

**MEETING OF THE BOARD OF TRUSTEES**

**Friday 26 June 2020**

**Meeting held via Zoom**

**MINUTES**

**Present:** Mr J Boyer (Chair), Professor H Brady (Vice-Chancellor), Ms K Ashley, Dr M Bhabuta, Professor A Carr, Ms J Cecil, Professor S Ellwood, Ms L Fletcher, Dr M Hamlin, Robert Kerse, Dr J Khawaja, Professor G Macdonald, Mr J McAlinden, Ms N McCabe, Mr J Palmer, Ms L Parr, Mr A Poolman (Treasurer), Dr A Raffel, Mr M Saddiq, Professor J Squires (Deputy Vice Chancellor (DVC) and Provost), Professor K Syrett.

**In attendance:** Jane Bridgwater (part-meeting), Steve Chadwick (part-meeting), Robert Kerse, Barra MacRuairi (part-meeting), Lucinda Parr, Hannah Quinn (Clerk and Head of Governance), Keith Woolley (part-meeting)

**Apologies:** Mr N Joicey

**1 WELCOMES, APOLOGIES AND ANNOUNCEMENTS**

1.1 NOTED apologies from Mr N Joicey.

1.2 The Chair welcomed Trustees to the meeting and NOTED the late papers in relation to Student Trustee appointments. NOTED the change in meeting format since the last Board meeting and the volume of strategic items for consideration. The Chair thanked Trustees for the feedback they had submitted in advance.

**2 DECLARATION OF INTERESTS**

2.1 There were no new declarations of interest.

**3 MINUTES OF PREVIOUS MEETINGS**

3.1 The minutes were APPROVED as a fair and accurate record of the extraordinary Board teleconference of 24 March 2020 subject to minor amendments.

3.2 The minutes were APPROVED as a fair and accurate record of the meeting of 3 April 2020 subject to minor amendments.

**4 ACTIONS & MATTERS ARISING**

4.1 NOTED that all matters were ongoing or complete and that completed items would be removed from the Action Register.

**5 VICE-CHANCELLOR'S REPORT AND QUESTIONS (reference BT/19-20/061)**

5.1 RECIEVED the report of the Vice-Chancellor.

5.2 The Vice-Chancellor updated the Board in relation to the Covid-19 pandemic and the Board NOTED the University's focus on student recruitment and planning for the next academic year, amidst rapidly changing policies and circumstances and existing challenges in Brexit and Augur.

5.3 The following points were NOTED:

- 5.3.1 The outstanding response to the pandemic across the University community and the impact on staff of challenging personal conditions and additional workload.
  - 5.3.2 Recent success in the UKRI Strength in Places funding call, with an award of £46m to Bristol and partners for the MyWorld creative technologies programme; and that a second bid had automatically progressed to the next round of considerations.
  - 5.3.3 Recent developments in relation to the Black Lives Matter movement, including the establishment of an Anti-Racism Steering Group, co-chaired by the DVC & Provost and a Staff Trustee.
  - 5.3.4 The work of the sector in lobbying government and working with relevant departments to protect the student experience and secure UK research, particularly, the work of the Universities Research Sustainability Taskforce to encourage investment in research as a substitute for a likely fall in international student numbers.
  - 5.3.5 The current position in relation to admissions figures and projections and the Virtual Open Day which was supported by around 450 staff and attracted around 13,000 prospective students.
  - 5.3.6 The revised planning and governance arrangements in place to transition from crisis response to planning mode, including a Scientific Advisory Group.
  - 5.3.7 Plans for blended teaching, provision of support services and residences in the next academic year and plans for campus recovery. The importance of Test, Trace and Isolate plans.
  - 5.3.8 The phased approach to financial management and the link to consideration of the budget and strategy items later on the agenda.
  - 5.3.9 **[REDACTED: likely to prejudice commercial interests]**
- 5.4 The following points were DISCUSSED:
- 5.4.1 The potential benefit of any further government finance schemes which could incur additional short term debt and would be considered on its merits.
  - 5.4.2 That whilst early indications were in line with the 2020/21 budget assumption, it was difficult to predict international student numbers. The deciding issues would likely be applicant confidence and availability of travel in September.
  - 5.4.3 **[REDACTED: Information for future publication]**
  - 5.4.4 The likelihood of liability for student fee refunds in relation to disruption.
  - 5.4.5 The ability for campus and teaching plans to respond to any second spike in cases.

