1. **Declarations of Interest**

**Noted:** That the declaration of interest made by the Chair, Mr Anil Ruia, in relation to his role on the HEFCE Board and previously declared, remained relevant to some items on the agenda. The Chair also declared an interest in relation to his membership of the Board of the Central Manchester Foundation Trust. The interests of the President and Vice-Chancellor as a Council Member of the Royal Society, and for Mr Will Spinks as a member of the AHUA Executive and as a member of the Joint Negotiating Committee of USS, previously declared, were noted.

2. **The role of the Board of Governors**

**Received:**

(i) Statute VI of the statutes of The University of Manchester  
(ii) The Membership of the Board of Governors from 1st September 2015  
(iii) The Annual Programme of Work for the Board of Governors  
(iv) The revised Scheme of Delegations, brought forward for approval by the Board of Governors.

**Noted:**

(1) That the Board received information on its primary responsibilities under Statute, its membership from 1st September 2015, the annual programme of work outlined, and on the use of the Board’s delegated authority within the Scheme of Delegations brought forward by the Deputy Secretary.

(2) That the Scheme of Delegations would include, in relation to the Board’s financial and fiduciary responsibilities, reference to the delegation from Finance Committee to the Subsidiary Undertakings Sub-committee and its obligations as a Charity.
(3) That the Scheme of Delegations had been reviewed since it last consideration by the Board and was presented for formal approval. Assuming this received approval, the Statement on Primary Responsibilities should be amended to reference it appropriately.

Resolved: The Board of Governors approved the Scheme of Delegations.

3. Minutes

Noted: That the minutes of the 8th July 2015 should be amended under Agendum 13 Board Committee Reports, (c) Staffing Committee, to specify that the authorisation agreed by the Board related only to staff identified as “at risk” on the redeployment scheme.

Confirmed: Subject to the amendment above, the minutes of the meeting held on 8th July 2015

4. Matters arising from the minutes

Received: A report summarising ongoing actions or business consequent on decisions previously taken by the Board.

Noted:

(1) That the Deputy President and Deputy Vice-Chancellor provided an update on the Royce Institute. The £235m Sir Henry Royce Institute for Materials Research and Innovation, will be based at The University of Manchester with facilities at the founding partners, comprising the universities of Sheffield, Leeds, Liverpool, Cambridge, Oxford and Imperial College London. The institute will focus on developing 14 key areas of materials research, of which graphene will be one, grouped into four themes: Energy, Engineering, Functional and Soft Materials. Since the announcement, the University had been in detailed discussion with the Department for Business, Innovation and Skills on the business case, but the process had been subject to some delay. Further clarity had developed in relationship to the ownership of the building, which the University would seek to retain, and its placement on the University campus. Work was continuing on the governance model and workshops were being held with partners to discuss respective contributions.

(2) That further to the discussion and information provided at the Board training event in June 2015, the Prevent Duty was published in late September. Under legislation, institutions now have to have "due regard to the need to prevent individuals from being drawn into terrorism". This means that institutions have a statutory duty to engage with the government’s Prevent agenda. The government has published guidance setting out what steps higher education institutions are expected to take to meet this duty and further guidance, in relation to HEFCE’s monitoring role in respect of the duty and its application within universities, is anticipated in November. An item on this would be provided at the February meeting of the Board of Governors, thereby enabling the Board of Governors to fulfil its responsibilities in relation to this Duty.

5. Summary of business prepared by the Deputy Secretary

Received: A report prepared by the Deputy Secretary on the main items of business to be considered at the meeting.
6. Chair’s report

(a) HEFCE update

Reported

(1) That the Higher Education Green Paper was likely to be published in mid-October. The paper was expected to provide further details on proposals for the Teaching Excellence Framework, Widening Participation, the future of Research Funding, a simpler regulatory landscape and ways in which the regulatory burden on HE Providers might be reduced.

(2) That although the future role of HEFCE was unclear, as its funding responsibilities had reduced in recent years, it remained principal regulator in relation to exempt charities, provided regulatory oversight and remained responsible for elements of research funding.

(b) IT Transformation

Reported:

(1) That the Chair of the Board of Governors had received a letter from the Campus Trade Unions in relation to the ongoing IT Transformation project. In acknowledging receipt, he had confirmed that he had decided to bring this to the attention of the Board and it was circulated to the Board in advance of the meeting.

(2) That separately, because of its content and because the letter had been circulated within the University, the Registrar, Secretary and Chief Operating Officer had provided a response in his capacity as Head of the University’s Administration. A copy of this response was also circulated to the Board.

(3) That the Chair, supported by the President and Vice-Chancellor and the Registrar, Secretary and Chief Operating Officer provided an outline of the process through which the IT Transformation project had been brought forward. In terms of governance, it had been raised within the Board of Governors at the Planning and Accountability Conference in March, following an assessment undertaken within the University’s IT Advisory Board. The proposals had then developed through the University’s Change and IT Projects Subcommittee (of PRC) and the Board’s Staffing Committee, in June 2015, had undertaken an assessment of the staffing implications and made the necessary recommendations to Chair of the Board of Governors, which were approved. This approval provided authority only for the operation of the voluntary scheme, noting that any further procedures would require further approval by the Board, through the Staffing Committee.

(4) That the meetings with campus trade union meetings to discuss IT Transformation were described, in addition to the five formal consultations in relation to the Voluntary Severance scheme. As indicated above, the Board was advised that if the University moved to consider compulsory redundancies, the Staffing Committee and the Board of Governors would be required to approve this under Ordinance, and a separate consultation with the trade unions would be initiated, should this prove necessary.
Noted:

(1) That the Chair of the Staffing Committee confirmed that the Staffing Committee had given full and proper consideration to the staffing proposals resulting from IT Transformation and highlighted the comprehensive rationale that was brought forward to the Committee for the restructure. The Staffing Committee had therefore offered its full support and made the necessary recommendations.

(2) That a Senate representative of the Board in Category 3 indicated that there was some concern among academic staff members that the rationale, changes and proposals had not been communicated effectively and that the University should ensure this was reaching relevant staff, including those in the wider academic community.

