
Meeting: COUNCIL

Date and Time: Thursday 19 July 2018 at 4.15pm

Venue: Council Chamber

Present: Mr T Sheppard (Chair of Council)

Mr J Preston (Treasurer)	Professor B Gilbertson (Appointed Member)
Professor Dame Glynis Breakwell (Vice-Chancellor)	Ms A Goodman (Appointed Member)
Sir Julian Horn-Smith (Pro-Chancellor)	Mr S Sharpe (Appointed Member)
Professor B Morley (Deputy Vice-Chancellor & Provost)	Dr S Wharton (Elected by Academic Assembly)
Sir Julian Horn-Smith (Pro-Chancellor)	Professor D Bird (Elected by Senate)
Mr P Troughton (Pro-Chancellor)	Professor G Price (Elected by Senate)
Mr R Whorrod (Pro-Chancellor)	Ms K Robinson (Elected by Senate) (to 6907)
Dr A Salo (Chair of Academic Assembly)	Professor D Stanton Fraser (Elected by Senate)
Mrs C Gibbons (Appointed by Convocation)	Dr C Roche (Elected by Non-academic staff)
Mrs R Foreman (Appointed Member)	Ms E Alcock (Students' Union President)
Mr T Ford (Appointed Member)	Mr J Kitchen (Students' Union Education Officer)

Observer:

Mr Andrew McLaughlin - Chief Executive, Students' Union

In Attendance:

Professor J Bradshaw	- Pro-Vice-Chancellor (International & Doctoral)
Professor J Knight	- Pro-Vice-Chancellor (Research)
Professor P Lambert	- Pro-Vice-Chancellor (Learning & Teaching)
Professor S Egan	- Vice-President (Implementation)
Professor N Brook	- Dean, Faculty of Science
Professor D Galbreath	- Dean, Faculty of Humanities & Social Sciences
Professor V Hope Hailey	- Vice-President and Dean and Head of School of Management
Mr M Hameed	- Elected by Non-academic staff from 1 August
Mr M Humphriss	- University Secretary
Dr N Kemp	- Director of Policy & Planning
Mr G Maggs	- Director of Development & Alumni Relations
Ms A Pater	- Head of Secretariat
Mr M Whalley	- Director of Estates
Dr J White	- Chair of Academic Assembly elect
Mr M Williams	- Director of Finance

Apologies: Apologies for absence were received from Baroness Ruby McGregor-Smith and Mrs C Mealing-Jones.

ACTION

The Chair recorded the sad news of the recent death on 16 June 2018 of John Stanion, a serving member of Council since 2012.

The Chair welcomed in attendance the incoming member of Council elected by non-academic staff, Mr M Hameed, and Dr J White, Chair of Academic Assembly elect.

6898 PRESENTATION

Council received presentations from the winner and the two runners up from this year's 'Three Minute Thesis' competition (TMT®):

Kay Fountain (winner): 'CSI and the Mystery of the Little Blue Cells'
Michael Joyes (runner-up): 'Fifty Shades of Yellow ... Perfecting Plastics'
Laura Wallace (runner-up): 'Can Time Heal All Wounds?'

The Chair thanked them all for their concise, informative presentations. Copies of the slides are kept with the record of the papers for the meeting.

6899 DECLARATIONS OF INTEREST

The Chair asked members to declare any interest they may have in the matters under discussion. Mr Ford, Mr Preston and Prof Gilbertson declared an interest regarding PwC; Dr Roche declared an interest having recently been appointed to work for Unison from September.