## **6 KEY UNIVERISTY RISKS AND RISK MANAGEMENT FRAMEWORK REFRESH (reference BT/19-20/062)**

- 6.1 RECEIVED the paper. The Registrar & University Secretary introduced the item.
- 6.2 The following points were NOTED:
- 6.2.1 The University's risk profile, which is relatively high compared to the previous decade and in many areas beyond the University's risk tolerance for reasons outside of the University's control.
  - 6.2.2 The controls in place to manage the Key University Risks.
  - 6.2.3 That the risk register had been updated further to comments from the Audit & Risk Committee and shared with the Board between meetings.
  - 6.2.4 That although the Audit & Risk Committee had been satisfied with the mitigation and management of risk, the residual risk position was still high.
  - 6.2.5 The refreshed Risk Management Procedures.
- 6.3 The following points were discussed
- 6.3.1 The potential addition of a new risk around the delivery of the Digital Strategy.
  - 6.3.2 The usefulness of the aggregate risk score.
  - 6.3.3 The continuously changing nature of many of the risks, particularly in relation to government policy.

- 6.4 APPROVED the latest version of the Risk Management Policy (following an annual refresh).
- 6.5 The Registrar & University Secretary introduced the risk appetite statements, which had been endorsed by Audit & Risk Committee, noting that this is the first iteration of the statements.
- 6.6 The following points were DISCUSSED:
- 6.6.1 The potential to further develop the risk appetite statements and quantify what minor, moderate and significant represent.
  - 6.6.2 The interdependence between longer term appetite and shorter-term impact.
  - 6.6.3 The longer-term aspiration to consider risk velocity.
  - 6.6.4 The need for more regular updates to the Board on the risk profile, particularly in relation to items outside the risk tolerance.

**ACTION:** Head of Governance

- 6.7 CONSIDERED and AGREED the University's risk appetite as articulated through a number of risk appetite statements (Appendix 2 of the Risk Management Policy)

## **7 2020/2021 BUDGET & BUSINESS PLAN (reference BT/19-20/063).**

- 7.1 RECEIVED the paper, introduced by the Chief Operating Officer.
- 7.2 The following points were NOTED:
- 7.2.1 That Trustees were asked to consider a streamlined business plan and budget which would be revisited once student registration numbers were confirmed.
  - 7.2.2 That the draft budget focusses on core expenditure, with no reduction in student services budgets, or the Student Union block grant and with focussed investment in digital capabilities, online education and blended learning.
  - 7.2.3 That student intake targets had not been materially amended from those submitted to the OfS
  - 7.2.4 That there were no plans for voluntary or widescale compulsory redundancies.
  - 7.2.5 **[REDACTED: likely to prejudice commercial interests]**
  - 7.2.6 That any significant changes would need to be considered by the Board.
- 7.3 The following points were DISCUSSED:
- 7.3.1 **[REDACTED: likely to prejudice commercial interests]**
  - 7.3.2 The velocity of changes impacting this budget and Trustees' desire to be kept updated of changes in position.
  - 7.3.3 **[REDACTED: likely to prejudice commercial interests]**
  - 7.3.3 Trustees encouraged the Executive to learn from responses in other sectors and to seek bold opportunities to ensure the University is well positioned in the longer term.

- 7.4 APPROVED the 2020/21 Business Plan & Budget.

