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**Meeting:** COUNCIL

**Date and Time:** Thursday 24 May 2018 at 3.00pm

**Venue:** Council Chamber

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**Present:** Mr T Sheppard (Chair of Council)

Mr J Preston (Treasurer)	Mrs C Mealing-Jones (Appointed Member)
Prof B Morley (Deputy Vice-Chancellor & Provost)	Mr S Sharpe (Appointed Member)
Mr P Troughton (Pro-Chancellor)	Dr S Wharton (Elected by Academic Assembly)
Dr A Salo (Chair of Academic Assembly)	Professor D Bird (Elected by Senate)
Mr T Ford (Appointed Member)	Prof G Price (Elected by Senate)
Mrs R Foreman (Appointed Member, Vice-Chair))	Ms K Robinson (Elected by Senate)
Mrs C Gibbons (Appointed by Convocation)	Prof D Stanton Fraser (Elected by Senate)
Prof B Gilbertson (Appointed Member)	Dr C Roche (Elected by Non-academic staff)
Ms A Goodman (Appointed Member)	Mr B Davies (Students' Union President)
Baroness Ruby McGregor-Smith (Appointed Member)	Ms C Page (Students' Union Education Officer)

In Attendance:

Professor S Egan	- Vice-President (Implementation) (from 6866)
Mr M Humphriss	- University Secretary
Dr N Kemp	- Director of Policy & Planning (from 6866)
Ms A Pater	- Head of Secretariat
Mr M Whalley	- Director of Estates (from 6866)
Mr M Williams	- Director of Finance (from 6866)

Observers:

Mr D Allen	- Halpin Partnership (for 6865)
Ms S Hills	- Halpin Partnership (for 6865)
Mr P Smith	- (for 6865)

**Apologies:** Apologies for absence were received from Professor Dame Glynis Breakwell, Sir Julian Horn-Smith, Mr J Stanion, Mr R Whorrod. Mrs Foreman left after 6865.

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Introductions

The Chair welcomed Prof Gareth Price, new member, and visitors from the Halpin Partnership and noted apologies for absence.

**ACTION**

**6865 COUNCIL EFFECTIVENESS REVIEW REPORT**

- 1) David Allen of Halpin Partnership gave a presentation of their report on the Effectiveness Review of Council; the slides are kept with the papers for the meeting. He confirmed that the University's governance was fit for purpose. Halpin had obtained a wide range of evidence from its survey and interviews and the report aimed to hold up a mirror to Council and to playback what the community thought. He welcomed the University's commitment to good governance and the changes already being made, such as regarding Remuneration Committee and consultation on the appointment of a new Vice-Chancellor. The report set out 15 primary recommendations and 55 others; he explained that these did not indicate failure, but he believed if all the recommendations were implemented, Council's governance would be exemplary.

2) The primary recommendations (PRs) were:

**PR1** Council members should declare former employment, where they have held senior positions in organisations which supply, have supplied or may supply goods and/or services to the University, on the Register of Interests, particularly if they are in receipt of pensions or dividends derived from their previous association with those suppliers.

**PR2** The size of Council should be reduced from 26 to nearer 20 members to promote more effective and challenging discussion.

**PR3** Every effort should be made to ensure a lay majority at all scheduled meetings of Council.

**PR4** Maximum time limits should be placed on Council membership wherever possible and that once the maximum period has been served, members should be ineligible to return to Council.

**PR5** Reserved business should be abolished and consequently students should be eligible to serve on the Honorary Degrees Committee.

**PR6** Council should formally adopt a policy that all its confirmed minutes be placed on the University's website unless there is a compelling reason for redacting or withholding information from publication i.e. the presumption should always be in favour of publication rather than secrecy.

**PR7** A new post of Head of Governance should be created, accountable only to Council and not to management, to be Secretary to Court, Council and Senate.

**PR8** Council should identify a senior and respected lay member to act, in effect, as the Senior Independent Director (SID) or designated lay member and this member should annually appraise the Chair following consultation with Council members.