6900 MINUTES OF PREVIOUS MEETING

Dr Salo had requested that two amendments be made to the minutes (paper C17/18-129), namely:

- 1) Minute 6865, point 5, penultimate sentence: suggested that the minute should say: 'Those interested were invited to contact the Chair or Vice-Chair, and if there were more volunteers in each category than the places, then an election will be held.' There was a difference of view as to whether this had been said and it was agreed to note this as a requested amendment, but not incorporate it in the minutes.
- 2) Minute 6877, page 7: suggested that was amended to specify the timescale as discussed, which was AGREED as follows: '...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...' It was NOTED that in practice it had taken longer than three weeks due to annual leave.
- 3) Minute 6865: a request was also made for the minutes to record who in the University had seen the draft Halpin report at the fact-checking stage.
[Secretary's note post-meeting: The Chair, Vice-Chair and University Secretary had seen the report at the fact-checking stage.]

The minutes of the meeting of Council held on 24 May 2018 were otherwise APPROVED as a correct record and signed by the Chair.

6901 MATTERS ARISING

- (1) Minute 6874: Prevent duty monitoring outcome. The University Secretary reported that the Office for Students was now satisfied with the University's response.
- (2) Prevent Policy: Council AGREED to add to the Prevent Policy that it also applied to apprenticeships.
- (3) Minute 6875: New Chair of Council. The University Secretary reported that search agents were about to be appointed to assist in recruiting the next Chair of Council. It was noted that the brief was fairly generic but would

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be overseen by Nominations Committee. The Vice-Chair would lead the process; she planned to invite input into the profile for the role.

- (4) Minute 6877: Acting Vice-Chancellor. Council noted that Prof Morley had been appointed as Acting Vice-Chancellor with effect from 1 September 2018 until the new Vice-Chancellor was in post.
- (5) Minute 6865: A member asked what changes had been made to the Halpin report after the last Council meeting and the Chair agreed that the list would be circulated.

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6902 REPORT OF THE VICE-CHANCELLOR

Council NOTED the report of the Vice-Chancellor (paper C17/18-130) on key current issues for the University. Item 2 - The Vice-Chancellor reported on the Science Park project and it was noted that this had not yet been completed. There was a discussion about project support for IAAPS. Item 6.4 – the SU reported that they had won the national Representation and Campaigns award. A member asked about a group of staff at risk of redundancy and whether this should be reported to Council when the number affected reached a certain threshold. This would be raised with the Director of Human Resources.

HoS

6903 COURT

It was noted that the word 'primary' should be added in front of 'recommendations' in section 2.3 of the report (paper C17/18-131); and also to add the missing words '*... create a more diverse Council*' at the end of item 2.5.

It was noted that the Steering Group would be recommending to Council how a review of Court should be undertaken.

Council CONSIDERED the report and AGREED a new date for the next meeting of Court of 22 January 2019 at 2.15pm.

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6904 COUNCIL EFFECTIVENESS REVIEW STEERING GROUP

Ruth Foreman reported back from the first meeting of the Steering Group (paper C17/18-132). She explained that any decisions would be brought to Council to make and these would be published.

Steering Group Terms of Reference: these were AGREED as:

1. To consider the recommendations of the Halpin Review of Council Effectiveness and related governance issues and to review representations from the University community; to investigate practices at other institutions, and consider options and practical implications;
2. To make recommendations to Council for actions to be taken;
3. To track the implementation of actions agreed by Council and report back to Council on any concerns arising.

The following recommendations were also AGREED:

PR1 – Council members should declare former employment (selves and partners) in the five years before joining Council, 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.

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This will then inform this year's Register of Interests Form.

PR5 - Reserved business should be abolished and, notwithstanding Statute 28.2, students should be permitted to attend reserved business sections of Council while Statutes are being amended, in the spirit of the Halpin recommendation.

PR11- The membership of the Remuneration Committee (RemCo) should be changed to include an elected staff member of Council and the SU President (or the Education Officer if the SU President so decides). The revised membership be reviewed after not more than three years in the light of experience. The staff members of Council should be invited to agree the member of RemCo between them, for one year, but if no agreement was reached, this be referred back to the Steering Group for consideration.

PR12 – The SU President (or the Education Officer if the SU President so decides) should be added to the membership of the Nominations Committee, to enable this to be ready for the next Nominations Committee.

