



MEETING OF THE BOARD OF TRUSTEES

FRIDAY 22 MARCH 2024
BURGES SALMON, 1 GLASS WHARF, BRISTOL BS2 0ZX
MINUTES

Present: Mr M Allan, Ms O Adesayna, Mr S Boyd, Mr J Boyer (Chair), Ms G Bowen, Professor A Carr, Ms J Cecil, Professor I Craddock, Professor N Edwards, Ms J Huggins, Mr N Joicey, Mr N Keveth, Dr J Khawaja, Ms X Levantis, Mr F Quek (Online), Mr S Robertson, Professor J Squires (Deputy Vice-Chancellor and Provost), Miss H Thornton, Professor E Welch (Vice-Chancellor), Professor Dame M Welham.

In attendance: Mrs Jane Bridgwater (Deputy University Secretary & General Counsel) (online) – items 6 and 9, Mrs Claire Buchanan (Chief People Officer) (online) – item 13, Ms Paula Coonerty (Executive Director for Education and Students) (online) – item 13, Mr Michael Flay (Head of Governance), Ms Lucie Lambert (Governance Apprentice), Mrs Lucy Penrose (Deputy Head of Governance), Mr Jason Parr (Director of Health and Safety) – items 13, 14 and 15, Lucinda Parr (Chief Operating Officer, Registrar and University Secretary), Mr Peter Vermeulen (Chief Financial Officer).

1. WELCOMES, APOLOGIES AND ANNOUNCEMENTS

1.1 There were no apologies.

2. DECLARATIONS OF INTEREST

2.1 Natalie Edwards declared an interest with regards to agenda item 9 (Academic Appeal recommendations), as the Appeal took place in her Faculty. It was noted that she had not been involved in the Appeal process herself.

2.2 **REDACTED:** Section 40: Personal Information

3. MINUTES OF PREVIOUS MEETING

3.1 **APPROVED:** the minutes of the 2nd February 2024 meeting of the Board of Trustees as a true and accurate record (*on file*).

4. ACTIONS & MATTERS ARISING

4.1 RECEIVED and **NOTED:** the Board action register (*on file*).

5. **CHAIR'S REPORT** (ref **BT/23-24/039**) (*on file*).

5.1 RECEIVED and **NOTED:** the Chair's Report.

5.2 **NOTED:** On Monday 26th February, the Chair of the Board used his Chair's Powers to approve an amendment to Ordinance 9 to remove the reference to 'Emeritus Deans' the title for which Senate (and the Board of Trustees) had previously agreed to phase out, following a decision taken at the Board meeting in February 2024.

6. **EXECUTIVE GROUP REPORT** (ref **BT/23-24/040**) (*on file*).

6.1 RECEIVED and **CONSIDERED:** the report of the Executive.

- 6.2 The Vice-Chancellor introduced her report, and the following topics were addressed verbally:
 - 6.2.1 QAA Foundation Review.
 - 6.2.2 Student occupations at 5 Tyndall Avenue and Wills Memorial buildings.
 - 6.2.3 Actions to take post two recent legal cases.
 - 6.2.4 CDT successes.

6.3 The following was **DISCUSSED**:

- 6.3.1 The fact that the student occupations were being nationally coordinated, and that the student occupiers were being supported by an external organisation, meaning that some may not be UoB students.
- 6.3.2 The importance of continuing to work with interfaith and other external advisors who could offer guidance given the various conflicts happening currently around the world.
- 6.3.3 The importance of carefully articulated communications to students, emphasising where they could get specific wellbeing support, explanations about extenuating circumstances, and also outlining the University's position on academic freedom and freedom of speech.
- 6.3.4 The pre-existing exclusions in the University's investment portfolio and the fact that FIC had very recently reviewed the University's Investment Policy and made some changes to it.
- 6.3.5 The length of time which the student occupiers are likely to continue to occupy the buildings and the plans that the University had put in place for varying scenarios.
- 6.3.6 The CDT successes and how, in the context of the risk discussion at the development day yesterday, how this spoke to the University being collectively 'hungry' in its research risk appetite. This represented a good example of proving that the University had the right balance of taking risks, and getting high returns.

