

CONFIDENTIAL
University of Bristol

Minutes of Council
25th November 2011

Present: Mr Denis Burn (Chair), Mr Josh Alford, Mr Gus Baker, Ms Sophie Bennett, Professor Tim Bond, Councillor Simon Cooke, Mr Roy Cowap, Professor Gary Foster, Professor Sally Heslop, Sir Ronald Kerr, Ms Pru Lawrence-Archer, Professor Nick Lieven, Dr John Manley, Mr Robert Massie, Mr Bob Morton, Ms Dinah Moore, Mr David Ord, Professor Guy Orpen, Mrs Cindy Peck, Mr Bill Ray, Ms Vikki Stace, Ms Anne Stephenson, Professor Eric Thomas, Dr Trevor Thompson, Mr James Wadsworth, Mrs Cathy Waithe and Mr James Wetz.

In Attendance: Mr Patrick Finch, Mr Andy Nield, Mr Guy Gregory, Ms Helen Galbraith, Ms Lynn Robinson, Ms Sue Paterson, Dr Alison Bernays, Ms Lucy Barling (Observer) and Ms Kelly Archer.

Apologies: Professor David Clarke, Mr Colin Green, Dr Moira Hamlin, Mr Mohammed Saddiq.

Session 1:

Presentation on the University Financial Results

RECEIVED: A presentation from the Finance Director on the University Financial Results. The presentation provided an overview of the University's finances, including a review of the 2010/11 financial results, which indicated a good operating surplus well above the original budgeted position and a significant improvement against 2009/10.

The budget included a contingency provision of £5m, held against a number of uncertainties including final HEFCE grant allocations, overseas student numbers, energy prices and other factors. There had been a number of increments in year, but the main risk currently envisaged related to the HEFCE grant for the period April – July 2012.

The Chair of the Council thanked the Finance Director for an extremely clear and informative presentation and congratulated him and his team for their achievements throughout what had been a very uncertain and challenging period.

Session 2: Formal Meeting of Council

1. Welcome and announcements

- 1.1 The Chair welcomed colleagues to the meeting.
- 1.2 The Chair formally thanked Cathy Waithe, who would be retiring at the end of December, for her nine years of service as a lay member of Council and for her valuable contribution and commitment to its numerous committees.

2. Apologies for Absence

- 2.1 The Chair NOTED the apologies received.

3. Matters Arising and Actions Register

Action Register

- 3.1 Members had previously received a copy of the Action Register which had been updated to incorporate actions agreed at the 30 September 2011 Council meeting. Completed items were asterisked and would be removed from the Register for the next meeting.
- 3.2 It was NOTED that there were no outstanding actions on the Action Register.

4. Minutes of the Last Meeting

- 4.1 CONFIRMED: The minutes of the meeting held on 30 September 2011.

5. Chair's Report, Council Matters and Correspondence

Important dates

- 5.1 The Chair reminded members of the following key dates: (i) the Annual meeting of Court would take place on Friday, 9 December 2011; (ii) a Council dinner would be held on the evening of 22 March 2012; and (iii) Graduation ceremonies will be held on 14–16 February and 13-20 July 2012. Council members were encouraged to note these dates in their diaries.

6. Vice-Chancellor's Matters

- 6.1 RECEIVED: The Vice-Chancellor's Report, reference **CN/11/090** (previously circulated, copy in the minute book).

University Registrar and Chief Operating Officer / University Secretary

- 6.2 The Vice-Chancellor informed Court that Dr Tony Rich, the University's new Registrar, would be retiring from the University because of ill-health. Dr Rich had only worked at the Bristol for a short time before he had become unwell but he would be missed. He had proved to be a man of outstanding ability and the Vice-Chancellor was sure that Dr Rich would have made a great deal of difference to the University. The University's best wishes and support had been passed to Dr Rich and his family. A recruitment process to appoint a successor had been initiated. In the interim, however, it was proposed that Sue Paterson and Jane Bridgwater be jointly appointed as University Secretary. This appointment would be reviewed when a new Registrar and Chief Operating Officer is appointed.
- 6.3 APPROVED: The Appointment of Sue Paterson and Jane Bridgwater as University Secretary, with delegated authority to Helen Galbraith for the day to day administration of Court, Council and related committees.