SR4 – to extend the length of Council meetings from two to three hours by starting an hour earlier at 3.15pm.

SR7 – to move Nominations Committee to days other than Council days, and to similarly move any other committees which would be making a recommendation to Council on the same day.

SR33 – That the Chair of RemCom be invited to attend Audit Committee to update them on progress.

SR43 – to continue with the current election process for filling vacancies on Council Committees to be carried out this summer but to revisit the process for the future and to consider using skills requirements/ appointments in future. Nominees for vacancies to provide a personal statement as to their skills and experience when an election is held.

SR44 – to rename Audit Committee as Audit and Risk Assurance Committee, and to ask it to consider the further recommendations SR 45, 46 and 47. It was understood that Audit Committee may have further suggestions as part of a process of self-appraisal and continuous improvement and it was invited to bring these to the Steering Group together with its conclusions on the Halpin recommendations.

The following comments were also made:

- The Chair noted that within about another three Council meetings there should be a clearer idea of how long the implementation of the recommendations would take.
- PR11 – it was noted that an external adviser had already been appointed to attend the Remuneration Committee (not as a member): Katharine Turner of FIT.
- Vacancy on Steering Group – this was planned to be one of the new lay members, if appointed.

The Chair thanked Ruth Foreman and the group for all their work on this.

6905 FINANCE COMMITTEE

The Director of Finance presented the recommendations of the Finance Committee (papers C17/18-133A-C), setting out the reasons for the increased forecast for 2017/18 and the revised assumptions for the future (capped fee levels pay and pension increases). It was noted that savings were needed in 2018/19 onwards and more information would be brought to Council in due course.

DoF

- 1) Revised Financial Forecasts for 2017/18:
Council RECEIVED the 2017/18 forecast as recommended by Finance Committee.
- 2) Estimates of Income and Expenditure for 2018/19 and Forecasts for the period to 2022/23:
Council APPROVED the budget of income and expenditure for 2018/19 and forecasts for the period to 2022/23 as recommended by Finance Committee.
- 3) OfS Financial Forecasts:
Council APPROVED the OFS Financial Forecasts and Commentary for submission to OFS as recommended by Finance Committee.
Due to the potential change in actual 2017/18 student FTE Council APPROVED that the Treasurer may approve any amendment to student numbers by Chair's action in August.

6906 RISK REGISTER AND RISK MANAGEMENT PLAN 2018/19

The Director of Policy & Planning presented paper C17/18-134 and explained the changes to the format which incorporated some uncontentious recommendations from the Halpin report.

Council APPROVED:

- 1) amendments to the University Risk Management Strategy (Para. 1.3 and Appendix 1);
- 2) the new Risk Register and Risk Management Plan 2018/19 (Appendix 2).

6907 UNIVERSITY STRATEGIES – ESTATES AND FINANCE

The Director of Policy & Planning presented paper C17/18-135.

Council APPROVED the revised Estates and Finance strategies.

6908 EMERGING CAMPUS MASTERPLAN

Council NOTED a report from Prof Egan on the University's Campus Masterplan (C17/18-136) (item postponed from the previous meeting).

Council NOTED:

- 1) the key elements of the University's Emerging Masterplan;
- 2) feedback from statutory consultees on the Emerging Masterplan; and
- 3) the additional evidence-base requested by B&NES officers to inform further iterations of the new Masterplan. Council endorsed the approach being taken to secure further development capacity on campus, specifically the introduction of decked car parking and the construction of 3G pitches, noting that there might need

to be some re-balancing of residential and non-residential development in future iterations of the Emerging Masterplan in order to secure the support of B&NES planning officers. Council was not giving its approval to the construction of any individual building or the changed use of any part of the campus.

6909 INSTITUTE FOR POLICY RESEARCH – FIVE YEAR REVIEW

The Pro-Vice-Chancellor (Research) presented paper C17/18-137. A new Appendix 2 was tabled.