## **8 STRATEGY REFRESH UPDATE (reference BT/19-20/063)**

- 8.1 RECEIVED the presentation. The DVC & Provost introduced the item.
- 8.2 The following points were NOTED:
- 8.2.1 The timetable for the refresh of the University Strategy, that would be presented to the Board of Trustees at the soonest opportunity.
  - 8.2.2 The Portfolio Board update which sets out progress in relation to the University's strategic programmes and projects.
  - 8.2.3 The development of key pillars, enablers and cross cutting themes, with a small number of high level aims under each pillar, and the development of smart objectives for each aim.

8.3 The following points were DISCUSSED:

- 8.3.1 The balance between the pillars and the introduction of a civic pillar. The importance of the cross-cutting themes being embedded in each pillar.
- 8.3.2 The articulation of the digital and estates strategies and how they are combined to support ways of working and teaching.
- 8.3.3 That the Research theme would be further developed by the incoming PVC(R).
- 8.3.4 The need for strong leadership for each element of the strategy, and for those leads to work together via the DVC & Provost and VC.
- 8.3.5 The alignment of the strategy development with the Integrated Planning Process and senior team objective setting.
- 8.3.6 The need for clarity on how strategy delivery will be measured. The Executive noted that a more detailed framework, with clear objectives and strategic progress indicators (SPIs) would be reviewed at a future meeting.
- 8.3.7 The ambitious timeline and the ability to consult key stakeholders within that time.
- 8.3.8 The desire for additional Board engagement with the strategy development, before it is presented for approval

**ACTION:** DVC & Provost

**9 ESTATES STRATEGY** (reference **BT/19-20/065**).

9.1 RECEIVED the paper. The Chief Property Officer (CPO) joined the meeting. The CPO introduced the item.

9.2 The following points were NOTED:

- 9.2.1 The strategy had been developed over the past year, including developments from committee and stakeholder feedback.
- 9.2.2 That major changes had been made in relation to Covid-19 impacts including reducing costs, making efficiencies and repurposing space.
- 9.2.3 The challenges of managing an emerging position, considering user experience, and having the right assets in the right place for the right price.
- 9.2.4 **[REDACTED: likely to prejudice commercial interests]**

9.3 The following points were DISCUSSED:

- 9.3.1 The plans for the new University library, and the requirement to commence work within three years of planning permission being granted.
- 9.3.2 The schedule of leases has been considered as working behaviour changes.
- 9.3.3 The requirements for future learning spaces as more collaborative, interactive spaces with a better fusion of physical, social and digital space.

9.4 The Board noted thanks to the Chief Property Officer and his team on the considerable work undertaken.

9.5 APPROVED the final draft of the Estates Strategy 2020-2023.

**10 DIGITAL STRATEGY** (reference **BT/19-20/066**).

10.1 RECEIVED the paper. The Chief Information Officer (CIO) joined the meeting The CIO introduced the item.

10.2 The following points were NOTED

- 10.2.1 That the Digital strategy will undergo a light touch review in circa 12 months to ensure that it still aligns with the University's post Covid-19 Strategy and supporting strategies.
- 10.2.2 That strategy development had been accelerated due to Covid-19 and had been developed in partnership with teaching and research colleagues, considering student expectations and experience. Around 40 stakeholder sessions had been held at all levels.
- 10.2.3 That benchmarking had been conducted with other comparable institutions across the world.

- 10.2.4 The importance of appropriate governance and transparency to support delivery.
- 10.2.5 The aim to deliver boundaryless infrastructure and digital equity which will improve retention and employability, driven by data insights and proactive interventions.
- 10.2.6 The state of the current infrastructure and effort required to maintain it.

