

The University of Manchester

BOARD OF GOVERNORS

Wednesday, 22 March 2017

Present:

Mr Edward Astle (Chair)

President and Vice-Chancellor, Dame Sue Ion, Ms Naa Acquah, General Secretary of UMSU, Mrs Dapo Ajayi, Mr Gary Buxton, Mr Michael Crick, Professor Colette Fagan, Professor Danielle George, Mr Colin Gillespie, Dr Caroline Jay, Mr Paul Lee, Mr Shumit Mandal, Professor Silvia Massini, Dr Neil McArthur, Mrs Isabelle Perrett, Mr Robin Phillips, Dr Christine Rogers, Mr Andrew Spinoza, Dr John Stageman, Professor Chris Taylor, Dr Angela Strank, and Ms Ros Webster (23).

In attendance: The Registrar, Secretary and Chief Operating Officer, the Deputy Secretary, the Director of Finance, the Director of Human Resources, the General Counsel and, for item 4, Mr John Lauwerys.

Apologies: Professor Cathy McCrohan and Mr Nick Hillman

1. Declarations of Interest

Noted: That there were no additional declarations made at the meeting.

2. Minutes

The minutes of the meeting held 15 February 2017, incorporating a suggested amendment concerning the future skills profile of the Board and the request for those with experience of managing changes in strategy in response to disruptive innovation, were approved.

3. Feedback on the Accountability and Planning Conference

Noted: That the Chair invited members to comment on the Accountability and Planning Conference. The following were among the points noted:

- (1) That members commented that the Conference was much better than last year, more purposeful, streamlined and focussed. Improvements had been made to the structure, and members liked the Q and A with Deans and the Registrar, Secretary and Chief Operating Officer, but suggested that Will might present with others e.g. from the Director of Finance and the Director of Human Resources.
- (2) That all presentations were clear and members appreciated that the presenters did not simply read back the papers previously circulated. The slides from the presentations to be added to Boardpad (Action: Deputy Secretary). The pre-Conference material, especially the summaries, was regarded as very helpful.
- (3) That members felt it was good to engage with the wider management team and acknowledged that it was a very strong team with mutual respect. The executive had been very open and candid, and Board members welcomed this honesty and felt staff were open to questions and challenge.
- (4) That all members valued the external speaker presentation. Possibly two externals could be scheduled next time but members recognised the time constraints.
- (5) That members would like a 'you said, we did' update within the Conference material in 2018. While members enjoyed the poster session but there were a few too many. They also

greatly enjoyed the evening entertainment and the opportunity to meet students over the meal. A similar level of student involvement should be included within the format for 2018.

- (6) That in terms of the position of the University, members felt performance was at a very high level; and members appreciated that care should be taken to ensure that the University doesn't damage good practice through widespread intervention. Members were reassured on the University's momentum and the planning underway in readiness for change.
- (7) That the increased role played by the Chair was welcomed and it was noted that the majority of members of the Board had contributed over the two days
- (8) That some members asked to receive the WonkHE Daily Briefing (Action: Deputy Secretary)
- (9) That in terms of housekeeping arrangements the members agreed with lecture style set up for morning session on first day, but a looser arrangement with more space around chairs would be preferred. Members commented positively on the refurbishment of Chancellors.
- (10) That the size and shape of the University in 2025 might be a theme for 2018, with a focus on external trends and threats how *Manchester 2020* might be developed to achieve this (or similar).

Resolved: That the Deputy Secretary would invite members to provide any additional feedback to inform the planning for the 2018 Conference.

4. Review of Board Effectiveness

Received: The Report of the Review of Board Effectiveness undertaken by Mr John Lauwerys.

Reported:

- (1) That the Report noted that the Board has two key overarching responsibilities; first it has ultimate responsibility for determining the mission and strategy of the University, and second for the oversight of the overall operation of the University. In discharging these responsibilities, the Board, its members and committees need to ensure that they do not engage in matters which are of an executive nature, these being the responsibility of the President and Vice Chancellor and the University Executive. The Report found that this distinction was well understood and there was no evidence of the distinction between 'governance' and 'management' becoming blurred.
- (2) The Report concluded that the University is effectively governed. All members of the Board, including staff members, have an extensive and impressive range of skills and experience which they bring to their role as Governors of the University and the Board is very well chaired. The Consultant was able to interview all members of the Board, and he reported that without exception they displayed an enthusiastic commitment to the University and shared the ambition to make a great university even greater.
- (3) That while the overall focus of this review is suggesting changes aimed at enhancing the effectiveness of the Board, the Consultant noted there were many aspects of the University's governance arrangements which were sector-leading (notably the Gift Oversight process).
- (4) That the Report made a number of recommendations. The Board discussed each of them in order to assess support for their implementation and prioritisation. Some were straightforward in terms of implementation, but a number would require the repeal or amendments of Statutes – which would mean that they would require some time to introduce.

Noted:

- (1) That the Board supported the recommendation that the Statement of Primary Responsibilities should be reviewed and consideration given to its amendment to take account of the CUC Model Statement.