Council NOTED the review of the Institute of Policy Research, and AGREED to affirm its continuing existence and AGREED that as part of an ongoing process of review there should be a further report to Senate and Council in not more than three years.

PVC(R)

6910 ANNUAL STATEMENT ON RESEARCH INTEGRITY

The Pro-Vice-Chancellor (Research) presented paper C17/18-138. Council AGREED the revised statement which would be published on the web.

HoS

6911 WHISTLEBLOWING POLICY

The University Secretary introduced paper C17/18-139. Council APPROVED the revised version, requesting that the statement about what to do should be included at the start of the document.

HoS

6912 ENDOWMENT FUND POLICY

The Director of Development & Alumni Relations introduced paper C17/18-140. Council APPROVED the revised version.

6913 NOMINATIONS COMMITTEE

Mr Ford left the room for this item.

The University Secretary introduced paper C17/18-141. There was a detailed discussion about the proposals to appoint two new Council members but it was decided this was not an appropriate time to do so, as the size of Council was under discussion and diversity was an issue. It was noted that Council must at all times have a lay majority and with known departures that lay majority would be reduced to one in the autumn; this would mean that Council members would need to be diligent about attendance for meetings and Professor Bird offered not to vote on occasions when there was a problem with achieving a lay majority.

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Council APPROVED:

- 1) the appointment of Mr T Ford as Chair of Audit Committee for one year from 1 August 2018.
- 2) the re-appointment of Mrs C Moar as an appointed member of Audit Committee from 1 August 2018 for three years.

HoS

6914 ORDINANCE 22.9 WAIVER

The University Secretary introduced paper C17/18-142 and explained that the Ventures Board had recommended the forming of a company to exploit University

intellectual property, but that this required the waiving of Ordinance 22.9 to avoid being in conflict with State Aid rules.

Council APPROVED the waiving of Ordinance 22.9 in this case.

6915 AUDIT COMMITTEE – EXTERNAL AUDITOR FEE

Mr Preston declared an interest in this item as a previous employee of PwC.

Council considered the report of the meeting of the Audit Committee held on 13 June 2018 (paper C17/18 – 143). It NOTED the Audit Committee's self-assessment discussion.

Council APPROVED the payment of £51,500 (excluding VAT) to PwC, the University's External Auditor.

6916 URGENT BUSINESS

Council NOTED the report of action taken since the previous meeting (paper C17/18-144).

6917 ATHENA SWAN ANNUAL REPORT

Council NOTED the Athena SWAN annual report (paper C17/18-145).

6918 COMMITTEE ON OFFICE OF VICE-CHANCELLOR

Council NOTED paper C17/18 – 146 giving an update on the recruitment of the new Vice-Chancellor. Mrs Foreman reported that she had received representations about the composition of the interview panel, which included the Chair of Council as the only lay member of Council. Mr Sheppard offered to leave the room for the discussion, but before he left he stated that he believed it was his duty to oversee the process of appointment of a new Vice-Chancellor and that it was appropriate that he be on the interview panel; it would be odd from the candidates' point of view; he said the Committee on the Office of Vice-Chancellor had delegated authority from Council to decide the recruitment process and interview panel composition; however it was important that Council felt comfortable with the process.

The Chair then left the room at 7.25pm along with Prof Egan, Dr Kemp, Mr Maggs and Mr Whalley.

Mrs Foreman (Vice-Chair) took the Chair. It was noted that there would be seven people on the panel, chaired by the Chancellor (one more academic was being appointed). There was a discussion about whether another member should replace the Chair of Council on the interview panel, or a second lay member be added. It was emphasised that this was not about the Chair as an individual. Several members felt that the panel composition should not be changed at this late stage.

Council considered and voted on the proposal to retain Mr Sheppard as the only lay member on the interview panel and this was AGREED by 16 votes in favour, three against and one abstention.

