

The University of Manchester

**BOARD OF GOVERNORS**

Wednesday, 7 May 2014

*Present:*

Mr Anil Ruia (in the Chair),

President and Vice-Chancellor, Mr Michael Crick, Mr Stephen Dauncey, Professor Maggie Gale, Professor Andrew Gibson, Dr Reinmar Hagar, Mr Robert Hough, Dame Sue Ion, Cllr Afzal Khan, Ms Iram Kiani, Mrs Christine Lee Jones, Dr Neil McArthur Mr Neville Richardson, Dr Pamela Sharma, Ms Grace Skelton, Dr Brenda Smith, Dr John Stageman, Dr Angela Strank, Mr Andrew Spinoza, Professor Chris Taylor, Professor Pamela Vallely. (22)

*In attendance:* The Registrar, Secretary and Chief Operating Officer, the Deputy Secretary, the Director of Finance, the Vice President and Dean of Humanities.

*Apologies:* Professor Collette Fagan, Mr Paul Lee, Dr Caroline Jay, Professor Rod Coombs, and Mr Chris Petty.

*NB:*

- (i) That at the outset of the meeting, the Chair of the Board of Governors, expressed congratulations on behalf of the Board to Mr Paul Lee, who had recently taken up a new role as High Sherriff of Manchester.
- (ii) That section 8(1), items noted (v), of the minutes have been redacted for reasons of commercial confidentiality. The full meeting record will be made available when the relevant concerns no longer apply.

**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 in the session, remained relevant to some items on the agenda. The interests of the President and Vice-Chancellor as a Council Member of the Royal Society and as a Non-Executive Director of AstraZeneca plc, and for Mr Will Spinks as a member of the AHUA Executive, previously declared, were also noted.

**2. Minutes**

**Confirmed:** Subject to minor amendment, the minutes of the meeting held on 12 February 2014. In considering the report within the minutes on promotions, additional information on the institutions from which appointees had transferred would be welcomed, and the Secretary undertook to ensure this information was provided in future reporting.

**3. Matters arising from the minutes**

**Received:** A report summarising actions consequent on decisions taken by the Board.

**Noted:** That there were two significant items of business to bring back to the Board, viz. the scheme of delegations and the ethical framework. Work on both was underway and it was envisaged that the ethical framework would be presented to the Board for approval in July, with the scheme of delegations likely to follow in the autumn.

#### 4. Summary of business

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

#### 5. Chairman's report

(1) HEFCE Statement on Institutional Risk

**Received:** The HEFCE Statement on Institutional Risk, produced annually by HEFCE and directed to the institution's governing body.

**Noted:**

- (i) That the purpose of the letter was to inform the University of HEFCE's assessment of the risk status of the University and any failure to comply with the accountability obligations as set out in the Financial Memorandum.
- (ii) That HEFCE had concluded, based on the accountability returns submitted for 2012-13, that in their overall assessment at the time the University of Manchester was not at higher risk, and that the University had met the accountability obligations set out in the Financial Memorandum and other guidance.
- (iii) That the tables providing additional benchmarking information with the Statement was not regarded as particularly helpful, as without additional contextual information it could lead to misleading conclusions. As the Board was aware from previous discussions, the compilation of suitable benchmarking information was a significant task and work on this was ongoing within the University.

(2) A report on the University and Russell Group responses to the consultation on the CUC Code of Governance.

**Reported:** That members were aware that the Committee of University Chairs (CUC) has commissioned a review of its Code of Governance and associated guidance (with funding provided by HEFCE) in order to assist those responsible for governance in higher education (governing bodies, heads of institutions and their management teams and university secretaries) in the development of their governance arrangements in response to the changing context of UK HE. The University has responded to the consultation through contributing to the Russell Group response and directly to the CUC. The steering group is now considering the responses received as part of the consultation and intends to communicate more widely with sector stakeholders on the outcomes of the consultation.

(3) A verbal report from Robert Hough, Deputy Chair and Mr Michael Crick on their recent attendance at "Governor Toolkit" Leadership Foundation events.

**Noted:**

- (i) That the “toolkit” event attended by the Deputy Chair, Mr Robert Hough had included sessions on board dynamics, board diversity, effectiveness and on the skillset and composition of an effective Board. Sessions had noted the difficulties that can arise in working with larger governing bodies, where conversation and issues concerning inclusion were more challenging. From the comments made by attendees, it was evident that some boards became much more involved with commercial and managerial issues, as many of the questions that were raised concerned operational activity. It was also noted that a number of boards were more active in gathering feedback from members on key decisions, or in some instances, after each meeting. Some boards also used brainstorming sessions and used a “devil’s advocate” approach in terms of facilitating discussions, which might be considered for the University’s Board. In terms of effectiveness, a number of boards had introduced 360 review processes and 1:1 sessions with members to assess contributions and to develop members through their periods of service. Overall, it was felt that the sessions re-affirmed that the Board at The University of Manchester was operating well and its processes were in good order, as reflected in the nature of its discussions and the ability of members to challenge the executive management of the University.
  - (ii) That the event attended by Mr Michael Crick was also described as interesting, but was perhaps less valuable in terms of the level of discussion and interaction prompted by the programme. Many of the attendees were from universities and colleges outside the Russell Group. The sessions included information on legal issues affecting the governing body and on the management of course portfolios, including consideration of what was offered, what was economic in terms of delivery and how decisions were taken to curtail or review activity. It was clear that for the majority, social responsibility issues were viewed as a secondary or minor consideration, in contrast to the University of Manchester’s strategic focus in this area.
- (4) A report on the appointment of the Deputy President and Deputy Vice-Chancellor, and on the appointment process for the Vice President and Dean of the Faculty of Engineering and Physical Sciences.

**Reported:**

- (i) That Professor Colin Bailey will succeed Professor Rod Coombs as Deputy President and Deputy Vice-Chancellor, following the decision taken by a panel chaired by the Chair of the Board of Governors and composed of lay members of the Board, senior academic staff, members of the senior leadership team and Senate Representatives, with the General Secretary of the Students’ Union, in attendance. Professor Bailey will support the President and Vice-Chancellor, Professor Dame Nancy Rothwell, across the full range of the duties involved in the direction and leadership of the University and will have particular responsibility for external engagement and internationalisation. Professor Bailey will take up this appointment once his successor is in post. Professor Bailey has been appointed to the role of Deputy President and Deputy Vice-Chancellor for a five-year term.
- (ii) That a search has been launched, with support from external recruitment advisers, to identify a Vice-President for the Engineering and Physical Sciences to succeed Professor Colin Bailey. A panel would then be convened to make the

appointment on behalf of the Board of Governors, chaired by Chair of the Board of Governors and composed of lay Board members, senior academic staff, members of the senior leadership team and Senate representatives, with the General Secretary of the Students' Union, in attendance. This process is underway and the intention was that an appointment will be identified in summer 2014.

- (5) HEFCE Report on Higher Education in England.

**Reported:** That HEFCE had recently produced a report providing an overview of recent shifts and longer-term trends, building a picture of publicly-funded higher education in England in 2014. It also considered possible further changes and continuities in the year ahead. The report was available on line at: <http://www.hefce.ac.uk/heinengland/2014/>

## 6. Secretary's report

### Received:

- (1) A report on the outcome of the elections to the Senate

### Reported:

- (i) That following the call for nominations for the elected positions on Senate in February 2014, the following members of the academic and research staff in the faculties below have been elected, unopposed, as there was no requirement for ballots:

*Faculty of Life Sciences (2 places)*

Dr Tracey Speake  
Professor Cathy McCrohan

*Faculty of Engineering and Physical Sciences (4 places)*

Dr John Moriarty, School of Mathematics  
Dr Alice Bows-Larkin, School of Mechanical, Aerospace & Civil Engineering  
Dr Mark Coleman (re-elected), School of Mathematics  
Professor Paul Mativenga (re-elected), School of Mechanical, Aerospace & Civil Engineering

*Faculty of Medical and Human Sciences (3 places)*

Dr Ludovica Serratrice, School of Psychological Science  
Dr Roger Harrison, Institute of Population Health  
Dr Christine Rogers (re-elected), School of Psychological Science

Each will serve from 1 September 2014 to 31 August 2017.

- (ii) That within the Faculty of Humanities a ballot was required to award the places as there were seven nominations for the four places available. The ballot was held on on-line between 12pm on Wednesday, 12 February and 12pm on Wednesday, 26 February.

The system was a simple "first past the post" count and the four candidates in first, second, third and fourth positions following the vote tally take up the available places. 29% of staff members on the Faculty's electoral roll voted in the election. All four places will run from 1 September 2014 to 31 August 2017.

On completion of the voting, the following members were declared elected:

Dr Alison Jeffers (re-elected), School of Arts, Languages and Cultures  
Dr Adam Ozanne (re-elected), School of Social Sciences  
Professor James Thompson, School of Arts, Languages and Cultures  
Professor Maja Zehfuss, School of Social Sciences

(2) A report on the revised Alumni Constitution

**Reported:** The new constitution was passed at an open meeting of the Alumni Association on 3 April 2014 and accepted by a meeting of PRC in the same month. The amending of the constitution (from the original 2005 version) occurred over a 21 month period and took into account the changing nature of the business of the Alumni Association and the Division of Development and Alumni Relations and the University's overall interaction with its alumni body. This period of time was necessary as the changes, whilst mostly technical and operational rather than fundamental, were extensive and work was required to modernise the document. The constitution was provided for approval by the Board of Governors, on reference from PRC.

