



MEETING OF THE BOARD OF TRUSTEES

FRIDAY 18 JULY 2025

Room 5.22, Senate House, 0900 - 1600

DRAFT MINUTES

Present: Ms Ololade Adesanya, Mr Mark Allan, Ms Gillan Bowen, Mr Steven Boyd, Mr Jack Boyer (Chair), Professor Andrew Carr, Ms Jessica Cecil, Ms Lucy Collins, Professor Natalie Edwards, Ms Jilly Huggins, Mr Nick Joicey, Mr Nick Keveith, Miss Arta Kurti, Mr Freddie Quek, Mr Stephen Robertson, Professor Judith Squires (Deputy Vice-Chancellor and Provost) from item 11 to close of meeting, Professor Evelyn Welch, Professor Dame Melanie Welham, Miss Sophera Whiu

In attendance: Mr Michele Acuto (Pro Vice Chancellor, Global Engagement) – Items 8, Mrs Helen Cole (Senior Governance Officer and minutes), Mr Leonardo Coppi, Mr Michael Flay (University Secretary and Director of Governance), Mr Liam Garwood (Head of Property) – item 10, Mr Steve Hall (Director of Student Experience and Deputy Director of Education and Student Success) – item 14, Ms Susie Hills (CEO and Co-founder of Halpin) – item 12, Mrs Victoria Jones Parry (Executive Director of Strategic Planning & Transformation) – Item 11, Mr Leonardo Coppi, (Outgoing Student Trustee), Mr Craig Nowell (Chief Property Officer) up to and including item 10, Ms Osaro Otobo (Senior Associate – Huron) – item 12, Lucinda Parr (Chief Operating Officer and Registrar), Miss Clare Smith (Interim General Counsel) – for item 6, Mr David Stock (Interim Head of Governance), Mr Peter Vermeulen (Chief Financial Officer)

Apologies: Professor Ian Craddock, Ms Lucie Lambert

1. WELCOMES, APOLOGIES AND ANNOUNCEMENTS

- 1.1 The Chair welcomed members to today's meeting and noted apologies received.
- 1.2 The Board congratulated Andrew Carr on his recent MBE.
- 1.3 On behalf of the Board, the Chair noted that due to increased work commitments, Nick Joicey was no longer able to continue as a member of the Board of Trustees and today would mark his last meeting. It was noted that Nick joined the Board of Trustees as an Independent Member in January 2019. Nick had served as member of the Finance and Infrastructure Committee becoming the Deputy Chair in November 2021 and the Chair from 1 July 2023. Nick continued as Chair from 1 August 2024, when the Committee became the Finance and Investments Committee. Nick had also served as University Treasurer from August 2023. He is a graduate of the University of Bristol and his passion and dedication to supporting Bristol had been apparent in the dedication and commitment to his role on the Board. The Board agreed that Nick's leadership of the Finance Committee had navigated the University through such items as TQEC business cases, the Isambard AI supercomputer and more recently, matters relating to Temple Island, and Project Mango.
- 1.4 On behalf of the Board, the Chair thanked the outgoing Student trustees Leonardo Coppi and Xenia Levantis. It was noted that Leonardo was attending today's meeting as an observer only, and that Xenia would be joining the Board for lunch and the afternoon session, again as an observer.
- 1.5 The Chair and the Chair of the Audit and Risk Committee provided a verbal update on recruitment activity for a co-opted member of this Committee. It was noted that subject to the relevant approvals Henry Hughes would join in time for the start of the next academic year.

1.6 The Board welcome the incoming Student Trustees Arta Kurti and Sophera Whiu to their first meeting, noting that the Board would be invited to formally approved these appointments under item 6 Report of the Nominations Cttee.

2. DECLARATIONS OF INTEREST

2.1 There were none.

3. MINUTES OF PREVIOUS MEETING

3.1 RECEIVED and **APPROVED**: the minutes from the 23 May 2025 meeting of the Board of Trustees as a true and accurate record (*on file*).

4. ACTIONS & MATTERS ARISING

4.1 RECEIVED and **NOTED**: the Board action register (*on file*).

4.2 NOTED that action 6.5.3 from the Board meeting on 23 May 2025 was marked as ongoing: "It was agreed that to enhance the admissions updates to Board, the Executive would disaggregate student origin data to show diversity by country, rather than grouping under 'rest of the world.' The Board also emphasised the need to accelerate market diversification."

