



Council Meeting

Wednesday 13 July 2022, at 1.00pm

Council Chamber/Virtual meeting via Zoom

Present:

Pamela Chesters, Chair
Maria Bond
Tim Ford
Christine Gibbons (remote)
Professor Marion Harney
David Hardy
Dr Alan Hayes
Julia Kildyushova
Don McLaverty
Calum Mercer (remote)
Charlotte Moar
Dr Dai Moon
Sujata McNab
Alexander Robinson
Andrew Ross
Professor Ian White

In attendance:

Professor Phil Allmendinger, Deputy Vice-Chancellor
Richard Brooks, Director of HR (for items 7454 and 7455)
Shannon Carr-Shand, Climate Action Framework Project Manager (for item 7470)
Professor Julian Chaudhuri, Pro-Vice-Chancellor (Education)
Kate Ehrig-Page, incoming Council member (remote)
Professor Sarah Hainsworth, Pro-Vice-Chancellor (Research)
Professor Tim Ibell, Dean of the Faculty of Engineering and Design
Keith Leslie, Council effectiveness reviewer
Fran McKay, Educational Research and Evaluation Specialist, Nottingham Trent University (remote)
Elizabeth Mohr, Council effectiveness reviewer
Professor Rajani Naidoo, Vice-President (Community & Inclusion) (for items 7454 and 7456)
Dr Paul Shepherd, incoming Council member
Charlie Slack, Head of Student Voice and Engagement, The SU (remote)
Professor Pete Walker, University Climate Action Chair (for item 7470)
Martin Williams, Finance Director

Professor Cassie Wilson, Pro-Vice-Chancellor (Student Experience)
Keith Zimmerman, Chief Operating Officer

Secretariat

Emily Commander, Secretary
Karen Gleave, Governance team
Greg Noakes, Governance team
Caroline Pringle, Governance team

Apologies

Professor Dot Griffiths
Malcolm Holley
Tim Hollingsworth
Professor Marcelle McManus
Catherine Mealing-Jones

7449 – Welcome and Quorum

The Chair welcomed members and attendees and made a formal note of attendance to ensure that quorum was maintained throughout the meeting.

She extended a particular welcome to the new Student Governors: Alexander Robinson (SU President) and Julia Kildyushova (SU Education Officer). The Chair also welcomed a number of observers including:

- Liz Mohr and Keith Leslie, who were conducting the external review of Council effectiveness;
- Fran McKay, Educational Research and Evaluation Specialist at Nottingham Trent University, who was observing as part of the Advance HE ‘Success on the Board’ scheme;
- Kate Ehrig-Page, new Council member for 2022/23 elected by professional services staff;
- Dr Paul Shepherd, new Council member for 2022/23 elected by Senate; and
- Professor Tim Ibell, present as the Dean in attendance for this meeting.

Council congratulated Marion Harney, who had recently been appointed as a Professor, and Dai Moon, who had been re-elected to Council.

Apologies were noted from Professor Dot Griffiths, Malcolm Holley, Tim Hollingsworth, Professor Marcelle McManus and Catherine Mealing-Jones.

7450 - Declarations of Interest

The Pro-Vice-Chancellor (Student Experience) declared an interest in item 7466; it was agreed that they would leave the meeting at this point.

It was also noted that Andrew Ross had an interest in item 7462 but it was agreed that it would not be necessary for him to leave the meeting.

7451 - Minutes of the Previous Meeting – C21/22 – 88

The minutes of the previous meeting of Council held on 13 May 2022 were approved.

Action: Minutes to be redacted in line with the Framework and published on the website.

7452 - Actions and Matters Arising – C21/22 – 89

Council noted the extract from the action log which provided updates on completed and ongoing actions. There were no comments or questions in relation to this item.

