MINUTES OF THE BOARD OF TRUSTEES
FRIDAY 6 October 2017

Present: Ms T Beech, Professor H Brady, Mr D Burn (Chair), Mr R Cowap, Mr L Dube, Professor K Facer, Ms J Goldstein, Dr M Hamlin, Ms I Handa, Sir R Kerr, Dr S-A Kitts, Professor B Lumb, Professor G Macdonald, Dr J Manley, Professor S Mann, Mr R Massie, Professor G Orpen, Mr A Poolman, Mr M Saddiq, Professor J Squires, Ms A Stephenson, Mr J Wetz.

In attendance: Dr N Bradshaw (Programme Manager for Temple Quarter Enterprise Campus) for item 9, Professor N Canagarajah, Mr S Chadwick, Professor D Cliff (Academic Director for Temple Quarter Enterprise Campus) for item 9, Ms S Clyne (Head of Organisational Development) for item 8, Ms R Geller, Mr G Gregory (HR Director) for item 8, Ms K Gullon (Clerk), Mr R Kerse, Dr E Lithander, Ms N McCabe, Dr A Raffel, Ms L Robinson.

Apologies: Professor J Iredale, Ms V Stace.

1. Welcome and announcements
1.1 The Chair welcomed members of the Board of Trustees to the meeting. It was noted that the meeting had been duly convened and that a quorum was present. In particular, it was confirmed that:
   • Notice of the meeting had been given to each member of the Board who was entitled to receive it; and
   • Each member of the Board who was not available to attend was aware of the purpose of the meeting and had agreed to the proposals to be considered at it.

1.2 In particular, the Chair welcomed Professor Keri Facer and Professor Geraldine Macdonald, the new academic staff members of the Board of Trustees. Professors Macdonald and Facer had begun their terms of office on 1 August 2017.

1.3 The Chair reminded members of the Board that Ms Nicky McCabe and Dr Andreas Raffel had been formally nominated (by the Nominations Committee of Court) as lay members of the Board from 1 January 2018. Ms McCabe and Dr Raffel would attend meetings of the Board in advance of their anticipated appointment by Court.

2. Apologies
2.1 NOTED.

3. Declaration of interests
3.1 Members were reminded that they had an obligation to disclose any pecuniary, family or other personal interest that they had in any matter under discussion at any meeting of the Board of Trustees as soon as practicable. Members were reminded of their fiduciary duty to avoid conflicts of interest.

3.2 The Chair noted that certain members of staff would have an interest in any discussions relating to the Universities Superannuation Scheme (USS).

4. Minutes of meeting on 7 July 2017
4.1 CONFIRMED

5. Matters arising and actions
5.1 There were no immediate actions arising from the previous meeting and all actions were in hand.

6. Chair’s report*
6.1 RECEIVED and NOTED (reference BT/17-18/001).

7. Vice-Chancellor’s report*
7.1 RECEIVED and NOTED (reference BT/17-18/002).

7.2 In addition to the written report, the Vice-Chancellor provided members of the Board with an overview of developments at the University and in the wider city, sectoral and national contexts. In particular, the Vice-Chancellor highlighted the following points:

Capital programmes
- Work continued apace in respect of the University’s ambitious capital programme, including in respect of the Temple Quarter Enterprise Campus (TQEC) and Tyndall Place programmes.
- It was hoped that Senate House would be emptied by April 2018, in order to begin conversion to student-facing activities. That decant of staff posed certain challenges for the University, which would be addressed in more detail later in the meeting.
- Formal public consultation regarding TQEC, as it moves towards outline planning application, was ongoing and was resulting in some challenging, but also positive, feedback from local communities.
- Changes in staffing at Bristol City Council presented some challenges in terms of continuity of engagement, although the establishment of a Temple Quarter Strategy Board was seen as a mitigation to this.
- The pace of the Bristol property market, as well as the requirements capital programmes generally, might necessitate some further consideration of the (University) governance structures and processes in respect of such capital programmes.