10.3 The following points were DISCUSSED:

- 10.3.1 Trustees questioned whether any elements could be further accelerated. The Executive noted that the presented plan was already an accelerated timeline, with activity across two programmes of work over four years. Trustees were assured that the Finance & Infrastructure Committee would monitor progress quarterly, with six monthly reports to the Board.
  - 10.3.2 The need for a strong team to deliver the strategy. The CIO confirmed that alongside changes in the management team, third party support was in place where appropriate.
  - 10.3.3 The integration with the Estates strategy, and the need to work to a blended operating model.
  - 10.3.4 Lessons learned from previous implementation projects, and appropriate levels of scrutiny. The Finance & Infrastructure Committee will consider a report on SLSP at their next meeting.
  - 10.3.5 Data security and privacy in relation to diversity. The CIO confirmed that he has taken external advice and is considering technology that will anonymise data on receipt and before any analysis. A full data strategy is being developed. That the CIO would present further relevant items in more detail to the EDI Oversight Group.
- ACTION:** Chief Information Officer
- 10.3.6 The partnership working with Bristol City Council to ensure that developments align with civic opportunities
  - 10.3.7 That the benefits case is not yet finalised but would be benchmarked and that by working with academics there may be additional opportunities for further benefit.

10.4 The Board noted thanks to the Chief Information Officer and his team on the considerable work undertaken.

10.5 APPROVED the Digital Strategy presented at Appendix 1.

**11 SPECIAL RESOLUTION: REDUNDANCY PROVISIONS** (reference **BT/19-20/067**)

11.1 RECEIVED the paper, introduced by the Registrar & University Secretary. The Deputy University Secretary joined the meeting.

11.2 APPROVED by Special Resolution amendments to Statutes 17 (Powers of the Board of Trustees); 21 (Powers of Senate) and 29 (Delegation to Committees & the Vice-Chancellor). These changes will be presented to the Privy Council for approval.

11.3 RATIFIED all previous decisions made by relevant members of University staff in relation to the redundancy of academic staff in accordance with the procedures prescribed by Ordinances 27 (as amended in 2015) and the Fixed Term Contracts Policy adopted in 2015.

**12 STUDENT MATTERS** (reference **BT/19-20/068**)

12.1 RECEIVED the Report, introduced by the Deputy Vice-Chancellor & Provost.

12.2 APPROVED the new University of Bristol Degree Outcomes Statement (annex Ai).

12.3 DISCUSSED the position in relation to fee refunds which is dependent on the provision of appropriate mitigation of any disruption.

12.4 APPROVED updates to the Student Agreement for 2020/21 (annex B).

12.5 APPROVED updates to the Student Protection Plan for 2020/21 (annex C).

12.6 APPROVED the Student Intellectual Property Policy with no changes for 2020/21 (annex D).

12.7 APPROVED the Bristol SU budget for 2020/21 and NOTED the commentary (annex E).

### **13 TEMPLE QUARTER PROGRAMME & RISK UPDATE (reference BT/19-20/069)**

13.1 RECEIVED the report, introduced by the Chief Operating Officer.

13.2 The following points were NOTED:

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

13.2.2 The importance of the new campus development for the future 10 – 30 years of the institution. The significant external financial support already in place.

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

13.3 The following points were DISCUSSED:

13.3.1 How to proceed if some, but not all funding was awarded and the need to decide what would be in the best interests of the institution.

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

### **14 CHAIR'S REPORT (reference BT/19-20/070)**

14.2 RECEIVED the paper, introduced by the Chair.

14.3 NOTED the content of the report, and that interviews would take place for lay trustees on the 7 & 13 July 2020.

### **15 COO UPDATE REPORT (reference BT/19-20/071)**

15.2 RECEIVED the paper, introduced by the Chief Operating Officer.

15.3 DISCUSSED the financial performance for the first ten months of the financial year 2019/20 (to 31 May 2020) and CONSIDERED whether management are taking appropriate levels of action to address areas of under-performance (see section 1.0 & Appendix 1).

15.4 The following points were DISCUSSED:

15.4.1 That the impact from student withdrawals had not been as significant as anticipated, and thanks to the efforts of colleagues, a good service has been delivered to students.

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

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

15.4.4 The potential for a substantial reduction in international student numbers.

15.4.5 The progress of pay negotiations.

15.5 DISCUSSED the financial outlook and the University's planning approach beyond 2020/21 (this should be considered in conjunction with the University Strategy Review and 2020/21 Business Plan and Budget papers elsewhere on the meeting agenda) (see section 2.0).