**Noted:** The following information describes the principle changes between the 2005 and 2014 versions of the constitution of the Alumni Association:

- (i) the objectives of the Association have been widened to encourage members to engage in activity that supports the University's current strategic plan, particularly in improving the experience and employability of current students, the University's internationalisation agenda, alumni volunteering and alumni philanthropy, in addition to the facilitation of mutually beneficial relationships between the members of the Association and the University (paragraph 4);
- (ii) the introduction of automatic 'affiliate membership' of the Association for those who have studied at the University for more than a semester to allow us to engage with current students, something which encourages good and long-lasting alumni relations (paragraph 5);
- (iii) graduate members will no longer need to register to be included on the 'register of voters', which is used in all elections including that of the Chancellor. If the University holds a current email address for a graduate, they will be automatically registered. This is designed to increase participation in alumni elections. All elections will also be managed online, rather than in person at an annual general meeting (paragraph 7);
- (iv) the Annual General Meeting has been replaced by two open meetings, only one of which needs to be in Manchester on campus. This recognises the importance of alumni participation outside of the North West region and internationally (paragraph 8);
- (v) previously all members of Alumni Association Advisory Board were appointed by the University Board of Governors. The new constitution allows for three members of the Association to be elected to the Advisory Board by members of the Association (paragraph 9).
- (vi) there are three recognised levels of alumni connection within the larger alumni body, with appropriate and varying levels of responsibility and access to University support (paragraph 10):
  - Special interest association
  - Special interest group

- Individual contact

**Resolved:** That, on reference from PRC, the Board of Governors approves the new constitution for immediate adoption by the Alumni Association, and, at the same time, approves a new Ordinance (Ordinance XXIX), which provides for “affiliate membership” status within the Association’s scheme of membership (both documents attached as Appendix 1 and 2)

## 7. Planning and Accountability Conference, March 2014

**Received:** A report on the key issues arising from the Planning and Accountability Conference held on 18-19 March 2014.

### **Reported:**

- (i) That the Board of Governors Planning and Accountability Conference considered performance against the Strategic Plan and debated the future strategic direction of the University, particularly around its ambition, focus and distinctiveness. No formal decisions were taken by the Board, but a number of important themes emerged to be followed up by the executive:
- **Ambition:** there was general agreement that the University should maintain its ambition to be among the world’s leading universities and that further work is needed to clarify and define what this means (focusing particularly on the ‘gap analysis’ between Manchester and leading institutions, as well as identifying the actions and investment required to achieve this ambition. Reservations were noted about the focus on the Shanghai Jiao Tong ranking and it was agreed that we should seek additional measures to supplement this. The Board indicated a greater willingness to relax some of the prudent financial assumptions previously used, given the financial strength of the University.
  - **Reputation and profile:** a key theme was the need to develop the University’s reputation and profile, both in the UK and globally, particularly in North America. The development of a new Marketing and Communications Strategy was welcomed to project better our successes and to increase global impact and profile.
  - **Regional agenda:** the University’s links with the city and region were a recurring theme through many sessions, particularly the role the University could play in the wider development of Manchester as a counter-weight to London and the South East. There was support for the University’s role in developing innovation and enterprise in the region.
  - **Focus and distinctiveness:** the need to develop and promote the University’s distinctiveness was stressed and a few areas of potential distinctiveness were identified e.g. the Manchester graduate, commitment to Social Responsibility, location in Manchester and heritage, alongside the small number of specific topics that SLT has decided to promote in our communications (Advanced Materials, Cancer, Energy, Humanitarian Conflict and Industrial Biotechnology).
  - **Raising quality and performance:** through the strategic recruitment of new staff and performance enhancement of existing staff, it is necessary to raise the quality profile of the University. The importance of a performance-oriented culture was emphasised.

- Discretionary income: support for the Estate Masterplan was reaffirmed. However, it was also recognised that to achieve our ambition, there is a need to generate additional discretionary income streams for which further investment may be needed. A number of ideas were discussed (e.g. better recovery of costs on research grants, changes to student profile, distance learning, philanthropy) which would need further analysis. There is also the potential for some additional government capital allocations which could release funds committed to the Masterplan. There was also an emphasis on greater efficiency in the use of existing resources (e.g. improved cost recovery, sharing of research infrastructure, teaching efficiency, standardisation of processes).
- (ii) That a detailed Action Plan will be drawn up to carry forward all the key strands of work identified above (which could potentially lead to a post-REF review of the University's Strategic Plan in 2015).

**Noted:**

- (i) That thanks were expressed to Roxanne Bretherton, in the Planning Support Office, who had captured the information on the Board's discussions.
- (ii) That in discussing focus and distinctiveness, Professor Keith Brown, attending the meeting in his capacity as Vice-President and Dean of Humanities, highlighted the challenge facing Humanities in identifying broad themes. While there were numerous examples of world-class research in the Faculty, aligning this under wider themes in which the University was universally associated and recognised was more difficult. This was also in contrast with the collaborative approach within the discipline, where excellence was noted under thematic groupings across universities, to which many University of Manchester staff contributed.
- (iii) That the summary stated that the Board "indicated a greater willingness to relax some of the prudent financial assumptions previously used, given the financial strength of the University." While this was accurate in relation to some of the assumptions applied in relation to the public bond, this should not imply that the Board would adopt a less prudent approach in terms of its wider financial position. Although certain assumptions, particularly those relating to the availability of additional capital funding, might prove favourable, the Board would continue to be cautious in relation to the assumptions it made within its financial planning.
- (iv) That the Board had also considered the risk appetite of the University in its discussions, noting that an overly cautious approach could be detrimental in terms of the realisation of the University's longer term ambitions.
- (v) That, in reference to the People Strategy, it was suggested that the University might consider monitoring performance against industry or commercial averages. While it was agreed this could be useful, it was felt that this would not recognise the culture of the institution. Staff had raised issues about the lack of management tools to address poor performance in the past, although in most instances those tools were available and there was a perception that staff members were uncomfortable with or unwilling to challenge poor performance among their peers. The line management function in schools (through Heads of School) was different than in other organisations and the shorter term nature of the leadership roles and the return to routine academic responsibilities after terms of service, occasionally meant that tackling difficult issues was less of an immediate priority. There was, however, evidence that the culture was changing, and it was recognised that the strategy could only be delivered over the longer term.

- (vi) That a Board member contrasted the frustration expressed by the University regarding recent movements within the Jiao Tong index with the credibility it was given by the Board as a measure of relative performance. The President and Vice-Chancellor appreciated this quandary, however, while some recent movement in the table had been difficult to assess it remained the most transparent and objective index available. Therefore, while further movements up the ranking would be extremely challenging, it would not be something that could be abandoned at this stage. Recognising this, the University would need to develop clearer messages about its strengths and encourage key influencers to promote and represent the accomplishments of the University and thereby enhance its reputation.

## **8. President and Vice-Chancellor's report**

- (1) The Report of the President and Vice-Chancellor to the Board of Governors

### **Reported:**

- (i) That the President and Vice-Chancellor briefed the Board on ongoing national budgetary discussions. The Department for Business, Innovation and Skills (BIS) remained in discussions with the Treasury about savings necessary to balance the budget for 2014-15. In February, the Secretary of State for BIS and the Minister for Universities and Science confirmed the funding allocation for the HEFCE for the financial year 2014-15 and set out indicative allocations for financial year 2015-16.
- (ii) That it was likely that the settlement will mean reductions in funding for higher education institutions in 2014-15 and again in 2015-16 beyond those accounted for by the switch to individually funded tuition fees. The Government had asked HEFCE to deliver the reductions in ways which protect, as far as possible high-cost subjects (including STEM), widening participation (which is funded via the HEFCE Student Opportunity allocation), and small and specialist institutions.
- (iii) That HEFCE had been asked to continue its work with the Research Councils and others to support internationally excellent research and the delivery of the impact agenda through the dual-support framework. The ring-fenced settlement for science and research means that recurrent funding is maintained at £1,573 million, the same cash levels as 2013-14. Overall, the amount of capital funding for teaching and research will increase in 2014-15 to £440 million.
- (iv) That the grant letter confirmed the Government's provision of a maximum of 30,000 additional student places in academic year 2014-15 for HEFCE-funded institutions. The student number control would be removed entirely from 2015-16, and the Government had asked HEFCE to ensure that higher education institutions maintain the quality of the student experience in these circumstances.
- (v) That the overall outcome of the BIS budget was relatively favourable for the sector given the very difficult financial pressures overall, but HEFCE has advised the University that some further cuts will be needed to meet their budget. The main impact was a considerable reduction in funding for teaching. Indeed HEFCE had received a lower overall teaching grant and was required to support a number of teaching activities for which there was no additional funding; specifically the requirements to support an increase of up to 30,000 full-time students; to absorb the Access to Learning Fund and to support a National Collaborative Outreach Network. These additional commitments meant that the underlying reduction to the teaching funding baseline was considerably

more than £45m. To minimize 'in year' perturbations the HEFCE had decided that the majority of the BIS grant letter reductions should be made in the 2014-15 academic year and the rest in the 2015-16. The HEFCE had also decided that savings should be delivered in ways that protect, as far as possible high cost subject (STEM), widening participation and small and specialist institutions. Consequently a reduction of 5.85% was to be applied to most teaching grant budgets. HEIF funding has been maintained for 2014-15, HEFCE research funding had been protected and capital funding increased. These further cuts in funding came on top of successive previous reductions. Following consideration of the grant letter by the HEFCE Board at the end of February, decisions on funding for universities had been taken and notification of institutional funding allocations for 2014-15 and revised allocations for both 2012-13 and 2013-14 had been issued.