5. CHAIR'S REPORT (ref BT/24-25/058) (on file).

5.1 RECEIVED and **NOTED**: the Chair's Report, the Board forward plan for 2024/25.

6. REPORT OF NOMINATIONS COMMITTEE

6.1 RECEIVED and **NOTED**: paper ref: **BT/24-25/059** (*on file*).

6.2 APPROVED that Arta Kurti be appointed as a Student Trustee on the Board of Trustees effective from 1 July 2025 to 30 June 2026.

6.3 APPROVED that Sophera Whiu be appointed as a Student Trustee on the Board of Trustees effective from 1 July 2025 to 30 June 2026.

6.4 APPROVED that Freddie Quek be reappointed for a second three-year term of office as an Independent Trustee from 1 September 2025 until 31 August 2028.

6.5 APPROVED that Lucie Lambert be reappointed for a second term of office as an Independent Trustee from 1 January 2026 until 31 December 2029.

6.6 APPROVED that Nick Keveth be appointed Chair of Finance and Investments Committee effective from 1 August 2025.

6.7 APPROVED that Nick Keveth be appointed Treasurer effective from 1 August 2025.

6.8 APPROVED that Nick Keveth be reappointed for a second term of office as an Independent Trustee from 1 January 2027 until 31 December 2028.

6.9 With reference to the above approval, the Chair noted that (as per the paper) Nick Keveth's first term of office would expire on 31 December 2026. It was noted that given the importance of the Finance and Investments Committee within the University's decision-making structures, stability and resilience of membership was required. The above approval had been sought earlier than would typically be the case however it was permitted within the University's constitution and would provide mitigation in terms of ensuring consistency of Committee leadership in the longer term.

Clare Smith joined the meeting

7. EXECUTIVE REPORT

7.1 RECEIVED and **DISCUSSED**: paper ref **BT/24-25/060** and presentation (on file)

7.2 The Vice-Chancellor presented to the Board on the following areas: NSS Results, Admissions Update, Academic Restructuring, UCU, USS and Pay Disputes, Legal cases, External Environment Update.

- 7.3 AGREED that the results for NSS 2024 were very positive and the Chair noted asked the Executive to pass on the Board of Trustees' thanks and appreciation to the relevant staff.
- 7.4 The Board queried how the University was benchmarking itself against other UK universities in terms of student recruitment and financial resilience both at present and into the future. It was noted that at its meeting on 23 May 2025, the Board had received a paper entitled Russell Group Benchmarking (BT/24-25/048 Appendix A). Broadly speaking the University was well placed when compared to its UK-based competitors. To protect its position into the future the Executive outlined three broad categories to manage its student number planning. 1. Areas that had generic growth forecast and built in, these would be subject to more detailed analysis in the next planning round with a view to making interventions including revising targets down, 2. Newer and developing areas where additional growth could be sought, 3. Areas that were static and stable at present, where the potential for additional growth could be explored.
- 7.5 With reference to CALD, the Executive noted that market changes had been a significant driver for academic restructuring. The foundation-level courses delivered by the Centre represented an extra year of fees for potential students before they joined the University and competitor institutions now accepted students at an undergraduate level without this type of qualification.
- 7.6 The Board discussed the extent to which the University community would view changes at CALD as indicative of forthcoming wider activity and impacts. It was noted that activity was ongoing within other academic and professional services areas although these were not yet at formal consultation stage and therefore specific questions could not be addressed. At an institutional level professional services staff had perhaps a greater awareness of forthcoming change compared to academic staff. The activity of the Professional Services Transformation Programme (PSTP) was cited as a reason for this difference. Arguably, because the changes at CALD were being driven by unique circumstances as detailed above, the wider academic staff wouldn't see a parallel with potential changes in their own School or department.
- 7.7 The Board noted that small, managed redundancies in defined areas still had the potential to cause a ripple effect in the wider staff community, with secondary impacts, for example high quality staff leaving, if they fear mass redundancies. In response the Executive noted that messaging to staff was that the University was stable and confident but needed to act now. The decision to date had been towards targeted, focused, strategic change, at present this was working well, with the staff response reasonably positive. It was noted that this was subject to change as the PSTP developed, but because the approach was segmented and directed towards different defined, specific groups of staff, to date it was perceived as fair and not affecting all staff so unaffected groups remained supportive. The aim was that PSTP engaged with staff both personally, at the right time within the right grouping, in most cases staff recognised the requirement for change.
- 7.8 The Interim General Counsel provided a verbal update on legal cases.

