

**MINUTES OF THE BOARD OF TRUSTEES**

**FRIDAY 26 January 2018**

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

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

**1. Welcome and announcements**

- 1.1 The Chair welcomed members of the Board of Trustees to the meeting. It was noted that the meeting had been duly convened and that a quorum was present. In particular, it was confirmed that
- Notice of the meeting had been given to each member of the Board who was entitled to receive it; and
  - Each member of the Board who was not available to attend was aware of the purpose of the meeting and had agreed to the proposals to be considered at it.
- 1.2 In particular, the Chair welcomed Ms Nicky McCabe and Dr Andreas Raffel to their first meeting as members, their appointment to the Board of Trustees having been approved by Court at its 2017 annual meeting.

**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 Ms Tilly Beech noted a conflict of interest in respect of discussions relating to the University's review of pastoral support in residences. This was to be addressed by Ms Beech recusing herself for any such discussions.
- 3.3 All members of University who were members of the Universities Superannuation Scheme (USS) would have an interest any discussions of that scheme. In view of the nature of the discussion to take place, this was not considered to be a conflict.
- 3.4 Ms Tilly Beech and Mr Lucky Dube had an interest in the discussion of the accounts of the University of Bristol Students' Union (SU), as trustees of the SU. In view of the nature of the discussion to take place, this was not considered to be a conflict.

**4. Minutes of meeting on 10 November 2017**

- 4.1 CONFIRMED.

## **5. Matters arising and actions**

- 5.1 There were no immediate actions arising from the previous meeting and all actions were in hand.

## **6. Chair's report**

### *6.1 Report*

- 6.1.1 RECEIVED and NOTED (reference **BT/17-18/029**).
- 6.1.2 The Chair introduced the report, and in particular drew Trustees' attention to his use of Chair's Powers to appoint Ms McCabe as Chair of the HR Committee.
- 6.1.3 Members of the Board reflected on previous discussions regarding the Major Projects Task and Finish Group (MPTFG). These had been incorporated into the draft terms of reference for the MPTFG appended to the report. The Chair reminded members of the Board that the MPTFG was not anticipated to have oversight of major projects and programmes itself, but rather to provide a formal mechanism for time-critical decisions that would normally require the approval of the full Board.
- 6.1.4 The Chair agreed that any papers submitted to the MPTFG should also be circulated to the Board, with the opportunity for Board members who were not members of the MPTFG to comment. Subject to that caveat, the Board DELEGATED AUTHORITY TO the Major Projects Task and Finish Group to act on behalf of the University of Bristol in relation to any matter connected directly or indirectly with the delivery of the University Strategy 2016-23 and any other strategies, plans or policies approved by the Board of Trustees.

### *6.2 Amendments to the University Charter*

- 6.2.1 RECEIVED and NOTED (reference **BT/17-18/030**).
- 6.2.2 The Chair reminded the Board that Court had consented to the Proposed Amendments to the University Charter (as set out in the accompanying report) at its 2017 annual meeting. The Proposed Amendments would be submitted to the Board for confirmation by way of a second special resolution, as required by the Charter, at its next meeting.
- 6.2.3 The Board APPROVED, UNANIMOUSLY BY SPECIAL RESOLUTION, the Proposed Amendments subject to any amendments required by the Privy Council.

## **7. Vice-Chancellor's report\***

- 7.1 RECEIVED and NOTED (reference **BT/17-18/031**).
- 7.2 The Vice-Chancellor introduced the report, noting the various challenging events that had taken place in the first few days of 2018.
- 7.3 The Vice-Chancellor noted the update regarding the University's review of student support in its residences that was contained in the accompanying written report. The Vice-Chancellor commented further that this issue had engendered much passionate debate, both in support and in opposition to the University's plans.
- 7.4 It was important for the Board to understand the context in which the review was taking place, and to be mindful that the support in its residences had to be part of a whole-institution approach to student support and wellbeing. In this context, the Vice-Chancellor reminded members of the Board that

evidence suggested that young people's and students' mental health was generally getting worse. The Vice-Chancellor provided an overview of available student mental health data, including Student Counselling Service registrations; mental health-related GP appointments at the Student Health Service; and trends identified by Universities UK. **[REDACTED: Information intended for future publication]**

7.5 **[REDACTED: Information intended for future publication]**

7.6 The Deputy Registrar then presented to the Board (on file). The presentation highlighted the following:  
**[REDACTED: Information intended for future publication]**

7.7 **[REDACTED: Information intended for future publication]**

7.8 **[REDACTED: Information intended for future publication]**

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

7.10 The Deputy Vice-Chancellor provided an update on the recent fire at the Fry Building. The University was seeking to mitigate the impact the fire as far as possible, including by sourcing alternative teaching and office space.

