



MEETING OF THE BOARD OF TRUSTEES

Friday 15 March 2019

Burges Salmon, One Glass Wharf, Bristol, BS2 0ZX

MINUTES

Present: Mr J Boyer (Chair), Professor H Brady (Vice-Chancellor), Ms K Ashley, Professor A Carr, Ms J Cecil, Ms J Cook, Professor S Ellwood, Ms L Fletcher, Dr M Hamlin, Mr N Joicey, Dr J Khawaja, Professor G Macdonald, Dr J Manley, Ms N McCabe, Ms S Patterson, Mr A Poolman (Treasurer), Mr M Saddiq, Professor J Squires (DVC and Provost), Professor K Syrett.

In attendance: Ms J Bridgwater (University Secretary) *part meeting*, Professor N Canagarajah (PVC Research) *part meeting*, Mr R Kerse (Chief Operating Officer), Professor N Linden (Professor of Theoretical Physics) *part meeting*, Dr E Lithander (PVC – Global Engagement) *part meeting*, Professor G Orpen (DVC New Campus Development) *part meeting*, Ms L Parr (incoming Registrar & Secretary), Ms S Paterson (University Secretary) *part meeting*, Ms L Robinson (Acting Registrar) *part meeting*, Mr J Sutherland (Clerk and Head of Governance)

Apologies: Dr A Raffel (Trustee)

1 WELCOMES, APOLOGIES AND ANNOUNCEMENTS

- 1.1 The Chair declared the meeting as quorate and welcomed the trustees to the meeting
- 1.2 Feedback from Trustees is that the revised presentation of the papers in two packs, with a focussed main paper and reading material providing in an accompanying pack is working well.
- 1.3 Ms Parr was welcomed to the meeting and her appointment as the Registrar and University Secretary was APPROVED (UNANIMOUS)

2 DECLARATION OF INTERESTS

- 2.1 No new interests were declared

3 MINUTES OF PREVIOUS MEETING

- 3.1 Four amendments to the minutes were:
 - Ms K Ashley to be added to attendees.
 - Minute 4.2 - change from September 2022 to September 2021 as original date.
 - Minute 3.2 – request to record the comment that Bristol is one of the most expensive areas for students to source accommodation.
 - Minute 4.5 – request to clarify comment on Staff and Student engagement on values and behaviours to include that feedback has been provided on this during the strategy consultation exercise.
- 3.2 The minutes were APPROVED as a fair and accurate record of the meeting of 25 January 2019 subject to these changes being made.

4 MATTERS ARISING AND ACTIONS

- 4.1 The Chair asked Mr J Sutherland for an update on the Court Reform Steering Group, who confirmed that Dr E Lithander, Ms L Robinson and Mr J Sutherland had met to discuss and take forward finalising the membership of the Group. It was confirmed that the purpose of the Steering Group is to ensure that the implementation of the changes to Court are consistent with the proposals agreed by Court.
- 4.2 The Trustees on the Steering Group were confirmed as Ms L Fletcher and Ms S Patterson with Dr J Khawaja also appointed as a staff representative.
- 4.3 The remaining members are being contacted and the first meeting will be held during April.
- 4.4 The Board concluded that all actions arising from the previous meeting are in hand.

5 VICE-CHANCELLOR'S REPORT

- 5.1 The Vice-Chancellor introduced his report to the Board and made the following key points:
- Brexit was a key matter and will be discussed in greater detail later in the meeting.
 - **[REDACTED: likely to prejudice commercial interests].**
 - There is a perceived link between the timing of Brexit and the finalisation of the Augar Review. Russell Group (RG) and Universities UK (UUK) are active in communicating the risks of a reduced funding position, in particular focussing on the funders of widening participation and the local communities where Universities are key employers.
 - PhD graduates have been removed from the Tier Two Cap to encourage them to remain in the UK after completing their studies. This has created additional space within the cap for other categories of student.
 - **[REDACTED: likely to prejudice commercial interests].**
 - RG and Royal Statistical Society (RSS) have made evidence-based submissions on Subject-Level TEF, which highlight methodological flaws in the approach and demonstrate that TEF has not achieved the outcomes of informing student choice. In response to a question, it was confirmed that the RSS submission to the Department for Education (DfE) was particularly damning and that the impact of these submissions is awaited.
 - **[REDACTED: personal information].**
 - **[REDACTED: information intended for future publication].**
 - The inaugural University of Bristol Alumni Awards Ceremony was held in Mansion House and hosted by the Lord Mayor of London. This had been a very successful event and will be held annually from now on.

