Confirmed

The University of Manchester

BOARD OF GOVERNORS

Wednesday, 10 February 2016

Present:
Mr Anil Ruia, (in the Chair),
President and Vice-Chancellor, Dame Sue Ion, Mr Edward Astle, Ms Naa Acquah, General Secretary of
UMSU, Mrs Christine Lee-Jones, Professor Colette Fagan, Professor Cathy McCrohan, Mr Gary Buxton,
Mr Colin Gillespie, Dr Caroline Jay, Dr Neil McArthur, Mr Andrew Spinoza, Dr John Stageman, Mrs Dapo
Ajayi, and Dr Christine Rogers, (16).

In attendance: The Registrar, Secretary and Chief Operating Officer, the Deputy Secretary, Deputy
President and Deputy Vice-Chancellor, the Director of Finance, the Director of Human Resources, the
Director of Compliance and Risk (in part), the Vice-President and Dean of the Faculty of Engineering and
Physical Sciences.

Apologies: Dr Angela Strank, Mr Paul Lee, Mr Michael Crick, Dr Pamila Sharma, Ms Iram Kiani, Professor
Liz Sheffield, Professor Chris Taylor, and Mr Chris Petty.

1. Declarations of Interest

Noted: That 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. Minutes

The minutes of the meeting held on 25th November, 2015 were approved.

3. Matters arising from the minutes

Noted: That the Board of Governors received a report on ongoing matters, for information.

4. Summary of business

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

Noted: That several Board members commented on the length and complexity of the papers
produced to support this meeting. The presentation of material should be reviewed to ensure
that summaries are provided, where possible, with clear guidance and direction on the
consideration, discussion or recommendation required by the Board and with detailed
supporting material provided in appendices rather than within the main report(s).

Resolved: That the Deputy Secretary would review the material presented and make the
appropriate changes for the presentation of the paperwork for the May meeting of the Board of
Governors.
5. Chair’s report

(a) Membership of the Board of Governors

Reported:

(1) That Mr Stephen Dauncey, currently Chief Finance Officer for Highways England and a member of the Board of Governors and Chair of the Audit Committee, had been appointed as Director of Finance at the University. He would join the University on 29th March 2016 for a handover period before formally taking up the post on 18th April 2016.

(2) That, following the announcement of his appointment, Mr Dauncey resigned from the Board of Governors, with effect from 18th January 2016.

(3) That the membership of the Board’s principal committees would be reviewed later in the year. In the meantime, Dame Sue Ion had kindly agreed to take up the role of the Chair of the Audit Committee.

(b) Higher Education Funding for 2016-17

Reported: That the Chair of the Board of Governors briefed the Board on the work underway within the Department of Business, Innovation and Skills to produce the annual grant letter. It was anticipated that this would be supplied to HEFCE in early March, allowing HEFCE to prepare their grant letters to institutions for issue in mid April 2016.

6. Secretary’s report

(a) To receive a report on the process of the appointment of the Chair of the Board of Governors, from 1 September 2016.

N.B. Mr Edward Astle and Dr John Stageman left the meeting for this item.

Reported:

(1) That, as reported to the last meeting of the governing body, the appointment of the Chair of the Board of Governors is the responsibility of the Board of Governors. The current Chair, Mr Anil Ruia, OBE, will stand down from the Board on 31 August 2016, having served continuously for a period of six years. Statute II of the University Charter states that the Chair shall be appointed by the Board from among the members of the Board who hold membership in Category 2 (lay members).

(2) That expressions of interest in the role of Chair, from 1 September 2016, were sought from lay members of the Board in Category 2 at the meeting on 25 November 2015. Following individual discussions with the Chair of the Board of Governors and contact with the Registrar, Secretary and Chief Operating Officer, the following lay members had expressed interest in taking up the role as Chair, from 1 September 2016:

Mr Edward Astle
Dr John Stageman
(3) That the Search Committee agreed at the November meeting had been populated and was provided for endorsement. This Committee will review the expressions of interest and, if necessary, determine whether interviews can proceed or whether a new appointment to the Board is required in order to fill the position. As agreed at the last meeting, the Committee should review and revise the role specification for the Chair of the Board of Governors previously circulated.

(4) That the Search Committee would have the following membership, drawn from the four groups of Board membership:

Four members of the Board in Category 2 (with one identified as Chair)
Dame Sue Ion, as Chair
Mr Gary Buxton
Mr Michael Crick
Mr Neil McArthur

A member of the Board in Category 3, members of Senate
Professor Colette Fagan

A member of the Board in Category 4, members of staff other than academic or research staff
Mrs Pamila Sharma

The panel would also include (as members, unless otherwise identified):

The President and Vice Chancellor (Category 1, *ex officio*)
The General Secretary of the Students’ Union (Category 1, *ex officio*)
The Registrar, Secretary and Chief Operating Officer (as Secretary)

The Pro-Chancellor and Chair of the Nominations Committee would also attend to provide guidance and support to the Committee, but would not hold membership.

(5) That it was anticipated that the Search Committee would meet on one occasion shortly after this Board meeting. The Committee will review the role description as part of this process and set an appropriate level of honorarium. It will then assess the expressions of interest and determine whether any external search is required. If an external search is not required, the Search Committee will agree the format of the interviews and any additional information required from the candidates prior to interview.

(6) That the interviews with the candidates will take place on the afternoon of the final day of the Planning and Accountability Conference (Wednesday, 16 March 2016), with a meeting immediately following to select the next chair. The full Board of Governors will then be asked to endorse the recommendation by email resolution and a full report on the process will be provided to the May meeting.

Resolved: That the Board of Governors approved the membership of the Search Committee and the process outlined for the appointment of the next Chair of the governing body.

(6) Elections to Senate from 1 September 2016

Reported: That nominations had been requested from the faculties to determine membership of Senate from members of the academic and research staff. As nominations had exceeded the number of places available, ballots would be required to determine membership from the reconstituted Faculty of Biology, Medicine and Health and the Faculty of Humanities. A full report would be provided at the next formal meeting of the Board of Governors.
(c) HEFCE Assurance Review

Reported: That the HEFCE Assurance Review was held on 26\textsuperscript{th} January 2016.

