

## CONFIDENTIAL

### University of Bristol Minutes of Council

6 February 2009

- Present: Mr Jim Foulds (Chair), Mrs Alison Bernays, Professor Paula Booth, Mr John Bramhall, Professor David Clarke, Mr Chris Curling, Councillor Royston Griffey, Ms Ruth Jackson, Mr Tony Macdonald, Mr Robert Massie, Mrs Dinah Moore, Mr Bob Morton, Dr David Newbold, Mrs Cindy Peck, Professor Eric Thomas, Mr Tim Ross, Mrs Cathy Waithe, Mr Tobin Webb and Mr James Wetz.
- In Attendance: Mr Derek Pretty, Ms Alison Alden, Mr Ian Crawford, Ms Helen Galbraith, Ms Kelly Archer, Mr Guy Gregory, Ms Sue Paterson and Ms Clarie Middleton (for the University of Bristol Union item only).
- Apologies: Professor Malcolm Anderson, Mr Denis Burn, Mr Patrick Finch, Dr Stuart Goldsmith, Mr Colin Green, Professor Len Hall, Dr Stephen Lyne, Mr George Morton, Mr Andrew Nield, Mr David Ord, Ms Anne Stephenson, Mr Tim Stevenson, Mr James Wadsworth, and Professor Avril Waterman-Pearson.
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#### Formal Meeting of Council

##### 1. Apologies for Absence / Announcements

- 1.1 The Chair welcomed colleagues to the meeting and noted the apologies received, which were greater than normal given the heavy snowfall. The Chair welcomed Mr James Wetz, a new lay member of Council, to his first formal meeting of Council. It was reported that Professor Rosemary Deem had left the University at the end of January 2009 to take up the post of Dean of History and Social Sciences at Royal Holloway. Professor Deem had been a valued member of the Council who would be missed. An election to replace her would be held amongst the Professorial staff over the coming weeks.

##### 2. Minutes of the Last Meeting

- 2.1 CONFIRMED: The minutes of the meeting held on 27 November 2008.

##### 3. Matters Arising and Actions Register

###### Actions Register

- 3.1 There were no outstanding actions.

###### Matters Arising

- 3.2 The Chair thanked those members of Council who had provided very helpful feedback on the draft Vision & Strategy document. The document had now been finalised and would be available in hard copy and on the University website during the following week.

#### **4. Chairman's Report, Council Matters and Correspondence**

##### Update on pay negotiations

- 4.1 The Universities and Colleges Employers Association (UCEA), other Higher Education (HE) unions and University and College Union (UCU) had met for rounds of Advisory, Conciliation and Arbitration Service (ACAS) talks in a bid to reach agreement on the UCU issues regarding HE national pay negotiation arrangements. All HE unions and UCEA were part of a new Joint Negotiating Committee for Higher Education Staff (JNCHES) with the sole exception of UCU which had currently chosen not to join this national negotiating committee.
- 4.2 It was noted that UCU had chosen not to attend the new JNCHES Strategic Conference on the 8 December 2008. This Conference – an annual strategic issues event and part of the agreement to work together - provided an opportunity to share and discuss future challenges set out in HE. Since then UCU had written to all HEIs and UCEA's Chair to present its 2009 pay claim. The claim was for RPI at June 2009 plus 5%, or 8% whichever was the greater. UCU had also asked for a meeting with UCEA before 31 January 2009 to discuss its claim, with a threat of considering 'further appropriate measures to pursue the claim', should the meeting be declined.
- 4.3 It was likely that the University's executive would be required to make some significant decisions about future action before the March 2009 meeting of Council. It was expected that action taken would be along the lines described to and approved by Council at its October 2008 meeting – that the University would, in principle, stay within national pay negotiations for the forthcoming pay round, that it was accepted that this agreement placed an obligation on the University to act collectively with other HE employers as necessary, in particular in relation to withholding pay, if faced with industrial action.
- 4.4 RECEIVED: A report outlining various items of Chair's Business, reference **CN/09/409** (previously circulated, copy in the minute book).
- 4.5 APPROVED: The appointment of Mr Andrew Nield, Finance Director, to the Boards of the following subsidiary companies:
- (i) Bristol Innovations Ltd
  - (ii) Oval (717) Ltd
  - (iii) Park Row Ltd
  - (iv) The Coombe Dingle Trust Ltd
- 4.6 APPROVED BY SPECIAL RESOLUTION: The following amendment to Ordinance 5 (Election to Council of members of staff) which would permit the use of email in the conduction of staff elections to Council:

##### **Ordinance 5 (4)**

Conduct of Elections

Elections shall be conducted by secret postal ballot using the single transferable vote method of election.