Council considered and voted on a proposal that Prof Barry Gilbertson as Chair of the Remuneration Committee should work jointly together with Mr Sheppard in the

process of negotiating the terms of the contract with the preferred candidate and this was AGREED by all members (Prof Gilbertson did not participate).

The Chair and attendees then returned to the meeting at 7.45pm.

6919 OFFICE FOR STUDENTS TERMS AND CONDITIONS

Council NOTED paper C17/18-147.

6920 CAPITAL PROJECTS QUARTERLY UPDATE

Council NOTED the update on the status of capital projects (paper C17/18-148).

6921 ANNUAL REPORT ON RETURN ON INTELLECTUAL PROPERTY

Council NOTED the Annual Report on Return on Intellectual Property (paper C17/18-149).

6922 EDUCATION STRATEGY – CURRICULUM TRANSFORMATION

Council NOTED the update on Curriculum Transformation (paper C17/18-150).

6923 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 13 June 2018

Council/Senate/Students' Union Committee on 15 May 2018

Equality and Diversity Committee on 5 July 2018

Finance Committee on 26 June 2018

Nominations Committee on 24 May 2018.

6924 COURT

Council RECEIVED the minutes of the meeting of Court held on 7 June 2018 (Paper C17/18-156).

6925 SENATE

Senate RECEIVED the minutes of the meeting of Senate held on 6 June 2018 (paper C17/18-157).

6926 EXECUTIVE COMMITTEE

Council RECEIVED a summary report from the May and June meetings of the Executive Committee (paper C17/18-158A-B).

6927 ANNUAL DECLARATIONS OF INTEREST AND GUIDING PRINCIPLES

It was NOTED that:

- (1) members of Council and Council Committees were required to make an annual Declaration of Interests in accordance with Council Standing Order 26;

- (2) members of Council were required to make an annual statement of their adherence to the Declaration of Guiding Principles as agreed by Council on 13 May 2005 (Minute 4940 refers).

6928 PROGRAMME OF MEETINGS 2018/19

Council NOTED the calendar of meetings of Council for the academic year 2018/19.

Monday 3 September 2018 at 3.30-4.30pm (special meeting to appoint a Vice-Chancellor)
Thursday 25 October 2018 (c 9.45am-6.30pm) – Strategy Day & Council meeting (venue on campus TBC)
Thursday 29 November 2018
Thursday 21 February 2019
Thursday 16 May 2019
Thursday 18 July 2019.

All meetings currently scheduled to start at 4.15pm would now start at 3.15pm and be held in the Council Chamber unless otherwise stated.

6929 ANY OTHER BUSINESS

- 1) The Chair reported that this was the last meeting for members Sir Julian Horn-Smith, Dr Chris Roche, Dr Aki Salo, Mr Sam Sharpe, Dr Steve Wharton and the Vice-Chancellor. He gave those present a certificate to thank them for their service to Council and the University.
- 2) Dr Wharton gave a vote of thanks to the Vice-Chancellor and the Chair of Council added his personal thanks for all she had done for the University. Council gave her a standing ovation. The Vice-Chancellor thanked Council for all its support to her.
- 3) The meeting then proceeded to Reserved Area Business (minutes 6930 to 6933 refer). In keeping with the decision taken earlier (minute 6904) the Chair agreed that the student members might remain in the meeting, notwithstanding the provision of the Statutes regarding Reserved Area Business.

6930 MINUTES OF PREVIOUS MEETING (RESERVED AREA BUSINESS)

The minutes of the reserved area items discussed at the meeting of Council held on 24 May 2018 (paper C17/18-160) were APPROVED as a correct record of the proceedings and signed by the Chair.

6931 MATTERS ARISING (RESERVED AREA BUSINESS)

There was none.

6932 SENATE

Council RECEIVED the minutes of reserved area business discussed at Senate on 6 June 2018 (paper C17/18-161).

6933

ANY OTHER BUSINESS

There was none.

The meeting concluded at 8.00pm