Noted:

(1) That these high-level HEFCE assurance reviews (HARs), focus on institutions’ accountability for the public funding they receive. HEFCE discuss with senior managers and members of governing bodies the institution's processes and supporting evidence for the information and assurances that they provide each year.

(2) That this was their second cycle of HARs, and had followed broadly the same pattern as in recent years. The main change is that they no longer explore data returns in detail, because they are subject to direct work by HEFCE’s data audit team. However, in view of the changing funding environment and HEFCE’s new responsibility to protect and promote the collective student interest they explored how these important issues are reflected in University governance processes.

(3) That during the HAR, HEFCE discussed the changing risk environment arising from external economic conditions and government policies, important sector-wide issues such as the quality and management of institutional data, as well as institution-specific governance and accountability arrangements.

(4) That the initial feedback received from the Assurance Consultant had been positive. The Consultant had identified the Board’s Planning and Accountability Conference as an item of good practice, noted the “light touch” effectiveness review in 2015, the mapping against governance standards and the new CUC Code, and the independent review proposed on the appointment of the new Chair. In terms of Data Assurance, the Consultant noted the assurances that were provided to the Audit Committee by Senior Officers, which supplemented and reinforced the internal audit assessments, and noted that the minutes of the governing body and relevant committees were particularly comprehensive and enabled the tracking of actions and assurances readily. It was suggested that a separate Value for Money report might assist the governors and Committee members in informing the opinion they provide within the Audit Committee’s annual report. The Consultant also highlighted the joint meeting of the Audit and Finance Committee, to review the financial statements and the external auditors report. Finally, in terms of housekeeping, the disclosure of trustee (members of the governing body) expenses should be provided as a total figure in the financial statements and the statement of internal control, in the same document, should state that the system of internal control was effective for the year in question.

(5) That it was anticipated that a full report would be issued by HEFCE within a month of the date of the Assurance Review.

7. President and Vice-Chancellor’s report

(a) The Report of the President and Vice-Chancellor to the Board of Governors
Reported:

(1) That the outcome of the 2015-16 Comprehensive Spending Review (CSR), together with the Autumn Statement were announced by the Chancellor of the Exchequer, George Osborne, on 25 November 2015.

(2) That this spending review set out departmental spending for each financial year from 2016/17 to 2019/20. While a challenging financial settlement had been forecast, the outcome for many departments was better than had been anticipated. The positive headlines, included the maintaining of the science research budget in real terms up to 2020/21, though it should be noted that the new £1.5bn Grand Challenges fund (which needs to meet Overseas Development Agency criteria) would be within this envelope so that standard funding remains level.

(3) That, in addition, there were several positive announcements for Manchester and in support of the Northern Powerhouse, including a £400m Northern Powerhouse investment fund to help small businesses to grow and an underlying message of ‘more Greater Manchester Devolution’. The Chancellor also announced £5m for the South Asia Gallery at the Manchester Museum which is being developed in partnership with the British Museum and included a reminder of the spending on the Sir Henry Royce Institute for Advanced Materials in his round-up of science investment. He also announced a new Chair for the Institute, Professor Dame Julia King (Baroness Brown).

(4) That very little detail was included was contained within the announcement and only on receipt of the grant letter could the University assess the full impact. A preliminary analysis of likely annual impacts on the University from the CSR process had identified the following:

1. Apprenticeship Levy – this is a charge of 0.5% of salary costs (£2.8m on our forecast 2017/18 full payroll cost) which is treated as a digital account to be spent on apprentices. If the University is able to utilise this fully to back fill for apprentices already employed then this would have reduced impact. The levy is only available for 2 years from deduction, however, so the University must either use it or lose it.

2. Reduction to HEFCE T grant – A figure of £120m reduction by 2019-20 is quoted which is c.9% of the total sum. If this was applied pro rata to the University then the hit could be c. £3m although protection for high cost STEM subjects may mitigate this effect. This is as yet unquantified.

3. Museums and galleries - The University receives £1.4m relating to the Museum and £0.7m relating to the Whitworth. These sums may be at risk. So whilst the extreme of these three items is unlikely, if it occurred, the total hit could be c. £8m. There are also likely to be losses from the Student Opportunity fund and disability allowances.

(5) That on the positive side, there was a commitment to maintain science spending in real terms and capital funding such as a new UKRPIF scheme were also announced. The latter may be challenging as much of the match funding has already been utilised on previous bids and the University would require additional external funds to be able to construct viable submissions.

(6) That notwithstanding this, the University had already had to absorb a number of cuts. The University must also prepare for likely major external challenges, not least the implications of the Government’s Green paper on higher education “Fulfilling our potential: Teaching Excellence, Social Mobility and Student Choice”. Accordingly, work continued on generating income and securing efficiency savings so that the University could continue to invest in strategic
priorities in support of its ambition to be a leading global university. Discussions of this and also of embracing the change agenda required to take the University forward would be a focus of the forthcoming Conference.

7) That the 2015 round of Annual Performance Reviews (APRs), which was completed in December, had been effective in evaluating performance across the University against the key priorities identified in the strategic plans and operational priorities. Overall the University had made significant progress towards many of the goals and targets described in Manchester 2020, the University’s Strategic Plan, but it was acknowledged that the University still faced major challenges in some areas to achieve the “step-change” required to meet its ambitions.

8) That the APR process forms the basis of the annual Stock Take Report, which the President and Vice-Chancellor presents to the Board’s Planning and Accountability Conference early in each calendar year and which was included in the papers for this meeting of the Board.

9) That reflecting on the discussions in the APRs, the University’s overarching priority in 2016/17 will be to make progress towards Manchester 2020, including a required step change in performance in a number of areas. The details are currently being refined through consultation, but the priority areas encompass:

- accelerating progress towards our research targets through implementation of the refreshed research strategy
- improving key areas of teaching performance
- delivering a focused, distinctive and effective social responsibility programme
- creating the financial headroom to invest in our future ambitions, through identifying sources of additional funding, efficiencies and areas for strategic investment
- increasing efficiency and effectiveness in University processes and procedures through simplification and standardisation.