(3) That the General Secretary of the Students’ Union raised the timing of IT Transformation and proposals alongside changes to the redeployment scheme and implementation of the Review of the Life Sciences of Cognate Disciplines. In responding the President and Vice-Chancellor commented on the uncertainties of the current climate and the likely impact of future funding decisions. It was for this reason that action should not be delayed.

(4) That the Board of Governors noted the need for careful risk management in determining and securing outsourcing options.

(c) Membership of Board Committees

Reported:

That the membership of the Board’s principal committees and associated groups was follows:

AUDIT
Mr Stephen Dauncey (in the Chair)
Mr Mike Wildig (Independent Member)
Dame Sue Ion
Mrs Christine Lee-Jones
Mr Edward Astle

NOMINATIONS
The Pro-Chancellor (Mrs Gillian Easson) (in the Chair)
Appointed by the Board of Governors
Ms Iram Kiani
Mr Andrew Spinoza
Professor Chris Taylor
Nominated by the General Assembly
Professor Sir Robert Boyd (re-elected from 1 September 2015)
Mrs Catherine Barber-Brown (elected from 1 September 2015)
Mrs Susan Lipton (elected from 1 September 2015)
Mr Wakkas Khan
Vacancy (elected position)

FINANCE
Dr John Stageman, (in the Chair)
Dr Neil McArthur
Mr Paul Lee
Mr Colin Gillespie (from 1 March 2015)
Mrs Dapo Ajayi (from 1 September 2015)
Professor Colette Fagan
The President and Vice-Chancellor (ex officio)
The General Secretary of the Students’ Union (ex officio)

STAFFING
Mr Edward Astle, (in the Chair) (from 1 September 2015)
Mr Paul Lee
Mr Anil Ruia (from 1 September 2015)
Dr Caroline Jay
Professor Colette Fagan

REMUNERATION
The Chair of the Board of Governors (in the Chair)
Mr Colin Gillespie (from 1 September 2015)
Mrs Christine Lee-Jones
Dr John Stageman (ex officio, as Chair of the Finance Committee)
The President and Vice-Chancellor (except in relation to matters affecting the remuneration of the President and Vice-Chancellor) (ex officio)

SUBSIDIARY UNDERTAKINGS SUBCOMMITTEE
Dr John Stageman (in the Chair)
Mr Colin Gillespie (from 1 September 2015)
The President and Vice-Chancellor (ex officio)
Vice-President (Vice President Research and Innovation)
Registrar, Secretary and Chief Operating Officer

REPRESENTATIVES ON OTHER UNIVERSITY COMMITTEES (excludes ex officio positions)
Mr Michael Crick , Manchester University Press Board
Mr Gary Buxton (from 1 September 2015), Mrs Christine Lee-Jones and Dr John Stageman, Awards and Honours Group.

(d) Draft Standing Orders

Reported:

(1) That under Statute VIII, and subject to the laws of the University, the Board, and Senate shall each have power to separately make, amend or revoke standing orders governing the proceedings of their meetings and the conduct of their business.

(2) That these Standing Orders shall apply to the Board of Governors and its subcommittees. Subcommittees shall be defined as those permanent and regular committees with fixed membership specialising in the consideration of particular areas of business within the remit of their parent body.

(3) That the Standing Orders had been brought forward following the review of Board Effectiveness undertaken in the previous academic year.

Resolved: That, with minor amendment, the Standing Orders should be approved.
7. Secretary's report

Noted: Following the recent call for nominations within the University, Professor James Thompson had been appointed as the Senate Representative on the Planning and Resources Committee, for a three year term with effect from 1 September 2015, there being no need for a ballot of Senate members.

8. Report from the Division of Development and Alumni Relations and Report from the Gift Oversight Group

Received: The Annual Report of the Gift Oversight Group to the Board of Governors was provided for the information of the Board of Governors. In addition, the annual progress report on the work of the Division of Development and Alumni Relations was provided for consideration by the Board of Governors. The Director of the Division of Development and Alumni Relations attended for this item.

Reported:

(1) That Professor Martin Humphries presented the annual report from the Gift Oversight Group to the Board of Governors. Also provided was a progress report on the work of the Division of Development and Alumni Relations which was presented by Mr Chris Cox.

(2) That the Gift Oversight Group (GOG) has held five meetings in 14/15 and considered 49 gift approaches of which 48 had been approved and one had been declined. This was a 25% increase in the number of gift approaches considered by the Group compared to 13/14.

(3) That all gifts of above £100,000 in value or any gift which will bring a donor’s cumulative giving to £100,000 must go to the Group for consideration against criteria approved by the Board. In addition, it is the responsibility of the Director of Development to ensure that any other gifts below £100,000 where he considers that any potential ethical or reputational issue may arise must also go to the GOG for review and consideration.

(4) That the Chair, Professor Martin Humphries, Vice-President & Dean, Faculty of Life Sciences, took on the role of Chair from January 2015, succeeding Professor Ian Jacobs, Vice-President & Dean, Faculty of Medical and Human Sciences. He was supported by the Deputy Chair - Professor Nalin Thakkar, Associate Vice-President (Compliance, Risk & Research Integrity). The other members were as follows:

- Professor Kersti Borjars, Associate Vice-President (Teaching, Learning & Students)
- Dr. Nick Merriman, Director of Manchester Museum
- Mr. Steve Mole, Director of Finance
- Mr. Chris Petty, General Counsel
- Professor James Thompson - Associate Vice-President, Social Responsibility

(5) That no special meetings were convened beyond standard meetings this year and no cases required consultation with the lay member of the Board of Governors nominated for this purpose (Mr Robert Hough). Sue Ion, Deputy Chair of the Board of Governors, will take on this role from 2015/16 onwards in succession to Robert Hough.

(6) That minor amendments were made to the due diligence template during the year. The Group feels comfortable that the criteria used to assess each donation and the information made available to members provides sufficient detail and context for their decision-making processes.
That a streamlined process for ‘repeat’ donors continues to be used (i.e. for donors previously considered and approved by the Group, where a further gift is to be asked for or has been offered). This ensures that any matters of relevance which had come to light since the Group’s original decision are brought to the attention of the Group.

