

UNIVERSITY OF BRISTOL

Minutes of the 102nd Annual Meeting of the University Court

Friday, 9 December 2011

Present:

The Rt. Hon. The Baroness Hale of Richmond (Chancellor) presided:

Dr A Bernays (Pro-Chancellor), Dr JS Foulds (Pro-Chancellor), Sir James Tidmarsh (Pro-Chancellor), Dr JM Woolley (Pro-Chancellor), Mr Denis Burn (Chair of Council) Professor EJ Thomas (Vice-Chancellor), Professor D N Clarke (Deputy Vice-Chancellor), Professor G Orpen (Pro Vice-Chancellor), Professor N Lieven (Pro Vice-Chancellor) and Mr JGH Wadsworth (Treasurer).

Prof J Adams	Mr R Cowap	Mrs B Knight	Prof B Pickering
Dr E Albone	Mr R Cross	Cllr B Knott	Mr A Price
Mr D Alder	Dr M Crossley Evans	Prof S Knox	Dr E Pring
Mr J Alford	Dr N Dahnoun	Prof H Land	Mrs M Prior MBE JP
Mr G Ash	Mrs CA Davies	Cllr T Leaman	Mr M Punt
Mr M Ashmead	Dr R Davies	Dr A Leggett	Ms T Rawlinson
Mr J Ashton-Bell	Mr W Davies	Cllr T Leimdorfer	Mr W Ray
Dr Ian Ashwell	Dr G Delacote	Prof S Lisney	Mr J Richards
Mr G Baker	Prof R Dixon	Dr J Littler	Ms L Robinson
Mr RJ Barlow	Dr H Donoghue	Dr S Lyne	Mr M Saddiq
Mr N Barnett	Dr F Duckworth	Ms C Magee	Mr N Sapsworth
Mr S Barnett	Mr R Dufton	Dr J Manley	Dr C Sawyer
Mrs C Bateson	Mr CE Embrey	Cllr B Martin	Mr I Scott
His Honour Paul	Cllr S Emmett	Prof H Mason	Mr A Scott
Batterbury TD DL	Mr S Face	Mr R Massie	Mr C Scowen
Ms S Bennett	Prof G Foster	Mr P McCarthy	Mr M Seow
Prof Sir John Beringer	Mr A Franks	Mr J Medcraft	Prof I Silver
Prof Sir Michael Berry	Mr E Freda	Mr L Menzies	Ms J Smith
Prof R Bickers	Dr M French	Lady Merrison	Mr L Smith
Dr E Bird	Ms H Galbraith	Mr A Mezzetti	Dr V Smith
Dr D Birdsall	Ms S Gilbert	Mr J Miotla	Ms A Stephenson
Mr S Biswas	Mr E Gilliams	Mrs J Mitchell	Prof G Stirrat
Cllr I Blair	Mr PJ Golding	Dr R Moore	Prof F Stone
Mr AK Bonham MBE	Dr S Goldsmith	Mr R Morton	Prof R Thomas
DL	Cllr G Gollop	Prof M Mott	Colonel J Thompson
Mrs L Brown	Dr R Green	Mrs B Moul	Dr J Thompson
Prof J Bryce	Mrs R Greenwood	Mr G Mullan	Cllr S Townsend
Mrs S Budd	Mr G Gregory	Mr S Neck	Mr R Tucker
Mr P Burling	Mr C Gunter	Mr A Nield	Mr S Vause
Mr C Burns	Dr R Haines	Mr A Nikonovas	Prof B Vincent
Mrs A Burnside	Dr M Hamlin	Mr A Nisbet	Dr P Warr
Ms A Burrell	Dr R Hammond	Mr C Owen	Prof P Warren
Prof N Canagarajah	Ms V Hartley	Mr A Palmer	Prof R Wathen
Mr C Chapman	Dr L Henderson	Prof J Parkin	Dr B Weaver
Mr S Chapman	Mr A Hillman	Prof A Parkin	Mr A Westcott
Mr R Churcher	Prof A Hollander	Mr E Parsons	Mr J Wetzel
Mr D Clarke	Prof P Holt	Prof M Partington	Cllr D Willingham
Dr S Clarke	Prof M Horton	Dr R Partridge	Mr R Willis
Prof D Clements	Mr M Jeans	Miss S Paterson	Mrs HM Willoughby
Prof J Coast	Prof M Johnson	Dr S Pearce	Ms A Wilson
Prof E Cocking	Prof U King	Dr Hua-Xin Peng	Mrs L Wilson
Mr N Coles	Mrs J Kirk	Mr J Phillips	Alderman M Withers
Dr J Cottrell	Mrs D Knight	Dr H Phillips	

The Chancellor welcomed members to the meeting and reported receipt of apologies for absence.

