
Meeting: **ACADEMIC ASSEMBLY – EXTRAORDINARY MEETING**

Date and time: **Wednesday 10 January 2018 at 12.30pm**

Venue: **EB1.1**

Present: Dr A Salo (Chair)
and 171 members

Attending by invitation: Ms L Humphreys
In attendance: Mr R Brooks, Director of Human Resources
Dr C Harris, Secretary to Academic Assembly

Apologies: Received from 103 members

ACTION

648 INTRODUCTION

The Chair opened the meeting explaining that this extraordinary Academic Assembly had been called as he had received 79 signatures requesting discussion on the resolution in Agenda Item 4.

649 MINUTES OF PREVIOUS MEETING

The minutes of the meeting held on 8 November 2017 (Paper AA17/18-4) were approved and signed by the Chair.

650 MATTERS ARISING

- (1) Minute 644, Proposed Motion, Emeritus Professor

The Chair advised that a working party had been formed to discuss the process for honorary appointments of Emeritus Professors. The working party's draft proposal had been circulated to members and an online survey set up for members to register their support for the proposal. The proposal would be submitted to the 7 February meeting of Senate. He urged members to complete the survey.

- (2) Minute 646, Any Other Business, Probationary Lecturers

The Chair reported that he had raised the issue of support for probationary lecturers at the 22 November meeting of Senate. The Deputy Vice-Chancellor & Provost will investigate the issue and report to a future meeting of Senate. The outcome will be reported to Academic Assembly.

651 RELEVANT DECISIONS OF SENATE

The Chair reminded members of Academic Assembly that reports of the meetings of Senate could be found at: <http://www.bath.ac.uk/statutory-bodies-committees/bodies-and-committees-senate/Senate/minutes/index.html>

He drew attention to:

Senate discussed and voted on a motion 'Senate has no confidence in the Vice-Chancellor', which was defeated by 19 votes to 16, with 2 abstentions.

652 MATTER FOR DISCUSSION

The following resolution to Senate was discussed:

Given recent damage to the reputation of the University of Bath, arising from the conduct of senior management, Council, and the Remuneration Committee, and the criticisms contained in the resulting HEFCE report, Academic Assembly believes that the management and governance response has been inadequate. We therefore wish to communicate to Senate:

1. our lack of confidence in the Vice-Chancellor and our belief that she should leave her post immediately;
2. our lack of confidence in the Chair of Council and our belief that he should step down immediately;
3. our lack of confidence in the Remuneration Committee and our belief that its members should step down immediately and that its power to set executive pay should be returned to Council as a whole;
4. a request that a complete review of governance, not only the "effectiveness" of governing bodies, be carried out, with a view to rendering the running of our university more open, transparent, and democratic.

The Chair invited the proposer of the resolution to speak. Dr Carley stated his view that:

1. the culture of the University had worsened and there was a culture of fear. He believed that the Vice-Chancellor was responsible for many years of deterioration of the University and that she should step aside now;
2. Council, the governing body, had refused to govern and had refused to respond to requests for transparency on pay and governance. He felt that all members of Council should accept the failing but that the principal failing lay with the Chair, who set the tone and could have ensured that Council challenged the senior management team. He pointed out that a temporary Chair could be appointed;
3. the Remuneration Committee had shown a lack of judgement on large pay rises given and refused to provide justification for them, even to Council. He felt that it had refused to behave in a transparent manner;

4. governance arrangements had failed and that a review of governance was required rather than a review of the effectiveness of current arrangements. He felt that a new open and transparent review allowing all to engage was required.

There then followed a full discussion in which members were given the opportunity to voice their views, which included the following:

