

Confirmed minutes

The University of Manchester

**BOARD OF GOVERNORS**

**Formal Session: Wednesday, 16 March 2016**

*Present:*

Mr Anil Ruia (in the Chair),

President and Vice-Chancellor, Ms Dapo Ajayi, Mr Edward Astle, Mr Gary Buxton, Mr Michael Crick, Dame Sue Ion, Mr Neil McArthur, Mr Andrew Spinoza, Dr John Stageman, Professor Cathy McCrohan, Professor Colette Fagan, Dr Christine Rogers, Dr Caroline Jay, Professor Chris Taylor, Ms Pamila Sharma, General Secretary, University of Manchester Students' Union (17).

*In attendance:* The Deputy President and Deputy Vice-Chancellor, the Registrar, Secretary and Chief Operating Officer, the Director of Finance, the General Counsel, the Director of Human Resources and the Deputy Secretary.

*Apologies:* Mr Paul Lee, Mrs Christine Lee-Jones, Dr Angela Strank, Professor Liz Sheffield, Mr Colin Gillespie and Ms Iram Kiani.

**1. Welcome**

**Noted:** That a formal session of the Board was held within the Planning and Accountability Conference in order to deal with some routine matters and, if necessary, to enable the Board to agree any important issues arising from the Conference agenda.

**2. 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 as a Non-Executive Director of Central Management University Hospitals Foundation Trust and previously declared in the session, remained relevant to some items on the agenda. Professor Colin Bailey, Deputy President and Deputy Vice-Chancellor, also declared an interest in his capacity as a Non-Executive Director of Central Management University Hospitals Foundation Trust.

**3. Chair's Report**

**Reported:** That the Chair of the Board of Governors provided an update on the HEFCE Grant Letter and on the likely implications for the sector.

#### 4. Secretary's report

##### (a) Disposal of Land

**Received:** A paper requesting approval of the disposal of four strips of University land to Manchester City Council

**Reported:**

- (1) That under the University's Financial Procedures, disposal of land, buildings and assets held in trust can only take place with the authority of the Board, except where the value is below £5k
- (2) That as part of the Cross City Bus Corridor Project, Manchester City Council wish to acquire some strips of the University's land.

These comprised:

1. Kilburn Building frontage (137 sq m)
  2. Tuer Street / Waterloo Place / Precinct (104 sq m)
  3. Thorncliffe House frontage (1,592 sq m)
  4. Whitworth Art Gallery frontage (footpath /cycleway) (820 sq m)
- (3) That the City Council have compulsory powers to acquire and so the University has agreed terms based on a joint independent valuation. Full details and plans were provided and, in line with procedure, the approval of the Board of Governors was sought for the disposal.

**Resolved:** That the Board of Governors provided approval for sale of the land as proposed to the City Council.

##### (b) Amendments to Regulation VII: The use of the Common Seal

**Received:** A paper requesting the approval of amendments to Regulation VII: The use of the Common Seal

**Reported:**

- (1) That the rationale for the special treatment of sealed contracts can be understood in terms of the legal formalities that are associated with affixing a seal to an agreement. Firstly, the following of the legal formality of affixing a seal to a document was evidence of the existence of a contract, typically, in the absence of consideration. Secondly, the need to use a seal, which has formal legal significance, serves to impress upon the parties the significance of the agreement being made.
- (2) That at the University of Manchester, the seal is maintained at the direction of the Board of Governors and is held in the custody of the Registrar, Secretary and Chief Operating Officer who may, at his or her discretion, delegate custody to the Director of Finance.

The amendments proposed to Regulation VII serve to:

- update the Regulation in line with common practice at the University
- specify, for clarity, the authority of the Deputy President and Deputy Vice-Chancellor to affix the seal
- add additional officers who may attest its use by the senior officers specified in paragraph 2.

**Resolved:** That the Board of Governors approved the amendments to Regulation VII: The Use of the Common Seal (provided at Appendix A).