MINUTES

1. The minutes of the annual meeting held on 10 December 2010, which had been printed and circulated, were CONFIRMED subject to the following amendment, requested by Professor Malcolm Johnson (Emeritus):

Item 4: Annual Report and Financial Statements 2009/10

Page 10, paragraph 4:

In view of this, he [Professor Johnson] asked whether the University would recognise the major savings made over several years when it took a series of "contributions holidays" and now re-commit those resources to ensure that final salary schemes survived. had considered introducing a "pensions holiday" in an attempt to mitigate loss of benefits for staff.

MATTERS ARISING

2. There were no Matters Arising that were not covered elsewhere on the agenda.

CHANGES IN MEMBERSHIP

3. RECEIVED FOR INFORMATION: A list of changes in membership since 10 December 2010.

REVIEW OF THE YEAR 2010/11

4. RECEIVED: The Annual Report from Council to Court 2010/11.

The Vice-Chancellor informed Court that Dr Tony Rich, the University's new Registrar, would be retiring from the University due to ill-health. Dr Rich had only worked at Bristol for a short time before he had become unwell but he would be sadly missed. He had proved to be a man with outstanding ability and the Vice-Chancellor was sure that Dr Rich would have made a great deal of difference to the University. The University's best wishes and support had been passed to Dr Rich and his family.

The Chancellor invited Mr Denis Burn, Chair of Council, to introduce the Review of the Year to Court. Mr Burn began by thanking the Chancellor for excellent work that she had undertaken in support of the University throughout the year, and for the support that she continued to give to the Vice-Chancellor and his team, and also the Pro-Chancellors and members of Council.

Mr Burn noted that the new higher tuition fees and more intense competition would bring both opportunities and threats and a number of important and unanticipated consequences. In view of this, reputation would become ever more important to Bristol's success. Mr Burn thanked the Vice-Chancellor and his team for their excellent leadership in helping to steer the University successfully through what had been a very uncertain year.

The University had achieved a significant financial surplus last year. This had allowed the University to commence its flagship Life Sciences Building project; refurbishment of the Queen's Road Building, new student residences

and other projects. The opening of the National Composites Centre had also been a significant achievement for the University.

Mr Burn highlighted some of the principal initiatives taken by Council during the year. (A transcript of Mr Burn's address is available on the University's website at <http://www.bristol.ac.uk/court/> (**Annex A**)).

The introduction of higher tuition fees and unregulated numbers for students attaining AAB+ or equivalent at A-Level would make widening participation in university to people from less advantaged backgrounds even harder. Mr Burn assured Court, however, that increasing wider participation was taken very seriously by Council, more money would be invested in this and greater attention would be placed on working with local schools.

Mr Burn highlighted three areas which he felt would be fundamental to Bristol's success over the coming years:

- (i) People – creating a working environment that fully engaged staff.
- (ii) Distinctiveness – maintaining Bristol's strong position in terms of high application numbers, strong academic track record and a popular and vibrant city. Mr Burn paid tribute to the fantastic contributions of Bristol's active and engaged alumni, in particular the Convocation Committee.
- (iii) Governance - demonstrating to Government that Bristol's governance arrangements were as strong as they could be in order that the University's independence would not be diluted. Mr Burn thanked the senior executive team for the constructive way in which it worked with Council and thanked all members of Council for the hours of work and commitment that they contributed.

The Chancellor, on behalf of Court, thanked Mr Burn for his informative and inspiring address and commended him and the other Council members for the excellent work that they had done to steer the University through what had been a very turbulent year.

