

UNIVERSITY OF BRISTOL

Minute of the 105th Annual Meeting of Court

Friday 12 December 2014

The Rt Hon The Baroness Hale of Richmond (Chancellor)

Dr A Bernays (Pro-Chancellor), Mr D Burn (Chair of Council), Prof N Canagarajah (Pro Vice-Chancellor), Ms R Geller (Registrar & Chief Operating Officer), Professor R Hodder-Williams (Pro-Chancellor), Dr R Holmes (Pro-Chancellor), Prof N Lieven (Pro Vice-Chancellor), Professor G Orpen (Deputy Vice-Chancellor), Mr A Poolman (Treasurer), Prof J Squires (Pro Vice-Chancellor), Prof Sir E Thomas (Vice-Chancellor)

Dr M Allinson	Lt Col M Elmhirst	Mr R Massie	Prof I Silver
Prof J Annett	Mr P Finch	Mr J Mathias	Prof B Smith
Mr G Ash	Mr T Flynn	Mr J Medcraft	J Smith
Mr M Ashmead	Dr J Foulds	Lady Merrison	Mr L Smith
Mr M Austin	Prof M Furnston	Mr J Miotla	Dr V Smith
Prof S Bann	Dr H Galbraith	Dr R Moore	Dr M Stam
Prof G Banting	Cllr B Garner	Mrs B Moul	Prof J Steeds
Mr R Barlow	Dr A Garrad	Mr D Mouncey	Ms MJ Steer
Prof M Berry	Ms S Gilbert	Mr G Mullan	Prof G Stirrat
Dr E Bird	Mr C Green	Dr H Nazri	Prof C Taylor
Mr S Biswas	Dr J Green	Mr A Nield	Mr L Taylor
Cdr G Bond	Mrs R	Prof S Notcliff	Dr T Thom
Mr A Bradbrook	Greenwood	Prof J Noyes	Prof E Thomas
Mrs J Bridgwater	Mr G Gregory	Mrs C Nuttall	Dr J Thompson
Mr G Briscoe	Mr C Gunter	Mr B Omar	Revd Dr S Thorn
Ms J Brooks	Mr M Halani	Mr C Owen	Mr B Toll
Mrs C Brown	Dr M Hamlin	Prof J Parkin	Mr R Tucker
Mrs L Brown	Mr P Hand	Miss S Paterson	Mr S Vause
Prof J Bryce	Mr R Harding	Dr H Phillips	Ms S Vieru
Mrs S Budd	Prof P Hayes	Mr J Phillips	Prof A Walsby
Mr C Burns	Prof P	Prof B Pickering	Mr K Walton
Ms A Burrell	Henderson	Mr A Price	Prof P Warren
Mr C Chapman	Prof M Horton	Mrs M Prior	Mrs J Wathen
Mr R Churcher	Mr M Howell	Prof A Randall	Cllr A Watson
Prof D Clarke	Mr J Ji	Mrs TJ	Dr B Weaver
Mr D Clarke	Prof M Johnson	Rawlinson	Mr J Wetz
Dr S Clarke	Mr A King	Dr R Rawlinson-	Mr C Whiteside
Prof D Clements	Prof U King	Smith	Mr D Willis
Mr P Coombs	Mrs J Kirk	Mr B Ray	Ms C Willmore
Mr R Cowap	Mr H Kirkbride	Mr J Richardson	Mrs HM
Mr R Cross	Mrs D Knight	Mr R Rilett	Wiloughby
Dr M Crossley	Prof S Knox	Prof J Rivers	Mrs A Wilson
Evans	Ms P Lawrence-	Ms L Robinson	Mrs L Wilson
Mr B Davis	Archer	Mr R Rossington	Ald M Withers
Revd E Davis	Cllr T Leimdorfer	Mr N Sapsworth	Dr M Woolley
Prof R Dixon	Mr T Macdonald	Mr R Schmidt	Mr N Wright
Dr H Donoghue	Dr J Manley	Mr A Scott	
Dr M El-Bakry	Ald B Martin	Mr C Scowen	

1. Vice-Chancellor's address

1.1 RECEIVED and NOTED: an oral address from the Vice-Chancellor, in which the Vice-Chancellor reflected on the changes to the University and the Higher Education landscape during his tenure as Vice-Chancellor. At the conclusion of his address, the Vice-Chancellor received a standing ovation.