7453 – Institutional update – C21/22 – 90

The Vice-Chancellor presented paper C21/22 – 90 and provided a verbal update on recent developments. These included:

- The NSS 2022 results had been published and Bath had been ranked first in England for the second year running, and third in the UK overall. The Vice-Chancellor paid tribute to the work of everyone involved.
- New research awards this year were up 20% from any previous year, with the exception of 2017/18.
- The Vice-Chancellor thanked Don McLaverty for attending a Gold Scholars event on 10 July 2022.
- A large amount of work was underway to prepare for the upcoming graduation ceremonies.

Council members asked questions and were answered as follows:

- The NSS rankings were based on comparison with other universities in the Guardian league table, which did not feature some smaller specialist institutions. However, when these institutions were included Bath still retained a top 5 ranking for both England and the UK.
- Gavin Edwards had been appointed as the Programme Director of the Digital Transformation Programme.
- Dr Dai Moon declared an interest as UCU Branch President in relation to paragraph 56 of C21/22 – 90 and clarified that negotiations were still ongoing.

Council noted the institutional update.

7454 – Performance reporting – C21/22 – 91

The Pro-Vice-Chancellor (Student Experience), the Director of HR and the Vice-President (Community & Inclusion) presented an [update based on the community pillar](#) of the University strategy.

Members of Council asked questions and were answered as follows:

- The University was still working towards the University Mental Health Charter Award.
- Work would be undertaken to align Athena Swan and the Race Equality Charter.

- The work was being undertaken with networks across the University to ensure that the work in this area reached staff at all levels of the University.
- It was noted that Council had previously discussed ensuring that the organisational values were consistent with Council's values.
- It was noted that Gold Scholar students received a high level of support but that those who received other Bath bursaries did not receive the same level of non-financial support; the budget did not currently include additional resources to support these APP students however next year work would be undertaken to re-write the APP plan, which would include a deep-dive on these issues.
- Council members would be interested to know how the benchmarks were formulated.
- It was suggested that the institutional KPIs could be used to inform the University's TEF submission.

The Chair noted that each of the four strategy pillars had now been presented to Council and would welcome views from members after the meeting as to how they might wish to see Council exercise its responsibilities for strategic oversight in the forthcoming year and, in particular, whether a deep dive into a pillar each meeting should be continued.

Council noted an update based on the community pillar of the University Strategy.

Action: Share information on basis for continuation rate benchmarking with Council on Convene.

Action: Share updated slides with Council on Convene.

7455 – Workforce – C21/22 – 93

The Director of HR presented paper C21/22 – 93, which provided an update on strategic issues relating to the development of the University workforce.

Members of Council asked questions and were answered as follows:

- Professional Services had a more structured approach for developing leadership skills than the academic side. There was more work to be done around ensuring that leadership capability was identified and developed among academic staff, and that this was emphasised as a career option.
- Some staff surveys were carried out at other universities by external bodies so it was sometimes possible to access this data.

Council noted the quarterly report on workforce issues.

7456 – Equality, Diversity and Inclusion – C21/22 – 105

The Vice-President (Community & Inclusion) presented paper C21/22 – 105 which provided an update on equality, diversity and inclusion matters.

The following points were raised in discussion:

- It was encouraging to see that the EDI framework was being developed.
- The team was receiving the right level of support.

Council noted the update on Equality, Diversity and Inclusion matters.

7457 – Dignity and respect – C21/22 – 96

This item was taken before item 7456.

The Pro-Vice-Chancellor (Student Experience) presented paper C21/22 – 96 which outlined a revised Dignity and Respect Policy and Procedure. The policy had been considered by Senate, who had recommended it to Council.

In discussion it was noted that transgender identity had been incorrectly quoted as an ECHR protected characteristic.

Council approved the Dignity and Respect Policy and Procedure.

Action: Update wording in Policy on gender identity, as raised in the meeting.

7458 – Faculty presentation – C21/22 – 92

The Dean of the Faculty of Engineering and Design gave a [presentation](#) regarding the Faculty's strengths, weaknesses and 5-year strategy.