Mr Michael Jeans, Convocation, identified a typographical error on page 8 of the Review whereby the level of financial support made to students had wrongly been cast in pounds (million) rather than pounds (thousands).

Mr Robert Dufton, Convocation, congratulated the University on its achievements and thanked the Vice-Chancellor for the informative and well presented annual review, and for all that it had achieved over the year, particularly in terms of widening participation. Mr Dufton then asked whether the University planned to expand or develop its Modern Apprenticeship Scheme. Mr Guy Gregory, Human Resources Director, explained that the University had expanded the number of people recruited to its Apprenticeship scheme over the past few years. It had been very successful and the University was keen to roll this out to further new entrants in the future. Bristol was noted to be well in advance of many higher education institutions in terms of its investment in apprenticeship schemes.

ANNUAL REPORTS AND FINANCIAL STATEMENTS 2010/11

5. RECEIVED: The University's Annual Report and audited Financial Statements for the session 2010/11.

The Treasurer, Mr James Wadsworth, introduced the University's Annual Report and the audited Financial Statements. Mr Wadsworth drew Court's attention to the Public Benefit Statement that was set out in pages 9 to 12 of the report. The Public Benefit Statement confirmed that in implementing its aims and objectives, the University had been guided by the values set out in its Vision and Strategy. The University had been mindful of its responsibility to ensure that it acted for the benefit of the public.

Mr Andy Nield, Finance Director, then presented an overview of the University's financial position. He began by informing Court that 2010/11 had been a positive year for the University in terms of financial results. An operating surplus of £16.8m (pre exceptional items) had been achieved, an overperformance against both the previous year and the budget. Key contributors to this improvement had included continued growth in overseas student numbers, and academic and support staff savings.

The University's cashflow remained positive although net debt had increased from £53m to £60m since last year to reflect increased activity associated with the capital programme. The performance against Barclays debt service ratio covenant remained positive.

Following restructuring of the academic and support staff, salary costs had reduced from 61 to 56 per cent of overall expenditure, which was considered to be a far more sustainable position and more in line with the University's peer group.

The accounting deficit associated with UBPAS, at July 2011, had been ca. £64m, a significant improvement from 2009/10. This was largely the result of the change from RPI to CPI for the indexation of pensions in payment. The next actuarial review of UBPAS would take place as at July 2012. The closure of the scheme to new members from 2010 had significantly reduced the future financial risks of the scheme to the University.

The immediate prospects for 2011/12 indicated a budgeted operating surplus of £2m, which included a £5m contingency. The main reasons for the decline from 2010/11 included: a reduction in the level of HEFCE funding, increased financing costs related to loans and the capital programme, increased energy costs and the contingency provision.

A number of uncertainties remained for 2011/12, notably confirmation of the final level of HEFCE recurrent grant allocation for the period.

The University's financial strategy would be continued progressive growth of operating surpluses to generate operating cash flows, which together with capital grants and the use of borrowing facilities, would be sufficient to finance a capital programme to enable the long-term sustainability of the estate and infrastructure.

In relation to the capital programme, Mr Nield reported that the current ten year plan remained at ca. £400m. This would be funded from a combination of operating cashflow generation, grants and the use of borrowing. There would be a need to create financial headroom to support additional investment in order to meet all capital needs.

Expansion of home undergraduate numbers would require further capital investment although the University was committed to maximising the use of the existing estate. It would be necessary to begin to make financial commitments to invest in new facilities before certainty over student numbers could be reached. Additional financing was likely to be required.

Mr Chris Burns, Convocation, asked for clarification about the rationale for the University's decision to draw down the remainder of the agreed Barclays loan during the year, given that it already had a substantial cash surplus.

Mr Nield responded that the University had a contractual commitment to Barclays to drawdown the full balance of the Barclays loan, although it had previously agreed a deferred draw down in order to limit the counter-party investment risk to the University. The average interest rate charged for the loan was ca. 5.3 per cent.

Mr Nield explained that the exceptional expenditure of £2m during the year that had just ended, which had been significantly less than that budgeted, had been the result of a re-profiling of charges over the 2009/10 and 2010/11, rather than a change to the overall exceptional items charge.

