The University of Manchester

BOARD OF GOVERNORS

Tuesday 22 March, 2022

Present: Mr Edward Astle (in the Chair), President and Vice-Chancellor, Mrs Ann Barnes (Deputy Chair), Prof Claire Alexander, Ms Deirdre Evans, Prof Danielle George, Mr Miguel Gonzalez-Valdes Tejero, Dr Reinmar Hager, Mr Nick Hillman, Ms Caroline Johnstone, Dr Eric Lybeck, Prof Paul Mativenga, Dr Neil McArthur, Mr Jatin Patel, Mr Robin Phillips (by video conference), Mr Raoul Shah, Mr Richard Solomons (by video conference), Ms Melody Stephen, Ms Natasha Traynor (Associate Member), Dr Jim Warwicker, Mrs Alice Webb and Ms Roz Webster (21 members).

Apologies: Mr Gary Buxton and Ms Philippa Hird

In attendance: The Registrar, Secretary and Chief Operating Officer (RSCOO), the Deputy President and Deputy Vice-Chancellor, the Interim Chief Financial Officer, the Director of Compliance and Risk (items 7 and 8), the Director of IT Services (item 8), Mr Alex Creswell (item 8), the Vice-President for Teaching, Learning and Students (item 9) and the Deputy Secretary.

1. **Declarations of Interest**

   Reported: there were no new declarations of interest.

2. **Minutes**

   Agreed: the minutes of the meeting held on 16 February 2022.

3. **Matters arising from the minutes**

   Received: an updated report on ongoing issues that had been raised at previous meetings.

4. **President and Vice-Chancellor's report**

   Received: the report from the President and Vice-Chancellor.

   Reported:

   (1) The University continued to support staff and students affected by the Russian invasion of Ukraine and would shortly announce a student scholarship scheme and support for staff affected by the situation and other conflicts around the world.

   (2) Increased concern about the rise in inflation rates and impact on staff and students.

   (3) The current industrial relations climate, including initial indications of UCU demands for the next pay round (RPI plus 2%), recent and imminent strike action (further strikes would take place in w/c 28 March) and current ballots by UCU on further industrial action (ballots closed on 8 April).

   (4) An update on the current situation at Whitworth Art Gallery, noting recent press and social media attention: the Board had received a recent update on this.

   (5) Student applications remained generally healthy: international applications had increased (both from China and other markets). There was a downturn in applications from home students for postgraduate taught programmes which could be attributed to the currently buoyant labour market.

   (6) There was a slight increase in student withdrawals and analysis of the cause continued.

   (7) The University had published information on its historic links to slavery which had been shared with the Board.

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Noted:

(1) In response to a question, the impact of strike action was patchy, with largest numbers in the Faculty of Humanities

(2) Comments from the General Secretary of the Students Union about levels of student anxiety about forthcoming examinations, which was a reflection of a very challenging period for students.

(3) Research Excellence Framework (REF) outcomes would be reported to the Board at its May meeting: the potential for greater "bunching" of results and consequent difficulties in differentiating between institutions was noted.

5. **Health, Safety and Wellbeing report-Quarter Two**

   Received: the latest Key Performance Indicator (KPI) report from the Health, Safety and Wellbeing Committee.

   Noted:

   (1) The discrepancy between reported working days absence in the two time periods (November 2020-January 2021 and November 2021-January 2022): this was potential attributable to deficiencies in the current sickness absence reporting process.
   (2) Concerns raised by the Board in relation to the reported issues with radiological materials and a request for an update on mitigating actions either for the May Board or potentially by correspondence
   (3) Comments on the reported major fire in student residences and a request for an update on mitigating action being taken in response and lessons learned again either for the May Board or potentially by correspondence.
   (4) The commitment to the Mental Health Charter and the Suicide Safer Strategy and the importance of ensuring sufficient staff resource to ensure success.
   (5) The balanced nature of the report enabled awareness of relevant developments across the three areas of health, safety and wellbeing.

   Action: RSCOO/Deputy Secretary

6. **Student Group Sessions: Feedback and Response**

   Received: a report summarising feedback, both positive and negative, from the four group sessions held between current students and members of the Board before the February Board meeting.

   Noted:

   (1) It was important for the Board to focus on key, strategic issues, noting that the report showed that most of the issues raised were known to the University, with actions in train to address them as outlined in the report. The report noted planned investment and the need for prioritisation.
   (2) Key, strategic issues were: Student IT: quality and timeliness of student feedback: student residences: value for money for international students: and equality, diversity and inclusion.
   (3) The importance of effective communication about issues raised, and acknowledgement and clear explanation when concerns were raised.
   (4) In some areas, student feedback from the session was not consistent across the University (for example in relation to student workload), whilst in others, further investigation had not substantiated concerns raised (e.g. regarding allocation of accommodation).
   (5) Recognition of the importance of an inclusive curriculum across all disciplines.
   (6) Failure to adhere to agreed University policy (e.g in relation to academic advising) should be reported to programme directors for action. **Action: Heads of School**
   (7) There was ongoing work to support employability for international students.