Student Growth Project

- 6.4 The Vice-Chancellor updated Council on progress with the University's student growth project, including the establishment of a Student Growth Project Steering Group, chaired by the Deputy Vice-Chancellor. The University proposed to increase its undergraduate intake by approximately 600 students in 2012/13, with further increases of a similar level in 2013/14

and 2014/15. Those subject areas with the capacity to grow with minimal investment would form the significant areas of expansion. The offer strategy was being reviewed on a weekly basis and early offers were being made to mitigate the risk of undershoot.

- 6.5 Increases in academic staff in some key areas had been agreed and potential increases in Faculty support staff were being discussed. The recruitment process for academic staff was underway, with appointments being offered from April 2012. The requirements for additional teaching and learning spaces and residential accommodation were being considered. It would be necessary to identify short-term needs (to be in place by September 2012) and longer-term needs, when student numbers reached a steady and sustainable state.
- 6.6 A number of structural changes to the University's admissions systems had been implemented as part of the Support Process Review, including the introduction of a new customer relationship management system. Although pace of the transition had been quite challenging for those involved in admissions, the new systems and processes were being closely reviewed and managed by the Director of Recruitment, Access and Admissions. The University had set a number of admissions-related service level agreements and was committed to meeting these.

Admissions Update

- 6.7 Home undergraduate applications were noted to be approx 15% less than at this time last year (UCAS had reported that nationally, home applications had been down by approximately 15%). The current year figures were, by comparison, only 2% lower than those for this time in 2009/10. The significant reduction against 2010/11 was considered to be largely the result of the introduction of higher tuition fees from 2012.

National Composites Centre (NCC)

- 6.8 Negotiations over the formation of the High Value Manufacturing Technology and Innovation Centre had been finalised. The University would need to establish 'waiver' agreements with both Barclays (under the University's loan agreements) and the European Regional Development Fund (ERDF) (under the original NCC agreements) to accommodate the complex new agreements. Agreement had been obtained from Barclays and the ERDF's approval was currently being sought. The NCC launch event had taken place on 24 November 2011, hosted by the Minister for Business, Innovation and Skills. It had been a well-attended and successful day.

Human Resources Matters

National Pay and Pensions Negotiations

- 6.9 The National dispute with the University and Colleges Union in relation changes to the benefits structure of the Universities Superannuation Scheme (USS) was ongoing. UCU members had introduced a "working to contract policy" in October 2011 and a single day of strike action had been planned for 30th November 2011. Each Union had now confirmed its position in relation to the national pay award; UCU had agreed the proposed pay award; Unison

was currently consulting its members about it; and UNITE was balloting its members to obtain a mandate for industrial action.

Appointment of University Pensions Trustees (UBPAS).

- 6.10 In light of changes to the structure of the senior academic team, namely the removal of the Pro Vice-Chancellor (staff) post following Professor Len Hall's retirement, it would be necessary to update the University delegation's schedule.
- 6.11 APPROVED: The following amendment to section 4.2 of the University's Delegation Schedule:

Council will appoint three UBPAS Trustees to represent the University: The Finance Director (*ex officio*); and two trustees approved jointly by the Vice-Chancellor, Deputy Vice-Chancellor and Finance Director. ~~Pro Vice-Chancellor (staff) are University pension (UBPAS) trustees *ex officio*. The third University Trustee is nominated by the Registrar and approved jointly by the Vice-Chancellor, Deputy Vice-Chancellor and Registrar.~~

- 6.12 APPROVED: The appointment of Ms Jayne Oram, Assistant Director and Head of Human Resources Operations be appointed as a UBPAS Trustee in place of Mr Ian Crawford.

University League Tables

- 6.13 Bristol had placed 66th in the Times Higher Education's World University Rankings. This was up two places from 68th last year. However, the rise of some other UK universities had been more significant, and as a result, Bristol had dropped from 6th to 9th in terms of its relative performance compared with other UK universities. Significant improvement experienced by some of those other UK institutions seemed to be largely attributable to methodology changes and Nobel Prize awards.