That strengthening of the research team and associated information resources during the year within the Division of Development and Alumni Relations (DDAR) assisted the work of the Group. The Group has continued to review its procedures as part of its commitment to best practice in gift acceptance processes. While no matters of concern have been identified, a further thorough review is planned for the coming year.

This was the second publication of an annual review document of the Division of Development and Alumni Relations, which aimed to inform a wide range of external and internal stakeholders about the Division’s work, including donors, alumni, University leaders, student volunteers, and academic or Professional Support Service staff colleagues.

That as was highlighted, the 13/14 year had represented something of a breakthrough year in terms of philanthropic income, which doubled to £19.5M. As a result, the Division increased the previous income target for 14/15 (the year reviewed in this document) from £13.5M to £17.5M, planning for a stronger position from which they could build towards an increased target of £35M in cash income per annum by 2020. As the report outlined, the generosity of a wide range of donors has meant that, with £18.0M received, this was ahead of both original and increased targets.

That the year saw a number of new developments, including the University’s first Philanthropy Day, where over 600 donors engaged across campus, and where the Division inaugurated two new major donor circles, the Beyer and Langworthy Circles, named after two landmark 19th century philanthropic supporters of the University. Numbers of alumni engaged directly in student recruitment and experience projects, and alumni donor numbers, both rose strongly again to new record highs, and alumni response to social media communications saw the University clearly leading the UK University ‘pack’. The Division’s work was recognised through a number of national and international awards during the year, including a ‘Highly Commended’ award at the Times Higher Education University Awards in the ‘Outstanding Fund-raising and Alumni Relations team’ category, and multiple UK and international awards for partnerships engaging alumni with the careers and employability agenda, including a Bronze Award at the CASE International ‘circles of excellence’ award.

That the year also saw the largest personal gift yet in the University’s history, the £15M pledged commitment to Manchester Business School by Lord David Alliance of Manchester and his Family Foundation (of which the first £2m is included in the income figures above). This would help transform the School’s facilities and provide flexible funding to attract and support the very best students, teachers and researchers.

Noted:

That the Group operate with a clear distinction in respect of grants and gifts. Grants or contracts will differ in that the external entity will typically fund activity with a defined scope and purpose undertaken by the University with the expectation of an outcome that directly benefits or is of use to the provider. While gifts will typically provide more latitude to the University in terms of their application, there may still be restrictions agreed on their application.

That an area of challenge for the Group is in respect of conducting due diligence on donors based overseas, or whose principal areas of business activity are overseas. In
some circumstances this can mean that it is difficult to acquire the material required to reach a fully informed judgement.

(3) That one potential gift that had been declined because the due diligence had raised some concerns and, in addition, the Group had been unable to gather additional information or assurances on the source of funding proposed.

(4) That as the Group is heavily reliant on information gathering, the Group was asked if there was sufficient resource to deliver the due diligence reports required. In response, Professor Humphries provided an assurance that the quality of the due diligence work undertaken by the Division was sound, and that the capacity was there to deal with additional cases.

(5) That in considering Research or Sponsored awards, assessment and due diligence is also undertaken and a key consideration is the ability of the University to provide open access to findings and re-use, where issues in relation to ownership of intellectual property permit.

(6) That in respect of large scale commercial providers, whose owners or directors might make donations to the University in a private capacity, the open procurement rules and strict application of criteria in associated procedures prevented unethical benefit. In addition, there was also a robust assessment undertaken in the gift acceptance process.

(7) That the Board of Governors acknowledged the team effort in delivering such a successful year in terms of the Division, while noting that the financial outcome was not the focus, rather the aims and outcomes and what could be delivered in partnership with our alumni and stakeholders.

(8) That members noted the breadth and depth of alumni with extensive, high level experience and contacts in areas where the University has prioritised the need for advisory networks, critical friends and influencers, and recognised that Board members may be able to support and provide introductions as part of this work.

(9) That members also asked about the alumni support for entrepreneurialism among students and they were informed that there were alumni and donors (notably in Graphene) providing advice to student start-ups. Although UMI is very successful in comparison to the sector and the successes of some spins-out was comparable to US levels of performance, the prevalence of student-led start-ups was low.

9. Report of the Research Compliance Committee

Received: The annual report of the Research Compliance Committee. The report was presented by Professor Nalin Thakker, Associate Vice President for Compliance, Risk and Research Integrity.

Reported:

(1) That this was the first report to the Board of Governors outlining the activities of the University’s Research Compliance Committee (RCC).

(2) That RCC is responsible for ensuring that the University has appropriate policies, procedures and facilities in place to assure itself of compliance with external legislation and regulations affecting research.

(3) That the report seeks to provide assurance to the Board of Governors that the University is compliant with external regulation/legislation and has processes in place to manage quality and risks.
That the drivers for the presentation of the Report included the Clinical Trials Directive, the requirements and standards set by the Human Tissue Agency, and those set by other regulatory bodies and agencies. This consistency of approach and oversight had been introduced in recent years to provide additional assurances and ensure a joined-up and structured approach to standards.

That, through the oversight of the Research Compliance Committee, chaired by Professor Nalin Thakker, roles and responsibilities had been clearly identified, accountability had been set and agreed, and those appointed to these responsibilities had been charged with bringing forward standard operating procedures, systems of quality assurance and appropriate monitoring.

That this inclusive approach is seeking to control, limit and mitigate risk, recognising that the reputational damage arising from a material failure would be significant and could lead to significant financial penalties and disruption. Notably, for this institution, the suspension of the University’s licence to conduct tissue work would affect activity in more than thirty areas.

Noted:

(1) That the Board commended the Associate Vice President for Compliance, Risk and Research Integrity for a clear and comprehensive report, and on his leadership of the movement from a distributed model towards a consistent approach that identified responsibilities and provided clear oversight.