Councillor David Willingham, Bristol City Council, referred to the £38.1m that the University had invested in equities and queried whether, given its Ethical Investment Policy, the University used the voting rights associated with those equities to ensure sound corporate social responsibility.

Mr Nield explained that the University's endowment equities were invested on its behalf by a specialist investment manager, Saracen. The University was one of a number of charities that Saracen was managing funds for. Saracen was aware of the University's charitable requirements and exercised influence and voting on behalf of the University when appropriate.

David Birdsall, Emeritus Professor, asked Mr Nield to expand on how the University was dealing with its pensions deficits. Mr Nield explained that UBPAS, at its last actuarial review in July 2010, had a deficit of ca. £85m and that the University had agreed a deficit recovery plan with the UBPAS Trustees, whereby in addition to the normal contributions the University made to the scheme, it would inject an extra £5m per year for 20 years to deal with the deficit. This approach had been accepted by the Pensions Regulator as appropriate. Mr Nield assured Court that the University fully recognised its responsibility to support the scheme.

USS was more complicated as Bristol represented only 2 per cent of USS and, therefore, had only very limited influence. The USS Trustees were finalising their own actuarial review and as at March 2011, had recently issued a document to member institutions consulting on a potential deficit recovery plan. Subject to member institutions' responses to that consultation, a proposed deficit recovery plan would be submitted to the pension regulator. The Trustees of both UBPAS and USS were clear about their obligations and responsibilities.

Dr Vincent Smith, Convocation, noted that in previous years, Court had been notified of the University's positive credit rating, although no such report had been made to Court this year. Mr Nield assured Dr Smith that although previously the University had obtained a formal credit rating with Standard

and Poors, it had decided some time ago that as it was not currently seeking credit agreements, the credit rating was no longer necessary. The University remained in contact with the relevant rating agencies and would consider in future years whether it wished to move back to a formally rated position. As previously, the University anticipated a very strong rating.

ELECTION OF FOUR LAY MEMBERS OF COUNCIL

6. RECEIVED: Brief background information about the four people nominated by the Nominations Committee of Court (Ms Anne Stephenson, Mr James Wetz, Mr Denis Burn and Mr Andrew Poolman).

The Chancellor expressed thanks on Court's behalf to the following lay members of Council who had retired during the year or who would be retiring at the end of the year. Both members had dedicated many years of service to the University and their valuable contributions to debate at Council had been much appreciated.

The Chancellor wished them all well in their retirements:

- (i) Ms Catherine Waithe would be standing down from Council at the end of the year having served as a lay member for nine years. Ms Waithe had also served on the Nominations Committee and on the Honorary Degrees Committee.

- (ii) Mr George Morton stood down from Council in July this year, when he and his family re-located to Scotland. Mr Morton had served as a lay member of Council and a member of the Finance Committee for six years.

The Chair of the Nominations Committee of Court, Dr Alison Bernays, presented her report.

Mr Denis Burn had served on Council as the representative of the Society of Merchant Venturers. However, as Mr Burn was Chair of Council, the Nominations Committee had felt that it would be more appropriate for him to be elected to Council by Court. It was, therefore, proposed that his category of membership should be changed accordingly. The Society of Merchant Venturers would then be invited to make a new nomination.

Councillor Bill Martin, Bristol City Council, asked that, in the interests of equality and diversity, the Society of Merchant Venturers be encouraged to put forward a female representative to replace Mr Burn. Dr Bernays agreed to feed this request back to the Society but reminded Court that it was ultimately the Society's decision.

Dr Bernays informed Court that during 2011, Mr James Wadsworth had informed the Nominations Committee that he intended to stand down as University Treasurer at the end December 2012. The Nominations Committee had therefore prioritised appointing a new lay member of Council with appropriate financial expertise who might be willing and able to take over the Treasurer role from Mr Wadsworth next year. Following a competitive appointment process, the Nominations Committee had recommended the appointment of Mr Andrew Poolman due to his financial expertise.