2. Question-and-answer session with the Vice-Chancellor and senior team

2.1 The questions and answers that followed the Vice-Chancellor's address highlighted the following:

- The University valued its relationship with the Bristol University Officers' Training Corps and did not believe that the relationship had been diminished in recent years.
- Student/Staff ratios were improving and the changes to Personal Tutoring implemented by the University since 2013/14 formed part of a new approach to providing guidance to undergraduate students. The changes provide broader, more consistent and more personal support for students both academically and in regard to their health and wellbeing. The establishment of the Senior Tutors' Network had allowed for better communication and the sharing of best practice across the University and also included targeted training for Senior Tutors and Professional Services staff. The University was committed to ensuring that students' needs were being fulfilled in all aspects of their student experience.
- The value placed on the services of "Jason "Donervan" by the student body, as well as alumni, was well understood. However, the University did not own the space outside Beacon House on which the van was located, and was therefore not in a position to take a view about whether those services would continue or not. Further, some local residents were opposed to its presence on that site.

3. Presentation (European Green Capital)

3.1 RECEIVED and NOTED: a presentation from Professor Judith Squires, Pro Vice-Chancellor (Education) and Professor Nishan Canagarajah, Pro Vice-Chancellor (Research) (on file).

3.2 Highlights from the presentation were:

- The University's goals for Bristol EU Green Capital 2015 were to:
 - Empower existing initiatives, networks and communities to help change attitudes and behaviour;
 - Build Bristol's global profile to support appropriate exports, inward investment, tourism and economic growth; and
 - Exchange sustainability expertise between cities and contribute to the 2015 UN climate change negotiations.
- The European Green Capital initiative offered a number of challenges and opportunities for both the University and the city of Bristol. The University had set key sustainability pledges and important goals for European Green Capital 2015.
- There were various 'green' initiatives in place to enhance student engagement and the student experience e.g. Bristol Big Give. Green Gown Award and 'Greening the UBU Students' Union – Gold Green Impact Award.
- The University had very recently been successful in being awarded a joint bid from the Higher Education Funding Council for England (HEFCE) further to strengthen its partnership working with the University of the West of England (UWE) in order to transform student engagement with the city.
- There were various initiatives/events being arranged via Bristol European Green Capital 2015, details of which were available on their website:
<https://www.bristol2015.co.uk/>

4. Minutes of the meeting of 6 December 2013

- 4.1 APPROVED (reference **Agenda item 4**).
- 4.2 NOTED: The changes to Ordinance 18 contained in the addendum to the minutes had now taken effect.
- 5. Additions to Court membership**
- 5.1 NOTED (reference **Agenda item 5**).
- 5.2 APPROVED: the nomination of Professor Paul Hayes, Pro Vice-Chancellor at the University of Portsmouth, as a member of Court.
- 5.3 APPROVED: the University of Portsmouth as an “institution” for the purposes of Category VI(a) of Statute 11.
- 5.4 The Chancellor welcomed Professor Hayes, and the other new members listed in the accompanying paper, to Court.
- 6. Changes to Charter, Statutes and Ordinances during 2013/14**
- 6.1 RECEIVED (reference **Agenda item 6**).
- 6.2 NOTED: the summary of the changes made to the Charter, Statutes and Ordinances in the preceding year, as set out in the accompanying paper.
- 7. Annual Report and Financial Statements 2013/14**
- 7.1 RECEIVED (reference **Agenda item 7**).
- 7.2 The Treasurer introduced the item and reflected on the challenges (financial and otherwise) facing the University. The Finance Director then gave a presentation (on file and available on the website) which gave an overview of the financial results for the year and the University’s current financial strategy.
- 7.3 Highlights from the presentation were:
- The University had a strong financial performance in 2013/14 with both the surplus and cash flow generation being better than both the budget for the year and the 2012/13 results. The operating performance was now close to the long term sustainable objective;
 - Prospects for 2014/15; financial performance currently looked positive
 - Capital investment during the year was £109m, this followed investment of £101m in 2012/13. The very substantial level of investment covered a range of major projects including:
 - New accommodation for the School of Economics, Finance and Management
 - New Priory Road Lecture Theatre
 - The acquisition of Beacon House as a new student focussed facility
 - Additional student residences at Hiatt Baker
 - The new Life Sciences Building
 - The refurbishment of the Richmond Building (home of the students’ Union)
 - The fully grant funded National Composites Centre Phase 2 extension.
 - In the medium/longer term, a number of major uncertainties and financial challenges remained. These included, but were not limited to:
 - The inflation mismatch between the income from home undergraduate tuition fees and HEFCE grants which were currently not rising in step with inflation

and the continuing inflationary pressures on the University's expenditure base

- The potential for further HEFCE grant reductions
- Pay pressures
- Pensions costs – particularly in respect of USS
- Political uncertainty

7.4 The discussion which followed highlighted these points:

- At the next Annual Meeting of Court, the presentation from the Finance Director would seek to include benchmarking information against other Russell Group institutions for comparison purposes.
- Although the operating result for the year was substantially better than budget, it was important to note that the University had relatively small surpluses as a proportion of the total operating activity of the University.
- The University held two long-term loans, both with Barclays, and the combined average interest was currently c5.5% (at a fixed rate).