(2) That members of the Board also asked about the oversight of animal work. The Associate Vice President for Compliance, Risk and Research Integrity provided information on a detailed review of the University’s animal facility, which had concluded that operations were sound with good practice identified and a number of minor recommendations to pursue. This review had followed reports of concerns at Imperial College in respect of its duty to maintain legal animal welfare standards. The Board were also provided with additional information on small animal work within the University’s research and, for any members seeking additional information or assurances, a visit to the facility could be arranged. Given the controversial nature of such research work, the University was also mindful of the risks in relation to terrorist activity and relevant action plans had been agreed.

(3) That in responding to questions about additional assurance and committees, Professor Thakker provided additional information on the representation he provided across compliance committees and how this reporting is brought together within the Research Compliance Committee. The Annual Performance Review process also documents local levels of compliance and provides additional checks and balances. Emerging risk is also addressed within the Risk and Emergency Management Group, and then referred to standing committees as appropriate.

(4) That the oversight of radioactive substances was controlled through the oversight of the Safety, Health and Environment Committee.

10. President and Vice-Chancellor’s report

(a) The Report of the President and Vice-Chancellor to the Board of Governors Reported
That since the Board last met, the Chancellor of the Exchequer, George Osborne, has delivered his Summer Budget Statement. Key announcements relating to higher education were:

- the conversion of undergraduate student maintenance grants (excluding the Disabled Students’ Allowance and childcare grants) to loans for new students from England from 2016–17, with repayments at the same threshold as tuition fee loans (£21,000);
- the increase of total maintenance support allowance for these students to a maximum of £8,200 per year (with an additional London weighting for those studying in London), operating on a similar sliding scale to existing maintenance grant payments;
- the launch of a consultation on freezing the current student loan repayment threshold for English students at £21,000 for five years;
- the introduction of inflation-linked rises in tuition fees for those English institutions ‘offering high quality teaching’; and
- the creation of new ‘Regius Professorships’ to recognise scientific excellence in universities across the UK, to be awarded near to the Queen’s 90th birthday.

That the Budget did not formally set the departmental spending envelope, nor did it announce what period the spending review would cover, though as the Department for Business, Innovation and Skills (BIS) is ‘unprotected’ it is likely to be subjected to the need for significant saving, probably in addition to the savings already announced. Accordingly HEFCE is continuing to urge institutions to exercise prudence.

That as the University enters the CSR period, along with a number of institutions in the sector, the President and Vice-Chancellor reported that the University was likely to return strong financial performance figures for the 2014-15 academic year. However it would expect to see a very significant erosion of surpluses in future years which will pose problems for planned investment in infrastructure and people. This will add complexity to messaging both internally and externally, especially as actions are taken to ensure that it able to withstand the challenges ahead.

That for Manchester this means that the University needed even more focus on generating income and making savings in order to meet likely cuts while financing existing commitments and still investing to realise its ambition to be a leading global university. To this end the University would continue to be focused on developing additional income streams (for example philanthropy, improved cost recovery on RGC grants, including more effective pricing, and distance learning). The University would also develop proposals for supporting its international agenda (particularly in US and emerging markets) and to have an ambitious presence in the distance learning market. To complement this, attention was also focused on securing efficiency savings, notably, sharing of research infrastructure, efficiencies in how teaching and assessment is organised and delivered, standardisation of processes, including in IT, a major transformational project to meet future IT needs. In addition, the University would seek to ensure that it was well placed to realise any opportunities that might arise, particularly for capital, as the Government seek to invest in areas that progress their plans. The University was, therefore, working closely with the City and region to identify a number of “asks” that might create opportunities.

That maximizing the quality and number of the 2015 student intake, while being mindful of the importance of the student experience and widening participation, has been an ongoing priority for the 2015 student recruitment cycle.
That students are at the very core of the University's mission as an educational institution, and assuring a high quality educational and wider experience is one of its highest priorities. This year the University have completed surveys for taught students on both undergraduate (National Student Survey NSS) and postgraduate programmes (Postgraduate Taught Experience Survey PTES).

That the “Academic Ranking of World Universities” (ARWU), is generally regarded by research-led universities around the world as one of the most reliable of international rankings. Manchester has previously identified the ARWU Index as a primary indicator of its international standing and competitiveness and continues to attach importance to its findings. However, as the President and Vice-Chancellor had highlighted previously, the ARWU does not assess most of its disciplines in humanities or in subjects allied to medicine, many of which are particularly strong in Manchester. That is why, in the refresh of Manchester 2020 approved by the Board in July, the Board and University have adopted the new key performance indicator for global standing, which will be monitored through a wider range of international rankings: “To be recognised as one of the 25 leading universities in the world, with 20% of subject areas in the top 20, as measured by our position in international league tables.”

That Professor Richard Reece, Associate Vice-President for Teaching, Learning and Students provided an additional report on student numbers, noting that UG performance was on target and that numbers of postgraduate taught students was slightly above target. The number of postgraduate research was, however, slightly down on target. International recruitment had remained steady, with over 10,000 international students studying at the University.

Noted:

(1) That the Board recorded its gratitude to all the staff involved in recruitment and admissions of students, centrally and in Faculties and Schools, for the contributions they have made to realising the 2015 student intake, especially given all the complexities and uncertainties associated with this year’s admissions cycle.

(2) That members of the Board commented upon league table performance and the component effect of NSS performance on the position of the University in some of the tables. There had been some debate about changes in tables and, for some, issues with their credibility. The University would seek access to the methodology of these tables, noting that some of the component measures have a disproportionate effect on overall position. In some of those measures the University would seek to improve performance, for others the considerations that drive the measure would require additional reflection and investigation (e.g. proportion of first and upper second class degrees offered). In addition, for some of the measures, there was a significant lead time between changes made and their realisation within league table measures.

(3) That further information on NSS performance would be provided to Board members at the Planning and Accountability Conference.

Report from the Director of Compliance and Risk

Received: A report from the Director of Compliance and Risk on risk issues within the University and including the Quarter 2 Accident Statistics.

Reported:
1. That a significant accident had occurred on campus involving a contractor and this was being investigated.