Admissions and recruitment
- The Vice-Chancellor commented on clearing and confirmation activity conducted over the summer. As usual, there would be a more detailed report to the Board at its November meeting, once student registrations were better understood.
- The Board noted the step-change in Widening Participation (WP) performance. In particular, the success of the Bristol Scholars programme in its pilot year was felt to augur very well for its future.

Research and partnerships
- The Board noted positive responses to the Vice-Chancellor Fellowships, and REF preparations.
- The Vice-Chancellor reported on his recent visit to China, noting that partnerships would become increasingly important to the University.

National developments
- There remained some lack of clarity in respect of government policy on tuition fees, although it was now certain that the highest fees chargeable to home undergraduate students – for the foreseeable future – would be £9,250 per annum.
• A ‘major review’ of student funding had been announced by the Prime Minister, which the sector had generally welcomed as an opportunity to shape the debate in this area in a more structured way.
• The sector continued to push for clarity as to the future status of international and EU staff post Brexit.

7.3 Ensuing discussion highlighted the following points:
• There was felt to have been a step-change in the support offered by the University to its students, including at the time of their transition to university, and this was to be congratulated. Members of the Board reflected, in particular, on the issues raised in the Student Services Divisional Review.
• It would be important for the University to continue to benchmark its provision in this regard, and the Board welcomed plans to develop a more strategic approach to student mental health and wellbeing, noting in particular the Student Support Plan that had been agreed for 2017/18.
• The impact of the University failing to meet the publication threshold for the National Student Survey (NSS) was noted. In particular, the University would be reviewing the approaches taken by league table compilers in the absence of this data.
• The Board reflected on patterns and trends identified in the 2017 entry admissions and recruitment cycle, and initial trends that were emerging in the 2018 entry cycle.
• It would be helpful for members of the Board to visit TQEC, to assist their understanding of the development.

ACTION: Clerk
• The Board noted work that had been undertaken to assess the fire safety of third party-owned residences. Such issues would be considered in respect of the accommodation to be built at TQEC.

8. Strategy Implementation: Our Staff *
8.1 RECEIVED and NOTED (reference BT/17-18/003) & presentation (on file).

8.2 The Chair of the HR Committee reflected on the work of the committee, and of the diverse areas within its terms of reference (including health and safety, pensions, and equality, diversity and inclusion (EDI)). The Board noted changes to the committee membership, and the forthcoming new Director of HR.

8.3 The HR Director presented to the Board. The presentation highlighted the following points:
• Key actions and ambitions in the ‘Our Staff’ Strategic Theme, as well as the progress made to date in implementing them. Many actions linked to other University initiatives, such as the Integrated Planning Process (IPP) and/or government initiatives, such as the apprenticeship levy.
• Work being undertaken in respect of systems and processes to better support the delivery of this Strategic Theme. Examples included in respect of recruitment processes, and the professoriate gender pay gap.
• The SPIs that related to this Strategic Theme, many of which were considered in more detail by the HR Committee.
• Culture change was taking place across the institution, and would be particularly considered at this meeting through the prism of HR. Paper ref. BT/17-18/003 captured initiatives that would lead to culture change (or retention, as appropriate) across the institution, and in many cases were supported by work being undertaken by HR to change behaviours.
• It was important to recognise that there was no one ‘culture’ at the University, and that the University’s diversity of cultures was one of its strengths. That said, it was
important that the University’s myriad cultures were aligned and complementary. A key focus for the University was in creating climates in which appropriate behaviours (and thence cultures) could flourish.

- Key issues for the Board to consider were, in the opinion of the Director of HR:
  - The importance of staffing in a growth environment
  - Nurturing high performance
  - Risks of ‘opening on too many fronts’ in respect of EDI – some element of prioritisation might be required, to ensure appropriately targeted interventions were made.
  - Challenges in respect of ensuring appropriate engagement in timely decision-making.
  - Ensuring that local cultures were aligned to an overarching University culture or values.
  - How to avoid unintended consequences of decisions taken in a fast-paced and complex environment.

