

UNIVERSITY OF BRISTOL

Minute of the 108th Annual Meeting of Court

Friday 8 December 2017

Sir Paul Nurse FRS FREng (Chancellor)

Professor H Brady (Vice-Chancellor), Mr D Burn (Chair of the Board of Trustees), Professor N Canagarajah (Pro Vice-Chancellor), Ms R Geller (Registrar & Chief Operating Officer), Dr R Holmes (Pro-Chancellor), Professor J Iredale (Pro Vice-Chancellor) Dr E Lithander (Pro Vice-Chancellor), Professor G Orpen (Deputy Vice-Chancellor), Mr A Poolman (Treasurer), Mrs M Prior (Pro-Chancellor), Professor J Squires (Pro Vice-Chancellor)

Dr E Albone	Mr S Cooper	Sir R Kerr
Prof J Annett	Mr G Couzin	Mr R Kerse
Mr M Ashmead	Mr R Cowap	Dr J Khawaja
Mr M Austin	Mx J Cross	Prof U King
Prof G Banting	Mr R Cross	Mrs J Kirk
Mr R Barlow	Dr M Crossley Evans	Mr H Kirkbride
Mr J Barnbrook	Dr D Damen	Mrs D Knight
Prof M Basker	Cllr C Davies	Prof S Knox
Mrs T Beech	Cllr C Denyer	Prof A Linthorst
Dr E Beech	Mr C Didcote	Mr C Lucas
Prof Sir M Berry	Dr H Donoghue	Prof B Macfarlane
Dr A Birdi	Cllr M Drew	Cllr B Massey
Mr S Biswas	Mr L Dube	Mr R Massie
Mr I Blenkharn	Dr R Dufton	Ms S Milestone
Prof D Blockley	Mr R Ellis	Mr J Miotla
Mrs A Bradford	Cllr J English	Mrs J Mitchell
Mr S Bray	Prof R Evans	Dr T Mitchell
Prof P Broadfoot	Mr S Face	Dr L Moore
Cllr T Brook	Mr P Finch	Mr J Mudie
Prof JH Bryce	Dr J Foulds	Mr G Mullan
Ms C Buchanan	Mr A Franks	Prof A Nix
Dr S Bullock	Colonel J Frere	Sir P Norriss
Mr C Burns	Dr A Ganapathy	Mrs C Nuttall
Prof R Carazo Salas	Prof M Golding	Mr S O'Connor
Mr K Carolan	Dr S Goldsmith	Ms A O'Grady
Mr P Cawley	Mrs J Goldstein	Mr J Parsons
Mr K Chadha	Mr R Griffiths	Dr H Phillips
Mr S Chadwick	Mr C Gunter	Mr J Phillips
Mr C Chapman	Mr M Halani	Mr T Phipps
Mr S Chapman	Dr M Hamlin	Prof B Pickering
Mr P Charlton	Dr S Harris	Mrs L Powell
Cllr C Cheney	Prof P Henderson	Mrs N Press
Dr S Clarke	Miss A Howden-Richards	Professor S Purdy
Prof D Clarke	Prof R Hutton	Dr S Quadflieg
Mr D Clarke	Prof P Ireland	Dr R Rawlinson-Smith
Prof R Clements	Dr J Jackson	Ms L Robinson
Mr S Collinson	Prof C Jarrold	Prof P Robinson
Dr L Colquhoun	Dr R Javed	Mr R Rossington
Mr P Coombs	Prof M Johnson	Dr C Schwitzer
	Mr P Kent	Mr A Scott

Cllr I Scott
Mr C Scowen
Ms L Sharples
Mr J Skehens
Cllr P Smith
Ms V Stace
Prof J Steeds
Ms A Stephenson
Prof G Stirrat
Mr D Sturley
Dr J Thompson
The Rev Dr S Thorn

Mr N Tomkins
Mr R Tucker
Mr S Vause
Prof A Walsby
Mr K Walton
Prof P Warren
Mrs J Wathen
Mr J Wetz
Dr J White
Mr C Whiteside
Mr R Willis
Mrs H Willoughby

Sir D Wills
Mrs A Wilson
Miss C Wilson
Mrs L Wilson
Dr C Wilson
Dr S Wilson
Mrs S Wilson
Mr N Wright
Dr M Woolley
Dr L Yalagala

1. **Welcome by the Chancellor and Vice-Chancellor**

1.1 RECEIVED: opening remarks from the Chancellor, and the Vice-Chancellor's address (**Agenda item 1**).

1.2 The Chancellor welcomed members of Court to the meeting. As it was his first meeting, the Chancellor introduced himself to the members noting that it was a pleasure and privilege to be Chancellor.