Identifying these does not mean that other objectives are not important; indeed the need to continue to deliver compliance requirements and stable financial performance was paramount.

10) That these priorities had been subject to discussion at the ‘Heads’ meeting (which includes all Heads of School, Directorates and equivalent units within the University). It was envisaged that these priority areas will be the subject of detailed discussion at the forthcoming Conference, the themes for which will be ‘embracing change in support of our ambitions’ and international perspective.

11) That for 2015 entry, the University had exceeded full time undergraduate targets for both undergraduate home/EU and international students. The total number of undergraduates increased by more than 700 students compared to the previous year. This is after three years of gradual growth following the low recruitment in 2012 when the new fee regime was introduced. The University had also exceeded full time postgraduate taught targets for both home/EU and international students on taught programmes by c 300. Targets for home/EU students were met, aided by a positive response to HEFCE’s initiative making over 150 £10,000 bursaries available to students from under-represented groups. Registrations of research postgraduate students (PGR) were slightly lower than home/EU and international targets. In the case of PGR students they
continue to register through the cycle, so it was more difficult to provide an accurate indication of student numbers.

(12) That attention was focused on recruitment for the 2016 intake, which was likely to be as challenging with increasing competition for the most qualified A level students. The Intake Management Group (IMG) will be meeting regularly through the cycle to consider how best to ensure the University achieves student recruitment targets in 2016 with a focus upon attracting students of the highest quality.

(13) That the President and Vice-Chancellor provided a summary of the National Student Survey and the Postgraduate Taught Experience Survey in her last report. The University is also engaged in the Postgraduate Research Experience Survey (PRES). This is a service offered by the Higher Education Academy (HEA) allowing UK HEIs to collect feedback from their postgraduate researchers (PGRs) in a comprehensive manner in order to target, design and evaluate work to enhance the experience of PGs on research programmes. A total of 2,237 PGRs from all Faculties and Schools at our University completed the survey, representing 50% of the eligible population. This compares to a national and Russell Group (RG) average completion rate of 40% and 40.5%, respectively. A national drop in 2015 PRES response rates was observed across all UK HEIs compared to those achieved in 2013 (the University response rate in 2013 was 55%) which may indicate a national survey fatigue amongst PGR students.

(14) That relative to the RG benchmark Progression was the most positive measure for the University’s 2015 PRES data. Furthermore, the most positive statements returned by the University’s PGRs as compared to the RG benchmark related to policies and progression. Taken together, the data provide circumstantial evidence for the positive impact of the continuing development and adoption of eProg by the University as a system to monitor progression of all PGRs.

(15) That relative to the RG benchmark, the lowest satisfaction measure for the University was Research culture. Overall, with two exceptions, Research Culture and Professional Development, the University’s overall mean scores for measures used in PRES 2015 were located within the top two quartiles of the RG benchmark. Furthermore, at 85% overall satisfaction, the University was 2% above the mean RG score for this measure. Whilst this was good, an aspiring world-leading research institution should really expect to fall into the elite upper quartile right across the board. There were clear areas of concern - at the level of institution, Faculty and School – which require improvement.

(16) That the President and Vice-Chancellor had previously reported that all of the staff on the Redeployment Register have either been redeployed to other roles or have accepted voluntary severance. In addition, the target reduction in jobs in IT Services had been achieved through voluntary severance. The University continues to have constructive relations with the campus trades unions on matters relating to the future arrangements in relation to the Redeployment Register. As a result, they have accepted the proposals and are not moving forward with industrial action. All changes involving staff undertaken by the University were given very serious and careful consideration. The President and Vice-Chancellor reiterated that the University is and will continue to be committed to first exploring opportunities through redeployment and voluntary severance for the avoidance of compulsory redundancies.

(17) That the President and Vice-Chancellor updated the Board on the ongoing implementation of the Review of Life Sciences and Cognate Disciplines. The Implementation Group were determining structures for Grade 6 and 7 staff
within the newly established Faculty of Biology, Medicine and Health and, once finalised, would begin to consider the population of roles below Grade 6.

(18) That the President and Vice-Chancellor provide updates on the recruitment of the new Director of Finance and the Director of Development and Alumni Relations. As previously announced, Gerry Pennell has resigned from his position as Director of IT with effect from 31 March 2016 and would be leaving the University of Manchester. As a consequence, an interim Director of IT has been recruited and Adrian Ridpath will join the University on 15 February. Gerry will then work alongside Adrian for a period of handover before his departure. Adrian is an experienced interim IT Director, who has worked at three other Universities, JISC and JANET as well as in public sector organisations. The process of recruitment to the permanent Director of IT position was now underway.

Noted:

(1) That the Board discussed the Planning and Accountability Conference and the agenda proposed. The agenda had been designed in order to ensure that more of the available time was dedicated to consider future performance, whilst preserving the time available to the Vice-Presidents and Deans, the Vice-Presidents and the Registrar, Secretary and Chief Operating Officer, to review performance and future strategy with the Board in their respective areas.

(2) That the Board reflected on the results of the PGR survey, and the concerns expressed in relation to research culture. In responding, the Vice-President and Dean of the Faculty of Engineering and Physical Sciences indicated that while this was a concern it was a variable position across faculties and disciplines and might reflect the academic pressure that students feel in pursuing their research.

(3) That the Board appreciated the constraints on funding in the cultural institutions, noting that the Art Gallery and Museum were not elitist or distant organisations but were accessible and played an important community role. Simply absorbing cuts would be difficult in these areas. In relation to the Whitworth, the association with the University was not always emphasised in some of its external promotion, although the association was clear within the Gallery itself.

(4) That the Board considered the likely changes to the UK Research Partnership Investment Fund (UKRPIF). Funding will be allocated on the basis that HEIs have secured external funding in a ratio of 2:1. This means that, for every pound from UKRPIF, there should be an additional £2 invested from non-government sources. HEFCE expect co-investors to be sharing risk in the success of the proposed research development. Loans from private sources and funding from the public sector will not qualify as co-investment. While the University had been successful recently, funding any additional large science project would be challenging.