**PR9** A Steering Group should be established, chaired by a lay member of Council but with staff and student Council members, to oversee and direct the implementation of our report.

**PR10** A review of the University's implementation of HEFCE's recommendation in relation to the RemCo and related parts of the CUC's new remuneration code should be undertaken by an independent reviewer in January 2019.

**PR11** The membership of the RemCo should be changed to include an elected staff member of Council, one of the student members of Council and an external expert in executive remuneration, and that the revised membership be reviewed after not more than three years in the light of experience.

**PR12** A student member of Council should be added to the membership of the Nominations Committee.

**PR13** A review of Court should be undertaken by Council but with Court representation, to seek ways and means of modernising engagement. The aim of the Review should be to create a deeper, broader and more inclusive stakeholder engagement strategy, while preserving and enhancing the ability of stakeholders, including the public, to provide challenge and speak truth to power.

**PR14** Council should consider the diversity and skills of its membership, including the appointment of lay members with considerable higher education/research/public service/voluntary sector experience as vacancies arise.

**PR15** Council should consider the University's culture in the light of the Financial Reporting Council (FRC) report and our report and evidence base with a view to improving transparency, rebuilding trust and encouraging two-way communication.

3) The Chair thanked the consultants from Halpin Partnership and invited questions. Topics raised included:

- The steering group membership and who should lead it (PR9);
- Who had seen a previous version of the report and could Council see this? Mr Allen explained that the University had seen a version for fact-checking

- but that this version was Halpin's report;
  - How appropriate student membership of Remuneration Committee would be (PR11); Mr Allen said only a few universities included a student, and experience was mixed, but it could be trialled for three years; The SU President was in favour, with suitable training provided;
  - Whether the remit of Remuneration Committee should be reviewed (ie the posts for which it decided pay); Mr Smith said this could be reviewed/rationalised once the final CUC Remuneration Code was published, but he did not recommend increasing its remit to any great extent;
  - Whether Council should take back responsibility from Remuneration Committee; although it was also felt that Council should set parameters and maximum pay levels, for Remuneration Committee to work within but that delegated powers should remain with Remuneration Committee;
  - The need to amend Statutes if 'reserved business' was abolished (PR5) and the length of time this would take;
  - Queries about the benefit of reducing the size of Council and which roles should be removed if this was agreed; academic members thought their input should be maintained; Mr Allen said Bath was an outlier in size, having a higher number of members than the average; he emphasised the need to maintain a lay majority and the ability to have a lay majority at every meeting to allow for absences (PR2);
  - The benefits of reducing the number of staff in attendance; Mr Allen said this could encourage better debate and challenge;
  - The proposed Head of Governance role (PR7); Mr Allen confirmed the proposal was that the person did not report through to the Vice-Chancellor to ensure they were separate from management;
  - The challenge for Council members changing the 'culture' (PR15);
  - Whether maximum time limits on Council membership should be changed, and whether they should be different for different categories; academic members felt this should only apply to lay members (PR4);
  - Whether members needed to report donations of any size and Mr Allen said the recommendation was that it should (SR8);
  - Whether a mentor role was really needed (SR16);
  - The need to prioritise which recommendations should be implemented and which first;
  - When the report should be published, and that it would also be useful to publish the summary slides.
- 4) The consultants from Halpin Partnership left the meeting at 4.30pm and there was a short break. Council then continued its discussion of the report at 4.45pm. The Chair emphasised that decisions needed to be made on any actions to be taken now, and if and when the report should be published.
- 5) Council AGREED to set up a Steering Group to take the work forward, to be chaired by Ruth Foreman (the Vice-Chair) and comprising a lay majority, with three more lay members, a student member of Council, an academic member and a professional services staff member. Those interested were invited to contact the Chair or Vice-Chair. Servicing would be decided.
- 6) Council then discussed the individual recommendations, having declared any conflicts of interest as follows: the Deputy Vice-Chancellor had a potential conflict on the items on Remuneration Committee and Acting Vice-Chancellor. Prof Gilbertson declared he was Chair of Remuneration Committee. The Student members declared an interest on PR5 (Reserved Business).