1.3 With regard to Conflicts of Interest, the Chancellor advised Court members of the following:

- The University's regulator, HEFCE, had issued a report which suggests that University Courts should have procedures in place for managing conflicts of interest at their meetings. The University's Standing Orders of Court did not currently contain details on conflicts of interest, although these would be reviewed in due course once the requirements of the Office for Students (OfS) were known.
- In the meantime, Court would have regard to the procedure set out in Ordinance 3 for conflicts at meetings of the Board of Trustees. That procedure requires anyone with "*a financial, personal or family interest in anything arising [to] as soon as practicable disclose the interest*". At Board meetings, unless a person's conflict of interest is ruled by the Chair to not be material, that person cannot vote on the issue and will usually also leave the room for its discussion.
- The Chancellor noted that many members of Court would have potential conflicts of interest in respect of today's items of business and that he would remind members of Court of this as necessary throughout the meeting.

1.4 RECEIVED and NOTED: a presentation from the Vice-Chancellor, "Our vision, Our strategy: 2016-2023" (**on file**).

1.5 The presentation highlighted the following, in particular:

- The continuing development of the Bristol Scholars Programme, a sector-leading scheme leading to a new era of engagement with Bristol schools and students.
- The Bristol Futures Curriculum that builds on established strengths of the University's research-rich curriculum. Comprising three pathways: innovation and enterprise; sustainable futures; and global citizenship.
- The University's new multi-faceted response to student wellbeing that included: investment in front line academic and support staff in faculties; increased support for counselling and other central services; and a review of support services in halls of residence.
- The increased focus on research and innovation, in particular, investment in Bristol Doctoral College and the Vice-Chancellor's Fellowships.

- Growing partnerships, collaboration and recruitment in the areas of internationalisation and industrial partnerships.
 - The major challenges facing the University which included: the changing funding and regulatory environment, government immigration policy, uncertainty around Brexit, the continuing surge in mental health issues among secondary and HE students, sustainability of USS pension plan, and competition from emerging Asian powerhouses.
- 1.6 Members of Court were invited to ask questions of the Vice-Chancellor and the University's Executive Team. In response to those questions, the following issues were highlighted:
- The University had no plans to establish a Confucius institute or to engage with existing institutes.
 - The review of residences was being driven by the following challenges:
 - The need to improve wellbeing and student support services.
 - 2016 strategy consultation feedback to improve inclusivity and diversity and increase recruitment of students from under-represented backgrounds.
 - Clear changes in student preferences for residential models.
 - Clear feedback from students regarding affordability of rents.
 - Additionally, the University's aim was not to cut services, but to provide the best and most appropriate level of care possible. It was especially important to ensure that the staff who were providing support services were themselves appropriately trained and supported.
 - Regarding the contribution of students to the city of Bristol, the following points were noted:
 - The University encouraged its students to be good civic neighbours and to treat their neighbours and neighbourhoods with respect.
 - Economically, the university was one of the largest employers in the region and contributed circa £1 billion pounds to the regional economy each year through research, research funding, visitors and the living expenditure of students.
 - The UK's leading research-focused universities injected nearly £87 billion into the national economy every year.
 - At Bristol, an Oxford Economics survey revealed that the University, its students and their visitors contributed £721.2 million to the West of England region in 2014/15.
 - In addition to the positive financial impact of its staff and students to the region, the University's research was estimated to have contributed over £1.16 billion to the UK economy in 2015/16.
 - Furthermore, one in every 49 jobs in the area was dependent on the University's existence and it employed directly over 6,000 people.

2. Minutes of the meeting of 2 November 2016

2.1 **APPROVED** (reference: **Agenda item 2**).

3. Report of the Nominations Committee of Court

3.1 **RECEIVED** (reference: **Agenda item 3**).

3.2 The Chair of the Nominations Committee of Court introduced the item.

3.3 **APPROVED:** the appointment of Dr Andreas Raffel and Ms Nicky McCabe as lay members of the Board of Trustees, for an initial three-year (renewable) term from 1 January 2018 until 31 December 2020.