## **5. Matters for Discussion**

### **Vice-Chancellor's Report**

- 5.1 The Vice-Chancellor outlined the key financial challenges that the University was currently facing. Research Councils can expect a 5% funding cut in 2010/2011 and there were rumours that this was likely to impact upon the University of Bristol's research income stream. Furthermore, the University had been in receipt of a £15-£16 million per annum infrastructure grant from HEFCE for the past ten years and this was not guaranteed beyond 2010/11. There had been a drop in income from overseas student fees this year and it was anticipated that this might continue into the following academic year. The Vice-Chancellor concluded that, although, there were clearly some challenging times ahead, the University was in a strong position. If, however, the University did nothing to counter the slow-down in income combined with the escalation in costs, the University would not generate the cash flow and surpluses that it needed. A letter setting out the current financial situation and the steps that the University might need to take to address this, had been distributed to all staff. A copy of this letter was tabled, reference **CN/09/411** - (copy in the minute book).
- 5.2 HEFCE had indicated that from the beginning of the 2009/2010 academic year, institutions would be "fined" up to £10,000 per student for each place that was over-recruited. The University had found it extremely difficult to precisely hit its student number targets, and the new "fine" could, therefore, result in a significant cost. In response, all admissions tutors had been asked to consider how they might minimise over-shoots, and it had been acknowledged that this might require the use of clearing; a practice that Bristol had not previously had to employ to any significant degree.
- 5.3 The Vice-Chancellor referred members to two spreadsheets (tabled documents, reference **CN/09/412**, copy in the minute book) which outlined Bristol's position alongside other HEIs in relation to the outcomes of the recent Research Assessment Exercise (RAE).
- 5.4 The Vice-Chancellor confirmed that Bristol had overall achieved a very successful RAE outcome. It was hoped that the level of associated QR funding would not vary significantly from that which had been received last time, although this could not be confirmed until the formal HEFCE letter had been received in March 2009.
- 5.5 The Science Faculty had done exceptionally well in the 2008 RAE and produced outstanding results. Similarly, the Engineering Faculty had significantly over-performed. There were very few academic units which had not done as well as expected and there had been an overall increase in both research quality and volume across the University.
- 5.6 The Vice-Chancellor thanked all staff for continuing to provide such outstanding work. He asked that particular thanks be expressed to Professor

Malcolm Anderson, Pro Vice-Chancellor (Research), and Lesley Dinsdale, Senior Research Policy Manager, Research and Enterprise Development, who had led this work.

- 5.7 The Centenary Campaign was going well. A number of high profile events had already taken place and had been well attended. The series of Centenary Lectures had now commenced and the two lectures that had taken place had been extremely popular and well-received.

## **6. Financial Report**

- 6.1 RECEIVED: A financial progress report from the Finance Director, reference **CN/09/410** (previously circulated, copy in the minute book). The report outlined the University's current financial position; the financing constraints facing the University (the Barclay's loan, HEFCE borrowing limits, and pensions responsibilities); the basis of the University's current financial forecasts and the implications of any significant deviation from this; and the actions that the University could take to mitigate its financial pressures in the short, medium and longer-term. Possible actions included: budget re-planning, targeted early retirements, targeted redundancies, streamlining support processes, systems efficiencies, smart pension schemes; and constraining the approval of new capital investment projects.
- 6.2 Members thanked Mr Nield, who had been unable to attend due to the snow, for this informative and clear report. There was general agreement that it would be crucial for the University to maintain a positive and open dialogue with staff in relation to these matters. It was noted that staff communication was dealt with more efficiently in some academic departments than others, and that it would be necessary to try to ensure a level of consistency for all staff. The importance of managing departments' and staff expectations in terms of the capital programme was also stressed.

## **7. Matters for Discussion and Approval**

### Establishment of Langford Veterinary Services

- 7.1 RECEIVED: A report from Professor Len Hall, Chair of LVS Steering Committee, and Dr Malcolm Stokes, LVS Project Manager, setting out the rationale for approval of the activation of and transfer of staff to LVS as a clinical service company wholly-owned by the University, reference **CN/09/405** (previously circulated, copy in the minute book). The restructuring of clinical veterinary service provision at Langford would enable the University to establish a competitive advantage and better respond to the needs of its customers, thereby ensuring adequate caseloads for clinical teaching and research and a sustainable future.
- 7.2 NOTED: That the project had been considered by all relevant Groups/Committees, including: Strategy Committee, University Research Committee, University Planning and Resources Committee, Estates Committee, Personnel Committee, Education Committee and Finance Committee.
- 7.3 The Registrar confirmed that the University had consulted the relevant Trade Unions about the TUPE implications for staff who would be transferring their

employment into the new LVS entity and was working with them to ensure that the process would be as straightforward as possible.

