
Meeting: COUNCIL

Date and Time: Thursday 18 July 2019 at 2.15pm

Venue: Council Chamber

Present: Mrs P Chesters (Chair)
Mrs R Foreman (Vice-Chair)
Mr J Preston (Treasurer)
Prof I White (Vice-Chancellor & President)
Prof B Morley (Deputy Vice-Chancellor & Provost) (Minute 7041 to 7049)
Mr P Troughton (Pro-Chancellor)
Mr R Whorrod (Pro-Chancellor) (Minute 7041 to 7061)
Dr J White (Chair of Academic Assembly)
Mrs C Gibbons (Member Appointed by Convocation)
Mr T Ford (Appointed Member)
Prof B Gilbertson (Appointed Member)
Baroness Ruby McGregor-Smith (Appointed Member)

Mrs C Moar (Appointed Member)
Dr M Carley (Elected by Academic Assembly)
Prof D Bird (Elected by Senate)
Ms K Robinson (Elected by Senate)
Mr M Hameed (Elected by staff not on Academic Assembly)
Ms E Alcock (Students' Union President)
Ms R Osman (Students' Union Education Officer)

In Attendance:

Prof J Knight, Pro-Vice-Chancellor (Research)
Prof P Lambert, Pro-Vice-Chancellor (Learning & Teaching)
Ms A Pater, Acting Secretary to Council
Mr M Williams, Director of Finance

Mr R Brooks (Director of Human Resources) for minutes 7050-7052
Ms G Brown and Ms A Senulyte (Equality, Diversity & Inclusion) for minute 7060
Mr R Edinburgh, winner of 3 Minute Thesis, for minute 7048
Mr M Whalley (Director of Estates) for minute 7046

Observers:

Mr A McLaughlin, Students' Union Chief Executive

Apologies: Ms A Goodman, Mrs C Mealing-Jones, Prof D Stanton Fraser

7041 DECLARATIONS OF INTEREST

The Chair asked if there were any declarations of interest. Prof Gilbertson declared his role as Chair of City of Bath World Heritage site, in relation to the Masterplan item. It was noted that all members had an interest in the committee appointments being recommended by Nominations Committee.

7042 MINUTES OF PREVIOUS MEETING

The minutes of the meeting of Council held on 16 May 2019 were APPROVED as a correct record and signed by the Chair (paper C18/19-101). The Chair reported that minutes in future would be published on the Council web-page after they had been approved, but redacted if necessary on matters relating to individual staff or students or financially sensitive items.

7043 **MATTERS ARISING**

Minute 7020 – it was noted that the sale of 16 Lansdown Crescent was progressing.
Minute 7025 – Council noted that the request to amend Statutes had been submitted to the Privy Council and approval was awaited.

7044 **FORMAL REPORT OF THE VICE-CHANCELLOR**

The Vice-Chancellor and President introduced his report (paper C18/19-101 plus slides of a presentation kept with the record of the meeting) which gave an update on recent developments which affected the University. He also thanked everyone who had been so supportive over the previous few months, especially on recruitment and admissions, and achieving a substantial increase in overall satisfaction scores in the NSS. Work was ongoing to review University policies; student policies were being revised, especially in how harassment allegations were addressed. He explained he was considering the establishment of a new People Board alongside a new Buildings Board and explained the challenges of space management. There was a discussion about Brexit, pensions and the UCU ballot in the autumn. The Vice-Chancellor said he would be launching an engagement exercise with the University community in the autumn.

Council NOTED the report.

7045 **REF 2021**

The Pro-Vice-Chancellor (Research) presented paper C18/19-102. He explained the importance of the REF to the University's Quality Related funding ('QR') and to league table rankings. Three measures were involved: outputs by individual academics, impact case studies and the 'environment' for research, which included number of staff and doctoral students, external research income, equality and diversity data. All staff with significant research responsibilities now had to be included, with an average of 2.5 outputs per member of staff submitted. Three REF-ready exercises had been undertaken, and there would next be a REF dry-run. The Code of Practice had been submitted to Research England for approval. The final submission date was 27 November 2020.

Council NOTED the report and thanked Prof Knight for his very clear explanation.

7046 **CAMPUS MASTERPLAN**

Council received a report with the proposed Campus Masterplan (paper C18/19-103). The Director of Estates explained that this should not yet be approved finally for submission to B&NES as the local authority had put back the deadlines for the Local Plan.

Council NOTED that it might be necessary to approve this over the summer using urgent business powers.