- 7) Council AGREED in principle PRs 1, 3, 5, 6, 8, 9, 10, 11, 12, 13, 14 and 15 (although it would need guidance from the steering group on how it might be implemented).
- 8) Council agreed that further discussion was needed on PRs 2, 4 and 7 by the Steering Group, but did not reject these. *The University Secretary and Head of Secretariat left the meeting for discussion on Head of Governance, PR7.*
- 9) The Director of Marketing and Communications attended for the discussion about publication, including timing; a communications plan was agreed, with publication of the slides and the full report the following morning, subject to any minor factual corrections to be notified to the University Secretary that evening. Only the Chair of Council or the Communications team would speak to the media. It was noted that Court would discuss the report on 7 June and it was agreed that Senate should discuss it as requested on 6 June.
- 10) The Chair thanked everyone for their participation in the discussion and Council members thanked him and all the others who had worked on this review.

At 6.15pm there was a break for 15 minutes and the attendees of Council then arrived (Prof Egan, Dr Kemp, Mr Whalley and Mr Williams). The Chair noted that interests already declared were taken as read and asked if anyone else had any further interests to declare: Dr Salo noted that he was a member of the Department for Health (re Head of Department item) and John Preston reported that he would be taking over as Chair of the Sainsbury Pension fund.

#### **6866 MINUTES OF PREVIOUS MEETING**

The minutes of the meeting of Council held on 22 February 2018 were APPROVED as a correct record and signed by the Chair (paper C17/18-98).

#### **6867 MATTERS ARISING**

- 1) Minute 6833: Court
  - a) Visitor. The University Secretary reported that on 23 May 2018 the Privy Council had appointed His Honour Judge Barry Cotter QC as Visitor of the University.
  - b) It was noted that, regarding the motion passed at January's meeting of Court, the Effectiveness Review Steering Group would also consider any matters referred to Council which had not been covered by the Effectiveness Review.
- 2) Minute 6846: UCU strike - Mr Preston reported that any balance of staff pay docked due to UCU industrial action, after full provision for liabilities, would be used for student and staff mental health support.

#### **6868 REPORT OF THE VICE-CHANCELLOR**

Professor Bernie Morley (Deputy Vice-Chancellor and Provost) presented the Vice-Chancellor's report (paper C17/18-99) in her absence.

Regarding item 5.1 (Pay), Dr Roche, having declared an interest as branch Secretary of Unison, asked for his thanks to be recorded to all those involved in

the decision to become a Living Wage employer.

Regarding item 5.2 (Pensions), Dr Wharton, having declared an interest as a member of the USS Trustee board, reported that the Joint Expert Panel had now been set up.

Council NOTED the report.

**6869 MONITORING INSTITUTIONAL PERFORMANCE**

The Director of Policy & Planning presented paper C17/18-100. She emphasised the achievement in obtaining a TEF Gold award, reported the changes to UCAS tariff scores, and pointed out how the NSS boycott the previous year and industrial action had affected NSS scores at some other institutions. There was a discussion including points on:

- research income which seemed out of line for one year;
- the usefulness of SciVal.

Council considered and NOTED the University's performance against the University Strategy key performance indicators and the additional benchmarking data made available this year by HEFCE via the TEF3 metrics.

**6870 STUDENTS' UNION 'TOP TEN' UPDATE**

The President of the Students' Union presented paper C17/18-101. He was pleased to welcome news of a new 3G training strip and the improved coordination of study spaces across campus.

There was a request for a report to Council on student mental health in the autumn and this was AGREED. It was noted that there had been reviews of both student and staff mental health.

HoS

Council NOTED the progress made on the 'Top Ten' issues and the Chair thanked the Students' Union for all their work on these.

**6871 FINANCE STRATEGY – FACTORS INFLUENCING THE 2018/19 BUDGET**

The Director of Finance explained that the University was facing a more challenging financial environment, with large capital expenditure planned, home UG fees frozen, increasing employment costs (pay and pensions) and competition in student recruitment. There was a discussion on related issues including:

- the effects of Brexit;
- staffing levels;
- IAAPS project;
- postgraduate recruitment and the restructuring of student recruitment teams;
- the School of Management building; it was agreed that this project should continue as planned and not be reviewed as the planned size and prominence of the building were important elements of the University's investment.

