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**Meeting:** COUNCIL

**Date and Time:** Thursday 16 May 2019 at 2.15pm

**Venue:** Council Chamber

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**Present:** Mrs P Chesters (Chair)

Mrs R Foreman (Vice-Chair)	Ms A Goodman (Appointed Member)
Mr J Preston (Treasurer)	Mrs C Mealing-Jones (Appointed Member)
Prof I White (Vice-Chancellor)	Mrs C Moar (Appointed Member)
Prof B Morley (Deputy Vice-Chancellor)	Dr M Carley (Elected by Academic Assembly)
Mr P Troughton (Pro-Chancellor)	Prof D Bird (Elected by Senate)
Mr R Whorrod (Pro-Chancellor)	Ms K Robinson (Elected by Senate)
Dr J White (Chair of Academic Assembly)	Prof D Stanton Fraser (Elected by Senate)
Mrs C Gibbons (Member Appointed by Convocation)	Ms E Alcock (Students' Union President)
Mr T Ford (Appointed Member)	Mr J Kitchen (Students' Union Education Officer)
Prof B Gilbertson (Appointed Member)	

In Attendance:

Prof J Bradshaw, Pro-Vice-Chancellor (International & Doctoral)  
Prof J Knight, Pro-Vice-Chancellor (Research)  
Prof P Lambert, Pro-Vice-Chancellor (Learning & Teaching)  
Ms A Pater, Head of Secretariat, Acting Secretary to Council  
Prof S Egan (minutes 7020 and 7026)  
Prof G Hawley (minute 7026)  
Prof V Hope Hailey (minute 7020)  
Dr N Kemp (minute 7021)  
Prof B Squires (minute 7020)  
Mr M Williams, Director of Finance

Observers:

Mr A McLaughlin, Students' Union Chief Executive  
Ms R Osman, Students' Union Education Officer elect 2019/20  
Ms C Henderson, Administrative Officer

**Apologies:** Baroness Ruby McGregor-Smith, Mr M Hameed.

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The Chair welcomed the Vice Chancellor to his first Council meeting and also Ms Ruqia Osman, Students' Union Education Officer for 2019/20 and Ms Clare Henderson, Administrative Officer, who were observing the meeting. This was her first meeting as Chair and she was pleased to have met so many people already. She recognised the considerable progress made by the Acting Chair and Acting Vice Chancellor and planned to build on this and strengthen further the University's governance arrangements and their effectiveness. Central to this would be ensuring a culture of trust and transparency in Council deliberations. She encouraged any member with ideas for improving Council effectiveness to share these with her.

**Declarations of Interest:**

The Chair asked if there were any declarations of interest. She, Mrs Gibbons and Prof Morley all knew one or two of the potential new members. Mr Ford and Mrs Mealing-Jones

said they would leave the room for consideration of their re-appointment. Professor Lambert said he would leave the room for the discussion of his proposed re-appointment. The Vice-Chancellor and Deputy Vice-Chancellor would withdraw for discussion about Remuneration Committee.

#### **7017 MINUTES OF PREVIOUS MEETING**

The minutes of the meeting of Council held on 21 February 2019 were APPROVED as a correct record and signed by the Chair (paper C18/19-079).

#### **7018 MATTERS ARISING**

Minute 6987 – It was noted that an update on the bus service had been circulated in advance of the meeting.

#### **7019 REPORT OF THE VICE-CHANCELLOR**

Professor Ian White, Vice-Chancellor and President, introduced his report (paper C18/19-080) to update Council with recent developments which affected the University. He also presented slides, which are kept with the record of the meeting. He paid tribute to the excellent performance of the University and had enjoyed meeting many colleagues in his first weeks. He emphasised his commitment to transparency and reported that he would be launching a consultation with the University community in the autumn, to report back by Easter 2020.

Council NOTED the report.

#### **7020 FINANCE COMMITTEE**

The Treasurer introduced paper C18/19-081, Finance report.

##### **1) School of Management Building**

Prof Hope Hailey, Prof Egan and Prof Squires attended for this item.