## **8. Strategic Priority Topic: Digital Strategy \***

8.1 RECEIVED and NOTED: presentation (on file)

8.2 The Chief Information Officer presented to the Board, and highlighted the following points:

- Any Digital Strategy would need to be tailored and informed by discussions of affordability.
- The current challenges and opportunities in respect of the digital agenda, including the increasing complexity of digital delivery.
- The importance of people-centred design and delivery.
- Progress in delivery of the historic Digital Strategy, and the lessons that have been learned in the delivery of it. In particular, major digital projects had been undertaken that had not been anticipated in the original Strategy.
- Feedback that had been received in Digital Strategy workshops that had been held in January, which had informed thinking around the Digital Strategy. Consultation was important, not only to help shape the Digital Strategy, but also to ensure that colleagues are appropriately bought into it.
- The types of systems available to the University, and the type of investment/prioritisation decisions that it would need to take in this regard. There were many potential trade-offs, for example security against system availability and accessibility.
- The proposed sub-themes for the next phase of the Digital Strategy. The individual actions in respect of each sub-theme would require further discussion and prioritisation. Those discussions would need to take place in the context of the wider Strategy, and also in cognisance of the institution's change programme and capacity challenges.
- The criteria against which the options would be evaluated. For example, compliance and risk management, growing capacity, operating effectively, creating a market or strategic advantage, and/or improving the staff and student experience. It would be important not to mindlessly embrace new technologies without considering the

institution's business model and whether those technologies were a helpful adjunct to it.

8.3 The Board was invited to ask questions, and in particular to provide comments on the proposed Digital Strategy and the evaluation criteria suggested. The ensuing discussion surfaced the following points:

- It was clear that digital fluency was no longer a 'nice to have'. That said, while it was important for the University to become fully digitally enabled, there were no plans to become a purely digital university. Fundamentally, a successful digital strategy must have people at its heart.
- The University sought to learn from best practice elsewhere, but it was increasingly apparent that best practice was often found outside of the UK. The University would need to continue to horizon-scan in the broadest sense. Consideration of good practice overseas was also essential to understand the digital needs and expectations of international students.
- It would be important not to try to second-guess new technologies, but the focus of the next Digital Strategy should instead be on building systems and approaches that were sufficiently flexible to accommodate changes in technology, expectations and attitudes.
- There was support for the final Digital Strategy to more explicitly articulate a strategic approach to partnerships and partnership working, and the relationship between digitalisation and the organisation's culture.
- There was a real opportunity for the Digital Strategy to support the University in its mission to reinvent the civic university. The Temple Quarter could provide a helpful 'test bed' for the Digital Strategy. That said, it would be important for the Digital Strategy to seek to ensure that all areas of the University's campus were comparably connected and digitally enabled.
- The University should be mindful of potentially less positive impacts of digitalisation, including in respect of digital stress (for students and for staff, particularly as 24/7 working was increasingly common).
- Cyber security, as well as matters of digital regulation and compliance, was of increasing importance. There was a range of activity that could be undertaken to help drive awareness of compliance matters, such as mystery shopper activities. The University was actively preparing for the General Data Protection Regulations.

8.4 The Chair of the Board reflected on the benefit of bringing a nascent strategy to the Board for discussion and the value that could be added by the Board to thinking in this regard. The final Strategy would be considered in due course by the IT Committee (which would then report to the Board).

8.5 The Registrar, and members of the Board reflected on the digital 'journey' that had taken place at the University over recent years, and the transformative leadership that had been demonstrated by the CIO to achieve this. The Board recorded its sincere thanks to the CIO for his hard work, and to his Divisional staff for theirs.

## **9. Financial Matters**

### **9.1 Chief Financial Officers' Report \***

9.1.1 RECEIVED and NOTED (reference **BT/17-18/032**).

9.1.2 The Board NOTED the financial performance for the first four months of financial year 2017/18 (to 30 November 2017).

9.1.3 The Board NOTED the USS pensions update. In addition to the written report, and in particular, the Board noted that the University was now in an industrial relations

dispute with the University and College Union (UCU), with a clear mandate for strike having emerged at Bristol, and there would be significant work to be undertaken in order to improve employee relations.

- 9.1.4 The Board NOTED that communications to staff on this matter had been launched, principally aimed for now at making clear the University's position and expectations (for example, in terms of the prioritisation of work for staff working to contract). Communications to students would launch shortly.
- 9.1.5 Members of the Board queried the potential reputational impact of strike action upon the University. It was acknowledged that this was a risk, although the University was seeking to mitigate it. In particular, it was noted that most other institutions (and a number of key competitors) would be facing similar challenges.
- 9.1.6 The Chief Financial Officer advised that, per the accompanying report, it was felt that this was not an appropriate time to seek to change external auditor. The reappointment of PricewaterhouseCoopers as external auditors for a further year was therefore sought. HEFCE had been supportive of this. The Treasurer reminded the Board of the need to re-tender for this service next year.
- 9.1.7 The Board therefore APPROVED the appointment of PricewaterhouseCoopers as the external auditors for the year ending 31 July 2018.
- 9.1.8 The Board NOTED the progress made in rationalising the smaller trading subsidiaries, including the revised proposal to sell the shares held by Bristol Innovations Limited in spinout companies to the University.
- 9.1.9 The Board APPROVED the appointment of Mr Jason Smerdon as Director of NCC Operations Limited.