Members of Council asked questions and were answered as follows:

- Science-focused papers had been favoured by the REF panel and achieved more 4* ratings than engineering papers. Originality was highly favoured by the REF panel; this would be considered as part of the preparation for the next REF, which was already underway.
- The Faculty had ambitions to bring in a small number of “superstar” researchers for a fixed time, so that they could work with existing staff and support their development.
- The business case in development had a positive financial outturn.
- The Faculty's existing buildings were tired but work on these would form part of the LTMP. The building projects identified in the presentation were those that could be achieved and supported through fundraising from donors.
- EDI was a concern and an area where Council could help the Faculty.

Council noted the presentation from the Dean of the Faculty of Engineering and Design.

7459 – Financial matters – C21/22 – 94 (A-C)

The Chair of Finance Committee presented paper C21/22 – 94A which provided an update to Council following June's Finance Committee meeting. Finance Committee had recommended approval of the overseas and postgraduate tuition fees for 2023/24.

The Chair of Finance Committee and the Director of Finance introduced paper C21/22 – 94B which sought Council's approval of the budget for 2022/23 on the recommendation of Finance Committee. It was proposed to have a break-even budget for 2022/23 which would allow for some of the historic surpluses to be invested in activities discussed at Council's Spring strategy day. The Deputy Vice-Chancellor gave a verbal update on the planning process. Consultations and discussions were coming to a close and the next stage would be

to develop a framework over the summer. The timescales would be tight if the new planning process was to be implemented at the beginning of the academic year as it would still have to be approved by UEB. An away day was planned for October to consider aims, followed by a session in November/December to discuss priorities and ideas. After Christmas the Faculties and Schools would be asked to work up their plans based on those ideas.

The Chair of Finance Committee and the Director of Finance introduced paper C21/22 – 94C which sought Council approval for the debt restructure. The proposal would not change the overall level of debt but recommended refinancing the EIB loan to take advantage of more favourable terms.

The following points were raised in discussion:

- It was confirmed that universities may only charge the £9250 tuition fee rate subject to meeting certain APP criteria.
- Council would benefit from receiving more robust assurance regarding the development of the planning process.
- Inflation and salary increases posed the biggest risk to the successful delivery of the budget. If inflation remained high for an extended period leading to increased salary expenditure then the financial situation would become more challenging and the University might have to adapt its plans over the next five years.
- It was important to monitor the situation and respond quickly if needed.

Council:

- Noted the report from Finance Committee.
- Approved the banding for postgraduate and undergraduate tuition fees and fees for online programmes for 2023/24.
- Approved the University budget for 2022/23 and estimates to 2026/27.

In respect of the proposed debt restructure, Council noted that approval was sought to delegate authority to the Vice-Chancellor, Chair of Council and Treasurer to act on behalf of Council to approve the required transactions provided eight specific conditions were met. These included a requirement that, at the point of transaction, the all-in economics of the refinance continued to be economically advantageous to the University and the break costs had been benchmarked as “on market” by the University’s advisors, EY. If these conditions were not satisfied, and the market rates at the point of executing the transaction meant that the proposed debt restructure was no longer advantageous, then the transactions would not go ahead.

Subject to the above safeguards, Council approved the debt restructure.

Action: Council to receive update on development of planning process.

Action: Reports from FC to Council to contain fuller account of discussions on planning process.

Action: List of expenditure items within the financial envelope to be re-circulated to Council members via Convene.

Action: Report back via action log on use of delegated authority on debt restructure.

7460 – Audit and Risk – C21/22 – 100

The Chair of ARAC presented paper C21/22 – 100. The planned review of the risk management approach had been deferred to the autumn to ensure that project assurance and new risk management software were considered. ARAC had approved the proposed institutional approach to project assurance and requested that a substantial update on the plan for achieving the climate action targets be submitted to ARAC and Council in November. The committee approved PwC's external audit plan for audit of the 2021/22 University accounts. It discussed the proposed audit fee and agreed to recommend it to Council.

Council:

- Noted the report from the Audit and Risk Assurance Committee
- Approved the external audit fee.
- Considered the risk management plan.