##### **The project was discussed.**

The Treasurer explained that an additional budget of £2.7m was required for the School of Management Building project (see Appendices 1 and 2); Finance Committee had thoroughly scrutinised the case and believed that the business case still justified the new building. An opening date of 2021 was still possible, but the timescale was tight. Progress would be reviewed later in the year to ensure it was on track. Issues raised in the following discussion included:

- Any implications of value engineering the fifth floor (delay occupation and fit-out); this would result in the MBA teaching continuing in the Edge (which had no firm plans for re-using the space);
- The need to be mindful of wider employment issues of staff on variable hours contracts and the need for flexibility in employing visiting speakers;
- The need for structured oversight of building projects;
- The need to maintain the aesthetics of the building, and an assurance was given that the integrity of the building would not be damaged through value engineering; the need for larger contingencies for projects of this size;
- Whether there would be an increase in undergraduate numbers, beyond the planned stabilisation.

Council APPROVED an additional £2.7m as requested for the project as set out in Option 3 of the report.

## **2) Nominations agreement (Cricket Club site)**

The Treasurer confirmed that Finance Committee had been advised that there was not a signed contract between the University and the developer as had been stated by the local authority planner; and that the building would have disabled access, as required by law, although it was not designed as accommodation for students with disabilities; also that it was on a flood plain, as were many buildings in the centre of the city, and the University had a disaster recovery plan in the event of any emergency. The local authority's Development Management Committee had approved it. He noted the concerns of one of the Council members but emphasised the need to balance risks and the need for accommodation for students; HMOs were being restricted and little purpose-built student accommodation was being developed. It was noted that a wider accommodation strategy was being developed.

Subject to the Vice-Chancellor and Deputy Vice-Chancellor satisfying themselves of the level of risk, Council APPROVED taking out a nominations agreement for five years with Gilltown Ltd for the accommodation development on the Cricket Club site.

## **3) Half Year Accounts**

It was noted that pensions costs would add an additional £750k in contributions in 2019/20. It was noted that 16 Lansdown Crescent had not yet sold, but that sale was still the preferred option. **After discussion**, Council APPROVED the half year accounts as set out in paper C18/19 – 081A, Appendix 3.

## **4) Minutes of Finance Committee**

Council NOTED the minutes of the Committee meetings on 7 February and 2 May 2019.

## **7021 AUDIT AND RISK ASSURANCE COMMITTEE**

The Chair of the Audit and Risk Assurance Committee (ARAC), Mr Tim Ford, introduced paper C18/19-082. Dr Nicky Kemp attended for this item.

### **1) Risk Management**

Mr Ford explained the new process, with ARAC scrutinising the risk register after Executive Board had discussed the draft. He reported that there was a new operational risk register.

Council APPROVED the updated risk register and risk management plan.

### **2) Minutes of Audit and Risk Assurance Committee**

Council NOTED the minutes of the meeting on 3 April 2019.

## **7022 NOMINATIONS COMMITTEE**

The Chair of Nominations Committee, Mrs Chesters, introduced paper C18/19-083A. Mr Ford and Mrs Mealing-Jones left the room for this item.

### **1) Appointments to Council**

- a) Council APPROVED the re-appointment of both Mr Ford and Mrs Mealing-Jones for a further term of three years from 1 August 2019.
- b) Council APPROVED the re-appointment of Mr Ford as chair of ARAC for a further year from 1 August 2019.
- c) Council APPROVED the appointment of Mrs Maria Bond and Prof Dorothy Griffiths for an initial term of three years from 1 August 2019 and Mr Tim Hollingsworth for an initial term of three years from 1 January 2020. There was

one remaining vacancy; it was noted that a more diverse range of candidates would be needed in future.

**2) Review of Nominations Committee**

Council:

- a) ENDORSED the conclusions reached by the Committee with respect to compliance with the CUC/LFHE practice note and the Advance HE Governor Briefing Note on Nominations Committees;
- b) AGREED that Council members should be appointed to Council and joint Council/Senate committees by Council on the recommendation of Nominations Committee from August 2019, rather than elected; and to amend the Nominations Committee Terms of Reference and Standing Order 15 to reflect this after consideration by Nominations Committee by email;
- c) AGREED that Nominations Committee should review the skills matrix and register of interest templates;
- d) AGREED to require all members of Council to take and satisfactorily complete the current University online module in unconscious bias.

**3) Minutes of Nominations Committee**

Council NOTED the minutes of the meetings on 27 February and 2 May 2019.