8.4 Members of the Board provided the following comments and feedback:
- A values framework could, perhaps, help to support the individual cultures that existed across the University and ensure their alignment. The Board was advised that a piece of work to develop such a values framework had been initiated, but had been ‘paused’ pending other key projects such as the revised operating model for professional services. It was acknowledged that it would be important for any such framework to be co-created.
- It would be important for the University to continue to monitor its retention of staff, particularly in view of anxieties and uncertainties arising from Brexit.
- There was a clear opportunity for the University, not only as an employer but also as a role model for other employers within the region, in respect of EDI (and particular with respect of race relations). The University was adopting both a top-down and bottom-up approach to this, including by engaging with local organisations that worked with young black and minority ethnic (BAME) people. The Board encouraged the University to continue to consider itself as very much part of the city in improving outcomes for the BAME community.
- Support for fair and transparent workload allocation would be very much welcomed. The importance of supporting staff, as well as student, mental health was noted.

8.5 The Chair of the Board thanked the Director of HR and the Head of Organisational Development for their presentation. The Board noted that the Director of HR would shortly be retiring and thanked him, warmly, for his years of service to the University and to the Board of Trustees itself.

9. **Strategy Implementation: Temple Quarter**

9.1 RECEIVED and NOTED presentation (on file).

9.2 The Academic Director and the Programme Manager for TQEC presented to the Board. The presentation highlighted the following points:
- The TQEC provided a once in a lifetime opportunity for the University to reimagine itself as one of the world’s leading civic universities.
- Challenges abounded, including how to ensure that TQEC was integrated and aligned with the University’s traditional (Clifton) footprint; and a challenging timescale for delivery.
- That said, the TQEC presented great opportunity, including in respect of student employability; relations between the University and the city-region and its communities (including industry, non-governmental organisations and social organisations, as well as the general public); and harnessing the University’s
strength in research and education to address issues and concerns in the ‘real world’.

- To support its aims and fulfil the opportunities in this area, the University would need to think creatively about its future delivery of teaching and assessment. Multidisciplinary teaching and research, including innovative degree programmes (and units) would be key to the success of TQEC.
- The Board received an overview of the governance structures and processes and key risks for the TQEC Programme, which is overseen by the TQEC Programme Board (Chaired by the Deputy Vice-Chancellor). This was complemented by the broader governance of the Temple Quarter regeneration more generally, in which the University also played a part.

9.3 Members of the Board provided the following comments and feedback:

- The Chair of the Board recorded his personal support for the University’s plans for engagement with the city, and particularly in view of earlier conversations regarding engagement with the BAME community.
- It would be important to articulate, in view of the University’s role in the GW4, the balance between TQEC as being ‘good for the University’ and being ‘good for the region’.
- In response to questions as to how the University satisfied itself that it was taking into account adequately the concerns and ambitions of the community, industry, enterprise and other stakeholders, it was noted that the University had established a TQ Engagement Board and a range of engagement activities.
- The University hoped to take forward its sustainability agenda in developments at TQEC, including in respect of construction.
- It would be important for the University to consider how to include digital literacy and other digital skills in all University programmes, in order to produce graduates who were fully equipped for modern employment markets. Although it was acknowledged that this was separate from the TQEC programme itself, the two workstreams would need to be aligned.
- There were opportunities for a step-change in access to the University: both in terms of the public realm but also to its education. The success of the University’s BA in English Literature and Community Engagement provided learning points in respect of the latter.

9.4 Professor Cliff and Mr Bradshaw were thanked for their informative and inspiring presentation. The Board noted that it would continue to engage with the TQEC programme over the coming months and years.

10. Financial Matters: Finance Update*

10.1 RECEIVED and NOTED (reference BT/17-18/004).

10.2 The Chief Financial Officer introduced the report. In addition to the written report, the Board of Trustees was advised of the following:

- Progress of the external audit process, in which no material adjustments had been requested to date.
- The financial performance for year ending 31 July 2017 was noted, and the Chief Financial Officer reminded members of the Board of the reasons for the positive variance to budget. Whilst it was acknowledged that it would be important to carefully communicate this, particularly in the context of future budget-setting, there were no alternatives within the parameters set by the external auditors.
- Finance Committee would consider, in due course, the appropriateness of the University’s accounting treatments. However, it would be important for the University to remain broadly consistent year on year.
• The University had modelled the impact of the change in government policy on home undergraduate tuition fees, and members of the Board were reminded that this was one of the scenarios contemplated in the Long Term Financial Plan. Whilst ‘business as usual’ was not a material concern, the University might need to restrain its capital ambitions in future.