- The crisis in Higher Education (HE) and tuition fee increases made it hard for staff to work; the University needed to be run by everyone;
- The money in HE was borrowed making students poorer and VC pay was set above what the market could afford;
- The broad culture of applying management models at universities which were then not sensitive to the values, mission and constitution of the universities;
- A feeling of shame for working at the University;
- The 4th point relating to a review of governance was the most important;
- It was not known what had occurred or what efforts the Chair of Council had made;
- The Chair of Council's failure by not standing above the debate and ascribing to the ideology of talent;
- As the Vice-Chancellor was still in place, there was continuing reputational damage to the University and it was not possible to have a meaningful review of governance;
- This was the best attended Academic Assembly meeting and members had been complacent of these matters in the past, and thus members were also collectively responsible for the current issues;
- It was clarified that the HEFCE report talked of flawed governance in relation to the handling of a motion in the Court meeting which had damaged reputation rather than flawed governance overall;
- It was important not to conduct a full review (as in point 4) until points 1 to 3 had taken place;
- Some members did not recognise the culture of fear that had been mentioned;
- The Remuneration Committee had done nothing wrong based on HEFCE guidance and investigation, even though one might not like its decisions;
- A feeling of shame for the way some parts of the University had handled and raised objections, including the personal attacks that had been made;
- Putting the motion forward would cause more disrepute to the University;
- The Vice-Chancellor had run the University in a professional manner and done the job she was asked to do;
- Time was needed to properly choose a new Vice-Chancellor;
- A member raised that the issue of the Vice-Chancellor's pay was damaging their reputation as a scientist;
- Junior members of the University followed all guidelines relating to conflict of interest, for example, in the hiring process hence it was hypocritical that senior members did not;

- The basis for the Vice-Chancellor's sabbatical was questioned, as rigorous sabbatical procedures existed [*see also minute below relating to Director of Human Resources presentation*];
- The Vice-Chancellor had been a good Vice-Chancellor for some time but now was an embarrassment and had damaged the reputation;
- The current effectiveness review of Council was not independent as the company had been selected by those whose governance was being investigated [*see additional information provided by Chair on page 5*];
- The public display of anger was unhelpful for the reputation of the University, successes needed to be highlighted instead;
- The organisation in the past had been risk adverse but was currently taking risk with three large investments, hence weakening senior management at this time would cause damage; it would take more than 8 months to appoint a new Vice-Chancellor;
- Both Senate and Council had already debated a motion of no confidence in the Vice-Chancellor and the Chair of Council, respectively, and both motions were defeated. Thus reputational damage would be caused by continuing with the motion;
- The Remuneration Committee was a business orientated way forced on the University externally;
- There was very little evidence that research grants, donors or student applications had been lost due to the alleged reputational damage;
- Seeking to influence the kind of institution going forward was important;
- The opinion of members not in attendance was unknown hence it was requested that voting figures should be reported in the context of the total membership;
- Should reputational damage continue and senior management figures be lost, the Government may step in to run the University;
- The Chair of Council would be involved in the appointment of a new Vice-Chancellor but there was a major lack of confidence in him [*see additional information provided by Chair on page 5*];
- Points 1 to 3 would cause a major political catastrophe and an alternative suggestion would be required before going forward with these.

The Director of Human Resources presented the Vice-Chancellor's retirement and sabbatical arrangements with the correct timelines (see Appendix, which was also shown on the screen during the meeting). He explained that Council had followed HEFCE rules and these arrangements mainly related to historical contractual obligations. The document (Appendix) would be provided on the University webpage for all staff after the meeting.

During questions to him the following points were made:

- Judgement on what conduct would lead to dismissal would be made by a line manager;
- The Vice-Chancellor was line managed by the Chair of Council;
- HEFCE's report on the Court meeting stated that conflicts of interest should have been declared (including by the Vice-Chancellor), but it would be difficult to argue that not doing so would be a cause for dismissal. The Chair also explained the context that Court is not a decision making body in our governance;
- The Vice-Chancellor apologised to Senate and wrote to all staff apologising for the mistake but again this admission was unlikely to be a cause for dismissal;
- Generally, the Sabbatical Committee recommended sabbatical leave to the Vice-Chancellor for approval. Thus her own sabbatical arrangements via this normal route would have caused a conflict of interest. Consequently, her sabbatical arrangements, which were originally agreed in writing in 2013, were confirmed by the current Remuneration Committee, which considers all aspects related to the Vice-Chancellor's remuneration.