Mr Bob Morton proposed the collective motion that each of the four candidates be elected. Mr Alastair Scott seconded the motion. The individual names of nominees were put to the vote and it was RESOLVED that all four candidates should be invited to serve as follows:

Ms Anne Stephenson (reappointment to 31 December 2014)
Mr James Wetz (reappointment to 31 December 2014)
Mr Denis Burn (reappointment to a different membership category to 31 December 2014)
Mr Andrew Poolman (appointment to 31 December 2014)

ELECTION OF TREASURER

7. Mr Denis Burn proposed Council's nomination of Mr James Wadsworth as Treasurer. Dr Moger Woolley seconded the motion.

It was RESOLVED: that Mr James Wadsworth be appointed Treasurer for a period of one year to 31 December 2012, in accordance with Statute 8.

APPOINTMENT OF AUDITORS

8. Council's nomination of PriceWaterhouseCoopers LLP as Auditors for the current year was proposed by Mr James Wadsworth and seconded by Dr Stuart Goldsmith.

It was RESOLVED: that Messrs PriceWaterhouseCoopers LLP be reappointed as Auditors to the University for the current year.

PROPOSED CHANGES TO THE CONSTITUTION AND TERMS OF REFERENCE OF THE NOMINATIONS COMMITTEE OF COURT

9. RECEIVED: a report setting out proposed changes to the constitution and terms of reference of the Nominations Committee of Court, together with consequential amendments to Statute 14 and the addition of a new Ordinance 3A.

Dr Alison Bernays, Chair of the Nominations Committee of Court, introduced the paper. Over past years, members of the University's Nominations Committee and the senior team had expressed a view that some of the processes associated with the University's Nominations Committee appeared to be less effective than they could be. Furthermore, they had become somewhat 'out of step' with best practice in the sector.

At meetings in February, June, October and November 2011, the Nominations Committee of Court considered a number of proposed changes to its membership. The final report took account of feedback provided by members of the Committee and by those organisations which currently nominated representatives to sit on it. The final report and proposals were approved by Council at its meeting on 25 November 2011.

In summary, the recommended changes were:

(i) Pro-Chancellor to continue to act as Chair (even though this was not in accordance with the CUC recommended practice).

(ii) The Chair of Council to continue to be a member of the Nominations Committee and to act as Vice-Chair of that Committee.

(iii) The Chair of Convocation to continue to be a member of the Nominations Committee. Members' attention was drawn to the distinction between the Chair of Convocation and Convocation's representative on Council (which could be two different people). If the Convocation representative on Council was not the Chair of Convocation he/she would be eligible to stand for election to the Nominations Committee via the "pool" of lay members.

(iv) Reduction of number of lay members of Council on the Committee from four to three.

(v) Removal of the Treasurer as a member. However, as the appointment of lay members of the Audit Committee was a key responsibility of the Nominations Committee, any decisions made in relation to the appointment of Audit Committee members must be made in consultation with the Treasurer.

(vi) Reduction of the number of elected members of Court on the Committee from three to two.

(vii) Removal of the Bristol City Council and the Society of Merchant Venturers representatives on the Committee. Instead both institutions' representatives on the University Council will be eligible to stand for election to the Nominations Committee from amongst the pool of lay Council members.

(viii) Removal of the following categories of membership from the Nominations Committee of Court:

(a) A person appointed jointly by the Somerset County Council and the North Somerset Council and the Bath and North East Somerset Council.

(b) A person appointed jointly by the Gloucestershire County Council and the South Gloucestershire Council.

(c) A head teacher, chosen by the head teachers who are members of Court and appointed as such under Category VIII in Statute 11.

(ix) Addition of the Vice-Chancellor or his/her nominee as a member of the Committee. The University Secretary to be in attendance.

(x) The following points relating to the Nominations Committee's operating procedure would be added to the Committee's terms of reference:

(a) The agenda and papers for business at the Nominations Committee of Court will, whenever possible, be sent to members seven days in advance of the meeting.

(b) The quorum shall be five. If there is not a quorum present at a meeting, the Chair shall reconvene the meeting within 14 days. If there is still no quorum present, business may be resolved by a majority of those present and voting.

(c) Business may be conducted by correspondence (including by email) where the Chair deems it appropriate.

(d) The Committee should seek to ensure that any convened interviewing panel had an appropriate gender balance. In view of this, it was suggested that the interview panel should consist of no less than three people and that this would usually include the Chair of the Nominations Committee and/or the Chair of Council.