2. That the statistics from the second quarter had shown a rise in the number of accidents reported. This could possibly be attributable to some campaign work that the University had undertaken, which had resulted in increased reporting of incidents, however, further analysis was underway in order to better understand the rise in reports.

(c) Report to the Board of Governors on exercise of delegations

Reported:

1. That acting on behalf of Senate and the Board of Governors, and on the recommendation of the relevant Head of School and Dean of the Faculty, the President and Vice-Chancellor awarded the title of emeritus/emerita professor to:
   - Professor Sandra Downes, School of Materials, with effect from 4th June 2015
   - Professor George Thompson OBE, School of Materials, with effect from 1st August 2015.
   - Professor Christine Barrowclough, School of Psychological Sciences, with effect from 1st August 2015.
   - Professor Alex Wilkie, School of Mathematics, with effect from 1st September 2015.
   - Professor Cay Kielty, Faculty of Life Sciences, with effect from 1st September 2015.
   - Professor Denise Osborn, School of Social Sciences, with effect from 1st September 2015.
   - Professor Peter Eccles, School of Mathematics, with effect from 30th September 2015.
   - Professor Alan McKane, School of Physics and Astronomy, with effect from 1st October 2015.
   - Professor Mona Baker, School of Arts, Languages and Cultures, with effect from 1st October 2015.
   - Professor Garry Procter, School of Chemistry, with effect from 1st October 2015.

2. That, acting on behalf of the Board of Governors, and on the recommendation of the Vice-President and Dean of the Faculty of Engineering and Physical Sciences, the President and Vice-Chancellor appointed Professor Simon Rowland, as Head of the School of Electrical & Electronic Engineering for the period 14 September 2015 to 30 August 2018.

3. That, acting on behalf of the Board of Governors, and on the recommendation of the University’s Awards and Honours Group, the President and Vice-Chancellor approved the award, at a ceremony on a date to be confirmed, of the Medal of Honour to the following individuals:
   - Mr Robert E Hough, CEB, DL
   - Dr Brenda Smith BA, MBA, DLitt, ACA

4. That, acting on behalf of the Board of Governors, the Chair of the Board of Governors, approved the extension of the second term of Dr Krishnamurthy (Raj) Rajagopal as Chair of the UMI3 Board, with effect from 1 May 2016 to 31 December 2016.

5. That, acting on behalf of the Board of Governors, the President and Vice-Chancellor approved the addition of the following member of staff to the list of the University’s authorised signatories, for the purpose stated:
   - Mr James Baker, Business Director, National Graphene Institute (NGI), for the purpose of signing confidentiality agreements in relation to the NGI (provided such confidentiality
agreements are in the standard unchanged template as agreed with the Contracts Team with effect from 10 September 2015).

(6) That pursuant to General Regulation VII.4, the Common Seal of the University has been affixed to instruments recorded in entries 1574 to 1611:

<table>
<thead>
<tr>
<th>Seal Orders</th>
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<tbody>
<tr>
<td>1574. Lease relating to Room G31, ground floor and part of first floor, Core Technology Facility between the University of Manchester (Tenant) and the University of Manchester Innovation Centre Limited (Landlord) (2 copies)</td>
</tr>
<tr>
<td>1575. Intermediate building contract between the University of Manchester and Benjamin Armitage (Hyde) Limited in relation to replacement of air conditioning and lighting at Sugden Sports Centre (2 copies)</td>
</tr>
<tr>
<td>1576. Minor works building contract between the University of Manchester and Armitage Construction in relation to renewal of lighting and pipework insulation in 30 plant rooms (2 copies)</td>
</tr>
<tr>
<td>1577. Shareholders’ agreement between the Academics, the University of Manchester and Sci-Tron Limited (2 copies)</td>
</tr>
<tr>
<td>1578. Subscription agreement relating to Bioxydyn Limited (1 copy)</td>
</tr>
<tr>
<td>1579. Lease – Opal Hall, Cavendish Street, Manchester between Athena Asset 7 S.A.R.L. (Landlord) and the University of Manchester (Tenant) (1 copy)</td>
</tr>
<tr>
<td>1580. Power of Attorney to patent agent Raimonda Karapici, Albania in respect of Allergen Delivery Inhibitors (1 copy)</td>
</tr>
<tr>
<td>1581. Loan agreement between the University of Manchester and DMIST Research Limited Deed of Variation (1 copy)</td>
</tr>
<tr>
<td>1582. Shareholders’ agreement between the Academic, the University of Manchester, the Central Manchester University Hospitals NHS Trust and Clin-e-cal Limited (1 copy)</td>
</tr>
<tr>
<td>1583. Learning Commons Settlement of Release between Wates Construction Limited, Saint Gobain Glass, France and the University of Manchester (2 copies)</td>
</tr>
<tr>
<td>1584. Jodrell Bank Project, GPS schedule 2A Contract between the University of Manchester and Capita Property and Infrastructure Limited (2 copies)</td>
</tr>
<tr>
<td>1585. Simon Building Improvement works Intermediate building contract between the University of Manchester and Armac Performance Contracting Limited (2 copies)</td>
</tr>
<tr>
<td>1586. Zochonis Building EEG Refurbishment Intermediate building contract between the University of Manchester and Armac Performance Consulting Limited (2 copies)</td>
</tr>
<tr>
<td>1587. MBS Precinct Project Lease surrender Unit A4 Spar between the University of Manchester (landlord) and James Hall and Company Limited (tenant) (1 copy)</td>
</tr>
<tr>
<td>1588. Intermediate Building Contract between the University of Manchester and Armitage Construction re MVU Post Grad Cat 2 Lab Expansion (2 copies)</td>
</tr>
<tr>
<td>1589. Professional appointment documents between the University of Manchester and Benjamin Armitage (Hyde) Limited re Sackville Street Building re-wire project (2 copies)</td>
</tr>
<tr>
<td>1590. Consultants collateral warranty relating to a project at Fallowfield for student accommodation between Turner &amp; Townsend Project Management Limited, Mubadala Infrastructure Holdings Company Limited and the University of Manchester (3 copies)</td>
</tr>
<tr>
<td>1591. Contract for the provision of engineering and professional consultancy services between Turner &amp; Townsend Project Management Limited and the University of Manchester relating to a student accommodation project (2 copies)</td>
</tr>
<tr>
<td>1592. Counterpart Deed of Covenant relating to under lease of part of the 3rd floor (Area 1 and 2) of Citylabs, Oxford Road, Manchester between Citylabs Limited (Landlord) and the University of Manchester (Tenant) (1 copy Area 1 and 1 copy Area 2)</td>
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<td>1593. Counterpart Lease relating to part of the 3rd floor (Area 1 and 2) of Citylabs, Oxford Road, Manchester between Citylabs Limited (Landlord) and the University of Manchester (Tenant) (1 copy Area 1 and 1 copy Area 2)</td>
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<td>1594. Counterpart Licence for Alterations relating to part of the 3rd floor (Area 1 and 2) of Citylabs, Oxford Road, Manchester between Citylabs Limited and the University of Manchester (1 copy)</td>
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<td>1595. 100-120 London Road, Manchester. Transfer between Executors of Mrs C E Talbot (deceased) and the University of Manchester (1 copy)</td>
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<tr>
<td>1596. Deed of Release relating to Quad Buildings between the University of Manchester and UMSS Limited as trustee of the University of Manchester Superannuation Scheme (3 copies)</td>
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<td>1597. Engineering and Construction Contract between the University of Manchester and Connell Brothers Limited in relation to demolition works for MECO (2 copies)</td>
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<tr>
<td>1598. Small works contract various University building refurbishments between the University of Manchester and Armac Performance Contracting Limited (2 copies)</td>
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<tr>
<td>1599. Roscoe Building Phase Two Ground floor foyer refurbishment Intermediate building contract between the University of Manchester and Benjamin Armitage (Hyde) Limited (2 copies)</td>
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11. Board committee reports