(5) That the General Secretary of the Students’ Union asked about impact of the government decision to withdraw bursaries for nursing students. Under the new system, from September 2017, these students will be treated like most other undergraduates in England and will pay tuition fees of up to £9,000, which will be covered by loans administered through the Student Loans Company, and will no longer be eligible for grants. Instead, they will need to take out loans to cover the entire cost of their maintenance. However, these loans, which are means-tested, would increase the amount available to students. As with other
graduates, they would begin repayment of the loans once they start earning more than £21,000 per year. How this might affect the future recruitment position was therefore hard to judge, however, further details would follow the consultation on the details of the new scheme.

(6) That the Board discussed IT Services and the resignation of the Director of IT. In responding the Registrar, Secretary and Chief Operating Officer reported that there was no change in IT Strategy as a result of the change in leadership in this area. The Interim Director would be expected to continue to lead the agreed approach alongside the ongoing implementation of the IT structure that will support it.

(b) Report from the Director of Finance

Reported: That the Director of Finance provided a brief update on the implementation of the new Statement of Recommended Accounting Practice (SORP) and the revaluation of fixed assets, including heritage assets that was taking place as part of this process.

(c) Report from the Director of Compliance and Risk

Received: The Q3 Accident Statistics, from 2015 were presented to the Board.

(d) 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 Patricia Duncker, School of Arts, Languages & Cultures, with effect from 1st September 2015
- Professor Michael Luger, Alliance Manchester Business School, with effect from 1st January 2016
- Professor George Brooke, School of Arts, Languages & Cultures, with effect from 1st February 2016
- Professor Henry Kitchener, Institute of Cancer Sciences, with effect from 1st April 2016
- Professor Asif Qureshi, School of Law, with effect from 1st September 2015
- Professor Mel Ainscow, School of Environment, Education and Development, with effect from 1st January 2016

(2) Seal Orders

Pursuant to General Regulation VII.4, the Common Seal of the University has been affixed to instruments recorded in entries 1622 to 1641:

<table>
<thead>
<tr>
<th>Seal Orders</th>
<th>Description</th>
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<tbody>
<tr>
<td>1622</td>
<td>Biomedical Research Building Professional Appointment Contract between the University of Manchester and Hawkins Brown Architects LLP (2 copies)</td>
</tr>
<tr>
<td>1623</td>
<td>Legal charge relating to property known as Land Adjoining Sudlow Farmhouse, Sudlow Lane, Tabley Estate, Knutsford, Cheshire between Benjamin Michael Barry and Jennifer Louise Barry and the University of Manchester (2 copies)</td>
</tr>
<tr>
<td>1624</td>
<td>Deed of Covenant relating to property known as Land Adjoining Sudlow Farmhouse, Sudlow Lane, Tabley, Knutsford, Cheshire WA16 0TN Tabley Estate between Benjamin Michael Barry and Jennifer Louise Barry and the University of Manchester (2 copies)</td>
</tr>
<tr>
<td>1625</td>
<td>Contract documents between the University of Manchester and Ardmac Performance Contracting Ltd for the post completion works, MCRC (2 copies)</td>
</tr>
<tr>
<td>1626</td>
<td>Amended and restated Shareholders’ Agreement relating to Microbiosensor Limited (1 copy)</td>
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8. **Stock-take Report**

**Received:** The annual stock-take report ahead of its consideration and appraisal within the Conference programme.

**Reported:** This report should be read in conjunction with the proposed agenda for the Conference, which was provided separately to the Board.

**Noted:** That the Report promoted a discussion on the league table position of the University and the emphasis given to different measures within their compilation. The University had been monitoring this closely over recent years. It was reviewing the data returns for certain measures to ensure all relevant information was appropriately captured and had made great efforts to improve student satisfaction. However, improvements in other measures might not be desirable. For example, retention could be improved if the commitment to the Foundation Year was withdrawn, with significant implications for widening participation. Similarly, measures of degree attainment could be improved simply by lowering academic standards. Nonetheless, all elements were being considered in order to determine where outliers appear and to prompt more accurate data capture, where necessary.

**Resolved:** That the reports themes and conclusions would be examined further within the Planning and Accountability Conference agenda.

**Received:** A Report and supporting presentation from Professor James Thompson, Vice-President for Social Responsibility and Mr Patrick Johnson, Head of Equality and Diversity.

**Reported:**

(1) That an annual report in this form was proposed previously at the Board’s Strategic Briefing on Equality and Diversity, held in June 2015, and is line with the expectations concerning Equality and Diversity reporting in the CUC Code of Governance. This requires that the governing body receive an annual equality report detailing work done by the institution during the year, identifying the achievement of agreed objectives, and summarising data on equality and diversity that institutions are required to produce.

(2) That the Report has been considered by the University’s HR Sub-Committee and had been discussed at the meeting of the Planning and Resources Committee held on 9th February 2016.

(3) That the Report was prepared by Professor James Thomson (Vice-President for Social Responsibility), Naa Acquah (General Secretary of the Students’ Union), Patrick Johnson (Head of Equality and Diversity) and by members of the Equality and Diversity team.

(4) That the Equality Act (2010) places a general duty on all public sector organisations to have due regard to the need to eliminate discrimination, victimisation and harassment, advance equality of opportunity between people who share a protected characteristic and to foster good relations. The duty covers age, disability, gender reassignment, marriage and civil partnership (in relation to employment), pregnancy and maternity, race, religion or belief, sex and sexual orientation. Consideration of these ‘protected characteristics’ must be given in relation to employment, education and service provision. As a Higher Education Institution (HEI) the University had specific duties that required it to publish equality information on an annual basis (31st January) and review and publish specific and measurable equality objectives every 4 years. The University published its equality objectives in 2012 and these are currently being reviewed and will be published in April 2016.

(5) That in common with all higher education institutions Manchester has a lack of Women and BME staff in senior positions at the University. There was, however, evidence of positive change taking place. In 2015, for the first time more women were promoted than men at every level. There has been a steady increase in the number of female academics at senior lecturer and above since 2012 but the overall figures are still low. Over the last three years the University had seen a good gender balance between males and females at a senior level (grades 8 and 9) in the Professional Support Services.