## **9.2 Value for Money Strategy**

- 9.2.1 RECEIVED and NOTED (reference **BT/17-18/033**).
- 9.2.2 The Board reflected on development of this Strategy, and the importance of Value for Money (VFM) in the current regulatory and political climate.
- 9.2.3 The Board APPROVED the Value for Money Strategy 2017 – 2023.

## **9.3 Annual Efficiency Return**

- 9.3.1 RECEIVED (reference **BT/17-18/034**).
- 9.3.2 The Board reflected on the background to this document, noting that it was a new report required by HEFCE.
- 9.3.3 The Board APPROVED the Annual Efficiency Return presented at Appendix 1 to the accompanying report.
- 9.3.4 The Board NOTED the Efficiency Measurement Model presented at Appendix 2 to the accompanying report.

## **9.4 TRAC**

- 9.4.1 RECEIVED (reference **BT/17-18/035**).
- 9.4.2 The Board APPROVED the 2016/17 Annual TRAC return appended to the accompanying report and confirmed compliance with TRAC requirements.

## **9.5 University of Bristol Student Union Accounts and Financial Statements**

9.5.1 RECEIVED (reference **BT/17-18/036**).

9.5.2 The Board NOTED the Annual Report and Financial Statements for the University of Bristol Students' Union for the year ended 31 July 2017.

9.5.3 In discussion, the Board NOTED that the relationship between the University and SU had been transformed in recent years, and the Chair of SAC in particular reflected on the hard work of SU staff in this regard. The Board reflected on the fact that much of the SU's income derived from the University's block grant, whilst many of its institutional priorities derived from a democratic mandate.

## **10. Student Affairs Committee**

10.1 RECEIVED and NOTED (reference **BT/17-18/037**)

10.2 The Chair of SAC reflected on changes being made to the committee. Members of the Board were invited to attend meetings of SAC if they would like to more deeply understand student-facing matters.

## **11. Senate**

11.1 RECEIVED (reference **BT/17-18/038**).

11.2 The Board NOTED the key business discussed by Senate at its meeting on 11 December 2017.

11.3 The Board APPROVED the award of the Honorary Degrees listed at paragraph 7 of the accompanying report, as recommended by the Honorary Degrees Committee and Senate.

## **12. Finance Committee**

12.1. RECEIVED and NOTED (reference **BT/17-18/039**)

## **13. HR Committee**

13.1 RECEIVED and NOTED (reference **BT/17-18/040**)

13.2 The Board reflected on the Equality and Diversity Annual Monitoring Report appended to the report. In particular, members of the Board would welcome:

- Targets being included in future iterations of the report
- Consideration by Human Resources Committee of the appointment processes for 'informal' leadership roles.
- Greater granularity of detail, particularly in respect of ethnicity
- Further consideration of ways in which members of staff might be encouraged to disclose to the University their protected characteristics.

13.3 The Board ENDORSED the Equality and Diversity Annual Monitoring Report 2016/17 as appended to the report.

13.4 The Board ENDORSED the Health and Safety Annual Report 2016/17 as appended to the report.

## **14. Remuneration Committee**

14.1 RECEIVED and NOTED (reference **BT/17-18/041**).

## **Standing items**

### **Equality and diversity implications**

The Board reflected on topics which had equality and diversity implications, included in respect of the review of support in residences and the annual Equality and Diversity Monitoring Report. The Board noted that it needed to satisfy itself that matters submitted to it had taken appropriate account of matters of equality, and concluded that they had.

### **Communications and consultation**

Members of the Board were reminded of the strict confidentiality of various matters discussed at the Board. The Chair would reflect, with the Executive, on how the day's discussions might be appropriately communicated to the wider University community.

### **Any Other Business**

The Chair reported on discussions earlier that day by the ERP Special Committee. In summary, the ERP Special Committee had been impressed by progress – whilst remaining mindful of the remaining risks. The Committee was assured that the University had in place the necessary check-points and mitigations in place. The ERP Special Committee had therefore APPROVED the progression of the ERP project through to go-live in April 2018, the precise date for which to be determined by the ERP Project Board.

### **Date of next meeting**

The next meeting of Board of Trustees would take place on 15 and 16 March 2018.