Life Sciences Building Update

- 6.14 The tendering process was nearing completion. Finance Committee, at its meeting in November 2011, would be asked to approve a final tender and let the associated contract. It was anticipated that the overall project budget would be in the region of £54m.
- 6.15 The University was optimistic that the building would achieve a Building Research Establishment Environmental Assessment Method (BREEAM) excellence rating.
- 6.16 Professor Gary Foster, lead academic on the Life Sciences Building programme, presented a virtual tour of the completed building and its environs. Council thanked Professor Foster for the interesting and inspiring demonstration.

7. Financial Matters

Financial Forecast

- 7.1 RECEIVED: The University's financial forecasts to the period 2011/12, reference **CN/11/091** (previously circulated, copy in the minute book).

- 7.2 The Financial Forecasts for the period 2011/12 were due to be submitted to HEFCE before 1 December 2011.
- 7.3 Due to significant financial uncertainty facing the HE Sector, HEFCE grant funding levels, AAB+ deregulation and the new £9,000 fee regime, HEFCE had changed its approach to the financial forecast submission for 2011/12. As a result, the December 2011 submission had been limited to a review of 2010/11 and a forecast for 2011/12. A second submission would be required in June/July 2012 covering the period to 2014/15.
- 7.4 NOTED: The November Finance Committee meeting had been re-arranged for 29 November 2011, therefore Finance Committee would not review the proposed submission until after the Council meeting.
- 7.5 APPROVED: The Financial forecasts 2011/12 for submission to HEFCE.

Audit Committee Annual Report

- 7.6 RECEIVED: The Annual Report of the Audit Committee to Council and the Vice-Chancellor 2010/11, reference **CN/11/092** (previously circulated, copy in the minute book).
- 7.7 The report outlined the work undertaken by the Audit Committee during the financial year 31 July 2010 to 31 July 2011; it also included any significant issues that had arisen up until the date of the Annual Report (1 November 2011). The report included a report from the Finance Director which summarised an annual review of the University's arrangements for promoting economy, efficiency and effectiveness.

Audit Committee's Opinion

- 7.8 NOTED: That the Audit Committee had been of the opinion that, based upon reports and other information presented to it, overall the University had adequate and effective arrangements for:
- (i) risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts);
 - (ii) economy, efficiency and effectiveness (VFM); and
 - (iii) the management, control and quality assurance of data submitted to HESA, HEFCE and other funding bodies.
- 7.9 APPROVED: The Audit Committee Annual Report 2010/11 for submission to HEFCE.

External Auditor's Report

- 7.10 RECEIVED: (i) The External Auditor's (PricewaterhouseCoopers) Report for the year ended 31 July 2011, document reference **CN/11/93** (previously circulated, copy in the minute book); and (ii) The External Auditors draft letter of representation in connection with the audit (Appendix B).

- 7.11 The External Audit report confirmed that no major control issues had been identified. The report also set out financial benchmarking data which enabled comparisons to be made between the financial health of Bristol and other Russell Group institutions. Council members commented that this information was both interesting and informative but noted the Vice-Chancellor's caution about the need to use appropriate comparator groups.
- 7.12 APPROVED: The External Auditor's Report for the year ended 31 July 2011 and associated letter of representation.

Annual Report and Financial Statements 2010/11

- 7.13 CONSIDERED: A covering report from the Finance Director together with the Annual Report and Financial Statements 2010/11, document reference **CN/11/94** (previously circulated, copy in the minute book).
- 7.14 The report set out a summary of the draft financial results for 2010/11. Earlier versions had been considered by the Finance Committee on 12 October, the Audit Committee on 1 November and the University Planning and Resources Committee on 15 November 2011.
- 7.15 APPROVED: The Annual Report and Financial Statements 2010/11 including the letter of representation to PricewaterhouseCoopers.
- 7.16 AUTHORISED: the Chair and the Vice-Chancellor to sign the report on Council's behalf.

Valuation of Investment Units

- 7.17 CONSIDERED: A report by the Deputy Finance Director proposing reviewed investment unit values of the endowment and other funds of the University, reference **CN/11/95** (previously circulated, copy in the minute book).
- 7.18 The University of Bristol Acts 1960 and 1974 provided for the pooling of the investment funds and the creation of a Trustee Securities Pool and a General Pool, each of which are divided into investment units.
- 7.19 The valuations of the investment units for 2010/11 as contained in the report were reviewed and checked by the External Auditors as part of their annual audit.
- 7.20 APPROVED: The investment unit values of the endowment and other funds of the University.