*Clare Smith left the meeting
Michele Acuto joined the meeting*

8. PROJECT MANGO

8A REPORT OF FINANCE AND INVESTMENTS COMMITTEE

- 8.1 RECEIVED and **NOTED**: the report of the Committee (BT/24-25/061A) (*on file*).
- 8.2 NOTED that on 20 June, the Finance and Investments Committee had recommended from a finance and investment perspective the approval of the formalisation of the Joint Venture which would be outlined at the next Board of Trustees meeting on 18 July.
- 8.3 The Chair of the Finance and Investments Committee summarised the Committee's discussions noting that, although they were focused on the financial element of the decision, the broader test of strategic alignment had also been explored together with due diligence requirements on the supplier side and a clearer articulation of the downside scenario. The Committee had made its recommendation (8.2 above) based on the assumption that these elements would be explored further both via revisions to the paper that the Board of Trustees

would receive and in discussion at this Board meeting. The Board NOTED that the paper presented to the Board was an updated version of that which had been shared with Finance and Investments Committee on 20 June.

8B MUMBAI ENTERPRISE CAMPUS JOINT VENTURE OUTLINE
RECEIVED and **APPROVED: the report (BT/24-25/061B)** (on file).

8C MUMBAI ENTERPRISE CAMPUS GOVERNANCE MODEL
RECEIVED and **NOTED: the report (BT/24-25/061C)** (on file).

8D RUSSELL GROUP COMPARISON SUMMARY
RECEIVED and **NOTED: the report (BT/24-25/061D)** (on file).

8.4 It was noted that the project represented an opportunity for the University to diversify away from single country dependency and to generate an international pipeline, both in-country and in the UK, and for potential improvements in global ranking performance.

8.5 A question was raised as to whether the University had approached the supplier or whether the reverse was the case. In response the Executive advised that in late Autumn 2024 the University had undertaken a review of the potential options in the light of its student number planning goals and had taken a proactive decision to move forward with the supplier/provider presented. In terms of due diligence on specific individuals associated with the Joint Venture, Daskalos and Shoolini University, the Executive advised that further activity had been undertaken since 20 June, which had included in-person meetings. It was noted that the same due diligence processes as would be applied to philanthropic donors had been applied to the key individual involved and separate due diligence on Shoolini University had been conducted. It was noted that the paper presented to the Board expanded on the precise relationships, both personal and financial, between the individuals and organisations involved.

8.6 In terms of real estate, it was noted that a potential longer-term growth in student numbers was being considered at this earlier stage with the sites under consideration each having growth capacity to accommodate the anticipated student numbers. It was noted that if growth went beyond the planned end Year 3 student maximum, some additional capacity would be required and therefore the University was prioritising sites at which it could reasonably expect additional capacity to enable further growth at the same site.

8.7 The Board queried what the incentives were for the University's partners to recruit top tier students and guard against potential misalignment of goals, i.e. quality versus quantity. In response the Executive noted that attainment and setting of comparable education standards had been the subject of recent visits and meetings. The Executive noted that the partners were incentivised to deliver high calibre students and that numbers were capped, especially in the first two years, to ensure that competition for places remained high thereby driving high entry standards. It was noted that close relationships with existing, high-performing local universities within the region were already being developed by the partners, this would help to define the right student type/ demographic. In its broadest terms, target students would include those who could not travel internationally initially at this stage but who had the potential to travel to Bristol for postgraduate courses. The Board queried whether students joining the University of Bristol in Mumbai would be subject to the same entry criteria as international students joining the University of Bristol in Bristol. The Executive confirmed that this would be the case.