- (vi) That, as the President and Vice-Chancellor reminded the Board previously, funds will always be limited. This has been compounded this year by a number of in-year changes imposed on the University, which have financial impacts and which were virtually impossible to plan for. Consequently the choices the University must make about how University funds were invested were even more difficult. This reinforced the importance of continued attention to both costs and incomes, including seeking new sources of income as well as building on existing funding streams.
- (vii) At this year's Planning and Accountability conference (a summary of which can be found at agenda 7) there was consensus that progress over the last year could be considered as very good overall, with significant progress towards many goals, but with major challenges in some. Given the issues facing higher education, it would be tempting to accept this situation. However, 'satisfactory' was not sufficient if the University is to achieve its ambitions. Recognising the challenges faced and progress to date, there was support for taking bolder action to achieve the University's goals. The APRs have allowed detailed discussions about ambition and strategies for future performance improvement and more regular and rigorous accountability.
- (viii) That as the Board were aware, reflecting on the discussions in the APRs, a number of priorities for 2014-15 had been identified by the Senior Leadership Team. These were:
  - i) Maintaining momentum towards our research targets by developing a post-REF strategy
  - ii) Continuing to improve the student experience
  - iii) Sustaining target levels of student recruitment
  - iv) Delivering the signature programmes in the social responsibility agenda
  - v) Creating a more performance-orientated culture
  - vi) Increasing and diversifying income
  - vii) Developing and delivering a communications and marketing plan

Identifying these priorities did not mean that other objectives are unimportant; indeed the need to continue to deliver compliance and financial performance was paramount. These priorities were discussed at the conference. In addition, there was valuable debate about the University's ambition, focus and distinctiveness and about challenges, opportunities, threats and the appetite for risk. There was a collective view to reaffirm the determination that the University is to be a world top 25 university, but recognition that the Shanghai Jiao Tong ranking did not cover all activities well. Having reaffirmed the scale of ambition, a detailed analysis of what it would take for the University to realise these ambitions was being undertaken. The University would be working on this over the coming months to inform future strategic choices and a further report would be made on this at the July meeting.

- (ix) That the University remained very focused on recruitment for the 2014 intake. The priority continued to be on maximizing the quality and number of the student intake while being mindful of the importance of the student experience. From the latest data the President and Vice-Chancellor and the Vice-President and Dean of the Faculty of Humanities made the following observations:
- Applications to the University for Undergraduate Courses had increased again this year, at twice the rate of our six competitor institutions (as identified by UCAS) and twice the national rate of increase (UoM +10.5%; national +4.3%; competitor +5.0%). It is notable that there has been a significant increase in applications from outside of the UK. Most programmes have seen an increase in applications; where this has not taken place it is often for known reasons e.g. increase in required entry grades. Conversion remains a challenge, while there were higher rates of acceptances from prospective Home/EU undergraduate students, acceptances from international students was lagging behind last year in some subject areas. For taught postgraduate programmes applications and acceptances were higher by at least 10% for all students compared to the same time last year. Total applications and acceptances for research postgraduate students were also higher with a small decline in applications from international students at this time. Although it was early in the cycle, PGR numbers are up slightly overall, though this is due to an increase in Home/EU applications (10%) with international applications being down slightly (2%).
  - Within the context of the changing national picture and increased competition for students, especially those of high quality, the Intake Management Group, chaired by the Vice-President for Teaching, Learning and Students, was monitoring the situation closely and would keep the Board informed of any concerns. The University recognised that the 2014 recruitment round needs careful attention, and will be demanding for staff. In preparation, Schools have been encouraged to review their entry requirements and to ensure best practice in handling of applicants to maximize the chances of those to whom an offer is made accepting it. In depth discussion of application data by the Senior Leadership Team takes place regularly so the pattern of recruitment can be closely monitored, allowing interventions to be agreed and implemented on a timely basis.
- (x) That at the time of compiling the President's report for circulation to the Board, UCU had announced that they were making preparations for a possible marking boycott which had been due to come into effect from Monday 28 April 2014, as part of the ongoing dispute over the 2013-14 pay award. While the University of Manchester intended to use its best endeavours to avoid circumstances in which pay negotiations lead to industrial dispute, it recognised that in the context of national wage bargaining, no individual institution was in control of its own destiny.
- (xi) That, recognising that it would be seriously imprudent for the University to be unprepared for a range of eventualities in relation to the processes and outcomes of such negotiations, appropriate steps had been discussed. In 2009 Senate and the Board put in place 'Procedures for Protecting the Interests of Students in the Event of Strike Action and/or Action Short of a Strike'. Those arrangements had been reviewed and enacted, however, thankfully, as the University had recently learned that an agreement had been reached about the 2013/14 pay deal, they were unlikely to be required.

**Noted:**

- (i) That the President and Vice-Chancellor and the Vice-President and Dean of Humanities briefed the Board on the ongoing budgetary process. Although performance at the top

level was in line with expectations, income projections in some specific areas had fallen short and therefore had to be supported from earmarked sources. The senior team was currently working collaboratively to identify where further savings could be made in order to deliver a balanced budget to the Board of Governors in July.

- (ii) That work had been undertaken to deliver a higher response rate in the year within the National Student Survey (NSS). The President and Vice-Chancellor reflected on recent school visits, and where some students had raised minor issues, the majority were very positive about their experiences.
- (iii) That the University was seeking to make an appointment at Associate Vice-President level within Policy and Public Affairs and to work closely with the senior team. The Associate Vice-President would be an influential ambassador for Manchester across and beyond Westminster and Whitehall, and would ensure the University's effective participation in relevant London networks. S/he will also analyse current government policy in the context of Manchester's objectives, explore opportunities for partnership, and act as a trusted strategic advisor.
- (iv) That the senior team had held a positive visit to the Hong Kong Foundation and saw at first hand the quality of interactions between senior alumni and key influencers in the region, and had visited MBS Worldwide (Hong Kong), where recent changes in the approach of MBS had been noted and welcomed. The Board discussed philanthropy and the gap between the UK's engagement and performance and the position in the US. While the gap was real, it was primarily attributable to cultural issues rather than poor performance. The University had, however, invested significantly in the Alumni and Development relations function over recent year, and this had seen donations rise from a low base to an anticipated £15m in 2013/14.
- (v) [UNREDACTED] That as Board members were aware, building on the strong relationship between the City of Manchester and an Overseas Sovereign Investor (OSI), and following extensive discussions between The University of Manchester (UoM) and the OSI about a long term partnership around research and innovation collaborations and student residences, two initial linked opportunities were being discussed:
  - Investment of c.£171m (incl. inflation) in the development of a 'student village' in Fallowfield, which remains a major priority for UoM.
  - Research Grant of £30m by the OSI and leveraging by UoM of further external funds towards the development of a £60m Graphene Engineering Innovation Centre (GEIC), which is a critical next step on our exploitation of discoveries around graphene and other 2D materials.

At its formal meeting on 20 November 2013 after due consideration the Board of Governors, on recommendation of PRC and Finance Committee authorised UoM to proceed with the above, through the delegated authority of the Chair of the Board of Governors and the Chair of the Finance Committee, subject to the proviso that any formal undertakings were supported by detailed due diligence and assurances.

The proposals had taken time to develop and were affected by other national priorities, but did, at the time of report, appear to be back on track. As part of this, the University had submitted a bid to HEFCE under the UK Research Partnership Investment Fund scheme which would support the building of the GEIC, and the University would seek to progress the residences proposal within the same timeline. [UNREDACTED]

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

**Reported:**

- (i) That acting on behalf of Senate and the Board of Governors, and on the recommendation of the relevant School Board and/or the Dean of the relevant faculty, the President and Vice Chancellor approved the appointment of the following Heads of School:

Professor Chris Orme, as Head of the School of Social Sciences for the period 1 March 2014 to 31 August 2017.

- (ii) 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:

Ron Doney, School of Mathematics, with effect from 1 August 2014

Linda Gask, School of Medicine, with effect from 1 November 2013

- (iii) That acting on behalf of the Board of Governors, and in accordance with the Terms of the Memorandum and Articles of Association of UMSS Ltd, the President and Vice-Chancellor approved the re-appointment of Dr Simon Merrywest as the University Nominated Director of UMSS Ltd with effect from 1 April 2014, for a three year term.

- (iv) That acting on behalf of Senate and the Board of Governors, the President and Vice-Chancellor approved the extension of the following appointments:

Faculty of Humanities: Professor Colette Fagan, Deputy Dean and Associate Dean for Research from 1 August 2014 – 30 September 2017.

- (iv) That acting on behalf of Senate and the Board of Governors, and on the recommendation of the relevant School Board and/or the Dean of the relevant faculty, the President and Vice Chancellor approved the re-appointment of Professor Jakob Edler as the Director of MIOIR for a further three years from 1 March 2014 to 28 February 2017.

- (iv) That acting on behalf of the Board of Governors, the President and Vice-Chancellor approved the addition of Lisa Murphy, Head of Contracts, Research and Business Engagement Support Services, to the list of the University's authorised signatories, with effect from 4 March 2014.

- (vii) That pursuant to General Regulation VII.4, the Common Seal of the University has been affixed to instruments recorded in entries 1394 to 1428

(3) Report from the Director of Compliance and Risk

**Received:** A report from the Director of Compliance and Risk on the risk management framework of the University, relevant matters of operational risk, Safety, Health and Environment Committee minutes from 14 April 2014, and the presentation of Accident Statistics for quarter 4 of 2013.

**Reported:**

- (i) That Dr Barker briefed the Board on the ongoing investigation into the loss of a radiation source. The loss, which had occurred during the sale of some University

equipment, had promoted a thorough review of procedures and the University was following up on this in consultation with the Environment Agency. The University had made preparations for audit, and was now in a strong position in terms of its compliance procedures.

- (ii) Dr Barker presented the accident stats for the last quarter of the prior year. Some of the figures had identified awareness campaigns (in relation to hot objects, within laboratory environments and student residences, as appropriate).

## 9. Report from the Planning and Resources Committee

### **Received:**

A summary of matter discussed at the meetings of the Committee held on 4 February, 4 March and 8 April.