6 STRATEGIC ITEM 1 - MENTAL HEALTH AND WELLBEING REPORTING

- 6.1 Prof J Squires introduced the item and reminded the Board of the work undertaken to date, including the breadth and depth of the consultation. The following points were made
- The strategies and action plans are based around the eight themes in the UUK Stepchange Framework. University of Bristol is ahead of the curve in the sector and other institutions are beginning to build their strategies on the same basis.
 - The action plans provided in the Reading Pack are in draft and being developed.
 - Encouraging disclosure of both mental and physical health conditions is critical in order to identify where and how to provide support.

- 6.2 Mr J Boyer invited the Board to ask questions and make comments on the dashboards that were proposed as part of the pack. The following points were made:
- Several members confirmed that it was encouraging to see continued progress in this area.
 - In relation to staff mental health, that it would be helpful for the dashboard to have a balance of subjective/objective measures and forward/backward looking measures, which could be categorised and grouped as such in the reporting.
 - The measures should report on the “Prevent” activity that sits within the plan.
 - Other sectors (e.g. NHS) and countries (e.g. US Universities) may be a source of insight for how to measure, benchmark and report progress.
 - In other sectors, self-reported “Happiness” and instances of Health & Safety events have proven to be useful lead indicators for mental health.
 - Measuring the engagement or occurrence of support services is different to measuring the effectiveness of interventions.
 - Interface with the NHS is critical in understanding how services are being accessed by our staff and students; whether those services are effective; and to supporting the promotion of best practice within the NHS.
 - The governance and metrics that are adopted need to allow us to be robust in the face of external challenge but currently there is no standard sector approach.
 - Other specific feedback on the proposed metrics was provided to Prof J Squires.
- 6.3 During the conversation, management made the following points to the trustees:
- The PhD on mental health, which is being sponsored by the University, is progressing and the thesis is being drafted. Furthermore a VC Fellowship has been offered to an individual with a PhD in a related area.
 - The University is engaging with the World Universities Network on the topic of mental health and wellbeing and is taking the lead by holding a workshop of practitioners in Dublin in May.
 - Workload planning is focussed on academic staff at the current time as this group reported greater dissatisfaction but the workloads of professional services staff are also recognised.
 - There is an opportunity for University of Bristol to use the work it has developed and promote it as a recommended framework for the wider sector.
 - Management will explore how to measure the effectiveness of Employee Assistance Programme and whether the regular pulse survey can be brought forward to support capturing further subjective staff data.
- 6.4 The Chair summarised that it has been a good paper and a good discussion, the response to which is positive. In developing the metrics further, consideration should be given to those that are forward looking and subjects for further exploration are perception, preventative action, benchmarking and the interface with the NHS.
- 6.5 It was agreed that there will be regular reporting of metrics within the reporting of SPIs, the next of which is planned for the May meeting of the Board.

7 STRATEGIC ITEM 2 – FIT FOR FUTURE

- 7.1 The Chair introduced the item and asked Mr R Kerse to lead the Board through the paper.
- 7.2 By way of setting the context for the discussion, Mr R Kerse noted that
- The organisation continues to grow successfully as it works towards its growth targets. Staff and student recruitment are strong along with new research funding awards
 - The University is well positioned and appears to be in a better situation than competitors, some of whom have announced significant staff restructures

- The growth strategy remains appropriate as a bedrock and the challenges to space and infrastructure need to be addressed

7.3 The trustees were invited to comment and ask questions, and during the conversation, the following points were made:

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

7.4 [REDACTED: likely to prejudice commercial interests].

8 BREXIT

8.1 Mr R Kerse introduced the item. The paper provided was intended to provide reassurance to the Board.

8.2 The exercises undertaken as part of Brexit planning revealed some key learnings for the development of the Incident & Crisis Management Framework (ICMF).

8.3 In relation to the costs of contributing to the office in Brussels (para 3.5), it was confirmed that this was around £20k

9 REVISED COMMITTEE STRUCTURE

9.1 Referring to a paper and a conversation that had been held at the Board Development session on the previous day, the Chair formally tabled the paper.