7047 FINANCE COMMITTEE

The Treasurer presented the recommendations of the Finance Committee (paper C18/19-104). Council discussed the proposals and the following points were made:

- Points of clarification about the IAAPs subsidiary company; including confirmation that KPMG had considered and supported the proposed arrangements; that the Board was a management body reporting to the Vice-Chancellor, not a Council body; and that the academic staff would be University employees; the need to work on the operational details;
- A discussion of the reasons for variations to the 2019/20 budget; and uncertainty over the Augar review;
- That the Chair and members of the Audit and Risk Assessment Committee were invited to the discussion of the annual accounts at Finance Committee on 31 October.

Council:

- 1) a) APPROVED the establishment of a subsidiary company within the IAAPS institute, as set out in Appendix 1;
b) noted the proposed governance structure and associated Key Performance Metrics and the desirability of commencing the recruitment process for a Managing Director, as set out in Appendix 1;
c) APPROVED, on the recommendation of Senate, the establishment of the proposed Advanced Automotive Propulsion System Research Institute, as set out in Appendix 1a;
- 2) NOTED the revised 2018/19 forecast, as set out in Appendix 2.
- 3) APPROVED the estimates of University income and expenditure for 2019/20 and noted the forecasts for the period to 2023/24, as set out in Appendix 3;
- 4) APPROVED the revised loan covenants, as set out in Appendix 4, and agreed that the letters included could be signed on behalf of the University;
- 5) a) APPROVED the revised Anti-Bribery Policy;
b) APPROVED the new Anti-Criminal Finances policy;
- 6) NOTED the revised Capital Expenditure Processes;
- 7) NOTED the Annual Report on Intellectual Property;
- 8) NOTED the minutes of Finance Committee held on 24 June 2019;
- 9) AGREED that the role of University Ventures Board should be clarified.

7048 3 MINUTE THESIS

There was a short break at 4.40pm, followed by a presentation by Rob Edinburgh (Department of Health), winner of the Three Minute Thesis (3MT®) competition 2019. The Chair thanked him for an excellent presentation.

7049 AUDIT AND RISK ASSURANCE COMMITTEE

Mr Ford, the Chair of the Committee, presented paper C18/19-105.

Council:

- 1) APPROVED the Risk Register and Risk Management Plan 2019/20.
- 2) APPROVED the payment of fees to PwC. Prof Gilbertson and Mr Preston declared an interest as previous employees of PwC and did not take part in this decision.

- 3) NOTED the minutes of Audit and Risk Assurance Committee (ARAC) held on 12 June 2019. It was noted that internal audit had given a 'limited effectiveness' rating to managing the risks relating to retail outlets (minute 1510). It was also noted that business continuity had a 'limited effectiveness' rating (minute 1511) and a report had been requested for ARAC in January.

7050 FRAMEWORK FOR SENIOR REMUNERATION

The Vice-Chancellor, Deputy Vice-Chancellor, Pro-Vice-Chancellors and Director of Finance left the meeting for this item.

Richard Brooks was in attendance for this item. It was noted he also had an interest in the Remuneration Committee but he was required for explanation of the item so was permitted to attend.

- a) Prof Gilbertson, the Chair of the Remuneration Committee (RemCo), introduced paper C18/19-106. He explained that at the previous Council meeting in May he had set out the following points:
- RemCo had been working towards a model of best practice for 'Designated Senior Staff' (DSS) remuneration since he became Chairman of RemCo in February 2018. Issues regarding some senior pay had been exacerbated by the current Terms of Reference and the fact that the Remuneration Committee only met once a year.
 - He described how the draft Framework followed current guidance and how the aim was to be at the leading edge of transparency and reporting of Senior Staff remuneration.
 - RemCo recognised and embraced the importance of benchmarking and comparators across the sector and at peer universities.
 - the importance of consultation in developing a new way of working, not least in formulating the transition to the Framework.
 - the strength, rather than weakness, that comes with transparency and better communication.
- b) He explained that an update on para 3.1 of the Framework, including additional roles to be within the remit of the framework, had been emailed to Council members two days previously, after University Executive Board had met and been briefed by the Vice-Chancellor.
- c) The Framework aimed to address the issues raised in the Halpin report and to promote *"a culture with a presumption in favour of disclosure, openness, transparency, consultation, communication, delegation, scrutiny and accountability*. This would include:
- Greater transparency (both for Council members and those staff within the remit of RemCo) in how decisions were made, what authority was delegated by Council to RemCo, what information was used to make those decisions and what reporting there would be of Committee business.
 - Clearer compliance with the changing requirements in the sector, including CUC Guidelines, OfS Accounts Direction, good practice from outside the sector.
- d) Some of the major areas of change would be:
- Moving to a two-year remuneration cycle to recognise the longer-term nature of performance challenges at senior levels in the University, but with on-going regular performance review;
 - Being clear that the Vice-Chancellor (as line manager) has responsibility for managing the performance of the senior staff, and that the RemCo had a governance role to perform in that context.
- e) Transition would be an important aspect of the implementation of the

Framework; it was the responsibility of the Executive to take care over existing contractual and remuneration arrangements with currently employed DSS.