8. Matters for Discussion and/or Approval

Potential Redundancy Cases: Fixed-Term Contract Policy (Ordinance 26)

- 8.1 RECEIVED: A report by the HR Director outlining the overall position with potential redundancies in respect of cases arising from the application of the Fixed-term Contract Policy (Ordinance 26), reference **CN/11/96** (previously circulated, copy in the minute book).

- 8.2 AGREED: That redundancy procedures be instituted in respect of cases arising from the application of the Fixed-Term Contract policy (ordinance 26).

Paragraphs 8.3 – 8.9 were discussed under Reserved Business

Senate Report

- 8.10 RECEIVED: Senate's report to Council, reference **CN/11/098** (previously circulated, copy in the minute book).

- 8.11 APPROVED BY SPECIAL RESOLUTION: (i) An amendment to Statute 21 (relating to Emeritus Professors). This required deletion of the words 'Emeritus Professors and' from Clause 7 (honorary appointments) of Statute 21 which read: "*Senate shall recommend to Council the appointments of Honorary Professors and Emeritus Professors and Emeritus Deans.*" The revision reflected changes to the procedure for the appointment of Emeritus Professor occasioned by changes in employment law, in particular abolition of the default retirement age.

(ii) A permanent addition to Ordinance 17 to allow maximum flexibility to act in the interests of students in the event of industrial action by Trades Union Members. The temporary addition to Ordinance 17 (assessment for academic awards) was approved by special resolution of Council at its last meeting and a permanent amendment would ensure that the University would at all times be able to act in the interest of students where individual members of staff were unable for any reason to perform their normal functions in relation to examinations and assessment.

- 8.12 APPROVED: The appointment of Visiting Professors Dr M Sheriff, Dr H Nwana and Professor M Tucker (as listed in paragraph 3 of the report).

Proposal for provision of additional student accommodation at Stoke Bishop

- 8.13 CONSIDERED: A proposal by the Finance Director for the provision of additional student accommodation at Stoke Bishop, reference **CN/11/099** (previously circulated, copy in the minute book).

- 8.14 The proposed provision of additional student accommodation (430-460 beds) at Stoke Bishop had been considered and endorsed by the Finance Committee on 12 October 2011 and the Estates Committee on 14 October 2011.

- 8.15 The feasibility study undertaken as part of the developing residences strategy and as a result of the projected future home undergraduate student intake levels had identified the potential scope for the provision of between 429 and 465 beds at indicative capital costs of £22.8m to £24.8m.

- 8.16 The report recommended that the University proceed with the development of the proposed c430 bed development on the working assumption that the University would finance the project from within existing financing resources.

As the Home Undergraduate Growth strategy developed, the University would reassess the financial position.

- 8.17 The University was in discussion with Bristol City Council about the project and a pre-planning application had now been submitted. Public consultation was ongoing. It was anticipated that a full planning application would be submitted in April 2011. If approved, a contract would be let in November and the planned completion date would be July 2014.
- 8.18 The Students' Union Officers confirmed their support for the new residential accommodation. It was their view that University-owned and run accommodation resulted in a far better experience for students than privately-owned and run accommodation.
- 8.19 AGREED: That the Bursar would make a presentation on the design of the accommodation at Stoke Bishop to a future Council meeting.
- 8.20 APPROVED: Proceeding with the proposed development at an indicative capital cost of £22.8m to £24.8m.
- 8.21 NOTED: That further requirements for potential additional student accommodation arising from the planned growth in home undergraduate student numbers would continue to be assessed and Council would be kept informed.

Review of the Constitution and Terms of Reference of the Nominations Committee of Court

- 8.22 CONSIDERED: A report setting out a series of proposals from the Nominations Committee of Court in relation to its constitution and terms of reference, reference **CN/11/100** (previously circulated, copy in the minute book).
- 8.23 Over past years, members of the University's Nominations Committee and senior team had expressed a view that processes associated with the University's Nominations Committee appeared to be 'out of step' with best practice in the sector.
- 8.24 At meetings in February, June, October and November 2011, the Nominations Committee of Court considered a number of proposed changes to the membership and terms of reference of the Nominations Committee of Court. The changes aimed to make the Committee more focused and 'fit for purpose'.
- 8.25 APPROVED: The proposed changes to the constitution of the Nominations Committee of Court, as outlined in Recommendations 1-10 in the report:
- (i) A Pro Chancellor would continue to act as Chair.
 - (ii) The Chair of Council would be a member of the Nominations Committee and would act as Vice Chair of that Committee.