(6) That in contrast to female staff, the University had seen no real change in the last three years in the number of BME staff at a senior level. In the last three years the number of BME Senior Lecturers/Readers increased from 80 to 91 but there was no change in Professors. The University had seen a positive movement in the number of BME staff at grade 7, from 26 to 42 in the last three years.

**Noted:**

(1) That alongside the Report, the Board received additional information on performance against the sector. The University was performing at a similar level to comparable institutions, and while it was recognised that the sector was not performing well on the whole the University of Manchester approach and efforts in this area had been commended and recognised externally as good practice.
That the Board recognised that achieving change in this area would be incremental and influenced by institutional patterns of recruitment and retention and by individual promotional considerations. There were some notable areas of focus for the team, including feedback from disabled staff within the staff survey and the issue of differential student outcomes which required further analysis. It was also acknowledged that intersectionality issues required further consideration, e.g. the small number of BME women in senior roles. A key challenge, particularly in terms of promotions, was the encouragement support and mentoring that was offered within Schools. In respect of recruitment, for recent appointments the search firms used by the University were being challenged to ensure that a wide range of candidates was brought forward.

10. The Prevent Duty and Monitoring Framework

Received: A paper from the Director of Compliance and Risk, Dr David Barker on the Prevent Duty, including details of the way in which compliance will be monitored by HEFCE.

Reported:

(1) That under the 2015 Counter Terrorism and Security Act ("the Act"), the University is defined as a "specified body" subject to the terms of the Act. Those terms are laid out in statutory Duty Guidance that was issued to the sector in September 2015, whereby this University falls under the guidance as a “Relevant Higher Education Body”.

(2) That HEFCE have been appointed by the Secretary of State as the monitoring body for compliance with the Act. In that role, HEFCE issued details of the “Monitoring framework for the higher education sector” in November. Under this framework a preliminary self-assessment was due with HEFCE by 22nd January 2016 (already submitted by the University), to be followed by “Detailed material including data returns” by 1st April 2016 and an “Annual Report from the governing body” by 1st December 2016.

Noted:

(1) That the University had been closely engaged with HEFCE in relation to the implementation of the Monitoring Framework, noting that the information provided to the Board at this meeting would form the more detailed submission to HEFCE in April 2016.

(2) That in relation to the Risk Assessment, the issue of IT monitoring was identified as medium level, recognising the challenge this University and many others were facing in controlling and monitoring access at an appropriate level.

(3) That the University had worked closely with regional Prevent leads and had, over time, worked hard to ensure that it had the appropriate processes in place to deliver its obligations under the Prevent Duty. Further work would be undertaken to refine the standard operating procedure in relation to sensitive speakers in order to ensure that the control arrangements agreed for any such event were appropriate in the circumstances and addressed obligations effectively.

(4) That in relation to the Students’ Union, and in common with other universities, there had been some opposition to the Prevent agenda at student office levels. However, the University would seek to continue to engage constructively with the Union on this in order to ensure that it continued to fulfil its responsibilities.
11. Board committee reports

(a) Audit Committee

_N.B._ The Deputy President and Deputy Vice-Chancellor, the Director of Finance, the Director of Human Resources and the Vice-President and Dean of Engineering and Physical Sciences left the room for this item.

**Received:** The summary report and minutes of the meeting of the Committee held on 26 January 2016.

**Reported:**

(1) That the Committee was provided with details of two matters that had been raised under Public Interest Disclosure Procedures.

(2) That the Committee received a report on the HEFCE Assurance Review, which took place on 26th January 2016.

(3) That there is a formal requirement that the TRAC Return is also approved through a Committee of the Board for the Institution. One of the key messages to take from the return is that the University needs to deliver a significant surplus in each year order to fund reinvestment and that only the teaching of international students more than recovers costs. As in previous years, it was also clear that the University did not recover indirect costs at a sufficiently strong level, and efforts were continuing to improve this. The TRAC Team were following up on this to promote the inclusion of Principal Investigator (PI) time and to improve recovery rates.

(4) That the internal auditors had completed six substantive reviews in the period. These were the Review of Software Asset Management, the Review of Destinations of Leavers from Higher Education (DLHE) Return, the UUK Accommodation Code of Practice - University Owned Halls of Residence, the UUK Accommodation Code of Practice - Privately Owned Halls of Residence - Denmark Road Hall and Victoria Hall, the Review of Endowments Project (Phase 2) and the Review of the Financial Regulations. Of these, the review of Software Asset Management identified significant opportunities to improve the effectiveness of the system of internal control and governance and significant opportunities to improve the efficiency / economy of the system of internal control.

(5) That under the Report of the Internal Control Accountant, the Committee received a report on a recently identified incident, within the School of Materials in the Faculty of Engineering and Physical Sciences. The University was taking all necessary steps to investigate this case, in line with established practice and in full compliance with our reporting obligations (the appropriate disclosure to HEFCE was being prepared). This investigation would seek to identify and close any weaknesses in the University’s financial control environment. A full report would, on completion, be submitted to the Audit Committee.

(6) That the Committee received the revised Financial Regulations and Financial Procedures, on reference from Finance Committee. The Audit Committee’s made several comments on the Regulations and Procedures and referred these to the Finance Committee.
(7) That the Committee considered the risk map and register for the University and the underpinning registers for the four faculties and for the professional support services. The Committee welcomed the inclusion of the narrative section and the presentation of the key risks and references to actions within the University to control, limit and mitigate. The Committee then considered two areas of risk in greater detail, International Recruitment and the Estates Masterplan, with presentations and supplementary information from lead officers within the University.

Noted:

(1) That the Board of Governors reviewed the file note prepared in relation to the whistleblowing allegation which included references to the Deputy President and Deputy Vice-Chancellor in relation to external companies and the confirmation it provided that the interest had been declared through the appropriate process, both to the University and the Chair of the Board and relevant Committees. In addition, the University had sought to manage the conflict effectively by removing the Deputy President and Deputy Vice-Chancellor from all relevant decision-making processes.