7461 – Research matters – C21/22 – 95 (A-C)

The Pro-Vice-Chancellor (Research) presented papers 95A-C. There were no questions or comments in relation to this item.

- Council noted Senate's approval of a new framework for research entities, and the associated Ordinance amendments.
- Council approved a change of name for the Institute for Circular and Sustainable Technologies.
- Council agreed that all future decisions on name changes, taken in line with the Framework, will be delegated to the University Executive Board in future.
- Council approved, on the recommendation of the Senate, the University's Statement on Research Integrity, for publication on the website.

Action: Publish Statement on Research Integrity on the website.

Action: SoD to be updated to reflect delegation of naming of Institutes from Council to UEB.

7462 – Access and Participation – C21/22 – 97

The Pro-Vice-Chancellor (Education) introduced paper C21/22 – 97. A number of variations had been made to the Access and Participation Plan (APP) in response to a request from OfS. There would be a complete re-write of the APP in Spring 2023. There were no comments or questions in relation to this item.

Council approved variations to the Access and Participation Plan and approved the APP summary for publication on the University website, once the APP variations had been approved by OfS.

Action: Submit variation of APP to OfS.

7463 – Ordinances – C21/22 – 98

The Secretary to Council introduced paper C21/22 – 98 which proposed a series of amendments to the Ordinances. These amendments had been recommended to Council by Senate and circulated to Council members in advance of the meeting in line with the 14-day review period specified in Article 23 of the Charter. No comments were received.

In response to a question from Council, it was confirmed that the Root and Branch review had been paused due to resourcing constraints, but that a plan to progress the review would be brought to Council in the autumn.

Council approved, on the recommendation of the Senate, amendments to the Ordinances.

Action: Publish Ordinances on the website.

7464 – Nominations – C21/22 – 99

The Chair of Nominations Committee presented paper C21/22 – 99 which recommended the appointment of Council members to committees for 2022/23. It was noted that, at the point that Nominations Committee had considered the proposals, the outcome of the Council elections was unknown; a further paper with recommendations on the appointment of staff members to committees would therefore be circulated for decision by correspondence.

The following points were raised in discussion:

- The Treasurer had not been made ex-officio chair of ISC as there would be other areas of his responsibilities which would require significant attention in the forthcoming year. It was agreed that Tim Ford would continue as Chair of ISC for the time being to ensure continuity. However, in response to a question as to the possible conflict of interest given his role as ARAC chair, Nominations Committee were asked to give further consideration on this matter.

Council:

- Noted a report from the Nominations Committee.
- Approved recommendations on the appointment of members to committees.
- Noted that recommendations on the appointment of staff members to committees will be circulated for decision by correspondence.
- Noted that Nominations Committee would give further consideration on the possible conflict of interest arising with respect to the ISC chairmanship.

Action: Publish updated committee membership on the website.

Action: Upload updated memberships onto Decision Time.

7465 – Remuneration – C21/22 – 101

The Chair of Remuneration Committee presented paper C21/22 – 101. RemCo had approved the remuneration packages for the outgoing and incoming Deans of Humanities and Social

Sciences and the Acting Dean of Science. There were no comments or questions in relation to this item.

Council noted the report from the Remuneration Committee.

7466 – Senior Academic Appointments – C21/22 – 109

The Pro-Vice-Chancellor (Student Experience) left the meeting.

The Vice-Chancellor presented paper C21/22 – 109 in his capacity as Chair of SAAC. The committee had recommended to Senate and Council that the Pro-Vice-Chancellor (Student Experience) be re-appointed for a further five-year term.

It was noted by Council members that the re-appointment process was protracted and cumbersome, and that approval could potentially be delegated.

Council approved, on the recommendation of Senate, the re-appointment of the Pro-Vice-Chancellor (Student Experience).

Action: Consider delegation of senior academic appointments as part of Root and Branch review.

The Pro-Vice-Chancellor (Student Experience) re-joined the meeting.