15.6 APPROVED the Group Governance Framework (see section 3.0 & Appendix 2).

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

15.8 APPROVED the letter of support for the Science Research Foundation Limited (see paragraphs 3.6-3.8 & Appendix 3).

15.9 DISCUSSED the student residence Health & Safety audit and the subsequent work with consultants to meet the outstanding requirements, but that there was no material risk.

**16 DEPUTY VICE-CHANCELLOR and PROVOST'S REPORT** (reference **BT/19-20/072**)

16.1 RECEIVED the paper, introduced by the Deputy Vice-Chancellor & Provost.

16.2 APPROVED on the recommendation of Senate the designation of the Centre for Applied Anatomy as a School, and the disaggregation of the School of Anatomy from the Centre for Health Sciences.

16.3 The following points were NOTED:

16.3.1 The report from the Elizabeth Blackwell Institute (EBI) on Covid-19 research

16.3.2 The establishment of the Race Equality Steering Group, to co-ordinate work in a number of streams, including reviewing naming of buildings, the University crest, and a philanthropic proposal for £1 million.

16.3.3 The plans for student living circles and alignment with disciplines

**17 REGISTRAR'S REPORT** (reference **BT/19-20/073**)

17.1 RECEIVED the paper, introduced by the Registrar & University Secretary.

17.2 NOTED the report of the Registrar & University Secretary.

17.3 The following points were NOTED:

17.3.1 The revision of priorities of the student experience programme, with a focus on supporting a flexible blended learning experience.

17.3.2 Updated recruitment data and potential changes in applicant behaviour, **[REDACTED: likely to prejudice commercial interests]**

17.4 DISCUSSED the change in QS World rankings, which saw Bristol and other UK Universities move outside the top 50. **[REDACTED: likely to prejudice commercial interests]** The Executive confirmed that the data is being carefully considered, and analysis will be provided to the Board when data from other rankings and surveys is available.

**18 REPORT FROM THE NOMINATIONS COMMITTEE** (reference **BT/19-20/074**)

18.1 RECEIVED the paper, introduced by the Chair.

18.2 APPROVED the recommendation of the appointment of Jason Palmer and Ore Odubiyi as student trustees from 1st July 2020 – 30th June 2021.

18.3 APPROVED the recommendation that the EDI (Equality, Diversity and Inclusion) Oversight Group be given the status of a Committee of the Board of Trustees.

18.4 APPROVED the recommendation of the appointment of Nicky McCabe as Chair of the new EDI Committee.

18.5 APPROVED the recommendation of the appointment of Mohammed Saddiq to Remuneration Committee as Chair of Remuneration Committee effective immediately.

18.6 NOTED the extension of Mohammed Saddiq's term of office by two years from 1 January 2021 to 31 December 2022, covered by Special Resolution see 19.2.

18.7 DISCUSSED plans for the election of Vice-Chair to the Board of Trustees and agreed that the Vice-Chair would consult informally with trustees.

**ACTION:** Vice-Chair of the Board

18.8 NOTED the reappointment of Mr Andy Willis to the Audit and Risk Committee for a second 3-year term from 27 May 2020 to 26 May 2023 using Chair's Powers (see para ref 2.1.1).

18.9 APPROVED the recommendation that the third position of Academic member of the Board of Trustees is retained as a vacancy.

18.10 NOTED that a vacancy will be held on the Finance & Infrastructure Committee.

18.11 NOTED the Report of the Nominations Committee.

**19 SPECIAL RESOLUTION: EXTENSION OF LAY TERMS OF OFFICE** (reference **BT/19-20/075**)

19.1 RECEIVED the paper, introduced by the Registrar & University Secretary.

19.2 APPROVED by Special Resolution, the extension to the term of office of Mohammed Saddiq as a Lay Member of the Board of Trustees by two years from 1 January 2021 to 31 December 2022.