- (iii) The Chair of Convocation would continue to be a member.
- (iv) Reduction of the number of lay members of Council on the Committee from four to three.
- (v) Removal of the Treasurer as a member (however, the appointment of lay members of the Audit Committee would still remain a key responsibility of the Nominations Committee and any decisions made in relation to the appointment of Audit Committee members would be made in consultation with the Treasurer).
- (vi) The number of elected members of Court on the Nominations Committee would be reduced from three to two.
- (vii) The Bristol City Council and Society of Merchant Venturers representations be removed and both Institutions' representatives on the University Council would be invited to stand for election to the Nominations Committee from amongst the pool of lay Council members.
- (viii) Representatives from Somerset County Council, North Somerset Council, Bath and North East Somerset Council, Gloucestershire County Council, South Gloucestershire Council and a head teacher chosen by the head teachers who are members of Court would be removed from the membership of the Nominations Committee.
- (ix) The Vice-Chancellor or his/her nominee would be added as a member of the Committee.
- (x) The following points relating to the Nominations Committee's operating procedure would be added to the Committee's terms of reference:
 - (a) The agenda and papers for business at the Nominations Committee of Court will, whenever possible, be sent to members seven days in advance of the meeting.
 - (b) The quorum shall be five. If there is not a quorum present at a meeting, the Chair shall reconvene the meeting within 14 days. If there is still no quorum present, business may be resolved by a majority of those present and voting.
 - (c) Business may be conducted by correspondence (including by email) where the Chair deems it appropriate.
 - (d) The Committee should seek to ensure that any convened interviewing panel had an appropriate gender balance. In view of this, it was suggested that the interview panel should consist of no less than three people and that this would usually include the Chair of the Nominations Committee and/or the Chair of Council.

- 8.26 APPROVED BY SPECIAL RESOLUTION (FOR RECOMMENDATION TO COURT) (i): the following amendments to Statute 14 (deletions marked with strikethrough, additions with underline):

Statute 14 - Nominations Committee of Court

Members

1. ~~No member of the Nominations Committee of Court shall be a member of the University's staff.~~ The members of the Nominations Committee of Court shall be:

Class I - Chair

For a renewable three year terms, subject to a maximum of three such terms:
A Pro-Chancellor, who shall act as Chair, nominated by the Chancellor.

Class II - Ex Officio

~~The Treasurer~~

The Chair of Council

The Chair of Convocation.

The Vice-Chancellor (or his/her nominee)

Class III - Members of Council

For renewable three year terms, subject to a maximum of three such terms:
~~Four~~Three members of Council, elected by Council from among its lay members, as determined by Ordinance.

Class IV - Members of Court

For renewable three year term, subject to a maximum of three such terms:

~~A representative of Bristol City Council~~

~~A representative of the Society of Merchant Venturers~~

~~A person appointed jointly by the Gloucestershire County Council and the South Gloucestershire Council~~

~~A person appointed jointly by the Somerset County Council and the North Somerset Council and the Bath and North East Somerset Council~~

~~A head teacher, chosen by the head teachers who are members of Court and appointed as such under Category VIII in Statute 11~~

~~Three~~Two members of Court elected by Court, as determined by Ordinance.

Members in Class IV must be members of Court, but may not be members of Council. If they become members of Council they must resign from the Nominations Committee of Court.

Right to attend

2. The University Secretary~~The Vice-Chancellor~~ may attend meetings of the Nominations Committee of Court, but may not vote on any issue.

Selection of Members of Council

3. The Nominations Committee of Court shall put to Court each year at its Annual Meeting ~~five~~ names for election to membership of Council in Class I in Statute 15 for a three year term. The Committee shall search for suitable

candidates and shall give careful consideration to all names recommended to it. The Committee shall have regard to the need to find members of Council with a balance of skills and experience and shall ensure compliance with the University's Equal Opportunities Policy.