(a) Audit Committee

Received: The minutes of the meeting held on 22 September 2015, including the Annual Opinion of the Internal Auditors, the Corporate Governance and Public Benefit Statements and the University Risk Map and supporting University risk register.

Reported:

(1) That the Committee reviewed its annual programme of work and noted that this should provide an opportunity for a thorough review of the risk registers, noting in particular, that the outcome of the Comprehensive Spending Review was a significant area of risk for the University. This might take place at the January meeting of the Committee. Within this annual examination of the risk registers, the Audit Committee should focus on at least two areas, inviting Senior Officers to present on the controls and activities in place to mitigate them.

(2) That the Committee received a report on disclosures and follow-up work underway under the Public Interest Disclosure Period. An update on the project to provide on-line registers of interest was also provided.

(3) That the internal auditors had completed five substantive reviews and a follow-up review of Study Abroad. In addition, as part of the 2014/15 agreed audit programme, Uniac had undertaken a post audit review exercise, to gain assurance that agreed management actions captured within finalised Uniac reports have been fully implemented.

(4) That the audit of the Construction Partnering Framework (“the Framework”) sought to provide independent assurance that the procurement of the involved appropriate competition, was transparent and complied with European Union Procurement Regulations. Uniac provided positive assurances on the processes
used to design, develop and let the framework, and their work demonstrated value for money (which covers a number of factors including and beyond cost) was a core element of the strategy the University developed and, at this point, Uniac were therefore able to offer substantial assurance that the system of internal control and governance was effective. They were also able to offer substantial assurance that the system of internal control was efficient and economic.

(5) That an internal investigation into allegations of fraud in one School identified significant weaknesses in financial control surrounding academic conferences. The Director of Finance therefore requested an audit in this area to establish if controls over conferences elsewhere in the University are more effective. The audit highlighted a lack of compliance with the University’s Financial Regulations (which has a specific section on conferences).

(6) That in terms of the overall internal audit plan it was noted that a third of the days related to financial audit and data quality, with the remainder focused on other areas as derived from the risk register and the question was posed as to whether the University was content with this balance. Uniac would review the balance of activity with management.

(7) That the Committee considered the draft internal audit annual opinion, which is prepared for the Audit Committee and the Board of Governors, and provided to HEFCE each year.

(8) That the external auditors provided their interim conclusions memorandum to the Committee at this meeting. Ernst and Young (E&Y) had completed their planning procedures. Their planned controls procedures (including IT general controls) were almost complete and will be further updated and concluded during September. There were some minor control recommendations (not impacting on their overall position) and they were well advanced in their audit of the subsidiaries. They reported that the entire Finance team had been accessible, open, and amenable to questions and fresh challenges on emerging issues. They also indicated that Finance and IT teams were open to potential improvement ideas.

(9) That E&Y reported a potential issue in respect of accounting for income that might be recovered under the Research & Development Expenditure Credit (“RDEC”). This was an HMRC scheme intended to provide tax incentives for research and development. As expected, the eligibility of universities to claim was removed by the Chancellor of the Exchequer in his Budget on 8 July 2015. The University has submitted an RDEC claim for c.£13.5 million in respect of the 2012/13 and 2013/14 financial years. Payment was received in August 2015 in respect of these claims. E&Y were minded to agree with BUFDG FRG that a reasonable estimate of the claim for 2014/15 should also be recorded in the 2015 financial statements where there is entitlement and an intention to claim. In terms of the management view, the difficulty was that the likely claim would not be known until the TRAC exercise had been completed, and this made the calculation of an estimate particularly difficult. Although some universities intended to recognise this income, the University was of the firm view that a prudent approach should be adopted and that the income should not be recognised. In considering this, members of the Committee noted that a prudent approach seemed appropriate in circumstances, though it recognised that this would need further consideration between management and the audit team.
(10) That the Corporate Governance and Public Benefit Statements were reviewed by the Committee and are provided as an Appendix to the minutes.