(2) That the Board reflected on the TRAC results, noting the continuing work within the University to recover costs fully and in relation to the issue of unfunded research time.

(b) Finance Committee

Received: The summary report and minutes of the meeting of the Committee held on 25 January 2016.

Reported:

(1) That the Finance Committee received an update on the capital programme and noted the progress that had been made. Two projects had been completed since the last meeting – Alan Turing, PSI – Bluestone Facility and Simon Building Improvement Project. The Dean of EPS is fully supportive of the new Engineering campus project (MECD) and the proposed new way of working in relation to workplace design. There are estimated potential overspends on the Coupland 3 Refurbishment and the Main Library Refurbishment/Extension projects and these two projects were due to be part of a discussion at Capital Planning Sub Committee on 26 January. There are concerns with the Kilburn Building Refurbishment project due to a piece of equipment that belongs to a third party. Negotiations are taking place regarding the piece of equipment however, no further work can take place in the Kilburn Building until these are successfully concluded.

(2) That the Finance Committee received a report on the potential impact of construction inflation on the Campus Masterplan budgets. Inflation up to 2014/15 and indicative inflation from 2014/15 are significantly exceeding the inflation in the plan. A number of projects are likely to be adversely affected and the impact on these projects is currently being reviewed. Finance Committee noted the report.

(3) That the Finance Committee noted updates on the University financial reporting tool, the 2015/16 forecast, the annual financial planning and budgeting project. It also noted the review of whether the University needs MBS Worldwide to stay as a separate subsidiary, an update North West E-Health and the review of
the University’s international payroll obligations in different overseas tax jurisdictions.

(4) That the Finance Committee noted the management accounts for December 2015:

- The underlying surplus as at the end of December was £7.5m, £8.3m favourable to budget, which includes £3.1m ERVS costs. This is £3.0m lower than the prior year surplus of £10.5m.
- When the impact of the new SORP is factored in, the surplus as at the end of December is £39.0m, £11.0m favourable to budget. The SORP related variances, £2.7m favourable, are capital grant income which is £3.4m favourable to budget and loss on investments which is £0.6m adverse to budget.
- Cumulative income was £422.1m, £6.4m adverse to budget and £35.5m (9.2%) higher than prior year;
- Research income was £103.4m, £10.3m adverse to budget and £9.6m (10.2%) higher than prior year;
- Pay costs were £216.0m, £4.5m favourable to budget and £12.2m higher (6.0%) than prior year;
- Non-pay costs were £136.3m, £12.6m favourable to budget and £5.8m (4.4%) higher than prior year;
- Cash balances stood at £484.2m which represents an increase of £28.2m on the prior year. This comprises free funds of £410.6m (£52.1m higher than prior year) and earmarked funds of £73.6m (£23.9m lower than prior year);
- Investment performance continues to be volatile. From July to November 2015, the investment portfolio value has decreased by £0.9m but within that, for November 2015 only, there was an increase of £2.5m in the market value of investments;
- Research performance by school – this showed that, across the Faculties, awards were down but applications were up. There have been some delays in timing of awards issued by the Research Councils. EPS income to date is particularly low compared with budget and is being investigated.

(5) That Finance Committee noted the forecast for 2015/16 as at November 2015:

- Net forecast contribution is £72.1m which is £4.6m lower than budget. This includes SORP related amounts of £43.9m, most of which is due to £44.2m of capital grant income;
- The £4.6m adverse variance breaks down as £3.9m adverse capital income variances, £0.7m favourable one-off variances and £1.4m adverse business as usual variances;
- Excluding the impact of the SORP, the underlying forecast contribution is £28.0m which is £0.7m lower than budget.

(6) That the Finance Committee received an update on progress to date in respect of restructuring the University’s endowments. The new process will give assurance to Finance Committee, and ultimately to the Board as trustees, that funds are being managed appropriately. There will be a process to budget for and approve expenditure, and annual reporting to both Finance Committee and the Board. Finance Sub Committee will report to Finance Committee who, in turn, will report to the Board as trustees. This reporting line delivers independent scrutiny from Finance Committee. Finance Committee approved the methodology on how to deal with endowment funds that was recommended by the Endowment Restructure Project Group and approved the Group’s four recommendations for overview governance and post restructure management. Finance Committee noted the six proposals from the Group which they will test in the faculties with the senior leadership teams.
(6) That the Finance Committee noted the assumptions that are proposed to be used for pay and pensions in the 2016/17 budget and five year plan.

(7) That the Finance Committee received two presentations from investment managers – the first from Natixis Global Asset Management and Harris and the second from Investec Asset Management.

(8) That the Finance Committee received a verbal update from Professor Colin Bailey, Deputy President and Deputy Vice-Chancellor, on the status of sponsor and partner agreements underpinning the Royce Institute project.

**Noted:** That the Board recognised the inflationary pressure that was being placed on major projects, both in terms of the costs of raw materials and the capacity within the industry to respond to rising demands which was increasing delivery costs. The University was undertaking additional value and design engineering, as appropriate to ensure costs were adequately controlled.

(c) **Remuneration Committee (reserved item)**

*N.B. The President and Vice-Chancellor, the Director of Finance, the Vice-President and Dean of Engineering and Physical Sciences, and the General Secretary of the Students’ Union left the meeting for this item.*

**Received:** The summary report and minutes from the meeting held on 6 January 2016.
(d) Staffing Committee

Received: The summary report and minutes from the meeting held on 2 February 2016.

Reported:

(1) That the President and Vice-Chancellor presented a report on proposed headcount reduction in the number of Professional Support Services (PSS) staff at Grade 6 and Grade 7 moving into the PSS structure in the new Faculty of Biology, Medicine and Health. The proposal in the Report was in support of the need to restructure the PSS for the new Faculty. In bringing the PSS structures for the two Faculties together it was envisaged that this will offer scope for securing efficiencies, whilst maintaining effectiveness.