**20 REPORT FROM HONORARY DEGREES COMMITTEE** (reference **BT/19-20/076**)

20.1 RECEIVED the paper, introduced by the Vice-Chancellor.

20.2 The following points were DISCUSSED:

20.2.1 The range of candidates and the change in approach towards a smaller number of higher quality individuals.

20.2.2 The existing pipeline of candidates who have not yet been presented with their awards.

20.2.3 **[REDACTED: Information for future publication]**

20.2.4 **[REDACTED: Information for future publication]** The Vice-Chancellor committed to reviewing the diversity of the pipeline of awards, alongside the candidates presented to this meeting, and recommending additional candidates as required.

ACTION: Vice-Chancellor

20.3 APPROVED on the recommendation of Senate the listed honorary degree awards.

**21 REPORT FROM FINANCE & INFRASTRUCTURE COMMITTEE** (reference **BT/19-20/077**)

21.1 RECEIVED the paper, introduced by the Chair of the Finance & Infrastructure Committee.

21.2 NOTED that the Dental School Business Case would return to a future meeting of the Finance & Infrastructure Committee.

21.3 NOTED the report.

**22 REPORT FROM THE EDI OVERSIGHT GROUP** (reference **BT/19-20/078**)

22.1 RECEIVED the paper, introduced by the Chair of EDI Oversight Group.

22.2 APPROVED the amendments to the EDI Oversight Group Terms of Reference and membership as highlighted in Appendix A.

22.3 NOTED the rest of the report of the EDI Oversight Group from its meeting on 4 May 2020.

22.4 The following points were NOTED:

22.4.1 The development of the work of the committee, with substantial executive oversight and leadership.

22.4.2 The need to fast track approaches in relation to disability.

22.5 The following points were DISCUSSED:

- 22.5.1 The progress made by the Group in relation to gender and sexuality, whilst acknowledging the need for further support for Trans students and staff.
- 22.5.2 The importance of communicating all the work that is being done across the institution, particularly in relation to the strategic and longer-term direction of EDI.
- 22.5.3 That the frequency of the meetings would be reviewed if required but was currently sufficient.
- 22.5.4 The membership of the Group, and the level of staff representation.

## **23 REPORT FROM THE AUDIT & RISK COMMITTEE (reference BT/19-20/079)**

23.1 RECEIVED the paper, introduced by the Chair of Audit & Risk Committee.

23.2 The following points were NOTED:

- 23.2.1 That the Risk Register had been presented to the Board between meetings and any Trustee concerns could be directed to the Chair of the Committee.
- 23.2.2 That the audit partner for PWC has changed.
- 23.2.3 Concerns as to the ability of accounting firms to offer an accounts opinion in the current circumstances.

23.3 NOTED the report of the Committee.

## **24 ANY OTHER BUSINESS**

24.1 NOTED that Items for feedback in advance would return to Board in due course

24.2 DISCUSSED arrangements required to enable the significant Temple Quarter Gateway decision, including the potential need to hold additional Finance & Infrastructure Committee and Board meetings, and a site visit.

24.3 NOTED media coverage articles in the media about the Organisation for Propaganda Studies.

24.4 NOTED thanks to Jack McAlinden, on his last Board meeting. The Chair thanked Jack for his balanced and thoughtful approach, in particular his contributions on anti-Semitism, and leading student engagement in relation to the Dental School.

24.5 NOTED thanks to Geraldine MacDonald, on her last Board meeting. The Chair thanked Geraldine for her contribution to many University Committees, including the Ethics of Research Committee, Student Affairs Committee and the Membership, Appointments and Governance Group. Geraldine actively supported changes to University governance structures in the light of the Governance Review. Geraldine has also chaired staff and student panels in relation to appeals and misconduct, and has deftly managed complex and significant decisions.

24.6 The Chair closed the meeting

## **25 ITEMS NOT DISCUSSED IN THE MEETING**

25.1 The following items were received for feedback in advance of the meeting.

- 25.1.1 Constitution Modernisation Key Concepts and Question BT/19-20/080
- 25.1.2 Dental School Update BT/19-20/081.

**Date of Next Meeting: Friday 25 September 2020**