Mr Clive Scowen, Convocation, stated that although he was supportive of the principle of streamlining the Committee to make it more focused and fit-for-purpose, he had a number of concerns about the proposals. He suggested that the proposed reduction of Court members from three to two would result in an imbalance of power between Court and Council members on the Committee and that this might affect the overall independence of the Committee. Mr John Richards, Convocation, supported Mr Scowen's concerns.

Colonel Jane Thompson, one of Court's elected representatives on the Nominations Committee, responded by clarifying that the overall reduction in membership of the Committee actually meant that even though the number of Court-elected members would reduce from three to two, its proportional representation would increase. Furthermore, what was proposed was far better aligned with practice in other Russell Group institutions, and there seemed to be no good reason for the University of Bristol to have a different system.

Dr James Foulds, Pro Chancellor, responded to Mr Scowen's concerns by clarifying that although the Nominations Committee of Court put forward names of potential new lay members of Council, it was the full body of Court which actually approved the appointments. Dr Foulds made the point that the proposals reflected the reality of how this work was currently undertaken.

Mr Edward Gilliams, Convocation, suggested that as long as there was a reasonable quorum written in to the Ordinance, non-attendance would not present any problems. There was general agreement with the principle but it was felt that it would be timely and sensible to take the opportunity to remove unnecessary membership categories from the Committee to prevent future queries.

Dr Bernays informed Court that, in parallel with the consultative work that the Nominations Committee had undertaken in relation to the proposed changes, formal agreements had been drawn up with the Society of Merchant Venturers and with Bristol City Council, which set out a process whereby each institution would liaise with the University to find out which skills and experience were most needed on Council and to put forward a range of representatives from which the Nominations Committee could select.

Dr Alison Bernays proposed the motion that Court approve recommendations one to 10, as set out in the report. Mr Bill Ray seconded the motion.

In light of the opposing views, the Chancellor asked for a vote by show of hands. The final count showed:

Number of members in favour of approving the proposals	65
Number of members against approving the proposals	38

Dr Bernays then proposed the motion that Court approve the proposed changes to Statute 14, as set out in the report. Mr Bill Ray seconded the motion.

Court APPROVED the following consequential amendments to Statute 14:

Statute 14 Nominations Committee of Court

Members

1. ~~No member of the Nominations Committee of Court shall be a member of the University's staff.~~ The members of the Nominations Committee of Court shall be:

Class I - Chair

For a renewable three year terms, subject to a maximum of three such terms:
A Pro-Chancellor, who shall act as Chair, nominated by the Chancellor.

Class II - Ex Officio

~~The Treasurer~~

The Chair of Council

The Chair of Convocation.

The Vice-Chancellor (or his/her nominee)

Class III - Members of Council

For renewable three year terms, subject to a maximum of three such terms:
~~Four~~Three members of Council, elected by Council from among its lay members, as determined by Ordinance.

Class IV - Members of Court

For renewable three year term, subject to a maximum of three such terms:
~~A representative of Bristol City Council~~
~~A representative of the Society of Merchant Venturers~~
~~A person appointed jointly by the Gloucestershire County Council and the South Gloucestershire Council~~
~~A person appointed jointly by the Somerset County Council and the North Somerset Council and the Bath and North East Somerset Council~~
~~A head teacher, chosen by the head teachers who are members of Court and appointed as such under Category VIII in Statute 11~~
Three Two members of Court elected by Court, as determined by Ordinance.
Members in Class IV must be members of Court, but may not be members of Council. If they become members of Council they must resign from the Nominations Committee of Court.

Right to attend

2. ~~The University Secretary~~~~The Vice-Chancellor~~ may attend meetings of the Nominations Committee of Court, but may not vote on any issue.

Selection of Members of Council

3. The Nominations Committee of Court shall put to Court each year at its Annual Meeting ~~five~~ names for election to membership of Council in Class I in Statute 15 for a three year term. The Committee shall search for suitable candidates and shall give careful consideration to all names recommended to

it. The Committee shall have regard to the need to find members of Council with a balance of skills and experience and shall ensure compliance with the University's Equal Opportunities Policy.