**Reported:** That the Planning and Resources Committee met on 4 February, 4 March and 8 April 2014. The following matters, on reference from PRC and not covered elsewhere on the agenda, were reported for the Board's consideration or information:

- (i) That during the period of this report, the Committee considered the draft management accounts for the periods ended 30 November 2013, 31 December 2013, 31 January 2014 and 28 February 2014. During the period of this report, the Committee received the Minutes of the Finance Sub-Committee meetings held on 21 January 2014, 11 February 2014 and 25 March 2014. In considering the Finance Sub-Committee Minutes at its meeting on 4 February 2014, the Committee noted that on 21 January 2014, the Finance Sub-Committee had considered and approved tuition fees for 2015/16 for the following: minimum international tuition fees for students commencing a full-time programme in 2015/16; study abroad fees for 2015/16; the introduction of a matrix of tuition fees for all years for non-standard tuition fees in 2015/16; minimum home tuition fees for taught postgraduate programmes in 2015/16; Research Council funded taught postgraduates and international students; and the continuation of the loyalty bursary arrangement for taught postgraduate students.
- (ii) That at its meeting on 4 March 2014, the Committee noted the progress on the endowment project considered at the Finance Sub-Committee meeting on 11 February 2014. The key aims of the endowment project were to (i) unlock unused endowment funds and (ii) rationalise the University endowment portfolio to ensure effective administration and prevent the accumulation of unused endowment funds. These aims had been approved by the Board of Governors and were fully supported by the Charities Commission. At its meeting on 8 April 2014, the Committee noted that Finance Sub-Committee had formally noted the recent acquisition by Manchester Science Park of the AstraZeneca Alderley Park site. The Committee also noted that Finance Committee had approved the recommendation from Finance Sub-Committee in relation to the University's investment portfolio to move to global unconstrained equities, but not alternatives such as hedge funds at this point in time.
- (iii) That at its meeting on 4 February 2014, the Committee considered the University's 2012/13 Transparent Approach to Costing (TRAC) return, which had been submitted to HEFCE on 31 January 2014. The Committee noted its concern about the deterioration in research cost recovery, particularly in relation to non-publicly funded research, and that further work was being undertaken to analyse the data and address costing and pricing policies. At its meeting on 4 February 2014, the Committee also received a paper summarising the latest updates to the University's Financial Regulations and Procedures which had been considered by Finance Sub-Committee at its meeting on 21 January 2014 and recommended for the approval of Finance Committee. The Committee also received an oral report from the University Union Relations Committee on the financial position of the Students' Union.

- (iv) That at its meeting on 4 February 2014, the Committee noted that the grant letter from the Department for Business, Innovation and Skills (BIS) to the Chair of HEFCE's Board had yet to be published and that the delay in publication meant that HEFCE had not been able to issue provisional student number control allocations for 2014/15 on 24 January 2014, as it had intended. At its meeting on 4 March, the Committee considered the BIS letter, which had been published on 10 February 2014 (compared to 11 January 2013). The Committee noted that there had been reductions to the recurrent teaching grant budget in 2014/15 beyond those provisionally indicated last year of £45 million and that overall, total HEFCE funding was £125 million lower than the indicative allocations for 2014/15. At the same meeting, the Committee's attention was drawn to HEFCE's proposals for the processes that would underpin distribution of the £200 million capital investment fund in science and engineering teaching facilities.
- (v) That at its meeting on 8 April 2014, the Committee considered the HEFCE recurrent grant for the academic year 2014/15 and revised allocations of grant for both 2012/13 and 2013/14. The University's highly provisional HEFCE recurrent grant for 2014/15 would be £126 million, a decrease in cash terms of £17 million or -12% when compared with the 2013/14 adjusted allocation. This was a smaller reduction than the 19% for the sector as a whole. However, the University's funding for 2012/13 had decreased by £1.4 million compared to the adjusted 2012/13 allocations and funding for 2013/14 had been reduced by £776k. At its meeting on 8 April 2014, the Committee also received a summary of the debt report as at February 2014 and considered a report on financial benchmarking analysis.
- (vi) That at its meeting on 4 February 2014, the Committee considered the draft Stock Take Report and endorsed its submission to the Board of Governors. It also received the following reports from the 2013 Annual Performance Review (APR) process: the Faculties of Engineering and Physical Sciences, Humanities, Life Sciences, Medical and Human Sciences; the Professional Support Services; The University of Manchester Library; the Manchester Museum and Whitworth Art Gallery; Jodrell Bank Discovery Centre; human resources, including equality and diversity (as reported at HR Sub-Committee) and environmental sustainability (as reported at Capital Planning Sub-Committee). These documents were subsequently included in the papers for the Board of Governors' Conference on 18-19 March 2014. The dates and timing of the 2014 APRs were confirmed. The Committee also considered guidance and templates for the Operational Priorities process for 2014/15. At its meeting on 4 March 2014, the Committee received interim progress reports on actions identified at the 2013 APRs for the Faculties, PSS and The University of Manchester Library, and updates on progress against the Operational Priorities 2013/14 identified by the four Faculties and the Professional Support Services.
- (vii) That at its meeting on 4 February 2014, the Committee received an update on the number of student applications for recruitment in September 2014 and noted that there was an increase in undergraduate applications and acceptances. The Committee also noted that a letter had been received from HEFCE giving notification of a 10% reduction in the 2014/15 dental intake target following a decision by the Department for Business, Innovation and Skills.
- (viii) That at its meeting on 4 March 2014, the Committee considered the provisional Student Number Control (SNC) allocations for 2014/15. It noted that the Government had made 30,000 additional places available for 2014/15 compared to its previous spending review assumptions for 2013/14 and had announced that student number controls would be removed for HEFCE-funded providers from 2015/16. The University of Manchester's SNC for 2014/15 remained at 1,724 (the same as 2013/14) with the top of the flexibility range now increased from 1,834 to 2,059. PRC endorsed SNC allocations to each of the Faculties.

- (ix) That at its meeting on 4 March 2014, the Committee considered data updates on the 2013/14 undergraduate intake profile and noted that there had been a slight reduction overall in entry grades in terms of percentages but that there was a mixed picture across the Schools. In light of the discussion, and in the future absence of the ABB measure, the Committee agreed that consideration should be given to how to report intake quality and what parameters should be measured, including presenting tariff information both internally and comparatively, and whether it would be appropriate to agree quality targets. The Committee also considered research grant and contract income performance by Faculty and School for the six month period ended 31 January 2014 compared to the six month period ended 31 January 2013, noting that total research income for the six months ended 31 January 2014 at £96.6 million was £5.4 million below budget but £2.8 million higher than the six months ended 31 January 2013. A project was underway to improve recovery rates. The Committee also considered research applications and awards data for each Faculty for the six month period August 2013 to January 2014 compared to the six month period August 2012 to January 2013. It noted that whilst the revenue value of applications had decreased by 27%, a significant reason for this was the gap in EU funding between the end of FP7 and the commencement of Horizon 2020. The revenue value of awards had increased by 6%.
- (x) That at its meeting on 8 April 2014, the Committee noted the important themes that had emerged from the Planning and Accountability Conference to be followed up by the executive, highlighting in particular maintaining the University's level of ambition, how it would be measured and the implications for investment (see Agenda item 7). The Committee noted that a detailed Action Plan would be drawn up to carry forward all the key strands of work identified.
- (xi) That at its meeting on 8 April 2014, the Committee considered proposals relating to the high level key performance indicators. Two of the proposals required further discussion and recommendations will therefore be made to the Board in full in June.
- (xii) That at its meeting on 4 February 2014, the Committee considered options for student financial support for 2015/16. The Committee agreed that:
- the University has a KPI to remain in the upper quartile of the Russell Group for its bursary expenditure;
  - the greatest support should be targeted at students with the greatest need;
  - students should have a choice of how they receive this support. To make an informed choice, students should have access to information which can assist with this decision in the context of their personal circumstances;
  - the bursary package should be clear and easily understood by students.
- The Committee approved the recommendation that the University covered part of the costs of the Government National Scholarship Programme contribution in the following way:
- students in the lowest household income bracket (<£25k) continue to receive £3,000 p.a.;
  - students from household incomes greater than £25k receive £1,500 p.a.;
  - the £1,500 award will be available to students from household incomes between £25k and £35k.
- The Committee also approved the removal of fee discounts. This was fully supported by the Students' Union.
- (xiii) That at its meeting on 4 February 2014, the Committee considered and approved funding in 2014/15 for:
- educational advisers' commission – a sum of £3,985,617

- international scholarships - a budget of £442,999 for the Equity and Merit and Fulbright programmes in 2014/15. The Committee also approved in principle the indicative budget for the Equity and Merit, Fulbright and HESPAL programmes of £496,837 (2015/16), £525,276 (2016/17) and £555,416 (2017/18)
  - provision of support services for international students other than pre-sessional courses and bespoke courses – a sum of £361,453.
- (xiv) That at its meeting on 4 February 2014, the Committee endorsed the external Stakeholder Survey 2013 Draft Action Plan.
- (xv) That during the period of this report, the Committee received the notes of the HR Sub-Committee meetings held on 19 November 2013 and 4 February 2014. At its meeting on 4 February 2014, the Committee was informed of the launch of the new staff recognition scheme, the launch of Project Diamond 2, and received an update on employee relations. At its meeting on 4 March 2014, the Committee received updates on pay negotiations, discussions with regard to changes to Statutes, Ordinances and HR-related policies and procedures, and consultation on transformational change in IT Services. At its meeting on 8 April 2014, the Committee received an update on the national pay situation.
- (xvi) That during the period of this report, the Committee received the Minutes of the Capital Planning Sub-Committee meetings held on 3 December 2013 and 28 January 2014.
- (xvii) That at its meeting on 4 February 2014, the Committee received the Minutes of the Risk and Emergency Management Group meeting held on 19 December 2013. The Committee considered the University Risk Map and University Risk Register as at December 2013 and recommended them to the Board of Governors for approval. It also received the Minutes of the meetings of the Research Compliance Committee held on 1 October and 12 December 2013.
- (xviii) That at its meeting on 4 March 2014, the Committee received the Minutes of the Information Systems Sub-Committee meeting held on 28 January 2014.
- (xix) That at its meeting on 8 April 2014, the Committee gave initial consideration to the draft ethics framework and agreed that the framework should be brought back for consideration no later than 10 June 2014. At the same meeting, the Committee endorsed the proposed Alumni Association Constitution and recommended it to the Board of Governors for formal approval.