7.4 It was noted that the short to medium term success of the project would be in no small part dependent upon the engagement of the LVS Chief Executive Officer. The Vice-Chancellor assured members that Lynne Hill (currently CEO (Designate) at Langford) was fully committed to making the project a success. The University would do all that it could to support and guide the senior team at LVS. If Council approved the proposal, it would be necessary to appoint Directors to the Board of LVS. Membership of the Board had been considered in detail and it was proposed that the following appointments be made: a retired veterinary surgeon (to be confirmed); University Finance Director; Ian Crawford (previous University Finance Director) as a non-executive member for a period of two years; and Mr Colin Green (lay member of Council) as Chair.

7.5 APPROVED: The establishment of LVS as a spin-out clinical service company; a wholly-owned subsidiary of the University including the transfer of University staff to LVS from the beginning of March 2009.

7.6 ENDORSED: The appointment of the individuals named above to the Board.

Ordinance 24: The University of Bristol Union (UBU or “the Union”)

[Clarie Middleton, Acting General Manager of the Union, joined the meeting for discussion of this item].

7.7 RECEIVED: A report from the President of the Students’ Union, Mr Tobin Webb, outlining a series of proposed amendments to Ordinance 24 to reflect a number of structural changes to the Union, reference **CN/09/406** (previously circulated, copy in the minute book).

7.8 The amendments reflected the following proposed structural/operational changes:

(i) A newly structured Sabbatical Team (outlined in Appendix A of **CN/09/406**).

(ii) The creation of a ‘Chief Executive’ in place of the current ‘General Manager’ at the Union (outlined in Appendix B of **CN/09/406**).

(iii) Allowing new staff to be employed directly by the Union through its Board of Trustees (outlined in Appendix C of **CN/09/406**).

7.9 Mr Webb introduced his paper, explaining that it followed on from an earlier paper that had been presented to and approved by Council in 2008. Its aim was to improve the governance structures within and across the Union and reflected the ongoing constitutional review work that was being undertaken in parallel with the work of the Charities Act Planning Group.

7.10 Following, Council’s earlier approval, the Union had proceeded to establish its new Board of Trustees. The Board was now operational and was having a profoundly positive effect upon the success and morale of the Union. The financial deficit had been significantly reduced and the Union was now on a far more sound financial footing than it had been for many years.

- 7.11 Mr Webb commented that allowing the Union to employ its own staff would be a fundamental part of its longer-term development and strategy as it would provide the level of flexibility that the Union would need to respond to its changing environment.
- 7.12 Concern was expressed that the Union Trustees, who were part of an unincorporated association, might not currently be covered by the University's liability insurance. If this were the case, it could be that individual trustees of the Union were personally liable. It was agreed that this would need to be investigated further and a report made back to the University Secretary.
- 7.13 A concern was also raised that it would not be good practice, and might also give rise to equal pay claims, for new Union employees who had been assigned 'less favourable' terms and conditions to be working directly alongside colleagues who had retained the original 'more favourable' terms and conditions simply as a result of length of service.
- 7.14 The Chair reported that he had received a letter that had been signed by a large proportion of the Union's existing staff, expressing major reservations about the proposal to transfer their employment from the University to the Union. He suggested that the Sabbatical Officers continue to work closely with the Personnel Division staff on a communications strategy which aimed to allay the concerns of the existing Union staff. He stressed that it would be very difficult to make the new model successful if such a high proportion of Union staff were not in support of it. The Chair felt that Council had an obligation to consider the reputational risk that this issue might present to both the University and the Students' Union.
- 7.15 The Chair also suggested that the Sabbatical Officers re-considered the costs they had estimated for support from the University Personnel Division. He felt that it would be more appropriate for these to be costed on a Full Economic Costing basis, and that the costs on this basis would be significantly higher than those estimated within the paper.
- 7.16 The Chair also had reservations about approving further changes to Ordinance 24, as some of the constitutional changes previously requested by Council (May 2008) had not yet been made.
- 7.17 The Registrar explained that non-contentious items such as the sabbatical changes and the change of job title could be and were normally approved as presented. However he noted that Council under Statute 17 technically should not seek to approve the proposed Ordinance changes, including those which related to employment of staff, without a written report from the Secretary. As the paper had not been received until just before it was due to be circulated, the Registrar regretted that the Secretary's Office had not had sufficient opportunity to review the issues raised and report formally on them.
- 7.18 The Chair confirmed to Mr Webb that although he had no desire to block the Union's progress, the concerns raised by Council were sufficient that he did

not feel able to ask Council to approve them in their entirety at this meeting. He proposed instead that Council approved 'in principle' the first two proposed changes, i.e.: (i) The new Sabbatical Team Structure (as outlined in Appendix 1); and (ii) Amendment of the title 'General Manager' to 'Chief Executive' (as outlined in Appendix 2?).