(Jane Bridgwater joined the meeting)

6.4 **REDACTED: Section 43: Commercial Interests**

6.5 **REDACTED: Section 43: Commercial Interests**

(Jane Bridgwater left the meeting)

6.6 The Executive then took additional questions from Board members in respect of the remainder of their report. The following was **DISCUSSED**:

- 6.6.1 The concerted effort that the University had made to move faster in relation to getting offers out more quickly.
- 6.6.2 The opportunities afforded by the introduction of the Campus M student app particularly in terms of being able to make targeted interventions.
- 6.6.3 The University's review of its Access and Participation Plan, the benefits analysis undertaken as part of that review, and alignment with different emerging OfS measures.
- 6.6.4 The next steps with regards to the Bristol Local Plan, and linked to that, the upcoming city council elections. **Redacted: Section 35: formulation of government policy**
- 6.6.5 The potential outcome of the upcoming city council elections and the partnership which currently existing between the University and the Council.

6.6.6 **REDACTED: Section 43: Commercial Interests**

6.6.7 A search firm had been engaged to recruit for the new Pro Vice-Chancellor Research & Innovation, and an advert had been published on 13th March. The field of candidates in the first round of applications was extremely strong. Shortlisting was scheduled for April, with interviews happening in May. It was anticipated that the successful candidate could be in place over the summer 2024.

[Judith Squires left the meeting]

7. FINANCE REPORT (ref BT/23-24/041) (on file).

7.1 RECEIVED and **CONSIDERED**: an update from the Chief Financial Officer on the most important financial matters as of March 2024.

7.2 The following was **NOTED**:

7.2.1 The Board would have a deep dive on working capital before the end of the 2023/24 academic year.

7.2.2 There had been no news as yet on the outcome of the Isambard AI 2 bid, and it was likely that an extraordinary Board meeting might be required in order to get approval to take this forward.

7.2.3 A three-year budget paper would be discussed at UEB, then FIC and then to the Board of Trustees for approval in May 2024.

7.2.4 UEB came together at the end of January to discuss a possible financial model that would stretch out over the next 20 years.

REDACTED: Section 43: Commercial Interests

- [Redacted]
- [Redacted]
- [Redacted]

7.3 The following was **DISCUSSED**:

7.3.1 **REDACTED: Section 43: Commercial Interests**

7.3.2 **REDACTED: Section 43: Commercial Interests**

7.3.3 **REDACTED: Section 43: Commercial Interests**

7.3.4 **REDACTED: Section 43: Commercial Interests**

7.3.5 The importance of student communications in relation to student debts, particularly where students were struggling with making payments.

7.3.6 **REDACTED: Section 43: Commercial Interests**

7.3.7 **REDACTED: Section 43: Commercial Interests**

Franklin-Adams Endowment – Transfer of Trusteeship

- 7.4 The Board **CONSIDERED** the Franklin-Adams Endowment Transfer of Trusteeship, noting that the current trustees wished to retire and vest the trusteeship with the University board, and that in order to execute the transfer, a deed of retirement and appointment needed to be sealed by the University. Such a transfer would bring the fund into line with the vast majority of other endowment funds.
- 7.5 **APPROVED:** the sealing of the deed of appointment and retirement and authorisation for the Chief Financial Officer to sign the statement of intent.
8. **UNIVERSITY SECRETARY’S REPORT: AMENDMENTS TO ORDINANCE 4** (ref **BT/23-24/042**) (*on file*)).
- 8.1 RECEIVED and **APPROVED:** the report of the University Secretary.
- 8.2 **APPROVED:** the proposed amendments to Ordinance 4 as referenced in the paperwork, including the consequential amendments to the Board delegation schedule and also the University’s Remuneration Policy for the Remuneration Committee Remit Group.
- 8.3 **NOTED:** that there was a mechanism in place to allow for communication between the Executive and the Chair of the Remuneration Committee in relation to appointments of senior staff which fell outside of the remit group.
- 8.4 **NOTED:** that further amendments to Ordinances would require Board approval in May 2024 as a result of the introduction of a new Board committee (Infrastructure Planning Committee) and consequential changes to the terms of reference for the existing Finance & Infrastructure Committee (soon to become the Finance and Investment Committee).
- (Jane Bridgwater joined the meeting)*
9. **ACADEMIC APPEAL RECOMMENDATIONS** (ref **BT/23-24/043**) (*on file*)).
- 9.1 RECEIVED and **CONSIDERED:** a report of the decision of a committee of the Board of Trustees (Committee), chaired by Independent Trustee, Nick Keveith, following an academic appeal by a student pursuant to the assessment regulations 2022/23.
- 9.2 **NOTED:** that due process was appropriately followed, all parties to the appeal had the opportunity to speak and raise key points and questions, Committee members had the opportunity to ask questions and came to a unanimous decision based on the evidence presented to it.
- 9.3 **APPROVED:** the Committee’s recommendations.
- (Jane Bridgwater left the meeting)*
10. **REPORT FROM NOMINATIONS COMMITTEE** (ref **BT/23-24/044**) (*on file*)).
- 10.1 RECEIVED and **APPROVED:** a report from the Nominations Committee of the Board.