• In view of the increasing risk profile caused by a return to static tuition fee levels (in contrast to rising cost base), the University would need to carefully consider its position – including investments, disinvestment where appropriate, developing its operating model to deliver greater efficiencies, and keep under review its student profile. Where previously within the sector the ‘solution’ to static tuition fees had been to simply grow student numbers, in future the University would need to optimise its growth (both in terms of staff and students).

• The Board was advised that the pace of developments at the Temple Quarter was increasing, and that it was becoming increasingly apparent that the University should consider its TQEC in two phases. The University would need to be able to take effective and timely decisions, particularly in view of the sometimes competing priorities of various stakeholders as part of the broader regeneration of Temple Quarter.

10.3 The Board noted, in particular, the intention to establish trust deeds for three new Endowment Funds; to replace the purposes of certain existing funds and to transfer the property of certain existing funds to one of the new Endowment Funds. The Board further noted that the University intended to submit a proposal to the Charity Commission to transfer the assets of the specifically identified existing funds to the new Endowment Funds to continue to utilise the funds in the spirit of the original gift.

10.4 The Board RECEIVED and CONSIDERED a tabled report (BT/16-17/009) regarding One Cathedral Square. The Board noted the following points in particular:

• The University required additional office space for 140 staff to deliver its vision for the future of Senate House as a student-centred hub.

• Further, the Merchant Venturers Building was now at capacity, and further growth of the Engineering Faculty could not be facilitated there. Capacity to make strategic hires of individuals and teams from other institutions was felt to be critical to delivering the scale of activity required for TQEC at the point of its opening.

• The University had agreed in principle to take a 15 year lease with a tenth year tenant’s break. Whilst the rent per square foot was a high rental level for Bristol (£31), the deal had been recommended by Alder King as representing a realistic level given the scarcity of Grade A office space across the City Centre. The deal had also been endorsed by Estates Committee and reviewed by the Chair of the Finance Committee.

10.5 The Chairs of the Estates Committee and the Finance Committee confirmed broad support for the deal, citing in particular the recommendation by Alder King, although noting that practical alternatives were not forthcoming. Fit out costs were felt to be relatively high, although Estates Committee had been assured by the benchmarking that had been conducted in that respect.

10.6 The Board of Trustees therefore APPROVED:

• The University entering into a lease for 15 years (with a break option at year 10) for c27,341 square feet at One Cathedral Square, [REDACTED: likely to prejudice commercial interests]

• [REDACTED: likely to prejudice commercial interests]
10.7 Finally, the Board of Trustees reflected that it would be important to allow time and space on Board agendas to reflect on such matters, in order to support members of the Board in appropriately discharging their responsibilities as trustees. It would be important to reflect on approval routes, the schedule of Board meetings and delegated authorities in this regard.

Action: Clerk/Chief Financial Officer

11. Audit Committee*

11.1 RECEIVED and NOTED (reference BT/17-18/005).

11.2 The Treasurer introduced the Report, and in particular drew members of the Board’s attention to developments in the University’s risk management processes. In future, the ‘risk update’ received by Audit Committee at each meeting would be appended to Audit Committee reports.

Action: Clerk to Audit Committee

11.3 The Board of Trustees reflected on the forthcoming retendering exercise for internal audit, and in particular whether it might be possible for that to be in-sourced:

- Members of Audit Committee had felt strongly that such in-sourcing could lead to a lack of independent scrutiny (or, at least, a perceived lack of independence), and valued the internal auditors’ function as the Audit Committee’s ‘eyes and ears’ within the University. Members of the Board noted the importance of managing the workload of the Audit Committee at a time of acute risk.
- On the other hand, it was acknowledged that there might be significant cost savings in in-sourcing this function, and in view of earlier discussions regarding the University’s cost base, this was to be seriously considered. Members of the Board reflected that the University’s executive also received valuable insights from the internal audit function, and that generally issues identified as the subject of internal audit were requested by the senior team rather than on the initiative of the internal auditors. Finally, members of the Board reflected that the benchmarking and insights that were provided by the internal auditors could also be provided by the external auditors.