(8) The view of a number of members (from different categories of membership) that the responses to issues raised could be perceived as overly defensive, and the importance of full and active engagement with reported concerns.

Agreed: a summary of issues that the Board wanted to monitor as part of its oversight role be shared with the Students' Union (for dissemination to participants in the Board sessions and more widely) with management proactively advising on progress.

Action: Deputy Secretary

7. **Strategic Risk Register**

Received: the most recent version of the Strategic Risk Register, previously approved by the January 2022 meeting of Audit and Risk Committee, and reported to the previous meeting of the Board in February 2022.

Noted:

(1) There was a separate, full consideration of cyber-risk (see item 8 below) and the Board had considered geopolitical risk, including risk of over-reliance on key countries (specifically China), at a separate Board briefing before the meeting.
(2) Audit and Risk Committee would also be reviewing the Risk Register at its meeting on 31 March.
(3) The current description of the Employee Relations risk was under review (informed by input from both the Director of People and Organisational Development and the Director of Equality, Diversity and Inclusion) to enable greater specificity (e.g in relation to wellbeing, and equality, diversity and inclusion): in the context of this risk, comments about the importance of workforce planning were also noted.
(4) The potential impact of regulatory risk was high although likelihood was low: further articulation of this risk would be facilitated by ongoing work on the Board Assurance Framework to be reported to the March Audit and Risk Committee.
(5) The potential risk of failure to be sufficiently innovative.
(6) The emerging, pressing risk of inflation, the volatility of the current international political climate, and the consequential potentially adverse impact on the Operating Model.
(7) The above comments, along with comments arising from consideration at the March Audit and Risk Committee would inform the next iteration of the Strategic Risk Register (the development of this was currently in train). **Action: Director of Compliance and Risk**

8. **Cyber Risk Briefing**

Received: a report and update which built on the briefing for Audit and Risk Committee in September 2021 and provided information on current cyber risk status, recent actions and plans to mitigate the risk faced by the University.

Reported:

(1) An update on current and expected risk from Alex Creswell, advisor on cyber-security to Audit and Risk Committee: this included the potential for a rise in incidents in the short-term.

(2) Between July and December 2021, the Information Commissioner's Office recorded 1,345 cyber-security incidents, a 20% year-on-year increase.

(3) Risk 1.1 (major incident related to cyber risk) had undergone some updating since the version of the Risk Register referred to in item 7 above (and this update was appended to the report) and

there would be a full review of risk and mitigating actions (informed by work from Uniac) to inform the next iteration of the Risk Register in June 2022.

(4) An update on University preparedness, including response plan, exercises, communications plans and links to the National Cyber Security Centre.

(5) Recent improvement both in the University's BitSight (cyber security rating) score and its position in relation to peer institutions.

(6) Recent activity, including introduction of multi-factor authentication for students and activities on the related risk (1.2, Information Security and Data Protection).

(7) Planned activities, noting the continued need to upgrade and develop as the threat evolved.

Noted:

(1) Contingency planning and emergency response exercises were contributing to increased University resilience and preparation for cyber-breach, and it was essential to ensure continued vigilance and awareness (noting the importance of individual behaviour).
(2) In a research based university it was important to ensure an appropriate balance between central control and individual responsibility (noting that this environment meant that there were vulnerabilities not applicable in other sectors).
(3) The importance of awareness of points of specific vulnerability during the year (e.g. Clearing) with consequent focus on communications to staff.
(4) Whilst it was not possible to obtain relevant insurance in the current environment (given, for example, prevalence of malware attacks in the sector), there were ongoing discussions about access to specialist external remediation services if required.
(5) The Audit and Risk Committee and the Board would continue to receive regular updates on developments noting the prominence and potential impact of the risk.

Action: RSCOO/Director of IT Services

9.   **Academic Governance Assurance**

i) Academic Governance Protocol

Received: a draft Academic Governance Protocol between the Board and Senate.

Reported:

(1) Senate had recommended approval of the Protocol to the Board (this was a recommendation arising from the Governance Effectiveness Review).

(2) The Protocol would be supported by a detailed Code of Practice for Academic Governance and the establishment of Senate sub-committees. The latter had been reported to the Board meeting in February 2022 and both of these matters were also recommendations arising from the Governance Effectiveness Review.

Agreed: to approve the Protocol.

ii) Annual Teaching, Learning and Students Academic Governance Assurance Review

Received: a proposed approach to annual teaching, learning and students academic governance assurance review.

Reported:

(1) Senate had recommended approval of the approach, which was based on a three lines of defence model, referenced embedded assurance, annual assurance and periodic assurance and would culminate in a report to Senate (via the newly established sub-committee), Audit and Risk Committee and the Board.