Infrastructure Planning Committee

- 10.2 **APPROVED:** the appointment of Steven Boyd as the Chair of the Infrastructure Planning Committee for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.
- 10.3 **APPROVED:** the appointment of Mark Allen to the Infrastructure Planning Committee for an initial term of 9 months and two years from 1 April 2024 to 31 December 2026.
- 10.4 **APPROVED:** the appointment of Linda Fletcher as an additional member to the Infrastructure Planning Committee for an initial term of 9 months and two years from 1 April 2024 to 31 December 2026.

Audit & Risk Committee

- 10.5 **APPROVED:** the appointment of Melanie Welham be appointed to the Audit and Risk Committee for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.
- 10.6 **APPROVED:** the appointment of Michaela Munro be appointed to the Audit and Risk Committee as an Additional Member for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.
- 10.7 **APPROVED:** the following addition to the wording in Ordinance 4 Appendix A – Audit and Risk Committee Terms of Reference:
3.4 *The Vice-Chancellor, the Chair of the Board, Deputy Chair of the Board and the Chair of External Relations. Assistant Director of DARO - Engagement, Global Engagement*
4.3 *Director of External Relations. Assistant Director of DARO - Engagement, Global Engagement*
of the Finance and Infrastructure Committee are not members of the Committee (but may be invited to attend on the invitation of the Chair of the Committee) (see paragraph 2.4.3)

Honorary Degrees Committee

- 10.8 **APPROVED:** the appointment of Melanie Welham to the Honorary Degrees Committee for an initial term of 9 months and two years from 1 April 2024 to 31 December 2026).
- 10.9 **APPROVED:** the appointment of Natalie Edwards, Academic Staff Trustee, to the Honorary Degrees Committee for an initial term of four months and two years from 1 April 2024 to 31 July 2026.
- 10.10 **APPROVED:** the appointment of Jilly Huggins, Professional Services Staff Trustee, to the Honorary Degrees Committee for an initial term of four months and two years from 1 April 2024 to 31 July 2026.
- 10.11 **APPROVED:** the appointment of Helena Thornton, Student Trustee, to the Honorary Degrees Committee for an initial term of 3 months from 1 April 2024 to 30 June 2024.
- 10.12 **APPROVED:** the following amendments to the wording in Ordinance 4: Appendix E – Honorary Degrees Committee Terms of Reference:
4.1 *Registrar & University Secretary.*
4.2 ~~*Director of Development & Alumni Relations Office.*~~ *Executive Director of Global Engagement*
4.3 ~~*Director of External Relations.*~~ *Assistant Director of DARO - Engagement, Global Engagement*

Remuneration Committee

- 10.13 **APPROVED:** the appointment of Stephen Robertson to the Remuneration Committee for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.
- 10.14 **APPROVED:** the re-appointment of Andrew Carr to the Remuneration Committee for a second term of one year from 1 January 2024 to 31 December 2024 and to become Chair of Remuneration Committee, (effective from 23 February 2024).
- 10.15 **APPROVED:** the appointment of Gillian Bowen to the Remuneration Committee for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.