- f) There was also a need for greater links and consistency between the decisions made by RemCo and the decisions affecting reward in other parts of the University, whilst recognising the unique nature of the leadership challenges faced in the most senior roles of the institution.
- g) Prof Gilbertson recorded his thanks to the Vice-Chancellor and Deputy Vice-Chancellor with whom RemCo had consulted, to Richard Brooks, to Katharine Turner (RemCo's external adviser) and to the members of RemCo for their hard work.
- h) During discussion the following points were made:
 - That Section 2.8 and 2.42 (Committee Terms of Reference) needed clarifying about 'attendance' at the meetings or simply being invited to be present;
 - That Section 3.18 (Practice Note) on academic responsibility allowances related to DSS staff;
 - An explanation that the increased remit to 17 staff was a result of following guidance from CUC and OfS (which required reporting on staff with a basic salary above £100k per annum in £5k bands);
 - That each affected individual's position was being checked;
 - Whether there was an issue with annual objectives when they might need to be long-term (section 2.2, 2.24, 3.5);
 - That Council could not override decisions delegated to RemCo unless they were *ultra vires* (see Standing Order 18);
 - That Council wished to be informed which staff were within RemCo's remit, and that this would happen, but could not be done until all had been informed;
 - That links with 'bonus' payments for excellent performance by other staff should be considered alongside the provision for DSS in 3.11 (there being no upper limit for DSS);
 - The Chair of Council said that the new framework should be reviewed in 12 months.

Council APPROVED the new framework for immediate implementation.

**7052 UNIVERSITY SECRETARY / SECRETARY TO COUNCIL /
FREEDOM OF EXPRESSION CODE OF PRACTICE**

Ms Pater left the room for this item. Mr Brooks attended to record the minutes for this item.

The Vice-Chancellor presented paper C18/19-113.

Council:

- 1) APPROVED the extension of the appointment of Dr Nicky Kemp as Acting University Secretary for the purposes of University Statutes, Ordinances, Regulations and other relevant governance functions, until 14 May 2020 (subject to 2 below); her employment status remained as at present and Statute 25 would not apply to her;
- 2) AGREED that the Deputy Vice-Chancellor and Provost act on its behalf instead of the University Secretary as currently stated in the Freedom of Expression Code of Practice (Regulation 18), with immediate effect;

- 3) APPOINTED Ms Emily Commander as Secretary to Council with effect from 19 August 2019.

7053 KPIs - COUNCIL EFFECTIVENESS REVIEW STEERING GROUP

This item (paper C18/19-107) was deferred to a future meeting, or the Strategy Day.

7054 PREVENT POLICY

Council considered paper C18/19-108.

APPROVED the interim administrative changes to the University's Prevent Policy, as recommended by the Prevent Co-ordinating Group and University Executive Board.

7055 ANNUAL STATEMENT ON RESEARCH INTEGRITY

Council considered paper C18/19-109.

APPROVED the annual statement on research integrity.

7056 NOMINATIONS COMMITTEE

Mrs C Gibbons left the meeting for this item. It was noted that all Council members had an interest in this item.

Council CONSIDERED paper C18/19-110. Council:

- 1) Noted the amended Standing Orders approved by use of urgent business powers, which now provided for appointment to Committees rather than election;
- 2) Approved the appointment of members of Council to Committees as set out in Appendix 2, noting that these had to be agreed now in advance of the academic year, even though an election to Council was still ongoing;
- 3) Agreed that Standing Orders should be further amended in future to revise the procedure regarding casual vacancies;
- 4) Agreed that Mrs Christine Gibbons remain a Council member (as one of 10 in the lay category, rather than appointed by Convocation), subject to Privy Council approval of the Statute changes;
- 5) Approved a reduced composition of Nominations Committee, deleting a staff member of Council to improve the lay balance; it was noted that a lay majority was recommended by CUC;
- 6) Approved the extension of the links scheme to all members except the Vice-Chancellor and Students' Union members and noted that guidance was being produced; the scheme to be reviewed after 12 months;
- 7) Agreed to revise the skills audit, with further detailed proposals to be circulated by email for consideration;
- 8) Agreed to revise the Register of Interests form as in Appendix 4; the register to be published on the web in future.
- 9) Noted that a further revision to Standing Orders would be beneficial to the effect that Nominations committee should recommend to Council the length of service for an individual appointment to ensure appropriate continuity and skills mix.