- (2) That in terms of the size and composition of the Board the Board noted the proposal to reduce the number of members of the Board of Governors to twenty-two. The Report proposed that the reduction should be achieved by reducing the number of Senate members from seven to five, the number of professional services staff members from two to one and the number of lay members from fourteen to thirteen. The number of student members of the Board should, however, be increased from one to two. The Board expressed in-principle support, noting that this would require careful handling given the reduction in the level of staff representation.
- (3) That the recommendation to reduce the staff in attendance at Board meetings, was not regarded as a priority. Members regarded the input of those attending as beneficial.
- (4) That the recommendation to designate the Chair as an ex-officio member of the Board alongside the President and Vice Chancellor and General Secretary of the Student Union, was supported – though would require a change in Statute (and therefore Privy Council endorsement, once approved).
- (5) That a significant recommendation concerned the Nominations Committee. This proposed that the composition of the Nominations Committee should be changed, subject to amendment of the relevant governance instruments (Statutes), to make it a committee of the Board rather than a committee of the Board and the General Assembly. It should be chaired by the Chair of the Board and include the President and Vice Chancellor, three lay members of the Board, one staff member of the Board and one student member of the Board in its membership. The Board recognised that this would bring the University into line with other institutions and expressed support for these proposed reforms. Further consideration under the Statutes and Ordinances might be given to whether the President and Vice-Chancellor could hold membership of a reformed Nominations Committee or simply attend. The Consultant did not regard membership as a significant issue, noting that the key issue was to ensure the Executive did not have a dominant influence. These proposed reforms would require further consideration and discussion between the Chair and the Pro-Chancellor and Chair of the Nominations Committee.
- (6) That the recommendation that, pending changes to relevant Statutes, the Chair of the Board and the President and Vice Chancellor should be co-opted onto the Nominations Committee, was supported in principle (noting that attendance rather than membership might only be possible before the revision of Statute).
- (7) That the Board supported the recommendation that Senate should be invited to consider establishing a Nominations Committee to propose to Senate which of its members be nominated to serve on the Board of Governors. The Report also recommended that once appointed to the governing body, the Senate nominees should complete their full three-year term of office even if they cease to be members of Senate. This proposal was also supported.
- (8) That subject to amendments to the relevant governance instruments, the professional services member(s) appointed should be identified by the Nominations Committee from among the relevant staff groups on the basis of individuals expressing an interest in serving on the Board. This recommendation was also supported – although would require the revisions of a number of related instruments (Statutes, Ordinances and Regulations).
- (9) That the recommendation that the Nominations Committee should, in consultation with the Board, adopt a template listing the most desirable and important range of skills/experience, was supported.
- (10) That the Board welcomed the recommendation that Board papers which require decision should be written specifically for the Board, not be too long, give links to additional backing information, include options for discussion wherever relevant and conclude with a recommendation for the Board to consider. The Board also endorsed the related

recommendation proposing a cover sheet which briefly summarises the purpose and content of the paper, whether it is for information or for decision and, if the latter, what decision is being sought.

- (11) That the Board agreed that they should receive an annual report on the attendance of its members both at the Board and at Board Committees, this should also include other contributions (e.g. appeal hearings).
- (12) That the Board noted the proposal to offer more social time (e.g. a buffet) following formal meetings and this suggestion should be taken forward for meetings next year.
- (13) That the recommendation concerning the membership of the Finance Committee and the Audit Committee will require further discussion between the Chair of the Board and the Chairs of the Committees.
- (14) That the recommendation to extend the role of the Nominations Committee (a Governance and Nominations Committee), was significant and would require revisions to Statute.
- (15) That a further recommendation concerned the review of the Staffing Committee to establish whether it could be simplified. This linked to an additional recommendation that the Charter, Statutes, Ordinances and Regulations should be reviewed and updated where necessary and amended and simplified where appropriate so as better to support effective governance. The Board provided tacit support for these recommendations but noted this was likely to be a significant undertaking (while noting that there are proposals to make governance reform a simpler process within the Office for Students).
- (16) That the Board noted the recommendation to establish a review group to consider the role of the General Assembly. Although members of the executive believe it is a valuable forum, it was worth exploring its function and contribution.
- (17) That the Board supported the recommendation that it might use 'task and finish groups' to review appropriate issues as one of the measures it could take to enhance its effectiveness (one of these might, for example, review the role of the General Assembly).

Resolved: That an action plan should be developed to take forward the recommendations supported by the Board. **Action:** *Chair of the Board of Governors, Registrar, Secretary and Chief Operating Officer, Deputy Secretary.*

5. Membership of Finance Committee

Reported: That at the meeting of committee chairs held earlier in the year, the Chairs identified the requirement for a co-opted member of Finance Committee with an estates / large projects background to add valuable experience to the Committee and to further strengthen the Board's effective oversight of the Capital programme. Following discussions with members of the University and the Board, it is now recommended that Dr. Jon Lamonte, Chief Executive of Transport for Greater Manchester, should become a co-opted member of Finance Committee.

Noted: That the Chair of the Finance Committee had discussed the role with Jon Lamonte and was happy to recommend his appointment to the Board of Governors.

Resolved: That the Board of Governors approved the appointment of Dr Jon Lamonte as a co-opted member of the Finance Committee, to a term of membership running from 1 April 2017 31 August 2020.

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