(2) There would be, in parallel, a research assurance report emerging via the other newly established Senate sub-committee.

Noted:

(1) Current timescales for election of student representatives made the review cycle as set out in the report quite challenging, and there would be consideration of the potential to bring the election cycle forward.

(2) The elements of the review process referred to in the report and the establishment of the new Senate sub-committees provided multiple opportunities for staff voice to be heard.

Agreed: to approve the annual teaching, learning and students academic governance assurance review.

10. **Faculty update (Biology, Medicine and Health)**

Received: a presentation from the Dean of Faculty of Biology, Medicine and Health, covering progress on implementing the Faculty's five year plan and a 2021-22 update on research and innovation, teaching, learning and the student experience, social responsibility, *Our People, Our Values* and underpinning structures.

Noted:

(1) The Faculty was implementing an academic contribution and endeavour model, learning lessons from earlier implementation in the Faculty of Science and Engineering.

(2) The Faculty's share of Chinese student numbers was relatively low compared to other faculties, but, nevertheless, progress was being made in diversifying international student recruitment.

(3) The work of the Digital Board in embedding work in the digital space across the breadth of activity in the Faculty.

(4) The need to continue to diversify research funder mix and cost recovery.

11. **Faculty update (Humanities)**

Received: an update on key performance measures across core goals, financial position and new and continuing challenges faced by the Faculty.

Reported:

(1) The Faculty's continued healthy financial performance, and contribution to overall sustainability.

(2) The release of an additional £1 million to support staff with research that had been delayed as result of the pandemic.

(3) Strong achievement in relation to external research grant capture.

(3) Significant student growth over the past two years and measures to address consequent impact on workload, including investment in support to assist with higher assessment demands.

(4) In relation to future size and shape, student numbers had been agreed across the five year plan, including projections from 25 new programmes due to commence throughout the plan from 2022.

(5) Effect of cumulative impacts of industrial action and Covid on NSS scores and measures to enable improvement in the student experience.

(6) Good progress in relation to Social Responsibility goals (e.g the [Beewell Project](), led by Prof. Neil Humphrey.

Noted:

(1) Ongoing discussions about research expectations and specific impact on the Faculty.

(2) At faculty leadership level, matters relating to equality, diversity and inclusion were within the remit of the new Vice-Dean for Social Responsibility and fully integrated into agendas and forward planning.

(3) The University replicated the national trend where, typically, academic staff in humanities disciplines reported lower overall satisfaction scores that staff in science or technological subjects.

(4) The potential to adjust volume and type of assessment to address workload concerns.

12.   Chair's report

Reported: the proposal for a joint Board/Senior Leadership Team Equality, Diversity and Inclusion training session, with a date to be sought before the July Board.   **Action: Deputy Secretary**

13.   Secretary's report

i) Changes to Office for Students (OfS) Registration Conditions

Received: a report informing the Board of revised OfS conditions of registration.

ii) Exercise of Delegations

Reported: the award of Emeritus Professorships and a re-appointment to the University of Manchester Superannuation Scheme Board.

14.   Students' Union-report from student Board members

Noted: a brief verbal update on the outcome and turnout for recent sabbatical elections (turnout was in the top three for Students Unions nationally).

15.   Senate (1 March 2022)

Received: a report from the most recent Senate meeting held on 1 March 2022. The report included reference to the Academic Governance Protocol and the Academic Governance Assurance Review, approval of which is set out under item 9 above.

Noted:

(1) The outcome of the ranked preference ballot of Senate members in relation to implementation options for Governance Effectiveness Review recommendation 26 (addition of Heads of School to membership of Senate).

(2) Board support for the proposed increase in membership from 70 to 100 members (in addition to the nine Heads of School, nine further elected members, nine School Board Chairs and three further student members) whilst noting that this would require amendment to Statutes, and thus formal Board (and ultimately Privy Council) approval (along with other changes to governing instruments arising from implementation of Halpin Review recommendations) at its final meeting of the academic year in July.

(3) The Senate statement on the situation in Ukraine.

(4) Consideration of the recommendation from Awards and Honours Group is set out in item 20 below.

16.   Nominations Committee: appointment of General Assembly members to Nominations Committee

Reported: the appointment of Marilyn Comrie and Zeb Farooq to the Committee to fill vacancies for members of General Assembly.

17.   Planning and Resources Committee (8 March 2022)

Received: a report from the meeting of Planning and Resources Committee held on 8 March 2022.

18.   Forward agenda for 2021-22

Noted: the latest Board forward agenda for the remainder 2021-22.

19.   Any other business

Noted: a brief update on the latest position regarding the University's Gazprom contract.

The Chair left the meeting at this point and the Deputy Chair chaired the rest of the meeting.

20.   Recommendation from Awards and Honours Group

Agreed: on the recommendation of Awards and Honours Group and Senate that Edward Astle, current Chair of the Board receive the award of Doctor of Letters Honoris Causa once he had completed his term of office.