## 10. Report from the Senate

**Received:** A report on the business initiated at the meeting of the Senate held on 30 April 2014.

**Reported:**

- (i) That the President and Vice-Chancellor updated Senate on the Grant letter to HEFCE 2014, the University's key priorities for 2014-15, and student applications for entry in 2014.
- (ii) That the implications of the possible boycott of student assessment were discussed at length as Senate took place the day before the University had learned that the full and final pay offer of 2% has been accepted by a majority of UCU members who voted in the recent consultative ballot.

- (iii) That the Vice-President (Teaching, Learning and Students) reported on current work to review the University's regulation, policy and procedures for student work and attendance and presented a summary report of the Student Barometer. This is an optional, externally-managed survey in which the University participates every two years. It is used to survey the experience of all students except those cohorts completing the national surveys of undergraduate, postgraduate taught and postgraduate research students (NSS, PTES and PRES respectively).
- (iv) That the Vice-President (Research and Innovation) reported on developments within the University of Manchester Research Institute, the announcement that the University will host a Johnson & Johnson Innovation Partnering Office via UMIC, the new HEFCE post-2014 REF Open Access Policy, and the University's two year self-assessment for the HR Excellence in Research Award.
- (v) That Senate received and approved minor amendments to the undergraduate and postgraduate degree regulations; amendments to Ordinance XIII regarding the appointment of Directors of University Research Institutes; and amendments to the University's Code of Good Research Conduct.
- (vi) That Senate would consider the amendment of a regulation to enable action to be taken in response to instances of student behaviour that damaged community relations. Although there were few instances, the University, mindful of its social responsibility obligations, wished to ensure it was equipped to take disciplinary action where appropriate. Any such changes proposed would be discussed by Senate, before consideration by the Board of Governors.

## 11. Students' Union and University Relations Committee (UURC)

**Received:** A report on matters discussed at the meeting of the University-Students' Union Relations Committee held on 2 May 2014.

**Reported:** That the Committee considered the financial statements and management accounts of the Union. The Committee noted that the Union had made a strong recovery from the adverse financial position reported in the previous year, such that it was forecasting a break even position at the year end. The Union had appointed a new full-time Finance Director, and an Interim Director, and had reviewed management responsibilities across the Union to ensure its continued compliance with the Code of Practice. A governance review had been scheduled and the appointment of three lay trustees had been confirmed.

## 12. Board Committee reports

### (a) Finance Committee, 2 and 22 April 2014

**Received:** The summary report and minutes of the meeting held on 2 and 22 April 2014.

**Reported:** The following items which arise from business transacted at the meetings of Finance Committee, held on 2 April and 22 April 2014, are brought to the attention of the Board. The following paragraphs summarise the key matters that were brought to the attention of the Board:

- (i) That an additional meeting of Finance Committee took place on 2 April 2014 for the specific purpose of considering a report on the University's Investment Strategy, prepared by Aon Hewitt (and the confirmed minutes of that meeting are attached for information). At its previous meeting (and as reported to the last meeting of the Board),

Finance Committee had approved a move to an absolute return bond and approved in principle the move from UK equities to unconstrained global equities. Aon Hewitt had provided additional information on (1) risk mitigation; (2) net return; and (3) compliance with the University's policy on Socially Responsible Investment in relation to global equities for review at the meeting held on 2 April 2014.

- (ii) That following consideration of the report, Finance Committee confirmed approval for the move to unconstrained global equities. The decision to defer a move to investment in alternative assets on a "toe in the water" approach until a later date was also confirmed. Aon Hewitt had also recommended that the University re-consider the choice of fund manager(s) for the various elements of the portfolio, including the option to appoint two managers for the unconstrained global equities. Their recommendations were considered at the meeting of Finance Committee on 22 April 2014 and Finance approved the following:

Bonds (30%)

Index linked gilts (15%) – BlackRock (existing fund manager)

Absolute return bond – Ignis (proposed new fund manager)

*Corporate bonds removed from portfolio*

Equities (55%)

Global equities (27.5%) – Proposed new manager 1: Investec

Global equities (27.5%) – Proposed new manager 2: Harris

Property (15%)

To be retained by existing fund manager, BlackRock.

Aon Hewitt were appointed as the transition manager and the Director of Finance will meet with the proposed new fund managers on 15 May 2014 with a view to confirming their appointments at the next meeting of Finance Committee.

- (iii) That at the meeting on 22 April Finance Committee received an extended update on the capital programme and **noted** the progress that had been made. All costs remained within the existing agreed overall campus Masterplan apart from the Vaughan House project (£326k over budget). It was noted that the budgets for a number of projects, whilst currently still in line within original plans, were extremely tight, in particular the New Engineering Campus and the Whitworth Art Gallery.
- (iv) That the first project in the Masterplan (A V Hill) had been completed, £862k under budget and this underspend had been returned to the overall programme contingency. In overall terms, the absolute value of expenditure remained unchanged but there had been refinement of costs between years. It was noted that the capital programme was proceeding as quickly as was feasible.
- (v) That the Finance Committee considered and confirmed its support for the establishment of a contractor partnership model for projects above £10 million. Two or three partners will be appointed in due course (probably around January 2015) following an OJEU process. Going forward, this will remove the necessity to follow OJEU procurement processes for each project. The University will reserve the right to appoint a contractor outside the framework at any time and include the setting of project margins.
- (vi) That an update on the impact of the new SORP was provided, highlighting the key changes and likely impact on the University's financial statements. A training session for the Board has been scheduled for 24 June 2014 to review these matters.

- (vii) That an update on the progress of the endowment project was provided. The existing 850 plus endowments will be consolidated into five key funds – teaching (including lecturships); research; teaching and research (e.g. Chairs and Professorships); student support (including studentships, scholarships, bursaries and prizes); and general/capital. Each of the new endowment funds will have a Trust Deed setting out objectives and purposes, for the approval of the Board of Governors (or delegated authority). The detailed management arrangements were now being put in place.
- (viii) That Finance Committee formally approved the incorporation of the following companies – Graphene Incorporated Limited; Graphene City Limited; and Graphene Enabled Limited.
- (ix) That it was formally noted that MSP had acquired the former AstraZeneca Alderley Park site. As a result of the transaction, the University's shareholding in MSP had been diluted to 12.2%.
- (x) That Finance Committee considered the annual analysis of financial results, noting the following key points:
- UoM was more heavily reliant on tuition fees and has a lower proportion of research income;
  - Research income increased in 2012/13 (6.2%) but a higher level of growth was shown across the peer group at 7.9%. RG increase at 5.8%;
  - Absolute other income was higher than both the RG and peer group average. However, both groups showed an increase in other income, whereas UoM showed a decrease;
  - Overseas tuition fees continued to perform well, showing the highest absolute value across both groups;
  - Excluding ERVS/restructuring costs, UoM staff costs as a percentage of total income were decreasing. However, absolute staff costs per FTE were in line with the peer group and lower than the RG average.

Further work was being carried out to draw together international and other benchmarking data for consideration by senior management and Finance Committee in due course.

- (xi) Finance Committee received a comprehensive update on the current status of the all the pension schemes in which the University of Manchester was a member, and will continue to receive updates at every meeting.
- (xii) Finance Committee noted the management accounts for February 2014 at the meeting on 22 April 2014. However, subsequent to that meeting, the management accounts for March 2014 have been received by the Finance Sub Committee and Planning and Resources Committee and these, rather than the February management accounts are attached for note.
- The surplus to end of March was £22.3m, £1.7m favourable to budget. Key factors were: £3.4m favourable depreciation and release of deferred capital grant income and delay in commission of land and buildings; £3.1m timing of non-pay expenditure; £1.4m higher VAT income relating to one-off retrospective claims; £1.3m higher surplus on other activities; £1.3m net favourable pay.
  - Cumulative income was £579.6m, £1.8m below budget but 5.8% higher than prior year;

- Pay costs were £310.0m, £0.7m adverse to budget. Pay costs, excluding ERVS represented 53.4% of total income compared to 53.4% in the prior year, and 53.2% budgeted;
- Non-pay costs were 11.5% higher than last year, at £208.0m but £5.3m favourable to budget;
- Cash balances stood at £445.8m.

**(b) Audit Committee, 22 April 2014**

**Received:** The summary report and minutes of the meeting held on 22 April 2014.

**Reported:**

The summary below lists the key issues for the Board's that were brought forward for the Board's consideration and information:

- (i) That as noted within the minutes of the previous meeting and subsequently confirmed within the Uniac report, Uniac had completed a review of the Financial Regulations and Procedures and were satisfied with their form and coverage.
- (ii) That the Committee had previously conducted a review of its own effectiveness and the results of the survey of Committee member feedback on a series of questions had been provided. For this meeting, the Chair raised a series of follow-up questions with the Committee in order to agree actions and improvements for adoption from September 2014. The Committee agreed action in respect of: skills and membership (to ensure the succession of Mr Alan Clarke), additional risk monitoring, and a joint meeting of Audit and Finance Committee to review the financial statements and auditors reports.
- (iii) That a training and update event for members of the Board of Governors (and Audit Committee) would be held on the morning of the 24<sup>th</sup> June 2014. Two topics had been identified: following the presentation from Tim Melville-Ross at the recent Planning and Accountability Conference, a presentation from HEFCE on the operational implications of changes in the HE regulatory environment, and a presentation from Finance colleagues (with audit support where appropriate) on the implications of the new HE Statement of Recommended Practice (SORP). In discussion, the Committee identified that input from external and internal audit on areas of best practice within the sector might also be welcomed. An additional session on risk would also be beneficial in order to complete the coverage of the programme.
- (iv) That the HEFCE annual assessment of Institutional risk: University of Manchester, was provided on an annual basis to the Audit Committee and then the Board of Governors, to inform the University and members of the risk status of the University of Manchester, as determined by HEFCE, and of any failure to comply with the accountability obligations set out in the Financial Memorandum.
- (v) The University level risk register and map was also presented to the Committee, and forwarded to the Board for information.
- (vi) That Uniac had finalised six audits within the period: Project Diamond Post-Implementation Review: Grade 2/2) , Post-Audit Review of Compliance with the Home Office (ex UKBA) requirements for Tier 1, 2 and 5 (Staff): Grade 2/3, Compliance with the UUK Accommodation Code of Practice (University owned halls of residence): Grade 1/1, Compliance with the UUK Accommodation Code of Practice (privately owned halls of residence) Grade 2/2, Review of DLHE Data Collection Methodology (no grading) and the Financial Regulations Review (q.v. *agendum* 5(1)) (no grading).