8.8 The Board discussed the ethical considerations of opening an overseas campus, and the Executive highlighted the links and parallels/ mirroring with goals and aspirations of the TQ Campus; the Board expressed satisfaction that Project Mango was aligned with University of Bristol values.

8.9 The Board queried what the University of Bristol could learn from other universities where these types of initiative had not been successful. In response the Executive advised that in other settings an excessive focus on financial return had created a franchising effect leading to a lack of integration and a lack of willingness for the 'original' campus to blend with the

local cultural setting overseas. The aim with Project Mango was to deliver high-quality options at a 'University of Bristol level' in a defined local setting both of in terms of education delivery and standards, as well as wider student services.

- 8.10 The Board queried how academic assurances and standards would be split between the Joint Venture partner and University of Bristol and how relevant student support in Mumbai would be provided. In response the Executive noted that these areas (including compliance) would be the responsibility of the University of Bristol through those staff working at the Mumbai campus.
- 8.11 Discussing exit strategies, the Executive outlined various scenarios and the impact on the University of Bristol, including: Daskalos electing to end the agreement and the University deciding to continue with the project with a replacement Joint Venture partner; and University of Bristol withdrawing from the arrangement. It was noted that the University could retain control over the campus if required. The Board noted that timely and visible decision-making at the executive level would be essential should risks materialise and the project were deemed not to be delivering. In these scenarios, decisions on exiting would need to be taken quickly by the University Executive and the Board of Trustees to minimise costs.
- 8.12 **REDACTED** [Section 43 – trade secrets and prejudicial to commercial interests]
- 8.13 **REDACTED** [Section 43 – trade secrets and prejudicial to commercial interests]
- 8.14 **REDACTED** [Section 43 – trade secrets and prejudicial to commercial interests]
- 8.15 In summary, subject to the stipulation detailed in 8.14 above, with progress after the meeting detailed in 8.25 below, the Board was content it had:
- 8.16 REVIEWED the Project Mango papers and any other relevant supplemental information provided to the Board of Trustees prior to or at the meeting with specific attention being given to:
- the opportunities and benefits to the University presented by the Project (defined below);
 - alignment with the University Strategy; and
 - risks and mitigations.
- 8.17 NOTED the recommendation by Finance and Investments Committee at its meeting on 20 June 2025, to enter non-binding heads of terms to establish a University of Bristol India Campus (the "Project") through the creation of a joint venture. The non-binding heads of terms was entered into on 2 July 2025 between the University and the JV partner, Daskalos Technologies Private Limited (Daskalos).
- 8.18 NOTED. that the full suite of definitive agreements from the JV partner is awaited (only one received to date) and has **not** been agreed yet.
- 8.19 NOTED that the timeline to agree definitive agreements and incorporate the JV has moved from end of July to during the course of August with incorporation of the JV company likely to be during September.
- 8.20 NOTED that a public announcement of the Project is likely to be made at the end of July because the Letter of Intent from the University Grants Commission, the HEI regulator in India, confirming that the University has been granted approval to establish a campus is likely to be issued on or around that date with student recruitment beginning shortly thereafter.
- 8.21 CONSIDERED in line with the Board's legal duties whether:
- on the basis of the recommendations from Finance and Investments Committee; and

- having regard to the opportunities for, and benefits to, the University from the Project as they relate to the University Strategy, balanced against the identified risks (subject to mitigations);
 - identified risks are or can be mitigated to a level acceptable to the University and proceeding with the Project is in the best interests of the University in terms of the promotion of its charitable research and education objects.
- 8.22 NOTED the risk identified at paragraph 5 of item 8b (as per papers to the Board) in respect of reputation given 8.18, 8.19 and 8.20 above
- 8.23 NOTED the risk identified at paragraphs 4.3 and 4.6 of item 8b (see page 57 of the papers to the Board) that the University awaits independent advice on the tax position to confirm assurance in respect of the proposed tax structure.
- 8.24 NOTED that none of the delegated authority given by the Board in relation to the Project override the existing mechanism for the reporting of material decisions under the University's delegation framework if approval of a material change to the definitive or any other action proposed to be taken under delegated authority would be a material decision (being a decision which will or may have a material impact (adverse or otherwise) on the University's financial position, business model, strategy, reputation and/or its willingness or ability to comply with the OfS Conditions of Registration).