Court shall consider separately each name put to it by its Nominations Committee, and shall either accept or reject it. If Court rejects any of the names, the Nominations Committee shall choose a replacement for consideration by Court at its next Annual Meeting, to serve for the remainder of the three year term. In the interim the vacancy shall be filled by Council on the nomination of Court's Nominations Committee. Council may not appoint the rejected candidate.

Audit Committee of Council

4. The Nominations Committee of Court shall, [in consultation with the Treasurer](#), nominate members of the Audit Committee of Council for appointment by Council. If Council rejects a nominee, the Nominations Committee of Court shall produce an alternative candidate for consideration by Council. The Chair of Council and members of the University's staff may not be members of the Audit Committee.

(ii): the addition of Ordinance 3A, as follows:

New Ordinance

Ordinance 3A: Nominations Committee of Court Procedure
Chair and Vice-Chair

[The Chair will be a Pro Chancellor. The Chair of Council will normally be the Vice-Chair.](#)

[The role of the Vice-Chair is to chair meetings in the Chair's absence, and to provide assistance to the Chair as required. Where necessary for the good of the University, the Chair may take decisions on the Committee's behalf and report such decisions to the next meeting.](#)

Notice of Business

[The agenda and papers for business at a Nominations Committee of Court meeting will, whenever possible, be sent to members seven days in advance of the meeting.](#)

Quorum

[The quorum shall be five, including the Chair or Vice-Chair, if there is not a quorum present at a meeting, the Chair shall reconvene it within 14 days. If there is still no quorum present, business may be approved by a majority of those present and voting.](#)

Business by Correspondence

[Business may be conducted by correspondence \(including by email\) where the Chair deems it appropriate.](#)

Election of Members

Election of members of the Nominations Committee of Court shall be by secret ballot, using the single transferrable vote method.

(i) Election of three lay members of Council – Class III

All lay members of Council, with the exception of the Chair of Council and the Chair of Convocation (who are ex officio members of the Nominations Committee of Court) are eligible to stand for election to the Nominations Committee of Court.

If, at any time, Convocation's representative on Council is not the Chair of Convocation, he/she will be eligible to stand for election alongside the other lay members of Council.

At the appropriate Council meeting, those lay members of Council who wish to be considered for election to the Committee will be asked to put their names forward. Should there be more than three candidates for the three places, there will be a postal ballot, and the three candidates with the greatest number of votes will be declared elected.

(ii) Election of two members of Court – Class IV

At the appropriate time, the University Secretary will send to all members of Court a notice of an election for three members of Court to join the Nominations Committee of Court. Members of Court may stand for election to the Nominations Committee by sending the University Secretary a letter of support signed by five members of Court other than themselves, together with a short CV. Should there be more than two candidates for the two places, there will be a postal ballot, and the two candidates with the greatest number of votes will be declared elected. Members of Court who are also members of Council may not stand in these elections.

Selection Panel

An interview panel of no less than three people (who would normally be members of the Nominations Committee of Court) will be convened to interview candidates who have applied to become lay members of Council. The panel will normally include the Chair of the Nominations Committee and the Chair of Council.

The Committee will ensure compliance with the University's Equal Opportunities Policy.

- 8.27 NOTED: That to comply with the University's Charter, as the proposed changes would affect Court's Nominations Committee, Court's consent to the changes must be sought at its meeting in December 2011.

Nominations to University Court

8.28 CONSIDERED: A report containing a number of proposed appointments to University Court, reference **CN/11/101** (previously circulated, copy in the minute book).

AGREED TO RECOMMEND to Court: the following nominations:

- (i) Mr James Wadsworth as University Treasurer for a further year to 31 December 2012;
- (ii) PricewaterhouseCoopers LLP as the University's External Auditor; for a further year to 31 December 2012; and
- (iii) Dr Alison Bernays' as Pro Chancellor for a further three-year term to 21 December 2014.

Report from the Nominations Committee of Court: Appointment of new lay members of Council

8.29 CONSIDERED: A report from the Nominations Committee of Court recommending the appointment of new lay members of Council, reference **CN/11/102** (previously circulated, copy in the minute book).

8.30 In view of Mr Wadsworth's planned retirement as Treasurer at the end of 2012, and Mr George Morton's retirement from Council (and Finance Committee) earlier this year, the Nominations Committee had prioritised seeking a new lay member with skills and expertise at a senior level in the fields of accountancy and/or audit, finance, banking and/or investment management.