(2) That it was proposed to establish a voluntary severance scheme in relation to the grade 7 and grade 6 PSS roles, as outlined in the Report. This scheme will be equivalent to that offered previously by the University and will be targeted to deliver the proposed reductions in numbers set out below. If necessary, this will be followed with a compulsory redundancy scheme should the required level of reductions not be achieved. This will be in line with the approach recently agreed in principle with the campus trade unions. The University is aware of its legal obligations to undertake meaningful consultations with the recognised campus trade unions in line with its requirement under Section 188 of the Trade Union Labour Relations (Consolidation) Act 1992 (TULRCA) and the requirement to consult with individuals. The University is committed to meeting with the campus trade unions as soon as appropriate after the Staffing Committee has met in order to begin the process of formal consultation.

(3) That the current FMHS and FLS staff identified as “at risk”, amounted to 298, while it was envisaged that 270 baseline funded posts were required in the new structure. This equates to a proposed reduction of 28 posts (20 at grade 7 and 8 at grade 6), although this could rise slightly through the process.

Noted:

(1) That the Board recognised the uncertainty that would arise among staff whilst the implementation was progressing and urged the University to determine structures quickly.

(2) That the University would assess and consider responses to the voluntary offer, in order to ensure that staff members with key skills and expertise were not lost to the organisation.
Resolved:

(1) That an initial voluntary severance offer should be introduced for staff “at risk” within Grade 6 and Grade 7 of the structure for the Faculty of Biology, Medicine and Health, recognising that a compulsory redundancy procedure would be required if insufficient applications are received.

(2) That the Staffing Committee will continue to keep these matters under review as appropriate and in accordance with its obligations under Statute XIII Part II and Ordinance XXIII Part II and Part VII.

12. Report from the Senate

Received:

(1) A report on the business initiated at the meeting of Senate held on 3 February 2016

(2) On reference from Senate, the Annual Report of Student Appeals, Student Complaints and Student Discipline Cases 2014-15

Reported:

(1) That the President and Vice-Chancellor presented a summary of matters arising from the Comprehensive Spending Review and the Green Paper on higher education: ‘Fulfilling our potential: Teaching Excellence, Social Mobility and Student Choice’. My report also included an update on progressing the University’s strategic agenda, reflections on the discussions within the 2015 round of Annual Performance Reviews, student numbers for entry in September 2015 and applications for 2016, and industrial relations.

(2) That the Vice-President (Teaching, Learning and Students) led a discussion on whether or not the University should introduce a Grade Point Average (GPA) either instead of or alongside our current undergraduate Honours degree classification. Senate also received a report on the Student Lifecycle Programme which comprises a programme of work to replace our Student Information System and to improve the business processes that support students as they apply to the University, register, progress and complete their studies.

(3) That the Vice-President (Research and Innovation) reported on the research aspects of the Green Paper and updated members on the 2015-16 Research Review Exercise.

(4) That Senate considered changes to the ‘Guidance Notes: Criteria for Academic Promotions’ ahead of their consideration for approval by HR Sub-Committee and PRC.

(5) That Senate received the 2014-15 annual report on academic appeals, student complaints and student conduct and discipline. It was noted that the total number of cases represents a small proportion of the University’s student numbers and, moreover, continues to decrease.

13. Report from the Planning and Resources Committee

Received: A summary of matters discussed at the meeting of the Committee held on 8 December 2015.
Reported:

(1) That at the Committee’s meeting on 8 December 2015, the Director of the Jodrell Bank Discovery Centre reported that, in its fourth year of operation, the Jodrell Bank Discovery Centre had continued to perform well. Achievements included a significant rise in the number of school visits with the number of children receiving curriculum-linked workshops up by 21% to 17,746, and the award of £12 million from the national-level Heritage Lottery Fund (HLF) for the ‘First Light at Jodrell Bank’ project. All of the Annual Performance Review reports will be circulated to the Board as part of the documentation for the Planning and Accountability Conference.

(2) That at its meeting on 8 December 2015, the Committee received the Minutes from the Finance Sub-Committee meetings held on 27 October 2015 and 10 November 2015 and considered the draft management accounts as at the period ended 31 October 2015. The Committee noted that the University Financial Reporting Tool, Corporate Planner had been successfully upgraded to Corporate Planner Enterprise, and that Finance Sub-Committee had approved the move to purchasing 100% of the expected volume for gas and electricity within a virtual cap. The Committee also received the Debt Report summary as at 31 October 2015, and noted that the value of invoiced debt had increased from £230.2m in October 2014 to £256.1m in October 2015, due to increased activity. The overdue debt had reduced from £34.1m to £21.1m, with an improvement in the NHS overdue debt from £5.8m to £3.1m.

(3) That at its meeting on 8 December 2015, the Committee considered a note on the Government’s green paper, *Fulfilling our potential: Teaching excellence, social mobility and student choice* (6 November 2015), outlining the proposals in the Green Paper and the consultation process. The Committee noted the proposals for replacing the Higher Education Funding Council for England (HEFCE) and the Office for Fair Access (OFFA) with an Office for Students (OfS), paid for by higher education institutions. The Green Paper also proposed introducing the Teaching Excellence Framework (TEF). The Committee noted that the Green Paper would also ‘encourage providers’ to adopt Grade Point Average (GPA), which challenged Senate’s current position rejecting the adoption of a GPA. A wider University consultation on GPA would therefore take place, to be considered by Senate in June 2016. The Committee noted its concern that the Green Paper ignored research-led teaching and the value added of learning in a research intensive university, and that the proposed OfS would be primarily concerned with teaching, reducing the emphasis placed on research and undermining the important links between teaching and research.

(4) That the paper identified a number of actions following through from the Green Paper proposals and the lead person responsible. The General Secretary of the Students’ Union confirmed that the Union’s Education Officer was working on a student union response.