Court shall consider separately each name put to it by its Nominations Committee, and shall either accept or reject it. If Court rejects any of the names, the Nominations Committee shall choose a replacement for consideration by Court at its next Annual Meeting, to serve for the remainder of the three year term. In the interim the vacancy shall be filled by Council on the nomination of Court's Nominations Committee. Council may not appoint the rejected candidate.

Audit Committee of Council

4. The Nominations Committee of Court shall, [in consultation with the Treasurer](#), nominate members of the Audit Committee of Council for appointment by Council. If Council rejects a nominee, the Nominations Committee of Court shall produce an alternative candidate for consideration by Council. The Chair of Council and members of the University's staff may not be members of the Audit Committee.

[23 February 2004](#)[\[add date of Privy Council approval\]](#)

Dr Bernays then proposed the motion that Court approve the proposed new Ordinance 3A, as set out in the report. Mr Bill Ray seconded the motion.

Mr Scowen raised concerns about the wording of the proposed new Ordinance 3A. He questioned the appropriateness of the provision which enabled the Chair to take decisions on the Committee's behalf, when it was necessary "for the good of the University". It was concluded that the power for the Chair to take decisions on the Committee's behalf would be limited to urgent matters, given that the Committee had power to meet by correspondence.

Mr Scowen was supportive of the proposed single transferable voting system but felt that the detailed wording of the Ordinance suggested a first past the post system. Court agreed that the wording of the Ordinance should be re-drafted to remove any such inconsistencies.

Court APPROVED the additional Ordinance 3A, subject to the re-drafting points raised by Mr Scowen. Revised wording for the new Ordinance 3A would be discussed with Mr Scowen and circulated to Court for approval alongside the minutes of the meeting.

[The following wording for Ordinance 3a was approved by Court by correspondence subsequent to the December 2011 meeting of Court:]

Ordinance 3A Nominations Committee of Court Procedure

Chair and Vice-Chair

The Chair will be a Pro Chancellor. The Chair of Council will normally be the Vice-Chair.

The role of the Vice-Chair is to chair meetings in the Chair's absence, and to provide assistance to the Chair as required.

In the event that an issue arises which is so urgent that a decision is required before the next meeting of the Committee, and the Chair considers that it is not appropriate or practicable to deal with the matter by correspondence, the Chair may decide that issue on the Committee's behalf. The Chair will report any such decision to the Committee at its next meeting.

Notice of Business

The agenda and papers for business at a Nominations Committee of Court meeting will, whenever possible, be sent to members seven days in advance of the meeting.

Quorum

The quorum shall be five, including the Chair or Vice-Chair, if there is not a quorum present at a meeting, the Chair shall reconvene it within 14 days. If there is still no quorum present, business may be approved by a majority of those present and voting.

Business by Correspondence

Business may be conducted by correspondence (including by email) where the Chair deems it appropriate.

Election of Members

Election of members of the Nominations Committee of Court shall be by secret ballot, using the single transferable vote method.

Election of three lay members of Council – Class III

All lay members of Council, with the exception of the Chair of Council and the Chair of Convocation (who are ex officio members of the Nominations Committee of Court) are eligible to stand for election to the Nominations Committee of Court.

If, at any time, Convocation's representative on Council is not the Chair of Convocation, he/she will be eligible to stand for election alongside the other lay members of Council.

At the appropriate Council meeting, those lay members of Council who wish to be considered for election to the Committee will be asked to put their names forward. Should there be more than three candidates for the three places, there will be a postal ballot.

Election of two members of Court – Class IV

At the appropriate time, the University Secretary will send to all members of Court a notice of an election for two members of Court to join the Nominations Committee of Court. Members of Court may stand for election to the

Nominations Committee by sending the University Secretary a letter or support signed by five members of Court other than themselves, together with a short CV. Should there be more than two candidates for the two places there will be a postal ballot.

Members of Court who are also members of Council may not stand in these elections.

Selection Panel

An interview panel of no less than three people (who would normally be members of the Nominations Committee of Court) will be convened to interview candidates who have applied to become lay members of Council. The panel will normally include the Chair of the Nominations Committee and the Chair of Council.