- (vii) That the Committee received a report from Deloitte on the approach to the audit of the 2013-14 Accounts. The Report outlined the key risks in the audit year. These included: income recognition, management override of key controls, the carrying value of investments, endowments, pension accounting (management and actuarial assumptions) and the application of funds (or HEFCE compliance). In addition Deloitte would also examine debt covenants (relating to the private placements still in place), going concern status, subsidiary companies, taxation, student number data, and compliance with the SORP.

**(c) Remuneration Committee, 16 April 2014**

**Reported:**

- (i) That the President and Vice-Chancellor had presented proposals for members of her senior team (the Deputy President and Deputy Vice-Chancellor, the Vice-Presidents and Deans, Policy Vice-Presidents, and the Registrar, Secretary and Chief Operating Officer). The Committee approved individual awards which included consolidated and non-consolidated payments based on performance, achievement and developments within roles. All received as a minimum an increase equivalent to the national pay award for 2014.
- (ii) That in relation to the salary of the President and Vice-Chancellor, the Committee noted the adverse publicity about increases in the salary packages of vice-chancellors. The President and Vice-Chancellor was also mindful of this issue in relation to her own award, and had expressed her concerns to the Chair. The Committee while acknowledging that her salary was below the market level for institution of this size and complexity, agreed, therefore, to award an increase equivalent only to the national pay award.
- (iii) That the Committee had considered the impact of changes to the reduction of the Lifetime Allowance (LTA) from £1.5m to £1.25m upon senior salaries. Chair's action was being taken in relation to specific cases, however the Committee recognised that more cases would arise as the impact upon senior staff members was felt.
- (iv) That the Department of Business, Innovation and Skills had introduced changes in the reporting of remuneration of Directors for UK listed companies. While the changes did not apply to the University, the Committee wished to consider using the framework for its own reporting purposes. The Committee therefore agreed that it would use an outline version of the framework for its end of year report to the Board of Governors.

**Noted:** That the Board noted the President and Vice-Chancellor concerns in respect of senior salaries within universities and appreciated her stance on this point of principle. A suggestion was made that, in circumstances where an award was recommended but declined, the recommended remuneration might be earmarked appropriately and established in scholarship funding or invested elsewhere within the University.

### **13. Any Other Business**

#### **Noted:**

- (i) That this was the last meeting of the Board of Governors that the current General Secretary of the Students' Union, Ms Grace Skelton, would attend, ahead of the handover of her responsibilities to the incoming General Secretary, Ms Charlie Cook. The Chair, on behalf of the Board, thanked Ms Skelton for the significant contribution she had made to the work of the Board, over what had been a particularly challenging year for the Union.
- (ii) That a Board member raised the issue of recent offers from by Pfizer plc to AstraZenca plc as part of its ongoing takeover attempt, and sought clarification on the University's position. While declaring her interest as a Non-Executive Director of the company, the President and Vice-Chancellor reaffirmed the University's strict neutrality in this matter, as had previously applied in relation to the decisions taken by the AstraZeneca board regarding the future of Alderley Park. The University's connections with the company, as with many of its connections to the pharmaceutical industry were national and/or global, rather than regional. Life Sciences research was a major strength in the University and within the region, and the University would continue to develop contacts and links by associations with its research activity and output, irrespective of the geographical location or ownership model of any partner.
- (iii) That a member of the Board raised the issue of zero hours contracts within the University following recent campaigning and criticism that such contracts do not offer financial stability and security. The University did not employ any staff on zero hours contracts, however, they were used on a limited basis by one of its catering subsidiaries (UMC) for some employees (principally students, though not necessarily University of Manchester students) in order to provide flexibility in relation to spikes in demand within catering outlets and bars. The University was in discussions about the matter with relevant campus trade unions.

**Close.**

**THE UNIVERSITY OF MANCHESTER ALUMNI ASSOCIATION  
CONSTITUTION**

**1. Constitution**

This document is the Constitution of The University of Manchester Alumni Association, the provision for which is stipulated under Statute XVIII of the University's constitution. The document includes regulations for the internal management and administration of the Alumni Association.

Extract from the Statutes:

**Statute XVIII.1**

**"The Alumni Association**

There shall be an Alumni Association of the University which, as its primary objective, shall serve as an organised association of the graduates of the University for the purpose of the maintenance and promotion of contact between the graduates and the University and to further the interests of the University. It shall be the recognised means of communication between its members as set out below and the authorities of the University, and it shall be entitled to discuss and declare an opinion on any matter whatsoever relating to the University and to transmit such opinion to the Board or to the General Assembly, whose duty it shall be to consider the same."

**2. Name**

The name of the association shall be 'The University of Manchester Alumni Association' ("the Association").

**3. The Association**

- 3.1 The Association is a formally constituted body of the University of Manchester ("the University") and is subject to the University's constitution, laws, and applicable policies and procedures.
- 3.2 The Association's Officers (see paragraph 6) and its Advisory Board (see paragraph 9) must be formally recognised by the University's Board of Governors and have no standing without such recognition. They are also subject to the University's constitution, laws, and applicable policies and procedures.
- 3.3 In turn, any local, regional and international alumni associations and local, regional and international alumni contacts and groups (see paragraph 10) must be formally recognised by the Association. The process of formal recognition is set out in paragraph 10.1.

**4. Objectives**

- 4.1 To promote, foster and maintain links between the Association's members and the University.
- 4.2 To encourage members of the Association to take an active interest in the life of the University, with a particular focus on engaging alumni in active programmes relating to the University's aims and objectives, as detailed in its current Strategic Plan. These will include but will not be limited to:

- improving the employability and on-going career development of current students and alumni;
  - continual improvement of the student experience;
  - supporting the University's internationalisation agenda; and
  - supporting the University's social responsibility agenda by encouraging alumni to engage and volunteer with the University, its students and their own communities to address global social and economic challenges.
- 4.3 To facilitate and support meetings and interactions between the Association's members for their personal and professional development and benefit.
- 4.4 To promote the interests of the University and to support its development.
- 4.5 To encourage philanthropic support for the University.

## 5. Membership

5.1 Statute XVIII governs graduate membership of the Association, and Ordinance XXIX of the constitution of the University governs affiliate membership of the Association:-

5.1.1 Graduate membership of the Association will be granted to all graduates (which, for the avoidance of doubt, includes all honorary graduates) of the University and of the former Universities:-

- The Victoria University of Manchester (earlier known as the Owens College Manchester) and
- UMIST (The University of Manchester Institute of Science and Technology; earlier known as Manchester College of Science and Technology, Manchester Municipal College of Technology, Manchester Mechanics Institution)

(collectively "the former Universities") ("Graduate Members").

5.1.2 Affiliated membership of the Association:

- will be granted to non-graduating former students of the University and of the former Universities who have studied for a minimum of 1 full semester at the University or the former Universities; and
- may be granted to non-alumni and non-graduating former students who have completed less than a semester of study at the discretion of the Officers of the Association, in order to further the aims, objectives and activities of the Association and any of its constituent local, regional and international groups or associations ("Affiliate Members").

5.1.3 Graduate Members and Affiliate Members will be referred to collectively as "Members".

5.2 Only Graduate Members of the Association may participate in elections. Affiliate Members are ineligible to stand for elections, nominate or vote (see Annexes A, B, C, D and E).

- 5.3 Any person notifying the Registrar, Secretary and Chief Operating Officer of the University that he or she does not wish to be a member of the Association shall cease to be, or shall not become, a member.
- 5.4 The Board of Governors of the University (“the University Board”), in consultation with the Officers of the Association and the Association’s Advisory Board (see paragraph 9) shall have the authority to withdraw privileges of membership from any individual whose behaviour is incompatible with the objectives of the University and/or the Association.

## **6. Officers of the Association and Secretary to the Association**

- 6.1 The Officers of the Association shall be the Chair and the Deputy Chair (collectively “the Officers”).
- 6.2 The Chair of the Association shall be appointed by the University Board, on the recommendation of the Advisory Board (see paragraph 9), and must be an alumna/us who should have a prominent public profile and who has displayed a record of assistance to the University.
- 6.3 The Chair shall normally hold office for a period of three years and may be re-appointed by the University Board for one more term of office not exceeding three years. The maximum term of office shall be six years and is unaffected by any previous period of Advisory Board membership.
- 6.4 The procedure for appointment of the Chair is set out in Annex A.
- 6.5 The Deputy Chair of the Association shall be a senior member of University staff appointed by the President and Vice-Chancellor.
- 6.6 The Secretary to the Association shall be a senior member of Alumni Relations staff nominated by the Director of Development.

## **7. List of Members**

- 7.1 A list of members shall be maintained by the Secretary to the Association, along with details of their category of membership (see paragraph 5.1).
- 7.2 The list of members shall be made available, subject to University policies and procedures, to relevant University staff and to officers and members of the Association in support of the work of the Association. Such information will only be shared in line with University policies, the Data Protection Act 1998 and other relevant legislation in force.
- 7.3 A sub-set of the list of members, namely those members who are kept informed of the proceedings of the Association, including any elections, also known as the register of voters, shall be maintained by the Secretary of the Association. Any Graduate Member of the Association with an active email address listed on their alumni record will be considered to be included on this register of voters by default, unless he/she elects to opt-out by way of contacting the Secretary of the Association.