Michele Acuto left the meeting

8.25 **REDACTED** [Section 43 – trade secrets and prejudicial to commercial interests]

8.26 **REDACTED** [Section 43 – trade secrets and prejudicial to commercial interests]

8.27 **REDACTED** [Section 43 – trade secrets and prejudicial to commercial interests]

9. FINANCE REPORT

9.1 RECEIVED and **APPROVED: (BT/24-25/062 and BT/24-25/071)** (both on file).

9.2 NOTED and DISCUSSED the summary of the most important financial matters as of July 2025.

9.3 NOTED the update regarding the SU Budget – Governance Requirement (Annex A).

9.4 **REDACTED** [Section 43 – trade secrets and prejudicial to commercial interests]

9.5 **APPROVED** the authorisation of any two of the following persons acting together:

The Vice Chancellor, Deputy Vice Chancellor, Chief Operating Officer, Chief Financial Officer (the 'Authorised Signatories') to:

- approve the terms of the facility agreement relating to the facility (the "Facility Agreement"), and the transactions contemplated thereby, and to agree and execute finance documents related to the facility (such execution evidencing the approval of the terms of the Facility Agreement and the transactions contemplated thereby), to include the facility itself and any utilisation requests or selection notices, as and when required.
- 9.6 NOTED that the management of liquidity would be covered during the discussion of the next agenda item, but by way of introduction the Executive noted that the Finance Report sought to provide the context for the next discussion i.e. that moving to take a more clearly defined strategic approach to property had the potential to address challenges in this area.
- 9.7 In terms of potential actions in response to lower student numbers for 2025/26 materialising than was forecast, the Executive advised that initial discussions had taken place at University Executive Board (UEB) on 8 July, with further discussion planned for 22 July, 12 August, 9 September as more data emerged. The aim was to pre-agree options ahead of additional

meeting of UEB on 13 October, by which date sufficient information would be available for decisions on mitigation actions to be taken.

Liam Garwood joined the meeting

10. PROPERTY DISPOSAL

- 10.1 RECEIVED and APPROVED: paper ref: BT/24-25/063 (on file). The Chief Property Officer and the Head of Property presented to the Board of Trustees.
- 10.2 NOTED that the University had a significant number of additional properties and land that are surplus to current operating requirements, but these assets are nestled into one of four campuses. There was a need to weigh up the long-term strategic value of these assets versus the medium-term impact of being able to redeploy the capital on strategically important estates projects. NOTED that masterplans were being developed for each campus: Clifton, Stoke Bishop, North Somerset and Temple Quarter. These masterplans will serve as a key delivery mechanism for the Estates Strategy. NOTED that the retaining of existing un/underutilised estate therefore needed to be taken as an active decision as it has material consequences on the University's ability to re-invest in estate currently in use. NOTED that retaining properties, and therefore excess space, was associated with obligations and costs, including maintenance, security & cleaning, energy consumption, and impacting the University's carbon footprint.
- In discussion:
- 10.3 The Board suggested that future communications on this topic should emphasise the links between the University's strategic top 50 goal, academic vision and disposals activity. The Board noted that ideally phase 1 of the disposal proposal would be set within a pre-determined estate masterplan but noted that the liquidity forecast required a more flexible approach to be taken.
- 10.4 The Board sought assurances on the risk of *flooding* the property market. In response the Executive noted that the phased, structured approach, over an extended period of time, sales via auction and seeking residential planning before selling for certain elements thereby maximising return meant they were confident that the value obtained would not be impacted in this way.
- 10.5 In response to a question on the affordability of student housing, the Executive acknowledged that certain lower quality and therefore cheaper provision properties were included in phase one. However it was noted that there were sufficient alternatives available at that price point. More broadly, the Executive noted that the University was working with its partners to diversify the Bristol student accommodation portfolio, the aim was to develop different types of provision to improve affordability.
- 10.6 A question was raised on the importance of an offer of staff housing to recruit internationally important/ significant staff and whether the loss of certain sites needed to be replaced with provision elsewhere. In response the Executive noted that properties included in this category were not of the right type (large 3 or 4 bed properties, rather than smaller apartments) or were unaffordable. Additionally, the routes by which new staff could access the housing was not clearly defined and was handled across several teams. There was an opportunity to improve and professionalise the support provided to staff joining the University.
- 10.7 In terms of opportunity cost, in response to a query, the Board noted that much of the University's estate demanded high maintenance costs – at present disproportionate total budget spend was on buildings that were very high in cost in this regard. The estate needed to serve both professional services and academic staff with facilities needing to be provided that were fit for purpose and that presented space as a strategic asset.
- 10.8 In discussion the Board noted that the estate's portfolio of both traditional and newer buildings was aligned to the University's brand and queried to what extent this relationship had been considered as part of the paper presented. In response, the Executive advised that this had been considered with a focus on those buildings where reputation and brand

