overview of the academic and financial case for the development had been provided to the Board. In particular, the Board noted the buoyancy of the student recruitment market for Engineering, the size of the Faculty compared to the University's competitors of similar size, and the importance of engineering in the region more generally. The Board was encouraged by the Faculty's plans to improve the recruitment of female and overseas staff and students
- 9.2 It was noted that the works, unfortunately, would result in some congestion on Woodland Road. This would be exacerbated by the works on the Fry Building taking place over largely the same period. The University would need to take care to mitigate these issues, both in terms of the student experience and the perceptions of the public.
- 9.3 The Chair of the Estates Committee commented on the timeliness of plans for growth, and the complexity of the project. The Bursar was commended, in particular, for

negotiating and structuring an arrangement that provided the University with the best possible value for money.

- 9.4 It was noted that Finance Committee had agreed the capital expenditure. The Board APPROVED the capital project to extend the Queens Building at an estimated cost of £13.8m, together with the appointment of Wilmott Dixon as the main contractor.

10. Biennial Presentation: Faculty of Science

- 10.1 Presentation (on file). RECEIVED and NOTED (reference **CN/15-16/054**).

- 10.2 The Chair welcomed the Dean of the Faculty of Science to the meeting. The Dean presented to the Board and highlighted the key issues facing the Faculty. The presentation particularly informed the Board of the following:

- The structure and organisation of the Faculty, including its financial profile.
- The key projects facing the Faculty, including the Life Sciences Building and growing a vibrant community within it; as well as interdisciplinary working to generate a broader life sciences community at Bristol.
- Challenges in the Faculty in respect of the gender balance of its staff, particularly within the professoriate, which presented as a salary gap across the academic staff profile. This was being tackled via a scheme of targeted promotion and senior appointment, as well as an emphasis on succession planning.
- Student satisfaction, noting particular feedback that had provided by students. That feedback was being used to generate improvements for both UG Students (using NSS) as well as PG students (using PRES and other feedback mechanisms).
- Key challenges facing the Faculty, including the costs of 'big science', protection of academics' 'thinking time' and its need to pursue enhanced levels of international student recruitment.
- The notable achievements of the Faculty, including its work in education innovation - which had been described by the Office of Fair Access (OFFA) as being inspirational.

- 10.3 In response to questions and comments from members of the Board, the Dean made the following further observations:

- In the wider community and economy, there may be tension between a drive for greater international student recruitment, and the need to 'upskill' home students with high quality scientific education. The Dean reflected on the positive impact on the student experience, for all students, of a diverse student body – noting in particular the benefits of international perspectives to home students from both an academic and an employability standpoint.
- **[REDACTED: likely to prejudice commercial interests]**
- The Life Sciences Building was felt, anecdotally, to have had a positive impact on student applications. It was not yet possible (due to the limited data points so far) to track an improvement in student satisfaction as expressed in the NSS correlating to the building, but improvements were certainly anticipated.

- 10.4 The Dean thanked the Mr Andy Nield for the counsel he had provided to the Faculty during his tenure as Finance Director, noting the valuable insights he had provided and contributions he had made to the University, and wished him well for the future.

11. Prevent

- 11.1 RECEIVED and NOTED: (reference **CN/15-16/055**).

- 11.2 The Deputy Registrar provided an overview of activity to date, and the requirements that had been imposed on the higher education sector (including the timeline for compliance with the Prevent duty). In particular the Board noted that the Freedom of

Speech Code of Practice was in the process of being reviewed further to the Board of Trustees' obligations under the Education Act, and would be submitted to UPARC and then Senate prior to being brought back to the Board for approval in May.

- 11.3 It was noted that the Prevent duty was an emotive and contentious issue. The Board was referred to an open letter that had been circulated by the University and College Union (UCU), which highlighted some of the sensitivities at play. It would be important to avoid discrimination (and the perception of discrimination) of any particular groups of students. The University's proposed approach was felt to be relatively light-touch, in comparison to some other institutions.
- 11.4 Members of the Board of Trustees provided the following comments and observations:
- The disproportionate impact of the Prevent agenda on Muslim students in particular was highlighted. It would be important to convey that equality will be safeguarded for all University students. Students had expressed very real concerns about the impact of the Prevent duty on their ability to access University support services, due to the criteria stated in the Prevent duty as indicators of risk of radicalisation. The focus on anti-discrimination training for staff was welcomed, but should be made more prevalent in the documentation. It would also be helpful for staff to receive training on unconscious bias.
 - It was suggested that the Equality and Human Rights Commission's guidance on gender segregation at University events and meetings could be reflected in the documentation. There was some uncertainty as to whether that guidance had featured in the Prevent duty guidance for Higher Education; this would be checked before submission of the documentation to HEFCE.
 - Reputational issues, both in connection with the actions taken by the University in complying with the Prevent duty and in connection with any radicalisation of its students, were acknowledged to be of high importance.
 - The University's ability to filter access to its IT services and systems was limited due to its commitment to academic freedom.
 - There was opportunity for the University to better engage with its student societies (and in particular any societies formed by or for Muslim students) in order to assuage concerns of students who might feel isolated by the Prevent duty.
- 11.5 In response to questions from members, the Board noted the following:
- Although institutions were working together to develop consistent responses to the Prevent duty where appropriate, there was no appetite amongst the sector (or even within the Russell Group) to prepare one collective response to the Prevent duty.
 - The Prevent duty guidance for Higher Education did not refer to the radicalisation of University staff.
- 11.6 Subject to minor amendments to incorporate training on unconscious bias and a greater emphasis on anti-discrimination training, the Board APPROVED the submission of the following documents to HEFCE:
- Freedom of speech statement
 - External speakers procedure
 - Risk Assessment
 - Action plan
 - Summary of Prevent duty compliance arrangements.
- 12. Equality and Diversity: Annual report**
- 12.1 RECEIVED and NOTED: (reference **CN/15-16/056**).