## **8. Meetings of the Association**

- 8.1 There shall be at least two open meetings of the Association each year chaired by the Chair of the Association, or his/her delegate (who shall be the Deputy Chair, or another member of the Advisory Board – see paragraph 9), at which Officers of the Association and the University will report on matters pertaining to the University and the Association and its role within University affairs.
- 8.2 At least one of the meetings will be held on campus in Manchester.
- 8.3 One of the meetings will receive the financial statements of the Association.
- 8.4 Open meetings of the Association will be a forum for members of the Association to receive reports, comment on University and Association business and put questions to the University and Officers of the Association.
- 8.5 At least 28 days' notice will normally be given for any meeting of the Association.

## **9. Alumni Advisory Board**

- 9.1 There shall be an Alumni Advisory Board of the Association that will provide advice, support and guidance to the University for the furtherance of the Association's objectives (see paragraph 4) ("the Advisory Board"). Duties and responsibilities of each Advisory Board member can be found in Appendix A.
- 9.2 Individual members of the Advisory Board will have the skills, experience and/or membership of the networks relevant to the objectives of the Association (see paragraph 4).
- 9.3 Membership of the Advisory Board should seek to reflect the age range and geographical spread of the University's global alumni body.
- 9.4 The Advisory Board shall, up to a maximum of 16 members, comprise:-
  - Chair of the Association;
  - Deputy Chair of the Association;
  - General Secretary of the University Students' Union or their delegate (who must be a member of the Student Union Executive) *ex officio*;
  - at least one Graduate Member who graduated within the last 5 years;
  - at least one internationally-based Association member. Internationally-based members should satisfy one of the following criteria:
    - have held an elected position within a University of Manchester International Student Society; or
    - have current or previous experience within an internationally-based University of Manchester Special Interest Alumni Association (see paragraph 10), either as an elected officer or a senior volunteer; or
    - have been a senior Contact (see paragraph 10) on behalf of the Association overseas;
  - at least one Association member who is also a member of the General Assembly;
  - three members elected from the Association membership (please refer to Annex D for the Procedure for the election of an elected Member of the Association Advisory Board); and
  - co-opted Association members up to a total membership of 16 (see paragraphs 9.2 and 9.3).

- 9.5 The Secretary of the Advisory Board shall provide advice and guidance to the Advisory Board on the application of the constitution of the Association.
- 9.6 The Chair of the Advisory Board shall be Chair of the Association.
- 9.7 Members of the Advisory Board shall, whether nominated or elected, be formally appointed by the University Board to hold office for a period of up to three years in the first instance, which may be renewable for a further period, up to a maximum term of six years. No member shall serve for more than six years continuously.
- 9.8 For effective continuity of business, the replacement of all members of the Advisory Board at any one time should be avoided, where possible, by a process managed by the Advisory Board.
- 9.9 The Advisory Board shall hold at least three meetings *per annum* (the year to run from 31 August until 1 September the following year) and hold further meetings as required. Minutes of these meetings will be made available to the members of the Association online.
- 9.10 Members are encouraged to attend meetings in person, however, the University will provide the facilities, to the extent reasonably possible, for members who are unable to attend meetings in person to participate via teleconferencing, video-conferencing or similar.
- 9.11 To ensure the relevance and effectiveness of the Association, *ad hoc* action groups of the Advisory Board may be established by the Chair, to provide help, advice and/or support on a variety of alumni-related matters.
- 9.12 When the Advisory Board acts as the Nominations Committee of the Association (viz Annex B and C) decisions should be made by majority vote. If necessary, the Chair shall have the casting vote.
- 9.13 Subject to the constitution, laws, policies and procedures of the University, the Advisory Board shall have full authority to determine its affairs and procedures.
- 9.14 The quorum of the Advisory Board is reached if the Chair, Deputy Chair and three other members of the Advisory Board are present. Between formal meetings, the Chair may be required to make decisions on behalf of the Advisory Board. Such decisions shall then be ratified by the Advisory Board at its next meeting. The use of this delegated authority shall be reviewed by the Advisory Board on a routine basis.
- 9.15 In instances where a member of the Advisory Board fails to attend (either in person or via virtual means) a minimum of two Advisory Board meetings annually; and/or acts in a manner contrary to the extract from Statute XVIII as reproduced in paragraph 1 of this constitution; and/or is for any reason unable to perform their duties, their position on the Advisory Board will be considered by the Officers of the Association, who may accept resignation or revoke that position.
- 9.16 In instances where an Officer fails to attend (either in person or via virtual means) a minimum of two Advisory Board meetings annually; and/or acts in a manner contrary to the extract from Statute XVIII as reproduced in paragraph 1 of this constitution; and/or is for any reason unable to perform their duties, their position on the Advisory Board will be considered by the University Board, who may accept resignation or revoke their position.

## 10. Alumni Association associations, groups and contacts

- 10.1 In order to promote the Association's objectives, members of the Association may join, establish, be accredited as and/or nominate themselves for the following:
- 10.1.1. a formally constituted "Special Interest" **Association**  
An Association will be deemed to be formally constituted and recognised by the University on the acceptance of a signed 'Association Agreement' by the University Board.
- 10.1.2 a formally recognised 'Special Interest' **Group**  
A Group will be deemed to be recognised on the acceptance of a signed 'Group Agreement' by the Officers of the Association
- 10.1.3 a registered individual **Contact** for Association activities, which, for the avoidance of doubt, includes alumni volunteers.  
A Contact will be deemed to be recognised on the acceptance of a signed 'Contact Agreement' by the Secretary to the Association
- 10.2 All Special Interest Associations, Special Interest Groups and Contacts will be subject to applicable University, policies and procedures and should agree to adhere to the best practice guidelines, Memorandum of Association and appropriate confidentiality agreements provided to them in order to retain their recognised status.
- 10.3 Special Interest Associations will be allowed to use 'The University of Manchester' name and the University logo on promotional material, subject to the University's branding guidelines.
- 10.4 The University will share relevant alumni details with a Special Interest Association, subject to an officer of the Special Interest Association signing a Data Sharing and Confidentiality Agreement. Such information will only be shared in line with the University's policies, the Data Protection Act 1998 and other relevant legislation in force.
- 10.5 Where there is a need for formal registration of an international Special Interest Association with a particular local government body, documents pertaining to local government registration should sit alongside this Constitution and its associated documents as set out in paragraph 10.2 above.
- 10.6 The Officers(as representatives of the Association) may revoke recognition of any Contact or Special Interest Group at any time if it becomes apparent that the Contact or Special Interest Group is not abiding by the particulars or the spirit of the agreements listed in paragraph 10.2 above. In addition, the Officers reserve the right to require annual re-accreditation of local, regional and international contacts and groups.
- 10.7 The University Board, in consultation with the Officers of the Association, may revoke official recognition of any Special Interest Association at any time if it becomes apparent that the Special Interest Association (including any officers of said Association) is not abiding by the particulars or the spirit of the agreements listed in paragraph 10.2 above. In addition, the Officers of the Association and the University Board reserve the right to require annual re-accreditation of local, regional and international Contacts, Special Interest Groups and Special Interest Associations.

## 11. Representation on University Bodies

- 11.1 The Association shall be entitled to recommend to the University Nominations Committee the appointment of one of its Members to membership of the University

Board as provided for in the University's Statute VI.1(b). The procedure for this nomination is set out in Annex B.

- 11.2 The Association shall be entitled to elect twenty of its Members to membership of the General Assembly as provided for in the University's Statute IX.1(c). The procedure for this process is given in the University's General Regulation IV, supplemented by the procedures set out in Annex C.

## **12. Alterations and approval**

This Constitution is established subject to the laws and Statutes of the University and supersedes all previous versions. Any suggested alterations to the Constitution or the dissolution of the Association will be considered by the Advisory Board. The Officers should then present the Advisory Board's recommendations to an open meeting of the Association, before a revised constitution is submitted to the University Board.

## **Annex A**

### **Procedure for the Appointment of the Chair of the Alumni Association**

- A1. A call for nominations shall be issued by the Secretary to the Association via the web, alumni publications, social media and through direct contact with members.
  - A2. All Graduate Members shall be entitled to submit one nomination. Only Graduate Members of the Association may seek nomination. The nomination should include a declaration that the nominee is willing to serve for a period of at least three years. Nominations should be made via an official nomination form obtained from the Secretary to the Association which should be completed and submitted in line with any instructions issued.
  - A3. All members of the Advisory Board, excluding the Chair, will form an Association Nominations Committee, chaired by the Deputy Chair of the Association. The Committee will review all nominations received against the requirements for the Chair (as detailed in paragraph 6.2) and recommend to the University Board one candidate for appointment to the position of Chair.
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## **Annex B**

### **Procedure for the election of an elected Member of the Alumni Association Advisory Board**

- B1. Statute XVIII of the University requires that the Association maintains a list of members of the Association who wish to be notified of its proceedings and to participate in elections. Any Graduate Member of the Association who has an active email address listed on their alumni record will be considered to be included on this register of voters by default, unless he/she elects to opt-out by way of contacting the Secretary of the Association. In addition, a call for Members of the Association to indicate their wish to be included on this register of voters (if not by default) shall be issued by the Secretary to the Association by the following means:
  - through the Association's web site
  - in appropriate newsletters/magazines of the Association
  - through appropriate social media and online facilities
  - through update alumni update forms (such as that sent with the annual magazine)
- B2. A call for nominations from all Graduate Members eligible to participate in accordance with paragraph 5.1 will be issued by the Secretary to the Association, through the Association's web site, to Members with e-mail addresses, in appropriate newsletters/magazines of the Association and through appropriate social media facilities.
- B3. All Graduate Members shall be entitled to submit one nomination. Only Graduate Members of the Association may seek nomination and should provide evidence of the willingness of the nominee to serve for a period of three years. Nominations should be made on nomination forms available from the Secretary to the Association and should be submitted to the Secretary to the Association.
- B4. The Secretary shall act as Returning Officer, receiving nominations, determining eligibility and preparing a list of candidates.
- B5. The elections will elect the appropriate number of Graduate Members to fill the number of vacancies present for elected members of the Advisory Board.
- B6. The University will provide an adequate system of online voting for Graduate Members wishing to vote. There is one vote per one eligible Member.