9.2 Mr J Sutherland summarised that the Board had discussed and agreed:

- The direction of travel set out in the paper was appropriate.
- To appoint the Chairs of the new Committees:
 - Andy Poolman as Chair of Audit & Risk.
 - Andreas Raffel as Chair of Finance and Infrastructure.
 - Nicky McCabe as Chair of Remuneration.
 - Nicky McCabe as Chair of the ED&I Group.
- The Chairs should now consider the terms of reference for their Committees and the appropriate membership.
- The Chair of the Board of Trustees is authorised to dissolve Committees at the appropriate time in line with the paper presented and in consultation with the current Committee Chair.
- That the nomenclature of the Task & Finish Groups be considered to ensure that the title reflects the intention.

9.3 The Board agreed that the following actions should be undertaken to complement the changes to committee structures:

- The Secretary should arrange for the creation and publishing of forward agendas for the Board of Trustees to demonstrate that matters relating to staff and students will feature in future Board business.
- The Governance team should review the previous business of each Committee to ensure that there is no loss of responsibility.
- The Governance Team should work with HR to ensure a robust approach to the Board oversight of Health & Safety, Talent & Succession and People Strategy is developed.
- The Governance Team should work with Internal Communications to ensure there is clear communication of the changes to staff and students.

10 PURCHASE OF 7-9 WHITELADIES ROAD

10.1 Mr R Kerse introduced the item and clarified that the Trustees of University of Bristol were also the trustees of the endowment funds and that the recommended purchase

of the property was being taken in their capacity as the endowment fund trustees. The purchase is as an investment rather than part of addressing the space needs of the University.

10.2 The recommendation was based on advice from Investment Advisors, Legal Advisors and Property Advisors with the aim of diversifying the portfolio, which is currently heavily equity based, and generating both income and capital appreciation. Papers to this effect had been distributed to trustees

10.3 The building is currently leased, with the conditions of handover at the end of the tenancy being on a full repair and insurance basis.

10.4 The trustees APPROVED the purchase of the property by the endowment fund (UNANIMOUS)

11. [REDACTED: personal information]

11.1 [REDACTED: personal information]

11.2 [REDACTED: personal information]

11.3 [REDACTED: personal information]

11.4 [REDACTED: personal information]

11.5 [REDACTED: personal information]

12. [REDACTED: pre-publication of research data]

12.1 [REDACTED: pre-publication of research data]

12.2 [REDACTED: pre-publication of research data]

13. COURT REFORM - NOMINATIONS COMMITTEE

13.1 Dr M Hamlin introduced this item and took the paper as read, which was in line with the proposals approved by Court.

13.2 The Board APPROVED the appointment of Mr J Boyer as Chair of the Nominations Committee and asked him to propose terms of reference and membership for this body.

14 COURT REFORM - AMENDMENTS TO CHARTER

14.1 Ms S Paterson introduced the item, which was taken as read, highlighting the requirements of a special resolution to make changes to the Charter.

14.2 The Board agreed that the changes were consistent with the proposals agreed by Court.

14.3 The Board APPROVED the changes to the Charter as set out in the paper and agreed to them being submitted for a second time at its next meeting for final approval, as required by the Charter (UNANIMOUS).

15 COURT REFORM - AMENDMENTS TO STATUTE

15.1 Ms S Paterson introduced the item, which was taken as read, highlighting the requirements of a special resolution to make changes to Statutes.

- 15.2 The Board agreed that the amendments were consistent with the proposals agreed by Court.
- 15.3 It was further highlighted that there may be other changes that the Board would wish to make to the Statutes separate from those required to implement the reforms to Court. The Secretary was requested to ensure that Trustees were engaged on this point and that any further changes to Statutes were brought forward at the next Board meeting.
- 15.4 The Board APPROVED the changes to Statutes and requested that the Secretary arranges for the requisite approvals to be sought from the Privy Council. (UNANIMOUS).