(11) That the Committee reviewed the latest iteration of the risk maps and registers and the University Map and underpinning register is provided as an Appendix to the minutes. The Committee noted that while sector level risks were separated from University risks, an analysis of the combined position was not presented within the maps or registers. The Committee appreciated that the funding landscape was particularly uncertain and there was a risk that some of the sectoral issues identified would have a disproportionate effect on the University, given its scale and the level of activity. The risks to the University’s financial position are an amalgamation of both pressures in the sector e.g. the outcome of the Comprehensive Spending Review, the capital programme and the ambitious strategic targets agreed. In addition to the maps and registers, the Committee agreed that it would be helpful to see a narrative assessment of the most significant areas of risk. The Committee would revisit the maps and registers in November, and seek to identify further information, where necessary, to support the examination of key areas that it would undertake at the January meeting.

Noted:

(1) That in considering the Risk Registers, the Board noted that an additional narrative section on the key areas of risk and their control and mitigation would be helpful in reaching conclusions about the robustness of the risk management framework. This would be developed for the next iteration of registers in January 2016. Additional risks would be introduced, both strategically in respect of the likely impact of the CSR and operationally, in relation to the Prevent duty.

(2) That the Committee would consider the Risk Registers again at the November meeting, and more intensively at the January meeting, where operational leads would be invited to allow the Committee to assess the mitigation in further detail.

(b) Finance Committee

Received: The minutes of 21 September, including the July management accounts and minor revisions to the terms of reference.

Reported:

(1) That Finance Committee approved the terms of reference subject to the following amendment:

Item 6. To meet according to a pattern devised to fulfil these duties and responsibilities, which normally will require at least four meetings each year. The quorum shall be at least two lay members.

(2) That an updated business case for acquisition of shares by a debt-equity swap in BGTM Ltd was presented to Finance Committee having been presented to Finance Sub Committee on 15 September. Finance Committee confirmed approval of the debt-equity swap. Finance Committee also noted that they were content with the documentation and what the debt-equity swap represents.

(3) That Finance Committee received an update on the capital programme and noted the progress that had been made. No projects had been completed since
the last meeting. It was reported that the problem with the brickwork in University Place that had arisen from faulty expansion joints was due to issues in both design and construction. There has been a proposal for an informal meeting to make progress on finding a remedy.

(4) That a group has been formed to look at Fossil Fuels investments and will be chaired by the Associate Vice President for Social Responsibility. That Finance Committee resolved to invite the Associate Vice President for Social Responsibility to a future meeting to present the group’s work so far. That Finance Committee also resolved to wait until the report from the Associate Vice President for Social Responsibility was received before deciding on the next steps.

(5) That Finance Committee noted updates on the new Statement of Recommended Practice (SORP) implementation, monthly financial reporting project and financial planning and budgeting project and a year-end debt report.

(6) That Finance Committee noted the management accounts for the 2014-15 year-end:
- All figures are subject to audit which is currently ongoing.
- The year-end surplus was £46.4m, £28.5m favourable to budget. Key factors were: £24.1m additional income across Shared Services; £5.4m higher tuition fees; £5.4m favourable core pay; £3.8m favourable contribution on other activities within the Faculties offset by £6.9m non-pay overspends across faculties and £3.2m lower research overhead recovery.
- The surplus of £46.4m includes year end FRS 17 pension adjustments of £16.6m therefore the underlying surplus is £29.8m which is £0.8m lower than the 2013/14 figure of £30.6m.
- Cumulative income was £1,005.0m, £63.6m higher than budget and £117.9m (13.3%) higher than prior year.
- Research income was £257.8m, £15.2m higher than budget and £44.1m (20.6%) higher than prior year.
- Pay costs were £497.6m, £2.1m adverse to budget. Pay costs (excluding ERVS costs of £0.5m) represented 49.5% of total income compared to 53.1% (excluding ERVS costs of £0.6m) in the prior year, and lower than the budgeted 52.5% (no ERVS costs budgeted).
- Non-pay costs were £353.7m which is 15.6% (£47.8m) higher than prior year and £10.5m adverse to budget.
- Cash balances stood at £387.7m which represents an outflow for the financial year of £39.7m but is an improvement on the budgeted figure of £316.5m.

Resolved: That the amendment proposed to the terms of reference of the Finance Committee was approved by the Board of Governors.

(c) Staffing Committee

Received: That the Board received the minutes of the meeting held on 8th July 2015.

Reported:

(1) That a key area of concern for the campus trade unions was the original expectations of the affected staff in joining the redeployment register. The University had, in meetings with the local officers and regional officers, provided assurances that for those circumstances where staff had joined the
redeployment register for reasons outside of restructure (eg. ill-health),
different arrangements would apply. The original report of the President and
Vice-Chancellor provided for the meeting on 10th June 2015, addressed the
concerns expressed by the unions.

(2) The University Panel that would be convened to oversee the process, chaired by
the Deputy President and Deputy Vice-Chancellor, would assess each individual
position in order to determine the arrangements that should apply.

(3) That in discussing the proposals and the papers from the campus trade unions
the Staffing Committee sought confirmation from the University that the correct
process had been followed. The Committee also agreed that an audit trail of
communications with the unions in relation to the proposal should be produced
and circulated, and that the Chair of the Staffing Committee should respond in
detail to the representations made by the unions (the response of the Chair is
provided in the Appendix).

(4) That the Staffing Committee was satisfied that there was a financial and
strategic need to proceed with the proposals and that the correct procedures
have been followed in accordance with Statute XIII and Ordinance XXIII.

(5) That the Committee was assured that all of the current cohort of staff who were
within the scope of these proposals would be offered a voluntary severance
package, the terms of which are currently subject to consultation.

(6) That the Staffing Committee was satisfied that it was not appropriate for it to
consider or scrutinise past restructures or the reasons why individual staff
members are on the redeployment register. The Committee was satisfied that
individual circumstances would be taken into account, if necessary and
appropriate, during the individual consultation stage.

(7) That the Staffing Committee received assurances that the work being
undertaken by those who are at risk was short-term or super-numerary. If this
work is required, then this will have to be budgeted for and a role created,
based on an appropriate business case.

(8) That the Staffing Committee has, in the course of its deliberations, given full and
proper consideration to the issues including possible alternatives to
redundancy.