would not be impacted. For example, buildings that in effect *sold* courses to students and those that encouraged staff and students to come to the University were not included. Additionally, the impacts on moving the locations of certain research projects had been considered with early conversations with relevant academic staff established to ensure that requirements were met.

- 10.9 The Board discussed the interplay between the University goals and individual county Councils in the region, in particular local plans to achieve housing targets.
- 10.10 The Board noted that in terms of communication to staff, arguably there was value in the narrative presented by the paper of evidence of activity on non-pay savings being undertaken by the University. Similarly, the selling residences that could only be used by a very small number of staff on joining the University also presented a narrative opportunity, i.e. that over time (in phases 2 and 3) equity would be released to support the wider staff body, indicating investment in professional services staff and allow innovation in ways of working.
- 10.11 The Board were mindful that phase 1 included some buildings that were currently occupied and that there was requirement to provide staff and students with assurance of next steps and future planning in the event of *their* building being included on the list of approved disposals. The Board agreed that communication with precise operational planning would need to be clearly articulated to reassure the wider University community. There would be a requirement to be able to share the information with staff on “*where they will go*”, not giving this confidence could be interpreted by some groups to mean that their roles were at risk.
- 10.12 **REDACTED** [Section 43 – trade secrets and prejudicial to commercial interests]
- 10.13 **APPROVED** that the CPO and CFO to be given delegated authority to enter into short leases, less than 12 months with no/nominal rent. This will allow us to dispose of assets where vacant possession cannot be given by disposal completion, but we have concrete plans to decant activities shortly after completion.
- 10.14 NOTED that the University’s Capital Programme Board would oversee progress of this disposals programme.

*Craig Nowell and Liam Garwood left the meeting
Victoria Jones Parry joined the meeting
Clare Smith joined the meeting*

11. KEY UNIVERSITY RISK REGISTER

- 11.1 RECEIVED and **DISCUSSED**: paper ref: (BT/24-25/064) (on file).
- 11.2 DISCUSSED the July 2025’ report as presented to provide assurance to the Office for Students that the University’s arrangements for risk management were adequate and effective, AGREED that the overall risk profile was an accurate representation of the University’s operating environment.
- 11.3 NOTED the changes that have occurred to the Key University Risk Register since the previous update in November 2024. In particular the Board received verbal updates from the Executive on the following areas: 3B Industrial Action, 5C Cyber Security / Data Loss.

*Victoria Jones Parry left the meeting
Susie Hills and Osaro Otobo joined the meeting*

12. BOARD EFFECTIVENESS REVIEW

- 12.1 RECEIVED and **APPROVED**: the report, paper ref: (BT/24-25/065) (on file).

- 12.2 DISCUSSED the Report and APPROVED that the Recommendations made by Halpin in the Report be taken forward. On behalf of the Board of Trustees, the Chair thanked the team at Halpin for the quality of the experience of the review process and the final written report.
- 12.3 The Board discussed the interplay between the reference to *Encouraging more distributed leadership across the Board* referred to in Priority Recommendation 2 and the recommendations related to appointing a Senior Independent Governor (SIG) under Recommendation 3 and 4.
- 12.4 The Board noted that main responsibilities of the Deputy Chair of Board were defined under Ordinance 2, paragraph 12 of the University's constitution. Arguably these defined responsibilities were largely already aligned with a SIG role at other institutions and as defined by the CUC code. The Board noted that in increasing the level and amount of distributed leadership there was a risk of building in additional complexity if a larger number of members were involved to a higher degree of complexity. Further the Board were mindful that members often had a combination of other roles in addition to their role on the University's Board and that there was a risk of overburdening the members especially younger, working members. The Board also noted risks where some members were privy to more information compared to others.
- 12.5 NOTED that the Recommendations would be taken forward by the University Secretary and Director of Governance over the forthcoming academic year, with progress reported to the Nominations Committee.