11.4 The Board of Trustees AGREED that, in view of the lack of consensus on this issue, it should be considered again at the next meeting of the Audit Committee.

Action: Clerk to Audit Committee

11.5 Given recent discussions at both Audit and IT Committees, the Deputy Registrar introduced the item on the Student Lifecycle Supprt Programme, focusing on the recent review undertaken by Deloitte:

- [REDACTED: likely to prejudice commercial interests]
- A more detailed update on this would be submitted to the next meeting of the Board.

11.6 The Chair of the IT Committee summarised discussions regarding SLSP at its most recent meeting. The IT Committee had agreed, in particular, that the business need for SLSP remained apparent and valid. [REDACTED: likely to prejudice commercial interests]

11.7 [REDACTED: likely to prejudice commercial interests]

12. MAGG*

12.1 RECEIVED and NOTED (reference BT/17-18/006).

12.2 The Board of Trustees APPROVED BY SPECIAL RESOLUTION the amendment of Ordinance 3 (as set out in paper ref. BT/17-18/007).
12.3 The Board reflected on the planned consultation in respect of an alternative model for Convocation. In particular, the Board noted that feedback from members of the Convocation and Alumni Association (CAAC) on the various iterations of the consultation paper (and the proposals within it) had been mixed, with some members feeling that the timeline was too challenging and reporting some sensitivities regarding the paper’s tone and content.

12.4 The Chair of the Board reminded members of the role of Court in agreeing any changes to Convocation, noting in particular that without the consent of Court, the Board could only take forward amendments to the Charter and Statutes to give effect to an alternative model for Convocation if that consent was withheld by Court at two consecutive annual meetings. The Chair further reflected that the purpose of the consultation was to provide the Board with sufficient information to decide, at its next meeting, whether to bring a proposal to Court in 2017.

12.5 After consideration, the Board therefore ENDORSED the consultation paper (including the timeline for consultation) for circulation to members of Convocation, subject to any minor amendments that might be made to reflect feedback from members of CAAC.

12.6 The Board considered the recommendation by MAGG that a proposal for a 'reimagined' Court be submitted to Court for approval in December 2017. In particular, the Chair of the Board reminded the Board of the consultations and reviews that had been conducted on this topic in recent years.

12.7 The Board noted that many of the issues at play regarding Court had been identified in the 2014 Council Effectiveness Review, and on balance AGREED IN PRINCIPLE that it would be timely to bring a proposal to Court in December 2017. The Clerk would circulate a draft paper electronically before the November Board meeting, and the Board would be asked to formally agree the proposal to Court at that meeting.

Action: Clerk

13. Whistleblowing Policy
13.1 RECEIVED and NOTED (reference BT/17-18/008).

13.2 The Board of Trustees APPROVED the Whistleblowing Policy.

Standing items
Equality and diversity implications
The Board reflected on various issues that it had considered which related to matters of equality and diversity: (1) the role of the University in improving outcomes for the BAME community; (2) the emphasis on EDI in the ‘Our Staff’ Strategic Theme; and (3) consideration of access to the University in the context of TQEC. The Board considered that it had given such matters due care and attention, and that items submitted to it for consideration had received due consideration of equality and diversity matters.

Communications and consultation
Members of the Board were reminded that a number of items, including commercial discussions relating to Temple Quarter and One Cathedral Square, and all discussions and documents in respect of Court and Convocation, should be treated strictly confidentially. When appropriate, decisions taken by the Board would be communicated to stakeholders, and the Board affirmed the importance of sensitive and constructive communications in respect of SLSP.

Date of next meeting
10 November 2017.