(9) That only those “Staff at risk” who did not wish to take up the offer of voluntary
severance would be referred to the Panel, and it would then be for the Panel,
taking account of any relevant individual circumstances, to determine whether
redundancy should follow.

(10) That the recommendation arising from the meeting in relation to the voluntary
severance scheme had been considered and approved by the Board of
Governors on 8th July 2015. The Board of Governors had resolved, noting the
Committees careful and detailed consideration of the representations made by
campus trade unions and in respect of the assurances provided by the
University, that it would be appropriate to authorise the institution of Part III of
Ordinance XXIII which details the procedure of further consultation with
affected staff and which is necessary to effect the proposed redundancies if
necessary. In providing this authorisation, the Board noted that Part III will not
be instituted until all those at risk have been offered a voluntary severance
scheme, the terms of which are currently subject to consultation. The Board
further agreed that the Chair of the Board and Chair of the Staffing Committee
may decide following the conclusion of collective consultation with the Trade Unions and the operation of the voluntary severance scheme, that the institution of Part III should not proceed without further approval.

(11) That the Staffing Committee had received an update on the announcement of proposals for the Transformation of IT Services and the details of any redundancy procedures that would be proposed for staff identified as “at risk” within this process, noting that the Staffing Committee’s consideration of these issues had been reported to the Board in July 2015.
12. PRC

Received: A report on the matters considered at the meeting held on 7 July 2015 and a verbal report on those matters considered on 6 October 2015.

(1) That at its meeting on 7 July 2015, the Committee considered the draft management accounts as at the period ended 31 May 2015 and the 2014/15 rolling forecasts based on actual results to May 2015. The Committee noted that new accounting rules meant that the future reporting of research income would be very volatile and it would be difficult to benchmark across the sector. There were no further details to date about cuts to the 2015/16 HEFCE budget. The Committee also received the Minutes of the Finance Sub-Committee meeting held on 23 June 2015.

(2) That at its meeting on 7 July 2015, the Committee approved the recommendations for non-standard tuition fees to apply in 2016/17 and that the Director of Distance Learning should develop a set of principles for approval by Finance Sub-Committee / PRC to apply in the determination of the tuition fees for all distance learning provision.

(3) That at its meeting on 7 July 2015, the Committee considered the final draft of the refresh of Manchester 2020 and agreed to recommend it to the Board of Governors for approval at its meeting on 8 July 2015. The document had been produced following consultation across the University, including consideration at PRC on 12 May 2015, a strategic briefing with members of the Board on 10 June 2015, and deliberations at Senate on 24 June 2015. The final draft incorporated changes which had arisen from the consultation, and built on new or revised strategies including those for research, teaching, social responsibility and internationalisation and the Communications and Marketing Plan. The key changes included the following:

- More emphasis throughout the text on ambition, focus and distinctiveness.
- A new KPI 1 relating to ‘global standing’, which incorporated the Shanghai Jiao Tong measure as well as other international league tables.
- A new additional KPI relating to postgraduate research-to-staff ratios and postgraduate research completions.
- Removal of explicit references to 2015.
- Combining Enabling strategies 3: Managing information and 7: Quality processes into a new single Enabling strategy 6: Quality services.
- Incorporating Enabling strategy 8: Environmental sustainability into Goal three.

(4) That at its meeting on 7 July 2015, the Committee considered a report summarising the data in the Destinations of Leavers from Higher Education survey (DLHE) reporting on the destinations of 2013/14 graduates, using the Times methodology. The data would be used to measure progress for 2014/15 against the high level KPI: “By 2020, to achieve a positive graduate destinations rate of at least 85% (as measured six months after graduation in the Destinations of Leavers from Higher Education survey), ensuring that the University is ranked in the upper quartile of the Russell Group institutions on this measure.” Overall, 78.5% of UK, first degree graduates had progressed to a positive destination six months after graduation, compared with 75.7% in 2013/14 and 71.8% in 2012/13. This represented continuing significant progress against the overall 2020 target. Wider sector data was not yet available to allow analysis of the sector ranking. It was also noted that over 93.9% of respondents were in work or study, up from 92.3% the previous year. At the same meeting, the Committee received data on full-time undergraduate, postgraduate taught and postgraduate research applications for entry as at 26 June 2015 compared to 27 June 2014. The Committee noted that Home postgraduate taught recruitment continued to prove challenging in spite of the Postgraduate Support Scheme bursaries. There was an increase in acceptances from overseas postgraduate taught applicants. China remained the largest provider of
applications. It was also noted that visa and legislation requirements were being rigorously enforced by the government.

(5) That at its meeting on 7 July 2015, the Committee received the notes of the HR Sub-Committee meeting held on 19 May 2015. The Committee also received an update on the national pay award and was informed that the University was continuing collective consultation with the Trade Unions about the proposals in relation to Staff at Risk on the Redeployment Register and the discussions on the changes to the existing Redeployment Policy.

(6) That at its meeting on 7 July 2015, the Committee received the Minutes of the Capital Planning Sub-Committee meeting held on 21 April 2015 and a summary of business approved at the meeting held on 16 June 2015. The attention of the Committee was drawn to the projects for Jodrell Bank and Manchester Business School.

(7) That at its meeting on 7 July 2015, the Committee considered the final draft of the University Risk Map and Risk Register and agreed to recommend them to the Board of Governors for approval.

(8) That at the same meeting, the Committee considered the Research Compliance Committee Annual Report and recommended it to the Board of Governors for approval.

(9) That at its meeting on 7 July 2015, the Committee received a copy of the final report of the Review of Life Sciences and Cognate Disciplines. It noted that, at its meeting on 24 June 2015, Senate had endorsed the overall principles put forward by the Review Group and that final approval would be sought from the Board of Governors at its meeting on 8 July 2015.

13. Any other business

Reported: That the Chair reminded members that Foundation Day would take place on 14th October 2015, with the installation of the Chancellor, the award of honorary degrees and the launch of the refreshed Manchester 2020 document.

Close.