- 12.2 The Deputy Vice-Chancellor outlined the current focus of activity across the University, and reported on improvements that had been made to the gender balance of the professoriate since the report's publication. In particular, the Board noted targeted interventions taking place across the University, as highlighted in the Dean of Science's earlier presentation.
- 12.3 In response to questions from the Board, it was noted that the report did not contain targets. The Board had previously, at its away day, engaged in discussion regarding performance indicators, and possible targets in respect of equality and diversity could be considered further in due course. The Chair of the HR Committee noted that the committee would very much welcome a step-change in monitoring and measuring the University's equality and diversity activities.
- 12.3 The Board noted the importance of equality and diversity to the University's emerging Strategy, and welcomed the strong commitment to and enthusiasm for driving change within the University. The Board reflected on issues and concerns regarding diversity, in particular, that had been raised by staff and students throughout the Strategy consultation process.
- 12.4 The Board reflected that, notwithstanding that equality and diversity was an institutional-level issue, the equality & diversity team within HR were to be particularly congratulated for their work on this topic.
- 12.5 Members of the Board expressed some concerns regarding the relatively low proportion of UK-domiciled black and ethnic minority (BME) students studying at the University. The Board was advised that this was partly due to the geographical area from which the University had historically predominantly recruited and relatively low levels of recruitment from the local area. However, the University was now monitoring recruitment and progression for all students by protected characteristic. Because of this, the University was more aware of the issues facing it, and could make targeted interventions accordingly.
- 12.6 There was support for making future reports more broad in focus (that is, to include more information about other protected characteristics, rather than such a strong focus on gender). This might be considered further in the context of target and performance indicator-setting.

13. Public Interest Disclosures: Annual report

- 13.1 RECEIVED and NOTED: (reference **CN/15-16/057**).
- 13.2 The Deputy Vice-Chancellor reminded the Board of the policy that gave rise to the Report. The policy would be reviewed in due course to ensure better alignment with the University's fraud policy.
- 13.3 Members of the Board made the following observations:
- The policy should be as visible and transparent as possible – it might be sensible to consider its name, for example.
 - Challenges in managing the process, and supporting staff throughout it, were noted. In particular, where there has been found to be no case to answer in respect of a member of staff's conduct, it would be important to ensure appropriate support to maintain working relationships.

14. Finance Committee

- 14.1 RECEIVED and NOTED: (reference **CN/15-16/058**).

14.2 The spotlight session was deferred to the next meeting.

15. HR Committee

15.1 RECEIVED and NOTED: (reference **CN/15-16/059**).

15.2 The Chair of the HR Committee sought views as to whether there was scope to present more detailed reports to the Board, given the reduction of the size of the Board. Members of the Board commented favourably on the tone, structure and level of detail of the report. A report was felt to be more helpful than simply receiving the minutes of the meeting.

16. Audit Committee

16.1 RECEIVED and NOTED: (reference **CN/15-16/060**).

16.2 The Chair of the Audit Committee reflected on discussions at the Audit Committee meeting regarding the ERP project. In response to questions, the Finance Director advised of the current phase of activity. It was anticipated that a decision regarding a 'go live' date would be made following the Easter break.

17. MAGG

17.1 RECEIVED and NOTED: (reference **CN/15-16/061**).

17.2 The Board DELEGATED authority to MAGG to consider candidates for the Student Trustee positions, on its behalf.

17.3 In response to questions from members of the Board, it was noted that MAGG would consider whether a Student Trustee who remained eligible for reappointment to the Board at the end of their one-year term of office could be simply reappointed, or would need to reapply under the new appointment process. The Board was advised that the appointment process would be as light-touch as possible.

18. Estates Committee

18.1 RECEIVED and NOTED: (reference **CN/15-16/062**).

18.2 The Chair of the Estates Committee reflected on progress with the Fry Building development and on the forthcoming opening of Beacon House, noting the strategic benefit of both to the student experience and the University's public realm. The Bursar and his team were praised for their professional and timely delivery of the Beacon House project.

19. IT Committee

19.1 RECEIVED and NOTED: (reference **CN/15-16/063**).

19.2 The Chair of the IT Committee reflected on discussions regarding Strategy, and the vision of the Chief Information Officer was particularly praised. The Board noted that an IT Strategy would need to underpin the University Strategy.

20. Report of the 22 February 2016 meeting of Senate

RECEIVED and NOTED: (reference **CN/15-16/064**).

21. Any other business

The Board noted that this would be the final meeting for Mr Andy Nield as Finance Director, though he would remain in attendance at Board meetings as Finance Adviser. The Board reflected on the advice and support given to the Board by Mr Nield, and

thanked him for having been an exemplary Finance Director. In particular, Mr Nield had utilised his considerable skills, experience and vision to help the Board to translate financial matters into strategic thinking.

22. Standing items

Equality and diversity implications

The Board of Trustees noted discussions regarding equality and diversity had permeated many of the items discussed at the meeting. It was considered that appropriate consideration of equality and diversity had been applied in the Board's decision-making. The Board of Trustees noted and encouraged the continual consideration of equality and diversity throughout the development of the University's Strategy.

Communication and consultation

The Board was reminded of the confidentiality of its discussions regarding potential capital investment (both at the meeting and during discussions at the Board's away day) and the matters raised by the Finance Director.

Date of next meeting

The next meeting of the Board of Trustees would be held on Friday 27 May 2016.