Council considered and NOTED Paper C17/18-102.

**6872 CAMPUS MASTERPLAN**

Consideration of the Campus Masterplan was postponed to a later meeting due to lack of time.

**6873 HEFCE ASSURANCE REPORT**

Council considered and NOTED the outcome of the five-yearly HEFCE Assurance Review of the University (paper C17/18-103). The Director of Policy and Planning explained that the report had included one recommendation which was being addressed.

**6874 PREVENT REPORT**

The Prevent duty monitoring outcome letter (paper C17/18-104) was NOTED by Council. There was a discussion about IT filtering and the importance of retaining freedom of speech.

**6875 NOMINATIONS COMMITTEE**

The University Secretary explained that the Nominations Committee had met that afternoon and considered recommendations for new appointed members. However, it had been decided it was not appropriate to circulate these to Council at such short notice. Proposals would be brought to the July meeting.

Council however CONSIDERED the tabled paper (C17/18-105) setting out a process and timetable for recruitment of a new Chair of Council. The University Secretary explained that Mr Sheppard had indicated that, when the appointment of a new Vice-Chancellor was completed and when a new Chair of Council was in place to ensure continuity, he wished to resign as Chair and leave the University Council. It was proposed that the Vice-Chair of Council, Mrs Ruth Foreman, oversee a process of recruiting a new Chair by use of search agents, to be appointed over the summer so that the invitation for applications could take place in September. The search agent would be expected to prepare a full appointment brief. Council members would be given an opportunity to see it in that form also before it was approved by the Nominations Committee.

UniSec

Council APPROVED the process and timetable set out on the paper.

**6876 COMMITTEE ON OFFICE OF VICE-CHANCELLOR**

Council considered paper C17/18-106 which set out the progress on the work of the Committee on the Office of the Vice Chancellor (CoOVC).

The full Committee chaired by the Chancellor had met with the recruitment agents on 21 March 2018 and made good progress. The Committee had considered a report on the extensive staff engagement exercise which had informed a discussion of a person specification and job description, which together with an advert and description of the opportunities and challenges facing the University had been issued on 30 April. In June a long list would be determined by the Committee, to be reduced to about 10 -12 candidates. After the list was confirmed, the search agents would interview those long listed and make recommendations for a short list in early July. After CoOVC had reviewed and confirmed the recommendations, the shortlisted candidates would take part in a two-day selection process. The intention was to have a preferred candidate by the end of

July and to have negotiated an appropriate contract with a view to making a recommendation to special meetings of Senate and for ratification by Council on 3 September 2018. The hope was that the new Vice-Chancellor could take up post at the beginning of 2019.

The Committee had also considered the report from Remuneration Committee which had met on 15 March 2018. Remuneration Committee had determined that the remuneration package should be simple and clear, that the basic salary should be positioned within a range which allowed for salaries above and below the current market average and that wherever appropriate any non-financial benefits must be consistent with what was available to other staff. When the new Vice-Chancellor's contract has been agreed this would be reported externally explaining the basis of the contract, as required by the CUC's emerging guidelines on Senior Remuneration. The CoOVC had also considered the question of accommodation for the Vice-Chancellor and agreed that there was a benefit in requiring the Vice-Chancellor to live on or near the campus but that it would be for Remuneration Committee to determine how best to achieve this, when the precise circumstances of the recommended candidate were known.

The CoOVC had been assured by its external advisors that the package envisaged would strike an appropriate balance between being sufficient to attract top class candidates and meeting the requirements of the new regulatory framework.

Council NOTED the paper and AGREED that meetings of Senate and Council should be scheduled for 3 September 2018, with the expectation that an announcement be made later that day. The membership of the interview panels would be confirmed.