8.31 As reported to Council on 1 April 2011, the Nominations Committee had supported a proposal that Mr Denis Burn, Chair of Council, should fill one of the two lay member vacancies from 1 January 2012, changing the constituency of his Council membership from "a member appointed by the Society of Merchant Venturers" to a "lay member elected by Court on the nomination of the Nominations Committee of Court". Mr Burn, together with the Nominations Committee, felt that as Chair of Council, it would be important for him to have the support of the University Court and that it would be appropriate for him to be a member of Council who had been "elected by Court". Council was supportive of this approach but noted that this may have implications for the overall diversity of Council. It was noted that a paper setting out a number of proposed strategies and targets aimed at increasing the diversity of Council would be presented for consideration in due course.

8.32 The Nominations Committee had been disappointed with the number of applications that had been received from suitably qualified women. Increasing the diversity of Council was a priority for the Committee and it would consider different ways in which it could reach and attract more women. A paper outlining a number of diversity targets for committees had been produced by the University's Equality and Diversity Manager, and would be debated at committee level during the spring term. A final paper and

recommendations, which took account of the committees' views, would be presented to Council for consideration in due course.

8.33 **AGREED TO RECOMMEND TO COURT:** (i) the re-appointment of Ms Anne Stephenson and Mr James Wetz as lay members of the University Council for a further three-year terms to 31 December 2014;

(ii) the appointment of Mr Denis Burn, Chair of Council, as lay member of Council elected by Court for a further three-year term (this meant that if Court did approve the transfer of Mr Burn's membership constituency from 'a member appointed by the Society of Merchant Venturers' to 'a lay member elected by Court' then the Society of Merchant Venturers would be invited to nominate a new member to Council); and

(iii) the appointment of Mr Andrew Poolman as a new lay member of Council, elected by Court, for a period of three years from 1 January 2012.

Appointments to Council Committees

8.34 **RECEIVED:** A report containing recommendations for the appointment of members to the Finance Committee, the Personnel and Health & Safety Committee and the Student Affairs Committee, reference **CN/11/103** (previously circulated, copy in the minute book).

8.35 **APPROVED:** (i) the appointment of Mr Richard Jeffrey as an external lay member to the Finance Committee for a period of three years from 1 January 2012;

(ii) the re-appointment of Mrs Dinah Moore and Ms Anne Stephenson as lay members of the Council to the Personnel and Health & Safety Committee both for further three-year terms from 1 January 2012; and

(iii) the co-option of Mr James Wetz on to the Student Affairs Committee for a further period of three years from 1 January 2012.

Paragraphs 8.36 – 8.37 were discussed under Reserved Business

Serious Incident Reporting to HEFCE

8.38 **RECEIVED:** A report setting the requirements and arrangements for the reporting of serious incidents to HEFCE and a recommendation that the Audit Committee become the key conduit for the reporting of all serious incidents and that its terms of reference be revised accordingly. Reference **CN/11/105** (previously circulated, copy in the minute book).

8.39 **NOTED:** That the Vice-Chancellor, as accountable officer and on behalf of all the charity's trustees, is required to sign off an annual assurance return to HEFCE each December. This confirms that the institution has either reported any serious incidents as they have arisen, and/or has attached a report of serious incidents not previously reported. In view of this, it was critical that the University had appropriate arrangements in place to provide such assurance. The paper outlined the forms of serious incident that must be

reported, the University's interpretation of the Charity Commission and HEFCE guidance, and any further action required to ensure that appropriate reporting procedures were in place.

- 8.40 APPROVED: The proposal in Section 8 of the report that the Audit Committee became the key conduit for the reporting of all serious incidents, both financial and non-financial and that its terms of reference be revised accordingly.
- 8.41 AGREED: That incidents would be reported to Audit Committee as they were identified and then onwards to HEFCE by either the Finance Director or Planning Office. All incidents would also be recorded in the Audit Committee Annual Report to Council and HEFCE. In addition to reporting the incidents as they arose, the University would also make a specific annual check each autumn to identify any incidents during the previous academic year that might have been missed, allowing the Vice-Chancellor to sign off the annual assurance return in December confirming that all incidents had been reported.