## 5. Conference Format

### Noted:

- (1) That the Board discussed the conference format and the key themes and outcomes.
- (2) That while members of the Board appreciated the level of senior engagement and the candid nature of discussions and debate, some members felt that certain themes and questions had been repeated within this Conference.
- (3) That in acknowledging this point, other members of the Board noted that these questions remained important areas of strategic concern for the University. It was also noted that the objectives of the Conference, to provide space for accountability and consideration of future strategy, dictated the consistent format.
- (4) That the Conference programme had been considered by the Board of Governors in February and it had been agreed that Internationalisation should be a particular area of focus for this event and which had informed a number of the sessions.
- (5) That members made reference to the session with the Vice-Presidents and Deans, the Vice-Presidents and the Registrar, Secretary and Chief Operating Officer, and in particular, highlighted the joint presentation from the Vice-Presidents and Deans of Life Sciences and Medical and Human Sciences. Members also appreciated the external input and the poster session on Social Responsibility.
- (6) That the Board noted that once feedback from members had been obtained the format of the Conference would be discussed by the University with the incoming Chair.

## 6. Any Other Business

*N.B.* The Deputy President and Deputy Vice-Chancellor left the meeting for this item.

**Reported:** That the President and Vice-Chancellor provided a briefing for the Board of Governors on recent newspaper reporting concerning Graphene research within the University.

### Noted:

- (1) That the University had issued a robust statement in response to the recent Sunday Times article (dated 13 March 2016). Within this, it stated that it had investigated the claims and allegations put to it by the Sunday Times and had found no evidence

whatsoever that BGT Materials or Bluestone has had access, outside of any confidentiality undertaking, to confidential research programmes or that there were insufficient safeguards to protect the University's Intellectual Property.

- (2) That the University also completely refuted the anonymous, unsubstantiated claim that academics were "boycotting" The National Graphene Institute (NGI).
- (3) That the University remained committed to leading the way in the UK and internationally to commercialise graphene and two-dimensional material applications. Its handling of Intellectual Property (IP) with research collaborators and its own independent patenting strategies were robust and comprehensive and specifically designed to optimise the commercial opportunities of its world-leading graphene research to the national benefit by being international in approach. In addition, the University had sought and benefited from expert external input to its IP strategy and approach.
- (4) That the article also made reference to shareholdings held by the Deputy President and Deputy Vice-Chancellor in Graphene Lighting and potential conflicts of interest. The University had previously discussed this issue within Audit Committee, noting that the interest had been appropriately declared through the appropriate process, both to staff and the Chair of the Board and relevant Committees. In addition, when Professor Bailey became the independent Chair of BGT Materials he was no longer involved in discussions with BGT Materials as a representative of the University. Professor Luke Georghiou and Clive Rowland fulfilled this role.
- (5) That Sir Andre Geim had written an opinion piece in response to the reporting and the University was seeking to maximise the impact of this. This would be provided to the Board in due course. The University had also engaged with its key partners in order to correct the record and refute the allegations.
- (6) That prior to the reporting, the University had commissioned an independent Graphene IP review and that this had provided assurances that the University's processes were sound. Information on this would be summarised and provided to the next meeting of the Audit Committee and in June, a strategic briefing would be held on graphene and commercialisation.
- (7) That, recognising that at least one Manchester academic had expressed concerns within the reporting, the University would undertake to explore this with them and seek to remediate any issues that were identified.

**Close.**

## **Regulation VII**

### **The Common Seal of the University**

1. The Common Seal (hereinafter referred to as the ‘Seal’) shall have placed upon it the words ‘The University of Manchester’ and the arms of the University, and shall be kept at the University at the direction of the Board in the custody of the Registrar, Secretary and Chief Operating Officer who may, at his or her discretion, delegate custody to the Director of Finance.

2. Further to the provisions of Article V.1, and using the powers of delegation provided for in Statute VIII.5, the Board, through the provisions of this Regulation, grants to each of the following Officers authority and discretion to affix the Seal as circumstances require:

The Chair of the Board

The Deputy Chair (or Deputy Chairs) of the Board

The President and Vice-Chancellor

The Deputy President and Deputy Vice-Chancellor

The Vice-Presidents appointed by the Board pursuant to Statute III.6

and this authority shall endure from the coming into force of this Regulation until it may formally be rescinded or amended by the Board.

3. On each occasion on which the Seal is affixed by one of the Officers to whom authority and discretion has been granted in accordance with the provisions of paragraph 2 above, it shall be attested by one of the following:

The Registrar, Secretary and Chief Operating Officer

The Deputy Secretary

The General Counsel

The Director of Estates and Facilities

The Director of Finance

The Deputy Director of Finance

4. Each occasion on and circumstances in which the Seal is affixed shall be reported to the next meeting of the Board.