- 7.19 In relation to the third proposal (that the Union be permitted to begin employing its own staff), the Chair suggested that Mr Webb and his team, liaised with the Chair of the Student Affairs Committee, Alison Bernays, the University's Secretary's Office, and the Personnel and Staff Development Division to address the concerns raised today. A report, accompanied by a corresponding written report from the Secretary's Office, could then be presented at the March Council meeting. It would, however, be essential for the Sabbatical Team to allow sufficient time for the Secretary's Office to review the paper and draft the accompanying report. It was envisaged that the new paper would include a revised Ordinance 24, which incorporated the changes relating to the amended sabbatical team structure and the revision of the job title from 'General Manager' to 'Chief Executive'. Council would then be asked to approve all revisions to Ordinance 24 via a Special Resolution at its March 2009 meeting (subject to receipt of the relevant paperwork in good time for the Secretary's written report to be drawn up).
- 7.20 In order to enable the Union to proceed to appoint its Chief Executive, the Registrar suggested that this appointment could be made jointly by the University Council and the Union Trustees with a University contract of employment, but on a basis that would allow for future transfer to direct employment by the Union at a later stage, if a decision was made to incorporate the Union as a separate entity with limited liability.
- 7.21 The Registrar confirmed that the University was committed to working with and supporting the Students' Union to ensure its long-term stability. The University's officers were not opposed to the principle of the Union becoming separately incorporated with limited liability and employing its own staff, and in fact had previously agreed that it would assist with any restructuring costs that the Union needed to incur in order to achieve this. The University, and Council, did however have an obligation to understand and manage any risks associated with such a move.
- 7.23 ENDORSED: The following structural/operational changes within the Union:  
(i) A newly structured Sabbatical Team (outlined in Appendix A of **CN/09/406**).  
(ii) The creation of a 'Chief Executive' in place of the current 'General Manager' at the Union (outlined in Appendix B of **CN/09/406**).
- 7.24 AGREED: (i) That, in the light of Council's discussions and the concerns raised at this meeting, the Union Sabbatical Team should work with the Secretary's Office and Personnel Division to present a new paper to Council for its March 2009 meeting. This paper should set out the Union's proposals for employment of staff in the context of its future "business plan" and recommendations from the Charities Act Planning Group for incorporation of

the Union. Personnel Division would assist the Union's officers, as required, in the meantime with recruitment of a Chief Executive to the Union.

(ii) That because formal amendments to Ordinance 24 could not be approved by Council at this meeting, a new paper incorporating the proposed changes would be presented to Council in March for approval via Special Resolution.

**8. Matters for Formal Decision or Approval  
Student Appeals, Grievances and Disciplinary Matters\***

8.1 NOT AVAILABLE

**9. Matters for Information Only**

9.1 RECEIVED and NOTED: The report to Council on the meeting of Court on 12 December 2008, reference **CN/09/408** (previously circulated, copy in the minute book).

**10. Any Other Business**

10.1 NOTED: That the Chair of Council had recently written to all Council Committee Chairs to ask them to formally appoint a Vice-Chair who would stand in for the Chair in his/her absence. The names of Vice-Chairs would be reported to Council in due course.

10.2 NOTED: That it would be timely to begin the process of selecting a new Chair of Council to take over from the current Chair when he retired in December 2009. The current Chair had liaised with various colleagues and proposed that Mrs Alison Bernays, in her capacity as Pro Chancellor, be appointed to lead on the selection process. In 1996, Council had approved an outline process for the selection of a Chair of Council and it was envisaged that this approach would remain broadly unchanged, although in response to feedback received following the 2006 appointment process, it was proposed that Alison (with the support of a small number of lay Council members) would lead the process on her own (as opposed to with one other Pro-Chancellor, which was the approach used in 2006). Council indicated that it was supportive of this approach.

**11. Dates of next meetings**

Thursday, 19 March 2009

Friday, 20 March 2009

Friday, 8 May 2009

Friday, 3 July 2009

\* Reserved Business