HoS  
/DoHR

**6877 ACTING VICE-CHANCELLOR**

*The following staff left the meeting for this item: Deputy Vice-Chancellor, Director of Estates, Director of Finance, Director of Policy & Planning, University Secretary, Vice-President (Implementation).*

The Chair presented paper C17/18-107 setting out a process for appointing an Acting Vice-Chancellor and the requirements of the Charter. He explained that he had spoken to the Deputy Vice-Chancellor & Provost (DVC) and Pro-Vice-Chancellors (PVCs) and they were content to discuss how to share out the work during the vacancy. One 'accountable officer' would be required, which was likely to be the DVC. He would approve the way forward once he had considered the proposals. There was a discussion about the timescale for making a decision. A motion was proposed and seconded to make the decision at this meeting, which was carried by a show of hands, then amended (by Prof Price and seconded by Prof Gilbertson) to propose the decision be made by the Chair on behalf of Council within three weeks, as soon as he had agreed the division of workload. This was AGREED unanimously.

**6878 HALF YEAR ACCOUNTS**

Council NOTED the consolidated accounts for the quarter ending 31 January 2018 (paper C17/18-108), presented by the Director of Finance.

**6879 OFFICE FOR STUDENTS REGISTRATION**

The Director of Policy & Planning presented paper C17/18-109 on progress being made on the development of the documentation required for registration with the Office for Students (OfS) She reported that the urgent business procedure had been used to approve the documentation for OfS as the deadline had been the previous day. The final versions had been slightly amended from the appendices in the report. There was a discussion about the Access and Participation Plan and it was AGREED that this be a topic for the October Strategy Day.

HoS

Council NOTED the report.

**6880 ORDINANCE 15.2 WAIVER**

Council AGREED the proposals in the report (paper C17/18-110) to waive the requirement of Ordinance 15.2 to permit:

- 1) Professor Pamela Vallely, University of Manchester, to continue for one more year (2018/19) as External Examiner for the MRes programme in the Department of Biology and Biochemistry;
- 2) Professor Jonathan Green, University of Birmingham, to continue for one more year (2018/19) as External Examiner for the MSc programme in the Department of Biology and Biochemistry;
- 3) Dr Aldo Sorniotti to continue for two more years (2019/2020 and 2020/2021) as the External Examiner for the BSc Motorsport Engineering programme.

**6881 RISK MANAGEMENT**

Council NOTED paper C17/18-111 and APPROVED the one change to the new assessment of the likelihood and impact of the key risks to the University.

DoPP

**6882 EQUALITY AND DIVERSITY STUDENT MONITORING DATA**

Council NOTED paper C17/18-112 on student data for 2016/17 including trends in applications, retention and degree achievement.

**6883 CAPITAL PROJECTS QUARTERLY UPDATE**

Council NOTED Paper C17/18-113 on the status of capital projects.

**6884 RESPONSE TO POST 18 REVIEW**

Council NOTED Paper C17/18-114 with the University response to the review of Post 18 education.

**6885 MINUTES OF COUNCIL AND JOINT COUNCIL/SENATE COMMITTEES**

Council RECEIVED the minutes of the following meetings of Council and Joint Council/Senate Committees:

Audit Committee on 18 April 2018  
Council/Senate Students' Union Committee on 1 and 20 March 2018  
Equality and Diversity Committee on 15 February and 12 April 2018



Finance Committee on 26 April 2018  
Nominations Committee on 22 February 2018  
Remuneration Committee on 14 March and 16 April 2018

**6886 SENATE**

Council RECEIVED the minutes of the meeting of Senate on 11 April 2018.

**6887 EXECUTIVE COMMITTEE**

Council RECEIVED summary reports from Executive Committee meetings in February, March and April 2018.

**6888 PROGRAMME OF MEETINGS 2017/18**

Council NOTED the date of the final meeting of Council for 2017/18 would be Thursday 19 July 2018 at 4.15pm.

**6889 ANY OTHER BUSINESS**

The Chair reported that this was the last meeting for Mr Ben Davies and Ms Chloe Page, Students' Union officers, and he gave them both a certificate and thanked them for their service to Council.

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The meeting concluded at 8.00pm

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