7.5 The Chancellor thanked the Finance Director and the Treasurer for the presentation, and for their work this year.

8. The Chair of Council's review of the year 2013/14

8.1 RECEIVED: an oral address from the Chair of Council, and a paper on the proposed amendments to Statutes as a result of the Council Effectiveness Review (reference **Agenda item 8**).

8.2 The Chair of Council highlighted the following in relation to Council business in the year 2013/14:

- Council clearly recognised the need for headroom for continual investment and was pleased with the University's strong financial results. Council members and members of the Finance Committee were appreciative of the hard work of the Finance Director, the Bursar and their colleagues in this regard.
- The changes to the USS pension scheme was a national issue but the University had done well in managing complicated changes at a local level and in negotiating a constructive way forward.
- The University was still awaiting the outcomes of the Research Excellence Framework (REF), which were due on 18 December 2014. Council was heartened by the continued high success rate of the University in successfully achieving research grants. The University was also starting to balance the numbers between postgraduate research (PGR) and undergraduate (UG) students, and was working to ensure a high quality PGR student experience as well as UG and postgraduate taught (PGT) student experience.
- Challenges remained around the student experience at UG level. However, there was an increasingly positive collaboration between the University and student representatives, and the Pro Vice-Chancellor (Education) was energetically pursuing opportunities for improvement in this area. Council also recognised that, whilst important, the National Student Survey (NSS) was only one measure by which to understand the UG student experience at the University of Bristol.
- Admissions and Recruitment was an extremely competitive and complicated arena and Council congratulated the University in achieving such positive results. Council members were particularly pleased that the University was increasing student numbers in smaller departments in order to help their viability, without sacrificing high standards.
- In the past year, the University had recruited some excellent new staff members, which was critical to the future success of the University.

- Collaboration with the city was important and the University had built excellent relationships with many city-based partners.
- Council was impressed with the highly professional recruitment process for the appointment of the next Vice-Chancellor and members of Council felt that the University had made an excellent appointment in Professor Hugh Brady.
- The city of Bristol was flourishing, and Council was encouraged to hear of the collaborations between the University and the wider city.
- The Chair of Council had welcomed in September Professor Guy Orpen as the new Deputy Vice-Chancellor and Professor Nishan Canagarajah as the new Pro Vice-Chancellor (Research).
- The Chair of Council, on behalf of Council, thanked Dr Helen Galbraith (Deputy Secretary) who was due to go on maternity leave later in December 2014. Her maternity cover would be Dr Roseanna Cross (currently the University's Head of Admissions). Dr Galbraith would return to work in July 2015.
- The Chair of Council, on behalf of Council, thanked Professor Sir Eric Thomas, for his many years of service as Vice-Chancellor of the University of Bristol.

8.2 The Chair of Council highlighted the following points about the Council Effectiveness Review (the Review):

- The Review was triggered by a number of factors including the Vice-Chancellor's retirement, good governance practice, specifically as set out in the Committee of University Chairs' Governance Code of Practice and General Principles (the "CUC Code"), and by the fact that the University of Bristol was outside of that code in a number of areas.
- The Review was launched in early 2014; Council had engaged an external consultant to carry out the Review. Council members had been very impressed with the quality of the Review and of the report of the Review.
- The final report of the Review concluded that the overall effectiveness of Council was generally sound, but made a number of recommendations for the future.
- The key recommendations of the Review report were as follows:
 1. Council should increase the attention it gave to strategy against performance objectives.
 2. The size of Council should be reduced.
 3. Council should be responsible for the appointment of its own members.
 4. Council should be responsible for the appointment of the Treasurer (Statutes 8 and 13), members of the Audit Committee (Statutes 13, 14 and 17) and External Auditors (Statutes 10, 13 and 31).
- At its meeting on 14 November 2014, Council endorsed the recommendations and unanimously agreed that Council should be unambiguously and collectively responsible for the appointments noted at para. 4 above (the Audit Recommendations).
- At today's meeting, Court was only being asked to consider the Statute amendments that would give effect to the Audit Recommendations.
- Court would be asked to consider recommendations to give effect to para. 3 above at its Annual Meeting in 2015. There would be further consultation about this recommendation with key stakeholders prior to it being considered by Court. It was likely that a proposal, including any further amendments to the Statutes which would require the approval of Court, would be brought to Court at its 2015 annual meeting.
- The process to reduce the size of Council and consider its composition (see recommendation 2 above) would involve consideration of a number of options and

models. The Chair of Council was therefore not yet in a position to advise Court of the exact future size and composition of Council.

- The responsibility and authority for determining the future size and composition of Council lies with Council.