- 3.4 **APPROVED:** the reappointment of Mr Denis Burn for a further one-year term as a lay member of the Board of Trustees, from 1 January 2018 until 31 December 2018.
- 3.5 **NOTED:** the rest of the report.
- 4. Changes to Charter, Statutes and Ordinances**
- 4.1 RECEIVED (reference: **Agenda item 4**).
- 4.2 **NOTED:** the report of changes to the Charter, Statutes and Ordinances made in the preceding academic year (ie, in the period from 1 January 2017 to 30 November 2017).
- 5. Reappointment of Pro Chancellor**
- 5.1 RECEIVED (reference **Agenda item 5**).
- 5.2 **APPROVED:** the reappointment of Mrs Mary Prior as a Pro Chancellor for a second and final three-year term from 1 January 2018 until 31 December 2020.
- 6. Annual Report and Financial Statements 2016/17**
- 6.1 RECEIVED (reference **Agenda item 6**) and PRESENTATION (**on file**)
- 6.2 The University Treasurer introduced the item.
- 6.3 The Chief Financial Officer then presented to Court.
- 6.4 **NOTED:** the University Annual Report and Financial Statements 2016/17.
- 6.5 **NOTED:** that the University's Borrowing Limit (as per Statute 17) was increased on 17 March 2017 to £535m, approved by the Board of Trustees. This reflected the University's existing £250m long term borrowings from Barclays Bank plc, the new £200m private placement issued and an increase in the revolving credit facility to £75m plus £10m for sundry borrowings.
- 6.6 Members of Court were invited to ask questions of the Chief Financial Officer. In response to those questions, the following issues were highlighted:
- Regarding progress the University has made on proposals to divest from fossil fuel investments, the following points were noted:
 - In March 2017 the University announced plans to divest its endowment funds from the most carbon intensive sectors of the fossil fuel industry. Investments in the energy sector would now focus on companies which are having the greatest impact on reducing carbon emissions. This approach had been widely supported and lauded by staff and students.
 - Bristol Student's Union was a separate organisation from the University but both organisations were continuing to work together on this particular matter.
 - There were no University of Bristol staff employed at less than the living wage. The University did maintain pay scales that went below the living wage in order to meet the collective pay bargaining requirements that were used in the higher education sector, but did not employ at the lower end of the scales i.e. beneath the living wage.
 - Regarding the USS Pension Scheme, it was noted that:
 - The University recognised that this was an important issue and was working closely with the sector through Universities UK to ensure the best possible outcome for staff.
 - The University was committed to getting the best possible, sustainable solution for staff. Unfortunately, this may require some challenging changes to the way in which

USS pensions were managed, including moving from defined benefit to defined contribution schemes.

- The University had published its pension strategy for staff to read and understand its position.
- The University understood that the UCU was balloting staff with regards to possible strike or other industrial action. If this eventuates the University would work to ensure minimum impact on students and other staff.

7. The Chair of the Board of Trustees' Review of the Year 2016/17

RECEIVED: an oral report from the Chair of the Board of Trustees (**Agenda item 7**).

7.1 Proposals in respect of Court

7.1.1 RECEIVED: (reference **Agenda item 7.1**).

7.1.2 Court debated the proposal, in particular the following points were made:

- The University of Bristol's Court was twice as large as others in the sector and had amongst its members representatives of the University's competitors.
- A smaller membership might mean that members of Court's voices could be better heard by the University. Meetings of Court that had included discussion of Strategic matters in smaller 'break-out' groups had led to less formal but more stimulated discussion. In these groups members of Court were able to provide insights and challenges that had genuinely helped to change the Executive's thinking and development.
- Only a fraction of Court members attended its meetings but that those members that did were passionate about the institution.
- The exercise of the Court's powers put the University out of compliance with the sector's code of governance.
- Members of Court broadly supported the idea of a re-imagined Court, in principle, but felt that there were still some elements that required further consideration. Examples of some of the key concerns/challenges included:
 - It would be important to retain the principle of elected membership;
 - It would be important to retain emeritus membership in some form in a re-imagined Court;
 - The University's connections with industry and the city should be well reflected in any future membership proposals;
 - Court should be able to appoint its own members.

7.1.3 After detailed consideration, on a show of hands, Court voted to **REJECT** the Proposed Amendments as set out in the paper.

7.1.4 **NOTED:** that the Board of Trustees would now consider next steps.

7.2 Proposals in respect of Convocation

7.2.1 RECEIVED: (reference **Agenda item 7.2**).

7.2.2 Court debated the proposal, in particular the following points were made:

- Whilst Convocation had a long and proud history, it was only right that it (as a key body within the University) was also reviewed from time to time. Alumni were crucial to the continued success of the University and finding the right structures for their engagement was at the heart of this exercise.
- It was an expected principle of good governance that the Board of Trustees should unequivocally be held accountable in governance terms. Some members of Court

expressed the view that adding additional layers of governance/oversight made the University's governance stronger, but in fact the current role and powers of Convocation obfuscated the responsibilities (and accountability) of the Board as the governing body of the institution.

- The current membership, name and purpose of Convocation were no longer optimal:
 - The term 'Convocation' was rather impenetrable for many members and alumni.
 - Many non-alumni members of Convocation were not aware that they are members of Convocation.
 - Convocation's existing power to 'pronounce an opinion' had been unhelpfully interpreted by some members as implying a governance/oversight role. The proposed reframing of Convocation's powers, together with the proposed annual Alumni Forum and the continued role of alumni representatives on Court would provide a more robust mechanism for meaningful dialogue between the University and its alumni.

7.2.2 On a show of hands, Court voted to **CONSENT TO** the amendments to Charter and Statutes as set out in the paper, subject to any minor amendments required by the Privy Council.

8. Closing remarks and date of next meeting

8.1 The next meeting of Court was scheduled for Friday 7 December 2018.