(5) That at its meeting on 8 December 2015, the Committee considered a paper, *The Governance of IT Project Investment*, prepared by the Registrar, Secretary and Chief Operating Officer. The paper included appendices containing, *inter alia*, the terms of reference for the Change and IT Projects Sub-Committee, the IT Strategy Group and the Phased Sourcing Steering Group. The paper summarised the current arrangements for the governance of IT Project investment and identified where additional arrangements may need to be developed in order to address changing needs. The Committee agreed that the Director of Finance and the General Counsel seek approval from Finance Sub-Committee and PRC for an updated Contracts Governance Policy that introduces appropriate additional approvals for significant revenue contracts, and the General Counsel was requested to seek support from the Senior Leadership Team for an updated Management of Major External Partnerships document.
That at its meeting on 8 December 2015, the Committee also received an oral report from the Deputy President and Deputy Vice-Chancellor on the meeting of the Change and IT Projects Sub-Committee held on 1 December 2015.

That at its meeting on 8 December 2015, the Committee considered a report on provisional student numbers as at 1 December 2015. The University had provisionally met its targets for full-time Home and Overseas undergraduate and postgraduate taught numbers. However, the provisional postgraduate research numbers for both Home and Overseas students were below target. It was noted that there was not a shortage of PGR applicants, but rather that the issue was a lack of resource to fund them.

That at its meeting on 8 December 2015, the Committee noted that, on the basis of the discussions held during the Annual Performance Reviews and other ongoing developments, the University’s overarching priority in 2016/17 would be to make progress towards Manchester 2020, including a step change in performance in a number of areas. The details were currently being refined through consultation, but the priority areas encompassed:

i) accelerating progress towards our research targets through implementation of the refreshed research strategy
ii) improving key areas of teaching performance
iii) delivering a focused, distinctive and effective social responsibility programme
iv) creating the financial headroom to invest in our future ambitions, through identifying sources of additional funding, efficiencies and areas for strategic investment
v) increasing efficiency and effectiveness in University processes and procedures through simplification and standardisation.

That at its meeting on 8 December 2015, the Committee was updated on the current situation regarding industrial relations. The Committee was also informed that there had been a meeting of the HR Sub-Committee on 17 November 2015, as part of the APR process, to consider the HR-related KPIs including equality and diversity. A report would be presented as part of the APR documentation to the Board of Governors.

That at its meeting on 8 December 2015, the Committee received the Minutes from the meeting of the Capital Planning Sub-Committee held on 20 October 2015 and a summary of approvals from the meeting of Capital Planning Sub-Committee held on 24 November 2015.

That at its meeting on 8 December 2015, the Committee received the Minutes from the meeting of the Risk and Emergency Management Group held on 12 November 2015. Attention was drawn to the University’s Travel Policy – duty of care document. At the same meeting, the Committee also received the Minutes from the meeting of the Research Compliance Committee held on 16 November 2015, and considered the report on the Review of the Biological Services at the University of Manchester. It approved the report and the recommendations and requested that an action plan should be drawn up to show how the recommendations were being taken forward and that an annual report should be made to the Committee. The Committee also received the HEFCE document, The Prevent duty: Monitoring framework for the higher education sector (HEFCE 2015/32), noting that it was effective immediately and that a preliminary self-assessment was required to be submitted to HEFCE by 22 January 2016.

That at its meeting on 8 December 2015, the Committee received the Minutes from the meeting of the University of Manchester Research Institute held on 20 October 2015.
Report from the University-Union Relations Committee

Received: A summary of matters discussed at the meeting of the University and Students’ Union Relations Committee held on 18 January 2016.

Reported:

(1) That the committee received the financial statement for the year ending 31 July 2016. There were a range of discussion including on the trusts in place within the Union and it was confirmed that the control of both trusts. Following questions, it was confirmed that it is the intention of the Union to wind up Materialise.

(2) That there was an update on the building lease, although there was little progress on the matter with the two main issues being the memorandum of understanding and registration with the land registry. This discussion will be carried forward to the next meeting.

(3) That the Prevent Duty was discussed, with a verbal update being provided by Clive Agnew. It was agreed that David Barker be invited to join the committee to ensure that the matter remains a standing agenda item for continued discussion.

(4) That the Committee received a report from the Students’ Union providing an overview of activity since the last meeting. Areas discussed included:
   • Discussion on the strategic analysis, confirming that the paper provided an overview of the current situation including information on student demographics and profile; an area in which the Union is keen to work with the University on to develop a greater understanding.
   • Another key area in which closer joint working would be valued, is in terms of changing participation and building communities, where although some work has already started, a sharing of information and knowledge would be beneficial to both parties.
   • There was discussion around a change in commercial trends across the board, and how this, along with the planned building works can be looked at to ensure minimal disruption to the income of the Union.
   • Paul Chapman updated on the new strategic plan work taking place. It was confirmed that the initial consultation, conducted via an online survey, had been completed with over 10% of the student population having been contacted. This will now be used to feed into further consultation. There will be a clear focus in this next round on seeking the views of the different student populations.

(5) That the Committee received a verbal update from Professor Clive Agnew regarding the comprehensive spending review. With the potential impact on support for disabled students, it was agreed that the University and Union work together on this area to ensure that the best and most appropriate support is in place and being utilised by those eligible. The Registrar, Secretary and Chief Operating Officer confirmed that there will be a greater understanding of the impact of the CSR once the HEFCE have made their decision.

(6) That an update on the Green Paper was given by Professor Clive Agnew, who had already been in discussion with Naa Acquah and Michael Spence from the Students’ Union on this matter. This is an area which will continue to be looked at.

(7) That Professor Clive Agnew presented a paper on the Manchester Advantage, outlining the key themes and the importance of the University and Union working together to improve the university experience for all students.
(8) That the General Secretary, Naa Acquah presented a paper on the Safe Space policy which was passed by the Senate following a lengthy debate in November. There were proposed amendments to the existing policy, but the meeting in November did not have sufficient time to discuss this, and so it has been carried forward to the next senate. There was further debate about the fundamental odds between the University and the Union on this matter, and the Registrar, Secretary and Chief Operating Officer confirmed that University would be closely watching the outcome of the next senate meeting debating this matter.

Noted: That while the consultation and engagement with students might be recognised at a high level for unions, it remained at a relatively low proportion of the Union’s membership and therefore might be supported by additional analysis before significant change programmes were introduced in response to the findings.

Close.