7057 SENIOR ACADEMIC APPOINTMENTS COMMITTEE

The Vice-Chancellor presented papers C18/19-112A and B.

Council:

- 1) APPROVED the appointment of Professor Mike Fraser as Head of Department of Computer Science from 1 October 2019 to 30 September 2022;
- 2) APPROVED extension of the appointment of Professor Eamonn O'Neill as Head of Department of Computer Science until 30 September 2019;
- 3) NOTED the continuation of Professor Nick Brook as Head of Department of Physics until a replacement or other solution was found;
- 4) APPROVED the appointment of Professor David Galbreath as Acting Head of Department of PoLIS from 1 August 2019 for up to one year while discussions continued; it was noted that it was not good practice to have a Dean covering a Head of Department role but these were exceptional circumstances;
- 5) NOTED the recruitment plan for appointing a replacement Dean and Head of the School of Management;
- 6) NOTED the Minutes of the Committee meeting held on 26 July 2019.

7058 ATHENA SWAN ANNUAL REPORT

Ms G Brown and Ms A Senulyte (Equality, Diversity & Inclusion) attended to present paper C18/19-114. Ms Brown explained she was developing toolkits to help departments achieve a more inclusive culture and understand better what Equality, Diversity and Inclusion (E,D&I) entailed. Council welcomed the Athena SWAN awards. It was agreed this was an important staff issue and the Vice-Chancellor emphasised that E,D&I should be embedded in all the work of the University.

Council NOTED the report and thanked Ms Brown and Ms Senulyte for all their work on this issue.

7060 MINUTES OF COUNCIL/SENATE/ STUDENTS' UNION COMMITTEE

Council NOTED the minutes, paper C18/19-116. Council NOTED the importance of the student experience.

7061 URGENT BUSINESS

Council NOTED paper C18/19-117 summarising action taken since the previous meeting.

7062 EQUALITY, DIVERSITY AND INCLUSION

Council NOTED papers C18/19-118A and B:

- 1) Equality and Diversity Student Monitoring Data 2017/18
- 2) the minutes of the Equality and Diversity Committee on 6 June 2019.

7063 CAPITAL PROJECTS QUARTERLY UPDATE

Council NOTED paper C18/19-119.

7064 CONVOCATION

Council RECEIVED the minutes of the meeting of Convocation held on 12 June 2019 (paper C18/19-120).

7065 SENATE

Council RECEIVED the minutes of the meeting of Senate held on 5 June 2019 (paper C18/19-121).

7066 EXECUTIVE BOARD

Council RECEIVED a summary report from the meetings of Executive Board for the period May-June 2019 (paper C18/19-122).

7067 ANNUAL DECLARATIONS OF INTEREST AND GUIDING PRINCIPLES

Council NOTED that:

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

7068 PROGRAMME OF MEETINGS

Council NOTED the calendar of meetings of Council for the academic year 2019/20.

Wednesday 23 October - dinner in evening TBC
Thursday 24 October 2019 - Strategy Day & Council meeting (venue TBC)
Thursday 28 November 2019
Thursday 20 February 2020
Thursday 14 May 2020
Thursday 23 July 2020

Note: All meetings were scheduled to start at 2.15pm in the Council Chamber unless otherwise stated. Informal sessions would be arranged beforehand at about 1pm.

7069 ANY OTHER BUSINESS

- 1) A lay member of Council queried out-turn figures for building projects which were consistently within budget.
- 2) The Chair reported that this was the last Council meeting for members Prof David Bird, Dr Michael Carley, Ms Anne Goodman, Baroness Ruby McGregor-Smith, Mr Peter Troughton, Mr Roger Whorrod and Prof Bernie Morley. Mr Whorrod would no longer be a member of Council but would be remaining as Pro-Chancellor for a further year. Prof Morley would continue to attend Council meetings but would no longer be a voting member. The Chair gave those present a certificate to thank them for their service to Council and the University.

The meeting concluded at 6.35pm

NOTE *Council also considered four other agenda items, which have been redacted either because they pertain to information relating to individual staff or students, or because they are still commercially confidential.*