Finance & Infrastructure Committee

- 10.16 **APPROVED:** the appointment of Nick Keveth as Deputy Chair of Finance and Infrastructure Committee for an initial term of 9 months and 2 years from 1 April 2024 to 31 December 2026.

Pensions Task & Finish Group

- 10.17 **APPROVED:** an amendment to the wording in Ordinance 4 Appendix G – Pensions Task and Finish Group Terms of Reference as follows:
3 *Membership*
3.1 *Deputy Chair of the Board.*
3.2 ~~*Chair of the Finance and Infrastructure Committee.*~~ *Deputy Chair of the Finance and Infrastructure Committee*
3.3 *One Academic Trustee.*
3.4 *One Professional Services Trustee.*
3.5 *One member of the Finance and Infrastructure Committee with significant pensions*

experience.

3.6 Up to one Additional Member

10.18 **NOTED:** the Nominations Committee agreed arrangements for upcoming Student Trustee recruitment for the period 1 July 2024 30 June 2025.

10.19 **NOTED:** The Nominations Committee received an update on the Board Effectiveness Review Implementation Plan noting that the aim was that outstanding actions would be completed over the next few weeks with a view to closing off entirely by the June 2024 meeting of Nominations Committee.

11. **REPORT FROM FINANCE AND INFRASTRUCTURE COMMITTEE** (ref **BT/23-24/045**) (*on file*)).

11.1 **RECEIVED** and **CONSIDERED:** the report from the Finance and Infrastructure Committee.

11.2 **REDACTED:** Section 43: Commercial Interests

11.3 **REDACTED:** Section 43: Commercial Interests

11.4 **REDACTED:** Section 43: Commercial Interests

11.5 **REDACTED:** Section 43: Commercial Interests

11.6 The following was **DISCUSSED:**

11.6.1 **REDACTED:** Section 43: Commercial Interests

11.6.2 **REDACTED:** Section 43: Commercial Interests

- 11.6.3 **REDACTED:** Section 43: Commercial Interests
- 11.6.4 **REDACTED:** Section 43: Commercial Interests
- 11.6.5 **REDACTED:** Section 43: Commercial Interests
- 11.6.6 **REDACTED:** Section 43: Commercial Interests
- 11.7 **APPROVED:** **REDACTED:** Section 22: Information intended for future publication

12. REPORT FROM AUDIT AND RISK COMMITTEE (ref BT/23-24/046) (on file)).

- 12.1 RECEIVED and **NOTED:** the report from the Audit & Risk Committee.

(Claire Buchanan, Paula Coonerty and Jason Parr joined the meeting)

13. STAFF AND STUDENT MENTAL HEALTH & WELLBEING ANNUAL REPORT (reference BT/23-34/047) (on file)).

- 13.1 RECEIVED and **NOTED:** the Annual Reports for Staff and Student Mental Health & Wellbeing.

13.2 The following was **DISCUSSED:**

- 13.2.1 Continuing to capture feedback to ensure that the services that were offered were aligned with staff and student needs and requirements, and that there were considerations for where interventions might be needed, if appropriate.
- 13.2.2 The importance of ensuring that staff mental health services in particular were well-resourced and operationally fully equipped for effective service delivery.
- 13.2.3 The professional services staff promotional (reward and recognition) framework and ensuring equity between professional services and academic staff in developing that framework.

(Claire Buchanan & Paula Coonerty left the meeting)

14. HEALTH AND SAFETY ANNUAL REPORT (reference BT/23-34/048) (on file)).

- 14.1 RECEIVED and **APPROVED:** the Annual Report on Health and Safety.

15. HEALTH & SAFETY: LEGISLATIVE RESPONSIBILITIES WORKSHOP

- 15.1 The Director of Health and Safety delivered a workshop to the Board about trustees' legislative responsibilities around Health & Safety at the University of Bristol.

(Jason Parr left the meeting)

16. ANY OTHER BUSINESS

- 16.1 There was none.

DATE OF NEXT MEETING: Friday 24 May 2024