The Committee will ensure compliance with the University's Equal Opportunities Policy.

GOVERNANCE ISSUES

10. Changes to Statutes and Ordinances made during the year ending 31 July 2011

RECEIVED FOR INFORMATION: a report of Statute and Ordinance changes made in the period 1 August 2010 to 31 July 2011.

The report outlined in detail amendments that had been made to the Statutes and Ordinances (a copy of this detailed report is available on the University's website at (attached at **Annex B**)).

Amendments to Ordinances 22 and 23: Associated and Affiliated Institutions

The addition of a number of formally Associated and Affiliated institutions to Ordinances 22 and 23.

Statute 19 Revision of the definition of Class 5 (Student) membership of Senate

This amendment was designed to permit greater flexibility for the process of electing student members to Senate.

Temporary Addition to Ordinance 17 – Assessment for Academic Awards

In view of the risk of industrial action with regard to pay, pensions and job security at that time, the University wished to agree a temporary addition to Ordinance 17, designed to provide maximum flexibility to act in the interests of students in the event of industrial action by staff.

The Deputy Vice-Chancellor confirmed that the University had not had cause to implement these powers since the temporary addition had been approved by Council in March 2011.

Statute 18 – Dissolution of the Nominations Committee of Council / Amendment to Ordinance 3 – Council Procedure

Council had agreed that the process for appointing Council committee members had become unnecessarily bureaucratic and would be more appropriately undertaken by Council. The Nominations Committee of Council

was, therefore, dissolved and replaced with a two-step process whereby the Chair of Council (following discussion with the relevant committee chairs) consults Council members about vacancies and potentially suitable candidates before submitting formal proposals for full Council approval. Vacancies for lay and staff members on committees would continue to be advertised on the University's Governance Opportunities database when appropriate.

University Undergraduate Studies Committee and University Graduate Studies Committee – Ordinance 6 (Membership of Senate)

An amendment to Ordinance 6: Membership of Senate, to reflect the change of title of the Working Group of Undergraduate Deans and the University Graduate Studies Committee.

Ordinance 16 - Change of Name on University Certificates in Cases of Gender Reassignment

An amendment to Ordinance 16 (Awards and Distinctions) to provide for a change of name on University certificates in cases of gender reassignment, in compliance with the Gender Recognition Act 2004.

Ordinance 14 – Delegation of Powers of the Registrar

An amendment which would grant the University Registrar authority to delegate certain operational decisions to an alternate member of staff, providing that there was no conflict of interest.

It was suggested that consideration be given to replacing the word 'alternate' with 'alternative' within the first sentence of the new paragraph within Ordinance 14.

[NB: Subsequent to the meeting, it was decided not to make the change].

Proposed Amendment to Statute 32 (Academic Staff: Dismissal, Discipline, Grievance Procedures and related matters) and Ordinance 35 (Termination of employment of members of staff on grounds of retirement) / Removal of the Default Retirement Age

A series of amendments to align the University's dismissal and termination of employment procedures with the Government's decision to abolish the default retirement age.

APPOINTMENT OF PRO-CHANCELLOR

11. In accordance with Statute 4, Court was required to appoint Pro Chancellors on the nomination of Council.

RECEIVED: a paper outlining a proposal for the re-appointment of Dr Alison Bernays as a University Pro-Chancellor.

It was RESOLVED that Dr Alison Bernays be re-appointed as Pro-Chancellor for a second three-year term until December 2014.

On behalf of Court and the University, the Chancellor expressed thanks to Dr James Foulds, who would be standing down as Pro Chancellor at the end of the year. Dr Foulds had given a great deal of dedicated service to the University recently as Pro Chancellor but formerly as a member and chair of Council and of numerous committees and working groups.

The Chancellor was pleased to be able to inform Court that Dr Foulds had agreed to continue to serve as a member of Court, henceforth as one of the three Chancellor's appointees.

ANY OTHER BUSINESS

12. No other business was raised.

DATE OF NEXT ANNUAL MEETING

13. It was noted that the most likely date for the next annual meeting would be Friday, 7 December 2012. Details would be confirmed in the meeting notice to be issued to members in November 2012.