- B7. Those Graduate Members who are unable to vote online should request a postal vote up to 14 days prior to voting opening. Specific timings will be publicised before each election.
- B8. Should a mid-term vacancy occur the position will remain vacant until the next scheduled round of voting which will be not more than 12 months from the creation of the vacancy.
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## **Annex C**

### **Procedure for the Election of Members of the University General Assembly**

- C1. Statute XVIII of the University requires that the Association maintains a list of Members of the Association who wish to be notified of its proceedings and to participate in elections. Any Graduate Member of the Association who has an active email address listed on their alumni record will be considered to be included on this register of voters by default, unless he/she elects to opt-out by way of contacting the Secretary of the Association. In addition, a call for Members of the Association to indicate their wish to be included on this register of voters (if not by default) shall be issued by the Secretary to the Association by the following means:
- through the Association's web site
  - in appropriate newsletters/magazines of the Association
  - through appropriate social media and online facilities
  - through update alumni update forms (such as that sent with the annual magazine)
- C2. A call for nominations from all Graduate Members eligible to participate in accordance with the provisions of the University's Statute XVIII.3 will be issued by the Secretary to the Advisory Board, through the Association's web site, to members with e-mail addresses, in appropriate newsletters/magazines of the Association and through appropriate social media facilities.
- C3. All Graduate Members shall be entitled to submit one nomination. Only Graduate Members of the Association may seek nomination and should provide evidence of the willingness of the nominee to serve for a period of three years. Nominations should be made on nomination forms available from the Secretary to the Association and should be submitted to the Secretary to the Association at the University's main mailing address or via email attachment to the email address on the nomination form.
- C4. The Secretary shall act as Returning Officer, receiving nominations, determining eligibility and preparing a list of candidates for submission to the Nominations Committee.
- C5. The Advisory Board shall act as a Nominations Committee, determining the suitability of candidates (against criteria for the positions as determined by the University Board) and preparing a list of suitable candidates for election. The criteria for suitability will be detailed on the notes accompanying the nomination form and will be in keeping with the importance and status of the General Assembly of the University.
- C6. The elections will elect the appropriate number of Graduate Members to sit on the University General Assembly.
- C7. The University will provide an adequate system of online voting for Graduate Members wishing to vote. There is one vote per one eligible Member.
- C8. Those Graduate Members who are unable to vote online should request a postal vote up to 14 days prior to voting opening. Specific timings will be publicised before each election.

- C9. Should a mid-term vacancy occur it can be filled by an alumnus/a nominated by the Advisory Board without the need for an election.
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#### **Annex D**

##### **Procedure for the Election of a Member of the University Board of Governors**

- D1. Statute XVIII of the University requires that the Association maintains a list of Members of the Association who wish to be notified of its proceedings and to participate in elections. Any Graduate Member of the Association who has an active email address listed on their alumni record will be considered to be included on this register of voters by default, unless he/she elects to opt-out by way of contacting the Secretary of the Association. In addition, a call for Members of the Association to indicate their wish to be included on this register of voters (if not by default) shall be issued by the Secretary to the Association by the following means:
- through the Association's web site
  - in appropriate newsletters/magazines of the Association
  - through appropriate social media and online facilities
  - through alumni update forms (such as that sent with the annual magazine)
- D2. A call for nominations from all Graduate Members eligible to participate in accordance with the provisions of the University's Statute XVIII.3 will be issued by the Secretary to the Association, via the web, alumni publications, social media and through direct contact with Members.
- D3. All Graduate Members shall be entitled to submit one nomination. Only Graduate Members of the Association may seek nomination. The nomination should include a declaration that the nominee is willing to serve for a period of at least three years. Nominations should be made via an official nomination form obtained from the Secretary to the Association which should be completed and submitted in line with any instructions issued.
- D4. The Secretary will act as Returning Officer for the election, receiving nominations, and determining eligibility of candidates (against criteria for the position as determined by the University Board) to put forward to the Nominations Committee.
- D5. The Advisory Board shall act as a Nominations Committee, determining the suitability of candidates and preparing a list of suitable candidates for election. The criteria for suitability will be detailed on the notes accompanying the nomination form and will be in keeping with the importance and status of the University Board.
- D6. The University will provide an adequate system of online voting for Graduate Members wishing to vote. There is one vote per one eligible Member.
- D7. Those Graduate Members who are unable to vote online should request a postal vote up to 14 days prior to voting opening. Specific timings will be publicised before each election.
- D8. The candidate receiving the most votes will be forwarded to the Nominations Committee of the University Board for its consideration.
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#### **Annex E**

**Procedure for Alumni Association Member participation in the election of Chancellor** (as detailed in University Ordinance 1, below)

- E1. Statute XVIII of the University requires that the Association maintains a list of Members of the Association who wish to be notified of its proceedings and to participate in elections. Any Graduate Member of the Association who has an active email address listed on their alumni record will be considered to be included on this register of voters by default, unless he/she elects to opt-out by way of contacting the Secretary of the Association. In addition, a call for Members of the Association to indicate their wish to be included on this register of voters (if not by default) shall be issued by the Secretary to the Association by the following means:
- through the Association's web site
  - in appropriate newsletters/magazines of the Association
  - through appropriate social media and online facilities, including email
  - through alumni update forms (such as that sent with the annual magazine)
- E2. Graduate Members of the Association who are on the register of voters (see paragraph 7.3 and E1) by a date that is fourteen weeks before the date appointed for the election shall be eligible to participate in the election, pursuant to paragraph 2a in Ordinance 1.
- E3. The election will be conducted as detailed in Ordinance 1, see below.
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#### **Ordinance 1**

##### **Election of the Chancellor**

1. The date of election shall be appointed by the Registrar and Secretary, who shall act as Returning Officer for the election and shall have a general discretion to ensure that the election is conducted in a proper and seemly manner. In fulfilling this role, the Registrar and Secretary may choose to appoint a suitable external agent to fulfil many of the duties expected of the Returning Officer and to provide administrative support for the election, on the approval of the Board. The external agent may, if appropriately qualified and subject to the approval of the candidates duly nominated, fulfil the duties of a Scrutineer.
2. Pursuant to Statute IV, those who may participate in the election shall be:
  - a. **those members of the Alumni Association whose names and addresses have been registered on the list compiled in pursuance of Statute XVIII.3 at a date fourteen weeks before the date appointed for the election;**
  - b. those persons who hold paid superannuable appointments in the University at a date fourteen weeks before the date appointed for the election and which extend to the date appointed for the election;
  - c. those persons who are members of the General Assembly at a date fourteen weeks before the date appointed for the election and whose appointments do not terminate before the date appointed for the election.

Any person whose name appears on more than one list shall be entitled to only one vote.

3. No fewer than twelve weeks before the date appointed for the election, the Returning Officer shall notify all persons eligible to participate in the election stating that the Chancellorship is or is to become vacant, as may be appropriate, specifying the date appointed for the election and drawing attention to the provisions of this Ordinance.
4. No candidate for election to the Chancellorship shall be deemed to be validly nominated unless:
  - a. a proposition for such nomination, in writing, signed by at least twenty persons who are eligible to participate in the election, shall have been received by the Returning Officer no fewer than six weeks before the date appointed for the election;

- b. at the time the proposition for nomination is made, he or she has assented, in writing, to becoming a candidate for election, and has certified that he or she holds no paid appointment in the University.
  - 5. Should there be only one candidate validly nominated, the Returning Officer shall declare him or her to be elected and shall make the result public.
  - 6. Should there be more than one candidate validly nominated:
    - a. the Returning Officer shall contact all persons eligible to participate in the election, no fewer than twenty-eight days prior to the date appointed for the election and provide a list of the candidates in random order and further information on the process by which voting will take place;
    - b. each candidate validly nominated shall be invited to appoint a Scrutineer. Any candidate not nominating a Scrutineer shall have a Scrutineer appointed by the Returning Officer. On the date appointed for the election, the Returning Officer shall arrange to make available to the Scrutineers for examination the report on the internet voting and (if this method of voting is used) the envelopes containing the ballot papers unopened.
    - c. the result of the election shall be declared by the Returning Officer immediately following the conclusion of the Count, and subsequently shall be made public;
    - d. two weeks after the declaration of the result, the Returning Officer, with the consent of the Scrutineers, shall arrange for the destruction of voting papers and records.
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**Ordinance XXIX**

1. Statute XVIII of the University states that there shall be an Alumni Association of the University which, as its primary objective, shall serve as an organised association of the graduates of the University for the purpose of the maintenance and promotion of contact between the graduates and the University and to further the interests of the University. Statute XVIII also states under section 2 (c) that membership may be extended to “such other persons or classes of persons as may be determined by the Alumni Association and designated for membership by Ordinance.”
2. Therefore, through this Ordinance and the constitution of the Association, affiliated membership of the Association:
  - will be granted to non-graduating former students of the University and of the former Universities who have studied for a minimum of 1 full semester at the University or the former Universities; and
  - may be granted to non-alumni and former students who have completed less than a semester of study at the discretion of the Officers of the Association in order to further the aims, objectives and activities of the Association and any of its constituent local, regional and international groups or associations (“Affiliate Members”).
3. Only Graduate Members of the Association may participate in elections. Affiliate Members are ineligible to stand for elections, nominate or vote.