16 REPORT FROM DVC

- 16.1 Prof J Squires guided the Board through the content of her report and responded to questions from the trustees.
- 16.2 On the subject of KEF, Prof J Squires highlighted that there is no indication that the scheme will be retracted and that once there is further clarity on how it will operate, there will be an opportunity for the Board to discuss it more fully.
- 16.3 In respect of the promotion framework, Prof J Squires provided examples of how Equality, Diversity and Inclusion are considered, highlighting that the focus will be on quality of work rather than quantity of work thus helping to avoid penalising parental leave decisions.
- 16.4 The transition from the old promotion framework to the new promotion framework will be carefully managed and an impact assessment is being prepared.
- 16.5 An appointment to PVC Education is pending, with a preferred candidate having been identified. Due to timing of Board meetings it was requested that the Board authorise the Chair to grant approval to this appointment following the decision of Senate to endorse the appointment. Prof J Squires gave an overview of the individual, highlighting their achievements in relation to uplifts in NSS scores. The Board AUTHORISED Mr J Boyer to approve the appointment subject to consultation with Senate and the circulation of the candidate's profile to the trustees.
- 16.6 The Board APPROVED, on the recommendation of Senate, a change to University Regulations such that all students graduating from professionally-accredited, clinical degree programmes in the Faculty of Health Sciences wear the hood currently worn by graduating medical students.
- 16.7 Following a discussion on the original purpose of the clause in question and satisfying itself that the change would not disadvantage students, the Board APPROVED, on the recommendation of Senate, an amendment to section 11 of the Examination Regulations to permanently remove the rule that prevents students from graduating whilst an academic appeal is in progress or from appealing after graduation.

17 REPORT FROM REGISTRAR

- 17.1 Ms L Parr guided the Board through the Registrar's report and responded to questions from the trustees.
- 17.2 **[REDACTED: likely to prejudice commercial interests].**

- 17.3 The Board discussed the role of a civic university and the reported low numbers of local applicants to study. The view shared was that this is a result of educational inequality within the City, which is being addressed in part through the targeting and sponsorship of local schools, which will take time to yield positive change.
- 17.4 The redevelopment of the library is part of the ambition to be more visible and encourage aspiration.
- 17.5 The Board discussed the press coverage relating to the ratio of state-educated to privately-educated students enrolling at University of Bristol. Key points made were:
- State school intake has never been a specific target within the approach to widening-participation.
 - There is a two-grade contextual offer policy for “aspiring state schools” which has resulted in improved levels of applications from these schools.
 - There is a general increase in applications from state-educated prospective students.
 - 69% of University intake is state-educated against a target of 70%.

18 REPORT FROM COO

- 18.1 Mr R Kerse guided the Board through his report and responded to questions from trustees. In particular, he highlighted that the latest view of the numbers is stronger than contained within the report and is now £5.6m ahead of the EBITDA budget to the end of February and is on target to achieve the year end EBITDA target.
- 18.2 The UUK USS Consultation response had been circulated to Trustees following submission. A trustee highlighted that the response had argued against some of the UUK proposals and recognised that there needed to be further debate across the sector with some difficult decisions required.
- 18.3 **[REDACTED: likely to prejudice commercial interests].**
- 18.4 **[REDACTED: likely to prejudice commercial interests].**
- 18.5 **[REDACTED: likely to prejudice commercial interests].**
- 18.6 In the absence of Dr A Raffel, the Chair invited Mr R Kerse to provide an update from the Finance and Major Projects Committee. He reported four items had been approved, which were the items set out in Section 5 of his report.
- 18.7 An update on Huawei was requested and it was confirmed that the University is moving ahead in line with Government guidance and that a defensive communications statement is being prepared. The Board recognised that different national governments are adopting contrasting positions on Huawei, highlighting the absence of international consensus on this topic.

19 REPORT FROM AUDIT COMMITTEE

- 19.1 Mr A Poolman introduced his report and highlighted the Committee discussion on Whistleblowing Policy, noting the action raised by the Committee for Prof J Squires to take forward a review of the University’s approach in this area.
- 19.2 It was suggested that in other sectors, it is common for the Whistleblowing Officer to be a member of the Board, who does not have executive or line management responsibility with investigative support being provided by a third party.

- 19.3 The approach taken by the NHS in making the Whistleblowing Policy and Process accessible was highlighted as a potential source of learning for the University.

20 REPORT FROM IT COMMITTEE

- 20.1 Dr J Manley took his report (BT/18-19/067) as read and highlighted that Keith Woolley has been appointed as the CIO of the University and that he would be taking the Committee through his strategic plan at its next meeting.
- 20.2 IT Committee has given a large amount of time to the Student Lifecycle Support Programme (SLSP) in order to apply the lessons learned from other programmes.

21 OTHER COMMITTEE UPDATES

- 21.1 The HR Committee is meeting next week.
- 21.2 Finance and Major Projects will be looking carefully at Fit for Future Programme and Space Utilisation.
- 21.3 Remuneration Committee is shaping up well and recently reviewed itself to confirm its alignment to best practice. The question of student participation on the Committee was raised and the Chair of the Committee stated that it was best practice for students not to be included in the membership.

22 ANY OTHER BUSINESS

- 22.1 There was no other business and the meeting was closed.