8.3 The discussion that followed highlighted the following:

- It was important to continue to have representation on Council from staff, students, alumni and the local community in order to bring a diverse breadth of knowledge and experience.
- It was difficult to assess the changes which were proposed today without knowing the proposed size and composition of Council
- The incoming Vice-Chancellor had already been consulted about the recommendations in the Review and he would continue to be engaged in the process of implementing the recommendations.
- Some Court members felt that Court should retain the power to appoint the External Auditors, audit committee and members of Council in order to safeguard against conflicts of interest, avoid concentrating too much power in a single body and provide additional oversight of the University's activities.

8.4 In view of the variety of opinion displayed in discussion, a vote was held on a show of hands. The results were as follows:

Appointment of External Auditors (amendments to Statutes 10, 13 and 31)

8.5 PASSED by a simple majority and APPROVED

Appointment of Treasurer (amendments to Statutes 8 and 13)

8.6 PASSED by a simple majority and APPROVED

Audit Committee appointment process (amendments to Statutes 13, 14 and 17)

8.7 REJECTED by a simple majority and NOT APPROVED

8.8 The amendments to Statutes 8, 10, 13 and 31 to which Court had consented would next be considered and approved by Council. Council would consider the feedback received from members of Court, particularly in relation to the proposed changes to the appointment of Audit Committee members.

9. Update on the review of Court

9.1 RECEIVED: an oral update from the Chancellor on the review of Court.

9.2 The following were highlighted:

- The purpose of the review instituted by the Chancellor after the last meeting and led by Professor Richard Hodder-Williams was to make the annual meeting of Court more effective and collaborative than it had become.
- In the course of the review it had become apparent that it was important to be clear about the exact purpose and functions of Court and this was dependent in part on how Council would take forward the outcomes of the Council Effectiveness Review.
- Whilst the membership of Court did not form part of the review, during the course of carrying out it out many people noted that the present membership categories for Court might not be the most appropriate for its existing (and possible future) responsibilities and that it would be helpful to conduct a review of the membership of Court at the same time as considering its purpose and functions.
- It was suggested that the Chancellor's review of the purpose, functions and membership of Court be carried out in parallel with and in the light of the decisions made by Council as part of the Council Effectiveness Review.

10. Report of the Nominations Committee of Court

10.1 APPROVED: the re-appointment of the following lay Council members for a further one year period until 31 December 2015 (reference **Agenda item 10**):

- (i) Ms Anne Stephenson
- (ii) Mr James Wetz

10.2 APPROVED: the re-appointment of the following lay Council members for a further three year period until 31 December 2017 (reference **Agenda item 10**):

- (i) Mr Denis Burn.

10.3 The Chancellor thanked Dr Alison Bernays, Chair of the Nominations Committee of Court and Pro-Chancellor, for her many years of service as this was her last meeting of Court. The Chancellor noted that, prior to her becoming a Pro-Chancellor, Dr Bernays had been a member of the University's Council from 1998 to 2009 and she had served as Chair of the Student Affairs Committee from 2002 to 2009. Professor Richard Hodder-Williams would take over as Chair of the Nominations Committee from 1 January 2015.

10.4 NOTED: Ms Sarah Gilbert was successfully re-elected by Court as an elected Court representative to serve on the Nominations Committee of Court for a further three year term until 31 December 2017. There remained a vacancy for another elected Court representative and for an elected Council representative on the committee.

11. Appointment of University Treasurer

11.1 APPROVED: the appointment of Mr Andrew Poolman for a period of one year from 1 January 2015 until 31 December 2015 (reference **Agenda item 11**).

12. Appointment of External Auditors

12.1 APPROVED: the appointment of PricewaterhouseCoopers LLP (PwC) for a further year (reference **Agenda item 12**).

13. Appointment of Pro-Chancellor

13.1 APPROVED: the appointment of Mrs Mary Prior MBE DStJ JP, Lord Lieutenant of the City and County of Bristol, to serve as a Pro-Chancellor for a period of three years from 1 January 2015 to 31 December 2017 (reference **Agenda item 13**).

14. Honorary Fellowships

14.1 APPROVED: the appointment of the following Honorary Fellowships:

- Professor Sir Eric Thomas (Vice-Chancellor of the University of Bristol)
- Professor Jeffrey Watkins, FRS (Emeritus Professor of Pharmacology)
- Dr Moger Woolley (which, due to an administrative oversight at the 2014 annual meeting of Court, was a retrospective appointment).

14.2 The Chancellor expressed thanks, personally and on behalf of Court, to Professor Sir Eric Thomas for his years of service to the University as Vice-Chancellor. The Chancellor noted Sir Eric's many achievements at the University and wished him well in his retirement.

15. Any Other Business

15.1 There was no other business to discuss.

16. Date of next annual meeting

16.1 The next meeting of Court was provisionally scheduled for Friday 11 December 2015.