Susie Hills and Osaro Otobo left the meeting

13. UNIVERSITY SECRETARY'S REPORT TO INCLUDE:

- **ORDINANCE 4 AMENDMENTS**
- **ORDINANCE 8 AMENDMENTS**
- **ORDINANCE 10 AMENDMENTS**
- **ORDINANCE 11 AMENDMENTS**

13.1 RECEIVED and **APPROVED:** the paper ref:(**BT/24-25/066**) (*on file*).

Ordinance 4

13.2 The Board were supportive of the proposed amendments to Ordinance 4 (Board Committees) relating to the new terms of reference for the Culture and Inclusion Committee, which would replace the existing EEDI Oversight Committee.

13.3 NOTED that subsequent to the paper circulation, discussions had continued and the Executive outlined verbally to the Board proposals to revise the scope and ToRs of the Culture and Inclusion Committee to include free speech, specifically oversight of the University's obligation to:

- take steps to secure free speech within the law
- put in place a code of practice on free speech
- promote free speech and academic freedom

It was noted that recent Executive-level discussions with the OfS had suggested that this approach would be welcomed.

13.4 AGREED that a revised version of the proposed amendments to Ordinance 4 (Board Committees) covering the above to create new terms of reference for the Culture and Inclusion Committee, which would replace the existing EEDI Oversight Committee would be circulated for approval via email ahead of Autumn 2025.

Ordinance 8

13.5 NOTED the proposed amendments to Ordinance 8 (Faculties and Schools), that had been updated to reflect the faculty restructuring, changes to roles and the reporting/function of faculty boards.

13.6 In discussion the Board queried the composition detailed under paragraph 1.4.2 (a) (ii) Faculty Assemblies. The question was raised as to whether the wording implied the exclusion of students from Faculty Assemblies. AGREED that this wording should be revised

so that there was a mirroring between Faculty Assembly membership and Senate membership. The Governance Team to take forward and re submit to Board for approval in due course.

Ordinance 10

- 13.7 APPROVED the proposed amendments to Ordinance 10 (Employment) for the decoupling of the 'Rules of Conduct for Members of Staff' appendix from Ordinance 10, enabling HR to maintain and update the Rules independently, in line with previously agreed, but not acted upon, governance intentions. APPROVE the consequential amendments then needed to Ordinance 10 primarily to update cross-references to the appendix. NOTE the introduction of revised Rules of Conduct (with agreement from the recognised trade unions following consultation through the Joint Consultative and Negotiating Committee (JCNC)). The amendments to the Rules of Conduct have been developed with a subgroup of JCNC and were approved by JCNC on 7th May 2025.

Ordinance 11

- 13.8 APPROVED proposed amendments Ordinance 11 (Alumni Association). The changes being proposed are to ensure that Ordinance 11 maintains relevance now and going forward - reflecting the increasingly diverse student and alumni membership and the ways in which we communicate with them.

Board of Trustees delegation schedule

- 13.9 APPROVED changes to the Board of Trustees delegation schedule to reflect the changes to Ordinances noted above, specifically in respect of Ordinance 4, where the Board are delegating to the Culture and Inclusion Committee specific responsibilities.

Steve Hall joined the meeting

14. OfS New E6 ONGOING CONDITION OF REGISTRATION: SEXUAL MISCONDUCT AND HARASSMENT POLICY

- 14.1. RECEIVED and **APPROVED**: the report to Board (**BT/24-25/068**) (*on file*).