7467 – Ethics – C21/22 – 102

The Chair of Council presented the annual report of the Ethics Committee. There were no comments or questions in relation to this item.

Council noted the annual report of the Ethics Committee.

7468 – Council and committee effectiveness – C21/22 – 103 (A – C)

The Chair of Council presented papers C21/22 – 103 (A – C). The following points were raised in discussion:

- It was noted that the response rate for some committees had been low.
- It was suggested that Council should consider recruiting staff members to Council on a skills basis rather than via elections.
- It was suggested that Council should review the work of its committees.
- It was suggested that Council could liaise with other universities to share good practice for committee effectiveness.
- The Governance team would look at the mechanism for providing feedback on papers as the current survey was producing very low numbers of responses.
- It was agreed that these suggestions should simply be noted while awaiting the outcome of the external review of Council effectiveness

Council:

- Considered feedback from Senate on the issue of Council size.
- Considered a report on committee effectiveness, following the committee self-assessment exercise.
- Noted an update on the introduction of new software for Council.

Action: Bring back proposals on Council's size following conclusion of effectiveness review.

7469 – Safeguarding – C21/22 – 104

The Pro-Vice-Chancellor (Student Experience) presented paper C21/22 – 104 which updated Council on developments to student safeguarding from January to May 2022 as a result of the creation of the Student Policy and Safeguarding Unit and the appointment of a dedicated Student Safeguarding Manager.

Members of Council noted that as awareness of safeguarding grew throughout the organisation there could be an increase in safeguarding referrals.

Council noted the update on safeguarding.

7470 – Climate Action Framework – C21/22 – 106

The University Climate Action Chair and the Climate Action Framework Project Manager presented paper C21/22 – 106 which updated Council on the status of the University's Climate Action Project.

Members of Council asked questions and were answered as follows:

- It was important that CAF considerations were clearly mainstreamed into being part of the day-to-day responsibilities of the University leadership, with the CAF team being able to provide expert advice and challenge. The behavioural aspects of addressing the climate emergency had not yet been embedded into part of how everyone at the University worked and acted.
- Change agents in Faculties were needed to create and spread integration across the institution.
- Investments had been made to give the CAF team more resources, although not on the scale that they were seeking.
- Where items in appendix 4 were marked as 'not an institutional priority', this was the view of the CAF team rather than the institution itself.

Council noted the update on delivery against the Climate Action Framework.

7471 – Grievance Committee – C21/22 – 107

A correction to paper C21/22 – 107 was received in advance of the meeting to make it clear that the Head of Department in the case was represented by a UCU rep. There were no other comments or questions on this item.

Council noted the report from the Grievance Committee.

Action: Consider appropriate process for reporting on grievances as part of root and branch review.

7472 – Senate minutes

Council noted the unconfirmed open Senate minutes from its meeting on 8 June 2022.

7473 – Programme of Meetings for 2021/22 – C21/22 – 108

Council noted the programme of Council meetings for 2022/23 and noted the draft business for the first meeting of the year. The Chair asked members of Council to think about topics they would particularly like to discuss at the strategy day or as part of the development evenings.

- Wednesday, 13 October 2022, 9.30am – Development Day (Macdonald Bath Spa Hotel)
- Thursday, 24 November 2022, 9.30am (Council Chamber)
- Thursday, 23 February 2023, 9.30am (Council Chamber)
- Wednesday, 15 March 2023, 9.30am (venue tbc)
- Thursday, 4 May 2023, 9.30am (Council Chamber)
- Thursday, 13 July 2023, 9.30am (Council Chamber)

7474 – Any Other Business

It was noted that this was the final Council meeting for Marion Harney, Malcolm Holley and Marcelle McManus. Council thanked Professor Harney for her work as a Council member and the Chair presented her with a certificate. Council also placed on record its thanks to Malcolm Holley and Marcelle McManus for their contributions to Council.

One agenda item and sections of two further items have been redacted either because they pertain to information relating to individual members of the University, or because they are commercially confidential.