Setting 2012/13 Fees for Island Undergraduates

- 8.42 RECEIVED: A report outlining proposed fees for 2012/13 for Channel Island and Isle of Man Undergraduates, reference **CN/11/106** (previously circulated, copy in the minute book).
- 8.43 APPROVED: the proposed 2012/13 fees for Channel Island and Isle of Man Undergraduates as follows:
- (i) The band C and band D fee for Islands students be set at the Home Undergraduate rate (currently £9,000 per annum);
 - (ii) The band B fee for Islands students be set at the Home Undergraduate rate (currently £9,000 per annum), with the possibility of an additional charge equating to any band B funding that HEFCE might decide to award, payable by the Islands' authorities;
 - (iii) The band A fee for Islands students should be set at the Home Undergraduate rate (currently £9,000 per annum), with an additional charge, equating to the HEFCE band A funding, payable by the Islands authorities;
 - (iv) The principle be fixed for a period of three years, to be reviewed in the autumn of 2014.

9 Other Reports

UBU 2010/11 Financial Statements

- 9.1 RECEIVED: In accordance with Statute 27, the University of Bristol Student Union's Annual Report and Financial Statements for the year ended 31 July 2011, reference **CN/11/107** (previously circulated, copy in the minute book).

- 9.2 The Chair congratulated the Students' Union on achieving such a positive financial outcome. The President of the Union expressed particular thanks to Cindy Peck, Chair of the Student Affairs Committee, for her commitment, guidance and support over the past year.

Paragraphs 9.3 and 9.4 were discussed under Reserved Business

Chair Appointments

- 9.5 RECEIVED and NOTED: A report on recent Chair Appointments, reference **CN/11/110** (previously circulated, copy in the minute book).

10. Committee Reports

- 10.1 RECEIVED: Reports of key business considered by the following committees at their most recent meetings:

Audit Committee (1 November 2011)

- 10.2 Key business covered at the 1 November 2011 meeting had been covered in detail within the Audit Committee Annual Report (**CN/11/092**).

Student Affairs Committee (14 November 2011)

- 10.3 RECEIVED and NOTED: An oral report of key business considered by the Student Affairs Committee.

- 10.4 The Committee had received a progress report from each of the Sabbatical Officers and noted that all were making good progress against their objectives. The Students' Union's Vision and Mission Statements had been finalised and approved. The Union's financial situation was considered and it was noted that income for the year to date had been ca. £90K ahead of target. The SAC had also received the external review report of the University's student welfare services. The Committee had congratulated the staff involved on the delivery of what was considered to be an excellent student services programme.

Personnel and Health & Safety Committee meeting (4 November 2011)

- 10.5 RECEIVED and NOTED: An oral report of key business considered by the Student Affairs Committee.

- 10.6 The Committee had considered the human resource implications associated with the student growth programme. The Committee had been reassured that the University was committed to recruiting the highest calibre staff and to maintaining the high standards that it had already set. The Committee reviewed the effectiveness of the new Health and Safety Consultative Committee and noted that there were some governance issues which would benefit from clarification, particularly the boundaries between operational and strategic health and safety issues.

Ethics of Research Committee meeting (18 October 2011)

- 10.7 RECEIVED and NOTED: A report of key business considered by the Ethics of Research Committee, reference **CN/11/111** (previously circulated, copy in the minute book).

Estates Committee meeting (14 October 2011)

- 10.8 RECEIVED and NOTED: A summary report of key business considered by the Estates Committee, reference **CN/11/112** (previously circulated, copy in the minute book).

11. Any Other Business

- 11.1 NOTED: That Lord Woolf's final report of the independent external inquiry into the London School of Economics and Political Science's relationship with Libya would be published in late November 2011. The outcomes of this report could have significant governance implications for the sector.

12. Session 3: Strategic session – Brand/Reputation

- 12.1 Council received a presentation from Mr David Alder, Director of Marketing and Communications.

13. Date of Next Meeting

- 13.1 NOTED: That the next meetings of Council had been scheduled as follows:
Friday, 10 February 2012
Thursday, 22 March 2012 (followed by Council dinner from approx 7pm)
Friday, 23 March 2012
Friday 25 May 2012
Friday, 6 July 2012