14.2 The Executive responded to questions from the Board, the following was noted:

- Although prevalence data was not available, the number of disclosures had increased overtime, this was because the profile of the policy had been raised, for example, there was now an NSS question in relation to this area, and there were now more routes to report, with an increase in services to support affected students. The data available to be shared with the Board in due course.
- In August 2026, an end of year evaluation would be made to assess awareness of policy etc.
- In response to a specific query, the definitions would be reviewed to ensure that deep fake imagery was included.
- The Policy was applicable to students registered with the University, when they were subject to its regulations, once individuals had a graduated these regulations were by definition then limited in their strength and scope.
- In the broadest terms "visitors" to the University were not covered by the policy, however in reality most short-, medium- and longer-term visitors were in fact assigned student or staff status and were thereby registered so that they could access University services and systems, this registration then brought such individuals within the policy.

- 14.3 APPROVED the Harassment and Sexual Misconduct Policy in compliance with the OfS ongoing condition of registration related to harassment and sexual misconduct.

Steve Hall left the meeting

15. REPORT FROM AUDIT & RISK COMMITTEE Freedom of Speech Annual Report 2023-24

- 15.1 RECEIVED and **DISCUSSED**: the report

- 15.2 APPROVED: the Annual Report on the Freedom of Speech (See Annex A).

- 15.3 APPROVED: the Sexual Misconduct and Harassment Policy (item included separately on the Board agenda as item 14).
- 15.4 APPROVED: the extension of the appointment of RSM Ltd to deliver our co-sourced internal audit services for a period of a further 3 years to 31st July 2029.
- 15.5 APPROVED: the re-appointment of PricewaterhouseCoopers LLP (PwC) as the University's External Auditors for the year ending 31 July 2026.
- 15.6 NOTED: the discussions which were had and the approvals which were made at the recent Audit and Risk Committee meeting held on 9 June 2025.
- 15.7 NOTED that the KURR (Key University Risk Register) was reviewed at each meeting of the Audit and Risk Committee. In Autumn, the expectation was that members would have live/dynamic access to the KURR using power BI, with the intention to facilitate closer monitoring and understanding by the Board and Audit and Risk Committee members.

16. FREEDOM OF SPEECH CODE OF PRACTICE

- 16.1 RECEIVED and APPROVED: the report to Board (BT/24-25/069) (on file).
- 16.2 APPROVED the Freedom of Speech Code of Practice on the recommendation of UEB (8 July);
- 16.3 NOTED that the reference to External Speakers Code of Practice has been updated in this version to refer to the new name External Speakers Policy (approved at UEB 24 June), which will apply from 1 August.
- 16.4 The Board discussed the question raised by Freedom of Speech Advisory Board (FSAG) regarding the institutional neutrality statement. i.e. did the Board of Trustees want to include (iii) as per the below:

Institutional neutrality

The University does not take an institutional position on public matters such as political, cultural or religious debates except where (i) necessary to advance the University's charitable objects (as defined in the University Charter) or (ii) those matters affect the University's essential functions and/or operations or (iii) if expressly agreed by the Board of Trustees. This is to ensure that critical debate is encouraged and individuals are not discouraged from expressing themselves freely within the law.

- 16.5 NOTED that the position adopted by other HE institutions both in the UK and US varied, i.e. there was not a consistent approach that the University of Bristol could align with, noted that retaining item iii above arguably meant that individual members were at risk from lobbying with student members perhaps targeted to a greater degree, the Board was mindful that retaining the option as defined under iii demonstrated the Board's independence and retained flexibility in the future.
- 16.6 A vote by a show of hands from those members of the Board of Trustees present was conducted. The vote was tied; it was then agreed that the Chair of the Board of Trustees should make the final decision. AGREED that the institutional neutrality statement be retained as above.

Clare Smith left the meeting

****CONSENT ITEMS****

17. STUDENT MATTERS

- 17.1 RECEIVED and **APPROVED**: paper ref **BT/24-25/070** (on file).
- APPROVED the Degree Outcomes Statement 2025.
 - APPROVED updates to the Student Agreement for 2025/26.
 - APPROVED updates to the Student Protection Plan for 2025/26.
 - APPROVED updates to the Intellectual Property Policy for Students for 2025/26.

- APPROVED new Student Outcome Appeal Regulations for 2025/26.
- NOTED the Academic Appeals Annual Report 2024 and Annual Student Complaints Report 2023/24.

18. Date of next meeting: 3 October 2025