**7023 REMUNERATION COMMITTEE – CONFIDENTIAL**

*[The Vice-Chancellor, Deputy Vice-Chancellor, Pro-Vice-Chancellors and Director of Finance, all of whose remuneration was set by the Committee, left the room for this item.]*

The Chair of Remuneration Committee, Prof B Gilbertson, reported that the committee was developing a draft framework on designated senior staff (DSS) pay, and revised terms of reference for the Committee, to be brought to Council in July. The aim was to increase transparency in DSS pay. All the Committee members had received training. He thanked Richard Brooks, the members of Remuneration Committee and Katharine Turner, the FIT consultant, for all their advice. The Chair of Council thanked him for all his work in this area.

**Minutes of Remuneration Committee**

Council NOTED the minutes of the meeting held on 13 March 2019.

**7024 SENIOR ACADEMIC APPOINTMENTS COMMITTEE**

*[Professor Peter Lambert left the room for this item.]*

Council CONSIDERED paper C18/19-085:

**1) Recommendations for senior appointments**

Council AGREED:

- a) the re-appointment of Prof Peter Lambert as Pro-Vice-Chancellor (Learning & teaching) from 1 July 2019 until 31 July 2024.
- b) That early in this term, Professor Lambert, working with the Vice-Chancellor, Students' Union and other members of the University, develop proposals to provide a senior leadership focus for student experience;
- c) the appointment of Prof Neil McHugh as Head of Department of Pharmacy and Pharmacology from 1 August 2019 to 31 July 2022.

**2) Minutes of Senior Academic Appointments Committee**

Council NOTED the minutes of the meeting held on 25 March 2019.

## 7025 COUNCIL EFFECTIVENESS REVIEW

Council CONSIDERED paper C18/19-086, introduced by Mrs Foreman, and:

- 1) APPROVED the recommendations from the Steering Group on the conduct of Council business as set out in C18/19-086A:
  - a) Time should be allowed for proper Council oversight of University business, which might require a four hour meeting;
  - b) The agenda should be structured to provide for Committees to report their activity to Council, and relevant agenda items should be clustered under those activities eg. Finance Committee for major investments;
  - c) The agenda should also allow time for pan-Council business which does not naturally fall under the remit of a specific committee eg. risk register;
  - d) Papers should typically be complete and understandable within four pages, to provide for improved discussion; additional data to be made available to Council members as appendices. The appendices to be part of the electronic 'pack' but not the hard copy variant;
  - e) All papers to be sponsored by either the Chair of the relevant Committee or an Executive Board member;
  - f) Queries on papers from Council members to be directed to the author prior to the meeting;
  - g) Additional sessions for Council members eg. presentations from a specific part of the University, or member lunches to be programmed to maximise use of the Council meeting day;
  - h) Council to consider whether particular 'deep dive' topics needed to be programmed for future agendas (eg. widening participation, pensions) where a specialist is invited to attend and present.

Mrs Foreman reported that a final report from the review group was planned to be presented to Council in October.

The Chair noted that a periodic external review of governance was generally considered good practice and that this would be scheduled in two-three years.

Council:

- 2) APPROVED the replacement of Christine Gibbons with Pamela Chesters on the Stakeholder Engagement Review Steering Group; Mrs Gibbons confirmed she was happy to stand aside; the election of three Court members to the group was ongoing; it was noted that Court should include representatives of industry in future;
- 3) APPROVED the revised Guidance on Corporate Governance;
- 4) APPROVED extension of the pilot links scheme to all Council members, with at least one link each, either a department or a professional services function, for two years; a guidance note would be produced; the pilot scheme had worked well;
- 5) **Amendment of the Statutes of the University**

CONSIDERED the proposed amendments to Statutes of the University as set out in paper C18/19-086B for submission to the Privy Council for approval; AGREED by unanimous resolution of the Council on the recommendation of the Senate, in accordance with the University of Bath Charter and Statutes (Article 21 and Section 17.31), that the Statutes be amended as set out in Appendix A to paper C18/19-086B, to take effect from 1 August 2019, subject to such changes as the Privy Council may require. The key changes, which had already been approved in principle by Council, were to Statute section 16.1, reducing the number of Council members from 26 to 21; Statute section 16.3, amending the maximum terms of office for Council members from six to nine years, but removing provision for future reappointment after that maximum term; and Statute section 28.2, to permit student member attendance at Council and its Committees and its joint Committees with Senate, for reserved area business.