The Chair also provided factual information during the discussion, on the following:

- The CUC Code of Governance 3.13 states that the governing body must establish a Remuneration Committee and thus point 3 of the proposal could not happen even if a Remuneration Committee was not liked;
- The current Remuneration Committee membership was different from that in 2013;
- The selection of the company for the independent review of Council was as independent as possible. The Chair of Audit Committee led the procurement process (shortlisting, interviewing and selecting the reviewer company), with expertise from the University's Procurement Office, who were not related to Council.
[Chair's post meeting note: The independent consultant, Halpin Partnership, was appointed in accordance with the University's procurement framework, overseen by the University's Head of Procurement, Tony Brett, with Chair Ruth Foreman (Chair of Audit Committee), Mark Ricketts (Director of Process Improvement, former Head of Internal Audit) and Tim Ford (lay member of Council)].
- The independent company carrying out the review of effectiveness will consult widely, with staff and students. A member also clarified that they will be present at some meetings, for example, the forthcoming Court;
- The latest application figures for undergraduates were down 1.7% compared to 6.7% down in the sector and postgraduate taught applications were up 10.3% and (with the clarification of the Academic Director of the Doctoral College)

postgraduate research applications were up 17% from last year;

- The Chair of Council is a member of the Committee on the Office of Vice-Chancellor based on our governance but not the Chair of this committee.

Dr M Carley was invited to sum up and asked whether he wanted to propose this resolution as a motion, which he did. Professor H Logemann seconded the motion.

The motion was taken as one item, as it was originally received.

A written ballot was suggested and by a majority show of hands agreed.

Four previous chairs of Academic Assembly (Dr M Carley, Professor L Newnes, Professor G Price and Dr S Wharton) were appointed to count the ballot papers.

The question was put as 'Do you support the proposed resolution' and votes were cast as follows:

128	Yes
29	No
8	Abstain

The results were reported to members via e-mail by the Chair shortly after the meeting [*Chair's note, as requested by a member in the meeting: the total number of members as at 8 January 2018 was 1301*].

Consequently, this motion will be reported to the meeting of Senate on 7 February.

653 **DATE OF NEXT MEETING**

Tuesday 8 May 2018 at 12.30 pm, venue to be confirmed.

The meeting concluded at 2.00 pm

Vice-Chancellor's retirement arrangements

Since the announcement on 28 November 2017 of the Vice-Chancellor's retirement, some members of the University community have raised questions to which this note seeks to respond. The same information was provided to members of Academic Assembly who attended the Extraordinary meeting held earlier today and I thought it would be helpful to share the briefing note provided with all members of staff.

In relation to the Vice-Chancellor's retirement arrangements, the University followed external legal advice that these should be treated as falling within the scope of HEFCE guidance on severance pay for senior staff. In line with that guidance, the governing body (Council) approved the severance arrangements on recommendation from the Remuneration Committee.

Like all members of staff, the Vice-Chancellor has the protection of employment law, including rights under her contract and statutory employment rights. The retirement arrangements approved by Council reflect these contractual and statutory rights.

Under the arrangements, the Vice-Chancellor will leave her employment with the University on 28 February 2019. Her contract of employment requires both the Vice-Chancellor and the University to give a minimum of 12 months' notice to terminate her contract.

In addition, the University could not lawfully terminate the Vice-Chancellor's employment simply by giving 12 months' notice – under unfair dismissal legislation, the University would need to have a fair reason for any dismissal (eg. conduct, capability, redundancy) and also follow due process before giving the contractually required 12 months' notice. Without both a fair reason and due process, the University would risk claims and liabilities for unfair dismissal and, potentially, breach of other employment rights. There are no grounds for termination without notice.

The Vice-Chancellor will take a sabbatical from 1 September 2018 to 28 February 2019. In 2013, the Remuneration Committee approved a sabbatical on full pay for the Vice-Chancellor, an agreement which remained open for future years. Over several annual reviews, the Vice-Chancellor has decided to defer taking this sabbatical and had discussed with the Chair of Council taking it towards the end of her time with the University to minimise its impact. The sabbatical approved by Council under the retirement arrangements is for a shorter period than the Vice-Chancellor would have expected on the basis of the Committee's earlier decision.

On her appointment in 2001, the Vice-Chancellor was advised in writing by the then Chair of Council that the car loan provided would be written off at the end of her employment. This letter has contractual force and is honoured in the retirement arrangements.

No additional payments will be due to the Vice-Chancellor on termination of her employment¹. Further, as the Vice-Chancellor will have served her full period of notice, payment in lieu of notice does not apply.

Richard Brooks
Director of HR
University of Bath
10 January 2018

¹ For example 'compensation for loss of office', sometimes known as a 'golden handshake'.