## **7026 INSTITUTION OF ADVANCED AUTOMOTIVE PROPULSION SYSTEMS**

Prof Egan and Prof Hawley attended for this item. Council CONSIDERED paper C18/19-087. There were several questions about the report, including the following:

- An expectation of an explanation of the governance structure overall
- A need for more oversight by Council of this project both in terms of its build and also its ongoing operations. It was noted that it was planned there would be two external members on the IAAPS Board;
- A need for the risks to be identified and addressed and KPIs to be shared so that progress could be assured
- The absence of an overall lead, ie proposing an Academic Director (reporting to the PVC (Research) at the same level as the CEO of a separate entity; the need to clarify if the CEO reported to an academic or directly to the Board
- A deep explanation of the need for a subsidiary company was requested.

Council AGREED:

- 1) that the above queries should be followed up after the meeting;
- 2) that Finance Committee consider the dashboard and the proposal for a subsidiary company and Senate consider the proposed research institute;
- 3) not to approve the proposal at this stage, but to reconsider a revised paper at the July Council meeting.

## **7027 STUDENTS' UNION TOP 10 UPDATE**

The Students' Union Education Officer presented paper C18/19-088. He explained that three of the current Officers would continue in 2019/10; a new set of Top Ten issues would be developed; buses were still a high priority. A suggestion was made for a mid-year report to Council or another pre-Council informal session.

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

## **7028 RESEARCH EXCELLENCE FRAMEWORK (REF 2021)**

Council RECEIVED and NOTED paper C18/19-089 but due to lack of time to consider it fully, it was agreed that this would be presented to the next meeting.

**7029 PROCEDURE ON ALLEGATIONS OF MISCONDUCT IN RESEARCH**

Council CONSIDERED paper C18/19-090 and AGREED to replace all references to 'University Secretary' with 'Pro-Vice-Chancellor (Research)' with immediate effect.

**7030 ANNUAL ENERGY AND ENVIRONMENT REPORT 2018**

Council NOTED the annual report in paper C18/19-091. It was noted that the trajectory was excellent.

It was AGREED a strategic ambition should be developed.

**7031 ORDINANCES**

Council CONSIDERED paper C18/19-092 and

- 1) APPROVED the addition of a new degree, 'Master of Biomedical Science: Mbiomed', to Ordinance 14.15.
- 2) APPROVED the waiving of Ordinance 14.12 to permit the appointments of Mrs Ruth Foreman and Dr Victoria Snowcroft as Orators at forthcoming graduation ceremonies.

**7032 CAMPUS MASTERPLAN**

Council NOTED paper C18/19-093, including iterative changes to the emerging masterplan and the timeline for internal approval of the masterplan and external engagement with the B&NES Local Plan.

**7033 CAPITAL PROJECT UPDATE**

Council NOTED the quarterly report in paper C18/19-094.

**7034 EQUALITY, DIVERSITY AND INCLUSION**

Council RECEIVED the minutes of the meeting of the Equality & Diversity Committee held on 14 February 2019 (paper C18/19-095).

**7035 MINUTES OF COUNCIL AND JOINT COUNCIL/SENATE COMMITTEES**

Council RECEIVED the minutes of the meeting of Council/Senate/Students' Union Committee held on 28 February 2019 (paper C18/19-096).

**7036 MINUTES OF COURT**

Council RECEIVED the minutes of the meeting of Court held on 22 January 2019 (paper C18/19-097).

**7037 EXECUTIVE BOARD**

Council RECEIVED a summary report from the Executive Committee meetings in January, February and March 2019 (paper C18/19-098A and B).

**7038 SENATE**

Council RECEIVED the minutes of the meeting of Senate held on 10 April 2019 (paper C18/19-099).

**7039 PROGRAMME OF MEETINGS**

Council NOTED the final meeting of Council for the year would be on Thursday 18 July 2019 at 2.15pm in the Council Chamber.

**7040 ANY OTHER BUSINESS**

- 1) The Chair welcomed any feedback from members. One member had observed a meeting of another University's Council and said it had been very useful.
- 2) The Chair reported that this was the last Council meeting for Mr Jack Kitchen, Students' Union Education Officer and gave him a certificate and thanked him for his service to Council. It was noted that Ms Eve Alcock would continue as the Students' Union President for 2019/20.

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The meeting concluded at 5.50pm

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***NOTE Council also considered one other agenda item, which has been redacted either because it pertains to information relating to individual staff or students, or because it is still commercially confidential.***